

# Miton UK MicroCap Trust plc

Report and Accounts for the  
year ended 30 April 2022

A Trust accessing the inherent  
vibrancy of the UK's quoted  
microcaps

The background of the lower half of the page features two large, abstract blue shapes. One is a large triangle pointing upwards from the bottom left towards the top right. The other is a curved, wave-like shape at the bottom, also in blue, creating a modern, geometric design.

# Numerous fund strategies reflect the long-term trend of declining bond yields...



Over the last 30 years, as long-dated bond yields have declined, the value of all assets have risen substantially.



In particular, the share prices of rapid-growth technology stocks have typically outperformed more traditional stocks.



This rising stock market trend has been so persistent that many investors overlook the dangers should these trends reverse.



The Miton UK MicroCap Trust was set up specifically because its returns should not be closely correlated to the rise of bond valuations.



As the political agenda evolves towards nationalism and away from globalisation, this trend may actively favour UK-quoted microcap stocks.



This Report and Accounts seeks to offer greater insight into the Trust's strategy and its prospects.

## ... whereas this Trust offers participation in a very different opportunity set

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# Investment returns were abundant during globalisation...



With its heritage of past inflation, the UK investment universe principally comprises quoted businesses generating incremental cash surpluses, together with a bias toward quoted microcaps that can sustain growth even in times of unsettled global economies.



Globalisation led to a long period of global growth as a surge of low-cost imports offset local inflation, in a trend that favoured certain overseas stock markets because they comprised a much higher proportion of highly ambitious unicorn businesses.



With renewed inflation, so-called unicorns are now at risk of getting caught between two stools. In anticipation of major upside, they often build businesses with substantial costs bases, but, with rising interest rates, they may never get sufficient sales to fund their operations.



In the UK, quoted microcap stocks do not need large cost bases to achieve their objectives as many of them participate in niche industry sectors.



Specifically, many of these are immature markets with prospects that are somewhat independent of the fluctuations of the global economy.



The portfolio of the Miton UK Microcap Trust focuses on the advantages of UK-quoted microcaps, which appear well placed given the changing economic and market trends.

## ...but inflation changes everything, and the Trust is well placed for the change

# The Four Key Performance Indicators



The Board uses four Key Performance Indicators (KPIs) to gauge the success or otherwise of the Company's strategy and its outcome for shareholders.

**1 The Company's NAV total return** – Over the year, the NAV total return of the Trust was -13.1% (2021: 104.4%), which compares to -7.0% for the peer group\* (2021: 49.4%) and -5.8% for the Numis 1000 Index (2021: 76.7%). Further details may be found in the Investment Manager's Report. Since the Company's listing in April 2015, the NAV total return was 89.1% (2021: 118.0%), which compares to 53.3% (2021: 87.3%) for the peer group and 63.2% for the Numis 1000 Index (2021: 73.2%).

**2 Plentiful stock market trading volumes** – Shareholders add to or reduce their shareholding in the Trust via stock market transactions. In order to make this as frictionless as possible, the Board aims to maintain a healthy trading volume in the Trust's shares. Over the past year, on average 0.21% of the Company's shares were traded each day and, since issue, 0.24% have been traded daily. The proportion of the daily turnover of shares relative to the Trust's market capitalisation compares favourably to the peer group average of 0.16% (source: Peel Hunt).

**3 The Trust's valuation relative to its NAV** – Prior to the Brexit referendum, the Trust's share price usually traded close to, or at a premium to, its daily NAV. After the referendum, with the onset of the Brexit uncertainties, the Company's share price initially moved to a premium to NAV but subsequently returned to a discount, which averaged 5.0% over the period, compared to an average of 9.4% in the prior period.

**4 Keeping costs competitive** – On page 19 of this report, the ongoing charges<sup>1,2</sup> are set out at 1.41% (2021: 1.60%) of NAV over the year. The Board pays careful attention to costs and, in the context of the Trust's specialist investment universe and the premium returns it has delivered since issue, the Board believes that the Trust's overall costs are reasonable.

\* The Company's peer group is the Association of Investment Companies UK Smaller Companies sector – see Glossary on page 91 for a list of constituents

<sup>1</sup> The ongoing charges are calculated in accordance with AIC guidelines

<sup>2</sup> Alternative Performance Measure ("APM"). Details provided in the Glossary on pages 91 to 93

# A summary of the nature of the Trust's portfolio

The Miton UK Microcap Trust aims to deliver premium returns for shareholders through a portfolio of stocks that are often well placed to generate surplus cash. This summary also highlights how downside risks can be ameliorated by diversifying stock specific and portfolio risk.

The Trust's capital is:

- **invested in companies whose prospects are often somewhat independent of the general growth of the economy...** By their nature, microcaps often have relatively modest market shares, or operate in immature markets. Therefore, their growth is not as reliant on the general growth of the economy and they very often possess greater growth potential than some of their larger competitors.
- **diversified across a broad universe of stocks...** The Trust's portfolio of microcaps are mostly listed on the London Stock Exchange and on the Aquis Stock Exchange. By far the largest cohort are quoted on the Alternative Investment Market (AIM). The portfolio may occasionally invest in stocks listed on other exchanges such as the International Stock Exchange in the Channel Islands, although this is normally a relatively small percentage of the portfolio.
- **invested into those companies where plentiful cash surpluses are anticipated...** Sometimes, after a number of years of capital expenditure, the valuations of some quoted microcaps do not fully reflect the quantum of their forthcoming cashflow surpluses, as few professional investors actively research them. As these companies announce major improvements to their cashflow, their share prices tend to outperform.
- **invested with a preference for those companies with strong balance sheets, standing on overlooked valuations.** Academic reviews of UK stock market data since 1955 conclude that listed companies in the bottom two per cent by market capitalisation tend to deliver higher returns than those in all other size bands. Furthermore, if this factor is combined with companies that stand on overlooked valuations, then the returns can be even higher.



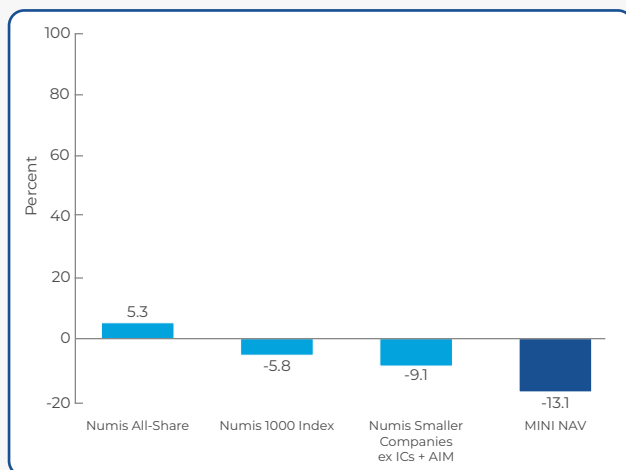
# Miton UK MicroCap Trust plc

## Report and Accounts for the year ended 30 April 2022

The Miton UK MicroCap Trust plc is an investment trust quoted on the London Stock Exchange under the ticker code MINI. It is referred to as the Company, MINI or the Trust in the text of this report. The Board, which consists of four independent directors, appoints the Investment Manager (Premier Portfolio Managers Limited, a wholly owned subsidiary of Premier Miton Group plc) and oversees all aspects of the Trust.

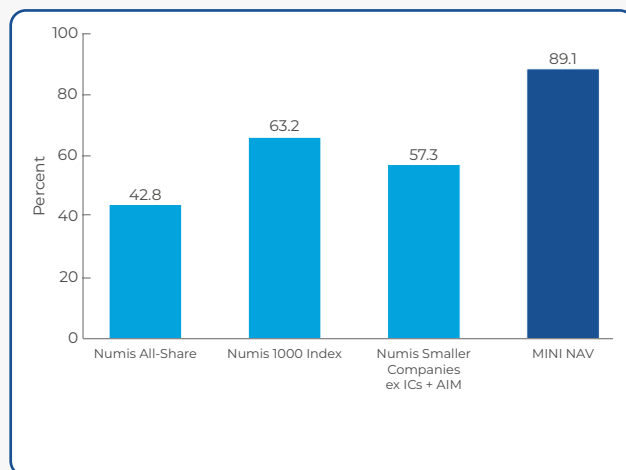
Following the Trust's listing in April 2015, its net asset value (NAV) rose from 49.00p to 71.60p in June 2018. With the uncertainties about the nature of any potential Brexit agreement, and the onset of the global pandemic, the Company's NAV fell to a nadir of 37.20p in March 2020, before recovering strongly. During the year under review, the Company's NAV has fallen from 104.83p to 91.05p. The Investment Manager continues to believe that there is still plenty of scope for the actively managed portfolio to continue to deliver attractive returns.

Total returns 12 months to 30 April 2022



Source: Morningstar

Total returns since launch in April 2015



## Our objective

The Company invests principally in a portfolio of smaller UK quoted companies, generally with market capitalisations of less than £150m. The primary objective is to generate capital growth through selecting stocks that are expected to generate plentiful surplus cash in the short to the medium-term. As this comes through and their share prices appreciate sharply, the Investment Manager tends to take profits, with the capital reinvested in other promising microcaps standing on overlooked valuations. Given that a major part of the Company's return is anticipated to comprise capital appreciation, the Trust's annual dividend (if any) will be a modest contributor to long-term returns.

# Microcap share prices have the potential to rise by multiples...

The nature of the Miton UK Microcap Trust strategy is that the share prices of quoted microcaps can rise by multiples of their purchase price when they succeed. This feature may become more important as trends change:

- During globalisation, economic slowdowns were addressed by boosting demand, enhancing corporate growth and profits. In this period, inflationary pressures were subdued principally due to abundant imports of low-cost goods. Over these decades, supply exceeded demand, so when economic growth slowed, central banks were able to address the problem by increasing demand – typically through reducing interest rates or more latterly through financial stimulus in the form of Quantitative Easing.

When demand is boosted businesses tend to benefit, as it drives additional sales and profits. Overall, the decades of globalisation were marked by a long period of ongoing sales and profit growth, that led many businesses to enjoy increased profit margins.

- Over the last couple of years demand has increased. But with trade tariffs, COVID and the Russia-Ukraine war the ability to supply has been impaired. Hence, central banks are currently obliged to bear down on demand, to bring it back into balance with supply. Even prior to COVID, trade tariffs were starting to scale back the ability of the global economy to supply. Subsequently, it has reduced further due to the global pandemic and the Russia-Ukraine war. Excess demand relative to supply has now led to renewed inflation, with central banks obliged to constrain demand, to bring it back into balance with supply.

Suppressing demand represents a major business challenge, as there are fewer sales to go around. As sales fall away, it often sparks price wars, that drive down profit margins. The risk is that there is a major reduction in profitability, with potential for insolvency for the over-levered.



- The best chance of holding on to margin lies with businesses that deliver outstanding customer service.

With inflation, it appears that many businesses could come under margin pressure, as demand moderates, and companies seek to hold on to customers, even if this involves cutting prices. In these circumstances, businesses delivering poor customer service are often the most vulnerable. Conversely, companies delivering not only good, but outstanding levels of customer service can sometimes retain their customers even when others are offering similar services at lower prices.

- Given that most quoted companies notionally say they prioritise customer service, how can we identify those that are genuine? Management teams genuinely interested in customer service are normally diligent in collating the data and including it in their regular board packs. In our meetings with management teams, we have long asked a series of detailed questions on this data, to differentiate those who are genuinely interested in customer service versus those that say they are. Furthermore, management teams that are truly aligned ensure they make it as easy as possible for front-line staff to deliver service. For example, we often follow up by asking whether management actively make enquires to identify staff problems, through regular staff surveys. These questions help the Trust to prioritise portfolio holdings that have quoted microcap management teams demonstrating the ambition to deliver outstanding customer service.

The bottom line is that many quoted microcaps in the Trust's portfolio, have the potential to deliver a multiple of their initial entry share prices, which may become a much more important feature for investors should there be less upward momentum in asset valuations and stock markets in future.

## ...which is important given that stock markets may become more challenging

## The Trust has a clear sense of purpose...

The Directors believe that integrating environmental, social and governance (“ESG”) factors into the investment process helps the Trust achieve its objective of providing shareholders with capital growth over the long term. They receive regular reports on the Manager’s stewardship activities and support the Manager’s emphasis on helping UK quoted companies address the climate change agenda and encouraging them to deliver demonstrably socially useful outcomes.

Meeting management (and boards) is part of the Manager’s due diligence process before investing and, once invested, the Manager continues to meet with companies as part of the portfolio monitoring, alongside voting at shareholder meetings. ESG matters are raised in discussions where relevant as well as other subjects such as business strategy.

In the past year the directors have also met the management of a number of companies held in the portfolio.

The portfolio managers attended over 985 meetings with companies during the period; a number of meetings included discussion on climate related topics such as carbon reduction as well as social issues such as employee retention.

The portfolio managers will generally support management when voting at shareholder meetings, as they select companies for the portfolio on the basis of their strong management, particularly in the case of smaller companies where management quality is critical for success.

## Helping UK quoted business to fund the climate change agenda...

The UK Government has set a legally binding target – that the greenhouse gas emissions of the economy are reduced to net zero, which will take some decades of investment to achieve.

Some UK microcap business models are already aligned with the climate change agenda. In a few cases some are investing to sequester carbon and sell their carbon credits to other industries, such as transport, where it is more difficult to eliminate carbon emissions quickly. Whilst the Miton UK Microcap Trust portfolio does have investments in some of these companies, it is also recognised that the much bigger task will be to help all other businesses to reduce their carbon emissions.

At present, we are asking the management teams to identify their scope 1 and scope 2 emissions so they can plan to become low-carbon businesses in the future. Premier Miton has partnered with CDP (Climate Disclosure Project) to support this work.

In short, helping fund UK-quoted microcaps to meet the climate change agenda ahead of others underlines the Trust's very clear sense of purpose. Quoted companies that move ahead of others should be well-placed to deliver superior returns.

## ...and being demonstrably socially useful

Stock exchanges are not just about listing companies with investment plans, or attracting savers willing to fund their capital expenditure. A successful stock exchange must be relevant to the local electorate as well. It does this by creating extra employment, additional domestic growth and an increase in the government tax take. Overall, stock exchanges are favoured by politicians because they are socially useful.

During the decades of globalisation, redundancies resulting from major mergers were tolerated because world growth and employment prospects were plentiful. More recently, a change in the political climate, combined with the global pandemic, has led to a more nationalistic agenda. Companies that shed labour on mergers, or favour distant supply lines, together with those that pay tax in offshore low-tax territories, are now coming under much greater political scrutiny.

One of the advantages of investing in UK-quoted microcaps is that young businesses tend to create additional skilled roles, often in the UK. Furthermore, younger corporates usually have simple tax arrangements, so their success boosts the exchequer's revenues. Hence, any additional political scrutiny is not necessarily a constraint as the Trust's portfolio of UK-quoted microcaps already offers demonstrable, social advantages. The microcap sector has the potential to deliver socially useful outcomes as well as premium returns.

# Results for the Year

to 30 April 2022

- Over the year, the Ordinary Share NAV fell from 104.83p on 30 April 2021 to 91.05p on 30 April 2022, a negative total return including dividends reinvested of 13.1%.
- The Ordinary Share price fell from 104.50p at 30 April 2021 to 86.50p at 30 April 2022, a negative return of 17.2%. As at close of business on 15 July 2022, the closest date to this Report, the Ordinary Share NAV was 72.09p and the share price was 67.20p.
- The net Revenue return was a positive return of £159,000 this year, or 0.15p per share. This compares to a loss of £169,000 last year, or (0.14)p per share.
- The Company offers all investors the opportunity to redeem their shareholding each year, which has the advantage of clearing any overhanging sellers and is designed to ensure that the market price of the Company does not deviate too far from the underlying NAV. Redemption requests in relation to 14,614,199 Ordinary Shares, or 13.3771% of the Company's share capital, at 30 April 2022, were received for the 30 June 2022 Redemption Point and are not reflected in the summary below. The redemption mechanism is explained further on page 80.
- The Company does not have a formal benchmark but, for comparison, it is intended that the return on the Numis 1000 Index and the Morningstar Investment Trust UK Smaller Companies sector will be published on the monthly factsheet and in the Company's annual and interim reports. Returns, however, may diverge from any of these indices for a significant period.

## Summary of Results

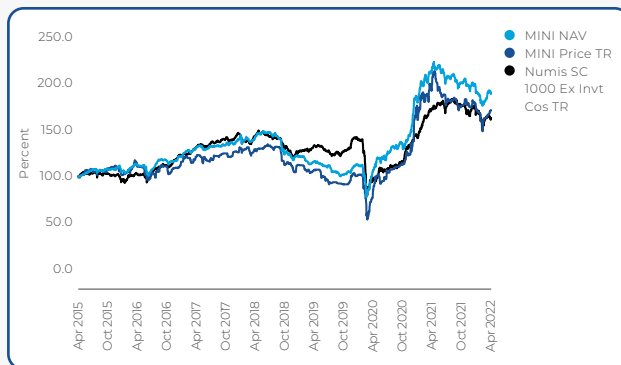
	Year to 30 April 2022	Year to 30 April 2021
Total net assets attributable to equity shareholders (£'000)	99,475	116,651
NAV per Ordinary Share*	91.05p	104.83p
Share price (mid)	86.50p	104.50p
Premium/(Discount) to NAV*	(5.00)%	(0.31)%
Investment income	£1.0m	£0.7m
Revenue return per Ordinary Share	0.15p	(0.14)p
Total return per Ordinary Share*	(13.77)p	49.51p
Ongoing charges**	1.41%	1.60%
Ordinary Shares in issue	109,253,560	111,274,758

\* Alternative Performance Measure ('APM'). Details provided in the Glossary on pages 91 to 93.

# The ongoing charges are calculated in accordance with AIC guidelines.

## Financial Performance Indicators

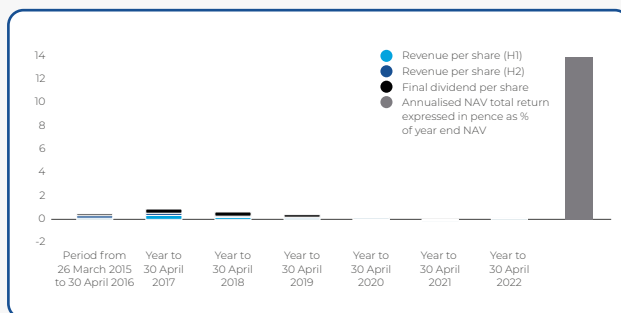
### NAV v share price v Numis 1000 Index



This chart details the NAV and the daily closing share price of the Company. Prior to the Brexit referendum, the share prices of microcaps generally appreciated well and the NAV of the Trust rose. During the Brexit negotiations, many asset allocators scaled back their UK weightings given the uncertainties over the detail of the exit arrangements, and this led to fewer buyers of smallcap stocks. This trend was often more acute amongst microcap stocks, although the prospects for quoted microcaps are often less dependent on global growth than larger quoted companies, and more recently this has led to renewed institutional interest in the Trust's strategy.

Source: Morningstar from 30/04/2015 to 30/04/2022.

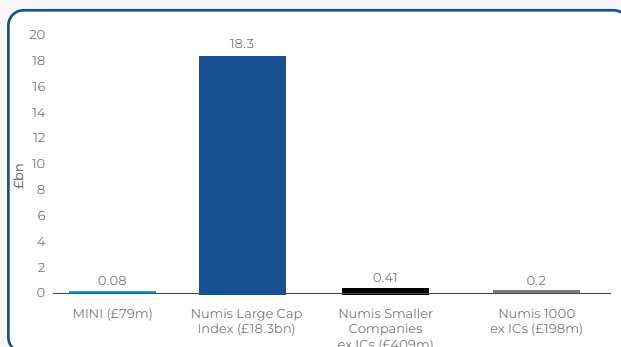
### Revenue and dividend per share



The revenue per share of the Trust was relatively strong in the early years, as two of the portfolio holdings were yielding 10% at purchase. After these were taken over, the underlying dividend income of the portfolio has been at a lower level, and often similar to the revenue costs each year. Overall, it has always been anticipated that the major part of the Trust's longer term returns would come via capital gain rather than dividend income. The chart alongside highlights that the Trust's return to date has indeed been dominated by capital appreciation.

Source: Company from 30/04/2015 to 30/04/2022.

### Average unweighted market capitalisation comparison: MINI v Numis Large Cap Index, Numis Smaller Companies ex Investment Companies Index and Numis 1000 ex Investment Companies Index



The Trust pursues a clearly differentiated strategy, illustrated by the fact that the average unweighted market capitalisation of the holdings within its portfolio is £79m, which compares to an average of £18.3bn for the Numis Large Cap index, £409m for the Numis Smaller Companies ex Investment Companies Index and £198m for the Numis 1000 Index ex Investment Companies. The Trust's portfolio may therefore produce different returns from those of the mainstream stock market indices. Please see glossary for further details of these indices.

Source: Premier Miton, Numis.

# Chairman's Statement



**“Elephants don't gallop' is an old Stock Exchange maxim, but microcaps can fly!”**

**Ashe Windham**  
Chairman

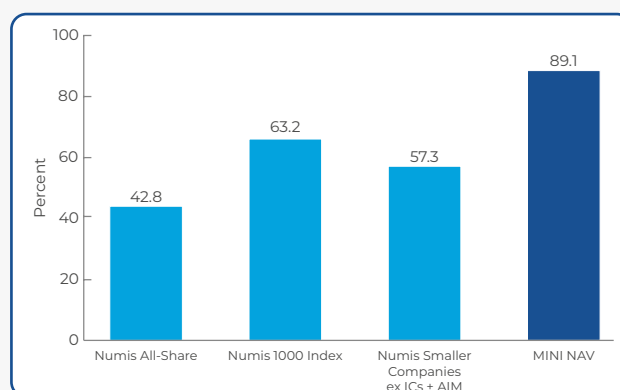
This report, representing the fully audited results for the Company for the year ending 30 April 2022, is my first as your chairman. Andy Pomfret, my predecessor, stepped down, as planned, on 31 December 2021. As we reported in an RNS at the time, the Board would like to formally thank Andy on behalf of all shareholders for directing the Company with such skill and dedication since its launch on 30 April 2015. The Company's success as a distinctive pioneer in the microcap arena, with an excellent return record, is due in no small part to Andy's inspired leadership. We wish him well.

## Performance

The investment objective of Miton UK MicroCap Trust (MINI), as stated in our prospectus, is to provide Shareholders with capital growth over the long term. MINI has no formal benchmark. Your Company first traded on the London Stock Exchange at the issue price of 50p on 30 April 2015. Over the seven years to 30 April 2022 the NAV Total Return that MINI has produced is 89.05%. This compares with the Numis All Share Index

(including Investment Companies) with a return of 42.81% and the Numis Small Cap 1000 Index (excluding Investment Companies) which was up 63.17%. Other comparators for this period include the Numis Small Cap Plus AIM Index (excluding Investment Companies) which produced a 57.34% return whilst the NAV Total Return produced by our peer group was 53.26%. Overall, therefore, we are pleased with MINI's strong longer term performance.

## Total Returns since launch in April 2015



Source: Premier Miton, Numis.

Over the past 12 months to 30 April 2022 we have lagged our comparators producing a NAV Total Return of a negative 13.14%, whilst the Numis Small Cap 1000 Index (excluding Investment Companies) fell 9.06%, our peer group<sup>1</sup> was down 6.95%, and the Numis Small Cap 1000 Index (excluding Investment Companies) registered a negative 5.78%. Over the year to April 2022, the strong dollar and buoyant commodity prices have favoured the largest stocks, thus the Numis All-Share Index (excluding Investment Companies) rose 5.26%.

You may wonder why it is that we use the Numis indices in all our communications. The answer is a simple one: we are trying to save our shareholders money as the FTSE indices charge a significant amount if we use their data. The Numis indices were launched at the start of 1987. They have been published continuously for 34 years, whilst they also have a 32-year back-history to 1955. Since their launch, the Numis indices have provided the definitive benchmark for monitoring the performance of

<sup>1</sup> The Company's peer group is the Association of Investment Companies UK Smaller Companies sector – see Glossary on page 92 for a list of constituents

smaller UK companies and we are delighted to be using them for comparison purposes. Your directors are pleased with MINI's long term performance as it is handsomely matching its objective.

Despite small caps being buoyant in early 2021, there was excess of issuance in the second half of 2021 and small cap share prices drifted with small cap stock market indigestion, made worse by the invasion of Ukraine by Russia on 24 February 2022. In the absence of small cap momentum, MINI traded at an average discount of 6.2% over the year to April 2022, and at a 4.0% discount since IPO given the Brexit uncertainties and then the COVID-19 pandemic.

Generally, when small caps are out of favour, MINI trades closer to NAV than most other small cap investment trusts. Since the autumn small cap stocks in the UK have been on a relentless downward trend. Small cap stocks tend to get caught in the early stages of a bear market as selling is liable to be indiscriminate and the liquidity in these stocks can be thin. We believe that MINI is well positioned as its portfolio of investments is largely composed of companies which not only generate profits, but also have robust balance sheets. At the end of April 2022 MINI had investments in 137 quoted companies, with a weighted average market cap of £101 million, and minimal debt overall. The weighted average Price/Book ratio of the portfolio was 1.4x, considerably less expensive than the 1.8x for the UK market as a whole and with a dividend yield of 0.94%.

### Earnings and Dividends

Earnings for the year were 0.15p per share (2021: (0.14)p per share) on the revenue account. Earnings on the capital account consisted of a loss of 13.91p per share (2021: a gain of 49.65p per share). Earnings on the revenue account remain depressed as micro-cap companies would rather invest in their businesses than reward shareholders at such an early stage in their corporate lives. Revenue this past year, however, was boosted by a special dividend of 50p from CML Microsystems, which

added £74,000 to the account. As far as setting the dividend is concerned, the Directors aim to give the Investment Manager maximum flexibility to follow whichever course will lead to the best results for our shareholders. Your Directors regard the dividend as a useful by-product of the investment process but not a target.

Our ambition is to continue to pay a small dividend but rest assured that we will not plunder the capital account in order to maintain it. This year, your Board is recommending a final dividend of 0.15p per Ordinary Share. Subject to approval by shareholders at the AGM, this will be paid on 30 September 2022 to all shareholders on the register on 2 September 2022.

### Board Succession Planning

We were delighted to welcome Davina Walter as a Director of MINI on 10 August 2021. We have engaged a firm of head hunters to track down a replacement for Jan Etherden, who has decided to retire from the Board by the end of 2022. Our intention is to keep the Board at four members, but there may be short periods when the number of directors rises to five to ensure an efficient handover of responsibilities.

We are aware of the recent changes in that the FCA has published a Policy Statement on Diversity and inclusion on company boards and executive management (PS22/3). These change the Listing Rules and the Disclosure Guidance and Transparency Rules. The new rules include requirements for companies subject to Chapter 15 of the Listing Rules to include a statement in their annual reports and accounts as to whether the Company has met the following targets on board diversity as at a chosen reference date within its accounting period:

- At least 40% of individuals on the board are women;
- At least one of the senior positions on the board is held by a woman, and
- At least one individual on the board is from a minority ethnic background.

## Chairman's Statement [continued](#)

As an externally managed investment trust, the Company does not have a CEO or CFO and therefore the two relevant senior positions are Chair and Senior Independent Director.

We have met the first point and we hope, within the next few years, to transition to a position where the last two points are also complied with. The Board is conscious of the directive which limits the term of directors, aside from the chairman, to nine years. As the Company has been in existence for seven years succession planning has been an important topic and we are trying to ensure a staggered departure of directors so that our successors are not faced with everyone's term coming up at once.

### Directors' remuneration

The Directors are entitled to an increase in their fees by the percentage uplift in CPI each spring. The figure which applies to fees from 1 May 2022 is 9%. Recognising the need to show restraint, the Directors have unanimously agreed to apply a 4.5% uplift to their fees this year.

### Responsible Investing

It is ironic that those managers who followed environmental, social and governance (ESG) principles to the letter, without any regard to a more subtle approach, will have performed poorly over the last few months since oil stocks, mining stocks, tobacco stocks and defence stocks have all performed well thanks to Putin's ill judged invasion of Ukraine. Happily, the Investment Manager has taken a nuanced stance to ESG investing, and has not shied away from all these sectors. Within the oil sector, for instance, MINI has investments in 10 carbon based energy holdings, including Independent Oil and Gas, which has a zero carbon production footprint, thanks to using previously redundant gas pipelines, and unmanned mini-rigs on the gas fields operated from the shore via electric cables. MINI's Investment Manager has increasingly focused on integrating ESG factors alongside financial factors in the investment process including decisions, as genuinely active investors, to hold individual underlying investments in the portfolio. The Investment Manager believes this

is important enabling them to deliver strong and durable performance and to meet their broader investment responsibility.

### Share Issuance

A total of 650,000 new shares were issued during the course of the year at an average of a 1.02% premium to the prevailing Net Asset Value (NAV) in May 2021, when these shares were issued. Your Directors are keen to grow the size of the Company and look to issue shares when the share price is at a sufficient premium to NAV. This exercise keeps the premium in check, so as to ensure that no one pays too high a price for the underlying assets, whilst it also ensures adequate liquidity to those wanting to acquire shares. Issuing shares at a premium enhances the NAV, benefitting existing shareholders. This also dilutes MINI's fixed costs, thus lowering the Ongoing Charges Ratio (OCR). We will be seeking approval at the AGM in September to renew this useful facility.

### Share Redemption

Once each year, traditionally at the end of June, your Directors choose to offer the facility for shareholders to redeem their holdings in part or whole, at or close to the prevailing NAV. The Directors have offered this facility again this year and the timetable is laid out on page 80 of this report. In fairness, as the amount of shares tendered reached 13.3771%, the Directors agreed to form a separate Redemption Pool and it may take a number of weeks to liquidate this pool appropriately.

The Board intends that the 2023 Redemption Point will be moved from 30 June 2023 to 31 October 2023 to align with the interim report. The Board considers this to be in the best interests of all shareholders.

### Annual General Meeting

The Annual General Meeting (AGM) of the Company will take place at 11am on Tuesday 27 September 2022 at 1 Finsbury Circus, London, EC2M 7SH and your Board looks forward to this annual opportunity to meet shareholders. In addition to the formal business of the AGM, there will be a presentation by the fund managers on your Company's performance and prospects.



The formal notice of AGM can be found on page 85 of this report.

### Outlook

The investment outlook looks pretty bleak with inflation approaching double digits, rising interest rates, (admittedly from multi-century lows), stalling growth, fears of recession and the worst conflict raging in Europe since 1945 with the possibility of further escalation. At the time of writing one might almost be pleasantly surprised at how resilient markets have been. You might well be forgiven for thinking one would be unusual to even contemplate investing in a portfolio of microcaps. However, there are a useful number of factors which might make such a thought compelling.

First, ever since MIFID II was sprung on the market at the start of 2018, there has been a steady withdrawal of investment analysts covering microcaps and small companies generally. Typically, microcaps only have one analyst covering them and that individual is usually from the sponsoring house, whose opinions are often regarded as little more than a marketing ploy. Your Directors remain deeply impressed by the number of companies which the managers of the Trust, Gervais Williams and Martin Turner, manage to meet, physically or remotely, over the course of a year. As dedicated small cap managers, who have been operating in this arena for three decades, their understanding of what makes a successful microcap company is almost unrivalled. There are many 'gems in the rough' and your Investment Manager is well placed to identify them.

Secondly, your Investment Manager currently deploys a FTSE 100 put well out of the money, which will help bring much sought after liquidity to the portfolio if the FTSE falls to 6,200 by December 2022. This, coupled with the long lived and dedicated facility to borrow £5m from a leading UK bank, gives the Investment Manager the ability to get hold of funds when stocks are trading at distressed valuations and thus is able to take advantage of such conditions.

Some may think that microcaps are companies of little consequence but many of them are world

leaders in their fields and astute leadership can enhance their already dominant positions with sensible infill acquisitions and canny investment. MTI Wireless, an investment made soon after the Trust's launch, subsequently rising to become one of the largest holdings, is a good example. It is currently being actively engaged by many of the largest 5G equipment manufacturers because its 5G aerials have patented commercial advantages over others. It is a fact that well-chosen microcaps can, and often do, rise by multiples of their original price, and this then brings them into the sights of investment managers who, until this point have eschewed the smallest companies, leading to yet further share price appreciation. Over the life of the Trust there have been numerous stocks that have risen many multiples from their entry cost. Within the portfolio at present there are 63 stocks that are standing above entry cost, of which 14 have at least doubled since purchase, seven have tripled, and five have quadrupled, one of which has risen even further. 'Elephants don't gallop' is an old Stock Exchange maxim, but microcaps can fly!

Over recent years your Investment Manager has highlighted why their investment strategy has the potential to deliver excellent returns. They have also outlined how returns can be achieved with portfolio risks that are usefully moderated versus others. Fortunately, to date this strategy has delivered, with MINI's NAV having risen nearly 90% since issue in April 2015, well ahead of most indices, and with a Beta that has been below the indices and many other competitor trusts. Whilst the current economic and political news flow may have turned decisively negative, your Directors believe that MINI's strategy has the potential to deliver premium returns relative to others. The FTSE 100 Index may currently be leading the way, but UK quoted microcaps may also have some good performance ahead and the potential to deliver years of good returns.

Ashe Windham

Chairman

18 July 2022

# Investment Manager's Report

## Who are the fund managers of the Trust?

Premier Miton Group plc is an independent, listed fund management company, formed from the merger of Premier Asset Management and Miton Group in November 2019, with a well established reputation for successfully managing UK-quoted smaller company portfolios over the longer term. The Trust's board appointed Miton Group as Investment Manager when it was first listed in April 2015.

The day-to-day management of the Trust's portfolio continues to be carried out by Gervais Williams and Martin Turner, who came together as a team in April 2011.

## Gervais Williams

Gervais joined Miton in March 2011 and is now Head of Equities at Premier Miton. He has been an equity fund manager since 1985, including 17 years at Gartmore. He was named Fund Manager of the Year by What Investment? in 2014. Gervais is also a board member of the Quoted Companies Alliance and a member of the AIM Advisory Council.

## Martin Turner

Martin joined Miton in May 2011. Martin and Gervais have had a close working relationship since 2004, with complementary expertise that led them to back a series of successful companies. Martin qualified as a Chartered Accountant with Arthur Anderson and had senior roles and extensive experience at Merrill Lynch and Collins Stewart.

## Why are the index comparatives used in this report different from those used previously?

When the Trust was first listed in April 2015, the Prospectus set out its prospects with reference to the AIM investment universe, since it was anticipated to include most of the Trust's portfolio holdings, and the FTSE series of indices is familiar to most investors.

The London Stock Exchange that owns the FTSE Index data has recently concluded that although the Manager pays for a licence for this data, in future this will not extend to its use by the Manager's clients. Premier Miton also has a licence to use the Numis Index data, and Numis have confirmed that its terms will continue to include the use by Premier Miton clients. Therefore, as outlined in the Trust's Interim Report, it need not pay the cost of a new FTSE Index licence as it can use Numis Index data as a performance comparator in future.

Since the Trust was first listed in April 2015, the returns of both sets of indices happen to be broadly similar, although there are some divergences over shorter time periods. If anything, the returns on the Extended Numis 1000 Index more closely represent the fluctuations of the Trust universe of UK quoted microcaps, because it comprises the bottom two percent of both LSE and AIM listed stocks. Furthermore, the Extended Numis 1000 Index returns aren't distorted by the major fluctuations of the largest AIM listed stocks that have occurred over the last seven years.

## What were the main contributors to the Trust's return over the year?

After the substantial outperformance of quoted microcaps in the year to April 2021, the share prices of UK-quoted microcaps mostly peaked during the year under review. In part, this was related to a large number of corporate fund raisings ahead of the calendar 2021 year-end that exceeded the scale of capital available. Hence, microcap share prices declined at a time when many larger quoted share prices rose. Thereafter, as inflationary pressures persisted and global asset prices declined in the early months of 2022, microcap share prices reflected the trend and declined further. Over the year the NAV of the Trust declined by 13.1%. This compares with a decline of 5.8% for the Numis 1000 Index over the same period.

Whilst quite a number of share prices of companies in the portfolio declined, the greatest detractor to returns this year was Accrol Group. As a supplier of toilet rolls, demand has remained consistent. Their problem was that their deliveries became unreliable due to COVID-related staff absence, and given the decline in service levels, their supermarket customers refused to fund the additional energy costs of their factories, at least initially. These issues have been addressed subsequently, and it is expected that Accrol's profitability will recover. Over the year under review however, its share price fell by 65%, and this fall reduced portfolio returns by 1.4%.

A second example is Avacta, that had also outperformed in the previous year. Whilst it continues to make good progress with potential medical treatments using affirmers, it had to suspend manufacturing lateral flow tests for COVID as an antibody supplied by one of its partners was not sensitive enough to the Omicron variant. This detracted 1.0% from portfolio returns.

From time to time the Trust's portfolio is invested in FTSE 100 Put options, as their valuations tend to rise dramatically during stock market sell-offs. The Trust held one in 2019, and it rose to a multiple of its cost during March 2020 due to the COVID-induced market sell-off. It was sold near the nadir in markets, and the Manager used the cash to buy a number of new portfolio holdings standing at abnormally low share prices, that then went on to enhance the upside of the Trust. The Manager invested in a new FTSE 100 Put option in August and September 2021, and since the FTSE 100 Index has held up subsequently, its 'time value' has declined. The valuation of FTSE 100 Put options can be likened to insurance fees, in that the cover only extends over a defined period (to December 2022 in this case), and as their term to expiry shortens, so does their valuation. This position cost the Trust 1.2% over the year to April 2022.

### What are the main factors that have driven the Trust's return since it first listed in April 2015?

Academic analysis of UK stock market data since 1955 identifies that the best performing group of stocks have been quoted microcaps. When the investment universe is narrowed further, to solely include microcaps standing on undemanding valuations (low Price/Book), the scale of their outperformance is even more marked. With this background in mind, the Trust's portfolio is principally selected for UK quoted microcaps standing on what we consider to be overlooked valuations at the time of purchase. When these microcaps succeed, their share prices can rise by much greater percentages than most mainstream stocks.

Since the Trust was set up in April 2015, the combination of abundant economic growth (the Chinese economy has been a standout contributor) and appreciating bond valuations (enhanced by QE) have led to substantial stock market appreciation. This favourable trend has been interrupted by the global pandemic and the Russia-Ukraine war, which has led to a reduction in the ability of the global economy to supply, whilst demand has increased with the extra financial stimulus. The mismatch is now reflected in renewed inflation, which traditionally has proved difficult to unwind. Over recent quarters, the past market trends have started to reverse.

The implications of recent news have somewhat overwhelmed investors, and the advantages that UK-quoted microcap stocks have in an unsettled global economy have remained overlooked. Hence, to date, the differentiated potential of the Miton UK Microcap Trust strategy hasn't been fully evident. Nevertheless, since inception the Trust has delivered some attractive returns despite local headwinds such as Brexit.

## Investment Manager's Report [continued](#)

For us, the key point is that we remain upbeat about the Trust's prospects, as outlined in the paragraphs below. Specifically, we believe the Trust's strategy will continue to deliver premium returns over the coming years, and with changing market trends we also expect there will be fewer other strategies that can rival it.

### [How unusual is the UK quoted microcap investment universe?](#)

Prior to a sustained period of globalisation, the returns on mainstream stock markets were often closely related to the rate of underlying inflation. When inflation was problematic some decades ago, listed small and microcaps were one of very few strategies that delivered premium returns, and hence institutions in many countries usually had a weighting in their locally quoted small and microcap companies.

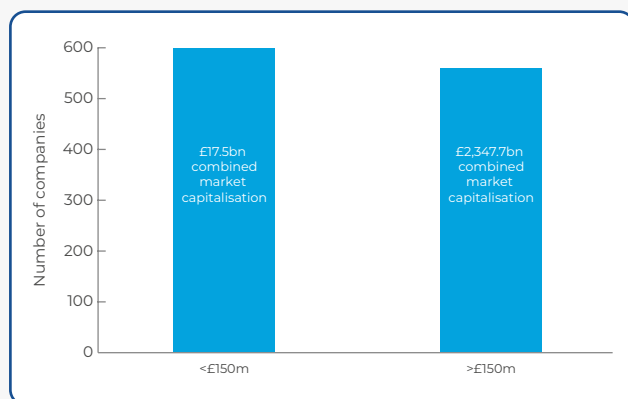
Over recent decades, asset returns have been incredibly abundant, coinciding with globalisation. Generally, institutional weightings in quoted small and microcap stocks have lost out to other areas that have also performed well. UK quoted small and microcap stocks may have outperformed UK equities over these decades, but most local institutions have scaled back their UK weightings in order to participate in the even stronger international returns.

The UK small and microcap stock market may have shrunk by number of companies, but it has remained viable, thanks to UK government support through dedicated tax exemptions. Quoted small companies and microcaps tend to boost local skilled employment and increased productivity, which ultimately contribute to additional tax take for the Exchequer.

Economic prospects appear limited currently, with the UK economy, in common with others, potentially vulnerable to a recession in the next few quarters. Whilst this will be a challenge for all businesses, quoted microcaps have the advantage that they are normally financed by share capital, and don't usually have major debt liabilities. Furthermore, many are relatively young businesses operating in immature market sectors with structural growth drivers. Effectively, many of these are less affected by a cyclical downturn. Finally, being quoted companies, if other businesses become insolvent, they can acquire these operations debt free, and often generate additional surplus cash over the coming years, such as Saietta which acquired e-Traction, an electric drive train business, complementing Saietta's existing electric motor business.

Following the period of globalisation when so much of the agenda was dominated by scale, it is reassuring to note that beyond globalisation, there may be renewed interest in small companies. The UK stock market is almost unique in having retained such a vibrant, wide-ranging universe of quoted microcap stocks.

### Number of quoted companies in the UK below and above £150m market capitalisation



Source: Premier Miton

### What are the prospects of the Trust?

Over recent decades, when we have engaged with investors, we have principally highlighted why we believe our investment strategies have the potential to deliver premium returns relative to most others in our peer group and other UK strategies. Alongside, we have also outlined how we consider that this objective can be achieved with portfolio risks that are moderated through a more diverse range of portfolio constituents than some competitor funds. Encouragingly, to date the returns of our funds have generally come through as anticipated. MINI's strategy for example has delivered premium returns relative to the smaller company indices over the seven years since issue, as well as outperforming the mainstream UK equity indices. This outcome has been achieved despite largely avoiding stocks that were reliant on successive capital top-ups from investors that were popular for much of this period.

Whilst the current economic and political news flow may have turned decisively negative, we have started to outline to our investors that we now believe that strategies such as MINI have the potential to deliver premium returns relative to international comparators as well as many/most others in our peer group. Clearly, this is a very bold statement, and we do recognise that our assessment of future market trends may be erroneous, or that we at Premier Miton may not add as much value as we have in the past through stock selection. Even so, the reason for raising the ante with our investors, is because we consider the current period as being one where many of the past stock market trends are vulnerable to ceasing, and that we may be entering a period when new market trends become established. If this assessment is correct, then those early to identify the nature of future trends, might deliver disproportionate outperformance. Equally, alongside the absolute downside risks associated with investments carrying excessive risks, their performance might also be more disappointing than they have been previously.

In short, if our analysis is correct, then we, as active managers, now need to become hyper-alert to stocks that might be carrying excessive risk, because of the potential scale of absolute downside that they might deliver. Fortunately, within the Miton UK Microcap Trust, we have always actively sought to moderate portfolio risk via a portfolio of holdings well diversified by business or sector, so that any individual disappointments are more limited in scale. Furthermore, we have also actively sought to select stocks with relatively strong balance sheets that are, in our view, well placed to generate significant surplus cash over the coming years. Clearly, this doesn't automatically imply that the Trust's portfolio will not have some holdings that are found in time to be carrying excessive risk, but hopefully it does imply that these should turn out to be a relatively small proportion of the stocks that we own.

## Investment Manager's Report [continued](#)

Additionally, the characteristics of the UK stock market generally contrast with those of most other developed economies. Specifically, the UK has a preference for businesses that invest in projects generating a stream of incremental cash surpluses, in contrast to those that invest at greater scale in the hope that they can come to dominate the globe in a particular industry. If the high-ambition stocks succeed, these kinds of investments generate very substantial cash surpluses and supernormal returns on their equity – Microsoft, Apple and Amazon are three good examples. But alongside, a much higher proportion of high-ambition stocks never achieve their objective, and with the changing stock market trends currently, they now risk getting caught between two stools. In anticipation of the prize, they often build up a business with substantial costs, but with the changing economic trends they may never get sufficient sales to fund their cost base. If equity capital becomes short stocks such as these, running negative cash flows are likely to become very vulnerable.

Furthermore, we fear that the prospective economic downturn may be associated with a major squeeze in corporate profit margins, given the inflating costs of inputs such as energy, supply chains, labour, interest rates, and taxes. So high-ambition businesses already running negative cashflows prior to the downturn may find their funding position turns out to be even worse than expected. The bottom line is that we believe that the risks of investing in many UK-quoted companies are helpfully much less than, for example, in many US-quoted companies. In time, if this is correct then UK portfolios such as that of the Miton UK Microcap Trust might become a more important source of added value, given that with the change in market trends there may be a paucity of alternatives.

We need to underline that the analysis outlined above is still considered controversial. At present few investors have significantly changed their behaviour, and are still relying on prior market trends persisting. Despite the drawdown on strategies investing in high-ambition stocks, it seems few asset allocators have yet significantly amended their positioning. Effectively to date, shareholders taking profits are still being matched by those looking to invest further capital, motivated by the lower entry price. If market trends are changing, we anticipate that open-ended strategies investing in high-ambition stocks will continue to deliver disappointing returns and in time they are in danger of becoming overwhelmed by liquidating investors who outweigh those investing.

If there is a liquidation hiatus to come, smallcap investment trusts have major advantages. Being closed ended, their share price discount to NAV takes the short-term strain if selling shareholders disproportionately outweigh the buyers. Discounts to NAV bring in new investors over time, so that overhanging sellers can clear. In contrast, when liquidating investors exceed the ability of an open-ended fund to sell assets in the stock market, then they are often obliged to sell their best holdings, so the quality of the underlying portfolio degrades. Unfortunately, such a move often prompts asset allocators to become even more purposeful in the selling of their disappointing strategies, almost irrespective of their valuation or prospects. Furthermore, since asset allocators also hold a proportion of assets that aren't readily realisable, such as private equity funds, any selling pressure tends to be concentrated in their more conventional funds.

In short, whilst we are very upbeat about the potential for the Miton UK Microcap Trust strategy as market trends change, we anticipate that there may be period of stock market turbulence between now and then. One of the key risks, as we see it, might be characterised as the potential for a build-up of wholesale institutional liquidation selling, as the change in market trend is recognised, and eventually becomes the consensus.

We note that already there are signs of market stress. Normally, a combination of a rise in the US Dollar exchange rate and a decline in bond valuations is associated with an improvement in the valuations accorded to banks. The fact that this is not happening at present may be related to an expectation that central banks are set to withdraw financial liquidity further in the coming months as they raise interest rates, and bring Quantitative Easing to an end. The current lockdown in China may calm commodity prices in the coming months, but only at the expense of a further reduction in the ability to supply, potentially accelerating corporate financial tensions.

However, the risk of a wholesale liquidation wave within microcaps is fortunately quite limited. Most institutions have progressively reduced their UK weightings to relatively modest levels over the last three decades, so most are already carrying underweight holdings in the UK stock market. And almost all of the capital they still hold in the UK is focused on mid and large cap equities – few have any real weighting in UK-quoted small and microcaps. And furthermore, any UK-quoted small and microcap exposure that they might have, is typically focused on stocks that may need further capital support to achieve their objectives. Hence, any potential liquidation surge in the UK stock market is unlikely to directly affect the Trust's portfolio, because institutions have so little overlap with it.

Lastly, the scale of the 'hiatus' risk is positively correlated with the trust's holding in the FTSE 100 Index Put option, and its valuation might rise proportionate to any notional liquidation surge. In short, the key point is that we are currently very vigilant about market risks. And, whilst the FTSE 100 Put option may have detracted from portfolio returns recently given that the FTSE 100 has been resilient to date, we consider its ability to generate surplus cash should market trends become very unsettled really valuable at present given the scale of the adverse capital market risks around

[Gervais Williams and Martin Turner](#)

18 July 2022

# Business Model

## Business and status the Company

MINI was incorporated on 26 March 2015 and its Ordinary Shares were listed on the London Stock Exchange on 30 April 2015. It is registered in England as a public limited company and is an investment company in accordance with the provisions of Sections 832 and 833 of the Companies Act 2006.

The principal activity of the Company is to carry on business as an investment trust. The Company intends at all times to conduct its affairs so as to enable it to qualify as an investment trust for the purposes of Sections 1158/1159 of the Corporation Tax Act 2010 ("S1158/1159"). The Directors do not envisage any change in this activity for the foreseeable future.

The Company has been granted approval from HM Revenue & Customs ("HMRC") as an investment trust under S1158/1159 and will continue to be treated as an investment trust company, subject to there being no serious breaches of the conditions for approval.

The principal conditions that must be met for continuing approval by HMRC as an investment trust are that the Company's business should consist of "investing in shares, land or other assets with the aim of spreading investment risk and giving members of the company the benefit of the results" and the Company may only retain 15% of its investment income. The Company must also not be a close company. The Directors are of the opinion that the Company has conducted its affairs for the year ended 30 April 2022 so as to be able to continue to qualify as an investment trust.

The Company's status as an investment trust allows it to obtain an exemption from paying taxes on the profits made from the sale of its investments and all other net capital gains. Investment trusts offer a number of advantages for investors, including access to investment opportunities that might not be open to private investors and to professional stock selection skills at lower cost, and the ability to hold illiquid positions in uncertain market conditions.

## Investment Policy

The Company's full investment policy is set out on page 81 and contains information on the policies which the Company follows relating to asset allocation, risk diversification and gearing, and includes maximum exposures, where relevant.

The Company invests in a portfolio of UK quoted companies with the objective of achieving capital growth by investing in a portfolio of stocks that are well placed to generate an attractive cash payback from productivity improvements.



## A Summary of the Total Costs Involved in Managing the Trust

Investment trusts differ from some other forms of collective funds in that they are set up as independent corporations with their operations overseen by the Board that is separate from and independent of the fund management group that manages the capital. In addition, they are listed, with their shares traded on regulated exchanges – which, in our case, is the London Stock Exchange including the Alternative Investment Market.

The Company is a closed-ended company with no day-to-day redemptions impacting the size of the fund (excluding the annual redemption). Shareholders are able to invest or exit the Company at any time through their broker.

Running costs are deducted from the total assets of the Company on a pro-forma basis so the NAV published each day is expressed after costs. The figures below are the costs paid by the Company over the year under review and are expressed as a percentage of the average asset value of the Company over the year to 31 May 2022 of £104,901.000 (2021: £84,258,000).

	2022 %	2021 %
Fund management fees <sup>1</sup>	0.85	0.87
Administration costs, including Company Secretarial fees	0.17	0.24
Directors/Auditor/Depository/Registrar/Custodian and Stockbroker fees	0.26	0.31
All other direct costs, including VAT on the fees above, plus marketing, legal	0.13	0.18
<b>Ongoing charges</b>	<b>1.41</b>	<b>1.60</b>

In addition, the Company also pays transaction charges<sup>2</sup> that are levied when shares are bought or sold in the portfolio. These are dealing commissions paid to stockbrokers and stamp duty, a Government tax paid on transactions (which is zero when dealing on the AIM/NEX exchanges).

	2022 %	2021 %
Costs paid in dealing commissions	0.03	0.08
Stamp duty, a Government tax on transactions	0.01	0.02
<b>Overall costs including transaction charges</b>	<b>1.45</b>	<b>1.70</b>

The overall costs of the Company for the period were 1.45%. This compares with the Company's average NAV total return since issue of 89.05% (after deduction of costs).

<sup>1</sup> The basic management fee payable to the AIFM is calculated at the rate of one-twelfth of 0.9% (1% prior to 1 September 2020) of the average market capitalisation of the Company up to £100m, 0.8% per annum on the average market capitalisation above £100m, on the last business day of each calendar month. The basic management fee accrues daily and is payable in arrears in respect of each calendar month. For the purpose of calculating the basic fee, the 'adjusted market capitalisation' of the Company is defined as the average daily mid-market price for an Ordinary Share and C share (when in issue), multiplied by the number of relevant shares in issue, excluding those held by the Company in treasury, on the last business day of the relevant month. In addition to the basic management fee, and when the Redemption Pool is in existence, the AIFM is entitled to receive from the Company a fee calculated at the rate of 0.9% (1% prior to 1 September 2020) of the NAV of the Redemption Pool on the last business day of the relevant calendar month.

<sup>2</sup> Transactions conducted by the Company also involve some loss of value due to the dealing spread in stock exchange prices. Spreads range from less than 1% in the most actively traded large cap stocks to more than 3% in the smallest, most infrequently traded stocks. The exact loss of value is difficult to determine precisely, but is normally less than half of the dealing spread at the time of the transaction. In a large percentage of the transactions, especially in the smallest stocks, the stock is passed through from sizeable seller to sizeable buyer on a 'put through' basis with potentially no loss of value through the spread. During the year under review, this cost is believed to be very modest in comparison to the NAV.

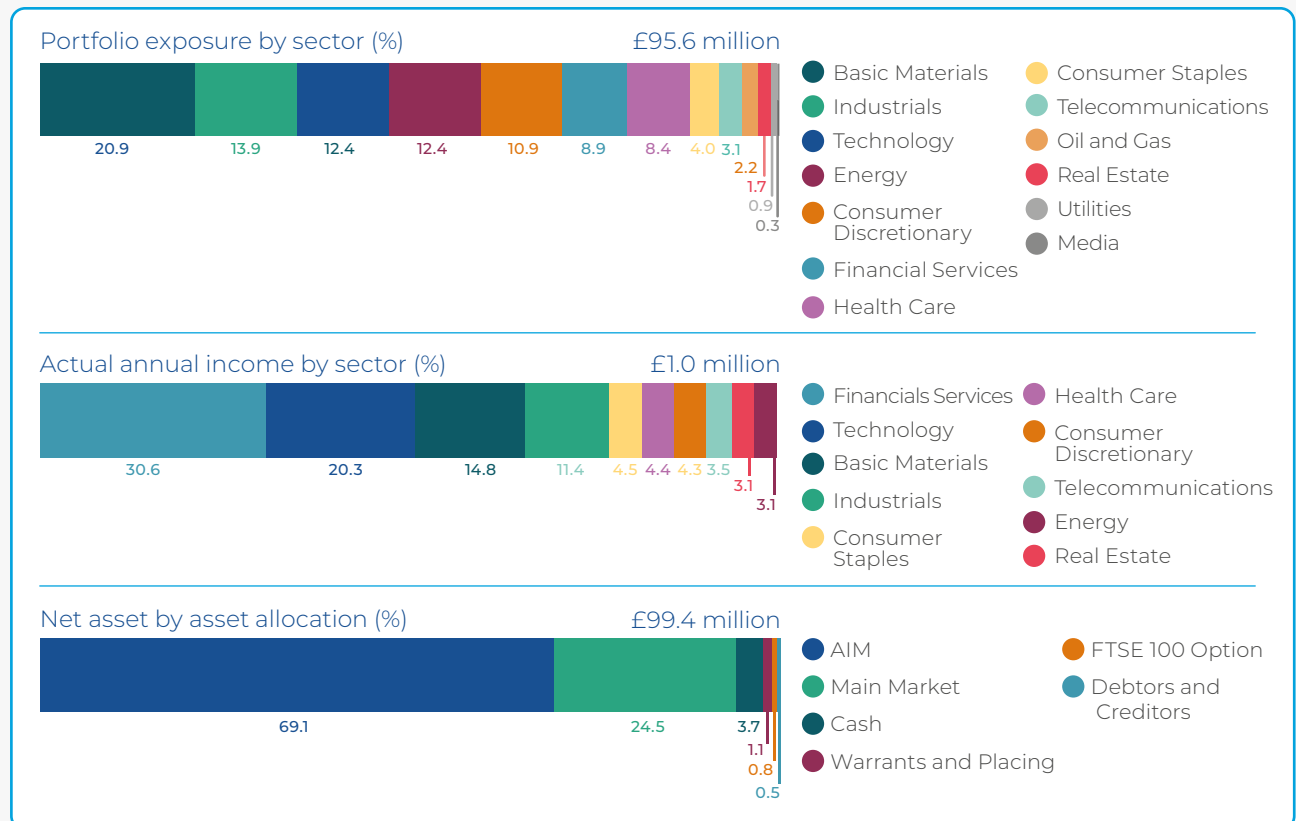
# Portfolio Information

as at 30 April 2022

Rank	Company	Sector & main activity	Valuation £000	% of net assets	Dividend Yield* %
1	MTI Wireless Edge	Technology	2,589	2.6	3.7
2	Afritin Mining	Basic Materials	2,168	2.2	0.0
3	Live Company Group	Consumer Discretionary	2,137	2.1	0.0
4	Totally	Health Care	2,077	2.0	1.7
5	Saietta Group	Consumer Discretionary	1,924	1.9	0.0
6	Frontier IP Group	Industrials	1,865	1.9	0.0
7	Corero Network Security	Technology	1,811	1.8	0.0
8	Aferian	Telecommunications	1,554	1.6	2.2
9	Kistos	Energy	1,529	1.5	0.0
10	Atlantic Lithium	Basic Materials	1,485	1.5	0.0
<b>Top 10 investments</b>			<b>19,139</b>	<b>19.1</b>	
11	Caledonia Mining	Basic Materials	1,391	1.5	4.0
12	Supreme	Consumer Staples	1,375	1.5	0.0
13	CT Automotive Group	Consumer Discretionary	1,361	1.5	0.0
14	Pressure Technologies	Industrials	1,316	1.3	0.0
15	Capital Limited	Basic Materials	1,294	1.3	2.9
16	Cyanconnode Holdings	Telecommunications	1,243	1.2	0.0
17	Jubilee Metals Group	Basic Materials	1,224	1.2	0.0
18	Tirupati Graphite	Basic Materials	1,151	1.2	0.0
19	Van Elle Holdings	Industrials	1,140	1.1	0.0
20	Centralnic Group	Technology	1,140	1.1	0.0
<b>Top 20 investments</b>			<b>31,774</b>	<b>32.0</b>	
21	IOG	Energy	1,136	1.1	0.0
22	Avacta Group	Health Care	1,115	1.1	0.0
23	TruFin	Financials	1,085	1.1	0.0
24	Tharisa	Basic Materials	1,068	1.1	4.7
25	Braemar Shipping Services	Industrials	1,059	1.1	2.6
26	Brighton Pier Group	Consumer Discretionary	1,030	1.0	0.0
27	Lamprell	Energy	1,021	1.0	0.0
28	Feedback	Health Care	1,010	1.0	0.0
29	Jadestone Energy	Energy	1,006	1.0	1.4
30	Accrol Group Holdings	Consumer Staples	1,000	1.0	2.2
<b>Top 30 investments</b>			<b>42,304</b>	<b>42.5</b>	
<b>Balance held in equity instruments</b>			<b>52,518</b>	<b>52.8</b>	
<b>Total equity investments</b>			<b>94,822</b>	<b>95.3</b>	
<b>Listed Put Option</b>					
FTSE 100 – December 2022			802	0.8	
<b>Other net current assets</b>			<b>3,851</b>	<b>3.9</b>	
<b>Net assets</b>			<b>99,475</b>	<b>100.0</b>	

\* Source: Thomson Reuters. Dividend Yield based upon historic dividends and therefore not representative of future yield.

## Portfolio as at 30 April 2022



Source: Thomson Reuters.

The tables above set out how the portfolio's capital is deployed as at 30 April 2022. The data is shown in terms of the classifications or the stock markets on which the holdings are listed. UK smaller quoted companies that are not listed on the Main Market of the London Stock Exchange are normally quoted on AIM. The AIM market is set up to meet the requirements of smaller listed companies providing the ability to raise funds. This also provides liquidity in acquisition and disposal of shares. The Company additionally holds certain shares on the Aquis Exchange, a regulated exchange.

The cash position and the available revolving credit facility (which may be drawn upon demand) together provide the Company with £9m of cash resources. This enables the Company to take advantage of investments at opportune times.

The warrants give the right, but not the obligation, to buy or sell a security at a certain price before expiration. The current value of the holdings above are valued at the exercise price where these are 'in the money'. The investment income above comprises the income from the portfolio as included in the Income Statement for the year ended 30 April 2022 attributable to the various sectors. The returns of the Company are from Capital and Revenue. Investments for the Company's portfolio are principally selected on their individual merits. As the portfolio evolves, the Manager continuously reviews the portfolio's overall sector and index balance to ensure that it remains in line with the underlying conviction of the Investment Manager. The Investment Policy is set out on page 81, and details regarding risk factors and diversification and other policies are set out each year in the Annual Report.

# Performance and Risks

## Key Performance Indicators

The Board reviews the Company's performance by reference to a number of key performance indicators ("KPIs") and considers that the most relevant KPIs are those that communicate the financial performance and strength of the Company as a whole. The Board and the Investment Manager monitor the following KPIs:

- **NAV performance**

Whilst the Trust does not have a formal benchmark, its returns are routinely compared with the performance of the peer group and the Numis 1000 Index to provide context. Over the year, the NAV total return of the Trust was -13.1%, which compares to -7.0% for the peer group and -5.8% for the Numis 1000 Index. Since the Company's listing in April 2015, the NAV total return was 89.1%, which compares to 53.3% for the peer group and 63.2% for the Numis 1000 Index. Furthermore, the total return of the Trust has also greatly exceeded that of the Numis All-Share Index over the year under review, with the timing of those returns being different from the timing of the returns of the Numis All-Share Index. The Board believes that a UK investment strategy that delivers returns that are not especially closely correlated with the mainstream UK indices offers diversification benefits to shareholders.

- **Daily stock market trading volumes of the Trust**

Over the year, the average daily volume of the Company's shares traded each day was 225,206 and, since IPO, an average of 258,079 shares have been traded daily. This indicator tends to be elevated when the Trust is outperforming, although it may be assisted by clearing all the overhanging sellers in the Trust each year at the time of the redemption. Generally, new buyers like to know there aren't any major sellers that are potentially overhanging, waiting to exit.

- **The discount/premium of the share price in relation to the NAV**

At times, the number of shareholders looking to transact in the Company's shares exceeds the market's daily liquidity. Imbalances like this are normally cleared through stock market transactions over a few weeks, but on occasion these imbalances can become persistent and the Company's share price diverges from the daily NAV. The Company has an objective to keep this divergence to a minimum. Over the year under review, the Company's share price has traded on average 5.0% below its daily NAV. However, at the start of the year under review the share price traded at a premium to NAV which allowed the Company to issue a small amount of stock to meet demand.

- **Ongoing charges**

The ongoing charges on the Ordinary Shares for the year to 30 April 2022 amounted to 1.41% (30 April 2021: 1.6%) of total assets. Further details are set out on page 19.

## Principal Risks and Uncertainties

The Company is exposed to a variety of risks and uncertainties that could cause its asset price or the income from the investment portfolio to reduce, possibly by a sizeable percentage in the most adverse circumstances. The principal financial risks and the Company's policies for managing these risks and the policy and practice with regard to the portfolio are summarised in note 18 to the financial statements.

The Board, through delegation to the Audit and Management Engagement Committee, undertakes a robust annual assessment and review of the principal risks facing the Company, together with a review of any new and emerging risks which may have arisen during the year, including those that would threaten its business model, future performance, solvency or liquidity. These risks are formalised within the Company's risk matrix. Information regarding the Company's internal control and risk management procedures can be found in the Corporate Governance Statement on pages 40 and 41.

Listed below is a summary of the principal and emerging risks identified by the Board and actions taken to mitigate those risks.

Risk	Mitigation
<b>Investment and strategy</b>	
There can be no guarantee that the investment objective of the Company will be achieved.	The Investment Manager has long experience of managing portfolios of this nature, including dealing in smaller capitalisation companies, and deploying an approach that is designed to maximise the chances of the investment objective being achieved over longer-term time horizons. The Company is reliant on its Investment Manager's investment process. The Board reviews and discusses the investment approach at each Board meeting, and if it isn't satisfied, in extremis, it can appoint another Investment Manager.
The Company will invest primarily in small UK quoted or traded companies by market capitalisation. Smaller companies can be expected, in comparison to larger companies, to have less mature businesses, a more restricted depth of management and a higher risk profile.	
These companies are normally traded less frequently on the stock exchanges and, when aggregated with holdings in other client funds of the Investment Manager, the combined funds may have a significant percentage ownership of investee companies.	The Board looks to mitigate the higher risk profile of individual quoted smaller companies by ensuring the Company holds a well-diversified portfolio, both by number of companies and areas of operation. As a result of the COVID-19 pandemic for example, the Company's diversified portfolio has held some stocks where prospects have improved that offset some others where they have deteriorated.
Many businesses are facing additional financial challenges due to demand fluctuations, and/or additional cost of supply currently, due to the COVID-19 pandemic and the effects of the Ukrainian war.	The Company is structured as a closed-ended fund, which means that it is not subject to daily inflows and outflows.

## Performance and Risks continued

Risk	Mitigation
<b>Reliance on third parties</b>	
The Company has no employees and is reliant on the performance of third-party service providers. Failure by the Investment Manager or any other third-party service provider to perform in accordance with the terms of its appointment could have a material detrimental impact on the operation of the Company. This could include failure of a counterparty on whom the Company is reliant.	<p>The Board monitors and receives reports on the performance of its key service providers. In relation to the risk of counterparty failure, the Board reviews the controls report of the Depositary.</p> <p>The Board may, in any event, terminate all key contracts on normal commercial terms.</p>
<b>Loss of key personnel/fund managers</b>	
The Company depends on the diligence, skill, judgement and business contacts of the Investment Manager's investment professionals and its future success could depend on the continued service of these individuals, particularly Gervais Williams and Martin Turner.	The Company may decide to terminate the Management Agreement should both Gervais Williams and Martin Turner cease to be employees of the Management group and if they are not replaced by a person/s who the Company considers to be of equal or satisfactory standing within three months of one or both of their departures.
<b>Share price volatility and liquidity/marketability risk</b>	
The market price of the Ordinary Shares, as with shares in all investment trusts, may fluctuate independently of their underlying NAV and may trade at a discount or premium at different times, depending on factors such as supply and demand for the Ordinary Shares, market conditions and general investor sentiment.	The Company has in place an annual redemption facility whereby shareholders can voluntarily tender their shares. The Board monitors the relationship between the share price and the NAV. The Company has powers to repurchase shares should there be an imbalance in the supply and demand leading to a persistent and excessive discount. The Investment Manager and, on occasion, the Directors maintain dialogue with shareholders through regular face-to-face meetings.
The Company may become too small to be attractive to a wide audience, with lesser stock market liquidity and a wider share price discount.	
The UK's vote to leave the EU introduced new uncertainties and instability into the financial markets; likewise COVID-19 and the Russia-Ukraine war have also had an impact, which is ongoing.	

Risk	Mitigation
<b>Costs of operation</b>	
<p>As stated, the Company relies on external service providers. Many of these are paid on a basis where their fees are related to the size of the Company (an “ad valorem” basis). Others are for fixed monetary amounts. Therefore, if the Company were to shrink, through redemptions, buybacks or asset performance, the cost per share of running the Company would increase. This could make it harder to achieve the investment objective.</p>	<p>The Board monitors the costs of all service providers. The Board is also committed to the controlled growth of the Company which would spread the fixed costs over a larger asset base. In the event that the Company were to decrease in size from its current level, the Board has capped the total costs at no more than 2% of the aggregate market capitalisation. The ongoing charges for the year to 30 April 2022 amounted to 1.41% (30 April 2021: 1.6%).</p>
<b>Regulatory risk/change in tax status</b>	
<p>The Company is subject to laws and regulations enacted by national and local governments. Any change in the law and regulation affecting the Company may have a material adverse effect on the ability of the Company to carry on its business and successfully pursue its investment policy.</p>	<p>The Board receives regular updates from its Secretary, Broker, industry representatives and its Investment Manager on significant regulatory changes that may impact the Company. The Company's ability to determine the shape of regulatory or tax changes is limited and therefore the Board aims to ensure that it is well informed and prepared to respond to changes as they emerge.</p>
<b>Cyber Risk/IT Security</b>	
<p>Errors, fraud or control failures by the Company's key service providers or loss of data through increasing cyber threats or business continuity failure could damage the Company's reputation or investors' interests or result in losses.</p>	<p>The Board receives regular control reports and cyber/IT policies from all material service providers to ensure that controls are in place including business continuity and disaster recovery arrangements.</p>
<b>The Trust may be subject to legal action by others</b>	
<p>The investment portfolio comprises the principal assets of the Trust, and is valued on their market bid price along with its cash balances. One way to realise a return for investors is to accept a takeover offer, often at a premium to the market price. When these transactions occur, the Trust may be in receipt of cash proceeds, that are then reinvested in other equities. When the acquirers are US companies, the Trust is at risk that an acquirer subsequently discovers that the commercial value of the business acquired is not as anticipated, and may try to reclaim some or all of the proceeds paid for the acquisition from the vendors – which in our case is the Trust.</p>	<p>The Trust would normally expect acquirers to carry out their own due diligence on the assets being acquired, and if there is subsequent disappointment then to seek redress from their advisers.</p>

# Share Capital

## Share Issues

At the Annual General Meeting held on 22 September 2021, the Directors were granted the authority to allot up to 10,925,000 Ordinary Shares (up to an aggregate nominal amount of £10,925) on a non pre-emptive basis. The Company put a new blocklisting facility into place towards the end of the previous financial year and, during the year, issued 650,000 Ordinary Shares under this blocklisting facility.

The Directors' current authority to allot Ordinary Shares is due to expire at the Company's Annual General Meeting to be held on 27 September 2022. Proposals for the renewal of the authority are included within the Notice of AGM on page 85.

## Share Redemptions

Valid redemption requests were received under the Company's redemption facility for the 30 June 2021 Redemption Point in relation to 2,671,198 Ordinary Shares, representing 2.4% of the Company's issued share capital. The number of valid redemption requests received under the redemption facility for the 30 June 2022 Redemption Point was announced via a regulatory announcement on 30 June 2022, namely in relation to 14,614,999 Ordinary Shares, representing 13.3771% of the issued share capital.

## Purchase of Own Shares

At the Annual General Meeting of the Company held on 22 September 2021, the Directors were granted the authority to buy back up to 16,377,108 Ordinary Shares. No Ordinary Shares have been bought back under this authority during the year under report. The authority will expire at the forthcoming Annual General Meeting, when a resolution for its renewal will be proposed.

## Treasury Shares

Shares bought back by the Company may, at the Board's discretion, be held in treasury, from where they could be re-issued at a premium to NAV quickly and cost effectively. This provides the Company with additional flexibility in the management of its capital base. No shares were purchased for, or held in, treasury during the year or since the year end.

## Issued Share Capital

As at the year end, there were 109,253,560 Ordinary Shares and 50,000 Management shares (see note 4 to the financial statements) in issue. Further details of the Company's share capital are set out in note 4 to the financial statements on page 67. This includes details of the 2022 redemption of Ordinary Shares.

The rights attached to each share class are set out on page 81.

There are no restrictions concerning the transfer of securities in the Company or on voting rights; no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements which the Company is party to that might affect its control following a successful takeover bid.



## S.172(1) Statement

### Background

Directors have a duty (under section 172 of the Companies Act 2006) to promote the success of a company for the benefit of shareholders as a whole. In doing so, a company must have regard to other broader matters including the likely long term consequences of any decision, and the need to foster a company's relationships with its employees, suppliers, customers and others and to have regard to their interests, the impact of a company on the community and the environment, and the desirability of maintaining a reputation for high standards of business conduct.

### Stakeholders

The Board seeks to understand the needs and priorities of the Company's stakeholders and these are taken into account during all its discussions and as part of its decision-making. In considering the Company's stakeholders, the Board has concluded that, as the Company is an externally managed investment trust and does not have any employees or customers in the traditional sense, its key stakeholders comprise its shareholders, suppliers (comprising mainly its Investment Manager, third party service providers and advisers), but they also take account of the Company's responsibilities to regulators and to the environment and the wider community. The section below discusses the actions taken by the Company to ensure that the interests of stakeholders are taken into account.

### Shareholders

The Board is committed to maintaining open channels of communication and to engage with shareholders in a manner which they find most meaningful, in order to gain an understanding of the views of shareholders. These include:

*Annual General Meeting* – The Company encourages the attendance of shareholders at the Annual General Meeting. Shareholders have the opportunity to meet the Directors and the Investment Manager and to address questions to them directly. There is typically a presentation on the Company's performance and on the future outlook by the Investment Manager.

*Publications* – The Annual Report and Half-Year results are made available on the Company's website and are circulated to those shareholders requesting hard copies. These reports provide shareholders with a clear understanding of the Company's portfolio and financial position. This information is supplemented by a monthly factsheet which is available on the website. Feedback and/or questions which the Company receives from shareholders help the Company evolve its reporting, aiming to render the reports and updates transparent and understandable.

*Shareholder concerns* – In the event that shareholders wish to raise issues or concerns with the Directors, they are welcome to do so at any time by writing to the Chairman at the registered office. The Senior Independent Director and other members of the Board are also available to shareholders if they have concerns that have not been addressed through the normal channels.

*Investor relations updates* – At every Board meeting, the Directors receive updates from the Broker, Peel Hunt LLP, and from the Company Secretary on the share trading activity, share price performance, the Company's share register and investor relations.

## S.172(1) Statement *continued*

### *Other stakeholders*

#### *Investment Manager*

Maintaining a close and constructive working relationship with the Investment Manager (Premier Miton) is crucial to the Board. The Investment Manager's performance is critical for the Company to successfully achieve consistent, long-term returns in line with its investment objective. The Board meets with the Investment Manager on a regular basis, both within and outside formal Board meetings, and receives and discusses monthly reports and updates with the Investment Manager when appropriate.

Further details on the relationship with the Investment Manager can be found on page 37.

#### *Suppliers*

The Company relies on a diverse range of reputable advisors for support in meeting its obligations. The Board maintains regular contact with its key external providers, namely the Administrator, the Company Secretary, the Registrar, the Custodian and the Broker, and receives regular reporting from them, both through the Board and committee meetings, as well as outside the regular meeting cycle. Their advice, as well as their needs and views, are regularly taken into account. The Audit and Management Engagement Committee formally assesses the performance of third party suppliers, their fees and continuing appointment on an annual basis to ensure that the key service providers continue to function at an acceptable level and are appropriately remunerated to deliver the expected level of service. The Audit and Management Engagement Committee also receives reports on the financial reporting control environments in place at each service provider.

### *Regulators*

The Company can only operate with the approval of its regulators, who have a legitimate interest in how the Company operates in the market and treats its investors and shareholders. The Company regularly considers the control environment in place to ensure that it meets various regulatory and statutory obligations.

### *Environment and Community*

In light of the out-sourced nature of the Company's operations, the Company has very little direct impact on the community or the environment. However, the Investment Manager recognises that it can influence an investee company's approach to Environmental, Social and Governance ("ESG") matters and discusses ESG matters with investee companies on a regular basis. Further information about the Company's approach to environmental, human rights, social and community issues are set out on page 31.

The above mechanisms for engaging with stakeholders are kept under review by the Directors and are discussed on a regular basis at Board meetings to ensure that they remain effective. Should shareholders or other stakeholders of the Company wish to contact the Chairman, they can do so by contacting the registered office of the Company or by sending an email for the attention of the Chairman at [mitonukmicrocap@linkgroup.co.uk](mailto:mitonukmicrocap@linkgroup.co.uk).

### *Decision-making*

The Board considers the impact that any material decision will have on all relevant stakeholders to ensure that it is making a decision that promotes the long-term success of the Company. By way of illustration, decisions taken during the course of the financial year related to the recommendation of payment of a final dividend of 0.1p per Ordinary Share, the renewal of the annual redemption facility, the recruitment of an additional Non-executive Director and the appointment of Ashe Windham as Chairman following the retirement of Andrew Pomfret.

## Culture

The Company's defined purpose is relatively simple: it is to deliver our investment objective. The culture of the Board promotes a desire for strong governance and long-term investment, mindful of the interests of all stakeholders. The Board believes that, as an investment company with no employees, this is best achieved by working in partnership with its appointed Investment Manager.

The Directors agree that establishing and maintaining a healthy corporate culture among the Board and in its interaction with the Investment Manager, shareholders and other stakeholders will support the delivery of its purpose, values and strategy. The Board seeks to promote a culture of openness, debate and integrity through on-going dialogue and engagement with its service providers, principally the Investment Manager.

The Board strives to ensure that its culture is in line with the Company's purpose, values and strategy. The Company has a number of policies and procedures in place to assist with maintaining a culture of good governance including those relating to Diversity, Directors' conflicts of interest and Directors' dealings in the Company's shares. The Board assesses and monitors compliance with these policies as well as the general culture of the Board through Board meetings and in particular during the annual evaluation process which is undertaken by each Director (for more information see the performance evaluation section on page 39).

The Board seeks to appoint the appropriate service providers and evaluates their remit, performance and cost effectiveness on a regular basis as described on page 24. The Board considers the culture of the Investment Manager and other service providers, including their policies, practices and behaviour, through regular reporting from these stakeholders and in particular during the annual review of performance and the continuing appointment of all service providers.

# Management, Social, Environmental and Diversity Matters

## Management Arrangements

The Company's investment manager is Premier Portfolio Managers Limited (the "Investment Manager"). The Investment Manager is responsible for the management of the Company's portfolio in accordance with the Company's investment policy and the terms of the Management Agreement dated 8 April 2015 and restated 20 October 2020.

The Board has appointed Premier Portfolio Managers Limited as the alternative investment fund manager ("AIFM") of the Company.

Under the terms of the Management Agreement, the Investment Manager is entitled to a management fee together with reimbursement of reasonable expenses incurred by it in the performance of its duties. The management fee is payable monthly in arrears and is at the rate of 0.9% per annum where the market capitalisation is at or below £100,000,000 and 0.8% thereafter, calculated in respect of each calendar month, of the market capitalisation at the relevant calculation date. In addition to the basic management fee, and for so long as a Redemption Pool (see page 68 for details) is in existence, the Investment Manager is entitled to receive from the Company a fee calculated at the rate of 0.9% per annum of the net asset value of the Redemption Pool on the last Business Day of the relevant calendar month.

The Investment Manager has agreed that, for so long as it remains the Company's investment manager, it will rebate such part of any management fee payable to it so as to help the Company maintain an ongoing charges ratio of 2% or lower.

In accordance with the Directors' policy on the allocation of expenses between income and capital, in each financial year 75% of the management fee payable is expected to be charged to capital and the remaining 25% to income.

The Management Agreement is terminable by either the Investment Manager or the Company giving to the other not less than 12 months' written notice. The Management Agreement may be terminated earlier by the Company with immediate effect on the occurrence of certain events, including insolvency or in the event of a material breach by the Investment Manager of the Management Agreement which is not remedied within thirty days of the receipt of notice. The Company has given certain market standard indemnities in favour of the Investment Manager in respect of the Investment Manager's potential losses in carrying on its responsibilities under the Management Agreement.

The Board appointed Bank of New York Mellon (International) Limited ("Bank of New York Mellon") as its Depositary and Custodian under an agreement dated 8 April 2015. The annual fee for depositary services due to Bank of New York Mellon is 0.025% per annum of gross assets, subject to a minimum fee of £15,000.

Administrative Services are provided by Link Alternative Fund Administrators Limited under an agreement dated 8 April 2015. The Administration Agreement may be terminated by either party on at least six months' prior written notice.

### Continuing Appointment of the Investment Manager

The Board, through the Audit and Management Engagement Committee, keeps the performance of the Investment Manager under continual review and the Audit and Management Engagement Committee conducts an annual appraisal of the Investment Manager's performance, and makes a recommendation to the Board about the continuing appointment of the Investment Manager. It is the opinion of the Board that the continuing appointment of the Investment Manager is in the interests of shareholders as a whole. The Board believes that the Investment Manager has executed the investment strategy in line with the Prospectus. The Directors also believe that by paying the management fee calculated on a market capitalisation basis, rather than a percentage of assets basis, the interests of the Investment Manager are more closely aligned with those of shareholders.

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

The Company does not have any employees and the Board consists entirely of non-executive Directors. The day-to-day management of the business is delegated to the Investment Manager. As an investment trust, the Company has no direct impact on the community or the environment, and as such has no environmental, human rights, social or community policies. In carrying out its investment activities and in relationships with suppliers, the Company aims to conduct itself responsibly and ethically. The Company has a zero tolerance policy towards bribery and corruption and as such is committed to carrying out its business fairly, honestly and openly. Further information about the Company's relationships with its stakeholders is set out in the s.172 Statement on pages 27 to 29.

### Diversity

The Board of Directors of the Company comprises two female and two male Directors. The Company's Diversity Policy acknowledges the benefits of all aspects of increased diversity, including gender and ethnic diversity, as well as diversity of thought and perspective. The Board remains committed to ensuring that the Company's Directors bring a wide range of skills, knowledge, experience and backgrounds. The Board will always appoint the best person for the job and will not discriminate on any grounds including gender, race, ethnicity, religion, sexual orientation, age or physical ability.

### Approval

The Strategic Report has been approved by the Board of Directors.

On behalf of the Board

Ashe Windham

Chairman

18 July 2022

# Directors

All the Directors are non-executive and are independent of the Investment Manager.



**Ashe Windham, CVO – Chairman** appointed 31 March 2015

Following 11 years' service in the British Army, Ashe joined Barclays de Zoete Wedd ("BZW") in 1987 as an institutional equities salesman and was appointed a Director of BZW's Equities Division in 1991. He joined Credit Suisse First Boston in 1997 when they acquired BZW's equities business. In 2004, he joined Man Investments as Head of Internal Communications and in 2007 became Man Group's Global Head of Internal Communications. In June 2009 he resigned from Man Group plc to set up a private family office, which he continues to run. Ashe is the chairman of the Cancer & Pisces Trust and of The Kyle of Sutherland Fisheries Trust, whilst he is also a non-executive director of EFG Asset Management (UK) Limited and Chair of the Remuneration Committee.



**Peter Dicks – Chairman of the Audit and Management Engagement Committee and Senior Independent Director**

appointed 26 March 2015

Peter was a founder director of Abingworth plc in 1973, a venture capital investment company, mainly investing in the USA but also in the UK, where he worked from 1973 to 1991. Since then he has been a non-executive director or chairman of a number of companies. He is on the Board of Mercia Fund 1 General Partnership Limited and Foresight Solar Fund Limited and currently the chairman of SVM Emerging Fund.



**Jeannette (Jan) Etherden**

appointed 31 March 2015

Jan has over 35 years' experience in the investment industry as an analyst, fund manager and a non-executive director. Previously head of UK equities for Confederation Life/Sun Life of Canada, she joined Newton Investment Management Limited in 1996 as a director specialising in multi-asset portfolios, and was also their Investment Chief Operating Officer from 1999 to 2001. Subsequently, she worked with Olympus Capital Management as development manager for specialist hedge fund products.



**Davina Walter**

appointed 10 August 2021

Davina Walter is an experienced investment professional who currently acts as an independent charity investment consultant. She started her career at Cazenove & Co where she spent more than 11 years, ending up as the Head of US equity research. She then spent over 16 years as an investment manager of both large and small cap US equities, most recently as a Managing Director at Deutsche Asset Management. She has been actively involved with investment trusts since 1985 and is Chairman of Aberdeen Diversified Income and Growth Trust plc and a Director of JPMorgan Elect plc.

# Report of the Directors

The Directors present their report and the financial statements for the year ended 30 April 2022.

## Directors

The Directors in office at the date of this Report and the dates of their appointment are shown on page 32.

In accordance with the policy adopted by the Board, all the Directors will retire and stand for re-election at the Company's forthcoming Annual General Meeting ("AGM"). Jan Etherden has indicated her desire to retire towards the end of 2022 and, as part of the Board's ongoing succession planning, the recruitment process for her replacement is underway.

Following consideration of the results of the performance evaluation, the Board was assured that the performance of all Directors continues to be effective, that they bring extensive knowledge and commercial experience to the Board, demonstrate a range of valuable business, financial and investment trust skills, that they continue to be effective and their contribution supports the long-term sustainable success of the company and that they remain wholly independent. The Board therefore recommends that shareholders vote in favour of each Director's proposed election.

None of the Directors or any persons connected with them had a material interest in the transactions and arrangements of, or the agreement with, the Investment Manager during the year.

## Substantial Shareholdings

So far as is known to the Company by virtue of notifications made to it pursuant to the Disclosure Guidance and Transparency Rules, the following persons held notifiable interests in the Company's voting rights as at 30 April 2022:

	Number of Ordinary Shares	% of voting rights
Rathbone investment Management Limited	14,171,570	12.97
Investec Wealth & Investment Limited	10,623,673	9.72
Almitas Capital LLC	9,235,000	6.67
Premier Miton Group plc	4,715,000	4.24
Mirabella Financial Services LLP	1,503,137	1.35

The Company has been informed of the following notifiable interests between 30 April 2022 and the date of this report.

	Number of Ordinary Shares	% of voting rights
Rathbone investment Management Limited	13,905,179	14.69
Investec Wealth & Investment Limited	10,221,244	10.80

## Dividends

The Directors have recommended the payment of a final dividend in respect of the year of 0.15 pence per Ordinary Share, payable on 30 September 2022 to shareholders who appear on the register on 2 September 2022. The ex-dividend date will be 1 September 2022.

## Future Developments

A review of the year and the outlook for the next year are set out in the Investment Manager's Report on pages 12 to 17.

## Financial Risk Management

The principal financial risks and the Company's policies for managing these risks are set out in note 18 to the financial statements.

## Revolving Credit Facility

The Company has a revolving credit facility (the "facility") £5m with The Royal Bank of Scotland International Limited, London branch. As at the year end, no amounts have been drawn down under the facility.

## Corporate Governance

The Corporate Governance Statement on pages 36 to 41 forms part of the Report of the Directors. It includes details of the qualifying third party indemnity provisions and Directors' and Officers' liability insurance on page 38.

## Post Balance Sheet Events

Disclosures relating to post balance sheet events can be found in the notes on page 79.



# Report of the Directors continued

## Going Concern

The Directors consider that it is appropriate to adopt the going concern basis. Cashflow projections have been reviewed and show that the Company has sufficient funds to meet its contracted expenditure. On the basis of the review and, as the majority of net assets are securities which are traded on recognised stock exchanges, after making enquiries, and bearing in mind the nature of the Company's business and assets, the Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. In arriving at this conclusion, the Directors have carried out a robust assessment of the principal and emerging risks set out on pages 23 to 25 of this report, including the risks arising from COVID-19 and the Russia-Ukraine war and their impact on the liquidity of the portfolio and resultant cashflow, along with the Company's ability to meet obligations as they fall due, its ability to raise finance in the short and longer term and future prospects and results. The Company has a revolving credit facility of £5m, which remains undrawn at the date of signing these financial statements (2021: £nil). In addition, the Directors have assessed the impact of the Company's annual redemption facility on its cash reserves. The Directors are satisfied that the impact of the 2022 redemption amounting to 14,614,999 shares, and which will be settled via a Redemption Pool, does not constitute a risk to the Company's going concern status. Accordingly, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date that these financial statements were approved.

## Viability Statement

In accordance with the AIC Code of Corporate Governance, the Board has considered the prospects for the Company.

The period assessed is the three years to June 2025. The Company is intended to be a long-term investment vehicle. It was launched in 2015, and due to the limitations and uncertainties inherent

in predicting market and political conditions, the Directors have determined that three years is the appropriate period over which to make this assessment.

As part of its assessment of the viability of the Company, the Board has considered the principal risks and uncertainties and the impact on the Company's portfolio of a significant fall in UK markets.

To provide this assessment, the Board has considered the Company's financial position and its ability to liquidate its portfolio to meet its expenses or other liabilities as they fall due:

- The Company invests largely in companies listed and traded on stock exchanges. These are actively traded and, whilst perhaps less liquid than larger quoted companies, the portfolio is well diversified by both number of holdings and industry sector;
- The expenses of the Company are predictable and modest in comparison with the assets in the portfolio. There are no commitments that would change that position;
- The Company has no employees; and
- the Company has an annual redemption facility whereby shareholders may request that their shares are redeemed at NAV. The Board has considered the possibility that shareholders holding a significant percentage of the Company's shares request redemption. Firstly, the Board has flexibility over the method and date of redemption so can avoid disruption to the overall operation of the Company in this situation. Secondly, the Company has an arrangement with the Investment Manager to rebate fees should total costs exceed 2% of aggregate market capitalisation, such that were there to be significant redemption, or a significant fall in the value of the portfolio, the expenses of operation would be manageable. In addition, many of the expenses vary in line with the size of the Company.



In addition to considering the principal risks on pages 23 to 25 and the financial position of the Company as described above, the Board has also considered the following further factors:

- the continuing relevance of the Company's investment objective in the current environment and the continued satisfactory performance of the Company;
- the level of demand for the Company's shares and that since launch the Company has been able to issue further shares;
- the gearing policy of the Company; and
- that regulation will not increase to such an extent that the costs of running the Company become uneconomic.

Accordingly, the Directors have formed the reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three years, from the balance sheet date.

#### Greenhouse Gas Emissions

The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, including those within its underlying investment portfolio. There is no requirement for disclosures under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

#### Requirements of the Listing Rules

Listing Rule 9.8.4 requires the Company to include specified information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. There are no disclosures required in relation to Listing Rule 9.8.4.

#### Audit Information

Each of the Directors who held office at the date of approval of the Report of the Directors confirms that, so far as he/she is aware, there is no relevant audit information of which the Company's Auditor is unaware; and that he/she has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

#### Auditor

The Company's auditor is BDO LLP. BDO LLP has confirmed its willingness to continue to act as the Company's Auditor and resolutions for its re-appointment and for the Audit and Management Engagement Committee to determine its remuneration will be proposed at the forthcoming Annual General Meeting.

#### Annual General Meeting

The Company's Annual General Meeting will be held on 27 September 2022 and the formal Notice of the AGM can be found on page 85.

#### Assessment and Approval

The Board is of the opinion that this Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

The Report of the Directors has been approved by the Board.

By order of the Board.

#### Link Company Matters Limited

Secretary  
18 July 2022

# Corporate Governance Statement

This Corporate Governance Statement forms part of the Report of the Directors.

## Statement of Compliance

The Company is committed to maintaining high standards of corporate governance. The Board of the Company has considered the principles and recommendations of the AIC Code of Corporate Governance for Investment Companies ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"), both as published in February 2019. The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code ("UK Code"), as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company as an investment company.

The Financial Reporting Council ("FRC"), the UK's independent regulator for corporate reporting and governance responsible for the UK Code, has endorsed the AIC Code and the AIC Guide. The terms of the FRC's endorsement mean that AIC members who report against the AIC Code and the AIC Guide meet fully their obligations under the UK Code and the related disclosure requirements contained in the Listing Rules.

The Company complies with the recommendations of the AIC Code and the relevant provisions of the UK Code, except as set out below.

The UK Code includes provisions relating to: the role of the chief executive; executive directors' remuneration; and the need for an internal audit function. For the reasons set out in the AIC Guide and as explained in the UK Code, the Board considers these provisions are not relevant to the position of the Company, being an externally managed investment company. The Company does not therefore comply with these provisions and has not reported further in respect of them.

A copy of the AIC Code and the AIC Guide can be obtained via the AIC website, [www.theaic.co.uk](http://www.theaic.co.uk). A copy of the UK Code can be obtained at [www.frc.org.uk](http://www.frc.org.uk).

## The Board of Directors

The Board consists entirely of non-executive Directors, who are independent of the Investment Manager. The Board has no employees. No one individual has unfettered powers of decisions made by the Board.

The Board is accountable to shareholders for the direction and control of all aspects of the Company's affairs, notwithstanding any delegation of responsibilities to third parties. A detailed description of the role of the Board and its relationship with the Investment Manager are set out further below.

The names and responsibilities of the Directors, together with their biographies and details of their significant commitments, are set out on page 32. The Directors possess a wide range of business and financial expertise relevant to the leadership of the Company, including the ability and willingness to provide robust and objective challenge to the views and assumptions of the Investment Manager and other Directors. All of the Directors consider that they have sufficient time to devote to the Company's affairs and that they carry out their duties effectively.

No Director has a service contract with the Company, nor are any such contracts proposed, each Director having been appointed pursuant to a letter of appointment entered into with the Company. The Directors have chosen to follow the practice of annual re-election by shareholders at the AGM. The Directors' appointments can be terminated in accordance with the Articles and without compensation. The Directors' letters of appointment are available for inspection at the Company's registered office and will be available at the Annual General Meeting.

The appointment of any new Director will be made on the basis of assessing the candidate's merits, measuring his or her skills and experience against the criteria identified by the Board as being desirable to complement the composition and qualification of the Board. In accordance with the Board's Diversity Policy, the Board will consider all elements of diversity when evaluating the skills, knowledge and experience necessary to fill any Board vacancy. The Board has established the following measurable objectives for achieving diversity on the Board:

- all Board appointments will be made on merit, in the context of the skills, knowledge and experience that are needed for the Board to be effective;
- long lists of potential non-executive directors should include diverse candidates of appropriate merit; and
- only executive search firms who have signed up to voluntary Code of Conduct on gender diversity and best practice will be engaged.

The policy is reviewed on an annual basis.

The Board, or the Investment Manager upon request of the Board, shall offer induction training to new Directors about the Company, its key service providers, the Director's duties and obligations and other matters as may be relevant from time to time.

#### Board Responsibilities and Relationship with the Investment Manager

The main roles of the Board are to create value for shareholders, provide leadership to the Company and approve the Company's strategic objectives. Specific responsibilities in relation to investments and the Investment Manager include:

Determining the Company's investment policy and strategy, promoting the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society; determining the Company's gearing policy;

monitoring the controls of the Investment Manager, and reviewing the investment activity, performance and contractual arrangements with the Investment Manager. The Board is also responsible for maintaining proper internal controls and monitoring shareholders' opinions and engaging with them effectively. The Board has adopted a schedule of matters reserved for decision by the Board reflecting the above responsibilities and reviews this schedule regularly.

The Company's day-to-day functions have been sub-contracted to a number of service providers, each engaged under a separate legal agreement. The management of the Company's assets has been delegated to the Investment Manager, Premier Portfolio Managers Limited. The Investment Manager has discretion to manage the Company's assets in accordance with the Company's investment policy, subject to the overall control and supervision of the Directors.

Premier Portfolio Managers Limited is appointed as the Company's AIFM for the purposes of the Alternative Investment Fund Manager Directive ("AIFMD").

#### Chairman and Senior Independent Director

The Chairman, Ashe Windham, is responsible for leadership of the Board and ensuring its effectiveness. The Chairman sets the Board's agenda, ensuring a particular focus on the overall strategy of the Company, and allows adequate time for discussion of all agenda items. Ashe Windham was considered to be independent on appointment and is deemed by his fellow Board members (all who are independent themselves) to continue to be independent and to have no conflicting relationships, in accordance with the criteria set out in the AIC Code.

Peter Dicks, Chairman of the Audit and Management Engagement Committee, acts as the Senior Independent Director of the Company. He provides a channel for any shareholder concerns regarding the Chairman and takes the lead in the annual evaluation of the Chairman by the independent Directors.

## Corporate Governance Statement *continued*

The full responsibility of the Chairman and Senior Independent Director as agreed by the Board is set out on the Company's website.

### Board Operation

The Board holds regular Board meetings at least four times a year, with additional meetings arranged as necessary. The table below sets out the attendance record of individual Directors at the scheduled Board and Committee meetings held during the year ended 30 April 2022.

	Scheduled Board meetings		Scheduled Audit and Management Engagement Committee meetings	
	Number entitled to attend	Number attended	Number entitled to attend	Number attended
Peter Dicks	5	5	2	2
Jan Etherden	5	5	2	2
Bridget Guerin#	1	–	1	–
Andrew Pomfret*	3	3	1	1
Davina Walter‡	3	3	1	1
Ashe Windham	5	5	2	2

# resigned 31 July 2021

\* resigned 31 December 2021

‡ appointed 10 August 2021

This table provides details of scheduled meetings held in the financial year and the attendance at each meeting of each Director. From time to time, the Board is required to hold meetings outside of its planned schedule to consider topics that require immediate attention or to approve ad-hoc matters and transactions. There were a number of additional ad-hoc Board meetings held during the financial year, and these were related to Davina Walter's appointment and approval of the half year report and accounts.

At each scheduled Board meeting, the Chairman follows a formal agenda, circulated to the Directors in advance by the Secretary. The Secretary and Investment Manager regularly provide the Board with relevant financial information, briefing notes and papers in relation to changes in the Company's economic and financial environment, statutory

and regulatory changes and corporate governance best practice. At each Board meeting, one or more representatives from the Investment Manager are in attendance to present verbal and written reports covering the Company's activity, portfolio and investment performance over the preceding period. Communication between the Board and the Investment Manager and other service providers is maintained between formal meetings.

The Board endeavours to provide support, robust and objective challenge and a different perspective to the Investment Manager, to help optimise the performance of the Company. The Board and the Investment Manager operate in a fully co-operative and open environment. The Board has formalised arrangements under which the Directors, in the furtherance of their duties, may take independent professional advice at the Company's expense.

As permitted by its Articles of Association and subject to the provisions of UK legislation, the Company has granted a third-party indemnity to each Director in respect of liabilities which they may sustain or incur in connection with the discharge of their duties as a Director. The indemnity also covers reasonable legal and other defence expenses, although these would have to be repaid in the event of a conviction. Deeds of indemnity in favour of each of the Directors were executed on behalf of the Company on their appointment and remain in force as at the date of signing of this Report. There are no other qualifying third party indemnity provisions in place. In addition, Directors are covered by Directors and Officers' liability insurance.

### Board Committee

The Board has established an Audit and Management Engagement Committee ("the Committee"), the Terms of Reference of which are available on the Company's website at [www.mitonukmicrocaptrust.com/documents/](http://www.mitonukmicrocaptrust.com/documents/).

Further details on the composition and role of the Audit and Management Engagement Committee and its activities during the financial year can be found on pages 42 to 44.

Given the size of the Board, the Directors do not consider it appropriate to establish a nomination committee. The functions that would normally be carried out by these committees are dealt with by the full Board.

### Board Evaluation

The Directors recognise the value of continually monitoring and enhancing the performance of the Board and view the regular evaluation of the Board, its Committee and individual Directors as a means of obtaining valuable feedback on areas for development.

In the year ended 30 April 2022, the Board opted to undertake an internal performance evaluation by way of questionnaires, which addressed the areas indicated by the AIC Code. In particular, the questionnaires were designed to assess the qualifications, independence, composition, diversity, and performance of the Board, and the performance of the Board's Committee, the Chairman and individual Directors. The questionnaires were also intended to assess whether the focus of Board meetings and the information provided were appropriate and identify any training and development needs for individual Directors.

The evaluation process and analysis of the results were carried out post year end and conducted by the Chairman. Peter Dicks, as the Senior Independent Director, led the appraisal of the Chairman. The results of the exercise revealed no significant concerns amongst the Directors about the effectiveness of the Board.

### Independence of Directors

In accordance with the AIC Code, the Board evaluation included a review of the independence of each individual Director and the Board as a whole.

Mr Dicks holds less than 0.5% of the issued share capital of Premier Miton Group Plc, the parent company of the Investment Manager. The Board considers the holding to be immaterial and of no impact to his independence.

None of the Directors have any significant shareholdings in companies where the Company has a notifiable stake or a holding which amounts to more than 1% of the Company's portfolio.

The Board is of the view that, having reviewed all required factors, all Directors met, and continue to meet, the independence criteria set out in the AIC Code.

### Election/Re-election of Directors

Under the Company's Articles of Association, Directors are required to retire at the first Annual General Meeting following their appointment and offer themselves for election.

Thereafter, Directors are required to retire from office and stand for re-election at intervals of not more than three years. The AIC Code and UK Code recommend that all Directors should be subject to annual re-election by shareholders. The Company recognises this to be good corporate governance and has therefore chosen to follow this practice. The maximum length of service for any Director, excluding the Chairman, will be nine years from first election. Exceptions could be made in unusual circumstances, for example if the Company were in the middle of a corporate action.

### Conflicts of Interest

Under the Articles of Association of the Company, the Board must consider and, if it sees fit, may authorise situations where a Director has an interest that conflicts, or may possibly conflict, with the interests of the Company.

In line with the AIC code 2019, the Board has established a formal system to consider authorising such conflicts, whereby the Directors who have no interest in the matter decide whether to authorise the conflict and any conditions to be attached to such authorisations.

# Corporate Governance Statement *continued*

## Stewardship Responsibilities and the use of Voting Rights

As an externally-managed investment company, the majority of the responsibilities of the Board in relation to engagement with investee companies are delegated to the Investment Manager. The Board retains oversight of the investor stewardship exercised on its behalf by reviewing the Investment Manager's stewardship and voting policies, considering the regular updates on engagement provided by the Investment Manager and holding the Investment Manager to account. The Investment Manager has published a statement of compliance with the UK Stewardship Code, which is available on its website at [www.premiermiton.com](http://www.premiermiton.com). The Board reviews this statement of compliance annually.

## Company Secretary

The Board has direct access to the advice and services of the Secretary, Link Company Matters Limited. The Secretary is responsible for ensuring that Board and Committee procedures are followed and that information and reports are delivered to the Board on a timely basis. The Secretary is also responsible for ensuring that applicable regulations are complied with and the statutory obligations of the Company are met.

## Internal Controls and Risk Management Systems

The Board has overall responsibility for establishing and maintaining the Company's systems of internal controls and risk management and the reliability of the financial reporting process and for reviewing their effectiveness.

The Directors have reviewed and considered the guidance supplied by the FRC on Risk Management, Internal Control, and Related Finance and Business Reporting and an ongoing process has been established for identifying, evaluating and managing the risks faced by the Company. The Board maintains a risk matrix, which consists of a detailed risk and internal control assessment and provides the basis for the Committee and the Board to regularly monitor the effective operation of the controls and to update the risk matrix when

new risks are identified. This process, together with key procedures established with a view to providing effective financial control, was in place during the year under review and was in place at the date of the signing of this Report. The risk management process and Company's systems of internal control are designed to assist the Board in making better, more informed decisions with a view to creating and protecting shareholder value.

The internal control systems are designed to ensure that proper accounting records are maintained, that the financial information on which business decisions are made and which are issued for publication is reliable and that the assets of the Company are safeguarded. The purpose of risk management is to manage rather than eliminate the risk of failure in achieving the Company's objectives and involves Directors exercising judgement. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.

## Internal Controls Assessment

Regular risk assessments and reviews of internal controls will be undertaken in the context of the Company's overall investment objective. The Board, through the Committee, has identified risk management controls in four key areas: corporate strategy; compliance with laws and regulations and disclosure; relationships with service providers; and investment and business activities. In arriving at its judgment 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 reality;
- the Company's ability to reduce the incidence and impact of risk on its performance; and
- the cost to the Company and benefits related to the Company and third parties operating the relevant controls.

The risk matrix, established and maintained by the Company, is structured so as to allow the Board to assess the risks against how those risks are managed. The risks are assessed on the basis of the likelihood of occurrence, the impact on the business if they were to occur and the effectiveness of the controls in place to mitigate them. The risk register is reviewed at meetings of the Committee and at other times as necessary.

The Board also reviews information provided by the Investment Manager and the Secretary on a regular basis.

Most functions for the day-to-day management of the Company are sub-contracted to appropriately qualified third parties, and the Board therefore obtains regular assurances and information from key third party suppliers, including the Investment Manager, the Administrator and the Depositary, regarding the internal systems and controls operated in their organisations. In addition, each of the third parties is requested to provide a copy of its report on internal controls each year, which is reviewed by the Committee.

The Board has carried out a review of the effectiveness of the risk management and systems of internal control as they have operated over the year under review and up to the date of approval of this Report. No significant failings or weaknesses were identified from that review and there were no matters arising which required further investigation.

### Shareholder Relations

The Board is committed to ensuring there is open and effective communication with the Company's shareholders and in order that the Directors understand the views of major shareholders on matters such as governance, strategy and performance. Accordingly, both the Board and the Investment Manager give a high priority to shareholder engagement and the Chairman and other Directors are available to enter into dialogue with shareholders. The Investment Manager and the Company's Stockbroker, Peel Hunt LLP, maintain a regular dialogue with major investors and provide the Board with regular reports on feedback from shareholders.

All shareholders are encouraged to attend, ask questions and vote at the Company's AGM to be held on 27 September 2022. A presentation by the fund managers of the Trust will be delivered following the formal business of the AGM and will also be available on the Company's website following the meeting.

The Annual and Half-Yearly Reports of the Company are prepared by the Board and its advisers to present a full and readily understandable review of the Company's performance. Copies are released to the London Stock Exchange, and the Annual Report is dispatched to shareholders by mail. They are also available from the Secretary or on the Company's website, [www.mitonukmicrocaptrust.com/documents/](http://www.mitonukmicrocaptrust.com/documents/).



# Audit and Management Engagement Committee Report

I am pleased to present the Audit and Management Committee (the 'Committee') Report for the financial year ended 30 April 2022.

## Composition and Operation of the Committee

Given the small size of the Board, it is deemed both proportionate and practical for all Directors to be on the Committee, including the Chairman of the Company. The Board considers that the members of the Committee have the requisite skills and experience, relevant to the sector, as a result of their involvement in financial services, to fulfil the responsibilities of the Committee.

Under its terms of reference, the Committee is required to meet twice a year to discuss the publication of the Company's financial statements. Additional meetings are convened as necessary, however no additional meetings of the Committee were required during the year.

## Role of the Committee

The primary responsibilities of the Committee are:

- to monitor the integrity of the financial statements of the Company and review the content of the Company's half-year and annual reports and any formal announcements regarding its financial reporting issues and areas of judgement contained within them;
- to advise the Board on whether the content of the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy;
- to monitor and keep under review the adequacy and effectiveness of the Company's internal financial controls and risk management and internal control systems;

- to make recommendations to the Board in relation to the selection, appointment, re-appointment or removal of the external auditor, following a review of their independence, objectivity, qualifications, expertise and resources;
- to approve the remuneration and terms of engagement of the external auditor for audit and non-audit services;
- to review the scope, findings and effectiveness of the external audit process;
- to consider the terms of appointment of the Investment Manager, to annually review the performance of the Investment Manager's obligations under the Investment Management Agreement and to consider any variation to the terms of that agreement, and report its findings to the Board; and
- to review annually the performance of other key third party service providers.

The Committee has direct access to the Company's external auditor, BDO LLP, and provides a forum through which the external auditor reports to the Board. Representatives of the external auditor attend meetings of the Committee at least annually.

## Principal Activities of the Committee during the Year

The Committee met twice during the year under review and during those meetings it has:

- reviewed the Company's Annual Report for the financial year ended 30 April 2021 and the related results announcements and the Half-Yearly Report to 31 October 2021;
- received and discussed with the Auditor their findings from the audit of the financial year ended 30 April 2021 and the effectiveness of the external audit process;



- reviewed the effectiveness of the risk management systems and internal controls of the Company and related reports from the Investment Manager and other third party providers;
- agreed the Auditor's fees;
- undertook an annual assessment of the requirement for an internal audit function for the Company and concluded that no changes were required;
- conducted an annual appraisal of the Investment Manager's performance against the Investment Management Agreement, and made a recommendation to the Board about the continuing appointment of the Investment Manager;
- monitored compliance by providers of other services to the Company with the terms of their respective agreements;
- considered the results of Falanx Cyber Defence Limited cyber security test.

The Committee also met once post the year end to review the Company's Annual Report for the year ended 30 April 2022.

Other matters reviewed by the Committees include:

- The Committee's terms of reference;
- The Company's risk matrix;
- The Company's policy on the supply of non-audit services by external auditor; and
- The whistleblowing policy of Premier Portfolio Managers Limited.

The Committee receives a report on internal control and compliance from the Investment Manager's Compliance officer on a six-monthly basis and discusses this with the Investment Manager. The Investment Manager has in place a compliance monitoring plan for testing of controls as an alternative to establishing a separate internal audit function.

The Committee monitors and reviews the effectiveness of the external audit process for the Annual Report, including a detailed review of the audit plan and the audit results report, and makes recommendations to the Board on the re-appointment, remuneration and terms of engagement of the Auditor. Any concerns with the effectiveness of the external audit process would be reported to the Board. No concerns were raised in respect of the year ended 30 April 2022.

#### Audit Fees and Non-Audit Services

An audit fee of £45,000 (exclusive of VAT) has been agreed in respect of the audit for the financial year ended 30 April 2022 (2021: £40,000 exclusive of VAT). No non-audit services were provided in the financial year ended 30 April 2022 (2021: £nil). The Committee has a policy on the engagement of the Auditor to supply non-audit services. All requests for services to be provided by the external auditor are submitted to the Committee in order to ensure that the scope and nature of the proposed work does not affect the Auditor's independence or objectivity.

#### Independence and Objectivity of the Auditor

Following its review of the independence and objectivity of the Auditor, the Committee has been reassured that no conflicts have arisen during the year. The Committee will, however, continue to monitor the position.

#### Re-appointment of the Auditor

BDO LLP was appointed as Auditor in April 2020. Following consideration of the performance of BDO LLP, the service provided during the year and a review of their value for money, the Committee has recommended to the Board their re-appointment as Auditor to the Company at the Company's forthcoming AGM.

BDO LLP has been Auditor to the Company since April 2020 and Vanessa-Jayne Bradley has been the audit partner since that time. Rotation of the audit partner will take place every five years in accordance with the FRC revised Ethical Standard 2016. Under the FRC transitional arrangements, the Company is required to re-tender, at the latest,

# Audit and Management Engagement Committee Report

continued

by 2030. The Company intends to re-tender within the timeframe set by the FRC. Due to the short period of time since the Auditor was appointed, it is not considered appropriate to review the Auditor's succession at this point in time. The Committee will regularly consider the level of fees and the independence and objectivity of the Auditor.

## Significant Audit Issues considered by the Committee

Following discussion with the Investment Manager and Auditor, the Committee determined that the key risks in relation to the Company's financial statements and how they were addressed were:

Risk	Mitigation
<b>Incomplete or inaccurate revenue recognition</b>	
The recognition of income is undertaken in accordance with the stated accounting policies of the Company.	The Directors review the Company's income, revenue forecasts and the sensitivity of the revenue account to falls income. Particular attention is paid to any special dividends that the Company may receive.
<b>The valuation and ownership of the investment portfolio</b>	
The Company's investments have been valued in accordance with the accounting policies, as disclosed in note 11 to the financial statements. The great majority of investments are in quoted securities in active markets, are considered to be liquid and have been categorised as Level 1 and 2 within the IFRS 13 fair value hierarchy. These are disclosed in note 12 to the financial statements.	The portfolio holdings and their pricing is reviewed and verified by the Investment Manager on a regular basis and management accounts, including a full portfolio listing, are prepared for each Board meeting. The Company uses the services of an independent Depositary (The Bank of New York Mellon (International) Limited) to hold the assets of the Company. The Depositary checks the consistency of its records with those of the Investment Manager on a monthly basis and reports to the Board on an annual basis.
<b>Maintenance of investment trust status</b>	
There is a risk of failure to maintain investment trust status in accordance with s1158/1159 which would have a significant impact on the Company as a result of the potential capital gains tax payable.	The Investment Manager and Administrator have reported to the Committee to confirm continuing compliance with the requirements for maintaining investment trust status.

Peter Dicks

Audit and Management Engagement Committee Chairman

18 July 2022

# Directors' Remuneration Report

The Board has prepared this report in accordance with the requirements of the Large and Medium- Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. An ordinary resolution for the approval of the Directors' Remuneration Report will be put to shareholders at the forthcoming AGM. The law requires the Company's Auditor to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in the Independent Auditor's Report on pages 50 to 56.

## Statement from the Chairman

Given the size of the Board, it is not considered appropriate for the Company to have a separate remuneration committee and the functions of this committee are carried out by the Board as a whole. The Board consists entirely of independent non-executive Directors and the Company has no employees. We have not, therefore, reported on those aspects of remuneration that relate to executive Directors.

Directors' fees for the year ended 30 April 2022 are set out on page 46.

## Directors' Remuneration Policy

This Remuneration policy was last approved by shareholders at the Company's AGM held in September 2019. As a binding vote on the policy is necessary every three years, an ordinary resolution to approve the policy will be put to shareholders at this year's AGM. The Board does not propose to make any changes to the policy, which is set out below.

The level of remuneration has been set in order to attract individuals of a calibre appropriate to the future development of the Company and to reflect the specific circumstances of the Company, the duties and responsibilities of the Directors and the value and amount of time committed to the Company's affairs.

The fees for the Directors are determined within the limits (not to exceed £500,000 per year in aggregate) set out in the Company's Articles of Association, or any greater sum that may be determined by an ordinary resolution of the Company. The Chairman does not participate in any discussions relating to his own fee, which is determined by the independent Directors. Directors are not eligible for bonuses, share options or long-term incentive schemes or other performance related benefits as the Board does not believe that this is appropriate for non-executive Directors.

The fees for the Directors will be increased annually, effective from the first day of the Company's financial year, by the rate of the Consumer Price Index prevailing at that time. Under the Company's Articles of Association, if any Director is called upon to perform extra or special services of any kind, he/she shall be entitled to receive such sum as the Board may think fit for expenses, and also such remuneration as the Board may think fit, either as a fixed sum or as a percentage of profits or otherwise, and such remuneration may, as the Board shall determine, be either in addition to or in substitution for any other remuneration he may be entitled to receive.

Directors are entitled to be paid all reasonable expenses properly incurred in attending Board, Committee or shareholder meetings or otherwise in or with a view to the performance of their duties. There are no amounts set aside or accrued by the Company to provide pension, retirement or similar benefits to the Directors.

# Directors' Remuneration Report *continued*

Component	Director	Rate as at 1 May 2022 <sup>6</sup>	Rate as at 1 May 2021 <sup>5</sup>	Purpose of Remuneration
Annual Fee	Chairman	£38,400	£36,740	Commitment as Chairman <sup>1</sup>
Annual Fee	Non-executive Directors	£27,500	£26,240	Commitment as a non-executive Director <sup>2</sup>
Additional Fee	Senior Independent Director and Audit and Management Engagement Committee Chairman	£5,500	£5,245	For additional responsibilities and time commitment <sup>3</sup>
Additional Fee	All Directors	N/A	N/A	For extra or special services performed in their role as a Director <sup>4</sup>
Expenses	All Directors	N/A	N/A	No fixed rate. Reimbursement of expenses incurred in the performance of duties as a Director

<sup>1</sup> The Company's policy is for the Chairman of the Board to be paid a higher fee than the other Directors to reflect the more onerous role

<sup>2</sup> The Company's Articles of Association limit the total aggregate annual fees that can be paid to £500,000

<sup>3</sup> The Company's policy is for the Senior Independent Director and Chairman of the Audit Management Engagement Committee to be paid a higher fee than other Directors to reflect the more onerous role

<sup>4</sup> Additional fees would only be paid in exceptional circumstances in relation to the performance of extra or special services

<sup>5</sup> Fees were increased by the rate of the Consumer Price Index prevailing on 1 May 2021, being 1.5%

<sup>6</sup> Fees were due to be increased by the rate of the Consumer Price Index prevailing 1 May 2022, being 9%, however recognising the need to show restraint, Directors elected to reduce the level of the CPI increase to 4.5%

Fees for any new Director appointed will be on the above basis. Fees payable in respect of subsequent periods will be determined following an annual review. Any views expressed by shareholders on the fees being paid to Directors would be taken into consideration by the Board.

It is the Board's policy that Directors do not have service contracts, but Directors are provided with a letter of appointment as a non-executive Director. The terms of their appointment provide that Directors shall retire and be subject to election at the first Annual General Meeting after their appointment. Compensation will not be made upon early termination of appointment.

## Directors' Fees for the Year (audited)

The Directors who served in the year received the following emoluments:

	Year ended 30 April 2022			Year ended 30 April 2021		
	Fixed fees £	Expenses £	Total £	Fixed fees £	Expenses £	Total £
Peter Dicks	31,485	–	31,485	31,025	–	31,025
Jan Etherden	26,240	–	26,240	25,855	–	25,855
Bridget Guerin	6,560	–	6,560	10,775	–	10,775
Andrew Pomfret	24,493	–	24,493	36,200	146	36,346
Davina Walter	19,108	–	19,108	–	–	–
Ashe Windham	29,740	–	29,740	25,855	–	25,855
	137,626	–	137,626	129,710	146	129,856

## Annual Percentage Change in Directors' Remuneration

The following sets out the annual percentage change in Directors' fees since 30 April 2020

	Percentage change since 30 April 2021	Percentage change since 20 April 2020
Peter Dicks*	1.5%	0.9%
Jan Etherden	1.5%	0.9%
Bridget Guerin	n/a	n/a
Andrew Pomfret	1.5%	0.9%
Davina Walter	n/a	n/a
Ashe Windham	1.5%	0.9%

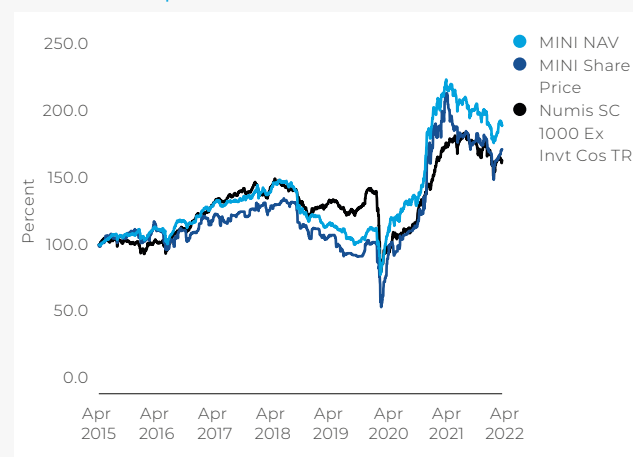
\* Senior Independent Director & Chair of Audit & Management Engagement Committee

## Company Performance

The Company does not have a specific benchmark against which performance is measured. The graph opposite compares the total return (assuming all dividends are reinvested) to holders of Ordinary Shares since they were first admitted to the Official List of the Financial Conduct Authority, compared to the total shareholder return of the Numis SC 1000 (excluding Investment Companies) Index, which is the closest broad index against which to measure the Company's performance.

It is noteworthy that some of the best performing stocks on the AIM exchange have been growth stocks, often with market capitalisations much larger than the investment universe of this Company. This trend may continue, but in the past it has been the smallest stocks that have outperformed, especially those with undemanding valuations at purchase. Further explanation of the recent market trends is outlined in the Investment Manager's section of this Report on pages 12 to 17.

## NAV v share price v Numis 1000 Index



## Relative Importance of Spend on Pay

The table below shows the proportion of the Company's income spent on pay.

	30 April 2022 £000	30 April 2021 £000
Dividends paid to Ordinary Shareholders in the year	11	138
Management fees paid in the year	892	732
Total remuneration paid to Directors	138	130

The accompanying notes are an integral part of these financial statements.

# Directors' Remuneration Report *continued*

## Directors' Beneficial and Family Interests (audited)

There is no requirement under the Company's Articles of Association or the terms of their appointment for Directors to hold shares in the Company. The interests of the Directors and their families in the Ordinary Shares of the Company as at 30 April 2022 are set out below:

	Number of Ordinary shares as at 30 April 2022	Number of Ordinary shares as at 30 April 2021
Peter Dicks	368,150	368,150
Jan Etherden	146,300	146,300
Ashe Windham	225,000	200,000
Davina Walter	33,228	N/A

There have been no changes to the Directors' share interests between 30 April 2022 and the date of this Report.

## Voting at the Annual General Meeting

The Directors' Remuneration Report for the year ended 30 April 2021 and the Directors' Remuneration Policy were approved by shareholders at the AGMs held on 22 September 2021 and 11 September 2019 respectively. The votes cast were as follows:

	Directors' Remuneration Report (2021 AGM results)		Directors' Remuneration Policy (2019 AGM results)	
	Number of votes	% of votes cast	Number of votes	% of votes cast
For	45,022,246	99.62	49,545,884	99.93
Against	171,751	0.38	32,748	0.07
<b>Total votes cast</b>	<b>45,193,997</b>		<b>49,578,642</b>	
Number of votes withheld	80,360		7,000	

## Approval

The Director's Remuneration Report was approved by the Board on 18 July 2022.

On behalf of the Board

**Ashe Windham**

Chairman

18 July 2022

## Statement of Directors' Responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law and UK adopted international accounting standards require the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Company's financial statements in accordance with UK adopted international accounting standards. 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 group and company and of the profit or loss for the company for that period.

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

- Select suitable accounting policies and then apply them consistently;
- Make judgments and accounting estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business;
- Prepare a Director's report, as strategic report and a Director's remuneration report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for ensuring that the annual report and accounts, taken as a whole, are fair, balanced, and understandable and provides the information necessary for shareholders to assess the group's performance, business model and strategy.

### Website publication

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

The Directors confirm to the best of their knowledge:

- The financial statements have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and give a true and fair view of the assets, liabilities, financial position and profit and loss of the group.
- The annual report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that they face.

On behalf of the Board

**Ashe Windham**  
Chairman

18 July 2022

# Independent Auditor's Report to the members of Miton UK Microcap Trust plc

## Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2022 and of the Company's loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Miton UK MicroCap Trust plc (the 'Company') for the year ended 30 April 2022 which comprise the Income Statement, the Statement of Changes in Equity, the Balance Sheet, the Statement of Cash Flows and the 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 UK adopted international accounting standards.

## 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the Audit and Management Engagement Committee.

## Independence

Following the recommendation of the Audit and Management Engagement Committee, we were appointed by the Board of Directors on 22 September 2020 to audit the financial statements for the year ending 30 April 2020 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is 3 years, covering the years ending 30 April 2020 to 30 April 2022. We remain

independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the appropriateness of the Directors' method of assessing the going concern in light of market volatility and the present uncertainties by reviewing the information used by the Directors in completing their assessment;
- Assessing the appropriateness of the Directors' assumptions and judgements made in their base case and stress tested forecasts including consideration of the available cash resources relative to forecast expenditure and commitments and the sufficiency of the liquidity of the portfolio;
- Checking the accuracy of historical forecasting by agreeing to actual results; and
- Reviewing the loan agreements to identify the covenants and assessing the likelihood of them being breached based on the Directors' forecasts and our sensitivity analysis.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.



In relation to the Company'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 Directors 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.

### Overview

		2022	2021
Key audit matters	Valuation and ownership of investments	✓	✓
	Materiality		
	Financial statements as a whole		
	£1.00m (2021: £1.17m) based on 1% (2021: 1%) of net assets		

### An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of the valuation of investments which have a high level of estimation uncertainty involved in determining the unquoted investment valuations.

### Key audit matters

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

# Independent Auditor's Report to the members of Miton UK Microcap Trust plc [continued](#)

Key audit matter	How the scope of our audit addressed the key audit matter
<p><a href="#">Valuation and ownership of investments (Note 1 and Note 11 and 12)</a></p> <p>The investment portfolio comprises quoted investments and a small number of unquoted investments (warrants).</p> <p>The valuation of the unquoted investments (warrants) includes an element of subjectivity.</p> <p>The Investment Manager's fee is based on the market capitalisation of the Company which is influenced by the performance of the Trust. The Investment Manager is responsible for preparing the valuation of investments which are reviewed and approved by the Board. Notwithstanding this review, there is a potential risk of misstatement in the investment valuations. Additionally, there is a risk that the investment balance includes investments which are no longer owned by the Company or that the bid price used to value the investment is incorrect.</p> <p>Investments is the most significant balance in the financial statements and is the key driver of performance, therefore we determined this to be a key audit matter.</p>	<p>We responded to this matter by testing the valuation and ownership of the whole portfolio of quoted investments. We performed the following procedures:</p> <ul style="list-style-type: none"> <li>• Confirmed the year-end bid price was used by agreeing to externally quoted prices and assessed if there were contra indicators, such as liquidity considerations, to suggest bid price is not the most appropriate indication of fair value.</li> <li>• Obtained direct confirmation of the number of shares held per equity investment from the custodian regarding all investments held at the balance sheet date.</li> </ul> <p>For all the warrants held at the year-end, we performed the following procedures:</p> <ul style="list-style-type: none"> <li>• Considered the appropriateness of the valuation methodology against the International Private Equity and Venture Capital Valuation ('IPEV') Guidelines and applicable accounting standards.</li> <li>• Re-performed the calculation of the investment valuation using a valuation model and comparing to the Investment Managers valuation.</li> <li>• Where appropriate, performed sensitivity analysis where reasonable alternative assumptions could exist.</li> <li>• Obtained direct confirmation of the number of warrants held from the custodian.</li> </ul> <p><a href="#">Key observations</a></p> <p>Based on our procedures performed we did not identify any matters to suggest that the valuation and ownership of investments was not appropriate.</p>

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below

these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Company financial statements	
	2022 £'000	2021 £'000
Materiality	1,000	1,166
Basis for determining materiality	1% of net assets (2021: 1% of net assets)	
Rationale for the benchmark applied	As an investment trust, the value of net assets is the key measure of performance for users of the financial statements.	
Performance materiality	750	874
Basis for determining performance materiality	75% of materiality	
	The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements based on past experience and the level of transactions in the year.	

#### Lower testing threshold

We have set a lower testing threshold for those items impacting revenue return at £129,000 which is based on 10% of total expenditure (2021: £68,000 which is based on 5% of total expenditure).

#### Reporting threshold

We agreed with the Audit and Management Engagement Committee that we would report to them all individual audit differences in excess of £50,000 (2021: £23,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the report and accounts other than the financial statements and our

auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

# Independent Auditor's Report to the members of Miton UK Microcap Trust plc [continued](#)

We have nothing to report in this regard.

[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 company's compliance with the provisions of the UK Corporate Governance Code 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.

<b>Going concern and longer-term viability</b>	<ul style="list-style-type: none"> <li>• The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified; and</li> <li>• The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate.</li> </ul>
<b>Other Code provisions</b>	<ul style="list-style-type: none"> <li>• Directors' statement on fair, balanced and understandable;</li> <li>• Board's confirmation that it has carried out a robust assessment of the emerging and principal risks;</li> <li>• The section of the annual report that describes the review of effectiveness of risk management and internal control systems; and</li> <li>• The section describing the work of the audit and management engagement committee.</li> </ul>

## [Other Companies Act 2006 reporting](#)

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

<b>Strategic report and Directors' report</b>	<p>In our opinion, based on the work undertaken in the course of the audit:</p> <ul style="list-style-type: none"> <li>• the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and</li> <li>• the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.</li> </ul> <p>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.</p>
<b>Directors' remuneration</b>	<p>In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.</p>
<b>Matters on which we are required to report by exception</b>	<p>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:</p> <ul style="list-style-type: none"> <li>• adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or</li> <li>• 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</li> <li>• certain disclosures of Directors' remuneration specified by law are not made; or</li> <li>• we have not received all the information and explanations we require for our audit.</li> </ul>

### Responsibilities of Directors

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

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

### Auditor's responsibilities for the audit of the financial statements

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

### Extent to which the audit was capable of detecting irregularities, including fraud

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

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. We considered the significant laws and regulations to be the Companies Act 2006, the FCA listing and DTR rules, the principles of the AIC Code of Corporate Governance, industry practice represented by the AIC SORP, the applicable accounting framework, and the Company's qualification as an Investment Trust under UK tax legislation as any non-compliance of this would lead to the Company losing various deductions and exemptions from corporation tax.

We focused on laws and regulations that could give rise to a material misstatement in the Company financial statements. Our tests included:

- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of management and those charged with governance relating to the existence of any non-compliance with laws and regulations;
- review of minutes of board meetings throughout the period to identify any instance of non-compliance with laws and regulations;
- obtaining an understanding of the control environment in monitoring compliance with laws and regulations; and
- reviewing the calculation in relation to Investment Trust compliance to check that the Company was meeting its requirements to retain its Investment Trust Status.

We assessed the susceptibility of the financial statement to material misstatement including fraud and considered the fraud risk areas to be the valuation of investments and management override of controls.

# Independent Auditor's Report to the members of Miton UK Microcap Trust plc [continued](#)

Our tests included:

- The procedures set out in the Key Audit Matters section above;
- Recalculating investment management fees in total;
- Obtaining independent confirmation of bank balances; and
- Testing journals which met a defined risk criteria by agreeing to supporting documentation and evaluating whether there was evidence of bias by the Investment Manager and Directors that represented a risk of material misstatement due to fraud.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## Use of our report

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

**Vanessa-Jayne Bradley**

Senior Statutory Auditor

For and on behalf of BDO LLP, Statutory Auditor  
London, UK

18 July 2022

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

# Income Statement

of the Company for the year ended 30 April 2022

	Notes	Year ended 30 April 2022			Year ended 30 April 2021		
		Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
(Losses)/gains on investments held at fair value through profit or loss	11	–	(13,284)	(13,284)	–	61,838	61,838
Losses on derivatives held at fair value through profit or loss	13	–	(1,268)	(1,268)	–	–	–
Income	2	983	–	983	699	6	705
Management fee	6	(223)	(669)	(892)	(183)	(549)	(732)
Other expenses	7	(587)	–	(587)	(635)	(859)	(1,494)
<b>Return on ordinary activities before finance costs and taxation</b>		<b>173</b>	<b>(15,221)</b>	<b>(15,048)</b>	<b>(119)</b>	<b>60,436</b>	<b>60,317</b>
Finance costs	8	–	(39)	(39)	–	(34)	(34)
<b>Return/(loss) on ordinary activities before taxation</b>		<b>173</b>	<b>(15,260)</b>	<b>(15,087)</b>	<b>(119)</b>	<b>60,402</b>	<b>60,283</b>
Taxation	9	(14)	–	(14)	(50)	–	(50)
<b>Return/(loss) on ordinary activities after taxation</b>		<b>159</b>	<b>(15,260)</b>	<b>(15,101)</b>	<b>(169)</b>	<b>60,402</b>	<b>60,233</b>
Return per Ordinary Share – basic and diluted (pence)	3	0.15	(13.91)	(13.76)	(0.14)	49.65	49.51

The total column of this statement is the Income Statement of the Company prepared in accordance with UK adopted international account standards in conformity with the requirements of the Companies Act 2006. The supplementary revenue return and capital return columns are presented in accordance with the Statement of Recommended Practice issued by the Association of Investment Companies ("AIC SORP").

All revenue and capital items in the above statement derive from continuing operations. No operations were acquired or discontinued during the year.

There is no other comprehensive income and, therefore, the return on ordinary activities after taxation is both the profit and the total comprehensive income.

The notes on pages 61 to 79 form part of these financial statements.

# Statement of Changes in Equity

of the Company for the year ended 30 April 2022

For the year ended 30 April 2022	Notes	Share capital £000	Capital redemption reserve £000	Share premium account £000	Special reserve £000	Capital reserve £000	Revenue reserve £000	Total £000
As at 30 April 2021		162	61	–	64,283	52,061	84	116,651
Total comprehensive income:								
Return on ordinary activities after taxation		–	–	–	–	(15,260)	159	(15,101)
Transactions with shareholders recorded directly to equity:								
Redemption of Ordinary Shares		–	–	–	(2,737)	–	–	(2,737)
Shares issued		1	–	672	–	–	–	673
Cancellation of shares	4	(3)	3	–	–	–	–	–
Equity dividends paid	10	–	–	–	–	–	(11)	(11)
As at 30 April 2022		160	64	672	61,546	36,801	232	99,475

For the year ended 30 April 2021	Notes	Share capital £000	Capital redemption reserve £000	Share premium account £000	Special reserve £000	Capital reserve £000	Revenue reserve £000	Total £000
As at 30 April 2020		189	34	–	79,251	(8,810)	347	71,011
Total comprehensive income:								
Return on ordinary activities after taxation		–	–	–	–	60,402	(169)	60,233
Transactions with shareholders recorded directly to equity:								
Redemption of Ordinary Shares		–	–	–	(14,968)	469	44	(14,455)
Cancellation of shares	4	(27)	27	–	–	–	–	–
Equity dividends paid	10	–	–	–	–	–	(138)	(138)
As at 30 April 2021		162	61	–	64,283	52,061	84	116,651

The notes on pages 61 to 79 form part of these financial statements.



# Balance Sheet

of the Company as at 30 April 2022

	Notes	30 April 2022 £000	30 April 2021 £000
<b>Non-current assets:</b>			
Investments held at fair value through profit or loss	11	94,822	108,506
<b>Current assets:</b>			
Derivative instruments	13	802	–
Trade and other receivables	14	232	2,796
Cash at bank and cash equivalents		3,794	6,272
		4,828	9,068
<b>Liabilities:</b>			
Trade and other payables	15	175	923
<b>Net current assets</b>		4,653	8,145
<b>Net assets</b>		99,475	116,651
<b>Capital and reserves</b>			
Share capital	4	160	162
Capital redemption reserve		64	61
Share premium account		672	–
Special reserve		61,546	64,283
Capital reserve		36,801	52,061
Revenue reserve		232	84
<b>Shareholders' funds</b>		99,475	116,651
		pence	pence
<b>Net asset value per Ordinary Share – basic and diluted</b>	5	91.05	104.83

These financial statements were approved and authorised for issue by the Board of Miton UK MicroCap Trust plc on 18 July 2022 and were signed on its behalf by:

Ashe Windham  
Chairman  
18 July 2022

Company No: 09511015

The notes on pages 61 to 79 form part of these financial statements.

# Statement of Cash Flows

for the Company for the year ended 30 April 2022

	30 April 2022 £000	30 April 2021 £000
<b>Operating activities:</b>		
Net return/(loss) before taxation	(15,087)	60,283
Loss/(gain) on investments and derivatives held at fair value through profit or loss	14,552	(61,838)
Decrease/(increase) in trade and other receivables	12	(106)
(Decrease)/Increase in trade and other payables	(18)	61
Exchange losses on capital items	1	–
Amortisation of finance costs	39	(9)
Withholding tax paid	(14)	(50)
<b>Net cash outflow from operating activities</b>	<b>(515)</b>	<b>(1,659)</b>
<b>Investing activities:</b>		
Purchase of investments	(26,813)	(42,901)
Purchase of derivative investments	(2,070)	–
Sale of investments	29,012	61,583
<b>Net cash inflow from investing activities</b>	<b>129</b>	<b>18,682</b>
<b>Financing activities:</b>		
Proceeds of Ordinary Share issue	688	–
Redemption/repurchase of Ordinary Shares	(2,737)	(14,455)
Equity dividends paid	(11)	(138)
Finance costs paid	(32)	–
<b>Net cash outflow from financing activities</b>	<b>(2,092)</b>	<b>(14,593)</b>
<b>Increase/(Decrease) in cash and cash equivalents</b>	<b>(2,478)</b>	<b>2,430</b>
<b>Reconciliation of net cash flow movement in funds:</b>		
Cash and cash equivalents at the start of the period	6,272	3,842
Net cash inflow/(outflow) from cash and cash equivalents	(2,478)	2,430
<b>Cash at the end of the period</b>	<b>3,794</b>	<b>6,272</b>

The notes on pages 61 to 79 form part of these financial statements.

# Notes to the Financial Statements

## 1. Accounting Policies

Miton UK MicroCap Trust plc is a company incorporated and registered in England and Wales. The principal activity of the Company is that of an investment trust company within the meaning of Sections 1158/1159 of the Corporation Tax Act 2010.

The Company's financial statements have been prepared in accordance with UK adopted international accounting standards. The financial statements have also been prepared in accordance with the AIC SORP for the financial statements of investment trust companies and venture capital trusts.

### Basis of Preparation

In order to better reflect the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the Income Statement between items of a revenue and capital nature has been prepared alongside the Income Statement.

The financial statements are presented in Sterling, which is the Company's functional currency as the UK is the primary environment in which it operates, rounded to the nearest £1,000, except where otherwise indicated.

### Going Concern

The financial statements have been prepared on a going concern basis and on the basis that approval as an investment trust company will continue to be met.

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date when these financial statements were approved.

In making the assessment, the Directors of the Company have considered the likely impacts of international and economic uncertainties on the Company, operations and the investment portfolio. These include, but are not limited to, the impact of COVID-19, the war in Ukraine, supply shortages and inflationary pressures.

The Directors noted that the Company, with the current cash balance and holding a portfolio of listed investments, is able to meet the obligations of the Company as they fall due. The current cash balance plus available additional borrowing, through the revolving credit facility of which remains undrawn (2021: undrawn), enables the Company to meet any funding requirements and finance future additional investments. The Company is a closed-end fund, where assets are not required to be liquidated to meet day to day redemptions.

The Directors have completed stress tests assessing the impact of changes in market value and income with associated cash flows. In making this assessment, they have considered plausible downside scenarios. These tests were driven by the possible effects of continuation of the COVID-19 pandemic but, as an arithmetic exercise, apply equally to any other set of circumstances in which asset value and income are significantly impaired. The conclusion was that in a plausible downside scenario the Company could continue to meet its liabilities. Whilst the economic future is uncertain, and the Directors believe that it is possible the Company could experience further reductions in income and/or market value, the opinion of the Directors is that this should not be to a level which would threaten the Company's ability to continue as a going concern.

The Directors, the Investment Manager and other service providers have put in place contingency plans to minimise disruption. Furthermore, the Directors are not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern, having taken into account the liquidity of the Company's investment portfolio and the Company's financial position in respect of its cash flows, borrowing facilities and investment commitments (of which there are none of significance). Therefore, the financial statements have been prepared on the going concern basis.

# Notes to the Financial Statements [continued](#)

## Segmental Reporting

The Directors are of the opinion that the Company is engaged in a single segment of business, being investment business. The Company primarily invests in companies listed in the UK.

## Accounting Developments

In the year under review, the Company has applied amendments to IFRS issued by the IASB adopted in conformity with the Companies Act 2006. These include annual improvements to IFRS, changes in standards, legislative and regulatory amendments, changes in disclosure and presentation requirements.

This incorporated:

- Interest Rate Benchmark Reform – IBOR ‘phase 2’ (Amendments to IFRS 9, IAS 39 and IFRS 7);
- Onerous contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);
- IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment – Disclosure initiative – Definition of Material); and
- Revisions to the Conceptual Framework for Financial Reporting.

The adoption of the changes to accounting standards has had no material impact on these or prior years’ financial statements.

There are amendments to IAS/IFRS that will apply from 30 April 2022 as follows:

- Classification of liabilities as current or non-current (Amendments to IAS 1);
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of Accounting Estimates (Amendments to IAS 8);

- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction – Amendments to IAS 12 Income Taxes; and
- Annual improvements to IFRS Standards.

The Directors do not anticipate the adoption of these will have a material impact on the financial statements.

## Critical Accounting Judgments and Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts in the Balance Sheet, the Income Statement and the disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The areas requiring the most significant judgement and estimation in the preparation of the financial statements are: recognising and classifying unusual or special dividends received as either revenue or capital in nature; the valuation of warrants; and recognition of expenses between capital and income.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods. There were no accounting estimates or judgements that had a significant impact on the financial statements in the current period.

## Investments

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

Upon initial recognition the Company designates the investments 'at fair value through profit or loss'. They are included initially at fair value, which is taken to be their cost (excluding expenses incidental to the acquisition which are written off in the Income Statement, and allocated to 'capital' at the time of acquisition). When a purchase or sale is made under a contract, the terms of which require delivery within the time-frame of the relevant market, the investments concerned are recognised or derecognised on the trade date. Subsequent to initial recognition, investments are valued at fair value through profit or loss. For listed and quoted investments this is deemed to be bid market prices or closing prices for Stock Exchange Electronic Trading Service – quotes and crosses ("SETSqx"). Changes in fair value of investments are recognised in the income Statement as a capital item. On disposal, realised gains and losses are also recognised in the income Statement as capital items.

Warrants give the Company the right, but not the obligation, to buy common ordinary shares in an investee company at a fixed price for a pre-defined time period. The fair value is determined by the Manager through use of models using available observable inputs of the warrant: the exercise share price of the investee company, the expiration period plus other factors including the prevailing interest rate and associated risks.

All investments for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy in note 12.

## Foreign Currency

Transactions denominated in foreign currencies are converted to Sterling at the actual exchange rate as at the date of the transaction. Monetary assets and liabilities and assets carried at fair value denominated in foreign currencies at the year end are reported at the rate of exchange at the Balance Sheet date. Any gain or loss arising from a change in exchange rate subsequent to the date of the transaction is included as an exchange gain or loss in the capital reserve or the revenue account depending on whether the gain or loss is of a capital or revenue nature.

## Derivatives

Derivatives, including Index Put options, which are listed investments, are classified as financial instruments at fair value through profit or loss. Derivatives are initially recorded at cost (being premium paid to purchase the option) and subsequently valued at fair value and included in current assets/liabilities. Derivatives are derecognised when the contract expires or on the trade date when the contract is sold.

Changes in the fair value of derivative instruments are recognised as they arise in the capital column of the Income Statement. The fair value is calculated by a broker using models with inputs from market prices. On disposal or expiration, realised gains and losses are also recognised in the income statement as capital items.

## Cash and Cash Equivalents

For the purposes of the Balance Sheet, cash comprises cash in hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

# Notes to the Financial Statements [continued](#)

## Trade and Other Receivables

Trade and other receivables are measured, where applicable, at amortised cost and as reduced by appropriate allowance for expected irrecoverable amounts.

## Trade Payables and Short-term Borrowings

Trade payables and short-term borrowings are measured at amortised costs.

## Income

Dividends receivable on quoted equity shares are taken to revenue on an ex-dividend basis. Dividends receivable on equity shares where no ex-dividend date is quoted are brought into account when the Company's right to receive payment is established. Fixed returns on non-equity shares are recognised on a time-apportioned basis.

Dividends from overseas companies are shown gross of any non-recoverable withholding taxes, which are presented separately in the Income Statement.

Special dividends are taken to revenue or capital account depending on their nature.

When the Company has elected to receive scrip dividends in the form of additional shares rather than in cash, the amount of the cash dividend forgone is recognised as income. Any excess in the value of the cash dividend is recognised in the capital column.

All other income is allocated on a time-apportioned accruals basis.

## Expenses and Finance Costs

All expenses and finance costs are accounted for on an accruals basis. On the basis of the Board's expected long-term split of total returns the Company charges 75% (2021: 75%) of its management fee and 100% (2021: 100%) of finance costs to capital.

Expenses incurred directly in relation to arranging debt finance are amortised over the term of the finance. Finance charges incurred and amortised are charged to capital (2021: 100%) and included in the capital column of the Income Statement.

Expenses incurred directly in relation to issue of shares are charged to share premium.

Expenses incurred in the maintenance of capital, redemption and cancellation of shares are charged to the special reserve through the Statement of Changes in Equity.

## Taxation

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date based on tax rates that are expected to apply in the period when the liability is settled or the asset is realised. 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 temporary differences can be deducted. In line with the recommendations of the AIC SORP, the allocation method used to calculate the tax relief on expenses charged to capital is the "marginal" basis. Under this basis, if taxable income is capable of being offset entirely by expenses charged through the revenue account, then no tax relief is transferred to the capital account.

The charge for taxation is based on the net revenue for the year and takes into account taxation deferred or accelerated because of temporary differences between the treatment of certain items for accounting and taxation purposes. The actual charge for taxation in the Income Statement relates to irrecoverable withholding tax on overseas dividends received during the year.

### Dividends Payable to Shareholders

Dividends to shareholders are recognised as a liability in the period in which they are paid or approved in general meetings and are taken to the Statement of Changes in Equity. Dividends declared and approved by the Company after the Balance Sheet date have not been recognised as a liability of the Company at the Balance Sheet date.

### Share Capital

The Company is a closed-ended investment company with an unlimited life. As defined in the Articles of Association, redemption of Ordinary Shares is at the sole discretion of the Directors, therefore the Ordinary Shares have been classified as equity.

The issuance, acquisition and resale of Ordinary Shares are accounted for as equity transactions and no gain or loss is recognised in the Income Statement.

This is a reserve forming part of the non-distributable reserves.

### Share Premium

The share premium account represents the accumulated premium paid for shares issued in previous periods above their nominal value less issue expenses. This is a reserve forming part of the non-distributable reserves. The following items are taken to this reserve:

- Costs associated with the issue of shares; and
- Premium on the issue of shares.

### Special reserve

The special reserve was created by the cancellation of the share premium account and is distributable. This reserve may be used for:

- Redemption of shares by way of the annual redemption facility;
- Costs relating to the capital structure of the company;
- Cancellation of shares;
- Share buy backs

### Capital Reserve

The following are taken to the capital reserve through the capital column in the statement of comprehensive income:

- Gains and losses on the disposal of investments and derivatives;
- Increase and decrease in the valuation of investments held at the year end;
- Exchange differences of a capital nature; and
- Expenses, together with the related taxation effect, allocated to this reserve in accordance with the above accounting policies.

### Capital Redemption Reserve

The capital redemption reserve represents non-distributable reserves that arise from the purchase and cancellation of shares.

### Revenue Reserve

The revenue reserve represents the surplus of accumulated profits and is distributable by the way of dividends.

# Notes to the Financial Statements *continued*

## 2. Income

	Year ended 30 April 2022 £000	Year ended 30 April 2021 £000
Income from investments:		
UK Dividends	604	426
Non-UK dividend income	348	247
UK REIT dividends	31	25
Bank Interest	–	1
	983	699
Capital dividend	–	6
<b>Total</b>	<b>983</b>	<b>705</b>

## 3. Return per Ordinary Share

Returns per Ordinary Share are based on the weighted average number of shares in issue during the year. Basic and diluted return per share are the same as there are no dilutive elements on share capital.

	Year ended 30 April 2022			Year ended 30 April 2021		
Net profit (£000)	Revenue	Capital	Total	Revenue	Capital	Total
Continuation shareholders (£'000)	159	(15,260)	(15,101)	(125)	60,871	60,746
2021 Redemption shareholders (£)	–	–	–	(44)	(469)	(513)
	159	(15,260)	(15,101)	(169)	60,402	60,233
Weighted average number of shares in issue	109,671,976			121,654,380		
Return per share (pence)	0.15	(13.91)	(13.76)	(0.14)	49.65	49.51

During the prior year the allocation of the return per Ordinary Share is allocated as follows:

	Return per Ordinary Share pence			Weighted average
Continuation shareholders	(0.11)	52.60	52.49	115,723,167
2021 Redemption shareholders	(0.16)	(1.74)	(1.90)	27,061,157

The 50,000 Management shares do not participate in the returns of the Company.



## 4. Share Capital

	Year ended 30 April 2022		Year ended 30 April 2021	
	Number	£000	Number	£000
Ordinary Shares of £0.001 each				
Opening balance	111,274,758	112	138,335,915	139
Shares issued	650,000	1		
Redemptions	(2,671,198)	(3)	(27,061,157)	(27)
	109,253,560	110	111,274,758	112

	Year ended 30 April 2022		Year ended 30 April 2021	
	Number	£000	Number	£000
Management shares of £1 each	50,000	50	50,000	50

The rights attaching to each share class are set out on page 81 of this report.

### Shares Issued

During the year, 650,000 Ordinary Shares were issued in three tranches at an average price per share of 106.6p raising £673,000 (Gross consideration £688,000).

### Redemption of Ordinary Shares

The Company has a redemption facility through which shareholders are entitled to request the redemption of all or part of their holding of Ordinary Shares on an annual basis. As set out in the Articles of Association, the Board may, at its absolute discretion, elect not to operate the annual redemption facility in whole or in part. Accordingly, the Ordinary Shares have been classified as equity.

### 2022 Redemption

The total number of Ordinary Shares in respect of which valid redemption requests were received for the 30 June 2022 Redemption Point was 14,614,999 Ordinary Shares (representing 13.3771% of the issued share capital at 30 April 2022). The Directors elected to operate a redemption pool which is currently being realised.

### 2021 Redemption

The total number of Ordinary Shares in respect of which valid redemption requests were received for the 30 June 2021 Redemption Point was 2,671,198 Ordinary Shares (representing 2.40% of the issued share capital at 30 April 2021). All of the shares were redeemed at 102.38p and cancelled.

### Management Shares

50,000 Management shares with a nominal value of £1 each were allotted to Miton Trust Managers Limited on the date of incorporation. These shares have been fully paid up. The Management shares are non-voting and non-redeemable and, upon a winding-up or on a return of capital of the Company, shall only receive the fixed amount of capital paid up on such shares and shall confer no right to any surplus capital or assets of the Company.

## Notes to the Financial Statements *continued*

### 5. Net Asset Values

The NAVs per Ordinary Share and the net assets attributable at the year end were as follows:

	30 April 2022 Ordinary Share		30 April 2021 Ordinary Share	
	NAV per share pence	Net assets attributable £'000	NAV per share pence	Net assets attributable £'000
Basic and diluted	91.05	99,475	104.83	116,651

NAV per Ordinary Share is based on net assets at the year end and 109,253,560 Ordinary Shares (2021: 111,274,758), being the number of Ordinary Shares in issue at the year end.

NAV of £1.00 per Management share is based on net assets at the year end of £50,000 (2021: £50,000) and attributable to 50,000 Management shares at the year end. The shareholders have no right to any surplus capital or assets of the Company.

### 6. Management Fee

The basic management fee payable to the AIFM is calculated at the rate of one-twelfth of 0.9% (2021: 0.9%) of the average market capitalisation of the Company up to £100m, 0.8% per annum on the average market capitalisation above £100m (2021: 0.8%), on the last business day of each calendar month. The basic management fee accrues daily and is payable in arrears in respect of each calendar month. For the purpose of calculating the basic fee, the 'adjusted market capitalisation' of the Company is defined as the average daily midmarket price for an Ordinary Share and C share (when in issue), multiplied by the number of relevant shares in issue, excluding those held by the Company in treasury, on the last business day of the relevant month.

In addition to the basic management fee, and when the Redemption Pool is in existence, the AIFM is entitled to receive from the Company a fee calculated at the rate of 0.9% (1% prior to 1 September 2020) of the net asset value of the Redemption Pool on the last Business Day of the relevant calendar month.

The AIFM has agreed that, for so long as it remains the Company's investment manager, it will not charge such part of any management fee payable to it so that the Company can maintain an ongoing charges ratio of 2% or lower. The ongoing charges ratio for the year is 1.6% (2020: 1.68%) for the Ordinary Shares, and as such is below 2%. In accordance with the Directors' policy on the allocation of expenses between income and capital, in each financial year 75% of the management fee payable is expected to be charged to capital and the remaining 25% to income.

	Year ended 30 April 2022			Year ended 30 April 2021		
	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Management fee	223	669	892	183	549	732

At 30 April 2022, an amount of £68,000 (30 April 2021: £79,000) was outstanding and due to Premier Portfolio Managers Limited in respect of management fees.

## 7. Other Expenses

	Year ended 30 April 2022 £000	Year ended 30 April 2021 £000
Directors' fees	138	130
Audit remuneration	45	40
Secretarial and administrator services	181	201
Registrar's fees	17	18
Custodian fees	13	20
Depository fees	27	20
Advisory and professional fees <sup>1</sup>	67	108
Printing and postage	7	–
Research fee <sup>2</sup>	11	10
Directors insurances and other expenses	24	24
Irrecoverable VAT	45	51
Miscellaneous	12	13
	587	635
Capital expenses <sup>1</sup>	–	859
<b>Total</b>	<b>587</b>	<b>1,494</b>

<sup>1</sup> The Company reached a final settlement with respect to the proceedings concerning Orion Healthcorp Inc. Both the settlement and the associated legal costs are included within the figures above for the year ended 30 April 2021.

<sup>2</sup> Contribution to Investment Manager's research budget

During the years ended 30 April 2022 and 30 April 2021, the Auditor's remuneration related to audit services only.

## 8. Finance Costs

	Year ended 30 April 2022			Year ended 30 April 2021		
	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Revolving credit facility						
RBS £5m revolving loan facility arrangement fee	–	6	6	–	9	9
RBS £5m revolving loan facility non-utilisation fee	–	33	33	–	25	25
	–	39	39	–	34	34

### Revolving credit facility

The Company entered into a revolving credit facility (the "facility") on 25 February 2021 for £5m at an interest rate of 1.35% above SONIA on any drawn down balance and 0.65% on any undrawn balance where less than 25% of the facility is drawn down or 0.55% on any undrawn balance where more than 25% of the facility is drawn down.

The arrangement fee of £18,000 was paid and amortised over the 3-year period of the facility.

The Company did not draw on the facility during the year (2021: nil) and no amounts have been drawn down at the date of signing this report.

## Notes to the Financial Statements *continued*

### 9. Taxation

a. Analysis of tax charge in the year:

	Year to 30 April 2022			Year to 30 April 2021		
	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
UK corporation tax	–	–	–	–	–	–
Overseas tax suffered	14	–	14	39	–	39
Foreign tax	–	–	–	12	–	12
	14	–	14	51	–	51

b. The current taxation charge for the year is lower than the standard rate of Corporation Tax in the UK of 19% (2021: 19%) The differences are explained below:

	Year to 30 April 2022			Year to 30 April 2021		
	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
<b>Net return before taxation</b>	174	(15,262)	(15,088)	(119)	60,401	60,282
Theoretical tax at UK corporation tax rate of 19% (2021: 19%)	(33)	(2,900)	(2,867)	(23)	11,476	11,453
<b>Effects of:</b>						
UK dividends that are not taxable	(115)	–	(115)	(81)	–	(81)
Overseas dividends that are not taxable	(66)	–	(66)	(32)	–	(32)
Capital income non-taxable	–	–	–	(8)	–	(8)
Non-taxable investment losses/(gains)	–	(2,900)	(2,900)	–	(11,587)	(11,587)
Overseas taxation not recoverable	(14)	–	(14)	(39)	–	39
Double taxation relief	–	–	–	12	–	12
Unrelieved excess expenses	(148)	–	(148)	143	111	254
<b>Actual current tax charge</b>	14	–	14	50	–	50

#### Factors that may affect future tax charges

As at 30 April 2022, based on current estimates and including the accumulation of net allowable losses, the Company had unrelieved losses of £9,439,302 (2021: £7,951,558) that are available to offset future taxable revenue. A deferred tax asset of £2,359,826 (2021: £1,510,796), based on the effective tax rate of 25%, has not been recognised because the Company is not expected to generate sufficient taxable income in future periods in excess of the available deductible expenses and accordingly, the Company is unlikely to be able to reduce future tax liabilities through the use of existing surplus losses.

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an Investment Trust Company.

## 10. Dividends

Amounts recognised as distributions to equity holders in the period.	30 April 2022		30 April 2021	
	£000	pence	£000	pence
In respect of the previous period:				
Final dividend	11	0.01	138	0.10
	11	0.01	138	0.10

The Directors have recommended a final dividend in respect of the year ended 30 April 2022 of 0.15p (2021: 0.01p) per Ordinary Share payable on 30 September 2022 to all shareholders on the register at close of business on 2 September 2022. The ex-dividend date will be 1 September 2022.

## 11. Investments

	30 April 2022 £000	30 April 2021 £000
<b>Investment portfolio summary:</b>		
Opening book cost	80,008	78,099
Opening unrealised losses	28,498	(10,723)
<b>Analysis of transactions made in the year</b>		
Opening fair value	108,506	67,376
<b>Movements in the year:</b>		
Purchases at cost	26,083	43,480
Sales – proceeds	(26,483)	(64,188)
– gains on sales	12,268	22,617
Unrealised (losses)/gains	(25,552)	39,221
Closing fair value	94,822	108,506
Closing book cost	91,876	80,008
Closing unrealised gains	2,946	28,498
Closing fair value	94,822	108,506
Costs on acquisitions	19	35
Costs on disposals	22	53
	41	88
<b>Analysis of capital gains/(losses)</b>		
Gains on sales	12,268	22,617
Movement in unrealised (losses)/gains	(25,552)	39,221
(Losses)/gains on investments at fair value through profit or loss	(13,284)	61,838

The Company received £26,483,000 (2021: £64,188,000) from investments sold in the year. The book cost of these investments when they were purchased was £14,215,000 (2021: £41,571,000). These investments have been revalued over time and until they were sold any unrealised gains or losses were included in the fair value of the investments.

A list of the largest portfolio holdings by their fair value is shown on page 20.

## Notes to the Financial Statements continued

### 12. Fair Value Hierarchy

Financial assets of the Company are carried in the Balance Sheet at their fair value or approximation of fair value. The fair value is the amount at which the asset could be sold in an ordinary transaction between market participants, at the measurement date, other than a forced or liquidation sale. The Company measures fair values using the following hierarchy that reflects the significance of the inputs used in making the measurements.

Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant asset as follows:

**Level 1** – valued using quoted prices, unadjusted in active markets for identical assets and liabilities

**Level 2** – valued by reference to valuation techniques using observable inputs for the asset or liability other than quoted prices included in level 1

**Level 3** – valued by reference to valuation techniques using inputs that are not based on observable market data for the asset or liability

Assessing the significance of a particular input requires judgement, considering factors specific to the asset or liability. Financial assets are transferred at the point in which a change of circumstances occur.

The table below sets out the fair value measurement of financial assets and liabilities in accordance with the fair value hierarchy.

	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
<b>Financial assets at fair value through profit or loss at 30 April 2022</b>				
Equity investments	93,190	1,153	479	94,822
Derivative contracts	802	–	–	802
	93,992	1,153	479	95,624
<b>Financial assets at fair value through profit or loss at 30 April 2021</b>				
Equity investments	107,286	1,156	64	108,506
	107,286	1,156	64	108,506

The Level 2 investments are at values calculated using observable inputs. The fair value of warrants is determined by the Manager through use of models using available observable inputs of the warrant: the exercise share price of the investee company, the expiration period plus other factors including the prevailing interest rate and associated risks.

## Fair value of level 3 movements – financial assets

	As at 30 April 2022 Level 3 £000	As at 30 April 2021 Level 3 £000
Opening fair value investments	64	–
Transfer from/(to) Level 1	479	64
Movement in unrealised gains	(64)	–
Closing fair value of Level 3 investments	479	64

The fair value of level 3 investments are based on discounted anticipated future cash returns.

## Other Financial Assets and Liabilities

For all other financial assets and liabilities, the carrying value is an approximation of fair value, including: trade and other receivables; cash and cash equivalents and trade and other payables.

## 13. Derivative Contracts

During the year the Company held a derivative contract purchased at cost of £2,070,000 (2021: £nil) with an unrealised loss of £1,268,000 (2021: £nil), and closing fair value at the year ended 30 April 2022, £802,000 (2021: £nil).

Derivative contracts serve as components of the Company's investment strategy and are utilised primarily to structure and hedge investments to enhance performance and reduce risk of the Company (the Company does not designate any derivative as hedging instrument for hedge accounting purposes).

The derivative contracts that the Company may hold from time to time or issue include: index-linked notes, contracts for differences, covered options and other equity-related instruments. The Company's investment objective set limits on investments in derivatives. The Investment Manager closely monitors the Company's exposure under derivative contracts and any use of derivatives for investment purposes will be made on the basis of the same principles of risk spreading and diversification that apply to the Company's direct investments. The Company will not enter into uncovered short positions. During the year the Company held no derivative contracts or transactions.

## 14. Trade and Other Receivables

	30 April 2022 £000	30 April 2021 £000
Amount due from brokers	93	2,623
Dividends receivable	84	90
Prepayment and other debtors	53	76
Taxation recoverable	2	7
	232	2,796

## Notes to the Financial Statements *continued*

### 15. Trade and Other Payables

	30 April 2022 £000	30 April 2021 £000
Amount due to brokers	–	730
Other creditors	175	193
	175	923

### 16. Capital Management Policies

The Company's capital management objectives are:

- To ensure that it will be able to continue as a going concern; and
- To maximise the income and capital return over the long term to its equity shareholders through an appropriate balance of equity capital and debt

As stated in the investment policy, the Company has authority to borrow up to 15% of net asset value through a mixture of bank facilities and certain derivative instruments. There were no borrowings as at 30 April 2022 or throughout the year (2021: nil). Also, as a public company, the minimum share capital is £50,000.



The Company's capital at 30 April 2022 comprised:

	30 April 2022 £000	30 April 2021 £000
<b>Current liabilities:</b>		
Trade and other payables	175	923
<b>Equity:</b>		
Equity share capital	160	162
Retained earnings and other reserves	99,315	116,489
<b>Total shareholders' funds</b>	<b>99,650</b>	<b>117,574</b>
<b>Debt as a % of net assets</b>	<b>0.00%</b>	<b>0.00%</b>

The Board, with the assistance of the Investment Manager, monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- the planned level of gearing, which takes into account the Investment Manager's view of the market;
- the buy back of shares for cancellations or treasury, which takes account of the difference between the NAV per share and the share price (i.e the level of share price discount or premium);
- new issues of equity shares; and
- the extent to which revenue in excess of that which is required to be distributed should be retained.

The Company's objectives, policies and processes for managing capital have remained unchanged since its launch.

## 17. Reserves

	Capital redemption reserve £000	Share premium account* £000	Special reserve* £000	Capital reserve realised* £000	Capital reserve unrealised £000	Revenue reserve* £000
<b>Ordinary Shares to 30 April 2022</b>						
Opening balance	61	–	64,283	23,562	28,499	84
Shares issued	–	688	–	–	–	–
Cost of share issues	–	(16)	–	–	–	–
Redemption of Ordinary Shares	–	–	(2,736)	–	–	–
Cost of redemption			(1)			
Cancellation of shares	3	–	–	–	–	–
Net gain on realisation of investments and derivatives	–	–	–	12,268	–	–
Unrealised gains realised in the year	–	–	–	–	(26,819)	–
Exchange gains/(losses) on foreign bank accounts	–	–	–	(1)	–	–
Management fee charged to capital	–	–	–	(669)	–	–
Finance costs charged to capital	–	–	–	(39)	–	–
Capital expenses	–	–	–	–	–	–
Capital dividends received	–	–	–	–	–	–
Equity dividends paid	–	–	–	–	–	(11)
Revenue return on ordinary activities after tax	–	–	–	–	–	159
<b>Closing balance</b>	<b>64</b>	<b>672</b>	<b>61,546</b>	<b>35,121</b>	<b>1,680</b>	<b>232</b>

\* At 30 April 2022, the distributable reserves of the Company comprised of £96,899,000 (2021: £87,929,000).

## Notes to the Financial Statements *continued*

Ordinary Shares to 30 April 2021	Capital redemption reserve £000	Share premium account* £000	Special reserve* £000	Capital reserve realised* £000	Capital reserve unrealised £000	Revenue reserve* £000
<b>Opening balance</b>	34	–	79,251	1,912	(10,722)	347
Redemption of Ordinary Shares	–	–	(14,968)	–	–	–
Cancellation of shares	27	–	–	–	–	–
Net gain on realisation of investments and derivatives	–	–	–	22,965	–	–
Unrealised gains realised in the year	–	–	–	–	39,221	–
Management fee charged to capital	–	–	–	(549)	–	–
Finance costs charged to capital	–	–	–	435	–	–
Capital expenses	–	–	–	(1,207)	–	–
Capital dividends received	–	–	–	6	–	–
Equity dividends paid	–	–	–	–	–	(138)
Revenue return on ordinary activities after tax	–	–	–	–	–	(125)
<b>Closing balance</b>	61	–	64,283	23,562	28,499	84

### 18. Analysis of Financial Assets and Liabilities

#### Investment Objective and Policy

The Company's investment objective and policy are detailed on pages 81 and 82.

The Company's financial instruments can comprise:

- Shares and debt securities held in accordance with the Company's investment objective and policies;
- Derivative instruments for efficient portfolio management, gearing and investment purposes; and
- Cash, liquid resources and short-term debtors and creditors that arise from its operations.

The risks identified arising from the Company's financial instruments are market risk (which comprises market price risk, interest rate risk and foreign currency exposure risk), liquidity risk and credit and counterparty risk. The Company may enter into derivative contracts to manage risk. The Board reviews and agrees policies for managing each of these risks, which are summarised below.

These policies have remained unchanged since the beginning of the accounting period.

## Market Risk

Market risk arises mainly from uncertainty about future prices of financial instruments used in the Company's business. It represents the potential loss the Company might suffer through holding market positions by way of price movements, interest rate movements and exchange rate movements. The Investment Manager assesses the exposure to market risk when making each investment decision and these risks are monitored by the Investment Manager on a regular basis and the Board at quarterly meetings with the Investment Manager.

### Market price risk

Market price risk (i.e. changes in market prices other than those arising from currency risk or interest rate risk) may affect the value of investments.

The Board manages the risks inherent in the investment portfolio by ensuring full and timely reporting of relevant information from the Investment Manager. Investment performance and exposure are reviewed at each Board meeting.

The Company's exposure to changes in market prices as at 30 April 2022 on its equity and listed Put index option investments held at fair value through profit or loss was £95,624,000 (2021: £108,506,000).

The Company has experienced volatility in the fair value of investments during recent years due to COVID-19 and Brexit. The Company has used 20% to demonstrate the impact of a significant reduction/increase in the fair value of the investments and the impact upon the Company that might arise from future significant events.

A fall of 20% in fair value would reduce net assets by £19,125,000 at 30 April 2022. An equal change in the opposite direction would have decreased the net assets and net profit available to shareholders by an equal and opposite amount. The analysis is based on closing balances only and is not representative of the year as a whole.

### Interest rate risk

Interest rate movements may affect the level of income receivable on cash deposits. The Company's financial assets and liabilities, excluding short-term debtors and creditors, may include investment in fixed interest securities, such as UK corporate debt stock, whose fair value may be affected by movements in interest rates. The majority of the Company's financial assets and liabilities, however, are non-interest bearing. As a result, the Company's financial assets and liabilities are not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. There was no exposure to interest bearing liabilities during the year ended 30 April 2022 (2021: nil).

The Company has a £5m revolving loan facility with The Royal Bank of Scotland plc at an interest rate of 1.35% above SONIA on any drawn down balance and 0.65% on any undrawn balance where less than 25% of the facility is drawn down or 0.55% on any undrawn balance where more than 25% of the facility is drawn down. During the year the facility has not been drawn down.

The possible effects on the fair value and cash flows that could arise as a result of changes in interest rates are taken into account when making investment decisions. The Board imposes borrowing limits to ensure gearing levels are appropriate to market conditions.

## Notes to the Financial Statements [continued](#)

The interest rate profile of the Company (excluding short-term debtors and creditors) was as follows:

	30 April 2022 Floating rate £000	30 April 2021 Floating rate £000
Assets and liabilities:		
Cash and cash equivalents	3,794	6,272
	3,794	6,272

If the above level of cash was maintained for a year, a 1% interest rates would increase the revenue return and net assets by £38,000 (2021: £63,000). If there was a fall by 1% in interest rates would potentially impact the Company by a revenue reduction of £38,000 (2021: £63,000).

### Foreign currency risk

Although the Company's performance is measured in Sterling, a proportion of the Company's assets may be either denominated in other currencies or in investments with currency exposure. Any income denominated in a foreign currency is converted into Sterling upon receipt. At the Balance Sheet date, all the Company's assets were denominated in Sterling and accordingly the only currency exposure the Company has is through the trading activities of its investee companies.

### Liquidity Risk

Liquidity risk is not significant as the Company is a closed-ended investment trust and the majority of the Company's assets are investments in quoted equities and other quoted securities that are readily realisable.

The Company's liquidity risk is managed on a daily basis by the Investment Manager in accordance with established policies and procedures in place. The Investment Manager reviews daily forward-looking cash reports which project cash obligations. These reports allow it to manage its obligations. A maturity analysis is not presented as the Investment Manager does not consider this to be a material risk.

### Credit and Counterparty Risk

Credit risk is the risk of financial loss to the Company if the contractual party to a financial instrument fails to meet its contractual obligations.

The maximum exposure to credit risk as at 30 April 2022 was £4,828,000 (2021: £9,068,000). The calculation is based on the Company's credit risk exposure as at 30 April 2022 and this may not be representative for the whole year.

The Company's quoted investments are held on its behalf by The Bank of New York Mellon ("BNYM"), acting as the Company's custodian. Bankruptcy or insolvency of the custodian may cause the Company's rights with respect to securities held by the custodian to be delayed. The Board monitors the Company's risk by reviewing the custodian's internal controls report.

Where the Investment Manager makes an investment in a bond, corporate or otherwise, the credit rating of the issuer is taken into account so as to minimise the risk to the Company of default.

The Company's cash balances are held on its behalf by BNYM. The Board monitor the credit worthiness of BNYM, currently rated at Aa1 (Moody's). The exposure of cash held at BNYM as at 30 April 2022 £3,794,000 (2021: £6,272,000). The cash balances will fluctuate throughout the year and the Board will monitor the exposure.

Investment transactions are carried out with a number of brokers whose creditworthiness is reviewed by the Investment Manager. Transactions are ordinarily undertaken on a delivery versus payment basis whereby the Company's custodian bank ensures that the counterparty to any transaction entered into by the Company has delivered on its obligations before any transfer of cash or securities away from the Company is completed.

Cash is only held at banks that have been identified by the Board as reputable and of high credit quality.

None of the Company's assets are past due or impaired.

## 19. Related Parties

The Directors who served in the year were entitled to the following emoluments in the form of fees:

Directors Fees	Directors' fees per annum £000	Directors' fees paid for the year £000	Outstanding as at 30 April 2022 £000	Directors' fees per annum £000	Directors' fees paid for the year £000	Outstanding as at 30 April 2021 £000
Peter Dicks	31	31	–	31	31	–
Jan Etherden	26	26	–	26	26	–
Bridget Guerin	26	7	–	11	11	11
Andrew Pomfret	37	25	–	36	36	–
Davina Walter	26	19	–	–	–	–
Ashe Windham	37	30	–	26	26	–

Details of the Management fee payable to Premier Portfolio Managers Limited pursuant to the Investment Management Agreement are set out in the Strategic Report on page 30. Amounts paid and payable are set out in Note 6.

## 20. Post Balance Sheet Events

The total number of Ordinary Shares in respect of which valid redemption requests were received for the 30 June 2022 Redemption Point was 14,614,999 shares (representing 13.3771% of the issued share capital (the "Redemption"). The Board resolved to effect the Redemption using the redemption pool method set out in the Company's Articles, pursuant to which the Company notionally divided its assets and liabilities into two pools, the Redemption Pool and the Continuing Pool, with the returns attributable to the respective Redemption and Continuing shareholders. Both shareholders have the same rights apart from the attribution of returns determined by the Redemption Pool and Continuing Pools.

The assets attributable to the Redemption Pool consist of £11,266,000 representing 77.09p per share at the Redemption Point. The amounts to be returned to Redemption shareholders will be determined by the Redemption Pool.

Further announcements will be made to shareholders in due course.

# Redemption of Ordinary Shares

The Company has a voluntary redemption facility through which shareholders are entitled to request the redemption of all or part of their holding of Ordinary Shares on an annual basis. For the year ended 30 April 2022 the Redemption Point for Ordinary Shares will be in accordance with the timetable below.

Shareholders submitting valid requests for the redemption of Ordinary Shares will have their shares redeemed at the Redemption Price. The Directors may elect, at their absolute discretion, to calculate the Redemption Price applying on any redemption point by reference to the Dealing Value per Ordinary Share or by reference to a separate Redemption Pool\*.

The Board may, at its absolute discretion, elect not to operate the annual redemption facility on any given Redemption Point, or to decline in whole or part any redemption request, although the Board does not generally expect to exercise this discretion, save in the interests of shareholders as a whole.

A redemption of Ordinary Shares may be subject to either income tax and/or capital gains tax. In particular, private shareholders that sell their shares via the redemption mechanism could find they are subject to income tax on the gains made on the redeemed shares rather than the more usual capital gains tax on the sale of their shares in the market. However, individual circumstances do vary, so shareholders who are in any doubt about the redemption or the action that should be taken should consult their stockbroker, accountant, tax adviser or other independent financial adviser.

The relevant dates for the June 2022 Redemption Point are:

31 May 2022	Latest date for receipt of redemption requests and certificates for certificated shares
3.00pm on 31 May 2022	Latest date and time for receipt of redemption requests and settled TFE (Transfer to Escrow) instructions for uncertificated shares via CREST
5.00pm on 30 June 2022	Redemption Point
By 14 July 2022	Company to notify Redemption Price and dispatch redemption monies; or
	The redemption will be funded by way of a Redemption Pool and the Company will notify the Redemption Price and dispatch of redemption monies as soon as practicable.

Full details of the redemption facility are set out in the Company's Articles of Association or are available from the Secretary.

The Board intends that the 2023 Redemption Point will be moved from 30 June 2023 to 29 September 2023 to avoid the summer period. The Board considers this to be in the best interests of all shareholders.

*\* the pool of cash, assets and liabilities to be created by the Directors in respect of a particular redemption point and allocated to the Ordinary Shares which are the subject of redemption requests for that redemption point. The assets of the Redemption Pool will be liquidated and the Redemption Price per Ordinary Share will equal the aggregate cash received by the Company upon the realisation of the Redemption Pool, after deducting the costs of the redemption, which will be borne by the relevant pool, an adjustment for any attributable unsettled liabilities and a pro-rata share of the costs and expenses of the Company not attributable to a particular pool, divided by the number of Redemption Shares, as set out in the Articles.*

# Shareholder Information

Miton UK MicroCap Trust plc was incorporated on 26 March 2015 and its Ordinary Shares were admitted to the premium segment of the Official List and to trading on the London Stock Exchange's main market for listed securities on 30 April 2015.

## Capital Structure

At the year end, the Company's share capital consisted of Ordinary Shares of £0.001 each ("Ordinary Shares") and non-voting management shares of £1 each ("Management shares"). From time to time, the Company may issue C shares of £0.01 each ("C shares").

The Company's shares have the following rights:

**Voting:** Ordinary Shares and C shares have equal voting rights. At shareholder meetings, members present in person or by proxy have one vote on a show of hands and on a poll have one vote for each share held.

Management shares are non-voting unless no other shares are in issue at that time.

**Dividends:** the assets of the Ordinary Shares and C shares are separate and each class is entitled to dividends declared on their respective asset pool. The management shares are entitled to receive, in priority to the holders of any other class of shares, a fixed cumulative dividend equal to 0.01% per annum on the nominal value.

**Capital:** if there are any C shares in issue, the surplus capital and assets of the Company shall on a winding-up or on a return of capital, be applied amongst the existing Ordinary Shareholders and the Management shareholders pro rata according to the nominal capital paid up on their holdings, having first deducted therefrom an amount equivalent to the assets and liabilities relating to the C shares, which amount shall be applied amongst the C shareholders pro rata according to the nominal capital paid up on their holdings of C shares.

When there are no C shares in issue, any surplus shall be divided amongst the Ordinary Shareholders and Management shareholders pro rata according to the nominal capital paid up on their holdings of Ordinary Shares and Management shares.

In each instance, the holders of the Management shares shall only receive an amount up to the capital paid up on such Management shares and the Management shares shall not confer the right to participate in any surplus remaining following payment of such amount.

As at the date of this Report, there are 94,638,561 Ordinary Shares in issue, none of which are held in treasury, and 50,000 Management shares.

The Company has a redemption facility through which shareholders are entitled to request the redemption of all or part of their holding of Ordinary Shares on an annual basis. The Board may, at its absolute discretion, elect not to operate the annual redemption facility in whole or in part, although it has indicated that it is minded to approve all requests.

Details of the redemption facility are set out on page 80.

## Investment Objective

The investment objective of the Company is to provide shareholders with capital growth over the long-term.

## Investment Policy

The Company invests primarily in the smallest companies, measured by their market capitalisation, quoted or traded on an exchange in the United Kingdom at the time of investment. It is likely that the majority of the microcap companies held in the Company's portfolio will be quoted on AIM and will typically have a market capitalisation of less than £150 million at the time of investment. The Company may also invest in debt, warrants or convertible instruments issued by such companies and may invest in, or underwrite, future equity issues by such companies.

## Shareholder Information continued

The Company may utilise derivative instruments including index-linked notes, contracts for differences, covered options and other equity related derivative instruments for efficient portfolio management, gearing and investment purposes. Any use of derivatives for investment purposes will be made on the basis of the same principles of risk spreading and diversification that apply to the Company's direct investments, as described below. The Company will not enter into uncovered short positions.

If companies in the portfolio achieve organic growth or grow through corporate activity such as acquisitions, and consequently have a market capitalisation that would place them outside the investable universe, the Investment Manager will not be obliged to sell those holdings, but the proportion of the portfolio in such companies will be carefully monitored by the Investment Manager and the Board so that the overall investment policy to invest in the smallest quoted or traded companies is not materially altered.

The Company's portfolio is expected to be diversified by industry and market of activity. No single holding will represent more than 15% of Gross Assets at the time of investment and, when fully invested, the portfolio is expected to have over 120 holding although there is no guarantee that will be the case and it may contain a lesser number of holdings at any time.

The Company will have the flexibility to invest up to 10% of its Gross Assets at the time of investment in unquoted or untraded companies, or in any one unquoted or untraded company.

The Company will invest no more than 10% of Gross Assets at the time of investment in other investment funds.

### Borrowing

The Company may deploy borrowing to enhance long-term capital growth. Gearing will be deployed flexibly up to 15% of the Net Asset Value, at the time of borrowing. In the event this limit is breached as a result of market movements, and the Board considers that borrowing should be reduced, the Investment Manager shall be permitted to realise investments in an orderly manner so as not to prejudice shareholders.

No material change will be made to the investment policy without the approval of shareholders by ordinary resolution.

### Share Dealing

Shares can be traded through a stockbroker or share trading platform.

### Share Prices

The Company's shares are listed on the London Stock Exchange.

### Share Register Enquiries

The register for the Ordinary Shares is maintained by Link Group. In the event of queries regarding your holding, please contact the Registrar on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Email Link at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Changes of name and/or address must be notified in writing to the Registrar: Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds LS1 4D

### Current Share Capital and Net Asset Value Information

Ordinary £0.001 shares: 94,638,561  
SEDOL Number: BWFGQ08  
ISIN Number: GB00BWFGQ085

The Company releases its net asset value per share to the London Stock Exchange daily.



### Annual and Half-Yearly Reports

Copies of the Annual and Half-Yearly Reports are available from the Secretary on telephone number 01392 477 500 and are available on the Company's website, [www.mitonukmicrocaptrust.com](http://www.mitonukmicrocaptrust.com)

### Investment Manager: Premier Portfolio Managers Limited

The Company's Investment Manager is Premier Portfolio Managers Limited, a wholly-owned subsidiary of Premier Miton Group plc ("Premier Miton"). Premier Miton is quoted on the AIM market for smaller and growing companies.

As at 30 June 2022, Premier Miton had total funds under management of approximately £11.3 billion.

Members of the fund management team invest in their own funds and are significant shareholders in Premier Miton. Investor updates in the form of monthly factsheets are available from the Company's website, [www.premiermiton.com/corporate/](http://www.premiermiton.com/corporate/).

### Association of Investment Companies

The Company is a member of the Association of Investment Companies.

### Financial Calendar

19 July 2022	Announcement of 2022 annual results
27 September 2022	Annual General Meeting
31 October 2022	Half-year end
December 2022	Announcement of 2022 half-yearly results
30 April 2023	Year end

### Retail Investors advised by IFAs

The Company currently conducts its affairs so that the shares issued by the Company can be recommended by IFAs to ordinary retail investors in accordance with the Financial Conduct Authority ("FCA") rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in an investment trust.

# Alternative Investment Fund Managers' Directive Disclosures

## Alternative Investment Fund Managers' Directive Disclosures

The provisions of the Alternative Investment Fund Managers Directive ('AIFMD') took effect on 22 July 2014. That legislation requires the AIFM to establish and maintain remuneration policies for its staff which are consistent with and promote sound and effective risk management.

### Pre-Investment Disclosures

The AIFM is required to make certain disclosures available to investors in accordance with the AIFMD. Those disclosures that are required to be made pre-investment can be found at [www.mitonukmicrocaptrust.com/documents](http://www.mitonukmicrocaptrust.com/documents).

### AIFMD Leverage Limits

The maximum level of leverage which the Investment Manager may employ on behalf of the Company and the levels as at 30 April 2022 are set out below. A figure of 100% means that the exposure is equal to the net asset value and the AIF has no leverage.

Leverage exposure	Maximum gross leverage	Maximum commitment
Maximum level	200%	200%
Actual level	100%	100%

### Remuneration Disclosure

Premier Portfolio Managers Limited (the 'AIFM') is part of a larger group of companies within which remuneration policies are the responsibility of a Remuneration Committee comprised entirely of non-executive directors. That committee has established a remuneration policy which sets out a framework for determining the level of fixed and variable remuneration of staff, including maintaining an appropriate balance between the two.

Arrangements for variable remuneration within the group are calculated primarily by reference to the performance of each individual and the profitability of the relevant business unit. The policies are designed to reward long-term performance and long term profitability.

Within the group, all staff are employed by the parent company with none employed directly by the AIFM. The costs of a number of individuals are allocated between the entities within the group based on the expected amount of time devoted to each.

The total remuneration of those individuals who are fully or partly involved in the activities of the AIFM in relation to Alternative Investment Funds, including the Company ('AIFs'), including those whose time is allocated between group entities, for the financial year ending 30 September 2021, is analysed below:

Fixed Remuneration	£3,831,752
Variable Remuneration	£2,270,527
<b>Total</b>	<b>£6,102,279</b>
Weighted FTE Headcount	50

The table below provides an alternative analysis of the remuneration data.

Aggregate remuneration of:

Significant Influence Functions	£1,766,180
Senior Management Functions	£83,439
Other staff	£4,252,660
<b>Total</b>	<b>£6,102,279</b>

The staff members included in the above analysis support all the funds managed by the AIFM. It is not considered feasible or useful to attempt to apportion these figures to individual AIFs.

The AIFM's management have reviewed the general principles of the remuneration policy and its application in the last year which has resulted in no material changes to the policy.

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the seventh ANNUAL GENERAL MEETING of Miton UK MicroCap Trust plc (the “Company”) will be held on 27 September 2022 at 11.00 am at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH to consider and vote on the Resolutions below.

Resolutions 1 to 11 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 12 to 14 (inclusive) will be proposed as Special Resolutions.

## Ordinary Resolutions

1. To receive and adopt the Strategic Report, Reports of the Directors and Auditor and the audited financial statements for the year ended 30 April 2022.
2. To receive and approve the Directors' Remuneration Report for the year ended 30 April 2022.
3. To approve the Directors' Remuneration Policy.
4. To re-elect Peter Dicks as a Director of the Company.
5. To re-elect Jan Etherden as a Director of the Company.
6. To re-elect Davina Walter as a Director of the Company.
7. To re-elect Ashe Windham as a Director of the Company.
8. To re-appoint BDO LLP as Auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next meeting at which financial statements are laid before the Company.
9. To authorise the Audit and Management Engagement Committee to determine the remuneration of the Auditor of the Company.
10. To declare a final dividend of 0.15 pence per Ordinary Share for the year ended 30 April 2022.
11. THAT: The Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot Ordinary Shares in the capital of the Company up to an aggregate nominal value of £94,638 (being approximately 10% of the issued Ordinary Share capital of the Company at the date of this Notice), such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 (unless previously renewed, varied or revoked by the Company in general meeting) (the “Section 551 period”), but so that the Company may, at any time prior to the expiry of the Section 551 period, make offers or agreements which would or might require the allotment of shares in pursuance of such offers or agreements as if the authority had not expired.

# Notice of Annual General Meeting [continued](#)

## Special Resolutions

12. THAT: Subject to the passing of Resolution 11, the Directors be and they are hereby empowered, in accordance with Sections 570 and 573 of the Act, to allot Ordinary Shares and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in Resolution 11 as if Section 561(1) of the Act did not apply to any such allotment or sale, such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or sold from treasury equity securities in pursuance of such an offer or agreement as if such power had not expired.
13. THAT: The Company is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of £0.001 each in the capital of the Company ("Ordinary Shares") provided that:
- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 14,186,320 (representing 14.99% of the Ordinary Shares in issue at the date of this Notice);
  - (ii) the minimum price which may be paid for each Ordinary Share is £0.001;
  - (iii) the maximum price which may be paid for each Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations of Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made; and (ii) the higher of the price of the last independent trade in the Ordinary Shares and the highest then current independent bid for the Ordinary Shares on the London Stock Exchange;
  - (iv) this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the Annual General Meeting of the Company to be held in 2023;
  - (v) the Company may make a contract of purchase for Ordinary Shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration; and
  - (vi) any Ordinary Shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and if held in treasury may be resold from treasury or cancelled at the discretion of the Directors.
14. THAT: A general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

[Link Company Matters Limited](#)

Registered Office: Beaufort House, 51 New North Road, Exeter EX4 4EP

18 July 2022

## Administrative Notes in Connection with the Annual General Meeting

### 1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Link Group (the "Registrar"), prior to being admitted to the Annual General Meeting.

### 2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should log on to [www.signalshares.com](http://www.signalshares.com) or contact the Registrar by telephone on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he/she is the holder.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 9 below.

### 3. Appointment of a proxy online

Members can appoint a proxy online at: [www.signalshares.com](http://www.signalshares.com). In order to appoint a proxy using this website, members will need their Investor Code, which they can find on their share certificate. If you need help with voting online, please contact our Registrar, Link Group, on 0371 664 0391, or email Link at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Members must appoint a proxy using the website no later than 48 hours before the time of the Annual General Meeting or any adjournment of that meeting.

# Notice of Annual General Meeting continued

## 4. Appointment of a proxy using a Form of Proxy

You may request a hard copy form of proxy directly from the Registrar by telephone on 0371 664 0300. To be valid, a Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 48 hours before the time of the Annual General Meeting or any adjournment of that meeting.

## 5. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Registrar Link Group (ID RA10) no later than 48 hours before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

## 6. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

## 7. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

## 8. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at close of business on 23 September 2022 (or, if the Annual General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

## 9. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

## 10. Website giving information regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by section 311A of the Act, and a copy of this Notice of Annual General Meeting is available from the Company's website at [www.mitonukmicrocaptrust.com/](http://www.mitonukmicrocaptrust.com/)

## 11. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

## 12. Voting rights

As at 18 July 2022 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 94,638,561 Ordinary Shares, carrying one vote each, and 50,000 management shares of £1 each. The total number of voting rights in the Company is 94,638,561.

# Notice of Annual General Meeting continued

## 13. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.

## 14. Members' right to require circulation of resolution

To be proposed at the Annual General Meeting Members meeting the threshold requirements set out in the Act have the right to: (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to section 338 of the Act; and/or (b) include a matter in the business to be dealt with at the Annual General Meeting, pursuant to section 338A of the Act.

## 15. Further questions and communication

Under section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members may not use any electronic address or fax number provided in this Notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

## 16. Documents available for inspection

Copies of the Letters of Appointment of the Non-Executive Directors of the Company will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the location of the meeting from 10:45am until the conclusion of the Annual General Meeting.



# Glossary

## Alternative Investment Market ("AIM")

MINI's shares are traded on the London Stock Exchange, although most the stocks held in the Company's portfolio are quoted on the AIM exchange. AIM is owned by the London Stock Exchange and was principally set up to meet the funding needs of smaller, growing companies.

## Alternative Performance Measure ("APM")

An APM is a numerical measure of the Company's current, historical or future financial performance, financial position or cash flows, other than a financial measure defined or specified in the applicable financial framework.

## Annual General Meeting ("AGM")

All public companies have an AGM every year, and this is the opportunity for the shareholders to confirm their approval of the annual accounts, the annual dividend and the appointment of the Directors and Auditors. It is also a good time for shareholders to meet the non-executive directors. The Company's AGM is on 27 September 2022. The Notice of Meeting can be found on page 85.

## Discount/Premium

If the share price of an investment trust is lower than the NAV per share, the shares are said to be trading at a discount. The size of the discount is calculated by subtracting the share price from the NAV per share and is usually expressed as a percentage of the NAV per share. If the share price is higher than the NAV per share, this situation is called a premium.

Discount Calculation	Page	30 April 2022	30 April 2021	
Closing NAV per share (p)	6	91.05	104.83	(a)
Closing share price (p)	6	86.50	104.50	(b)
Discount ( $c=((a-b)/a)$ )		5.00%	0.31%	(c)

## Dividend Yield

The annual dividend expressed as a percentage of the mid-market share price.

## Financial Conduct Authority ("FCA")

This regulator oversees the fund management industry, including the operation of the Company.

## Financial Reporting Council ("FRC")

The FRC regulates UK auditors and provides guidance to accountants with the aim of promoting better transparency and integrity in the annual reports of quoted businesses.

## FTSE 100 Put Option

A FTSE 100 Put Option is a type of derivative contract in which the underlying value is based on the level of the FTSE 100 index.

## Gearing

Gearing refers to the ratio of the Company's debt to its equity capital. The Company may borrow money to invest in additional investments for its portfolio. If the Company's assets grow, the shareholders' assets grow proportionately because the debt remains the same. If the value of the Company's assets falls, the situation is reversed. Gearing can therefore enhance performance in rising markets but can adversely impact performance in falling markets.

## Growth Stock

A stock where the earnings are expected to grow at an above-average rate, leading to a faster than average growing share price. Growth stocks do not usually pay a significant dividend.

## Key Performance Indicators ("KPIs")

KPIs are a short list of corporate attributes that are used to assess the general progress of the business and are outlined in this Report on page 22.

## Investment Association ("IA")

The IA is the trade body that represents UK investment managers. Premier Miton Group plc is a member.

## Glossary continued

### Link Company Matters Limited ("Link")

Link is the Company Secretary for the Company.

### Net Asset Value per Ordinary Share ("NAV")

The NAV is shareholders' funds expressed as an amount per individual share. Shareholders' funds are the total value of all of the Company's assets, at their current market value, having deducted all liabilities and prior charges at their par value, or at their asset value as appropriate. The NAV per share is calculated by dividing the shareholders' funds by the number of Ordinary Shares in issue excluding treasury shares.

### Ongoing Charges

As recommended by the AIC in its guidance, ongoing charges are the Company's annualised revenue and capital expenses (excluding finance costs and certain non-recurring items) expressed as a percentage of the average monthly net assets of the Company during the year.

Ongoing Charges Calculation	Page	30 April 2022	30 April 2021
Management fee	68	892	732
Other Administrative expenses	69	587	635
Less non recurring fees		–	(23)
Total management fee and other administrative expenses (annualised)		1,479	1,344 (a)
Average net assets in the year		104,901	84,258 (b)
Ongoing charges (c=a/b)		1.41%	1.60% (c)

### Peer Group

The Company is part of the AIC's UK Smaller Companies sector whose members invest at least 80% of their assets in UK Smaller Companies.

As at 17 May 2022, the following were constituents of this peer group:

- Aberforth Smaller Companies Ord
- Aberforth Split Level Income Ord
- Aberforth Split Level Income ZDP 2024
- abrdn Smaller Companies Inc Ord
- abrdn UK Smaller Companies Growth Ord
- Athelney Trust Ord
- BlackRock Smaller Companies Ord
- BlackRock Throgmorton Trust Ord
- Chelverton Growth Trust Ord
- Crystal Amber Ord
- Downing Strategic Micro-Cap Inv. Ord
- Henderson Smaller Companies Ord
- Invesco Perpetual UK Smaller Ord
- JPMorgan UK Smaller Companies Ord
- Marwyn Value Investors 2016 Realisation
- Marwyn Value Investors Ord
- Miton UK Microcap Ord
- Montanaro UK Smaller Companies Ord
- Odyssean Investment Trust Ord
- Oryx International Growth Ord
- Rights & Issues Investment Trust Ord
- River and Mercantile UK Micro Cap Ord
- Rockwood Strategic Ord
- Strategic Equity Capital Ord
- SVM UK Emerging Ord
- Worsley Investors Ord

### Redemption Pool

In the event that the Board elects to calculate the Redemption Price through the use of a Redemption Pool, the pool of cash, assets and liabilities to be created by the Directors in respect of a particular Redemption Point and allocated to the Ordinary Shares which are the subject of Redemption Requests for that Redemption Point.

### Senior Independent Director ("SID")

The SID is a non-executive director who can be contacted by investors to discuss a matter of governance when it concerns the Chairman and the normal practice cannot be followed. The Company's SID is Peter Dicks.

### SONIA (Interest Rate)

Sterling Overnight Index Average

### Tap Issue

A tap issue is a procedure that allows the Company to issue new shares at the current market value when the share price is at a premium to NAV. The Company is authorised to issue up to 10% of its share capital without the need for an open offer. This enables the Company to invest in attractive investment opportunities and to issue new shares on a flexible and cost-effective basis.

### Total Assets

Total assets include investments, cash, current assets and all other assets. An asset is an economic resource, being anything tangible or intangible that can be owned or controlled to produce value and to produce positive economic value. Assets represent the value of ownership that can be converted into cash. The total assets less all liabilities will be equivalent to total shareholders' funds.

### Total Return – NAV and Share Price Returns

Total return statistics enable the investor to make performance comparisons between investment trusts with different dividend policies. The Total Return measures the combined effect of any dividends paid, together with the rise or fall in the share price or NAV.

This is calculated by the movement in the share price or NAV plus the dividends paid by the Company assuming these are re-invested in the Company at the prevailing NAV.

NAV Total Return	Page	30 April 2022	30 April 2021
Closing NAV per share (p)	6	91.05	104.83
Add back final dividend for the year ended 30 April 2021 (2020) (p)	71	0.01	0.10
Adjusted closing NAV (p)		91.06	104.93 (a)
Opening NAV per share (p)	6	104.83	51.33 (b)
NAV total return (c = ((a-b)/b)) (%)		(13.1)%	104.4% (c)

Share Price Total Return	Page	30 April 2022	30 April 2021
Closing share price (p)	6	86.50	104.50
Add back final dividend for the year ended 30 April 2021 (2020) (p)	71	0.01	0.10
Adjusted closing share price (p)		86.51	104.60 (a)
Opening share price (p)	6	104.50	43.35 (b)
Share price total return unadjusted (c = (a(a-b)/b)) (%)		(17.2)%	141.3% (c)
Share price total return adjusted (%)		(18.0)%	141.4%*

\* Based on NAV/share price movements and dividends being reinvested at the relevant cum dividend NAV/share price during the period. Where the dividend is invested and the NAV/share price falls, this will further reduce the return or, if it rises, any increase will be greater. The source is Morningstar who have calculated the return on an industry comparative basis.

### Yield Stock

Yield stocks pay above-average dividends to shareholders. If the dividend grows, and the yield on the share remains constant, the share price will increase. Companies which grow their dividends faster than average are capable of delivering faster share price growth.

## Contact Details of Advisers

### Secretary and Registered Office

Link Company Matters Limited  
Beaufort House  
51 New North Road  
Exeter EX4 4EP  
Telephone: 01392 477 500

### Investment Manager and Alternative Investment Fund Manager

Premier Portfolio Managers Limited  
Eastgate Court  
High Street  
Guildford  
Surrey GU1 3DE

### Company website

[www.mitonukmicrocaptrust.com/](http://www.mitonukmicrocaptrust.com/)

### Auditor

BDO LLP  
55 Baker Street  
London W1U 7EU

### Company Administrator

Link Alternative Fund Administrators Limited  
Beaufort House  
51 New North Road  
Exeter EX4 4EP

### Depository and Custodian

The Bank of New York Mellon (International) Limited  
One Canada Square  
London E14 5AL

### Registrar and Transfer Office

Link Group  
10<sup>th</sup> Floor  
Central Square  
29 Wellington Street  
Leeds LS1 4DL  
Telephone: 0371 664 0300  
(Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate)

Email: [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk)

Website: [www.linkassetservices.com](http://www.linkassetservices.com)

### Solicitor

Stephenson Harwood LLP  
1 Finsbury Circus  
London EC2M 7SH

### Stockbroker

Peel Hunt LLP  
100 Liverpool Street  
London EC2M 2AT

### Shareholder warning

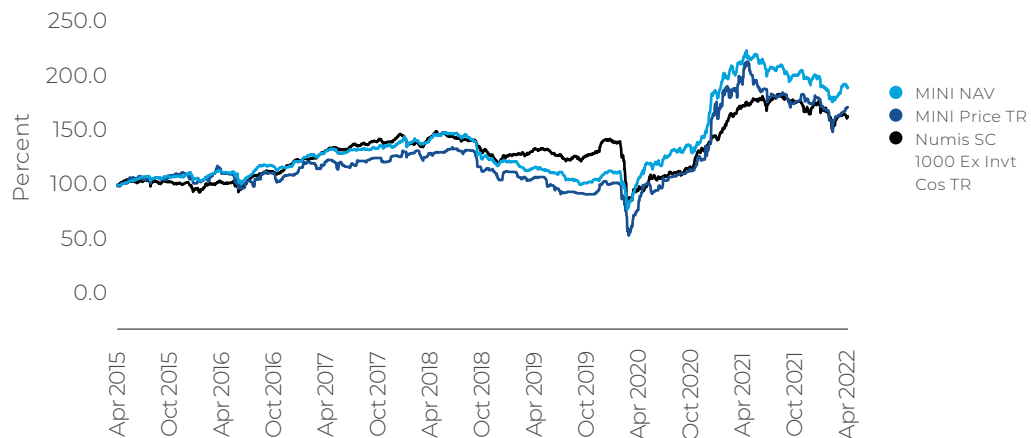
Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These calls typically come from fraudsters operating in 'boiler rooms' offering investors shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. While high profits are promised, those who buy or sell shares in this way usually lose their money. These fraudsters can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

It is very unlikely that either the Company or the Company's Registrar would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment 'advice'.

If you have been contacted by an unauthorised firm regarding your shares, you can report this using the FCA helpline on 0800 111 6768 or by using the share fraud reporting form at [www.fca.org.uk/consumers/scams](http://www.fca.org.uk/consumers/scams).



## Company performance since launch on 30 April 2015



Source Morningstar from 30/04/2015 to 30/04/2022.

**Premier Miton**  
INVESTORS

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Guildford GU1 3DE