
Puma VCT 13 plc
Annual report and accounts 2019



Registered number: 10376236

Officers and Professional Advisers

Directors

David Buchler (Chairman)
Graham Shore
Stephen Hazell-Smith

Secretary

Eliot Kaye

Registered Number

10376236

Registered Office

Bond Street House
14 Clifford Street
London W1S 4JU

Investment Manager

Puma Investment Management Limited
Bond Street House
14 Clifford Street
London W1S 4JU

Registrar

SLC Registrars
42-50 Hersham Road
Walton-on-Thames
Surrey
KT12 1RZ

Administrator

PI Administration Services Limited
Bond Street House
14 Clifford Street
London W1S 4JU

Auditor

RSM UK Audit LLP
Chartered Accountants
25 Farringdon Street
London EC4A 4AB

Sponsors and Solicitors

Howard Kennedy
No 1 London Bridge
London SE1 9BG

Bankers

Metro Bank plc
One Southampton Row
London
WC1B 5HA

The Royal Bank of Scotland plc
London City Office
PO Box 412
62-63 Threadneedle Street
London EC2R 8LA

VCT Tax Advisor

PricewaterhouseCoopers LLP
1 Embankment Place
London WC2N 6RH

Custodian

Pershing Securities Limited
1 Canada Square
London
E14 5AL

HIGHLIGHTS

- Top-up Offer closed early having been over-subscribed
- Fund raising of just over £15.5m now completed
- Qualifying investments completed in four SMEs during the year, representing just under one third of the fund

CHAIRMAN'S STATEMENT

Introduction

I am pleased to present to you as Chairman the annual report for Puma VCT 13 plc for the year to 28 February 2019, which was the Company's first period of investment following closing of the first offer last summer. I am pleased to report that the fund raised just over £15.5 million over the two offers.

The Company began investing in the latter half of 2018 and has now deployed just under one third of available funds in qualifying investments.

The Investment Manager, Puma Investments, has over £150 million of money under management in this, other Puma VCTs and related EIS funds and a well-established, experienced VCT team to manage the Company's deal flow.

Investments

During the year, the Company completed a series of qualifying investments for a total of just over £4.5 million. At the end of the year, the Company had a total of £7.9 million invested - details of these investments can be found in the Investment Manager's report on pages 3 to 4.

The Investment Manager has continued to review a number of suitable investment opportunities, generated by a strong pipeline, and expects, in particular, to make qualifying investments during the coming year to ensure the Company is on course to meet its HMRC qualifying target.

VCT qualifying status

PricewaterhouseCoopers LLP ("PwC") provides the board and the Investment Manager with advice on the ongoing compliance with HMRC rules and regulations concerning VCTs and has reported no issues in this regard for the Company to date. PwC will continue to assist the Investment Manager in establishing the status of potential investments as qualifying holdings, monitoring rule compliance and maintaining the qualifying status of the Company's holdings in the future.

Results

The Company reported a loss of £927,000 for the year, a loss of 9.19p per ordinary share (calculated on the weighted average number of shares). This is a result of the running

costs of the Company exceeding its income during this initial period whilst the Company assembles suitable investments, together with the Company's listed investments portfolio being marked to market. The Net Asset Value per ordinary share ("NAV") at 28 February 2019 was 89.38p. In line with the Company's dividend policy as stated in the Prospectus, no dividend was declared in respect of this accounting year.

Outlook

The Investment Manager has a strong pipeline of companies which are suitable for investment. There are many suitable companies which are well-managed, in good market positions and which need our finance. We therefore believe the Company is well positioned to assemble a portfolio to deliver attractive returns to shareholders in the medium to long term.



David Buchler
Chairman
27 June 2019

INVESTMENT MANAGER'S REPORT

Introduction

As set out in the Chairman's Statement, availability of finance continues to be restricted for small and medium sized businesses (SMEs). As a consequence, the Company has been able to make a number of attractive investments in smaller companies. We have also continued to see a strong pipeline of potential investments, particularly opportunities to make further qualifying investments to ensure the Company meets its HMRC qualifying target.

Investments

Qualifying Investments

Pure Cremation – Crematorium and Direct Cremations

In November 2018, the Company invested £1.3 million in Pure Cremation Holdings Limited (as part of a total cumulative £7.35 million qualifying investment alongside other Puma VCTs). Pure Cremation is a leading provider of so-called direct cremations, meeting the needs of a growing number of people in the United Kingdom who want a respectful direct cremation arranged without any funeral, leaving them free to say farewell how, where and when is right for them. The Pure Cremation team have many years' experience in the funeral services sector and acquired a site near Andover to develop a new crematorium and central facility. We are pleased to report that the Andover facility opened earlier this year and the business is performing well.

Knott End – Pubs with Microbreweries

In December 2018, the Company invested £847,000 in Knott End Pub Company Limited (as part of a total cumulative £7.3 million qualifying investment alongside other Puma VCTs). Knott End has entered into a franchise agreement with Brewhouse & Kitchen Limited to roll out a portfolio of pubs offering on-site craft micro-brewing activities and good quality food. During the period, Knott End opened its first two pubs, in Milton Keynes and Horsham, West Sussex, both of which are trading well.

Dymag Group – High performance wheel manufacturer

In December 2018 the Company invested £583,000 into Dymag Group Limited as part of a £3.6 million transaction, investing alongside the Puma Alpha EIS fund. Dymag is a British designer and manufacturer of carbon hybrid automotive wheels. These are light weight wheels for performance cars. Established in 1974, Dymag is a pioneer in carbon wheel technology: it launched the first commercial carbon motorcycle wheel in 1996 and the first carbon hybrid car wheel in 2004. Following Dymag's successful expansion into car wheel manufacturing, the company continues to grow its presence in the aftermarket and original equipment manufacturer (OEM) channels, working with strategic regional aftermarket partners and several of the world's leading performance OEMs.

Open House – London based food and beverage offer

In February 2019 the Company invested £1.8 million into Open House London Limited as part of a £5 million transaction, investing alongside the Puma Alpha EIS fund. Open House owns and operates popular dining and drinking venues in London, The Lighterman and Percy & Founders. Open House was launched in 2015 by the team behind Cubitt House, a group of highly successful gastropubs in central London that were later sold to a private equity group in a competitive acquisition. The Company's investment will support the business in achieving its plans for future growth through further flagship units across London.

Liquidity Management

To manage the Company's liquidity, £4.9 million was allocated to be invested in a portfolio of listed equities during the year. At the end of February 2019 £3.9 million had been invested in a variety of UK listed equities with the highest exposure being to mid-sized companies with a market capitalisation between £100m and £4bn. During the year the portfolio recorded an unrealised capital loss of £550,000 and provided a dividend income of £36,000 to the fund. The decline in the listed equities reflects the weakness of the UK stock market, and particularly of mid-sized UK focused companies, over the period in which the equities were invested. This particularly negatively impacted mid-sized UK focused companies due to concerns over Brexit.

Investment Strategy

We are pleased to have invested the Company's funds in a diverse range of businesses and projects. We remain focused on generating strong returns for the Company in the qualifying portfolio as well as the equities portfolio held for liquidity management purposes, whilst balancing these returns with maintaining an appropriate risk exposure.

The Investment Management team continues to meet with companies which are potentially suitable for investment. Over the course of the next year, the Company will build the qualifying portfolio to ensure the Company remains on course to meet its HMRC qualifying target. We have strong deal-flow and are meeting many potential investee companies with several interesting opportunities to make further qualifying investments.

Puma Investment Management Limited

[●] June 2019

Investment Portfolio Summary

As at 28 February 2019

	Valuation £'000	Cost £'000	Gain/(loss) £'000	Valuation as a % of Net Assets
Qualifying Investments				
Dymag Group Limited	583	583	-	4%
Knott End Pub Company Limited	847	847	-	6%
Open House London Limited	1,800	1,800	-	13%
Pure Cremation Holdings Limited	1,297	1,297	-	10%
Total Qualifying Investments	4,527	4,527	-	33%
Liquidity Management				
Barclays Plc	188	206	(18)	1%
British Land Company Plc	208	208	-	2%
Chemring Group Plc	137	188	(51)	1%
Diageo Plc	214	201	13	2%
Discoverie Group Plc	213	207	6	2%
Dixons Carphone Plc	169	207	(38)	1%
Firstgroup Plc	200	202	(2)	1%
GVC Holdings (UK) Limited	143	217	(74)	1%
Headlam Group Plc	180	197	(17)	1%
ITE Group Plc	188	211	(23)	1%
Legal & General Group Plc	216	201	15	2%
McColl's Retail Group Plc	79	197	(118)	1%
Norcros Plc	178	201	(23)	1%
Provident Financial Plc	229	226	3	2%
Prudential Plc	184	202	(18)	1%
PZ Cussons Plc	164	203	(39)	1%
Revolution Bars Limited	129	204	(75)	1%
Sports Direct International Plc	166	216	(50)	1%
Volution Group Plc	160	201	(41)	1%
Total Liquidity Management investments	3,345	3,895	(550)	24%
Total Investments	7,872	8,422	(550)	57%
Balance of Portfolio	6,057	6,057	-	43%
Net Assets	13,929	14,479	(550)	100%

Of the investments held at 28 February 2019, all are incorporated in England and Wales.

Significant investments

Dymag Group Limited

Cost (£'000)	583
Investment comprises:	
Ordinary shares	583
Debt	-
Valuation method	Price of recent investment
Valuation (£'000)	583
Income received by the Company from this holding in the year (£'000)	-

Unaudited accounts for the year ended 31 December 2017

Source of financial data	Not disclosed
Turnover (£'000)	Not disclosed
Profit before tax (£'000)	(1,283)
Net liabilities (£'000)	10%
Proportion of equity held	6%
Proportion of voting rights held	
Proportion of equity managed by Puma Investment Management Limited	10%

Dymag Group Limited is a British, elite motorbike and car wheel designer and manufacturer. Its wheels are steeped in the heritage of racing and now feature on some of the most expensive motorbikes and cars in the world. The equity held in Dymag Group Limited are E and F Ordinary Shares. Only E shares attract full voting rights.

Knott End Pub Company Limited

Cost (£'000)	847
Investment comprises:	
Ordinary shares	847
Debt	-
Valuation method	Price of recent investment
Valuation (£'000)	847
Income received by the Company from this holding in the year (£'000)	-

Unaudited accounts for the year ended 30 September 2017

Source of financial data	Not disclosed
Turnover (£'000)	Not disclosed
Profit before tax (£'000)	-
Net assets (£'000)	5%
Proportion of equity and voting rights held	
Proportion of equity held by VCTs managed by Puma Investment Management Limited	50%

Knott End Pub Company Limited operates under a franchise agreement with Brewhouse & Kitchen. Currently the Company runs two pubs in Milton Keynes and Horsham. The equity held in Knott End Pub Company Limited is E Ordinary Shares which attract full voting rights.

Open House London Limited

Cost (£'000)	1,800
Investment comprises:	
Ordinary shares	1,800
Debt	-
Valuation method	Price of recent investment
Valuation (£'000)	1,800
Income received by the Company from this holding in the year (£'000)	-

Audited accounts for the year ended

Source of financial data	31 December 2017
Turnover (£'000)	11,111
Loss before tax (£'000)	(191)
Net liabilities (£'000)	(1,327)
Proportion of equity held	35%
Proportion of voting rights held	9%
Proportion of equity managed by Puma Investment Management Limited	99%

Open House London Limited is a London-based high-end food and beverages offering, operating two sites in King's Cross (The Lighterman) and Fitzrovia (Percy & Founders). The equity held in Open House London Limited are C and D Ordinary Shares. C and D Ordinary Shares in aggregate command 26.25% of the total voting rights.

Pure Cremation Holdings Limited

Cost (£'000)	1,297
Investment comprises:	
Ordinary shares	1,297
Debt	-
Valuation method	Price of recent investment
Valuation (£'000)	1,297
Income received by the Company from this holding in the year (£'000)	-

Unaudited accounts for the year ended 31 December 2017

Source of financial data	ended 31 December 2017
Turnover (£'000)	Not disclosed
Profit before tax (£'000)	Not disclosed
Net assets (£'000)	3,445
Proportion of equity held	9%
Proportion of voting rights held	3%
Proportion of equity held by VCTs managed by Puma Investment Management Limited	49%

Pure Cremation Holdings Limited is expanding its offering of direct cremation services. The equity held in Pure Cremation Holdings Limited is C Ordinary Shares. B and C Ordinary Shares in aggregate command 15% of the total voting rights.

Directors' Biographies

David Buchler (Non-executive chairman)

David is a Chartered Accountant and has some 36 years of experience in the field of corporate turnaround. He was a partner at Arthur Andersen prior to becoming a founding partner of Buchler Phillips, one of the UK's leading financial recovery and restructuring specialists, which was acquired by the Kroll Inc. Company in 1999, the world's leading risk mitigation firm. Until 2003, he was Chairman of Kroll for Europe and Africa. He is a former President of R3, the association of business recovery and turnaround professionals, as well as a member of the Institute for Turnaround, Trustee of Syracuse University, former Vice-Chairman of Tottenham Hotspur Football Club and former Deputy Chairman of the English National Opera. He is currently chairman of Volvere plc and has been a director of a number of other public companies, including a VCT.

Stephen Hazell-Smith

Stephen is a UK institutional fund manager by background, including the founder and managing director of Rutherford Asset Management Limited where he created a number of highly successful smaller company investment vehicles, including Herald Investment Trust and Beacon Investment Trust. In 1997 he sold Rutherford Asset Management Limited to Close Brothers Group and joined Close Investment Limited as managing director, where he was responsible for launching Close Brothers AIM VCT. He is a director of Octopus AIM VCT plc (successor to Close Brothers AIM VCT plc). He is a former chairman of Conduit PR Limited and PLUS Markets Group plc. He is Chairman of Businessagent.com.

Graham Shore

Graham was previously a management consultancy partner in Touche Ross (now Deloitte), having begun his career as a Government economist. At Touche Ross he undertook strategic and economic assignments for a wide range of clients including appraisals of venture capital opportunities. In 1990 he joined the Shore Capital Group as managing director and has been involved in managing the Puma VCTs and other venture capital funds managed by the Shore Capital Group, including evaluating new deals for the funds and representing the funds with investee companies. Graham has been involved with AIM since its inception as both a corporate financier and investor and with private equity for more than 25 years. He is a director of the other Puma VCTs.

Strategic Report

The Directors present their Strategic Report of the Company for the year ended 28 February 2019.

Principal Activities and Status

The Company was incorporated on 15 September 2016. The principal activity of the Company is the making of investments in qualifying and non-qualifying holdings of shares or securities. The Company is an investment company within the meaning of Section 833 of the Companies Act 2006. The Company has been granted provisional approval by the Inland Revenue under Section 274 of the Income Tax Act 2007 as a Venture Capital Trust. The Directors have managed, and continue to manage, the Company's affairs in such a manner as to comply with Section 274 of the Income Tax Act 2007. The Company's ordinary shares of 0.05p each have been listed on the Official List of the UK Listing Authority since 2 July 2018.

Business model and strategy

The Company operates as a VCT to enable its shareholders to benefit from tax reliefs available. The Directors aim to maximise tax free distributions to shareholders by way of dividends paid out of income received from investments and capital gains received following successful realisations. The Company's strategy is set out in the Investment Policy set out below.

Investment Policy

Puma VCT 13 plc seeks to achieve its overall investment objective (of proactively managing the assets of the fund with an emphasis on realising gains in the medium term) to maximise distributions from capital gains and income generated from the Company's assets. It intends to do so whilst maintaining its qualifying status as a VCT, by pursuing the following Investment Policy:

The Company may invest in a mix of qualifying and non-qualifying assets. The qualifying investments may be quoted on AIM or a similar market or be unquoted companies. The Company may invest in a diversified portfolio of growth oriented qualifying companies which seek to raise new capital on flotation or by way of a secondary issue. The Company has the ability to structure deals to invest in private companies with an asset-backed focus to reduce potential capital loss. The Company must have in excess of 80% of its assets invested in qualifying investments as defined for VCT purposes by 28 February 2021.

The portfolio of non-qualifying investments will be managed with the intention of generating a positive return. Subject to the Board and Investment Manager's view from time to time of desirable asset allocation, it will comprise quoted and unquoted investments (direct or indirect) in cash or cash equivalents, secured loans, bonds, equities, vehicles investing in property and funds of funds or on cash deposit.

A full text of the Company's investment policy can be found within the Company's prospectus at www.pumainvestments.co.uk.

Principal risks and uncertainties

The principal risks facing the Company relate to its investment activities and include market price risk, interest rate risk, credit risk and liquidity risk. An explanation of these risks and how they are managed is contained in note 14 to the financial statements. Additional risks faced by the Company are as follows:

Investment Risk – Inappropriate stock selection leading to underperformance in absolute and relative terms is a risk which the Investment Manager and the Board mitigate by reviewing performance throughout the year and formally at Board meetings. There is also a regular review by the Board of the investment mandate and long term investment strategy and monitoring of whether the Company should change its investment strategy.

Strategic Report (continued)

Regulatory Risk - the Company operates in a complex regulatory environment and faces a number of related risks. A breach of s274 of the Income Tax Act 2007 could result in the Company being subject to capital gains on the sale of investments. A breach of the VCT Regulations could result in the loss of VCT status and consequent loss of tax relief currently available to shareholders. Serious breach of other regulations, such as the UKLA Listing Rules and the Companies Act 2006 could lead to suspension from the Stock Exchange. The Board receives quarterly reports in order to monitor compliance with regulations.

The principal uncertainties that may affect the Company relate to material changes in the UK economy or material changes to the VCT regulations. The Board continue to monitor these matters and will take appropriate action if required.

Risk management

The Company's investment policy allows for a large proportion of the Company's assets to be held in unquoted investments. These investments are not publicly traded and there may not be a liquid market for them, and therefore these investments may be difficult to realise.

The Company manages its investment risk within the restrictions of maintaining its qualifying VCT status by using the following methods:

- the active monitoring of its investments by the Investment Manager and the Board;
- seeking Board representation associated with each investment, if possible;
- seeking to hold larger investment stakes by co-investing with other companies managed by the Investment Manager, so as to gain more influence over the investment;
- ensuring a spread of investments is achieved.

Business Review and Future Developments

The Company's business review and future developments are set out in the Chairman's Statement, the Investment Manager's Report and Investment Portfolio Summary on pages 1 to 5.

Key performance indicators

At each board meeting, the Directors consider a number of performance measures to assess the Company's success in meeting its objectives. The Board believes the Company's key performance indicators are movement in Net Asset Value per ordinary share, Total Return per ordinary share and dividends per ordinary share. The Board considers that the Company has no non-financial key performance indicators. In addition, the Board considers the Company's compliance with the Venture Capital Trust Regulations to ensure that it will maintain its VCT status. An analysis of the Company's key performance indicators and the performance of the Company's portfolio and specific investments is included in the Chairman's Statement, the Investment Manager's Report and the Investment Portfolio Summary on pages 1 to 5.

Viability statement

The Directors have conducted a robust assessment of the principal risks facing the Company including those that would threaten its business model, future performance, solvency or liquidity. This is summarised above and in the Report of the Directors on page 13. The Directors have assessed the prospects of the Company for the three-year period from the balance sheet date. This is a period for which developments are considered to be reasonably foreseeable. This review included consideration of compliance with VCT regulations, the Company's current financial position and expected cash flows for the period and the current economic outlook.

Based on this review, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period to 28 February 2022.

Strategic Report (continued)

VCT status monitoring

The Company has retained PricewaterhouseCoopers LLP to advise it on compliance with VCT requirements, including evaluation of investment opportunities, as appropriate, and regular review of the portfolio. Although PricewaterhouseCoopers LLP work closely with the Investment Manager, they report directly to the Board.

Compliance with the VCT regulations (as described in the Investment Policy) for the year under review is summarised as follows:

	Position at 28 Feb 2019
1. The Company holds at least 70% of its investments in qualifying companies (March 2018 share issue);	Complied
2. The Company holds at least 80% of its investments in qualifying companies (subsequent share issues);	N/A*
3. At least 70% of the Company's qualifying investments are held in "eligible shares";	Complied
4. No investment constitutes more than 15% of the Company's portfolio at time of investment;	Complied
5. The Company's income for each financial year is derived wholly or mainly from shares and securities;	Complied
6. The Company distributes sufficient revenue dividends to ensure that not more than 15% of the income from shares and securities in any one year is retained; and	Complied
7. A maximum unit size of £5 million in each VCT qualifying investment (per tax year).	Complied

* 80% investment test to be met by 28 February 2021 and all accounting periods thereafter.

Directors and employees

The Company has not disclosed any information about, or policies in relation to, employees as it has no employees (other than the Directors). All of the directors are male.

Environmental and social policy

As a VCT the Company is a pure investment company and therefore has no trading activities. Due to this, the Company does not have a policy on environmental matters or social, community and human rights issues.

Approved by the board and signed on its behalf by



David Buchler
Chairman
27 June 2019

Report of the Directors

The Directors present their annual report and the audited financial statements of the Company for the year ended 28 February 2019. The Company's Registered Number is 10376236.

The Company has, in accordance with S.414C of the Companies Act, set out in the Strategic Report, information regarding financial risk management and future developments that would otherwise be set out in the Report of the Directors.

Results and dividends

The results for the financial year are set out on page 26. The Directors will not propose a resolution at the Annual General Meeting to pay a final dividend (2018: nil.). It is the aim of the Directors to maximise tax free distributions to shareholders by way of dividends paid out of income received from investments and capital gains received following successful realisations.

Capital Structure

The issued share capital of the Company is detailed in note 12 of these accounts. Details of share voting rights and authority to repurchase ordinary shares are disclosed in the Corporate Governance Statement on page 20.

Directors

The Directors of the Company during the year and their beneficial interests in the issued ordinary shares of the Company at 28 February 2019 were as follows:

	0.05p ordinary shares	
	28 February 2019	28 February 2018
David Buchler (Chairman)	20,200	-
Graham Shore	51,000	-
Stephen Hazell-Smith	20,200	-

No options over the share capital of the Company have been granted to the Directors. There have been no changes in the holdings of the Directors since the year end.

Investment management, administration and performance fees

The Company has delegated the investment management of the portfolio to Puma Investment Management Limited (Puma Investments). The principal terms of the Company's management agreement with Puma Investments are set out in note 3 of the financial statements. The annual running costs of the Company are subject to a cap of 3.5% of the Company's total fundraise.

The Company has delegated company secretarial and other accounting and administrative support to PI Administration Services Limited for an aggregate annual fee of 0.35% of the Net Asset Value of the Fund at each quarter end, payable quarterly in arrears.

Puma Investments and members of the investment management team will be entitled to a performance related incentive of 20% of the aggregate amounts realised by the Company in excess of £1.05 per Ordinary Share, and Shareholders will be entitled to the balance. This incentive will only be effective once the other holders of Ordinary Shares have received distributions of £1.05 per share (whether capital or income). The performance incentive structure provides a strong incentive for the Investment Manager to ensure that the Company performs well, enabling the Board to approve distributions as high and as soon as possible.

The performance incentive has been satisfied through the issue of 3,895,834 Ordinary Shares (as set out in note 11 of the financial statements) to the Investment Manager and members of the investment management team being 20% of the total issued Ordinary Share capital of 19,479,172 (shares in issue post share cancellation on 22 March 2019 as explained in note 11 of the financial statements). Under the terms of the incentive arrangement, all rights to dividends will be waived until the £1.05 per Ordinary Share performance target has been met.

Report of the Directors (continued)

It is the Directors' opinion that the continued appointment of the Investment Manager, Puma Investments, on the terms agreed is in the best interest of the shareholders as a whole. The Investment Manager is part of the Shore Capital Group which has a proven track record in VCT management and has a strong network within the industry.

Corporate governance statement

The Company's corporate governance statement is set on pages 18 to 21.

Global greenhouse gas emissions

The Company has no direct 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.

Going concern

After making enquiries the Directors believe that it is appropriate to continue to apply the going concern basis in preparing the financial statements. This is appropriate as the Company has access to cash reserves greater than the anticipated annual running costs of the Company. The Directors have considered a period of 12 months from the date of this report for the purposes of determining the Company's going concern status which has been assessed in accordance with the guidance issued by the Financial Reporting Council.

Financial Instruments

The material risks arising from the Company's financial instruments are market price risk, credit risk, liquidity risk and interest rate risk. The Board reviews and agrees policies for managing each of these risks and these are summarised in note 14. These policies have remained unchanged since the beginning of the financial year. As a Venture Capital Trust, it is the Company's specific business to evaluate and control the investment risk in its portfolio.

Substantial Shareholdings

As at 28 February 2019, the Company had been notified of the following direct interests representing 3% or more of the issued share capital of the Company.

	Number of shares	Percentage of voting rights
Shore Capital Group Investments Limited	2,662,501	12%
David Kaye	1,312,500	6%
Eliot Kaye	974,999	4%
Tommy O'Sullivan	937,500	4%
Rupert West	937,500	4%

All of the above shareholdings are held under the management performance incentive agreement explained in note 11 to the financial statements. As explained in note 11, 3,604,166 (48%) of the shares held under this arrangement were cancelled on 22 March 2019, reducing the total shares in issue and these shareholdings.

As a result of the cancellation and as at the date of this report, the Company had been notified of the following direct interests representing 3% or more of the issued share capital of the Company.

	Number of shares	Percentage of voting rights
Shore Capital Group Investments Limited	1,383,021	7%
David Kaye	681,770	3%

Report of the Directors (continued)

Third Party Indemnity Provision for Directors

Qualifying third party indemnity provision was in place for the benefit of all Directors of the Company.

Annual General Meeting

The Annual General Meeting of the Company will be held at Cassini House, 57 St James's Street, London SW1A 1LD on 16 August 2019 at 10.00am. Notice of the Annual General Meeting and Form of Proxy are inserted within this document.

Auditor

The Directors resolved that RSM UK Audit LLP be reappointed as auditor in accordance with the provisions of the Companies Act 2006, s489. RSM UK Audit LLP has indicated its willingness to continue in office.

Statement as to Disclosure of Information to the Auditor

The Directors in office at the date of this report have confirmed that, as far as they are each aware, there is no relevant audit information of which the auditor is unaware. Each of the Directors have confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Strategic Report, the Report of the Directors, the Directors' Remuneration Report, and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

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

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

Directors' statement pursuant to the Disclosure and Transparency Rules

Each of the Directors, whose names and functions are listed in the Directors' Biographies on page 8, confirms that, to the best of each person's knowledge:

- a. the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit/(loss) of the Company; and
- b. the Chairman's Statement, Investment Manager's Report, the Strategic Report and Report of the Directors include a fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that it faces.

Report of the Directors (continued)

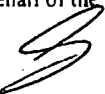
Directors' Statement regarding annual report and accounts

The Directors consider that the report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Electronic publication

The financial statements are published on www.pumainvestments.co.uk, a website maintained by the investment manager. Legislation in the United Kingdom regulating the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

On behalf of the Board



David Buchler
Chairman
27 June 2019

Directors' Remuneration Report

This report is prepared in accordance with Schedule 420-422 of the Companies Act 2006. A resolution to approve this report will be put to the members at the Annual General Meeting to be held on 16 August 2019.

Directors' Remuneration Policy

The Board as a whole considers Directors' remuneration and, as such, a Remuneration Committee has not been established. The Board's policy is that the remuneration of non-executive Directors should reflect time spent and the responsibilities borne by the Directors on the Company's affairs and should be sufficient to enable candidates of high calibre to be recruited. Directors' fees payable during the year totalled £58,000 (excluding VAT) as set out in note 4.

On 13 September 2017 the Directors were appointed for a period of twelve months after which either party must give three calendar months' notice to end the contract.

Directors' Remuneration

The Directors are all non-executive and received emoluments as detailed below:

	Unaudited Current Annual Fee 12 months £	Audited Year ended 28 February 2019* £	Audited Period ended 28 February 2018 £
David Buchler (Chairman)	25,000	24,000	-
Stephen Hazell-Smith	18,000	17,000	-
Graham Shore	18,000	17,000	-
	<u>61,000</u>	<u>58,000</u>	-

* Remuneration commenced 19 March 2018 for all directors being the date of the first share allotment.

These are the total emoluments. There are no pension contributions or share options. There is no requirement for the directors to hold shares in the Company. Directors' share interests are disclosed in the Report of the Directors on page 12 (audited).

Brief biographical notes on the Directors are given on page 8.

2019/20 Remuneration

The remuneration levels for the forthcoming year are expected to be at the annual levels shown in the table above. The Directors shall be paid by the Company all travelling, hotel and other expenses they may incur in attending meetings of the Directors or general meetings or otherwise in connection with the discharge of their duties. The remuneration to be paid is as per the prospectus.

Directors' and Officers' liability insurance cover is held by the Company in respect of the Directors.

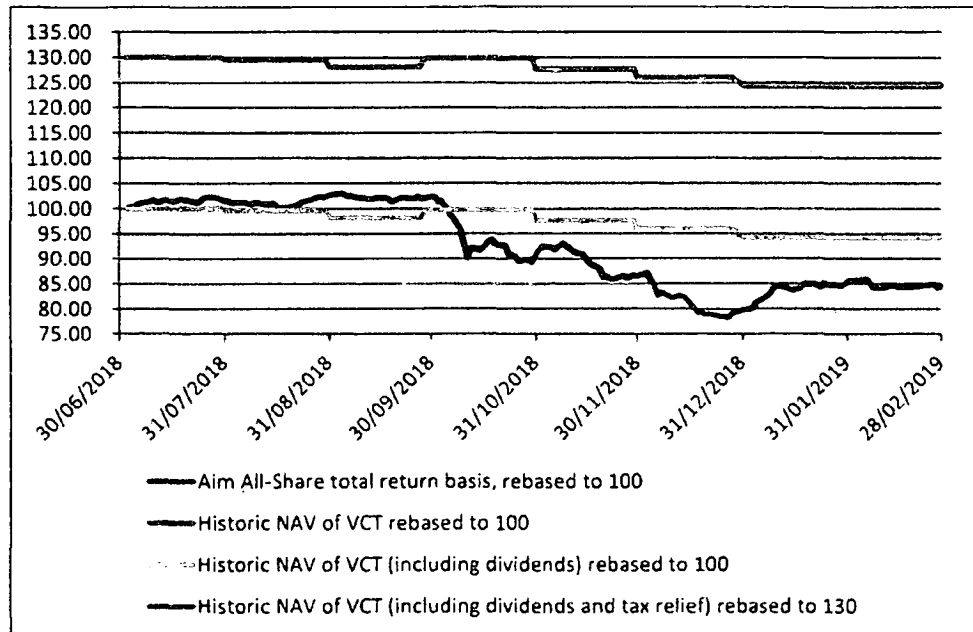
Statement of voting at Annual General Meeting

Resolutions to approve the Directors' Remuneration Policy and the Directors' Remuneration Report will be put to members at the AGM on 16 August 2019.

Directors' Remuneration Report (continued)

Performance Graph

The following chart represents the Company's performance from inception to 28 February 2019 and compares the rebased Net Asset Value to a rebased FTSE AIM All-Share Index. This index is considered to be the most appropriate equity market against which investors can measure the relative performance of the Company. This has been rebased to 100 at 2 July 2018, the listing date for the Company.



On behalf of the Board

David Buchler
Chairman
27 June 2019

Corporate Governance Statement

The Directors support the relevant principles of the UK Corporate Governance Code issued in April 2016 and published on the Financial Reporting Council's website (www.frc.org.uk), being the principles of good governance and the code of best practice. Due to the VCT being a limited life vehicle some areas of the Code have not been complied with, these are set out in the Compliance Statement below.

The Board

The Company has a Board comprising three non-executive Directors. All Directors are independent as defined by the UK Corporate Governance Code except for Graham Shore as a result of his holding a Directorship of the parent of the Investment Manager. The Board considers that all Directors have sufficient experience to be able to exercise proper judgement within the meaning of the UK Corporate Governance Code. The Board has appointed David Buchler as the senior independent Director and he is also the Chairman. Biographical details of all Board members are shown on page 8.

Graham Shore and Stephen Hazell-Smith will retire at the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election. The Board believe that Graham Shore and Stephen Hazell-Smith have made valuable contributions during the year and remain committed to the role. The Board therefore recommends that shareholders re-elect Graham Shore and Stephen Hazell-Smith as directors at the forthcoming AGM.

Following the listing on 2 July 2018, full Board meetings take place quarterly and additional meetings are held as required to address specific issues. The Board has a formal schedule of matters specifically reserved for its decision. These include:

- considering recommendations from the Investment Manager;
- making all decisions concerning the acquisition or disposal of qualifying investments; and
- reviewing, annually, the terms of engagement of all third-party advisers (including investment managers and administrators).

The attendance of individual Directors at full Board meetings during the year were as follows:

	Board meetings
David Buchler	2/2
Graham Shore	2/2
Stephen Hazell-Smith	2/2

The Board has also established procedures whereby Directors wishing to do so in the furtherance of their duties may take independent professional advice at the Company's expense.

All Directors have access to the advice and services of the Company Secretary. The Company Secretary provides the Board with full information on the Company's assets and liabilities and other relevant information requested by the Chairman, in advance of each Board meeting.

The Board has not established a nominations committee or remuneration committee as they consider the Board to be small and comprises wholly of non-executive Directors. Appointments of new Directors and Directors' remuneration are dealt with by the full Board. The remuneration for 2019/20 for the Board will be as per the prospectus.

The Board reviewed Directors' remuneration during the year. Details of the specific levels of remuneration to each Director are set out in the Directors' Remuneration Report on page 16, and this is subject to shareholder approval.

There had been no changes to the composition of the Board since the date of issue of the prospectus and there are no planned changes. As a result, the Company has not established a diversity policy for new appointments in relation to the composition of the Board.

Corporate Governance Statement (continued)

Audit Committee

The Audit Committee comprises the two independent non-executive directors. It is chaired by David Buchler and meets annually with the external Auditor prior to approval of the Company's financial statements. There were two Audit Committee meetings during the year which were attended by both independent non-executive directors. The Audit Committee monitors the external Auditor's independence, the effectiveness of the audit process and other relevant matters. The Audit Committee receives written confirmation each year of the auditor's independence.

The Audit Committee considered the need for an internal audit function and concluded that this function would not be an appropriate control for a Venture Capital Trust.

The Audit Committee considers that the significant issues in relation to these financial statements relate to the carrying value and disclosure of the unquoted investments. The Audit Committee challenge findings and comments received from the Investment Manager on the financial performance of the investments.

The Audit Committee reviews and agrees the audit strategy paper, presented by the Auditor in advance of the audit, which sets out the significant risk areas to be covered during the audit. The Audit Committee meets prior to the approval of the financial statements to consider the Auditor's findings and challenges the work performed, especially in relation to unquoted investments.

RSM UK Audit LLP were appointed by the Board prior to the issue of the Prospectus. This is the Company's second Annual Report and Accounts and they have both been reported on by RSM UK Audit LLP. The Audit Committee, after taking into consideration comments from the Investment Manager and Administrator regarding the effectiveness of the audit process, recommend to the Board that RSM UK Audit LLP continues in office.

The Audit Committee approve the provision of any non-audit work prior to it being undertaken. No non-audit fees were charged during the year (2018: £nil).

The Audit Committee Terms of Reference are on the investment manager's website at www.pumainvestments.co.uk.

Relations with shareholders

Shareholders have the opportunity to meet representatives of the Investment Management team and the Board at the AGM. The Board is also happy to respond to any written queries made by shareholders, or to meet with shareholders if so requested. In addition to the formal business of the AGM, representatives of the Investment Management team and the Board are available to answer any questions a shareholder may have.

Separate resolutions are proposed at the AGM on each substantially separate issue. The Registrars collate proxy votes and the results (together with the proxy forms) are forwarded to the Company Secretary immediately prior to the AGM. In order to comply with the UK Corporate Governance Code, proxy votes are announced at the AGM, following each vote on a show of hands, except in the event of a poll being called. The notice of the next AGM and proxy form are at the end of this document.

Financial Reporting

The Directors' statement of responsibilities for preparing the accounts is set out in the Report of the Directors on page 14, and a statement by the Auditor about their reporting responsibilities is set out in the Auditor's Report on pages 22 to 25.

Corporate Governance Statement (continued)

Internal control

The Company has adopted an Internal Control Manual ("Manual"), which has been compiled in order to comply with the UK Corporate Governance Code. The Manual is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, which it achieves by detailing the perceived risks and controls to mitigate them. The Board is responsible for ensuring that the procedures to be followed by the advisers and the Directors are in place and review the effectiveness of the Manual on an annual basis to ensure that the controls remain relevant and were in operation throughout the year. The Board will implement additional controls when new risks are perceived and update the Manual as appropriate.

Although the Board is ultimately responsible for safeguarding the assets of the Company, the Board has delegated, through written agreements, the day-to-day operation of the Company to the following advisers:

<i>Administration</i>	PI Administration Services Limited
<i>Investment Management</i>	Puma Investment Management Limited

Puma Investment Management Limited identifies investment opportunities and monitors the portfolio of investments and makes recommendations to the Board in terms of suggested disposals and further acquisitions. Puma Investment Management Limited holds a discretionary investment mandate for all investments, although qualifying investments decisions are all approved by the Board.

PI Administration Services Limited is engaged to carry out the accounting function and manages the retention of physical custody of the documents of title relating to unquoted investments. Quoted investments are held in CREST.

The Directors confirm that they have established a continuing process throughout the year and up to the date of this report for identifying, evaluating and managing the significant potential risks faced by the Company, and have reviewed the effectiveness of the internal control and risk management systems. As part of this process, an annual review of the internal control and risk management systems is carried out in accordance with the Financial Reporting Council guidelines for internal control. There were no problems identified from the Directors' annual review of the internal control and risk management systems.

Internal control systems include production and review of monthly management accounts. Both the annual and interim report are reviewed and approved by the board. All outflows made from the VCT's bank accounts require the authority of two signatories from Puma Investments, the Investment Manager. The Investment Manager is subject to regular review by the Shore Capital Compliance Department.

Share capital, rights attaching to the shares and restrictions on voting and transfer

Ordinary shares are freely transferable in both certificated and uncertificated form and can be transferred by means of the CREST system. There are no restrictions on the transfer of any fully paid up share. With respect to voting rights the shares rank *pari passu* as to rights to attend and vote at any general meeting of the Company. The Company's shareholders do not have differing voting rights. Further details of the Company's rules are set out in the Company's prospectus at www.pumainvestments.co.uk.

Repurchase of Ordinary shares

Although the Ordinary Shares are traded on the London Stock Exchange, there is likely to be an illiquid market and in such circumstances Shareholders may find it difficult to sell their Ordinary Shares in the market. In order to try to improve the liquidity in the Ordinary Shares, the Board may establish a buy back policy whereby the Company will purchase Ordinary Shares for cancellation.

The Board has authority to make market purchases of the Company's own shares. This authority for up to 2,684,193 of the Company's issued share capital was granted at the last Annual General Meeting. A resolution will be put to the next Annual General Meeting to renew this authority.

Gearing

The Board has the authority to borrow up to 50% of the amount received from the issued share capital but there are currently no plans to take advantage of this authority.

Corporate Governance Statement (continued)

Compliance statement

The Listing Rules require the Board to report on compliance with the UK Corporate Governance Code provisions throughout the accounting year. With the exception of the items outlined below, the Company has complied throughout the accounting year ended 28 February 2019 with the provisions set out in the UK Corporate Governance Code. Due to the special nature of the Company being a VCT, the following provisions of the UK Corporate Governance Code have not been complied with:

a) Provisions A4-2 and B6-3 - Due to the size of the Board, they feel it unnecessary to formalise procedures to appraise the Chairman's performance, as the Board deem it appropriate to address matters as they arise.

b) Provisions B4-1, B4-2 and E1-1 - New Directors do not receive a full, formal and tailored induction on joining the Board and the Chairman does not review and agree with each Director their training and development needs because matters are addressed on an individual basis as they arise. The Company has no major shareholders (excluding shares held under the management performance incentive scheme) so shareholders are not given the opportunity to meet any new non-executive Directors other than at the annual general meeting.

c) Provisions B6-1 and B7-2 - Due to the size of the Board, a formal performance evaluation of the Board, its committees and the individual Directors has not been undertaken. Specific performance issues are dealt with as they arise.

d) Provisions B2-1, B2-2, B2-4; D2-1 and D2-2 - Due to the size of the Board and because there are no executive Directors or senior management, the Company does not have a formal nominations committee or remuneration committee.

e) Provision B2-3 - On 13 September 2017 the Directors were appointed for a period of twelve months after which either party must give three calendar months' notice to end the contract. The recommendation of the Code is for fixed term renewable contracts. This is deemed unnecessary by the Board because all Directors are subject to re-election at the first AGM after appointment and from that point forward by rotation at least every three years.

f) Provision A4-1 - Due to the size of the Board, the role of Chairman and Senior Independent Director are both performed by David Buchler. The recommendation in the Code is for the Senior Independent Director and Chairman to be separate positions on the Board. The Board believes that David Buchler's experience allows him to exercise proper judgement in distinguishing between the roles.

g) Provision C3-1 - Due to the size of the Board, the Chairman of the Company is also the Chairman of the Audit Committee. The recommendation in the Code is that the Chairman of the Company can be a member of the Audit Committee, but should not be the Chairman. The Board believes that David Buchler's experience allows him to exercise proper judgement in distinguishing between the roles.

h) Provision C3-5 - As the Company has no employees, other than Directors, there are no procedures in place relating to whistleblowing.

On behalf of the Board


David Buchler
Chairman
27 June 2019

Independent Auditor's Report to the Members of Puma VCT 13 plc

Opinion

We have audited the financial statements of Puma VCT 13 Plc for the year ended 28 February 2019 which comprise the income statement, the balance sheet, the statement of cash flows, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 28 February 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to principal risks, going concern and viability statement

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

- the disclosures in the annual report set out on pages 9 and 10 that describe the principal risks and explain how they are being managed or mitigated;
- the directors' confirmation set out on page 10 in the annual report that they have carried out a robust assessment of the principal risks facing the company, including those that would threaten its business model, future performance, solvency or liquidity;
- the directors' statement set out on page 13 in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit; or
- the directors' explanation set out on page 10 in the annual report as to how they have assessed the prospects of the company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Key audit matters

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

Independent Auditor's Report to the Members of Puma VCT 13 plc (continued)

Valuation of unquoted investments

Unquoted investments are measured at fair value, which is established in accordance with the International Private Equity and Venture Capital Valuation Guidelines. This has been identified as an area of significant risk and is the key audit matter that our audit has focussed on given that the measurement of unquoted investments includes significant assumptions and judgements about the performance of the investee company. The investments disclosures are set out in note 8 to the financial statements.

Our procedures included:

- Obtaining an understanding of the company's unquoted investments held at the year end, including reviewing underlying investment agreements and other relevant documentation.
- Auditing the basis of valuation adopted for each of the company's unquoted investments.
- Understanding and challenging the key assumptions and judgements affecting investee company valuations.
- Challenging the appropriateness of the valuation basis by comparison with observed industry practice and the provisions of the International Private Equity and Venture Capital valuation guidelines;
- Considering whether events that occurred subsequent to the period end up until the date of this audit report affect the underlying assumptions of the valuations at 28 February 2019; and
- Considering of the appropriateness of the disclosures in the financial statements in respect of unquoted investments.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. During planning materiality for the financial statements as a whole was calculated as £139,000, which was not significantly changed during the course of our audit. This has been calculated based on a percentage of net assets, which is the key element influencing net asset value which is considered to be one of the principal considerations for members of the company in assessing financial performance.

We agreed with the Audit Committee that we would report to them all unadjusted differences in excess of £5,000, as well as differences below those thresholds that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

The company is a single entity, subject to local statutory audit, and our audit work was designed to address the risks of material misstatements identified to the level of materiality indicated above.

Other information

The other information comprises the information included in the annual report set out on pages 1 to 21, including the highlights, the chairman's statement, the investment manager's report, the investment portfolio summary, the significant investments, the directors' biographies, the strategic report, the report of the directors, the directors' remuneration report and the corporate governance statement, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information.

Independent Auditor's Report to the Members of Puma VCT 13 plc (continued)

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

- **Fair, balanced and understandable set out on page 15** – the statement given by the directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit committee reporting set out on page 19** – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code set out on page 21** – the parts of the directors' statement required under the Listing Rules relating to the company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 14, 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.

Independent Auditor's Report to the Members of Puma VCT 13 plc (continued)

Auditor's responsibilities for the audit of the financial statements

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

As part of our audit, we will consider the susceptibility of the company to fraud and other irregularities, taking account of the business and control environment established and maintained by the directors, as well as the nature of transactions, assets and liabilities recorded in the accounting records. Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements of the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs. However, the principal responsibility for ensuring that the financial statements are free from material misstatement, whether caused by fraud or error, rests with management who should not rely on the audit to discharge those functions.

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

Other matters which we are required to address

We were appointed by the directors on 8 December 2016 to audit the financial statements for the period ending 28 February 2018 and subsequent financial periods. The period of total uninterrupted engagement is two years, covering the periods ending 28 February 2018 to 28 February 2019.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

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

RSM UK Audit LLP

RICHARD COATES (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

27 June 2019

Income Statement

For the year ended 28 February 2019

	Note	Year ended 28 February 2019			Period ended 28 February 2018		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Loss on investments	8 (b)	-	(550)	(550)	-	-	-
Income	2	45	-	45	-	-	-
		45	(550)	(505)	-	-	-
Investment management fees	3	(49)	(147)	(196)	-	-	-
Other expenses	4	(200)	(26)	(226)	(8)	-	(8)
		(249)	(173)	(422)	(8)	-	(8)
Loss before taxation		(204)	(723)	(927)	(8)	-	(8)
Taxation	5	-	-	-	-	-	-
Loss and total comprehensive income for the year		(204)	(723)	(927)	(8)	-	(8)
Basic and diluted Loss per Ordinary Share (pence)	6	(2.02p)	(7.17p)	(9.19p)	n/a	n/a	n/a

All items in the above statement derive from continuing operations.

There are no gains or losses other than those disclosed in the Income Statement.

The total column of this statement is the Statement of Total Comprehensive Income of the Company prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The supplementary revenue and capital columns are prepared in accordance with the Statement of Recommended Practice, 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued in November 2014 by the Association of Investment Companies and updated in February 2018.

Balance Sheet
As at 28 February 2019

	Note	As at 28 February 2019 £'000	As at 28 February 2018 £'000
Fixed Assets			
Investments	8	7,872	-
Current Assets			
Debtors	9	2,851	18
Cash		3,382	-
		6,233	18
Creditors - amounts falling due within one year	10	(176)	(20)
Net Current Assets		6,057	(2)
Net Assets/(Liabilities)		13,929	(2)
Capital and Reserves			
Called up share capital	12	12	6
Share premium account		14,852	-
Capital reserve – realised		(173)	-
Capital reserve – unrealised		(550)	-
Revenue reserve		(212)	(8)
Total Equity		13,929	(2)
Net Asset Value per Ordinary Share	13	89.38p	n/a

The financial statements on pages 26 to 41 were approved and authorised for issue by the Board of Directors on 27 June 2019 and were signed on their behalf by:



David Buchler
Chairman

Statement of Cash Flows

For the year ended 28 February 2019

	Year ended 28 February 2019 £'000	Period ended 28 February 2018 £'000
Loss after tax	(927)	(8)
Loss on investments	550	-
Increase in debtors	(1,011)	-
Increase in creditors	110	8
Net cash used in operating activities	(1,278)	-
Cash flow from investing activities		
Purchase of investments	(8,422)	-
Net cash used in investing activities	(8,422)	-
Cash flow from financing activities		
Proceeds received from issue of ordinary share capital	13,759	-
Expense paid for issue of share capital	(677)	-
Net cash generated from financing activities	13,082	-
Net increase in cash and cash equivalents	3,382	-
Cash and cash equivalents at the beginning of the period	-	-
Cash and cash equivalents at the end of the period	3,382	-

Statement of Changes in Equity

For the year ended 28 February 2019

	Called up share capital £'000	Share premium account £'000	Capital reserve - realised £'000	Capital reserve - unrealised £'000	Revenue reserve £'000	Total £'000
Balance as at 31 August 2017	4	-	-	-	-	4
Shares issued in the period	2	-	-	-	-	2
Total comprehensive income for the period	-	-	-	-	(8)	(8)
Balance as at 28 February 2018	6	-	-	-	(8)	(2)
Shares issued in the period	8	15,575	-	-	-	15,583
Expenses of share issues	-	(723)	-	-	-	(723)
Share cancelled in the period	(2)	-	-	-	-	(2)
Total comprehensive income for the year	-	-	(173)	(550)	(204)	(927)
Balance as at 28 February 2019	12	14,852	(173)	(550)	(212)	13,929

Distributable reserves comprise: Capital reserve-realised, Capital reserve-unrealised (excluding gains on unquoted investments) and the Revenue reserve. At the year end, distributable revenue reserves were nil (2018: nil).

The Capital reserve-realised includes gains/losses that have been realised in the year due to the sale of investments, net of related costs. The Capital reserve-unrealised represents the investment holding gains/losses and shows the gains/losses on investments still held by the Company not yet realised by an asset sale.

Share premium represents premium on shares issued less issue costs.

The revenue reserve represents the cumulative revenue earned less cumulative distributions.

Notes to the Accounts

For the year ended 28 February 2019

1. Accounting Policies

Accounting convention

Puma VCT 13 plc ("the Company") was incorporated in England on 15 September 2016 and is registered and domiciled in England and Wales. The Company's registered number is 10376236. The registered office is Bond Street House, 14 Clifford Street, London W1S 4JU. The Company is a public limited company (limited by shares) whose shares are listed on LSE with a premium listing. The Company's principal activities and a description of the nature of the Company's operations are disclosed in the Strategic Report.

The financial statements have been prepared under the historical cost convention, modified to include investments at fair value, and in accordance with the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102") and the Statement of Recommended Practice, 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued in November 2014 by the Association of Investment Companies and updated in February 2018 ("the SORP").

The comparative period is for the six month period to 28 February 2018.

Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated.

Investments

All investments are measured at fair value. They are all held as part of the Company's investment portfolio and are managed in accordance with the investment policy set out on page 9.

Listed investments are stated at bid price at the reporting date.

Unquoted investments are stated at fair value by the Directors with reference to the International Private Equity and Venture Capital Valuation Guidelines ("IPEV") as follows:

- Investments which have been made within the last twelve months or where the investee company is in the early stage of development will usually be valued at the price of recent investment except where the company's performance against plan is significantly different from expectations on which the investment was made, in which case a different valuation methodology will be adopted.
- Investments in debt instruments will usually be valued by applying a discounted cash flow methodology based on expected future returns of the investment.
- Alternative methods of valuation such as multiples or net asset value may be applied in specific circumstances if considered more appropriate.

Realised surpluses or deficits on the disposal of investments are taken to realised capital reserves, and unrealised surpluses and deficits on the revaluation of investments are taken to unrealised capital reserves.

Notes to the Accounts

For the year ended 28 February 2019

1. Accounting Policies (continued)

Income

Dividends receivable on listed equity shares are brought into account on the ex-dividend date. Dividends receivable on unquoted equity shares are brought into account when the Company's right to receive payment is established and there is no reasonable doubt that payment will be received. Interest receivable is recognised wholly as a revenue item on an accruals basis.

Performance fees

Upon its inception, the Company agreed performance fees payable to the Investment Manager, Puma Investment Management Limited, and members of the investment management team at 20% of the aggregate excess of the amounts realised over £1.05 per Ordinary Share returned to Ordinary Shareholders. This incentive will only be effective once the other holders of Ordinary Shares have received distributions of £1.05 per share.

The performance incentive has been satisfied through the issue of 3,895,834 Ordinary Shares (as set out in note 11 of the financial statements) to the Investment Manager and members of the investment management team being 20% of the total issued Ordinary Share capital of 19,479,172 (after share cancellation on 22 March 2019 explained in note 11 of the financial statements). Under the terms of the incentive arrangement, all rights to dividends will be waived until the £1.05 per Ordinary Share performance target has been met. The performance fee is accounted for as an equity-settled share-based payment.

Section 26 of FRS 102 "Share-Based Payment" requires the recognition of an expense in respect of share-based payments in exchange for goods or services. Entities are required to measure the goods or services received at their fair value, unless that fair value cannot be estimated reliably in which case that fair value should be estimated by reference to the fair value of the equity instruments granted.

At each balance sheet date, the Company estimates that fair value by reference to any excess of the net asset value, adjusted for dividends paid, over £1.05 per share in issue at the balance sheet date. Any change in fair value is recognised in the Income Statement with a corresponding adjustment to equity.

Expenses

All expenses (inclusive of VAT) are accounted for on an accruals basis. Expenses are charged wholly to revenue, with the exception of:

- expenses incidental to the acquisition or disposal of an investment charged to capital; and
- the investment management fee, 75% of which has been charged to capital to reflect an element which is, in the directors' opinion, attributable to the maintenance or enhancement of the value of the Company's investments in accordance with the Board's expected long-term split of return; and
- the performance fee which is allocated proportionally to revenue and capital based on the respective contributions to the Net Asset Value.

Taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more, or right to pay less, tax in the future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the financial statements which are capable of reversal in one or more subsequent periods. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the Accounts

For the year ended 28 February 2019

1. Accounting Policies (continued)

Reserves

Realised losses and gains on investments, transaction costs, the capital element of the investment management fee and taxation are taken through the Income Statement and recognised in the Capital Reserve – Realised on the Balance sheet. Unrealised losses and gains on investments and the capital element of the performance fee are also taken through the Income Statement and are recognised in the Capital Reserve – Unrealised.

Debtors

Debtors include other debtors and accrued income which is recognised at amortised cost, equivalent to the fair value of the expected balance receivable.

Creditors

Creditors are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Dividends

Final dividends payable are recognised as distributions in the financial statements when the Company's liability to make payment has been established. The liability is established when the dividends proposed by the Board are approved by the Shareholders. Interim dividends are recognised when paid.

Key accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year relate to the fair value of unquoted investments. Further details of the unquoted investments are disclosed in the Investment Manager's Report on pages 3 to 4 and notes 8 and 14 of the financial statements.

2. Income

	Year ended 28 February 2019 £'000	Period ended 28 February 2018 £'000
Income from investments		
Dividends received	36	-
	36	-
Other income		
Bank deposit income	9	-
	45	-

Notes to the Accounts

For the year ended 28 February 2019

3. Investment Management Fees

	Year ended 28 February 2019 £'000	Period ended 28 February 2018 £'000
Puma Investments fees	196	-
	<u>196</u>	<u>-</u>

Puma Investment Management Limited ("Puma Investments") has been appointed as the Investment Manager of the Company for an initial period of five years, which can be terminated by not less than twelve months' notice, given at any time by either party, on or after the fifth anniversary. The Board is satisfied with the performance of the Investment Manager. Under the terms of this agreement Puma Investments will be paid an annual fee of 2% of the Net Asset Value payable quarterly in arrears calculated on the relevant quarter end NAV of the Company. These fees commenced on 19 March 2018 (the date of the first share allotment). These fees are capped, the Investment Manager having agreed to reduce its fee (if necessary to nothing) to contain total annual costs (excluding performance fee and trail commission) to within 3.5% of funds raised. Total costs this year were 2.8% (2018: nil) of the funds raised. Graham Shore, a director, holds a Directorship of the parent of the Investment Manager.

In addition to the investment manager fees disclosed above, during the year ended 28 February 2019, Puma Investments Management Limited charged fees totalling £467,500 (2018: £nil) in relation to share issue costs. The fees were to cover the costs of launching the VCT.

4. Other expenses

	Year ended 28 February 2019 £'000	Period ended 28 February 2018 £'000
PI Administration Services fees	34	-
Directors' remuneration	58	-
Social security costs	4	-
Auditor's remuneration for statutory audit	25	8
Transaction costs	26	-
Other expenses	79	-
	<u>226</u>	<u>8</u>

PI Administration Services Limited provides administrative services to the Company for an aggregate annual fee of 0.35% of the Net Asset Value of the Fund, payable quarterly in arrears.

Remuneration for each Director for the year is disclosed in the Directors' Remuneration Report on page 16. The Company had no employees (other than Directors) during the year (2018: none). The average number of non-executive Directors during the year was 3 (2018: 3). The non-executive Directors are considered to be the Key Management Personnel of the Company with total remuneration for the year of £62,000 (2018: nil) including social security costs.

The Auditor's remuneration of £20,500 (2018: £6,250) has been grossed up in the table above to be inclusive of VAT.

Notes to the Accounts

For the year ended 28 February 2019

5. Taxation

	Year ended 28 February 2019 £'000	Period ended 28 February 2018 £'000
UK corporation tax charged to revenue reserve	-	-
UK corporation tax charged to capital reserve	-	-
UK corporation tax charge for the year	-	-
Factors affecting tax charge for the year		
Loss before taxation	(927)	(8)
Tax charge calculated on loss before taxation at the applicable rate of 19%	(176)	(2)
Tax on capital items not taxable	105	-
Tax losses carried forward	71	2
	-	-

Capital returns are not taxable as the Company is exempt from tax on realised capital gains whilst it continues to comply with the VCT regulations, so no corporation tax or deferred tax is recognised on capital gains or losses.

No provision for deferred tax has been made in the current accounting year. Due to the Company's status as a Venture Capital Trust and the intention to continue meeting the conditions required to obtain approval in the foreseeable future, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments. No deferred tax asset has been recognised in respect of the tax losses carried forward due to the uncertainty as to recovery.

Notes to the Accounts

For the year ended 28 February 2019

6. Basic and diluted return/(loss) per Ordinary Share

	Year ended 28 February 2019		
	Revenue	Capital	Total
Total comprehensive income for the year	(£204,000)	(£723,000)	(£927,000)
Weighted average number of shares in issue for the year	19,086,640	19,086,640	19,086,640
Less: weighted average number of management incentive shares (see note 11)	(9,000,000)	(9,000,000)	(9,000,000)
Weighted average number of shares for purposes of return/(loss) per share calculations	10,086,640	10,086,640	10,086,640
Loss per share	(2.02p)	(7.17p)	(9.19p)

No return/(loss) per share is presented for 2018 due to minimal activity in the period.

7. Dividends

The Directors will not propose a resolution at the Annual General Meeting to pay a final dividend (2018: nil).

Notes to the Accounts

For the year ended 28 February 2019

8. Investments

(a) Movements in investments	Qualifying investments	Non-qualifying investments	Total
	£'000	£'000	£'000
Purchased at cost	-	-	-
Net unrealised gains/(losses)	-	-	-
Valuation at 1 March 2018	-	-	-
Purchases at cost	4,527	3,895	8,422
Net unrealised losses	-	(550)	(550)
Valuation at 28 February 2019	4,527	3,345	7,872
Book cost at 28 February 2019	4,527	3,895	8,422
Net unrealised losses at 28 February 2019	-	(550)	(550)
Valuation at 28 February 2019	4,527	3,345	7,872
(b) Losses on investments			
	Year ended 28 February 2019	Period ended 28 February 2018	
	£'000	£'000	
Realised gains on investment	-	-	
Unrealised losses in period	(550)	-	
	(550)	-	
(c) Quoted and unquoted investments			
	Market value as at 28 February 2019	Market value as at 28 February 2018	
	£'000	£'000	
Quoted investments	3,345	-	
Unquoted investments	4,527	-	
	7,872	-	

Further details of these investments (including the unrealised loss in the year) are disclosed in the Chairman's Statement, Investment Manager's Report, Investment Portfolio Summary and Significant Investments on pages 1 to 7 of the Annual Report.

Notes to the Accounts

For the year ended 28 February 2019

9. Debtors

	As at 28 February 2019	As at 28 February 2018
	£'000	£'000
Other debtors	2,829	18
Prepayments and accrued income	22	-
	<u>2,851</u>	<u>18</u>

Other debtors includes cash held by the company share registrar of £1,824,000 (2018: £nil) and cash held by the company's brokers of £1,005,000 (2018: £nil).

10. Creditors – amounts falling due within one year

	As at 28 February 2019	As at 28 February 2018
	£'000	£'000
Accruals	163	7
Redeemable preference shares	13	13
	<u>176</u>	<u>20</u>

Redeemable preference shares were issued for total consideration £12,500 to Puma Investment Management Limited, being one quarter paid up, so as to enable the Company to obtain a certificate under s.761 of the Companies Act 2006.

Each of the redeemable preference shares carries the right to a fixed, cumulative, preferential dividend of 0.1% per annum (exclusive of any imputed tax credit available to shareholders) on the nominal amount thereof but confers no right to vote except as otherwise agreed by the holders of a majority of the Shares. On a winding-up, the redeemable preference shares confer the right to be paid the nominal amount paid on such shares. The redeemable preference shares are redeemable at any time by the Company and by the holder. Each redeemable preference share which is redeemed, shall, thereafter be cancelled without further resolution or consent.

11. Management Performance Incentive Arrangement

On 8 December 2016, the Company entered into an Agreement with the Investment Manager and members of the investment management team (together "the Management Team") such that the Management Team will be entitled in aggregate to share in 20 per cent of the aggregate excess on any amounts realised by the Company in excess of £1.05 per Ordinary Share, the Performance Target. This agreement was amended by a deed of variation on 28 June 2018 to extend the terms to cover the extended fundraising period.

This incentive is effective through the issue of ordinary shares in the Company, such that the Management Team hold 3,895,834 ordinary shares being 20% of the issued share capital of 19,479,172. As at 28 February 2019, there were 7,500,000 ordinary shares held by the Management Team. This was reduced to 3,895,834 ordinary shares on 22 March 2019 by the cancellation of 3,604,166 ordinary shares in accordance with the Terms of the Agreement.

The Management Team will waive all rights to dividends until a return of £1.05 per share (whether capital or income) has been paid to the other shareholders.

The performance incentive structure provides a strong incentive for the Investment Manager to ensure that the Company performs well, enabling the Board to approve distributions as high and as soon as possible.

Notes to the Accounts

For the year ended 28 February 2019

12. Called Up Share Capital

	As at 28 February 2019	As at 28 February 2018	As at 28 February 2019	As at 28 February 2018
	£'000	£'000	Number of shares	Number of shares
Allotted, called up and fully paid:				
Ordinary shares of 0.05p each	12	6	23,083,338	11,250,002
Allotted, called up and partly paid:				
Redeemable preference shares of £1 each	13	13	50,000	50,000

Between 19 March and 5 April 2018, 8,849,391 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £8,849,391.

On 29 June 2018, 1,557,169 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £1,557,169.

On 10 October 2018, 1,839,123 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £1,839,123.

On 26 October 2018, 147,780 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £147,780.

On 11 December 2018, 779,917 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £779,917.

On 17 January 2019, 577,185 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £577,185.

On 22 February 2019, 1,832,771 Ordinary shares of £0.0005 each were allotted and issued £1 per share for total consideration of £1,832,771.

On 25 July 2018, 3,750,000 Ordinary shares of £0.0005 each were cancelled (during the year).

On 22 March 2019, 3,604,166 Ordinary shares of £0.0005 each were cancelled (post year-end).

13. Net Asset Value per Ordinary Share

	As at 28 February 2019	As at 28 February 2018
Net assets/(liabilities)	£ 13,929,000	£ (2,000)
Number of shares in issue	23,083,338	11,250,002
Less: management incentive shares (see note 11)	(7,500,000)	(11,250,000)
Number of shares in issue for purposes of Net Asset Value per share calculation	15,583,338	2
Net asset value per share		
Basic	89.38p	n/a
Diluted	89.38p	n/a

Notes to the Accounts

For the year ended 28 February 2019

14. Financial Instruments

The Company's financial instruments comprise its investments, cash balances, debtors and certain creditors. The fair value of all of the Company's financial assets and liabilities is represented by the carrying value in the Balance Sheet. Excluding cash balances, the Company held the following categories of financial instruments at 28 February 2019:

	As at 28 February 2019 £'000	As at 28 February 2018 £'000
Financial assets at fair value through profit or loss	7,872	-
Financial assets that are debt instruments measured at amortised cost	2,838	18
Financial liabilities measured at amortised cost	(176)	(20)
	<u>10,534</u>	<u>(2)</u>

Management of risk

The main risks the Company faces from its financial instruments are market price risk, being the risk that the value of investment holdings will fluctuate as a result of changes in market prices caused by factors other than interest rate or currency movements, liquidity risk, credit risk and interest rate risk. The Board regularly reviews and agrees policies for managing each of these risks. The Board's policies for managing these risks are summarised below and have been applied throughout the year.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Investment Manager monitors counterparty risk on an ongoing basis. The Company's maximum exposure to credit risk is as follows:

	As at 28 February 2019 £'000	As at 28 February 2018 £'000
Cash at bank and in hand	3,382	-
Interest, dividends and other receivables	2,838	18
	<u>6,220</u>	<u>18</u>

The cash held by the Company at the year-end is held in two U.K. banks. Bankruptcy or insolvency of the bank may cause the Company's rights with respect to the receipt of cash held to be delayed or limited. The Board monitors the Company's risk by reviewing regularly the financial position of the bank and should it deteriorate significantly the Investment Manager will, on instruction of the Board, move the cash holdings to another bank.

Credit risk associated with interest, dividends and other receivables are predominantly covered by the investment management procedures. Other receivables is primary cash held by the share registrar, which has been remitted to the company since year end, and cash at the company's brokers, that is subject to reviews consistent with the banks noted above.

Notes to the Accounts

For the year ended 28 February 2019

14. Financial Instruments (continued)

Market price risk

Market price risk arises mainly from uncertainty about future prices of financial instruments held by the Company. It represents the potential loss the Company might suffer through holding investments in the face of price movements. The Investment Manager actively monitors market prices and reports to the Board, which meets regularly in order to consider investment strategy.

The Company's strategy on the management of market price risk is driven by the Company's investment policy as outlined in the Strategic Report on page 9. The management of market price risk is part of the investment management process. The portfolio is managed with an awareness of the effects of adverse price movements through detailed and continuing analysis, with an objective of maximising overall returns to shareholders.

Holdings in unquoted investments may pose higher price risk than quoted investments. Some of that risk can be mitigated by close involvement with the management of the investee companies along with review of their trading results.

42% (2018: 0%) of the Company's investments are quoted investments and 58% (2018: 0%) are unquoted investments.

Liquidity risk

Details of the Company's unquoted investments are provided in the Investment Portfolio summary on page 5. By their nature, unquoted investments may not be readily realisable and the Board considers exit strategies for these investments throughout the period for which they are held. As at the year end, the Company had no borrowings.

The Company's liquidity risk associated with investments is managed on an ongoing basis by the Investment Manager in conjunction with the Directors and in accordance with policies and procedures in place as described in the Report of the Directors and the Strategic Report. The Company's overall liquidity risks are monitored on a quarterly basis by the Board. The Company maintains access to sufficient cash resources to pay accounts payable and accrued expenses.

Fair value interest rate risk

The benchmark that determines the interest paid or received on the current account is the Bank of England base rate, which was 0.75% at 28 February 2019 (2018: 0.5%).

Cash flow interest rate risk

The Company has exposure to interest rate movements primarily through its cash deposits which track either the Bank of England base rate or LIBOR.

Interest rate risk profile of financial assets

The following analysis sets out the interest rate risk of the Company's financial assets as at 28 February 2019.

	Rate status	Average interest rate	Period until maturity	Total
				£'000
Cash at bank - Metro	Floating	0.10%	-	6
Cash at bank - RBS	Floating	0.25%	-	3,376
Balance of assets	Non-interest bearing		-	10,710
				<u>14,092</u>

Foreign currency risk

The reporting currency of the Company is Sterling. The Company has not held any non-Sterling investments during the year.

Notes to the Accounts

For the year ended 28 February 2019

14. Financial Instruments (continued)

Fair value hierarchy

Financial assets and liabilities measured at fair value are disclosed using a fair value hierarchy that reflects the significance of the inputs used in making the fair value measurements, as follows:-

- Level 1 - Fair value is measured using the unadjusted quoted price in an active market for identical assets.
- Level 2 - Fair value is measured using inputs other than quoted prices that are observable using market data.
- Level 3 - Fair value is measured using unobservable inputs.

Fair values have been measured at the end of the reporting year as follows:-

	2019 £'000	2018 £'000
Level 1		
Investments listed on LSE	3,345	-
Level 3		
Unquoted investments	4,527	-
	<u>7,872</u>	<u>-</u>

The Level 3 investments have been valued in line with the Company's accounting policies and IPEV guidelines. Further details of these investments are provided in the Significant Investments section of the Annual Report on pages 6 to 7.

15. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide an adequate return to shareholders by allocating its capital to assets commensurate with the level of risk.

By its nature, the Company must have an amount of capital, at least 70% (as measured under the tax legislation) of which must be, and remain, invested in the relatively high risk asset class of small UK companies within three years of that capital being subscribed. For accounting periods commencing after 5 April 2019 this increases to 80%.

The Company accordingly has limited scope to manage its capital structure in the light of changes in economic conditions and the risk characteristics of the underlying assets. Subject to this overall constraint upon changing the capital structure, the Company may adjust the amount of dividends paid to shareholders, issue new shares, or sell assets to maintain a level of liquidity to remain a going concern.

The Board has the opportunity to consider levels of gearing, however there are no current plans to do so. It regards the net assets of the Company as the Company's capital, as the level of liabilities is small, and the management of those liabilities is not directly related to managing the return to shareholders.

16. Contingencies, Guarantees and Financial Commitments

There were no commitments, contingencies or guarantees of the Company at the year-end (2018: none).

17. Controlling Party

In the opinion of the Directors there is no immediate or ultimate controlling party.