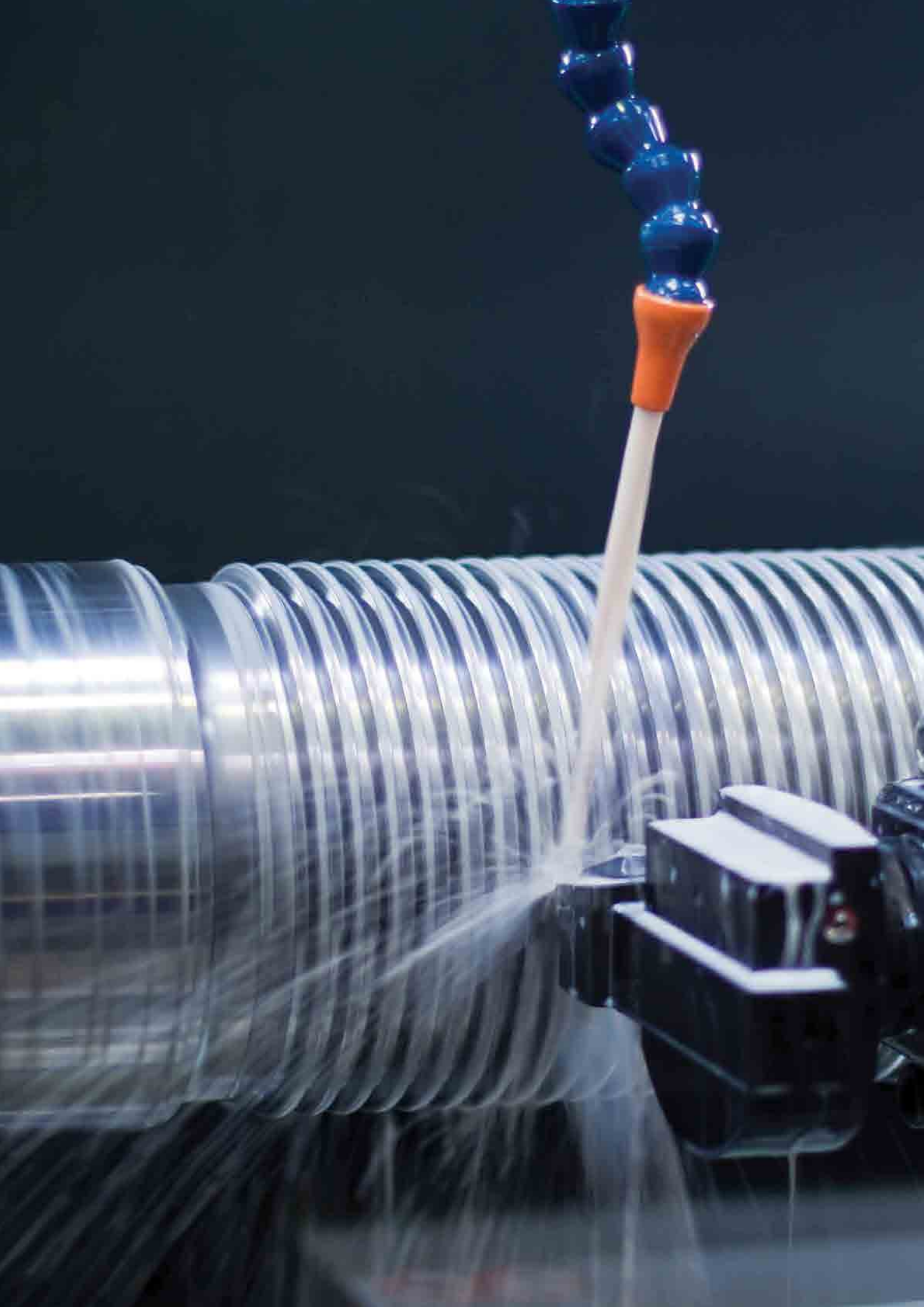




# **MANCHESTER AND LONDON INVESTMENT TRUST PLC**

Annual Report & Financial Statements for the year ended 31 July 2018





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# STRATEGIC REPORT

## Financial summary

	Year to 31 July 2018	Year to 31 July 2017	Percentage increase/ (decrease)
<b>Total Return</b>			
Total return (£'000)	<b>26,792</b>	20,055	33.59%
Return per Ordinary Share	<b>115.27p</b>	92.43p	24.71%
Total revenue return per Ordinary Share	<b>(2.00p)</b>	0.91p <sup>(i)</sup>	(319.78%)
Dividend per Ordinary Share	<b>12.00p</b>	9.00p	33.33%
	As at 31 July 2018	As at 31 July 2017	Percentage increase/ (decrease)
<b>Capital</b>			
Net assets attributable to equity Shareholders <sup>(ii)</sup> (£'000)	<b>130,388</b>	94,661	37.74%
Net asset value ("NAV") per Ordinary Share	<b>532.81p</b>	429.05p	24.18%
NAV total return <sup>(iii)†</sup>	<b>26.87%</b>	26.91%	(0.04%)
Benchmark performance – Total return basis <sup>(iv)</sup>	<b>9.23%</b>	14.71%	(5.48%)
Share price	<b>526.00p</b>	381.00p	38.06%
Share price discount to NAV <sup>†</sup>	<b>1.28%</b>	11.20%	(9.92%)

<sup>(i)</sup> Restated following a change in accounting policy. The total return remains unchanged. See note 2.

<sup>(ii)</sup> NAV as at 31 July 2018 includes a net £1,601,000 increase in respect of own Shares bought back and resold during the year (2017: £1,879,000 increase) and a net £9,628,000 increase in respect of new shares issued in the year (2017: nil).

<sup>(iii)</sup> Total return including dividends reinvested, as sourced from Bloomberg.

<sup>(iv)</sup> MSCI UK Investable Market Index (MXGBIM), as sourced from Bloomberg.

	Year to 31 July 2018	Year to 31 July 2017
<b>Ongoing Charges</b>		
Ongoing charges as a percentage of average net assets*†	<b>1.00%</b>	0.95%

\* Calculated in accordance with the guidelines issued by the Association of Investment Companies (the "AIC").

† See Glossary on page 85.



# STRATEGIC REPORT continued

## Chairman's statement

### Results for the year ended 31 July 2018

The portfolio remains focused on larger capitalisation stocks listed in developed markets which are seeking global growth.

The Company's portfolio performance for the financial year under review has led to a NAV total return per Share of 26.9%\* (2017: 22.3%\*). The outperformance of the Company against our benchmark for the three years to 31 July 2018 on a total return basis now stands at 67.3%\* (2017: 36.6%\*).

The discount the Shares trade at to their NAV per Share has narrowed during the year and was just over 1% at the year end (2017: 11.2%).

### Dividend

The Directors are proposing a final ordinary dividend of 8.0 pence per Share for the financial year 2018. Accordingly, on a per Share basis, the dividends proposed or paid out in respect of the 2018 financial year total 12.0 pence, including the 4.0 pence interim dividend paid in May 2018. These dividends represent a yield of 2.3% on the Share price as at the year end (2017: 2.4%).

### Alternative Investment Fund Manager and Depositary

Following the increase in its assets under management, the Company appointed its Investment Manager, M&L Capital Management Limited (the "Manager" or "MLCM"), as the Alternative Investment Fund Manager (the "AIFM") of the Company and Indos Financial Limited as its Depositary on 17 January 2018, in accordance with the requirements of the EU Alternative Investment Fund Managers Directive ("AIFMD").

### The Board

The Board is delighted to welcome Daniel Wright who was appointed as a non-executive Director of the Company on 29 October 2018. Mr Wright, a chartered accountant, has a broad range of experience in both the public and private sectors and is currently the executive chairman of Accrol Group Holdings plc.

I shall be retiring from the Board at the conclusion of the forthcoming Annual General Meeting, when David Harris will succeed me as Chairman of the Company. Daniel Wright will become the Audit Committee chairman and the Senior Independent Director following the Annual General Meeting. The Audit Committee will comprise Daniel Wright and David Harris.

I have every confidence in the future of the Company under the direction of my colleagues.

### Annual General Meeting

I look forward to welcoming Shareholders to our forty-sixth Annual General Meeting, to be held at the Members Room, Chartered Accountants' Hall, One Moorgate Place, London EC2R 6EA at 11.45 am on Tuesday, 15 January 2019.

### Peter Stanley

Chairman

22 November 2018

\* Source: Bloomberg. See Glossary on page 85.

## Manager's review

### Portfolio management

The portfolio delivered a high double-digit outperformance against the benchmark driven by our sector positioning.

The portfolio segments can be broken down in contribution to base currency performance terms over the year as follows:

Total return of underlying sector holdings in local currency (excluding costs and foreign exchange)	2018	2017
Technology investments	<b>19.5%</b>	21.5%
Consumer investments	<b>8.4%</b>	6.3%
Healthcare investments	<b>0.9%</b>	1.9%
Other (including costs, carry and foreign exchange)	<b>(1.9%)</b>	(2.8%)
Total NAV per Share return	<b>26.9%</b>	26.9%

Source: Bloomberg.

### Technology investments

Technology (under which we include the Information Technology GICS (Global Industry Classification Standard) sector and technology/disruption orientated funds) delivered roughly 72% of NAV total return per Share.

The four largest holdings in this sector, Alphabet Inc, Microsoft Corporation, Alibaba Group Holding Ltd and Tencent Holdings Ltd, accounted for over 50% of the sector return.

Other material positive performers included NVIDIA Corporation, salesforce.com Inc, Polar Capital Technology Trust plc, Scottish Mortgage Investment Trust PLC, PayPal Holdings Inc, Apple Inc, Adobe Systems Inc, ROBO Global Robotics and Automation GO UCITS ETF, Facebook Inc, Intuit Inc and Activision Blizzard Inc. There were no material negative contributors.

We further increased our exposure to technology this year. The portfolio's delta-adjusted exposure to the sector is now around 75% of net assets.

### Consumer investments

Consumer (under which we include both the Consumer Staples and the Consumer Discretionary GICS sectors) delivered around 31% of NAV total return per Share.

Amazon.com Inc was the dominant driver of this return, with the rest of the sector holdings roughly breaking even between them.

Other material positive contributors included LVMH Moët Hennessy Louis Vuitton SE and Pernod Ricard SA.

The only material negative performer was JD.com Inc, which we disposed of during the year.

The portfolio's delta-adjusted exposure to the sector remains around 20% of net assets.

# STRATEGIC REPORT continued

## Healthcare and pharmaceutical investments

Healthcare (under which we include the Healthcare GICS sector and Healthcare-orientated funds) delivered roughly 3% of NAV total return per share.

Material positive contributors included Align Technology Inc and Zoetis Inc.

The only material negative performer was GlaxoSmithKline plc, which we disposed of during the year.

We disposed of all Pharmaceutical exposure during the year and hence the portfolio's delta-adjusted exposure to the Healthcare sector now represents just 1% of net assets.

## Other investments

We increased short positions over the year, particularly in the Real Estate and Banking sectors. Other investments now represent around negative 5% of net assets.

## Professional negligence liability risks

The Manager maintains professional indemnity insurance to cover the potential liability risks arising from professional negligence. The Manager does not hold specific additional own funds against liability arising from its own professional negligence.

## Valuation

The Manager has overall responsibility and oversight on how the Company's assets are priced and valued. In addition, the Manager consults with the Board of the Company in determining the various methodologies and procedures applied when pricing and valuing the securities of the Company.

The Manager's valuation policy sets out its approach to the valuation of the Company's portfolio of assets. Oversight of the policy, and determination of the valuation of assets which are unlisted or for which published prices are not available, is the responsibility of the Manager's Valuation Committee, which operates independently of the Manager's portfolio management function.

The Valuation Committee meets at least on a monthly basis and reports to the Company's Board on all issues relating to the valuation of the Company.

The valuation policy has been prepared to clarify the methodology used in valuing all of the securities that constitute the portfolio of the Company and explains the generic methodology or protocol used for valuing different types of securities, valuation methodologies and procedures for each security that is part of the portfolio of the Company. The values of those securities are an integral part of the Company's NAV and NAV per Share calculation. The NAV of the Portfolio is calculated by the Administrator to the nearest two decimal places in Sterling, which is the base currency of the portfolio, as at the valuation point. The NAV is calculated weekly.

The vast majority of the portfolio consists of quoted equities, whose prices are published by independent sources.



The valuation policy specifies how the Company's securities will be priced. It should, however, be noted that financial reporting requirements oblige the Board to ensure that the audited financial statements of the Company are prepared such that all securities are measured at 'Fair Value'.

Quoted equities, which form the vast majority of the Company's investment portfolio, are valued daily. The valuation intervals of other assets vary according to their nature but all assets are re-valued at least annually.

**M&L Capital Management Limited**

Manager

22 November 2018

# STRATEGIC REPORT continued

## Equity exposures and portfolio sector analysis

### Equity exposures (longs)

As at 31 July 2018

Company	Sector*	Valuation £'000	% of net assets
Amazon.com, Inc.	Consumer Discretionary	25,583	19.62
Alphabet Inc.**	Information Technology	20,471	15.70
Microsoft Corporation**	Information Technology	19,578	15.02
Alibaba Group Holding Ltd**	Information Technology	16,771	12.86
Apple Inc.	Information Technology	6,702	5.14
Tencent Holdings Ltd**	Information Technology	5,831	4.47
salesforce.com, Inc.	Information Technology	4,862	3.73
PayPal Holdings Inc.**	Information Technology	4,828	3.70
Polar Capital Technology Trust plc	Funds	4,826	3.70
Facebook Inc.	Information Technology	4,319	3.31
Scottish Mortgage Investment Trust PLC	Funds	4,062	3.11
NVIDIA Corporation**	Information Technology	3,668	2.81
LVMH Moët Hennessy Louis Vuitton SE**	Consumer Discretionary	2,863	2.20
Zoetis Inc.	Healthcare	2,416	1.85
Adobe Systems Inc.**	Information Technology	2,266	1.74
Activision Blizzard Inc.**	Information Technology	2,211	1.70
Electronic Arts**	Information Technology	2,022	1.55
Booking Holdings**	Consumer Discretionary	1,477	1.13
Match.com**	Information Technology	1,316	1.01
Align Technology	Information Technology	1,108	0.85
Ubisoft**	Information Technology	977	0.75
Zalando**	Consumer Discretionary	871	0.67
Ctrip.com**	Consumer Discretionary	715	0.55
Avast**	Information Technology	260	0.20
<b>Total long equities exposure</b>		<b>140,003</b>	<b>107.37</b>
Unlisted debentures		221	0.17
<b>Total long positions</b>		<b>140,224</b>	<b>107.54</b>
Other net assets and liabilities		(9,836)	(7.54)
<b>Net assets</b>		<b>130,388</b>	<b>100.00</b>

\* GICS – Global Industry Classification Standard.

\*\* Including equity swap exposures as detailed in note 14.

**Portfolio sector analysis**

As at 31 July 2018

Sector	% of net assets
Information Technology	74.5
Consumer Discretionary	24.2
Funds	6.8
Healthcare & Pharmaceuticals	1.8
Unlisted debentures	0.2
Cash and other net assets and liabilities	(7.5)
<b>Net assets</b>	<b>100.0</b>



# STRATEGIC REPORT continued

## Principal portfolio holdings (based on net delta-adjusted exposure)

### Amazon.com Inc. ("Amazon")

Amazon is the world's largest e-commerce company and is a major disruptive force in the retail market. Amazon is also increasingly becoming a much broader content and services platform for both consumers and businesses. In particular, Amazon Web Services is a leading provider of public cloud computing.

### Alphabet Inc. ("Alphabet")

Alphabet is a global technology company that is at the forefront of innovation of internet-based services and future technologies. Current areas of Alphabet's portfolio include online advertising, Google search, YouTube, cloud computing, Nest and Android operating systems. Future areas of growth for Alphabet may also include Internet of Things, driverless vehicles, healthcare and artificial intelligence.

### Microsoft Corporation ("Microsoft")

Microsoft is best known for the Windows operating system and Office products. Longer-term focus for Microsoft lies in the public cloud market, where it is building a strong platform to compete against Amazon and Alphabet.

### Alibaba Group Holding Ltd ("Alibaba")

Alibaba is China's largest e-commerce platform. We expect e-commerce to drive further share gains from traditional retail channels. Like Amazon, Alibaba is also extending its platform in new directions, with payments, media, entertainment and cloud offerings.

### Tencent Holdings Ltd ("Tencent")

Tencent is a Chinese internet giant, with positions in online gaming, social media, digital payments and digital entertainment.

### Polar Capital Technology Trust plc ("Polar Capital")

Polar Capital is a technology-focused investment trust. The fund gives us exposure to more niche areas of the sector and trades at a small discount.

### PayPal Holdings Inc. ("Paypal")

PayPal is a global digital payments company. We see growth driven by increasing penetration of e-commerce and technological disruption to traditional payment models.

### Facebook Inc. ("Facebook")

Facebook is the largest global social media platform. The company is building an interesting portfolio of other social media platforms and technologies, such as WhatsApp, Messenger and Oculus Rift VR to strengthen the Facebook ecosystem.

### Scottish Mortgage Investment Trust PLC ("Scottish Mortgage")

Scottish Mortgage is a disruption-orientated investment trust managed by Baillie Gifford. They share a similar philosophy to us and allow us to get exposure to a number of non-listed fast growth companies such as Uber and Airbnb.

### NVIDIA Corporation ("Nvidia")

Nvidia is the world leader in graphics processing unit (GPU) chips, used for video games, artificial intelligence and cloud applications.

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Percentage of portfolio by holding at the year end\*:

Alphabet Inc.	15.71%
Amazon.com Inc.	15.60%
Microsoft Corporation	15.03%
Alibaba Group Holding Limited	12.87%
Tencent Holdings Ltd	4.31%
Polar Capital Technology Trust plc	3.70%
PayPal Holdings Inc.	3.39%
Facebook Inc.	3.29%
Scottish Mortgage Investment Trust PLC	3.12%
NVIDIA Corporation	2.82%

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\* Based on net delta-adjusted exposure.

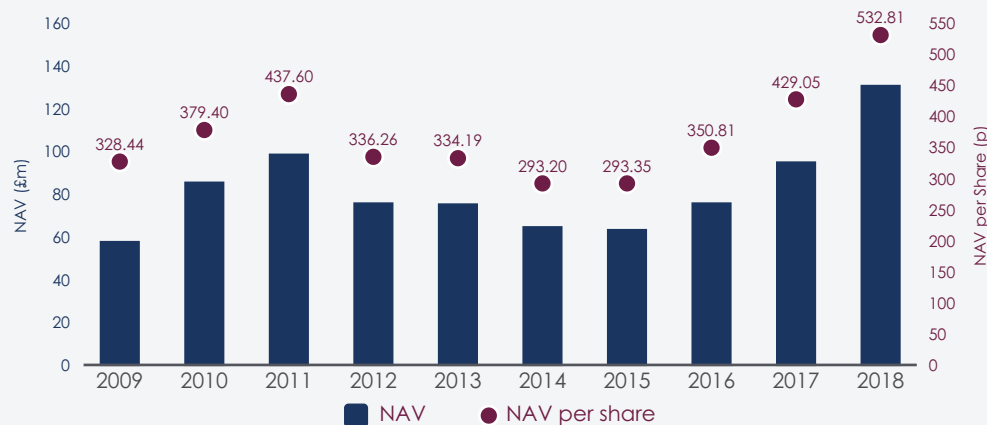
# STRATEGIC REPORT continued

## Investment record of the last ten years

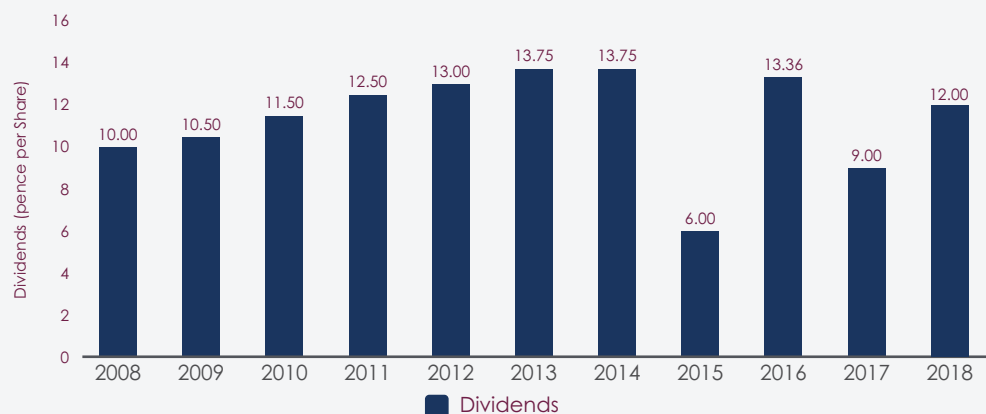
Year ended	Total return £'000	Return per Ordinary Share* (p)	Dividend per Ordinary Share (p)	Net assets £'000	NAV per Share* (p)
31 July 2009	645	4.43	10.50	57,495	328.44
31 July 2010	13,151	71.75	11.50	85,203	379.40
31 July 2011	15,691	69.87	12.50	98,267	437.60
31 July 2012	(19,945)	(88.81)	13.00	75,515	336.26
31 July 2013	2,522	11.23	13.75	75,050	334.19
31 July 2014	(6,295)	(28.08)	13.75	64,361	293.20
31 July 2015	2,483	11.47	6.00	63,074	293.35
31 July 2016	13,424	62.50	13.36	75,546	350.81
31 July 2017	20,055	92.43	9.00	94,661	429.05
<b>31 July 2018</b>	<b>26,792</b>	<b>115.27</b>	<b>12.00</b>	<b>130,388</b>	<b>532.81</b>

\* Basic and fully diluted.

### To 31 July



### To 31 July





**Business model**

The Company is an investment company as defined by Section 833 of the Companies Act 2006 and operates as an investment trust in accordance with Section 1158 of the Corporation Tax Act 2010.

The Company is also governed by the Listing Rules and Disclosure Guidance and Transparency Rules of the Financial Conduct Authority (the "FCA") and is listed on the Premium Segment of the Main Market of the London Stock Exchange under the EPIC code "MNL".

A review of investment activities for the year ended 31 July 2018 is detailed in the Manager's Review on pages 5 to 7.

**Investment objective**

The investment objective of the Company is to achieve capital appreciation together with a reasonable level of income.

**Investment policy****Asset allocation**

The Company's investment objective is sought to be achieved through a policy of actively investing in a diversified portfolio, comprising UK and overseas equities and fixed interest securities. The Company seeks to invest in companies whose shares are admitted to trading on a regulated market. However, it may invest in a small number of equities and fixed interest securities of companies whose capital is not admitted to trading on a regulated market. Investment in overseas equities is utilised by the Company to increase the risk diversification of the Company's portfolio and to reduce dependence on the UK economy in addressing the growth and income elements of the Company's investment objective.

The Company may invest in derivatives, money market instruments, currency instruments, contracts for differences ("CFDs"), futures, forwards and options for the purposes of (i) holding investments and (ii) hedging positions against movements in, for example, equity markets, currencies and interest rates.

There are no maximum exposure limits to any one particular classification of equity or fixed interest security. The Company's investments are not limited to any one industry sector and its current investment portfolio is spread across a range of sectors. The Company has no specific criteria regarding market capitalisation or credit ratings in respect of investee companies.

**Risk diversification**

The Company intends to maintain a relatively focused portfolio, seeking capital growth by investing in approximately 20 to 40 securities. The Company will not invest more than 15% of the gross assets of the Company at the time of investment in any one security. However, the Company may invest up to 50% of the gross assets of the Company at the time of investment in an investment company subsidiary, subject always to other restrictions set out in this investment policy and the Listing Rules.

The Company intends to be fully invested whenever possible. However, during periods in which changes in economic conditions or other factors so warrant, the Manager may reduce the Company's exposure to one or more asset classes and increase the Company's position in cash and/or money market instruments.

# STRATEGIC REPORT continued

## **Gearing**

The Company may borrow to gear the Company's returns when the Manager believes it is in Shareholders' interests to do so. The Company's investment policy and the Articles permit the Company to incur borrowing up to a sum equal to two times the adjusted total of capital and reserves. Any change to the Company's borrowing policy will only be made with the approval of Shareholders by special resolution.

The effect of gearing may be achieved without borrowing by investing in a range of different types of investments including derivatives. The Company will not enter into any investments which have the effect of increasing the Company's net gearing beyond the above limit.

## **General**

In addition to the above, the Company will observe the investment restrictions imposed from time to time by the Listing Rules which are applicable to investment companies with shares listed on the Official List of the United Kingdom Listing Authority ("UKLA") under Chapter 15.

In accordance with the Listing Rules, the Company will manage and invest its assets in accordance with the Company's investment policy. Any material changes in the principal investment policies and restrictions (as set out above) of the Company will only be made with the approval of Shareholders by ordinary resolution.

In the event of any breach of the investment restrictions applicable to the Company, Shareholders will be informed of the remedial actions to be taken by the Board and the Manager by an announcement issued through a regulatory information service approved by the FCA.

## **Dividend policy**

The Company may declare dividends as justified by funds available for distribution. The Company will not retain in respect of any accounting period an amount which is greater than 15% of revenue profit in that period.

The dividend payments are split in order to better reflect the sources of the Company's income. Recurring income from dividends on underlying holdings is paid out as ordinary dividends, whilst non-recurring (other investment) income is paid out as special dividends.

## **Results and dividends**

The results for the year are set out in the Statement of Comprehensive Income on page 62 and in the Statement of Changes in Equity on page 63.

For the year ended 31 July 2018, the net revenue return attributable to Shareholders was negative £465,000 (2017: positive £198,000) and the net capital return attributable to Shareholders was £27,257,000 (2017: £19,857,000). Total Shareholders' funds increased by 37.7% to £130,388,000 (2017: £94,661,000).

The dividends paid/proposed by the Board for 2017 and 2018 are set out below:

	<b>Year ended 31 July 2018 pence per Share</b>	Year ended 31 July 2017 pence per Share
Interim ordinary dividend	<b>4.00</b>	1.82
First special dividend	–	1.18
Proposed final ordinary dividend	<b>8.00</b>	1.76
Proposed final special dividend	–	4.24
	<b>12.00</b>	9.00

Subject to the approval of Shareholders at the forthcoming Annual General Meeting, the proposed final ordinary dividend will be payable on 15 February 2019 to Shareholders on the register at the close of business on 25 January 2019. The ex-dividend date will be 24 January 2019.

Further details of the dividends paid in respect of the years ended 31 July 2018 and 31 July 2017 are set out in note 8 on page 74.

#### Principal risks and uncertainties

The Board considers that the following are the principal risks and uncertainties facing the Company and the actions taken to manage each of these are set out below. If one or more of these risks materialised, it could potentially have a significant impact upon the Company's ability to achieve its investment objective. These risks are formalised within the risk matrix maintained by the Company's Manager.

<b>Risk</b>	<b>How the risk is managed</b>
<b>Investment Performance Risk</b> The performance of the Company may not be in line with its investment objectives.	<p>Investment performance is monitored daily by both the investment and risk functions of the AIFM. This includes a daily performance attribution analysis from the independent risk function (on both an absolute and relative basis) highlighting the return contribution of all investments. The AIFM takes an active risk management approach and regularly cuts or hedges underperforming investments.</p> <p>Other investment risk metrics monitored on a daily basis include: Delta-Adjusted Exposure, Parametric Value at Risk, Monte Carlo Simulation Value at Risk, Historical Simulation Value at Risk (VaR measures are calculated at 95%, 97.5% and 99% confidence levels), FX exposure, Portfolio Beta, Portfolio Gamma, Net Long Exposure/Net Assets ratio, Active Share, Portfolio Historic Volatility, Portfolio Modelled Volatility and the key drivers of modelled volatility.</p>



# STRATEGIC REPORT continued

Risk	How the risk is managed
<b>Key Man Risk and Reputational Risk</b> The Company may be unable to fulfil its investment objectives following the departure of critical staff.	<p>The AIFM has a remuneration policy that incentivises key staff to take a long-term view as variable rewards are spread over a five-year period. The AIFM also has documented policies and procedures, including a business continuity plan, to ensure continuity of operations in the unlikely event of a departure.</p> <p>The AIFM has a comprehensive compliance framework to ensure strict adherence to relevant governance rules and requirements.</p>
<b>Fund Valuation Risk</b> The Company's valuation is not accurately represented to investors.	<p>NAVs are produced independently by the Administrator, based on the Company's valuation policy.</p> <p>Valuation is overseen and reviewed by the AIFM's Valuation Committee which reconciles and checks NAV reports prior to publication.</p> <p>It should be noted that the vast majority of the portfolio consists of quoted equities, whose prices are provided by independent market sources; hence material input into the valuation process is rarely required from the Valuation Committee.</p>
<b>Third-Party Service Providers</b> Failure of outsourced service providers in performing their contractual duties.	<p>All outsourced relationships are subject to an extensive dual-directional due diligence process and to ongoing monitoring. Where possible, the Company appoints a diversified pool of outsourced providers to ensure continuity of operations should a service provider fail.</p> <p>The cyber security of third-party service providers is a key risk that is monitored on an ongoing basis. The safe custody of the Company's assets may be compromised through control failures by the Depositary or Custodian, including cyber security incidents. To mitigate this risk, the AIFM receives monthly reports from the Depositary confirming safe custody of the Company's assets held by the Custodian.</p>

Risk	How the risk is managed
<b>Regulatory Risk</b> A breach of regulatory rules/ other legislation resulting in the Company not meeting its objectives or investors' loss.	<p>The AIFM adopts a series of pre-trade and post-trade controls to minimise breaches. MLCM uses a fully integrated order management system, electronic execution system, portfolio management system and risk system developed by Bloomberg. These systems include automated compliance checks, both pre and post execution, in addition to manual checks from the investment team. All trades are reviewed by the Chief Risk and Compliance Officer at MLCM prior to release to the Prime Broker. The AIFM undertakes ongoing compliance monitoring of the portfolio through a system of daily reporting.</p> <p>Furthermore, there is additional oversight from the Depositary, which ensures that there are three distinct layers of independent monitoring.</p>
<b>Fiduciary Risk</b> The Company may not be managed to the agreed guidelines.	<p>The Company has a clear documented investment policy and risk profile. A strong system and monitoring culture, with an independent second line function, provide oversight on a daily basis and more formally through various monthly governance committees.</p>
<b>Fraud Risk</b> Fraudulent actions may cause harm to the Company's investment activities and objectives.	<p>The AIFM has extensive fraud prevention controls and adopts a zero tolerance approach towards fraudulent behaviour and breaches of protocol surrounding fraud prevention. The transfer of cash or securities involve the use of dual authorisation and two factor authentication to ensure fraud prevention, such that only authorised personnel are able to access the core systems and submit transfers. The second line of defence has access to core systems to ensure complete oversight of all transactions.</p>

# STRATEGIC REPORT continued

In addition to the above, the Board considers the following to be the principal financial risks associated with investing in the Company: market risk, interest rate risk, liquidity risk, currency rate risk and credit and counterparty risk. An explanation of these risks and how they are managed along with the Company's capital management policies are contained in note 18 of the Financial Statements on pages 80 to 83.

The Board, through the Audit Committee, has undertaken a robust assessment and review of all the risks stated above and in note 18 of the Financial Statements, together with a review of any new risks which may have arisen during the year, including those that would threaten its business model, future performance, solvency or liquidity.

In accordance with guidance issued to directors of listed companies, the Directors confirm that they have carried out a review of the effectiveness of the systems of internal financial control during the year ended 31 July 2018, as set out on pages 36 and 37. There were no matters arising from this review that required further investigation and no significant failings or weaknesses were identified.

## **Year-end gearing**

At the year end, gross long equity exposure represented 107.37% (2017: 109.97%) of net assets.

## **Key performance indicators**

The Board considers the most important key performance indicator to be the comparison with its benchmark index. This is referred to in the Financial Summary on page 3.

The other key measures by which the Board judges the success of the Company are the Share price, the NAV per Share and the ongoing charges measure.

Total net assets at 31 July 2018 amounted to £130,388,000 compared with £94,661,000 at 31 July 2017, an increase of 37.74%, whilst the fully diluted NAV per Ordinary Share increased to 532.81p from 429.05p.

Net revenue return after taxation for the year was a negative £465,000 (2017: positive £198,000), a decrease of 334.85%.

The Share price during the period under review has been quoted at discounts to NAV ranging from 17.69% to a premium of 1.93%.

Ongoing charges set out on page 3 is a measure of the total expenses (including those charged to capital) expressed as a percentage of the average net assets over the year. The Board regularly reviews the ongoing charges measure and monitors Company expenses.

## **Future development**

The Board and the Manager do not currently foresee any material changes to the business of the Company in the near future.

**Management arrangements**

Under the terms of the management agreement, MLCM will manage the Company's portfolio in accordance with the investment policy determined by the Board. The management agreement has a termination period of three months. At a General Meeting of the Company held on 2 May 2018, the Company was authorised to enter into a side letter to the management agreement, which replaced the existing portfolio management fees and performance fees with a variable portfolio management fee. Details of the revised fee arrangements and the fees paid to the Manager during the year are disclosed in note 4 to the Financial Statements.

The Manager is authorised and regulated by the FCA.

M&M Investment Company Plc, which is controlled by Mark Sheppard who forms part of the Manager's investment management team, is the controlling Shareholder of the Company. Further details regarding this are set out in the Directors' Report on page 26.

**Alternative Investment Fund Managers Directive (the "AIFMD")**

The AIFMD is applicable to all alternative investment funds including the Company. During the year, MLCM, in its capacity as the then Sub-Threshold Manager of the Company, submitted a notice to the FCA that their assets under management from managing the Company had permanently exceeded the sub-threshold limit under the AIFMD on 26 July 2017. Subsequently, as stated in the Chairman's Statement on page 4, MLCM was appointed as the Company's AIFM with effect from 17 January 2018. As a result, in addition to the portfolio management fees set out above, MLCM receives an annual risk management and valuation fee of £59,000 to undertake its duties as the AIFM.

The AIFMD requires certain information to be made available to investors before they invest and requires that material changes to this information be disclosed in the Annual Report.

**Remuneration**

In the year to 31 July 2018, the total remuneration paid to the entire staff of the Manager was £380,000 (2017: £327,000), payable to an average staff number throughout the year of 3 (2017: 2).

The management of MLCM is undertaken by Mark Sheppard and Richard Morgan, to whom a combined total of £263,000 (2017: £325,000) was paid by the Manager during the year.

The remuneration policy of the Manager is to pay fixed annual salaries, with non-guaranteed bonuses, dependent upon performance only. These bonuses are generally paid in the Company's Shares, released over a three-year period.

# STRATEGIC REPORT continued

## **Leverage**

For the purposes of AIFMD, leverage is any method which increases the Company's exposure, including the borrowing of cash and the use of derivatives. It is expressed as a ratio between the Company's exposure and its net asset value and can be calculated on a gross and a commitment method. Under the gross method, exposure represents the sum of the Company's positions after the deduction of Sterling cash balances, without taking into account any hedging and netting arrangements. Under the commitment method, exposure is calculated without the deduction of Sterling cash balances and after certain hedging and netting positions are offset against each other.

The leverage policy has been approved by the Company and the AIFM. The policy limits the leverage ratio that can be deployed by the Company at any one time to 275% (gross method) and 250% (commitment method). This includes any gearing created by its investment policy. This is a maximum figure as required by regulation and not necessarily the amount of leverage that is actually used. The leverage ratio as at 31 July 2018 measured by the gross method was 141% and that measured by the commitment method was 117%.

## **Risk profile**

The risk profile of the Company as measured through the Synthetic Risk Reward Indicator ("SRRI") score is currently at 6 on a scale of 1 to 7 as at 31 July 2018. This score is calculated on the Company's five-year annualised NAV volatility. Liquidity, counterparty and currency risks are not captured on the scale. The Manager will periodically disclose the current risk profile of the Company to investors. The Company will make this disclosure on its website at the same time as it makes its Annual Report and Financial Statements available to investors or more frequently at its discretion.

## **Liquidity arrangements**

The Company currently holds no assets that are subject to special arrangements arising from their illiquid nature. The Company would disclose the percentage of its assets subject to such arrangements, if applicable, on its website at the same time as it makes its Annual Report and Financial Statements available to investors or more frequently at its discretion.

## **Continuing appointment of the Manager**

The Board keeps the performance of MLCM, in its capacity as the Company's Manager, under continual review. It has noted the good long-term performance record and commitment, quality and continuity of the team employed by the Manager. As a result, the Board concluded that it was in the best interests of the Shareholders as a whole that the appointment of the Manager on the agreed terms should continue.



**Human rights, employee, social and community issues**

The Board consists entirely of non-executive Directors. The Company has no employees and day-to-day management of the business is delegated to the Manager and other service providers. As an investment trust, the Company has no direct impact on the community or the environment, and as such has no human rights, social or community policies. In carrying out its investment activities and in relationships with suppliers, the Company aims to conduct itself responsibly, ethically and fairly. Further details of the Environmental, Social and Governance policy can be found in the Statement of Corporate Governance on pages 37 and 38. Details of the Company's Board composition and related diversity considerations can be found in the Statement of Corporate Governance on page 33.

**Gender diversity**

At 31 July 2018, the Board comprised three male Directors. As stated in the Statement of Corporate Governance, the appointment of any new Director is made on the basis of merit.

**Approval**

This Strategic Report has been approved by the Board and signed on its behalf by:

**Peter Stanley**

Chairman

22 November 2018



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Rate

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ml/min

ml/hr

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Actual

Volume

1.2

ml

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Duration

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Shift

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Program

Arming

Single

Run

Stop

# DIRECTORS

All the Directors are non-executive. Mr Stanley, Mr Harris and Mr Wright are independent of the Company's Manager.

## **Peter Stanley**

Mr Stanley was appointed to the Board on 25 November 1997 and appointed as Chairman on 25 November 2000. He was previously a director and chairman of Williams de Broë plc (until 1993) and chairman of BWD Securities plc (1995-2000). Mr Stanley was also chairman of the Firms Accounts Committee of the London Stock Exchange and chairman of the Capital Committee of The Securities Association.

Mr Stanley is the Chairman of the Board and is a member of the Audit Committee. He will be retiring from the Company at the conclusion of the Annual General Meeting in January 2019.

## **David Harris**

Mr Harris was appointed to the Board on 29 May 2009 following the acquisition of OSP Limited (formerly Osprey Smaller Companies Income Fund Limited). He is a non-executive director of The Character Group plc and F&C Managed Portfolio Trust PLC. He is also the chief executive of InvaTrust Limited. Mr Harris was a non-executive director of Aseana Properties Limited until July 2018 and Chelverton UK Dividend Trust PLC and Chelverton Small Companies ZDP PLC until September 2018.

Mr Harris is the Chairman of the Audit Committee and the Senior Independent Director of the Company. He will become Chairman of the Company on the retirement of Peter Stanley.

## **Brett Miller**

Mr Miller was appointed to the Board on 30 August 2013. He is an executive director of Ranger Direct Lending Fund plc. Mr Miller is a non-executive director of The Local Shopping REIT PLC, EIH plc, M&L Property and Assets plc and TR Asia Value Fund. Mr Miller is also a director of M&L Capital Management Global Fund ICAV. He graduated from the University of the Witwatersrand (South Africa) with a bachelors degree majoring in law and economics and additionally holds a law degree from the London School of Economics (after having relocated to the United Kingdom in 1988). He qualified as a solicitor and practised until December 1997. Mr Miller is head of governance and risk oversight and also sits on the risk management committee of MLCM, the Company's Manager; he is therefore not deemed to be independent.

Mr Miller is a member of the Audit Committee.

## **Daniel Wright**

Mr Wright was appointed to the Board on 29 October 2018. He is the executive chairman of Accrol Group Holdings plc and held a board role at Accrol Group Holdings Limited, prior to its IPO, from July 2014 to June 2016. His current chairmanships also include Vision Support Services Group Limited, a private company that he founded and grew to become Europe's leading distributor of textiles to the hospitality sector. He is a director of SolasCure Limited. Mr Wright was previously the founder partner, chief operating officer and head of portfolio at NorthEdge Capital. He has also held previous roles at Cable Partners LLC, Deutsche Morgan Grenfell Private Equity and The Royal Bank of Scotland. Mr Wright qualified as a Chartered Accountant with Arthur Andersen in 1996.

Mr Wright is a member of the Audit Committee. He will become the chairman of the Audit Committee and the Senior Independent Director following the Annual General Meeting.

# DIRECTORS' REPORT

The Directors present their report and the audited Financial Statements for the year ended 31 July 2018.

## Directors

The Directors of the Company are listed on page 23. All served throughout the year under review with the exception of Daniel Wright, who was appointed as a non-executive Director on 29 October 2018.

Peter Stanley will be retiring as Chairman and a Director at the conclusion of the forthcoming Annual General Meeting and will therefore not offer himself for re-election.

In accordance with the Company's Articles of Association and the recommendations of the UK Corporate Governance Code, Mr Wright will stand for election at the Annual General Meeting. The remaining Directors will stand for re-election.

Further details about the election/re-election of the Directors are given in the Statement of Corporate Governance on page 33.

## Share capital

At 31 July 2018, the Company's issued Share capital comprised 24,471,985 Ordinary Shares of 25 pence each, of which none were held in Treasury.

At general meetings of the Company, Ordinary Shareholders are entitled to one vote on a show of hands and on a poll, to one vote for every Ordinary Share held. Shares held in Treasury do not carry voting rights.

In circumstances where Chapter 11 of the Listing Rules would require a proposed transaction to be approved by Shareholders, the controlling Shareholder (see page 26 for further details) shall not vote its Shares on that resolution. In addition, any Director of the Company appointed by M&M Investment Company Plc, the controlling Shareholder, shall not vote on any matter where conflicted and they will act independently from M&M Investment Company Plc and have due regard to their fiduciary duties.

## Issue of Shares

At the 2017 Annual General Meeting, Shareholders approved the Board's proposal to authorise the Company to allot Ordinary Shares up to an aggregate nominal amount of £1,846,899; additional Ordinary Shares could be allotted up to a further aggregate nominal amount of £1,846,899 by way of a rights issue. In addition, the Directors were authorised to issue shares up to an aggregate nominal value of £554,069 on a non-pre-emptive basis.

On 6 December 2017, the Company announced that M&M Investment Company Plc, the controlling Shareholder in the Company, had subscribed for 1,078,849 new Ordinary Shares of 25 pence each at 444.92 pence per Share. These Shares were admitted to trading on the London Stock Exchange on 12 December 2017. This transaction was deemed to be a smaller related party transaction within the definition of Listing Rule 11.1.10R as the percentage ratios were less than 5% but exceeded the 0.25% threshold set out in LR 11.1.10R(1).

The Company further announced on 24 January 2018 that it had issued 125,000 new Ordinary Shares of 25 pence each at a price of 480.50 pence per Share in order to meet ongoing market demand. These Shares were admitted to trading on the London Stock Exchange on 30 January 2018.

At a General Meeting held on 2 May 2018, the Board was authorised to issue further Ordinary Shares up to a maximum nominal amount of £1,177,129.25; the Company was also granted the authority to issue these Shares on a non-pre-emptive basis. In addition, a resolution was passed at the General Meeting permitting the Company to issue Shares pursuant to these authorities to M&M Investment Company Plc as a related party of the Company.

On 6 June 2018, the Company announced that M&M Investment Company Plc had subscribed for 811,094 new Ordinary Shares of 25 pence each at 533.20 pence per Share. These Shares were admitted to trading on the London Stock Exchange on 12 June 2018.

Post year end, the Company announced on 12 September 2018 that M&M Investment Company Plc had subscribed for 673,034 new Ordinary Shares of 25 pence each at 542.30 pence per Share. These Shares were admitted to trading on the London Stock Exchange on 18 September 2018.

All share issues detailed above were made at a price equal to the latest reported NAV as at the day of the issue.

As at the date of this report, the total voting rights were 25,145,019.

#### **Purchase of Shares**

At the 2017 Annual General Meeting, Shareholders approved the Board's proposal to authorise the Company to acquire up to 14.99% of its issued Share capital (excluding Treasury Shares) amounting to 3,322,201 Shares.

The Company did not purchase any of its own Shares during the year or since the year end.

#### **Sale of Shares from Treasury**

At the 2017 Annual General Meeting, Shareholders approved the Board's proposal to authorise the Company to waive pre-emption rights in respect of up to 2,216,276 Treasury Shares and to permit the allotment or sale of Shares from Treasury at a discount to NAV.

During the year, the Company sold 394,254 (with a nominal value of £98,563.50) of its Ordinary Shares from Treasury for a net consideration (after costs) of £1,601,000, generating a surplus of £617,000 which is recognised in the Share Premium account. The number of Shares sold out of Treasury during the year, as set out below, represented 1.8% of the issued Share capital at 31 July 2017:

- on 3 October 2017, 100,000 Shares sold at 385p per Share;
- on 20 October 2017, 75,000 Shares sold at 400p per Share;
- on 27 October 2017, 75,000 Shares sold at 410p per Share;
- on 31 October 2017, 94,254 Shares sold at 420p per Share; and
- on 1 November 2017, 50,000 Shares sold at 430p per Share.

As at the date of this report, no shares were held in Treasury.

# DIRECTORS' REPORT continued

## Substantial shareholdings

The Company has been informed of the following notifiable interests in the Company's Ordinary Share capital carrying voting rights as at 31 July 2018:

	Number of Shares held	% of total voting rights
M&M Investment Company Plc	13,076,964	53.44
Canaccord Genuity Group Inc.	932,280	3.81

Following the year end, the Company has been informed of the following changes in interests as at the date of this report:

	Number of Shares held	% of total voting rights
M&M Investment Company Plc	13,724,998	54.58

## Controlling Shareholder

M&M Investment Company Plc, which is controlled by Mark Sheppard who forms part of the investment management team at MLCM, is the controlling Shareholder of the Company.

The Company has in place a continuing, written and legally binding relationship agreement with M&M Investment Company Plc and its associates, ensuring compliance with the independence provisions set out in Listing Rule 6.5.4R. Since entering the relationship agreement, the Company has fully complied with the independence provisions included within this agreement and, so far as the Company is aware, the independence provisions included in this agreement have also been complied with during the period under review by the controlling Shareholder and its associates. The relationship agreement is available on the Company's website.

Under the shareholder relationship agreement between the Company and M&M Investment Company Plc, the Controlling Shareholder can appoint non-executive Directors to the Board, as long as the majority of these appointments are deemed to be independent from M&M Investment Company Plc and the appointment of all Directors are not to the detriment of the Shareholders as a whole.

As at the date of this report, M&M Investment Company Plc holds 54.58% of the issued share capital of the Company.

## Information about securities carrying voting rights

The following information is disclosed in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and DTR 7.2.6 of the FCA's Disclosure Guidance and Transparency Rules.

- The Company's capital structure and voting rights are summarised on pages 24 and 25.
- Details of the substantial Shareholders of the Company are set out above.



- An amendment to the Company's Articles of Association and the giving of powers to issue or buy back the Company's Shares requires an appropriate resolution to be passed by Shareholders. Proposals to grant powers to the Board to issue and buy back Shares are set out in the Notice of the Annual General Meeting.
- There are no restrictions concerning the transfer of securities in the Company; no restrictions on voting rights (with the exception of those disclosed on page 24); no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements which the Company is party to that might affect its control following a successful takeover bid.

### **Dividends**

Details of the interim dividend paid by the Company during the year and the final ordinary dividend recommended by the Board are set out in the Strategic Report on pages 4 and 15.

### **Events after the reporting period**

Events since the end of the reporting period are detailed in note 21 on page 83.

### **Financial risk management**

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

### **Corporate Governance**

The Statement of Corporate Governance on pages 31 to 38 forms part of the Directors' Report.

### **Going concern**

The Directors consider that it is appropriate to adopt the going concern basis in preparing the Financial Statements. After making enquiries, and bearing in mind the nature of the Company's business and assets, the Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. In arriving at this conclusion, the Directors have considered the liquidity of the portfolio and the Company's ability to meet obligations as they fall due for a period of at least 12 months from the date that these Financial Statements were approved.

Cashflow projections have been reviewed and show that the Company has sufficient funds to meet both its contracted expenditure and its discretionary cash outflows in the form of the dividend policy.

# DIRECTORS' REPORT continued

## Viability statement

The Directors have assessed the prospects of the Company over a five-year period. The Directors consider five years to be a reasonable time horizon to consider the continuing viability of the Company, however they also consider viability for the longer-term foreseeable future.

In their assessment of the viability of the Company, the Directors have considered each of the Company's principal risks and uncertainties as set out in the Strategic Report on pages 3 to 21 and in particular, have considered the potential impact of a significant fall in global equity markets on the value of the Company's investment portfolio overall. The Directors have also considered the Company's income and expenditure projections and the fact that the Company's investments mainly comprise readily realisable securities which could be sold to meet funding requirements if necessary. On that basis, the Board considers that five years is an appropriate time period to assess continuing viability of the Company.

In forming their assessment of viability, the Directors have also considered:

- internal processes for monitoring costs;
- expected levels of investment income;
- performance of the Manager;
- portfolio risk profile;
- liquidity risk;
- gearing limits;
- counterparty exposure; and
- financial controls and procedures operated by the Company.

Based upon these considerations, 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 five-year period.

## Greenhouse gas emissions

The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, including those within its underlying portfolio.

## Requirements of the Listing Rules

Listing Rule 9.8.4 requires the Company to include specified information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The information required under:

- i. Listing Rule 9.8.4(7) in relation to Shares issued by the Company is set out on pages 24 and 25; and
- ii. Listing Rule 9.8.4(14) regarding the Controlling Shareholder is set out page 26.

The Directors confirm that no additional disclosures are required in relation to Listing Rule 9.8.4.

**Auditor information**

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

**Auditor**

Deloitte LLP was appointed as the Company's Auditor on 28 November 2016. It has expressed its willingness to continue in office as Auditor of the Company and a resolution for its re-appointment and for the Directors to determine its remuneration will be proposed at the forthcoming Annual General Meeting.

**Annual General Meeting**

The Annual General Meeting of the Company will be held at the Members Room, Chartered Accountants' Hall, One Moorgate Place, London EC2R 6EA on Tuesday, 15 January 2019 at 11.45 am.

A separate notice convening the Annual General Meeting has been distributed to Shareholders, which includes an explanation of the items of business to be considered at the meeting. This notice can also be found on the Company's website.

By order of the Board

**Link Company Matters Limited**

Company Secretary

22 November 2018



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# STATEMENT OF CORPORATE GOVERNANCE

## Statement of Corporate Governance

This corporate governance statement forms part of the Directors' Report.

### Introduction

The Board is accountable to Shareholders for the governance of the Company's affairs and is committed to maintaining high standards of corporate governance and the principles of good governance as set out in the UK Corporate Governance Code (the "UK Code") issued by the Financial Reporting Council in April 2016, a copy of which can be found at [www.frc.org.uk](http://www.frc.org.uk).

### Statement of compliance with the UK Code

Pursuant to the Listing Rules of the UKLA, the Company is required to provide shareholders with a statement on how the main and supporting principles set out in the UK Code have been applied and whether the Company has complied with the provisions of the UK Code. The Board recognises the importance of a strong corporate governance culture and has established a framework for corporate governance which it considers to be appropriate to the business of the Company as an investment trust.

The Board has reviewed the principles and recommendations of the UK Code and considers that it has complied throughout the year, except as disclosed below:

- Directors are not appointed for a specified term as all Directors are non-executive and the Company's Articles of Association require that one-third of the Directors eligible to retire by rotation retire from office at each annual general meeting of the Company. In addition, the Company has adopted the policy of all Directors standing for re-election annually;
- in light of the responsibilities retained by the Board and the Audit Committee and the responsibilities delegated to the Company's third party service providers, including the Manager, the Company has not appointed a chief executive officer;
- given the structure and size of the Board, the Board does not consider it necessary to appoint separate management engagement, remuneration or nomination committees, and the roles and responsibilities normally reserved for these committees are a matter for the full Board; and
- the Company does not have an internal audit function as all of the Company's management functions are performed by third parties whose internal controls are reviewed by the Board. However, the need for an internal audit function is reviewed by the Audit Committee annually.

### Board of Directors

Under the leadership of the Chairman, the Board is responsible for the effective stewardship of the Company's affairs, including corporate strategy, corporate governance, risk assessment and overall investment policy. The Directors have overall responsibility for review of the Company's investment activity and performance and the control and supervision of the Manager and other service providers of the Company.

The Board consists of four non-executive Directors, three of whom are considered to be independent of the Company's Manager. The Board seeks to ensure that it has an appropriate balance of skills and experience, and considers that, collectively, the Directors have substantial experience of investment trusts and public company management.

# STATEMENT OF CORPORATE GOVERNANCE

continued

Following the year end, the Board determined that it would be appropriate to appoint an additional Director to complement the existing skills and experience of the other Directors. Following a shortlisting process led by the independent Directors, Daniel Wright was appointed as an independent non-executive Director of the Company with effect from 29 October 2018. No executive search firm or open advertising was used in connection with the appointment as the Board was satisfied that the short list of candidates put together by the independent Directors provided sufficiently diverse and qualified candidates with appropriate experience to bring to the Board.

As set out in the Chairman's Statement on page 4, Mr Stanley will be retiring at the forthcoming Annual General Meeting to be held on 15 January 2019 and will not be seeking re-election.

The terms and conditions of appointment of the Directors are formalised in letters of appointment, copies of which are available for inspection from the Company's registered office. None of the Directors has a contract of service with the Company nor has there been any other contract or arrangement between the Company and any Director at any time during the year.

The Board has ensured that all Directors continually update the skills and knowledge required to fulfil their role both on the Board and the Audit Committee. The Directors have access to the advice and services of the Company Secretary who is responsible to the Board for ensuring that established Board procedures and applicable rules and regulations are complied with.

## Chairman and Senior Independent Director

The Chairman, Peter Stanley, is deemed by his fellow independent Board members to be independent and free of any conflicts of interest. He considers himself to have sufficient time to spend on the affairs of the Company.

Mr Harris is the Senior Independent Director of the Company. He provides a channel for any shareholder concerns regarding the Chairman and takes the lead in the annual evaluation of the Chairman.

Following Mr Stanley's retirement from the Board at the forthcoming Annual General Meeting, Mr Harris will succeed him as the Chairman of the Board. He considers himself to have sufficient time to spend on the Company's affairs. Consequently, Mr Wright will succeed Mr Harris as the Chairman of the Audit Committee and the Senior Independent Director of the Company following the Annual General Meeting.

## Independence of the Directors

As part of its annual evaluation, the Board reviewed the independence status of each Director and the Board as a whole. In the Board's opinion, Mr Stanley, Mr Harris and Mr Wright are considered to be independent of the Manager in both character and judgement.

The Board has considered the fact that Mr Stanley and Mr Harris have served on the Board for more than nine years. The Board believes this to be of considerable benefit to the Company and is satisfied that this does not impact their independent status. In the context of an investment company, long service need not compromise independence.



As set out on page 23, Mr Miller is a director of two other investment companies which have the same Manager as the Company. He is registered with the FCA as an employee of MLCM. He is also head of governance and risk oversight and sits on the risk management committee at MLCM, the Company's Manager. Therefore, Mr Miller is not deemed to be independent of the Manager.

Following completion of the Board's evaluation process, the other Directors are of the opinion that Mr Miller continues to provide effective contributions to the performance of the Board and is committed to his role. As regards his effectiveness, Mr Miller's biographical details set out on page 23 demonstrate the experience he brings to the Board, which is complementary to that of the other Directors.

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

### **Performance evaluation**

The Board has established a questionnaire-based process for the annual evaluation of the performance of the Board, the Audit Committee and the individual Directors led by the Chairman. In addition, the other Directors, led by the Senior Independent Director, also carry out a performance evaluation of the Chairman. This evaluation process is carried out annually.

Following such evaluation and with a view to planning for the succession of the current Directors, the Board appointed Mr Wright as a new Director post year end. Mr Stanley will retire at the forthcoming Annual General Meeting. In view of these changes, the Board is satisfied that the structure, mix of skills and operation of the Board continue to be effective and relevant for the Company.

The Board does not consider the use of external consultants to conduct this evaluation is likely to provide any meaningful advantage over the process that has been adopted. However, the option of doing so will be regularly reviewed.

### **Diversity**

The Board regularly reviews its composition and effectiveness with the objective of ensuring that it has an appropriate balance of skills and experience required to meet the future opportunities and challenges facing the Company.

The Company is committed to ensuring that any vacancies arising are filled by the most qualified candidates. The Board has adopted a diversity policy, which acknowledges the benefits of greater diversity, and remains committed to ensuring that the Company's Directors bring a wide range of skills, knowledge, experience, backgrounds and perspectives to the Board. Whilst the Board does not feel that it would be appropriate to set targets as all appointments are made on merit, the following objectives for the appointment of Directors have been established:

- all Board appointments will be made on merit, in the context of the skills, knowledge and experience that are needed for the Board to be effective; and
- long lists of potential non-executive directors should include diverse candidates of appropriate merit.

# STATEMENT OF CORPORATE GOVERNANCE continued

## Election/re-election of Directors

The Board does not have a specific policy on tenure. Under the Company's Articles of Association and in accordance with the UK Code, Directors are subject to election by Shareholders at the first annual general meeting after their appointment. Thereafter, at each annual general meeting, any Director who has not stood for re-election at either of the two preceding annual general meetings shall retire. In addition, one-third of the Directors eligible to retire by rotation shall retire from office at each annual general meeting.

Beyond these requirements, the Board has agreed a policy whereby all Directors will seek annual re-election at the Company's annual general meetings. This is in line with the recommendations of the UK Code for FTSE 350 companies, albeit the Company currently does not fall into this category.

The Board has considered the re-election of Mr Harris and Mr Miller and recommends their re-election on the basis of their skills, knowledge and continued contribution.

In accordance with the above, following his appointment as a Director post year end, Mr Wright will be standing for election at the forthcoming Annual General Meeting.

As noted in the Directors' Report on page 24, Mr Stanley will retire at the Annual General Meeting and is therefore not seeking re-election.

## Induction of new Directors

A procedure for the induction of new Directors has been established, including the provision of an induction pack containing relevant information about the Company, its processes and procedures. New appointees will have the opportunity of meeting with the Chairman and relevant persons at the Manager.

## Indemnity provisions

The Board has formalised arrangements under which Directors, in the furtherance of their duties, may take independent professional advice. Under the Company's Articles of Association, the Directors are provided, subject to UK legislation, with an indemnity in respect of liabilities which they may sustain or incur in connection with their appointment. Apart from this, there were no third party indemnity provisions over the course of the year or since the year end.

## Board responsibilities and relationship with the Manager

It is the responsibility of the Board to ensure that there is effective stewardship of the Company's affairs and that the Company meets its obligations to Shareholders. Strategic issues and all operational matters of a material nature are determined by the Board, and in order to enable them to discharge their responsibilities, Directors have full and timely access to relevant information. Board responsibilities include:

- changes to the Company's objective and investment policy;
- approval of annual and half-yearly reports and financial statements, circulars and other Shareholder communications;
- appointment and removal of Directors;
- changes to the Company's service providers; and
- use of gearing and derivative instruments for investment purposes.

The Board meets regularly and at each meeting reviews investment performance and financial results and monitors compliance with the Company's objectives.

The Board and Committee agenda are shaped to ensure that discussion is focused on the Company's strategic priorities, principal activities, reviews of significant issues and key elements of the portfolio.

At each Board meeting, the Directors follow a formal agenda, which is circulated in advance by the Company Secretary. The Secretary, Administrator and Manager regularly provide financial information, together with briefing notes and papers in relation to changes in the Company's economic and financial environment, statutory and regulatory changes and corporate governance best practice.

The Company's day-to-day functions have been subcontracted to a number of service providers, each engaged under separate legal agreements. The management of the Company's assets has been delegated to MLCM, which has discretion to manage the assets in accordance with the Company's investment policy.

At each Board meeting, a representative from the Manager is in attendance to present verbal and written reports covering the Company's activities, portfolio and investment performance over the preceding period. Ongoing communication with the Board is maintained between formal meetings.

### Meetings

The Directors meet at regular Board meetings, at least once every quarter, with additional meetings arranged as necessary. The number of scheduled Board and Committee meetings held during the year ended 31 July 2018 and the attendance of the individual Directors is shown below:

	Board Meetings	Audit Committee
Number of meetings during the year	4	3
Peter Stanley*	3	2
David Harris	4	3
Brett Miller	4	3

\* Absent due to unforeseen personal circumstances.

A number of additional Board meetings were held during the year.

### Committees

During the year, as part of the annual evaluation of the Company's Board and Committee structure, the Board decided that in view of its size and structure, it would be more efficient for the Board to assume the responsibilities of the Management Engagement, Remuneration and Nomination Committees. The functions previously performed by these Committees are now a matter of decision by the Board. Mr Miller, due to his non-independent status, abstains from discussions about the continuing appointment of the Manager. As a result, the Board is now assisted in its operations by the Audit Committee, the terms of reference for which are available on the Company's website.

### Audit Committee

The Audit Committee comprises all Directors and is chaired by Mr Harris. Mr Wright, a qualified chartered accountant, is deemed to have recent and relevant financial experience and the Committee as a whole has competence relevant to the investment trust sector.

# STATEMENT OF CORPORATE GOVERNANCE

continued

Given the small size of the Board, it is considered appropriate for the Chairman and Mr Miller to be members of the Audit Committee as their contributions enhance the operations of the Committee and its interaction with the Board.

A Report from the Audit Committee is set out on pages 39 to 41.

## Conflicts of interest

It is the responsibility of each individual Director to avoid an unauthorised conflict of interest situation arising. Directors must request authorisation from the Board as soon as they become aware of the possibility of an interest that conflicts or might possibly conflict with the interests of the Company (a "situational conflict"). The Company's Articles of Association authorise the Board to approve such situations, where deemed appropriate.

The Board is responsible for considering Directors' requests for authorisation of situational conflicts and for deciding whether or not the situational conflict should be authorised. The factors to be considered will include: whether the situational conflict could prevent the Director from properly performing his duties; whether it has, or could have, any impact on the Company; and whether it could be regarded as likely to affect the judgement and/or actions of the Director in question. When the Board is deciding whether to authorise a conflict or potential conflict, only Directors who have no interest in the matter being considered are able to take the relevant decision, and in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors are able to impose limits or conditions when giving authorisation if they think this is appropriate in the circumstances.

A register of conflicts is maintained by the Secretary and is reviewed at Board meetings, to ensure that any authorised conflicts remain appropriate. Directors are required to confirm at these meetings whether there has been any change to their position.

## Internal control review

The Board is responsible for risk management and ensuring that the Company has in place an effective system of internal financial controls designed to ensure the maintenance of proper accounting records and the safeguarding of the Company's assets. These systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss. The Board recognises its responsibility for regular review of all aspects of internal financial control.

The Board has established an ongoing process for identifying, evaluating and managing the principal risks faced by the Company. This process is subject to regular review by the Board and is in accordance with the FRC guidance on Risk Management, Internal Control and Related Finance and Business Reporting. The process was fully in place throughout the year and up to the date of approval of the Financial Statements. The principal risks facing the Company and the actions taken to manage these are detailed on pages 15 to 17.

The Board has established a series of parameters which are designed to limit the inherent risk in managing a portfolio of investments and the Board receives regular reports from the Manager and Administrator, which are reviewed in detail.

## Internal control assessment process

The Board has contractually delegated responsibility for management of the investment portfolio, risk management and the provision of accounting services to external service providers. This is after full and proper consideration by the Board of the quality and cost of services offered, including the financial control systems in operation insofar as they relate to the affairs of the Company.

The key procedures, which have been established to provide effective internal control, are as follows:

- Investment management and risk management is provided by MLCM. The Manager also maintains the Company's risk matrix. The Board is responsible for setting the overall investment strategy and monitors the activity of the Manager and reviews the risk matrix regularly at Board meetings. The Manager provides reports at these meetings, which cover investment performance and compliance issues.
- Custody and safekeeping of assets is undertaken by Pershing Securities Limited, Morgan Stanley & Co. International plc and JP Morgan Chase & Co.
- The duties of investment management and custody of assets are segregated. The procedures of the individual parties are designed to complement one another.
- Link Company Matters Limited provides company secretarial services to the Company.
- The fund administration services are provided to the Company by its Administrator, Link Alternative Fund Administrators Limited.
- The non-executive Directors of the Company clearly define the duties and responsibilities of the service providers and advisers in terms of their contracts. The appointment of service providers and advisers is conducted by the Board after consideration of the standing and reputation of the parties involved. The Directors regularly monitor their ongoing performance and contractual arrangements.
- For investments that are actively traded in organised financial markets, fair value is determined by reference to Stock Exchange quoted market prices at the close of business at the end of the reporting period. The Administrator produces valuation reports independently for the Board based on the Company's valuation policy.
- Liquidity risk is minimised by investing in a portfolio of quoted companies that are readily realisable. The Manager reports to the Board monthly on the liquidity profile of the Company.
- The Board reviews in detail the financial information produced by the Administrator and the Manager on a regular basis.

The Board has carried out a review of the effectiveness of the risk management and internal control systems and how those systems operated throughout the year. The Directors confirm that no significant failings or weaknesses were identified.

### **Environmental, social and governance policy**

As an investment trust, the Company has adopted the environmental, social and governance policy ("ESG") of its Manager. This ESG policy can be found at the Manager's website at [www.mlcapman.com/esg](http://www.mlcapman.com/esg).

In addition, the Company's ethical policy is focused on ensuring that the Company's resources are properly managed and invested within the guidelines approved by the Board.

# STATEMENT OF CORPORATE GOVERNANCE continued

The Company's Manager ensures that investments are made in companies that it considers to be well managed and subject to appropriate corporate governance. A well-managed company is considered to be one which complies with all the relevant legislation and which meets the environmental, social, community and ethical requirements of the country in which it operates. It is important to recognise that local laws and requirements of some markets do not necessarily equate with those of developed countries.

The Manager performs extensive investment analysis, assessing both the risk and the return of targeted investments for the Company. The depth of its research provides comprehensive insights into the many factors that affect the value of an investment, which also include environmental, social and governance issues. This analysis is monitored by the Manager and reported to the Board.

The Company's ultimate objective, however, is to maximise investment return for its Shareholders. Accordingly, the Board and the Manager will seek to favour companies that pursue best practice in governance.

## Exercise of voting powers

The Board has agreed that there is no need to set a formal policy regarding voting in investee companies. It has given the Manager discretionary voting powers to vote in accordance with best practice whilst maintaining a primary focus on financial returns. The Manager utilised the votes of the Company on 10 different occasions during the year.

## ESG in practice

Some examples of the Company's ESG policy in practice are set out below:

- The Company is committed to caring for the environment and ensuring that its carbon footprint is minimised. One of the main policies to achieve this is the encouragement of the use of electronic communication with Shareholders, in order to save paper, printing consumables and energy.
- The portfolio holds no exposure to mining or oil and gas exploration companies.
- The Manager's team only owns cars which are electric vehicles.
- The Manager's team travels to work on public transport and maximises its use of public transport.

## Relations with Shareholders

Communications with Shareholders are given a high priority, with information provided regularly in half-yearly and annual financial statements. The information contained therein is supplemented by regular NAV announcements and a monthly fact sheet available on the Company's website. In addition, any issues of concern can be addressed to the Board by any Shareholder by emailing the Company Secretary at [mlitcosec@linkgroup.co.uk](mailto:mlitcosec@linkgroup.co.uk). The Manager can be contacted at [mark@mlcapman.com](mailto:mark@mlcapman.com).

Throughout the period, the Manager contacted Shareholders and private client investment managers who have holdings in the Company. These contacts and any subsequent meetings are reported to the Directors. After each meeting, contact with the Chairman is offered to Shareholders should any of their concerns remain unrectified in the meeting with the Manager.

All Shareholders are encouraged to attend the Annual General Meeting, where they are given an opportunity to question the Chairman, the Directors and the Manager. Separate resolutions are proposed on each issue including a resolution to adopt the Annual Report and Financial Statements. The Company ensures that all proxy votes are counted and announces the level of proxies lodged on each resolution.



# REPORT FROM THE AUDIT COMMITTEE

I am pleased to present the Audit Committee (the "Committee") report for the year ended 31 July 2018. As noted in the Chairman's Statement on page 4, following the Annual General Meeting, Daniel Wright will succeed me as the Chairman of the Committee and the Committee will comprise Mr Wright and myself.

## Role of the Audit Committee

The primary responsibilities of the Committee are to:

- monitor the integrity of the financial statements of the Company and review the financial reporting process and the accounting policies;
- keep under review the effectiveness of the Company's internal control environment and risk management systems;
- make recommendations to the Board in relation to the re-appointment or removal of the external Auditor and its remuneration and to approve its terms of engagement; and
- oversee the relationship with the external Auditor, which includes reviewing the effectiveness of the audit process, developing and implementing a policy on the supply of non-audit services by the Auditor and reviewing and monitoring the Auditor's independence and objectivity.

The Committee has direct access to the external Auditor, who is also invited to attend the Committee meeting at which the Annual Report and Financial Statements are reviewed.

## Matters considered in the year

The Committee met three times during the financial year. Details of the composition of the Committee, attendance and how its performance evaluation has been conducted are detailed in the Statement of Corporate Governance on pages 35 and 33.

The Committee has:

- reviewed the internal controls and risk management systems of the Company and those of its third party service providers;
- reviewed and, where appropriate, updated the Company's principal risks and uncertainties;
- agreed the audit plan with the Auditor, including the principal areas of focus, and agreed the audit fee;
- received and discussed with the Auditor its report on the results of the audit; and
- reviewed the Company's half-yearly and annual financial statements and advised the Board accordingly.

## Significant issues

The significant issues considered by the Committee in relation to the Company's Annual Report and Financial Statements were:

- Valuation of investments: During the year, the Committee reviewed the valuation process for the Company's investments and the systems in place to ensure the accuracy of these valuations and the criteria used by the Manager and the Company's Auditor.

# REPORT FROM THE AUDIT COMMITTEE continued

- **Completeness of dividend income:** the Committee considered and discussed the accuracy and completeness of dividend income recognised in the Financial Statements.
- **Internal control systems:** the Committee reviews the internal control systems by continually monitoring the services and controls of its third party service providers. It is considered that the Company does not require an internal audit function, principally because the Company delegates its day-to-day operations to third parties which are monitored by the Committee and provide reports on their operations annually. There were no significant matters of concern identified in the Committee's review of the internal controls of its third party service providers.
- **Going concern and long-term viability:** the Committee assesses every six months that it remains appropriate to prepare the Company's Financial Statements on a going concern basis, and makes its recommendations to the Board. The Board's conclusions are set out on page 27. The Committee also considered the longer-term viability statement within the Annual Report for the year ended 31 July 2018. This statement is set out on pages 27 and 28.

Following consideration of the above, and its detailed review, the Committee was of the opinion that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary to assess the Company's position and performance, business model and strategy and advised the Board accordingly.

## Auditor

Deloitte LLP were appointed as the Company's Auditor on 28 November 2016, in relation to the audit for the year ended 31 July 2017. Their appointment was approved by Shareholders at the Annual General Meeting held on 27 November 2017.

Chris Hunter has been the audit partner for the Company since Deloitte LLP's appointment.

In accordance with audit tender requirements, the Company, being a public interest entity, intends to carry out an audit tender by 1 August 2020.

## Audit fees and non-audit services provided by the Auditor

The Committee reviewed and approved the audit plan and fees presented by the Auditor and considered its report on the Financial Statements. Details of the audit fee for the year ended 31 July 2018 are set out in note 5 to the Financial Statements.

The Committee reviews the need for non-audit services and authorises such on a case-by-case basis, giving consideration to the cost effectiveness of the services and the independence and objectivity of the Auditor, and taking into account relevant UK law, regulation, ethical standards and other professional and regulatory requirements. Non-audit work may be given to the external Auditor unless there is a conflict of interest or someone else is considered to have more relevant experience. Any non-audit work to be carried out by the Auditor, including any special projects, must be approved by the Committee in advance. No non-audit services were provided by the Auditor during the year (2017: nil).

**Independence and objectivity of the Auditor**

As part of the review of the Auditor's independence and objectivity, Deloitte LLP has confirmed that it is independent of the Company and has complied with relevant auditing standards. In evaluating Deloitte, the Committee has taken into consideration the standing, skills and experience of the firm and the audit team. The Committee, from direct observation and enquiry of the Manager, the Administrator and the Secretary, is satisfied that Deloitte are both independent and effective at carrying out their responsibilities. Deloitte's performance will continue to be reviewed annually taking into account all relevant governance guidance and best practice. If the Auditor becomes aware of any situation that might potentially compromise their independence, the Committee expects the Auditor to bring that situation to its attention at the earliest opportunity.

**Effectiveness of external audit**

The Chairman of the Committee maintains regular contact with the Auditor and the Committee has considered the performance of the Auditor, the service provided during the year and reviewed its independence and objectivity.

The Committee also monitors and reviews the effectiveness of the external audit process for the Annual Report, including a detailed review of the audit plan and audit results report, and makes recommendations to the Board on the appointment/re-appointment, remuneration and terms of engagement of the Auditor. Any concerns regarding the effectiveness of the external audit process would be reported to the Board. No concerns were raised in respect of the year ended 31 July 2018.

**Accountability and audit**

The Directors' Responsibilities Statement in respect of the Financial Statements is set out on pages 47 and 48. The Report of the Independent Auditor is on pages 50 to 59.

The Directors acknowledge that their responsibility to present a balanced and understandable assessment extends to interim and other price sensitive public reports and reports to regulators as well as information required to be presented by statutory requirements.

**Re-appointment of the Auditor**

In determining whether to recommend the re-appointment of the Auditor, the Committee takes into account their effectiveness, relevant knowledge and value added service together with value for money. On the basis of this assessment, the Committee recommended to the Board the re-appointment of Deloitte LLP as Auditor to the Company at the forthcoming Annual General Meeting.

**David Harris**

Chairman of the Audit Committee

22 November 2018

# DIRECTORS' REMUNERATION REPORT

The Board has prepared this report in accordance with the requirements of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 in respect of the year ended 31 July 2018. An ordinary resolution for the approval of this Report will be put to Shareholders at the forthcoming Annual General Meeting.

The law requires the Company's Auditor to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in the Independent Auditor's Report on pages 50 to 59.

## **Annual statement from Chairman**

I am pleased to present the Directors' Remuneration Report for the year ended 31 July 2018.

The Board reviewed the level of remuneration payable to each Director during the year. Each Director of the Company takes no part in discussions concerning his own remuneration. The Board consists entirely of non-executive Directors and the Company has no employees.

Directors' fees at the start of the year ended 31 July 2018 were £18,000 for the Chairman and £15,000 for the other non-executive Directors. Following review of the Directors' fee levels during the year, it was agreed that, with effect from 1 August 2018, the annual fees be increased to £19,000 for the Chairman and £16,000 for the other Directors. The fees, which were last increased in 2012, have been revised to reflect the Directors' increased legal and regulatory responsibilities and to ensure closer alignment with the Company's peer group.

The Directors' Remuneration Policy was put to Shareholders for approval at the 2017 Annual General Meeting. The Board does not propose to make any changes to the existing remuneration policy. There will be no significant change in the way the remuneration policy is implemented during the course of the next financial year.

An ordinary resolution will be put to Shareholders at the forthcoming Annual General Meeting to receive and approve the Directors' Remuneration Report.

### Directors' emoluments for the year (audited)

The Directors who served during the year received the following emoluments in the form of fees:

	Fees		Expenses**		Total	
	Year to 31 July 2018 £	Year to 31 July 2017 £	Year to 31 July 2018 £	Year to 31 July 2017 £	Year to 31 July 2018 £	Year to 31 July 2017 £
Peter Stanley (Chairman)	18,000	18,000	75	–	18,075	18,000
David Harris*	15,000	15,000	449	327	15,449	15,327
Brett Miller	15,000	15,000	–	–	15,000	15,000
	<b>48,000</b>	<b>48,000</b>	<b>524</b>	<b>327</b>	<b>48,524</b>	<b>48,327</b>

\* The emoluments payable to Mr Harris are invoiced and paid to InvaTrust Consultancy Limited and are subject to VAT.

\*\* Travel expenses incurred in relation to attending the Board and Committee meetings of the Company.

### Company performance

The Company's benchmark is the MSCI UK Investable Market Index (MXGBIM). The graph below shows the Company's long-term total return performance (Share price return plus dividends paid) compared with the MXGBIM since 31 July 2002.



Source: Bloomberg.

# DIRECTORS' REMUNERATION REPORT

continued

## Relative importance of spend on pay

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

	2018 £'000	2017 £'000	% Change
Dividends payable to Shareholders in respect of the financial year	2,959	2,006	47.51
Total remuneration paid to Directors	48	48	–

## Directors' interests (audited)

There is no requirement under the Company's Articles of Association for Directors to hold shares in the Company.

The interests of the current Directors and their connected persons in the voting rights of the Company are set out below:

	As at 31 July 2018 No. of Ordinary Shares	As at 31 July 2017 No. of Ordinary Shares
Peter Stanley (Chairman)	20,085	17,550
David Harris	7,000	3,655
Brett Miller	–	–

Daniel Wright, appointed as a Director on 29 October 2018, holds 18,751 Shares in the Company, of which, the legal and beneficial interests in 11,101 Shares are held by his children.

There have been no other changes to Directors' Share interests between 31 July 2018 and the date of this Report.

## Voting at Annual General Meeting

The Directors' Remuneration Report for the year ended 31 July 2017 and the Directors' Remuneration Policy were approved by Shareholders at the Annual General Meeting held on 27 November 2017. The votes cast were as follows:

### Directors' remuneration report

	Number of votes	% of votes cast
For	422,713	93.94
Against	1,513	0.34
At Chairman's discretion	25,725	5.72
Total votes cast	449,951	100.00
Number of votes withheld	4,475	–



**Directors' remuneration policy**

	Number of votes	% of votes cast
For	422,829	93.97
Against	1,513	0.34
At Chairman's discretion	25,609	5.69
Total votes cast	449,951	100.00
Number of votes withheld	4,475	–

**Directors' Remuneration Policy**

The Remuneration Policy was last approved by Shareholders at the Annual General Meeting held on 27 November 2017. The policy provisions set out below will apply until they are next put to Shareholders for approval, which must be at intervals of not more than three years, or the Remuneration Policy is varied, in which event Shareholder approval for the new Remuneration Policy will be sought. The Board is not proposing any changes to the current, approved Remuneration Policy.

The Board reviews and sets the level of remuneration payable to each Director annually.

The Company's Articles of Association limit the aggregate fees payable to the Directors to a total of £200,000 per annum. Subject to this overall limit, it is the Board's policy that the remuneration of Directors should be set at a level that is commensurate with the duties and responsibilities of the role. Remuneration levels elsewhere in the investment trust industry and all other relevant information are taken in account when considering Directors' fees. The Board considers that the current policy to remunerate the Directors by way of fixed fees is appropriate to the Company's present circumstances and there are no plans to introduce any alternative remuneration schemes.

Non-executive Directors are not eligible for bonuses, pension benefits, Share options, long-term incentive schemes or other benefits. It is the Board's policy that Directors do not have service contracts but are provided with letters of appointment as a non-executive Director.

Component	Director	Rate at 1 August 2018	Purpose of Remuneration
Annual fee	Chairman	£19,000	Commitment as Chairman <sup>1</sup>
Annual fee	Non-executive Directors	£16,000	Commitment as a non-executive Director <sup>2</sup>
Expenses	All Directors	N/A	Reimbursement of expenses incurred in the performance of duties as a Director

1 The Company's policy is for the Chairman to be paid a higher fee than the other Directors to reflect the more onerous role.

2 The Company's Articles of Association limit the aggregate fees payable to the Board of Directors to a total of £200,000 per annum.

Fees for any new Director appointed will be on the above basis. Fees payable in respect of subsequent periods will be determined by the Board following an annual review.

# DIRECTORS' REMUNERATION REPORT continued

Any views expressed by Shareholders on the fees being paid to Directors would be taken into consideration by the Board. There are no performance conditions attaching to the remuneration of the Directors as the Board does not consider such arrangements or benefits necessary or appropriate for non-executive Directors. Under the Directors' letters of appointment, there is a notice period of six months and no compensation is payable to a Director on loss of office.

## **Approval**

The Directors' Remuneration Report was approved by the Board of Directors and signed on its behalf by:

**Peter Stanley**

Chairman

22 November 2018

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

The Directors are responsible for preparing the Company's Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial period. Under that law, they have elected to prepare the Financial Statements in accordance with International Financial Reporting Standards ("IFRS"). 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 the Financial Statements, the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosure when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state that the Company has complied with IFRS, subject to any material departures disclosed and explained in the Financial Statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare Financial Statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy, at any time, the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that comply with that law and those regulations, and ensuring that the Annual Report includes information required by the Listing Rules and Disclosure Guidance and Transparency Rules of the FCA.

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ANNUAL REPORT AND FINANCIAL STATEMENTS

continued

The Financial Statements are published on the Company's website, **[www.mlcapman.com/manchester-london-investment-trust-plc](http://www.mlcapman.com/manchester-london-investment-trust-plc)**, which is maintained on behalf of the Company by the Manager. The Manager has agreed to maintain, host, manage and operate the Company's website and to ensure that it is accurate and up-to-date and operated in accordance with applicable law. The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and accordingly, the Auditor accepts no responsibility for any changes that have occurred to the Financial Statements since they were initially presented on the website. Visitors to the website need to be aware that legislation in the United Kingdom covering the preparation and dissemination of the Financial Statements may differ from legislation in their jurisdiction.

We confirm that to the best of our knowledge:

- i. the Financial Statements, prepared in accordance with the IFRS as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and return of the Company; and
- ii. the Annual Report includes a fair review of the development and performance of the business and position of the Company, together with a description of the principal risks and uncertainties that it faces.

The Directors consider that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for Shareholders to assess the Company's position and performance, business model and strategy.

On behalf of the Board

**Peter Stanley**

Chairman

22 November 2018



# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MANCHESTER AND LONDON INVESTMENT TRUST PLC

## Report on the audit of the Financial Statements

### Opinion

In our opinion, the financial statements of Manchester and London Investment Trust plc (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 July 2018 and of its return for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the Financial Statements which comprise:

- the Statement of Comprehensive Income;
- the Statement of Changes in Equity;
- the Statement of Financial Position;
- the Statement of Cash Flows; and
- the related notes 1 to 21.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing ("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 Financial Reporting Council's (the "FRC's") Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Summary of our audit approach

<b>Key audit matters</b>	<p>The key audit matters that we identified in the current year were consistent with the previous year audit and were:</p> <ul style="list-style-type: none"> <li>• Valuation and ownership of listed investments; and</li> <li>• Completeness of dividend income.</li> </ul>
<b>Materiality</b>	<p>The materiality that we used in the current year was £1.3m, which was determined on the basis of 1% net assets.</p>
<b>Scoping</b>	<p>Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.</p>



## Conclusions relating to principal risks, going concern and viability statement

### Going concern

We have reviewed the Directors' statement about whether they considered it appropriate to adopt the going concern basis of accounting in preparing the Financial Statements and their 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.

We are required to state whether we have anything material to add or draw attention to in relation to that statement required by Listing Rule 9.8.6R(3) and report if the statement is materially inconsistent with our knowledge obtained in the audit.

**We confirm that we have nothing material to report, add or draw attention to in respect of these matters.**

### Principal risks and viability statement

Based solely on reading the Directors' statements and considering whether they were consistent with the knowledge we obtained in the course of the audit, including the knowledge obtained in the evaluation of the Directors' assessment of the Company's ability to continue as a going concern, we are required to state whether we have anything material to add or draw attention to in relation to:

- the disclosures on pages 15-17 that describe the principal risks and explain how they are being managed or mitigated;
- the Directors' confirmation on page 15 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; or
- the Directors' explanation on page 28 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 statements 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.

We are also required to report whether the Directors' statement relating to the prospects of the Company required by Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.

**We confirm that we have nothing material to report, add or draw attention to in respect of these matters.**

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MANCHESTER AND LONDON INVESTMENT TRUST PLC continued

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included 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.

### Valuation and ownership of listed investments

#### Key audit matter description



The listed investments of the Company of £102.0m make up 78% of its total net assets at 31 July 2018. See the accounting policy in note 1 of the Financial Statements and also see note 10 of the Financial Statements.

Listed investments are valued at the closing bid price at the year end.

There is a risk that listed investments within the portfolio may not be valued correctly or may not represent the property of the Company. Given the nature and size of the account and its importance to the entity, we have considered that there is a potential risk of fraud in this area.

This key audit matter was included as a significant issue in our Audit Committee Report.

#### How the scope of our audit responded to the key audit matter



We performed the following to address the risk identified:

- assessed the design and implementation of controls in place over the ownership and valuation of investments;
- agreed 100% of the Company's investment portfolio at the year end to confirmations received directly from the custodians JP Morgan and Morgan Stanley, as well as the Company's new Depositary, Indos Financial Ltd;
- agreed 100% of the bid price of quoted investments on the investment ledger at year end to closing bid prices published by an independent pricing source; and
- reviewed the completeness and appropriateness of disclosures in relation to fair value measurements and liquidity risk.

#### Key observations



We concluded that no material issues or exceptions were noted in this testing.

### Completeness of dividend income

#### Key audit matter description



Dividends from listed investments totalling £639,000 are accounted for on an ex-dividend basis. See the accounting policy in note 1 of the Financial Statements and also see note 3 of the Financial Statements.

We consider that there is a risk that not all dividend income has been recorded in the year. We would consider incompleteness of dividend income to be a material misstatement as this impacts the amount of the required distribution to Shareholders under the Investment Trust Tax Regulations, we have considered that there is a potential risk of fraud in this area.

This key audit matter was included as a significant issue in our Audit Committee Report.

#### How the scope of our audit responded to the key audit matter



We performed the following testing to address the risks identified:

- assessed the design and implementation of controls in place for monitoring the completeness of dividend income;
- for a sample of investments held during the year and at the year end, we agreed the ex-dividend dates and rates for dividends declared and confirmed they were correctly recorded. We selected our dividend sample based on dividend announcements by the investee companies and then agreed them to the recording of income on the Company's dividends received report in order to test the income recorded for completeness; and
- reviewed the accounting policies for revenue recognition against the requirements of IFRS and the SORP and performed focused testing to confirm their application during the year.

#### Key observations



We concluded that no material issues or exceptions were noted in this testing.

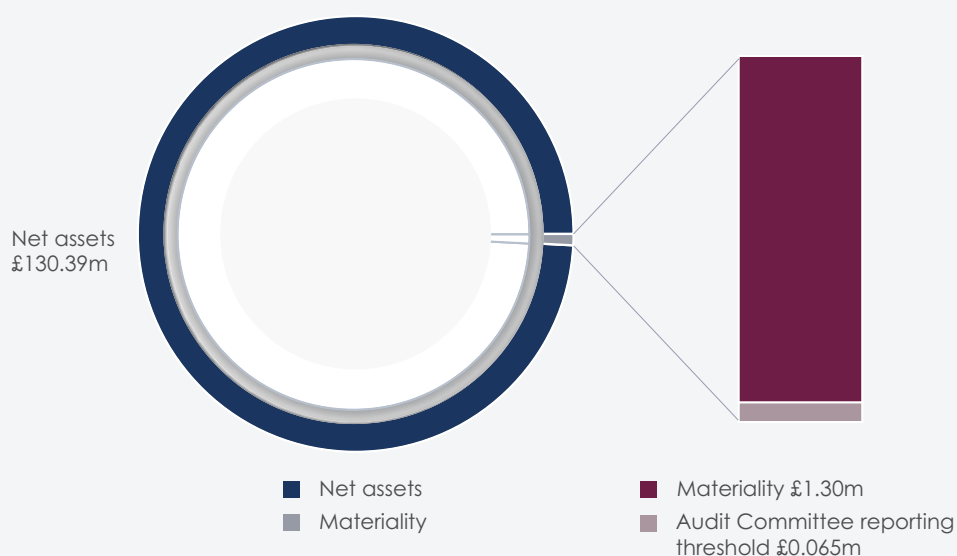
### Our application of materiality

We define materiality as the magnitude of misstatement in the Financial Statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MANCHESTER AND LONDON INVESTMENT TRUST PLC continued

Based on our professional judgement, we determined materiality for the Financial Statements as a whole as follows:

<b>Materiality</b>	£1,300,000 (2017: £947,000)
<b>Basis for determining materiality</b>	1% of net assets (2017: 1% of net assets)
<b>Rationale for the benchmark applied</b>	Net assets has been chosen as a benchmark as it is considered the most relevant benchmark for investors and is a key driver of Shareholder value.



We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £65,000 (2017: £19,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. The change in the reporting threshold has been made following our reassessment of what matters require communicating. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the Financial Statements.

## An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including internal control, and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team. We note that the accounting and administration for the Company has been outsourced to Link Alternative Fund Administrators Limited. As part of our audit, we evaluate the design and implementation of relevant controls in place at Link.

## Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report including: the Strategic Report, the Directors' Report, Statement of Corporate Governance, Director's Remuneration Report and the Statement of Directors' Responsibilities in relation to the Annual Report and Financial Statements, other than the Financial Statements and our Auditor's Report thereon.

Our opinion on the Financial Statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the Financial Statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

In this context, matters that we are specifically required to report to you as uncorrected material misstatements of the other information include where we conclude that:

- *Fair, balanced and understandable* – the statement given by the Directors that they consider the Annual Report and Financial Statements taken as a whole is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Company's position and performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- *Audit Committee reporting* – the section describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee; or
- *Directors' statement of compliance with the UK Corporate Governance Code* – the parts of the Directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

**We have nothing to report in respect of these matters.**

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MANCHESTER AND LONDON INVESTMENT TRUST PLC continued

## **Responsibilities of Directors**

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

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

## **Auditor's responsibilities for the audit of the Financial Statements**

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

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud are set out below.

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

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

We identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

### **Identifying and assessing potential risks related to irregularities**

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- enquiring of management and the Audit Committee, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations;



- discussing among the engagement team regarding how and where fraud might occur in the Financial Statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in the following areas:
  - i. valuation and ownership of listed investments, as a small change in investment price per unit or in holdings could result in a material misstatement which could influence the Share price of the Company; and
  - ii. omission of any dividend income as this will potentially impact the level of dividends issued to Shareholders and could also have wider implications for the Company's compliance with s1158 of the Corporation Tax Act 2010; and
- obtaining an understanding of the legal and regulatory framework that the Company operates in, focusing on those laws and regulations that had a direct effect on the Financial Statements or that had a fundamental effect on the operations of the Company. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules and Investment Trust Tax Regulations.

**Audit response to risks identified**

We identified the valuation and ownership of investments and the completeness of dividend income as key audit matters where there is a potential risk of fraud. The 'key audit matters' section of our report explains these matters in more detail and also describes the specific procedures we performed in response to them.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- enquiring of management and the Audit Committee concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance and reviewing correspondence with HMRC and the FCA; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MANCHESTER AND LONDON INVESTMENT TRUST PLC continued

## Report on other legal and regulatory requirements

### Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the Strategic Report or the Directors' Report.

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

#### **Adequacy of explanations received and accounting records**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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 Company Financial Statements are not in agreement with the accounting records and returns.

**We have nothing to report in respect of these matters.**

#### **Directors' remuneration**

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of Directors' remuneration have not been made or the part of the Directors' Remuneration Report to be audited is not in agreement with the accounting records and returns.

**We have nothing to report in respect of these matters.**

## Other matters

### **Auditor tenure**

Following the recommendation of the Audit Committee, we were appointed by Board of Directors on 28 November 2016 to audit the financial statements for the year ended 31 July 2017 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and re-appointments of the firm is two years, covering the years ended 2017 to 2018.

### **Consistency of the audit report with the additional report to the Audit Committee**

Our audit opinion is consistent with the additional report to the Audit Committee we are required to provide in accordance with ISAs (UK).

**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.

**Chris Hunter CA** (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Edinburgh, United Kingdom

22 November 2018



STOP

STOP





# STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 July 2018

	Notes	2018			2017 (restated)		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>Gains</b>							
Gains on investments at fair value through profit or loss*		–	27,587	27,587	–	20,064	20,064
Investment income	3	767	–	767	1,053	–	1,053
Other investment income*	3	–	–	–	–	–	–
Gross return		767	27,587	28,354	1,053	20,064	21,117
<b>Expenses</b>							
Management fee	4	(695)	–	(695)	(424)	–	(424)
Other operating expenses	5	(434)	(1)	(435)	(365)	(89)	(454)
Total expenses		(1,129)	(1)	(1,130)	(789)	(89)	(878)
<b>Return before finance costs and tax</b>		(362)	27,586	27,224	265	19,975	20,293
Finance costs*	6	(45)	(329)	(374)	(19)	(118)	(137)
<b>Return on ordinary activities before tax</b>		(407)	27,257	26,850	245	19,857	20,102
Taxation	7	(58)	–	(58)	(47)	–	(47)
<b>Return on ordinary activities after tax</b>		(465)	27,257	26,792	198	19,857	20,055
<b>Return per Ordinary Share</b>		pence	pence	pence	pence	pence	pence
Basic and fully diluted	9	(2.00)	117.27	115.27	0.91	91.52	92.43

\* Figures for the year ended 31 July 2017 have been restated following a change in accounting policy. Total return on ordinary activities after tax for these periods are unaffected. See note 2.

The total column of this statement is the Income Statement of the Company prepared in accordance with IFRS, as adopted by the European Union. The supplementary revenue and capital columns are presented in accordance with the Statement of Recommended Practice issued by the AIC ("AIC SORP").

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

There is no other comprehensive income, and therefore the return for the year after tax is also the total comprehensive income.

The notes on pages 66 to 83 form part of these Financial Statements.



# STATEMENT OF CHANGES IN EQUITY

For the year ended 31 July 2018

	Notes	Share capital £'000	Share premium £'000	Treasury Shares £'000	Capital reserve* £'000	Retained earnings** £'000	Total £'000
<b>Balance at 1 August 2017</b>		<b>5,614</b>	<b>35,865</b>	<b>(984)</b>	<b>29,351</b>	<b>24,815</b>	<b>94,661</b>
<b>Changes in equity for 2018</b>							
Total comprehensive income		–	–	–	27,257	(465)	26,792
Dividends paid	8	–	–	–	–	(2,294)	(2,294)
Share sales from treasury	16	–	617	984	–	–	1,601
Shares issued	15	504	9,124	–	–	–	9,628
<b>Balance at 31 July 2018</b>		<b>6,118</b>	<b>45,606</b>	<b>–</b>	<b>56,608</b>	<b>22,056</b>	<b>130,388</b>
<b>Balance at 1 August 2016</b>		5,614	35,317	(2,315)	9,415	27,515	75,546
<b>Changes in equity for 2017 (restated)</b>							
Total comprehensive income***		–	–	–	19,857	198	20,055
Goodwill written back		–	–	–	79	–	79
Dividends paid	8	–	–	–	–	(2,898)	(2,898)
Share sales from treasury	16	–	548	1,331	–	–	1,879
<b>Balance at 31 July 2017***</b>		<b>5,614</b>	<b>35,865</b>	<b>(984)</b>	<b>29,351</b>	<b>24,815</b>	<b>94,661</b>

\* Within the balance of the Capital reserve, £8,378,000 relates to realised gains (2017: £2,383,000) and is distributable by way of a dividend. The remaining £48,230,000 relates to unrealised gains and losses on financial instruments (2017: £26,968,000) and is non-distributable.

\*\* Fully distributable by way of a dividend.

\*\*\* The year ended 31 July 2017 has been restated following a change in accounting policy. The total comprehensive income remains unchanged. See note 2.

The notes on pages 66 to 83 form part of these Financial Statements.

# STATEMENT OF FINANCIAL POSITION

As at 31 July 2018

	Notes	2018 £'000	2017 £'000 (restated)
<b>Non-current assets</b>			
Investments at fair value through profit or loss	10	102,204	76,106
<b>Current assets</b>			
Unrealised derivative assets	14	4,123	5,173
Trade and other receivables	11	31	4,486
Cash and cash equivalents	12	27,858	11,205
		32,012	20,864
<b>Current liabilities</b>			
Unrealised derivative liabilities	14	(3,332)	(2,046)
Trade and other payables	13	(496)	(263)
		(3,828)	(2,309)
<b>Net current assets</b>		28,184	18,555
<b>Net assets</b>		130,388	94,661
<b>Capital and reserves</b>			
Ordinary Share Capital	15	6,118	5,614
Shares held in Treasury	16	–	(984)
Share premium		45,606	35,865
Capital reserve*		56,608	29,351
Retained earnings*		22,056	24,815
<b>Total equity</b>		130,388	94,661
<b>Basic and fully diluted net asset value per Ordinary Share</b>	17	532.81p	429.05p

\* Figures for 31 July 2017 have been restated following a change in accounting policy as detailed in note 2. Total equity Shareholders' funds are unaffected.

The Financial Statements on pages 62 to 83 were approved by the Board of Directors and authorised for issue on 22 November 2018 and are signed on its behalf by:

**Peter Stanley**

Chairman

Manchester and London Investment Trust Public Limited Company  
Company Number: 01009550

The notes on pages 66 to 83 form part of these Financial Statements.

# STATEMENT OF CASH FLOWS

For the year ended 31 July 2018

	2018 £'000	2017 £'000
<b>Cash flow from operating activities</b>		
Return on operating activities before tax	26,850	20,102
Interest expense	374	137
Gains on investments held at fair value through profit or loss	(27,240)	(16,736)
Decrease/(increase) in receivables	60	(55)
Increase/(decrease) in payables	–	(75)
Tax paid	(54)	(57)
Non-cash expenses	–	79
Derivative instruments cash flows	2,656	(1,585)
Net cash generated from operating activities	2,646	1,810
<b>Cash flow from investing activities</b>		
Purchases of investments	(27,702)	(38,162)
Sales of investments	33,041	13,422
Net cash inflow/(outflow) from investing activities	5,339	(24,740)
<b>Cash flow from financing activities</b>		
Equity dividends paid	(2,294)	(2,898)
Resale of Ordinary Shares	1,483	1,879
Issue of Shares	9,628	–
Interest paid	(149)	(98)
Net cash generated/(used) in financing activities	8,668	(1,117)
<b>Net increase/(decrease) in cash and cash equivalents</b>	16,653	(24,047)
Cash and cash equivalents at beginning of year	11,205	35,252
<b>Cash and cash equivalents at end of year</b>	27,858	11,205

The notes on pages 66 to 83 form part of these Financial Statements.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

For the year ended 31 July 2018

## 1. General information and accounting policies

Manchester and London Investment Trust plc is a public limited company incorporated in the UK and registered in England and Wales. The principal activity of the Company is that of an investment trust company within the meaning of Sections 1158/1159 of the Corporation Tax Act 2010 and its investment approach is detailed in the Strategic Report.

The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union, which comprise standards and interpretations approved by the International Accounting Standards Board ("IASB"), and as applied in accordance with the provisions of the Companies Act 2006. The annual Financial Statements have also been prepared in accordance with the AIC SORP for the financial statements of investment trust companies and venture capital trusts, except to any extent where it is not consistent with the requirements of IFRS.

### Basis of preparation

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

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

The Financial Statements have been prepared on the historical cost basis, except for the revaluation of certain investments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

### Going concern

The Financial Statements have been prepared on the going concern basis, being a period of at least 12 months from the date these Financial Statements were approved, and on the basis that approval as an investment trust company will continue to be met.

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. Furthermore, the Directors are not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern, having taken into account the liquidity of the Company's investment portfolio and the Company's financial position in respect of its cash flows, borrowing facilities and investment commitments (of which there are none of significance).

### Segmental reporting

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

## 1. General information and accounting policies *continued*

### Accounting developments

In the current year, the Company has applied a number of amendments to IFRS issued by the IASB mandatorily effective for an accounting period that begins on or after 1 January 2017. These include annual improvements to IFRS, changes in the IAS 7 Statement of Cash Flows, legislative and regulatory amendments to changes in disclosure and presentation requirements. Their adoption has not had any material impact on these Financial Statements.

The Company has not early adopted new and revised IFRS that were in issue at the year end but will not be in effect until after this financial year end. The Directors have considered the impact of the changes upon the Financial Statements. At the date of authorising these Financial Statements, the following standards and interpretations which had not been applied in these Financial Statements were in issue and have now become effective. The impact of IFRS 9 in future periods may increase disclosure requirements and change the presentation of investments and current assets. This may require the consideration of the business model and future expected cash flows in holding financial assets. This is not expected to have a material impact. IFRS 15 specifies how and when revenue is recognised and enhances disclosures. Given the nature of the Company's revenue streams from financial instruments, the provisions of this standard are not expected to have a material impact.

#### International Financial Reporting Standards

		Effective date (accounting dates beginning on or after)
IFRS 2	Share-based payments (amendments)	1 January 2018
IFRS 9	Financial Instruments (IFRS 7 Disclosures)	1 January 2018
IFRS 9	Financial Instruments	1 January 2018
IFRS 15	Revenue from contracts with customers	1 January 2018
IFRS 16	Leases	1 January 2019

### Critical accounting judgements and key sources of estimation uncertainty

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

The areas requiring the most significant judgement and estimation in the preparation of the Financial Statements are: valuation of derivatives, accounting for the value of unquoted investments; recognising and classifying unusual or special dividends received as either revenue or capital in nature; accounting for revenue and expenses in relation to contracts for difference; and setting the level of dividends paid and proposed in satisfaction of both the Company's long-term objective and its obligations to adhere to investment trust status rules under Section 1158 of the Corporation Tax Act 2010. The policies for these are set out in the notes to the Financial Statements below.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods.

There were no significant accounting estimates or critical accounting judgements in the year.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 1. General information and accounting policies continued

### Investments

During the year, the Company revised its accounting policy relating to investments. Further information relating to the change in policy and an analysis of the impact on the comparative Financial Statements, can be found in note 2.

Investments are measured initially, and at subsequent reporting dates, at fair value, and derecognised at trade date where a purchase or sale is under a contract whose terms require delivery within the time-frame of the relevant market. For listed investments, this is deemed to be bid market prices or closing prices for Stock Exchange Electronic Trading Service – quotes and crosses ("SETSqx").

Changes in fair value of investments are recognised in the Statement of Comprehensive Income as a capital item. On disposal, realised gains and losses are also recognised in the Statement of Comprehensive Income as capital items.

All investments for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy in note 10.

### Financial instruments

During the year, the Company revised its accounting policy regarding financial instruments. Further information relating to the change in policy and an analysis of the impact on the comparative Financial Statements, can be found in note 2.

The Company may use a variety of derivative instruments, including equity swaps, futures, forwards and options under master agreements with the Company's derivative counterparties to enable the Company to gain long and short exposure on individual securities.

The Company recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Listed options and futures contracts are recognised at fair value through profit or loss valued by reference to the underlying market value of the corresponding security, traded prices and/or third party information.

Notional dividend income arising on long positions is recognised in the Statement of Comprehensive Income as revenue. Interest expenses on long positions are allocated to capital.

Unrealised changes to the value of securities in relation to derivatives are recognised in the Statement of Comprehensive Income as capital items.

### Foreign currency

Transactions denominated in foreign currencies are converted to Sterling at the actual exchange rate as at the date of the transaction. Monetary assets and liabilities and non-monetary assets held at fair value denominated in foreign currencies at the year end are translated at the Statement of Financial Position date. Any gain or loss arising from a change in exchange rate subsequent to the date of the transaction is included as an exchange gain or loss in the capital reserve or the revenue account depending on whether the gain or loss is capital or revenue in nature.

### Cash and cash equivalents

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

For the purposes of the Statement of Financial Position and the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts when applicable.

## 1. General information and accounting policies *continued*

### **Trade receivables, trade payables and short-term borrowings**

Trade receivables, trade payables and short-term borrowings are measured at amortised cost or approximate fair value.

### **Revenue recognition**

Revenue is recognised when it is probable that economic benefits associated with a transaction will flow to the Company and the revenue can be reliably measured.

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

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

Special dividends are taken to revenue or capital account depending on their nature. In deciding whether a dividend should be regarded as a capital or revenue receipt, the Board reviews all relevant information as to the reasons for the sources of the dividend on a case-by-case basis.

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

Other investment income includes gains and losses on the trading of shares, equity swaps and futures, net of commissions, interest and other costs.

All other income is accounted for on a time-apportioned basis and recognised in the Statement of Comprehensive Income.

### **Expenses and finance cost**

All expenses are accounted for on an accruals basis and, with the exception of capital interest, are charged to revenue. All other administrative expenses are charged through the revenue column in the Statement of Comprehensive Income.

Expenses incurred in issuing or the buyback of Shares to be held in Treasury are charged to the capital reserve.

### **Taxation**

The charge for taxation is based on the net revenue for the year and any deferred tax.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes at the reporting date. Deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted. In line with recommendations of the AIC SORP, the allocation method used to calculate the tax relief on expenses charged to capital is the "marginal" basis. Under this basis, if taxable income is capable of being offset entirely by expenses charged through the revenue account, then no tax relief is transferred to the capital account.

No taxation liability arises on gains from sales of fixed asset investments by the Company by virtue of its investment trust status. However, the net revenue (excluding investment income) accruing to the Company is liable to corporation tax at prevailing rates.



# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 1. General information and accounting policies continued

### Dividends payable to Shareholders

Dividends to Shareholders are recognised as a liability in the period in which they are approved and are taken to the Statement of Changes in Equity. Dividends declared and approved by the Company after the Statement of Financial Position date have not been recognised as a liability of the Company at the Statement of Financial Position date.

### Ordinary Share capital

Nominal value of total Ordinary Shares issued.

### Shares held in Treasury

Consideration paid for the purchase of Shares held in Treasury.

### Share premium

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

- costs associated with the issue of equity;
- premium on the issue of Shares; and
- premium on the sales of Shares held in Treasury over the market value.

### Capital reserve

The following are taken to capital reserve:

- gains and losses on the realisation of investments;
- increases and decreases in the valuation of the investments held at the year end;
- write-off of goodwill;
- exchange differences of a capital nature; and
- expenses, together with the related taxation effect, allocated to this reserve in accordance with the above policies.

### Retained earnings

The revenue reserve represents accumulated profits and losses and any surplus profits. The surplus accumulated profits are distributable by way of dividends.

## 2. Change in accounting policy

During the year, the Company changed its policy with regards to the recognition of realised gains and losses on investments, derivative instruments and associated interest charges.

Previously, upon disposal of investments, realised gains and losses were recognised in the Statement of Comprehensive Income as capital or revenue dependent on their nature. A position was deemed to be revenue rather than capital if the position had been opened and closed and the duration that the position was open was less than 12 months. Changes to core holdings were not classified as revenue regardless of their duration. Positions opened but not yet closed were deemed to be capital investments in nature until closed, at which point their duration determined if they were classified as revenue rather than capital.

## 2. Change in accounting policy *continued*

Unrealised changes to the value of securities in relation to derivatives were allocated initially to capital, until realisation, where they were similarly allocated to either revenue or capital dependent upon their nature. Notional interest expenses on long positions were initially allocated 100% to capital whilst the position was unrealised and upon realisation expensed through the Statement of Comprehensive Income as revenue or capital in accordance with the Company's revenue recognition accounting policy.

The Company has voluntarily elected that, to be in line with normal market practice, all unrealised and realised gains and losses on the disposal of investments and the realisation of derivative instruments are to be recognised in the Statement of Comprehensive Income as capital, along with associated notional interest expenses on long positions.

The revised accounting policies in full are outlined in note 1 on page 67.

The voluntary changes in accounting policy have the following impact on the Financial Statements:

	Year ended 31 July 2017		
	£'000 (original)	£'000 (restated)	£'000 (movement)
<b>Statement of Comprehensive Income</b>			
<b>Revenue</b>			
Other investment income	1,532	–	(1,532)
Finance costs	(35)	(19)	16
Return on ordinary activities after tax	1,714	198	(1,516)
Return per Share (pence)	7.90	0.91	(6.99)
<b>Capital</b>			
Gains on investments at fair value through profit or loss	18,532	20,064	1,532
Finance costs	(102)	(118)	(16)
Return on ordinary activities after tax	18,341	19,857	1,516
Return per Share (pence)	84.53	91.52	6.99
<b>Statement of Financial Position</b>			
Capital reserves	27,835	29,351	1,516
Retained earnings	26,331	24,815	(1,516)

## 3. Income

	2018 £'000	2017 £'000 (restated)
Other investment income*	–	–
Dividends from listed investments	639	996
Interest	128	57
	<b>767</b>	<b>1,053</b>

\* Figures for 2017 have been restated following a change in accounting policy. See note 2.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 4. Management fee

	2018 £'000	2017 £'000
Management fee	695	424

Prior to the appointment of MLCM as AIFM on 17 January 2018, the annual fee payable to the Manager was 0.5% of the Company's NAV, payable quarterly in arrears. Subsequent to the appointment as the AIFM, an additional Risk Management and Valuation fee equating to £59,000 on an annualised basis is charged to the Company.

In May 2018, the fee arrangement was revised. Under the new agreement, the fee payable to the Manager is equal to 0.5% per annum of the Company's NAV (the "Base Fee"), calculated as at the last business day of each calendar month (the "Calculation Date"), and is paid monthly in arrears. An uplift of 0.25% of the NAV will be applied to the fee, should the performance of the Company over the 36-month period to the Calculation Date be above that of the Company's benchmark. Should the performance of the Company over the 36-month period to the Calculation Date be below that of the Company's benchmark, the fee will be reduced to the lower adjusted amount of 0.25% of the NAV. In addition, the Risk Management and Valuation fee equating to £59,000 on an annualised basis continues to be charged by the AIFM. The Manager is also reimbursed any expenses incurred by it on behalf of the Company.

The fee is not subject to Value Added Tax ("VAT"). Transactions with the Manager during the year are disclosed in note 19.

The management fee is chargeable to revenue.

## 5. Other operating expenses

	2018		2017	
	Revenue £'000	Capital £'000	Revenue £'000	Capital £'000
Directors' fees	51	–	48	–
Auditors' remuneration	35	–	33	–
Registrar fees	41	–	14	–
Depositary fees	31	–	–	–
Goodwill written off	–	–	–	79
Other expenses	276	1	270	10
	<b>434</b>	<b>1</b>	<b>365</b>	<b>89</b>
Fees payable to the Company's Auditor for the audit of the Company Financial Statements	35	–	33	–
	<b>35</b>	<b>–</b>	<b>33</b>	<b>–</b>

Other operating expenses include irrecoverable VAT where appropriate.

No non-audit services were provided by Deloitte LLP in the year to 31 July 2018.

## 6. Finance costs

	2018 £'000	2017 £'000 (restated)
Charged to revenue	45	19
Charged to capital	329	118
	<b>374</b>	<b>137</b>

Finance costs include financing charged by the Prime Brokers on open long positions and are allocated to capital on the basis disclosed in note 1. The figures for 2017 have been restated following a change in accounting policy. See note 2 for further information.

## 7. Taxation

	2018			2017 (restated)		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Current tax						
Overseas tax not recoverable	58	–	58	61	–	61
Overseas tax refunds	–	–	–	(14)	–	(14)
	<b>58</b>	<b>–</b>	<b>58</b>	<b>47</b>	<b>–</b>	<b>47</b>

The charge for the year can be reconciled to the profit per the Statement of Comprehensive Income as follows:

(Loss)/profit before tax	<b>(407)</b>	<b>27,257</b>	<b>26,850</b>	245	19,857	20,102
Tax at the UK corporation tax rate of 19% (2017: 19.67%)	<b>(77)</b>	<b>5,179</b>	<b>5,102</b>	48	3,906	3,954
Tax effect of non-taxable dividends/unrealised profits	<b>(19)</b>	<b>–</b>	<b>(19)</b>	(21)	–	(21)
Income not subject to UK corporation tax	<b>(59)</b>	<b>–</b>	<b>(59)</b>	(49)	–	(49)
Profits on investment appreciation not taxable	<b>–</b>	<b>(5,241)</b>	<b>(5,241)</b>	–	(3,883)	(3,883)
Current year losses utilised	<b>–</b>	<b>–</b>	<b>–</b>	–	(23)	(23)
Unrelieved tax losses and other deductions arising in the period	<b>155</b>	<b>62</b>	<b>217</b>	22	–	22
Overseas tax not recoverable	<b>58</b>	<b>–</b>	<b>58</b>	61	–	61
Overseas tax refunds	<b>–</b>	<b>–</b>	<b>–</b>	(14)	–	(14)
Total tax charge	<b>58</b>	<b>–</b>	<b>58</b>	<b>47</b>	<b>–</b>	<b>47</b>

The figures for the year ended 31 July 2017 have been restated following a change in accounting policy. The total tax remains unchanged. See note 2.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 7. Taxation continued

At 31 July 2018, there was an unrecognised deferred tax asset, measured at the substantively enacted rate of 17%, of £604,000 (2017: £360,000). This deferred tax asset relates to surplus management expenses. It is unlikely that the Company will generate sufficient taxable profits in the foreseeable future to recover these amounts and therefore the asset has not been recognised in the year, or in prior years.

As at 31 July 2018, the Company had unrelieved capital losses of £9,330,000 (2017: £9,330,000). There is therefore, a related unrecognised deferred tax asset, measured at the substantively enacted rate of 17%, of £1,586,000 (2017: £1,586,000). These capital losses can only be utilised to the extent that the Company does not qualify as an investment trust in the future and, as such, the asset has not been recognised.

## 8. Dividends

Amounts recognised as distributions to equity holders in the period:	2018 £'000	2017 £'000
Final ordinary dividend for the year ended 31 July 2017 of 1.76p (2016: 1.85p) per Share	395	398
First final special dividend for the year ended 31 July 2017 of nil (2016: 7.5p) per Share	–	1,615
Final special dividend for the year ended 31 July 2017 of 4.24p (2016: 1.05p) per Share	952	226
Interim ordinary dividend for the year ended 31 July 2018 of 4.0p (2017: 1.82p) per Share	947	400
First special dividend for the year ended 31 July 2018 of nil (2017: 1.18p) per Share	–	259
	<b>2,294</b>	<b>2,898</b>

The Directors are proposing a final ordinary dividend of 8.0p for the financial year 2018. These proposed dividends have been excluded as a liability in these Financial Statements in accordance with IFRS.

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

	2018 £'000	2017 £'000
Interim ordinary dividend for the year ended 31 July 2018 of 4.0p (2017: 1.82p) per Share	947	400
Proposed final ordinary dividend for the year ended 31 July 2018 of 8.0p (2017: 1.76p) per Share*	2,012	395
Interim special dividend for the year ended 31 July 2018 of nil (2017: 1.18p) per Share	–	259
Proposed final special dividend for the year ended 31 July 2018 of nil (2017: 4.24p) per Share*	–	952
	<b>2,959</b>	<b>2,006</b>

\*Based on the total Shares eligible to receive dividend as at 22 November 2018.

## 9. Return per Ordinary Share

	2018				2017 (restated)	
	Net Return £'000	Ordinary Shares*	Total (p)	Net Return £'000	Ordinary Shares*	Total (p)
Basic and fully diluted return:						
Net revenue return after taxation	<b>(465)</b>	<b>23,242,213</b>	<b>(2.00)</b>	198	21,697,085	0.91
Net capital return after taxation	<b>27,257</b>	<b>23,242,213</b>	<b>117.27</b>	19,857	21,697,085	91.52
Total	<b>26,792</b>	<b>23,242,213</b>	<b>115.27</b>	20,055	21,697,085	92.43

\*Weighted average number of Ordinary Shares in issue (excluding those Shares held in treasury in note 16) during the year.

Basic revenue, capital and total return per Ordinary Share is based on the net revenue, capital and total return for the period and on the weighted average number of Ordinary Shares in issue (excluding those Shares held in Treasury per note 16) of 23,242,213 (2017: 21,697,085).

The figures for the year ended 31 July 2017 have been restated following a change in accounting policy. The total return remains unchanged. See note 2.

## 10. Investments at fair value through profit or loss

	2018 £'000	2017 £'000
Investments:		
Listed investments	<b>101,983</b>	75,877
Unlisted investments	<b>221</b>	229
	<b>102,204</b>	76,106

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS

continued

For the year ended 31 July 2018

## 10. Investments at fair value through profit or loss

continued

	Listed £'000	2018 Unlisted £'000	Total £'000	2017 Total £'000
Analysis of investment portfolio movements:				
Opening cost at 1 August	53,560	100	53,660	31,880
Opening unrealised appreciation at 1 August	22,317	129	22,446	7,119
Opening fair value at 1 August	75,877	229	76,106	38,999
Movements in the year:				
Purchases at cost	27,702	–	27,702	38,162
Sales proceeds	(28,671)	–	(28,671)	(17,792)
Realised profit on sales	4,442	–	4,442	1,410
Increase/(decrease) in unrealised appreciation	22,633	(8)	22,625	15,327
Closing fair value at 31 July	101,983	221	102,204	76,106
Closing cost at 31 July	57,033	100	57,133	53,660
Closing unrealised appreciation at 31 July	44,950	121	45,071	22,446
Closing fair value at 31 July	101,983	221	102,204	76,106

### Fair value hierarchy

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

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

- Level 1 – valued using quoted prices unadjusted in an active market.
- Level 2 – valued by reference to valuation techniques using observable inputs for the asset or liability other than quoted prices included in Level 1.
- Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data for the asset or liability.



**10. Investments at fair value through profit or loss** *continued*

The tables below set out fair value measurements of financial instruments as at the year end, by their category in the fair value hierarchy into which the fair value measurement is categorised.

## Financial assets at fair value through profit or loss at 31 July 2018

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Equity investments	101,983	–	–	101,983
Debentures	–	221	–	221
Derivatives – assets	–	4,123	–	4,123
Total	101,983	4,344	–	106,327

## Financial assets at fair value through profit or loss at 31 July 2017

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Equity investments	75,877	–	–	75,877
Debentures	–	229	–	229
Derivatives – assets	–	5,173	–	5,173
Total	75,877	5,402	–	81,279

There have been no transfers during the period between Level 1 and 2 fair value measurements and no transfers into or out of Level 3 fair value measurement.

The fair value of the Level 2 debentures is based on the average of the latest available trades using a valuation technique commonly used by market participants making the maximum use of market inputs.

The fair value of Level 2 derivatives are determined by the input of the latest traded price of the related underlying investment.

## Financial liabilities at 31 July 2018

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Derivatives – liabilities	–	3,332	–	3,332

## Financial liabilities at 31 July 2017

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Derivatives – liabilities	–	2,046	–	2,046

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 10. Investments at fair value through profit or loss continued

### Transaction costs

During the year, the Company incurred transaction costs of £68,000 (2017: £138,000) on the purchase and disposal of investments.

### Analysis of capital gains and losses

	2018 £'000	2017 £'000
Gains on sales of investments	4,442	1,410
Investment holding gains	22,625	15,327
Realised gains on derivative instruments	1,535	1,714
Unrealised losses on derivative instruments	(1,363)	1,649
Realised gains/(losses) on currency balances and trade settlements	348	(36)
	<b>27,587</b>	<b>20,064</b>

## 11. Trade and other receivables

	2018 £'000	2017 £'000
Dividends receivable	3	92
Due from brokers	–	4,370
Other receivables	–	13
Prepayments	28	11
	<b>31</b>	<b>4,486</b>

## 12. Cash and cash equivalents

	2018 £'000	2017 £'000
Cash and cash equivalents	27,858	11,205
	<b>27,858</b>	<b>11,205</b>

Details of what comprises cash and cash equivalents can be found in note 1.

## 13. Trade and other payables

	2018 £'000	2017 £'000
Trade payables	327	88
Accruals	169	175
	<b>496</b>	<b>263</b>

## 14. Derivatives

The Company may use a variety of derivative contracts, including equity swaps, futures, forwards and options under master agreements with the Company's derivative counterparties to enable the Company to gain long and short exposure on individual securities. Derivatives are valued by reference to the underlying market value of the corresponding security.

**14. Derivatives** *continued*

The net fair value of derivatives at 31 July 2018 was a positive £791,000 (2017: positive £3,127,000). The corresponding gross exposure on equity swaps as at 31 July 2018 was £38,020,000 (2017: £28,223,000). The total exposure of negative equity swaps was £6,034,000 (2017: nil). The net marked to market futures and options total value as at 31 July 2018 was negative £3,000,000 (2017: negative £1,807,000).

	2018 £'000	2017 £'000
<b>Assets</b>		
Unrealised derivative assets	4,123	5,173
<b>Current liabilities</b>		
Unrealised derivative liabilities	3,332	2,046

The above liabilities are secured against assets held with the Prime Brokers.

The current levels of collateral as at 31 July 2018 are:

- Morgan Stanley & Co. International plc £50.9m (2017: £32.4m)
- JP Morgan Chase & Co. £79.6m (2017: £54.7m)

**15. Share capital**

	2018		2017	
	Number (‘000)	£'000	Number (‘000)	£'000
<b>Ordinary Share capital</b>				
<b>Ordinary Shares of 25p each issued and fully paid</b>				
Balance as at 1 August	22,457	5,614	22,457	5,614
Shares issued	2,015	504	–	–
Balance as at 31 July	24,472	6,118	22,457	5,614

During the year, the Company issued 2,014,943 Ordinary Shares of 25p each to the market (2017: none) for a net consideration (after costs) of £9,628,000, generating a Share Premium of £9,124,000. This represented 9.0% of the Shares in issue as at 31 July 2017.

**16. Shares held in Treasury**

	2018		2017	
	Number (‘000)	£'000	Number (‘000)	£'000
Balance as at 1 August	394	984	923	2,315
Shares bought back during the year	–	–	–	–
Shares sold during the year	(394)	(984)	(529)	(1,331)
Balance as at 31 July	–	–	394	984

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 16. Shares held in Treasury continued

During the year, the Company sold 394,254 (1.8% of the Shares in circulation as at 31 July 2017) (2017: 528,368 (2.5% of the Shares in circulation as at 31 July 2016)) of its Ordinary Shares from Treasury for a net consideration (after costs) of £1,601,000 (2017: £1,879,000), generating a surplus of £617,000 (2017: £548,000) which is recognised in the Share Premium account. The Company bought back none of its Ordinary Shares (2017: none).

## 17. Net asset value per Share

	Net asset value per Share		Net assets attributable	
	2018 (p)	2017 (p)	2018 £'000	2017 £'000
Ordinary Shares: basic and fully diluted	532.81	429.05	130,388	94,661

The basic NAV per Ordinary Share is based on net assets at the year end and 24,471,985 (2017: 22,062,788) Ordinary Shares in issue, adjusted for any Shares held in Treasury.

## 18. Risks – investments, financial instruments and other risks

### Investment objective and policy

The Company's investment objective and policy are detailed on pages 13 and 14.

The investing activities in pursuit of its investment objective involve certain inherent risks.

The Company's financial instruments can comprise:

- shares and debt securities held in accordance with the Company's investment objective and policy;
- derivative instruments for trading and investment purposes;
- cash, liquid resources and short-term debtors and creditors that arise from its operations; and
- current asset investments and trading.

### Risks

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

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

### Market risk

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

Details of the long equity exposures held at 31 July 2018 are shown on page 8.

If the price of these investments and equity swaps had increased by 3% at the reporting date with all other variables remaining constant, the capital return in the Statement of Comprehensive Income and the net assets attributable to equity holders of the Company would increase by £4,207,000.

**18. Risks – Investments, financial instruments and other risks** *continued*

A 3% decrease in share prices would have resulted in an equal and opposite effect of £4,207,000, on the basis that all other variables remain constant. This level of change is considered to be reasonable based on observation of current market conditions.

At the year end, the Company's direct equity exposure to market risk was as follows:

	Company	
	2018 £'000	2017 £'000
<b>Equity long exposures</b>		
Investments held in equity form	102,204	76,106
Long exposure held in equity swaps	38,020	28,224
	<b>140,224</b>	<b>104,330</b>

**Interest rate risk**

Interest rate risk arises from uncertainty over the interest rates charged by financial institutions. It represents the potential increased costs of financing for the Company. The Manager actively monitors interest rates and the Company's ability to meet its financing requirements throughout the year and reports to the Board.

**Liquidity risk**

Liquidity risk reflects the risk that the Company will have insufficient funds to meet its financial obligations as they fall due. The Directors have minimised liquidity risk by investing in a portfolio of quoted companies that are readily realisable.

The Company's uninvested funds are held almost entirely with the Prime Brokers or on interest-bearing deposits with UK banking institutions.

As at 31 July 2018, the financial liabilities comprised:

	Company	
	2018 £'000	2017 £'000
Unrealised derivative liabilities	3,332	2,046
Trade payables and accruals	496	263
	<b>3,828</b>	<b>2,309</b>

The above liabilities are stated at amortised cost or approximate fair value.

The Company manages liquidity risk through constant monitoring of the Company's gearing position to ensure the Company is able to satisfy any and all debts within the agreed credit terms.

**Currency rate risk**

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. If Sterling had strengthened by 3% against all other currencies at the reporting date, with all other variables remaining constant, the total return in the Statement of Comprehensive Income and the net assets attributable to equity holders of the Company would have increased by £3,299,000. If the Sterling had weakened by 3% against all currencies, there would have been an equal and opposite effect. This level of change is considered to be reasonable based on observation of current market conditions.

# NOTES FORMING PART OF THE FINANCIAL STATEMENTS continued

For the year ended 31 July 2018

## 18. Risks – Investments, financial instruments and other risks continued

The Company's material foreign currency exposures are laid out below.

	Sterling £'000	US Dollar £'000	Euro £'000	Hong Kong Dollar £'000	Other £'000	Total £'000
Equity exposure	9,109	93,095	–	–	–	102,204
Derivative assets	35	1,930	428	1,730	–	4,123
Derivative liabilities	(57)	(3,027)	(232)	(12)	(4)	(3,332)
Cash*	11,784	17,717	729	(2,382)	10	27,858
Other net assets	(466)	1	–	–	–	(465)
	20,405	109,716	925	(664)	6	130,388

\* Includes balances held in margin accounts relating to equity swaps.

The Company constantly monitors currency rate risk to ensure balances, wherever possible, are translated at rates favourable to the Company.

### Credit and counterparty risk

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

The maximum exposure to credit risk as at 31 July 2018 was £32,012,000 (2017: £20,864,000). The calculation is based on the Company's credit risk exposure as at 31 July 2018 and this may not be representative for the whole year.

The Company's quoted investments are held on its behalf by the Prime Brokers. Bankruptcy or insolvency of the Prime Brokers may cause the Company's rights with respect to securities held by the Prime Brokers to be delayed. The Manager and the Board monitor the Company's risk and exposures.

Where the Manager makes an investment in a bond, corporate or otherwise, the credit worthiness of the issuer is taken into account so as to minimise the risk to the Company of default. The credit standing and other associated risks are reviewed by the Manager.

Investment transactions are carried out with a number of brokers where creditworthiness is reviewed by the Manager.

Cash is only held at banks that have been identified by the Board as reputable and of high credit quality. The Manager reviews these on a continual basis with regular updates to the Board.

### Capital management policies

The structure of the Company's capital is noted in the Statement of Changes in Equity and managed in accordance with the investment objective and policy set out in the Strategic Report.

The Company's capital management objectives are to maximise the return to Shareholders while maintaining a capital base to allow the Company to operate effectively and meet obligations as they fall due.

The Board, with the assistance of the Manager, monitors and reviews the capital on an ongoing basis.

The Company is subject to externally imposed capital requirements:

- as a public company, the Company is required to have a minimum Share capital of £50,000; and

## 18. Risks – Investments, financial instruments and other risks continued

- in accordance with the provisions of Sections 832 and 833 of the Companies Act 2006, the Company, as an investment company:
  - is only able to make a dividend distribution to the extent that the assets of the Company are equal to at least one and a half times its liabilities after the dividend payment has been made; and
  - is required to make a dividend distribution each year such that it does not retain more than 15% of the income that it derives from shares and securities.

These requirements are unchanged since last year and the Company has complied with them at all times.

A sensitivity analysis has not been prepared for interest risk, as the Company is not materially exposed to interest rates.

## 19. Related party transactions

MLCM, a company controlled by Mark Sheppard, is the Manager of the Company. On 17 January 2018, MLCM was also appointed as the AIFM of the Company. Mr Sheppard is also a director of M&M Investment Company Plc ("MMIC"), which is the controlling Shareholder of the Company.

The Manager receives a monthly management fee for these services which in the year under review amounted to a total of £695,000 (2017: £424,000) excluding VAT. The balance owing to the Manager as at 31 July 2018 was £88,000 (2017: £119,000). Also payable to the Manager during the year were expenses incurred on behalf of the Company of £18,000 (2017: £26,000). The balance owing to MLCM for the recharge of expenses incurred in the year was £nil (2017: £3,000).

Prior to the appointment of the AIFM, Midas Investment Management Limited ("Midas"), a company also controlled by Mr Sheppard, provided additional services to the Company. Fees charged by Midas included a monthly financial advisory fee and commissions on the purchase and sale of investments and the provision of the ISA & Savings schemes. During the year under review, total fees amounted to £2,000 (2017: £10,000).

In December 2017, MMIC subscribed for a further 1,078,849 new Ordinary Shares of 25 pence each at 444.92 pence, issued in the same month. In June 2018, MMIC subscribed to a further 811,094 new Ordinary Shares of 25 pence each at 533.20 pence per Share, issued in the same month. Total consideration amounted to £9,125,000, of which the surplus of £8,576,000 (after associated costs) was recognised in the Share Premium account.

Details relating to the Directors' emoluments are found in the Directors' Remuneration Report on page 43.

## 20. Ultimate control

The holding company and ultimate controlling Shareholder throughout the year and the previous year was MMIC, a company incorporated in the UK and registered in England and Wales. This company was controlled throughout the year and the previous year by Mr Sheppard and his immediate family.

A copy of the financial statements of MMIC can be obtained by writing to its company secretary at 12a Princess Gate Mews, London SW7 2PS.

## 21. Post Statement of Financial Position events

As disclosed in the Directors' Report on page 25, on 12 September 2018, MMIC subscribed for 673,034 new Ordinary Shares for a total consideration of £3,650,000, of which £3,482,000 was recognised in the Share Premium account.

There were no other significant events since the end of the reporting period.



# GLOSSARY

## Active share

Active share is a measure of the percentage of stock holdings in a manager's portfolio that differ from the comparative benchmark index. It is calculated by summing the absolute differences between benchmark and portfolio holdings' weights, then dividing by two (to eliminate double counting). An active share of 100 indicates no overlap with the index and an active share of zero indicates a portfolio that tracks the index (when using leverage, maximum active share levels can exceed 100%).

## Custodian and Prime Broker

The custodian is a financial institution that holds securities for safekeeping. Prime brokerage is the bundling of services by investment banks enabling the Company to borrow securities and cash in order to be able to invest on a netted basis and achieve an absolute return. The Prime Broker provides a centralised securities clearing facility for the Company so the Company's collateral requirements are netted across all deals handled by the Prime Broker.

## Gearing

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

Gearing represents borrowings at par less cash and cash equivalents (including any outstanding trade or foreign exchange settlements) expressed as a percentage of Shareholders' funds.

Potential gearing is the Company's borrowings expressed as a percentage of Shareholders' funds.

Equity gearing is the Company's borrowings adjusted for cash and bonds expressed as a percentage of Shareholders' funds.

## Leverage

For the purposes of the Alternative Investment Fund Managers ("AIFM") Directive, leverage is any method which increases the Company's exposure, including the borrowing of cash and the use of derivatives. It is expressed as a ratio between the Company's exposure and its net asset value and can be calculated on a gross and a commitment method. Under the gross method, exposure represents the sum of the Company's positions after the deduction of sterling cash balances, without taking into account any hedging and netting arrangements. Under the commitment method, exposure is calculated without the deduction of sterling cash balances and after certain hedging and netting positions are offset against each other.

### Net asset value ("NAV")

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

### Discount/premium

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

### Ongoing charges ratio

As recommended by the AIC in its guidance, ongoing charges are the Company's annualised expenses (excluding finance costs and certain non-recurring items) of £57,000 expressed as a percentage of the average monthly net assets of the Company during the year of £111,772,000.

### Total assets

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

### Total return

Total return statistics enable the investor to make performance comparisons between investment trusts with different dividend policies. The total return measures the combined effect of any dividends paid, together with the rise or fall in the Share price or NAV. This is calculated by the movement in the NAV or Share price plus dividend income reinvested by the Company at the prevailing NAV or Share price.

NAV Total Return	Page	31 July 2018	31 July 2017	
Closing NAV per Share (p)	3	532.81	429.05	
Total dividends paid in the year ended 31 July 2018 (2017) (p)		10.00	13.40	
Adjusted closing NAV (p)		542.81	442.45	a
Opening NAV per Share (p)	3	429.05	350.81	b
<b>NAV total return unadjusted (c=((a-b)/b)) (%)</b>		<b>24.18</b>	<b>26.12</b>	<b>c</b>
NAV total return adjusted %*	3	26.87	26.91	

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

## SHAREHOLDER BENEFITS

All Shareholders with 2,500 Shares (excluding the officers of the Company) are entitled to participate in a draw undertaken by the Directors before the Annual General Meeting in respect of The All England Lawn Tennis Ground Ltd Debentures listed below. Once a Shareholder's holding exceeds 2,500 Shares, the probability of success in this draw will increase for every additional Share held.

In the event that holding these Debentures did not align with the investment strategy of the Company, the Debentures will be sold; in such case, the above benefit would cease.

At the Annual General Meeting held on 27 November 2017, Shareholders voted in favour of retaining these Debentures.

### **Centre Court**

The Company owns two Debentures entitling it to two Centre Court seats (together with two badges admitting entry to the Debentures Holders' Lounge) for the thirteen days play of the Championships. There will be thirteen draws, each draw entitling the successful Shareholder to one pair of adjacent seats for one day's play.

The Sheppard family remove their Shares from the draw to manage conflicts of interest, hence the probability of success of other Shareholders more than doubles.

# SHAREHOLDER INFORMATION

## Frequency of NAV publication

The Company's NAV is released to the London Stock Exchange on a weekly basis and also published in the Investment Companies sector of The Financial Times.

## Sources of further information

Copies of the Company's annual and half-yearly reports, factsheets and further information on the Company can be obtained from its website: [www.mlcapman.com/manchester-london-investment-trust-plc](http://www.mlcapman.com/manchester-london-investment-trust-plc).

## Key dates

Company's year end	31 July
Annual results announced	November
Annual General Meeting	January
Expected final dividend payment	February
Company's half-year end	31 January
Half-yearly results announced	April

## Electronic communications from the Company

Shareholders now have the opportunity to be notified by email when the Company's annual reports, half-yearly reports and other formal communications are available on the Company's website, instead of receiving printed copies by post. This has environmental benefits in the reduction of paper, printing, energy and water usage, as well as reducing costs to the Company. If you have not already elected to receive electronic communications from the Company and wish to do so, visit [www.signalshares.com](http://www.signalshares.com). To register, you will need your investor code, which can be found on your share certificate or your dividend confirmation statement.

Alternatively, you can contact Link's Customer Support Centre, which is available to answer any queries you have in relation to your shareholding:

By phone: from the UK, call 0871 664 0300; from overseas call +44 (0) 371 664 0300 (calls cost 12 pence per minute plus your phone company's access charge. Calls outside the UK will be charged at the applicable international rate. Link is open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales).

By email: [shareholder.enquiries@linkgroup.co.uk](mailto:shareholder.enquiries@linkgroup.co.uk)

By post: Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

# CORPORATE INFORMATION

## Directors and advisers

### Directors

Peter Stanley (Chairman)  
David Harris  
Brett Miller  
Daniel Wright

### Manager and AIFM

M&L Capital Management Limited  
12a Princes Gate Mews  
London SW7 2PS  
Tel: 0207 584 5733

### Company Secretary

Link Company Matters Limited  
Beaufort House  
51 New North Road  
Exeter EX4 4EP  
Tel: 01392 477500

### Registrar

Link Asset Services  
The Registry  
34 Beckenham Road  
Beckenham BR3 4TU  
Tel: 0871 664 0300  
Email: [shareholder.enquiries@linkgroup.co.uk](mailto:shareholder.enquiries@linkgroup.co.uk)

### Auditor

Deloitte LLP  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2DB

### Administrator

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

### Bank

National Westminster Bank plc  
11 Spring Gardens  
Manchester M60 2DB

## Company details

### Registered Office

12a Princes Gate Mews  
London SW7 2PS

### Country of Incorporation

Registered in England and Wales  
Number: 01009550

### Company website

[www.mlcapman.com/manchester-london-investment-trust-plc](http://www.mlcapman.com/manchester-london-investment-trust-plc)







Manchester and London  
Investment Trust plc

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London SW7 2PS

**Company website**

[www.mlcapman.com/manchester-london-investment-trust-plc](http://www.mlcapman.com/manchester-london-investment-trust-plc)