

Company No 1091347

**NORTH ATLANTIC SMALLER COMPANIES INVESTMENT
TRUST PLC**

ANNUAL REPORT FOR THE YEAR ENDED 31 JANUARY 2012

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Company Registered Number
1091347

The cover depicts a painting by the artist Thomas Luny (late 18th century – early 19th century) entitled “The Battle of the Saints, 12 April 1782”

© National Maritime Museum, Greenwich, London

The Company is a member of the Association of Investment Companies

objective of the company and financial highlights

The objective of the Company is to provide capital appreciation through investment in a portfolio of smaller companies principally based in countries bordering the North Atlantic Ocean

	2012	% change	Restated* 2011	2010	2009	2008
revenue						
Gross income (£'000)	6,432	174.8	2,341	3,525	4,285	5,208
Net return after tax attributable to Shareholders of the Parent (£'000)	14	101.6	(849)	443	538	1,272
Basic return per Ordinary Share – revenue	0.10p	101.7	(5.86)p	2.99p	3.64p	8.86p
– capital	(79.00)p	(127.7)	284.70p	289.45p	(372.41)p	(21.05)p
assets						
Total assets less current liabilities (£'000)	250,490	(3.6)	259,916	219,613	178,284	238,166
Net asset value per 5p Ordinary Share						
Basic	1,570p	(5.6)	1,664p	1,480p	1,204p	1,611p
Diluted	1,395p	(4.4)	1,459p	1,169p	944p	1,209p
Mid-market price of the 5p Ordinary Shares at 31 January	1,035.0p	(9.7)	1,146.0p	814.0p	618.5p	1,025.0p
discount to diluted net asset value	25.8%	4.3	21.5%	30.4%	34.5%	15.2%
indices and exchange rates at 31 January						
Standard & Poor's 500 Composite Index	1312.4	2.0	1,286.1	1,073.9	825.9	1,378.6
Russell 2000 Index	792.8	1.5	781.3	602.0	443.5	713.3
US Dollar/Sterling exchange rate	1.5781	(1.5)	1.6018	1.6024	1.4417	1.9880
Standard & Poor's 500 Composite – Sterling adjusted	832.8	3.7	803.1	671.8	568.0	693.4
Russell 2000 – Sterling adjusted	503.1	3.1	487.9	376.6	305.1	358.8
FTSE All-Share Index	2,932.9	(3.7)	3,044.3	2,660.5	2,078.9	3,000.1

* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited (see notes 1(c) and 10)

corporate summary

introduction	North Atlantic Smaller Companies Investment Trust plc ("NASCIT") is an investment trust whose shares are listed on the London Stock Exchange
objective and investment strategy	The objective of the Company is to provide capital appreciation through investment in a portfolio of smaller companies principally based in countries bordering the North Atlantic Ocean. The Company invests in both listed and unlisted companies.
company's business	The Company is an investment company within the meaning of Section 833 of the Companies Act 2006 and its business is that of an investment trust. The business of the Company's wholly owned subsidiary, Consolidated Venture Finance Limited, is an investment dealing and holding company and its other subsidiary, Hampton Investment Properties Limited, is a property investment company.
risk	Investment in small companies is generally perceived to carry a greater risk than investment in large companies. This is reasonable when comparing individual companies, but is much less so when comparing the volatility of returns from a diversified portfolio of companies. The Board believe that the Company's portfolio is diversified although considerably less liquid than a portfolio of large-cap listed equities. The Company has the ability to utilise gearing in the form of term loan facilities. Gearing has the effect of accentuating market falls and gains. Details of the Company's debt are shown in Note 12 to the financial statements. The Company outsources all of its main operational activities to recognised third party providers.
AIC	The Company is a member of the Association of Investment Companies ("AIC").
joint managers	The Joint Managers are Christopher Mills through Growth Financial Services Limited and Harwood Capital LLP.
company secretary	The Company Secretary is Bonita Guntrip ACIS, Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB.
website	www.harwoodcapital.co.uk

directors

Peregrine D E M Moncreiffe ¹²³ Non-Executive Chairman Appointed on 17 November 2008 (having previously been a Director of the Company from 1993 – 2006) He has over the years worked in London, New York and the Far East, with Credit Suisse First Boston, Lehman Brothers and Buchanan Partners He is a non-executive director of NR Nordic & Russia Properties Limited and Asian Citrus Holdings Limited He was a director of Noventa Limited until 9 July 2009

Christopher H B Mills Chief Executive and Investment Manager Appointed August 1984 He is currently a member and Chief Investment Officer of Harwood Capital LLP, the Company's Joint Manager In addition, he is a non-executive director of numerous UK companies which are either now or have in the past five years been publicly quoted, further details of which are included in note 19 of the financial statements

Kristian Siem (Norwegian) ¹²³ Non-Executive Director Appointed April 2001 He is chairman of Siem Industries Inc , an industrial company which includes offshore oil and gas sub-sea construction and services vessels, and marine transportation worldwide He is also a director of various companies in Norway, Sweden, Portugal and the Cayman Islands

Charles L A Irby ¹²³ Non-Executive Director and Chairman of the Audit Committee Appointed December 2002 He is a non-executive director of Great Portland Estates PLC and QBE Insurance Group Limited and was chairman of Aberdeen Asset Management PLC from 1999 to January 2009 He was head of corporate finance of ING Barings from 1992 to 1999 and a managing director from 1995 to 1999 He was also a member of the Panel on Takeovers and Mergers from 1997 to 1998

Enrique Foster Gittes (USA) ¹²³ Non-Executive Director Appointed July 1992 and served as the Company's Chairman from July 1998 to June 2009 He is an American lawyer who was president of Hambro America in New York until 1983, responsible for venture capital investment and subsequently chairman of European Home Products PLC until 1988 and a director of Scholl PLC until 1994 He was a founder and a director of Denison International PLC until 1999 and is currently President of Bodega Foster SA, Mendoza, Argentina He was formerly a non-executive director of J O Hambro Capital Management (Bermuda) Limited and formerly a director of North Atlantic Value (General Partner) Limited (part of the same group as the Joint Manager)

¹ Independent

² Member of the Audit Committee

³ Member of the Remuneration Committee

chairman's statement

The Company's fully-diluted net asset value fell by 4.4% during the period under review, compared with a modest rise in the Sterling adjusted Standard and Poor's Composite Index. However, this should be seen in the context of declines in many other equity indices during this period including, for example, the FTSE Small Cap which dropped by over 7%.

The revenue account showed a profit after tax of £284,000 (2011: £849,000 loss). Consistent with the Company's long-standing policy, the Directors are not recommending the payment of a dividend (2011: Nil).

During the year, the Company repurchased 115,000 Ordinary Shares for cancellation. As these securities were purchased at a substantial discount to net asset value, these purchases had a beneficial impact on the net asset value of the Company, whilst still leaving adequate cash balances to fund a number of prospective investments. The Company will continue to consider the repurchase of Ordinary Shares and Convertible Unsecured Loan Stock at a discount when appropriate.

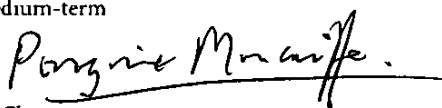
A commentary on the quoted and unquoted investments can be found in the Investment Managers Report on page 5.

We continue to search for investments that trade at a significant discount to private market value. It is imperative that the underlying businesses are sufficiently strong so as to withstand the anaemic economic growth that we are experiencing in most of Europe.

Although corporate profits have remained resilient, the fear of poor overall economic performance is constraining investors and the prices of financial assets have been supported by various forms of quantitative easing in the US and Europe. The monetisation of government debt cannot be maintained indefinitely without arousing inflationary pressures, particularly if governments seek to fund their deficits through increases in taxation rather than spending cuts.

Given the uncertainty in financial markets and the economic outlook your Directors maintain a cautious approach to valuations, although it is expected that corporate activity will have a positive impact on the value of our holdings and consequently the Company's net asset value over the course of the current year. New investments will be focused on opportunities where there are identifiable catalysts to enhance shareholder value.

I believe that there is potential value in the Company's portfolio, which can be realised to the benefit of our Shareholders over the medium-term.



The Hon Peregrine Moncreiffe *Chairman*

23 May 2012

investment managers' report

quoted portfolio

United States

Two new investments were made during the year, SeraCare and Interxion, with a modest loss offsetting a modest profit respectively. It is, however, pleasing to report that since the end of the year, SeraCare is up 20% following a takeover bid and Interxion has increased nearly 20% on favourable trading news.

United Kingdom

The major success of the year was undoubtedly RPC Group, which rose 40% and, to a lesser extent, CVS Group, a recent purchase, which rose 10%. Oryx International Growth Fund also performed well, outperforming its benchmark index by nearly 800 basis points. Sadly, BBA fell 20% on concerns about the United States economy and Nationwide Accident fell by 33% as trading weakened in the face of sluggish UK economic prospects.

A big disappointment was the Company's investment in Guinness Peat Group, which fell 25%. Guinness Peat Group is in the course of being broken up and we remain confident that not only will the original cost of our investment be recovered, but the Company will in fact make a good profit.

unquoted portfolio

United Kingdom

Although the majority of the portfolio performed well, it was necessary to write down the value of the investment in AssetCo Abu Dhabi by 50%, as a result of financial irregularities. Orthoproducts, in particular, had a good year and is currently in discussions which might result in an offer at a good premium to the current valuation. Forefront, Letchworth and the major investments in Trident Private Equity II and Trident Private Equity III all made good progress during the year, although it was necessary to write down the investment in Indicant, as trading continued to deteriorate in the face of weakness in domestic consumer expenditure. As reported in last year's annual report, although subsequent to 31 January 2011, the holding in Lion/Katsu was sold at a small premium to the valuation.

United Kingdom Property

The valuation in Hampton Investment Properties was increased modestly, mainly reflecting retained income. Rising rents were offset by rising yield. Merchant Properties also had a modest rise reflecting major rent reviews. The investment in Kiln Lane was sold at valuation, but it was necessary to take a write down in the valuation of the investment in Darby Group which was sold during the year. Taken as a whole, property investment made a modest profit for the Company during the period under review.

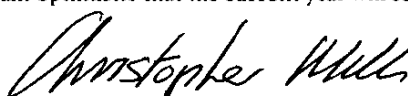
United States

One new investment was made during the period, just prior to the close of the financial year, this was in SINAV Limited, the acquiring vehicle for GTL Resources Plc, which was a UK listed holding company for a US based ethanol producer (see page 11). Celsis continued to trade extremely well and Bionostics and Global Options were broadly in line with expectations. Telos also continues to trade well and it is pleasing to note that the company has started to redeem its preference shares.

Generally the Banks have performed better than last year and are now profitable. It was, however, necessary to write off one small holding, although this was largely offset by the sale of another holding, which had previously been written off.

conclusion

Although it is likely that markets will remain volatile, there is sufficient value potential in the quoted and unquoted portfolios such that I am optimistic that the current year will see resumed growth in the Company's net asset value.



Christopher H B Mills Chief Executive & Investment Manager

23 May 2012

sector analysis of investments at fair value

	United States	United Kingdom	Europe	New Zealand	Total	Total
equities, convertible securities & loan stocks as a % of total portfolio valuation	31.01.12 %	31.01.12 %	31.01.12 %	31.01.12 %	31.01.12 %	31.01.11 %
Investment Companies	—	20.0	—	—	20.0	17.6
Manufacturing	11.0	—	—	—	11.0	10.9
Real Estate	—	8.9	0.5	—	9.4	8.3
General Industrials	1.0	6.3	—	—	7.3	8.4
Health Care, Equipment & Services	6.2	3.6	—	—	9.8	8.2
Support Services	1.6	3.0	—	—	4.6	6.9
Transport	—	5.6	—	—	5.6	5.4
General Financials	5.1	—	—	—	5.1	5.1
Media	—	—	—	—	—	4.2
Industrial Engineering	—	3.1	—	—	3.1	4.0
Construction & Materials	—	5.8	—	—	5.8	3.6
Technology Hardware & Equipment	5.2	1.3	—	—	6.5	2.3
Travel & Leisure	—	0.8	—	—	0.8	1.5
Oil & Gas Producers	—	2.1	—	—	2.1	0.8
Food Producers	—	—	—	—	—	0.7
General Retailers	—	3.1	—	—	3.1	0.1
Financial Services	—	—	—	5.8	5.8	—
	<u>30.1</u>	<u>63.6</u>	<u>0.5</u>	<u>5.8</u>	<u>100.0</u>	
treasury bills	—	—	—	—	—	12.0
total at 31 January 2012	<u>30.1</u>	<u>63.6</u>	<u>0.5</u>	<u>5.8</u>	<u>100.0</u>	
total at 31 January 2011	<u>36.4</u>	<u>63.1</u>	<u>0.5</u>	—		<u>100.0</u>

The sector analysis excludes investments held by the subsidiary undertakings, Hampton Investment Properties Limited and Consolidated Venture Finance Limited

twenty largest investments*as at 31 January 2012*

equities (including convertibles, loan stocks and related financing)		At fair value £'000
Bionostics Holdings Limited	UK Unquoted	21,721
Oryx International Growth Fund Limited*†	UK Listed	20,395
Hampton Investment Properties Limited††	UK Unquoted	14,748
Trident Private Equity Fund III LP	UK Unquoted	12,666
RPC Group	UK Listed	12,536
Guinness Peat Group	NZD Listed	11,521
Gleeson (MJ) Group	UK Listed	11,490
BBA Aviation Group	UK Listed	11,184
Interxion Holdings	USA Listed	7,905
Orthoproducts Limited	UK Unquoted	7,101
ten largest investments		131,267
CVS Group	UK Unquoted	6,131
Nationwide Accident Repair Services	UK Quoted on AIM	5,900
Trident Private Equity Fund II LP	Cayman Islands Unquoted	5,384
AssetCo Plc	UK Unquoted	5,250
Nastor Investments Limited	UK Unquoted	5,149
Celsis AG	Swiss Unquoted	4,139
Glass America LLC	USA Unquoted	3,110
Merchant Properties Unit Trust	UK Unquoted	3,049
SINAV Limited	UK Unquoted	2,775
Telos Corporation	USA Unquoted	2,519
twenty largest investments		174,673
Aggregate of other investments at fair value		23,644
total value of investments and associates of the company		198,317

* incorporated in Guernsey

† Oryx is accounted for in the Group accounts as an Associate under the equity method of accounting. The valuation shown above is the Group's share of Oryx's net assets

†† Hampton Investment Properties Limited is accounted for in the Group accounts as a Subsidiary

All other investments are valued at fair value

unlisted investments profile

as at 31 January 2012

		2012	
		At fair value	Total assets
		£'000	%
Bionostics Holdings Limited (UK) Cost £11,677,000		21,721	9.8
Bionostics is a specialist developer of medical diagnostic products that are used to test the accuracy of calibrated blood testing devices. The company had a reasonable year in 2011, despite the difficult economic environment. Trading in the current year is expected to be in line with the budget.			
Since the end of the year, the company has refinanced itself and paid off a little over £3m of the Company's original investment.			
Equity held	47.1%		
Income recognised in the period	£nil		
Financial results per latest audited accounts			
– Turnover	£29.0m		
– EBIT	£5.8m		
Hampton Investment Properties Limited (UK) Cost £9,796,000		14,748	6.6
Hampton retains its 21 core income producing assets. Income and occupancy levels remain robust despite challenging market conditions.			
The focus remains on creating value through active asset management and target capital expenditure spend.			
Equity held	68.1%		
Income recognised in the period	£nil		
Financial results per latest audited accounts			
– Turnover	£3.9m		
– EBIT	£1.2m		
Trident Private Equity Fund III LP (UK) Cost £10,990,000		12,666	5.7
The Company has made a £25.5 million commitment to TPE III with just over £11 million drawn down. TPE III will continue the successful policy achieved by TPE II, investing in small UK-based buyouts. To date four investments have been made.			
Equity held	32.7%		
Income recognised in the period	£0.1m		
Financial results per latest audited accounts			
– Turnover	n/a		
– EBIT	n/a		
Carried forward		49,135	

unlisted investments profile

as at 31 January 2012

		2012	
		At fair value	Total assets
		£'000	%
Brought forward		49,315	
Celsis AG Cost £5,813,000		9,288	4.2
Celsis was acquired in September 2009. Celsis is a world leader in the rapid detection of pathogens in liquids. Other divisions include providing products for pharmaceutical research and testing. The company has performed better than expected since acquisition.			
Equity held	18.60%		
Income recognised in the period	£nil		
Financial results per latest audited accounts			
– Turnover	£31.6m		
– EBIT	£8.6m		
At the end of the period, the company sold its smaller division for a very favourable price. This has reduced net debt to less than 1x EBITDA. Negotiations are in hand to sell the other pharmaceutical research division, which would enable the Company's investment to be recouped, whilst retaining the highly profitable rapid detection business.			
Orthoproducts Limited (UK) Cost £3,387,000		7,101	3.2
Orthoproducts is the sole shareholder and holding company of Orthoplastics Limited, one of the only two companies in the world which manufactures premium-grade Ultra High Molecular Weight Polyethylene for the orthopaedics industry. The company, which has approximately 48% of the world market, had a good year with EBITDA projected to rise by over 20%. The company is currently in negotiations, which, if successful, will lead to an offer at a significant premium to the current valuation.			
Carried forward		65,524	

unlisted investments profile

as at 31 January 2012

		2012	
		At fair value	Total assets
		£'000	%
Brought forward		65,524	
Trident Private Equity Fund II LP (Cayman Islands) <i>Cost £152,000</i> Trident Private Equity Fund II LP ("TPE II") is a £64 million offshore private equity limited partnership. The fund's investment objective is to generate high absolute returns by investing in a portfolio of unquoted investments in small to medium sized companies in the UK. The fund concentrates primarily on leveraged buyouts and similar transactions, including public-to-private and pre-IPO investments. At 31 January 2012, 100% of the Company's commitment had been drawn down and invested in fifteen private equity transactions, of which eight have been realised. As at 31 January 2012, the Company had received 117% of committed capital back in distributions from TPE II. In February 2012 TPE II paid out a further £0.3 million to the Company, bringing the proportion of committed capital received by the Company to 120%.		5,384	2.4
Equity held	16.3%		
Income recognised in the period	£nil		
Financial results per latest audited accounts			
– Turnover	n/a		
– EBIT	n/a		
*£10m received in distributions since holding this investment has been allocated against the original cost			
Merchant Properties Unit Trust (UK) <i>Cost £2,717,000</i> Merchant Properties Unit Trust is a portfolio of 36 Travis Perkins trade counter units purchased for £39.7m and simultaneously leased back to Travis Perkins on 25-year leases with fixed uplifts at 3% p.a., reflecting an initial yield of 6%. The shares were written up during the year reflecting a recovery in the property market. It is intended that this investment will be realised in the near future.		3,049	1.4
Carried forward		73,957	

unlisted investments profile

as at 31 January 2012

	2012	
	At fair value	Total assets
	£'000	%
Brought forward	73,957	
Glass America LLC (USA) <i>Cost £2,686,000</i>	3,110	1.4
Glass America is a consolidator of automotive glass repair companies in the United States. The company traded reasonably well in 2011 and further progress is expected in the current year.		
SINAV Limited <i>Cost £2,775,000</i>	2,775	1.3
SINAV Limited was the acquiring vehicle of GTL Resources Plc which produces corn-based ethanol at a 125 million gallon per annum ("mgpa") plant in Rochelle, Illinois. The plant is located close to a large source of corn and close to the Chicago transport hub and is one of the most efficient plants in the US with pricing and yield advantages. Ethanol is used by gasoline blenders to reduce CO ₂ emissions and increase octane, with demand supported by mandatory minimum requirements. The company has an excellent management team in place. Significant cash generation will be used to amortise debt and several projects aimed at increasing capacity to 130 mgpa and further improving yield efficiency.		
Telos Corporation (USA) <i>Cost £1,259,000</i>	2,519	1.1
Telos is a provider of IT solutions to the US Federal government, the military, the intelligence community and commercial enterprises. The company has continued to perform strongly and has virtually no debt. The company intends to sell itself as and when market conditions improve.		
Performance Chemicals Company <i>Cost £3,391,000</i>	2,121	1.0
The company was set up to consolidate three small businesses providing speciality chemicals to the oil and gas production industry in the USA. Operating profits have been disappointing. New management has, however, restored the business, which is now on track for sales of circa \$13-14m and EBITDA upwards of \$1m.		
Carried forward	84,482	

unlisted investments profile

as at 31 January 2012

		2012	
		At fair value	Total assets
		£'000	%
Brought forward		84,482	
Forefront Group Limited (UK) Cost £1,317,000		1,317	0.6
Forefront is a specialist civil engineering business focusing primarily on the gas supply industry. The company undertakes gas mains replacement and repair and the laying of new mains and is one of the only three UK companies with the necessary equipment and trained operatives to undertake the inhibition of gas flow whilst 'in situ' gas mains are replaced or repaired. Forefront has a dominant position in eastern Greater London. Performance in 2011 was good and we expect further progress in the current year. The company used surplus cash to buy back shares in the middle of last year and it is expected that it will do so again in the current year.			
Martley Limited (Jersey) Cost £4,812,000		995	0.4
Martley Limited is a Jersey registered property company, which via its Luxembourg subsidiary companies, owns five properties within a Luxembourg based office park constructed in 2003. The gross lettable area totals approximately 21,500 square metres. The properties are currently fully let to several blue chip tenants. Negotiations are currently underway with the tenants to renew their leases, following which it is hoped that the valuation will recover.			
Equity held	29.63%		
Income recognised in the period	£nil		
Financial results per latest audited accounts			
– Turnover	5.6M		
– EBIT	(£5.1m)		
Carried forward		86,794	
Other unlisted investments at fair value		15,923	
Total value of unlisted investments at fair value*		102,717	

* Includes unlisted loan notes in these companies with a total value of £2,751,000

unlisted investments profile (AIM Quoted)

as at 31 January 2012

	2012	
	At fair value	Total assets
	£'000	%
Nationwide Accident Repair Services PLC Cost £2,582,000	5,900	2.7
Nationwide provides automotive crash repair and accident administration services to the UK insurance industry. With a national network of accident repair centres located across England, Scotland and Wales employing over 2,200 people, it is the largest dedicated provider of accident repair services in the UK. The company recently announced a major long-term extension of its contract with Royal & Sun Alliance and trading results in line with expectations. Recent trading has been disappointing although it is expected that profitability will be restored following a programme of cost reductions.		
AssetCo Plc Cost £8,500,000	5,250	2.4
AssetCo Plc is an International Fire and Rescue Services business. On 9 September 2011, trading in the company's shares was suspended until the audited accounts for the period ended 30 September 2011 were published. The suspension was lifted on 12 April 2012 following the publication of the accounts and trading in the company's shares on AIM re-commenced. The company's operations are now focused on the profitable Middle Eastern business.		
Essenden PLC Cost £468,000	275	0.1
Essenden is the UK's second largest operator of ten pin bowling alleys and operates under the Tenpin brand name. Although the business has been impacted by the recession in the UK, costs have been cut and the operating performance has been in line with market estimates. The management team led by Nick Basing is committed to maximising shareholder value over the next three years.		
Total value of AIM quoted investments at bid value	11,425	

group report of the directors
for the year ended 31 January 2012

The Directors present their report to Shareholders (incorporating the Business Review) and the financial statements for the year ended 31 January 2012. Certain information that is required to be disclosed in this Report has been provided in other sections of this Annual Report and accordingly, these are incorporated into this report by reference.

business review

The business of the Company is that of an investment trust. The business of the Company's wholly owned subsidiary, Consolidated Venture Finance Limited, is investment dealing and holding and the business of the Company's other subsidiary, Hampton Investment Properties Limited, is a property investment company.

At 31 January 2012, the diluted net asset value ("NAV") per share was 1,395p (31 January 2011: 1,459p), a decrease of 4.4% during the year, compared to an increase of 3.7% during the year in the Standard & Poor's 500 Composite Index (Sterling adjusted).

A review of the performance of the Company's business during the year (as required by section 417 of the Companies Act 2006) is included in the Chairman's Statement and Investment Managers' Report, incorporated into this report by reference. There have been some successes during the year, notably RPC Group and CVS Group and several new investments were made.

The Board is aware that it is one of the principles of the AIC Code of Corporate Governance (published in October 2010) that a full portfolio listing be made available to Shareholders at least once a year. However, due to the activist nature of the Company's business, the Board has decided that it would not be in Shareholders' interests as a whole to publish the full portfolio. Any Shareholder who wishes to discuss this further should contact Christopher Mills, the Company's Chief Executive and Investment Manager, or the Company Secretary.

The Company has no employees and accordingly this business review does not contain any information regarding employees. As an investment trust, the Board do not believe that the Company's business has an impact on the environment and has not put into place any policies regarding social and community issues. The Board does not believe that this will change in the near future but, if it were to do so, they would immediately review these matters.

results and dividends

The total net loss after taxation for the financial year ended 31 January 2012 amounted to £10,952,000 (2011 net profit: £40,400,000). The Board does not propose a final dividend (2011: nil).

investment policy

The objective of the Company is to provide capital appreciation through investment in a portfolio of smaller companies principally based in countries bordering the North Atlantic Ocean. In order to achieve this, the Investment Manager must adhere to the following:

- 1 The maximum investment limit is 15% of the Company's investments in any one company at the time of the investment.
- 2 Gearing is limited to a maximum of 30% of net assets.
- 3 The Company invests on both sides of the Atlantic, with the weighting varying from time to time.
- 4 The Company will invest in unquoted securities as and when opportunities arise.

investment approach

The Company invests in a diversified range of companies, both quoted and unquoted, on both sides of the Atlantic in accordance with the above Investment Policy.

Christopher Mills, the Company's Chief Executive and Investment Manager, is responsible for the construction of the portfolio and details of the principal investments are set out on pages 8 to 13. The top twenty largest investments are listed on page 7.

group report of the directors
for the year ended 31 January 2012

When analysing a potential investment, the Managers will employ a number of valuation techniques depending on their relevance to the particular investment. A key consideration when deciding on a potential investment would be the sustainability and growth of long term cashflow.

In respect of the unquoted portfolio, regular contact is maintained with the management of prospective and existing investments, as well as rigorous financial and business analysis of these companies. It is recognised that different types of business perform better than others depending on economic cycles and market conditions and this is reflected within the range of investments in the portfolio.

The Company's activities have not changed in the year ended 31 January 2012 and the Directors anticipate that the Company will continue to operate on the same basis during the current financial year.

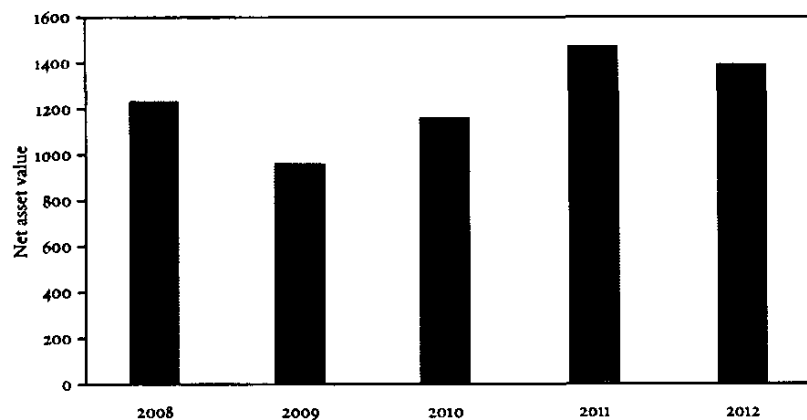
financial instruments

The financial instruments employed by the Company primarily comprise equity and loan stock investments, although it does hold cash and liquid instruments. Further details of the Company's risk management objectives and policies relating to the use of financial instruments can be found in note 18 to the financial statements on pages 63 to 71.

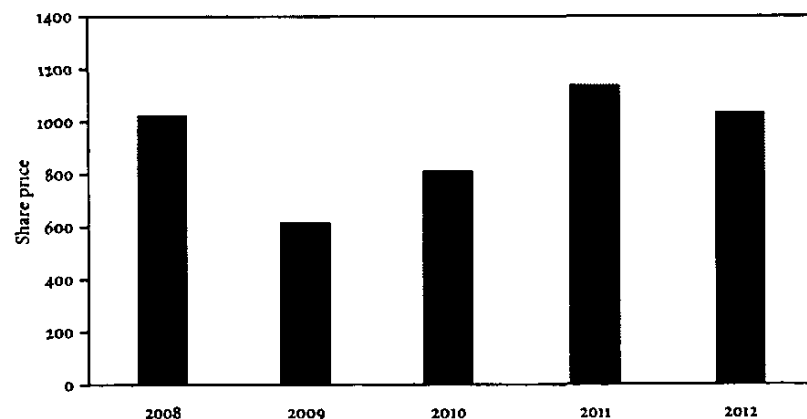
key performance indicators

The Directors regard the following as the key indicators pertaining to the Company's performance:

- (i) **net asset value per ordinary share** the following chart illustrates the movement in the fully diluted net asset value per Ordinary Share over the past five years



- (ii) **share price return** the following chart illustrates the movement in the share price per Ordinary Share over the past five years, assuming dividends reinvested



group report of the directors
for the year ended 31 January 2012

(iii) performance against benchmark

The performance of the Company's share price is measured against the Standard & Poor's 500 Composite Index and the Russell 2000 Index, the Company's benchmarks. A graph comparing performance can be found in the Directors' Remuneration Report on page 30.

future prospects

The Directors believe that the year ending 31 January 2013 will see progress, especially from the unquoted portfolio which continues to offer the potential for further significant appreciation.

taxation status

In the opinion of the Directors, the Company has conducted its affairs so as to be able to seek approved investment trust status from Her Majesty's Revenue & Customs under Sections 1158-1159 of the Corporation Tax Act 2010 for the accounting year ended 31 January 2012. The Company is a member of the Association of Investment Companies. Pursuant to arrangements between The Association of Investment Companies and Her Majesty's Revenue & Customs, who have agreed that written approval of investment trust status can be granted within the Corporation Tax Self Assessment Regime, written approval for all accounting years to 31 January 2011 has been granted. The Board is aware of the new investment trust tax regime that came into force on 1 January 2012. It is the expectation of the Board that the Company will be compliant with the requirements of the new regime and retain its investment trust status. This regime will apply to the Company for the accounting period ended 31 January 2013.

share capital

The Company's issued share capital consists of 14,113,553 Ordinary Shares of 5p nominal value each. All shares hold equal rights with no restrictions and no shares carry special rights with regard to the control of the Company. There are no special rights attached to the shares in the event that the Company is wound up. During the year, 115,000 Ordinary Shares were purchased for cancellation.

In addition, the Company has 1,799,499 units of Convertible Unsecured Loan Stock ("CULS") 2013 of 5p nominal value in issue. Holders of CULS have the right to convert their stock into shares once a year and the Conversion Notice will be sent to the relevant holders with these Report & Accounts. There are no voting rights attached to the CULS. In the event of winding up, the holders of CULS may be entitled to repayment of the principal amount of the stock together with any accrued interest. Full details are provided in the Trust Deed dated 26 November 1993.

During the year, on 4 July 2011, 171,301 CULS units were converted into Ordinary shares of 5p each at the rate of one 5p Ordinary share for every unit of 5p. No CULS were purchased for cancellation during the year.

share valuations

On 31 January 2012, the middle market quotation and the diluted net asset value per 5p Ordinary Share were 1,035 op and 1,395 op respectively. The comparable figures at 31 January 2011 were 1,146 op and 1,459 op respectively.

substantial shareholders

As at 31 January 2012, the following interests in the Ordinary Shares of the Company which exceed 3% of the issued share capital had been notified to the Company.

	Number of Ordinary Shares	% of issued share capital
C H B Mills	3,438,447	24.36
CG Asset Management Limited	1,208,627	8.56
Henderson Global Investors Limited	758,324	5.37
Findlay Park US Smaller Companies Fund Plc	595,000	4.22
Legal & General Group Plc	581,816	4.12
J O Hambro Investment Management Limited	443,567	3.14

Since 31 January 2012, Mr C H B Mills has acquired a further 10,552 Ordinary Shares of the Company as notified to the stock exchange, taking his total holding to 3,448,999 Ordinary Shares.

group report of the directors*for the year ended 31 January 2012***directors**

The biographical details for Directors currently in office are shown on page 3. Mr O R Grace resigned as a director on 30 December 2011. The Board has decided not to seek a replacement for Mr Grace as it is felt that the size of the Board is still appropriate to the size of the Company. However, it will keep this matter under review.

The Company's Articles of Association require that Directors should submit themselves for election at the first Annual General Meeting following their appointment and thereafter for re-election at least every three years. However, the Company is adopting the requirements of the UK Corporate Governance Code in relation to the annual re-election of directors. Therefore, in accordance with provision B 7.1 of the UK Corporate Governance Code all of the Directors will retire at the Annual General Meeting and being eligible, offer themselves up for re-election.

The Chairman and other members of the Board recommend that the Directors retiring be re-elected. The Chairman has confirmed that all Directors retiring have been subject to performance evaluation and as part of this evaluation the Chairman confirms that they continue to demonstrate commitment to their role and in his view continue to responsibly fulfil their functions. The rest of the Board have evaluated the performance of the Chairman and have confirmed that they are satisfied that his performance remains effective and that he has demonstrated commitment to his role and they therefore recommend his re-election at the forthcoming Annual General Meeting. The Chairman has confirmed that he has no other significant commitments that would impact on his role as Chairman of the Company.

directors' interests

The interests of the Directors as notified to the Company (beneficial unless otherwise stated) in the Ordinary Shares and Convertible Unsecured Loan Stock ("CULS") 2013 of the Company as at 31 January 2012 and 31 January 2011 were as follows:

	31 January 2012		31 January 2011	
	5p Ordinary Shares	Units of CULS	5p Ordinary Shares	Units of CULS
P D E M Moncreiffe*	303,130	90,000	303,130	90,000
C H B Mills**	3,238,447	—	3,198,447	—
C H B Mills (non-beneficial)	200,000	—	200,000	—
K Siem***	—	—	—	—
C L A Irby	25,000	—	25,000	—
O R Grace	—	—	280,429	321,135
E F Gittes	100,000	—	—	—

* P D E M Moncreiffe's wife is a beneficiary of a trust which purchased 6,500 units of CULS on 3 February 2012.

** C H B Mills has acquired a further 10,552 Ordinary Shares since 31 January 2012 as notified to the stock exchange on 2 May 2012 and 15 May 2012.

*** Siem Capital International Limited, a company which is indirectly controlled by a trust of which Mr Siem and his family are potential beneficiaries, is ultimately interested in 145,000 Ordinary Shares and 2,000 units of CULS (2011: 145,000 Ordinary Shares and 2,000 units of CULS).

Details of Directors' remuneration and interests in Share Options are described in the Directors' Remuneration Report on pages 28 to 30.

Save as disclosed, there have been no changes to the above interests between 31 January 2012 and the date of this report.

Save as disclosed below or in notes 3 and 19 to the financial statements, no Director was party to or had any interest in any contract or arrangement with the Company at any time during the year.

group report of the directors
for the year ended 31 January 2012

risk profile

During the year, the Board has reviewed the key risks that could affect the Company. The major financial risks associated with the Company are detailed in Note 18 to the Financial Statements. Other risks that could affect the Company include:

- (i) Market risk: the performance of the investment portfolio against its benchmarks, the Standard & Poor's 500 Composite Index and the Russell 2000 Index is closely monitored by the Board,
- (ii) Discount volatility: the Company's shares historically trade at a discount to its underlying net asset value. The Company has a share buyback programme in place to try to narrow this discount as far as possible and whereby any shares that it repurchases are cancelled,
- (iii) Regulatory risk: any breach of a number of regulations applicable to the Company, the UKLA's Listing Rules and the Companies Act could lead to a number of detrimental effects on the Company as well as reputational damage. The Audit Committee monitors compliance with these regulations in close alliance with the Joint Managers,
- (iv) Custodial and Banking risk: there is a risk that the custodians and banks used by the Company to hold assets and cash balances could fail and the Company's assets may not be returned. Associated with this is the additional risk of fraud or theft by employees of those third parties. The Board exercises monitoring through the Manager over the financial position of its custodial banks,
- (v) Credit risk/Counterparty risk: the Company holds preference shares in some investee companies and provides other forms of debt or loan guarantees where deemed necessary. There is a risk of those counterparties being unable to meet their obligations. The financial position and performance of these investee companies are continually monitored by the Manager and actions are taken to protect the Company's investment if needed.

See the summary on page 2 of this Annual Report for an oversight of the risk in investing in small companies.

significant agreements

The Company is required to disclose details of any agreements that it considers to be essential to the business. Pursuant to the Management, Administration and Custody Agreement dated 7 January 1993, as amended by the Amendment and Restatement Agreement on 19 March 2002 novated in November 2003 to Harwood Capital LLP (previously North Atlantic Value LLP), the Joint Manager provides management and administration services to the Company. This is considered by the Board to be a significant agreement.

The Management, Administration and Custody Agreement continues unless thereafter terminated by either party on not less than four months' notice in writing or may be terminated forthwith as a result of a material breach of the agreement or the insolvency of either party. No compensation is payable on termination of the Agreement. The Board reviews the activities of both the Joint Manager and the Chief Executive. The Chief Executive carries out day-to-day investment decisions for and on behalf of the Company. As part of this review, the Board is satisfied that the continuing appointment of the Joint Manager, on the terms agreed, is in the best interests of Shareholders. Mr Mills has been Chief Executive of the Company since 1984 and the Board consider it is in the best interest of the Company for this arrangement to continue.

As part of this review, the Board has given consideration to the experience, skills and commitment of the Chief Executive in addition to the personnel, services and resources provided by the Joint Manager. The Company's performance over the last year is described in the Chairman's Statement on page 4. The Board considers that the arrangements between the Chief Executive and the Joint Manager continue to work well.

group report of the directors
for the year ended 31 January 2012

related party transactions

Mr Mills, the Chief Executive, is Chief Investment Officer and a member of Harwood Capital LLP, Joint Manager to the Company. Mr Mills makes day-to-day investment decisions for the Company in his capacity as its Chief Executive and this position is distinct from his position as Chief Investment Officer of the Joint Manager. Mr Mills is a director and the sole shareholder of Growth Financial Services Limited ("GFS").

Pursuant to the Secondment Services Agreement between the Company, GFS and Mr Mills and the Management, Administration and Custody Agreement between the Company and Harwood Capital LLP, Mr Mills is responsible for the day-to-day investment decisions in conjunction with the Joint Manager, Harwood Capital LLP. The Secondment Services Agreement continues until terminated by the Company or GFS on not less than twelve months' notice. Details of the related party transactions and fees payable are disclosed in note 19 on pages 71 and 72 and in the Directors' Remuneration Report on pages 28 to 30. The Investment Management Fees are disclosed in note 3 on page 47. The Performance Fee payable to GFS is disclosed in the Directors' Remuneration Report on pages 28 to 30 and note 3 of the financial statements on page 47.

Siem Kapital AS, an indirect wholly owned subsidiary of Siem Industries Inc, of which Mr Siem is Chairman, joined Harwood Capital LLP in a joint venture agreement to establish SINAV Limited specifically for the purpose of acquiring GTL Resources Plc during the year. SINAV Limited continues to be jointly held by Harwood Capital LLP (on behalf of the Company and other funds managed by Harwood Capital LLP) and Siem Kapital AS.

With the exception of the matters referred to above, during the year no Director was materially interested in any contract of significance (as defined by the UK Listing Authority Listing Rules) entered into by the Company.

**institutional investors –
use of voting rights**

The Chief Executive and the Joint Manager, in the absence of explicit instruction from the Board, are empowered to exercise discretion in the use of the Company's voting rights in respect of investments and to then report to the Board, where appropriate, regarding decisions taken. The Board have considered whether it was appropriate to adopt a voting policy and an investment policy with regard to social, ethical and environmental issues and concluded that it was not appropriate to change the existing arrangements.

donations

The Company does not make any political or charitable donations.

post balance sheet events

There have been no significant events since the balance sheet date.

creditors' payment policy

It is the Company's policy to settle investment transactions according to the settlement periods operating for the relevant markets. For other creditors, it is the Company's policy to pay amounts due to them as and when they become due. All supplier invoices received by 31 January 2012 had been paid (31 January 2011 – all supplier invoices paid).

soft commission

The Joint Manager receives indirect benefits for certain investment services in the form of soft commission as a result of an agreement with a broker. The value of services supplied may depend upon a minimum threshold of commissions or a percentage of such commissions arising on dealings in securities for all clients including the Company. The practice of best execution is not compromised by this arrangement.

group report of the directors

for the year ended 31 January 2012

auditors	A resolution to reappoint KPMG Audit Plc as the Company's auditors and to authorise the Board to determine their remuneration will be proposed at the forthcoming Annual General Meeting
going concern	The Company's assets comprise readily realisable securities which can be sold to meet funding commitments if necessary and it also has sufficient cash reserves so the Directors have a reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. They have, therefore, adopted the going concern basis in preparing these financial statements
additional disclosures	The following further information is disclosed in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 • The Company's capital structure and voting rights are summarised on page 16 and note 15, • Details of the substantial shareholders in the Company are listed on page 16, • The rules concerning the appointment and replacement of directors are contained in the Company's Articles of Association and are discussed on page 17, • Amendment of the Company's Articles of Association and powers to issue on a pre-emptive basis or buy back the Company's shares requires a special resolution to be passed by the Shareholders, • There are no restrictions concerning the transfer of securities in the Company, no special rights with regard to control attached to securities, no agreements between holders of securities regarding their transfer known to the Company, no agreements which the Company is party to that might affect its control following a takeover bid, no agreements between the Company and its Directors concerning compensation for loss of office, and no qualifying third party indemnities in place
explanatory notes for the special business at the annual general meeting	The following resolutions (if passed) would allow the Board to issue Shares without first offering them to existing Shareholders. Although the Directors have no current intention of exercising either of the authorities (if renewed) to allot Shares or disapply pre-emption rights, they reserve the right to allot Shares at any time <i>Resolution 9 – Ordinary Resolution - Renewal of Directors' authority to allot Shares</i> The authority given to the Directors at the last Annual General Meeting to allot Shares expires at the conclusion of this year's meeting. Resolution 9 will renew the authority to allot Shares of the Company on similar terms. If Resolution 9 is passed the Directors will have the authority to allot Shares up to the aggregate nominal amount of £235,225 representing one third of the current issued share capital. This authority will expire at the next Annual General Meeting of the Company or, if earlier, 15 months after the passing of this resolution <i>Resolution 10 – Special Resolution - Renewal of Directors' authority for the disapplication of pre-emption rights</i> The authority given to Directors to disapply pre-emption rights expires at the Annual General Meeting. Resolution 10 will renew the disapplication of pre-emption rights thereby authorising the Directors to allot equity securities for cash up to a maximum aggregate renewal amount of £35,283 representing 705,677 Ordinary Shares of 5p each, being equivalent to 5% of the current issued share capital, without first offering such securities to existing Shareholders

group report of the directors
for the year ended 31 January 2012

Resolution 11 – Special Resolution – Authority to purchase the Company's own Shares

The authority given to Directors to purchase the Company's Ordinary Shares in the market expires at the forthcoming Annual General Meeting. Resolution 11 seeks the authority of Shareholders to purchase a maximum of 1,411,355 Ordinary Shares representing 10% of the current issued share capital. The Directors intend to exercise this authority only when, in the light of market conditions prevailing at the time and taking into account investment opportunities, appropriate gearing levels and the overall financial position, they believe that the effect of such purchases will be to increase the underlying value per Ordinary Share having regard to the interests of Shareholders generally. Shares will not be bought at a price of less than 5 pence each being the nominal value of each share nor more than 5% above the average middle market quotation of the shares over the preceding five business days nor will they be purchased during periods when the Company would be prohibited from making such purchases. Purchases will be made within guidelines set by the Board and using available reserves. Ordinary Shares purchased will be cancelled and the number of shares in issue reduced accordingly.

Resolution 12 – Special Resolution – Notice of general meetings

The authority given to Directors at last year's Annual General Meeting to call general meetings (other than an Annual General Meeting) on 14 days' notice will expire at the forthcoming Annual General Meeting. Resolution 12 seeks renewal of such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice. The shorter notice period will only be used where the flexibility would be helpful given the business of the meeting and where the Board believe it to be to the advantage of Shareholders as a whole.

The above resolutions are contained in the Notice of Annual General Meeting on pages 74 and 75.

Recommendation

The Board considers that resolutions 9 to 12 are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 3,677,129 shares representing 26.05% of the voting rights of the Company.

By Order of the Board


Bonita Guntrip ACIS

Company Secretary

Registered Office

Ground Floor

Ryder Court

14 Ryder Street

London SW1Y 6QB

Registered No 1091347

23 May 2012

statement of directors' responsibilities in respect of the annual report & financial statements

for the year ended 31 January 2012

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period.

In preparing those financial statements, the Directors are required to

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

The Directors are responsible for keeping adequate accounting records that are sufficient to disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the financial statements, Article 4 of the IAS Regulations. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In so far as the Directors are aware

- there is no relevant audit information of which the Company's auditors are unaware, and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the Auditors are aware of that information.

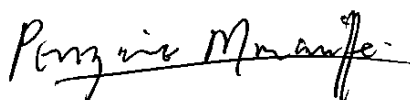
The Directors confirm that the above statements also apply to the year ended 31 January 2011 as the necessary disclosure to this effect was omitted from the annual report for the year ended 31 January 2011 in error.

Each of the current Directors confirms that, to the best of their knowledge

- the Group financial statements, prepared in accordance with IFRSs as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and loss of the Group, and
- the Report of the Directors, incorporating the Chairman's Statement and Investment Manager's Report by reference, includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of the Board
The Hon P D E M Moncreiffe
Chairman

23 May 2012



corporate governance*Statement of Compliance with the UK Corporate Governance Code*

The Company's policy is to achieve best practice in its standards of business integrity in all of its activities. This includes a commitment to follow the highest standards of corporate governance wherever possible. This section of the annual report describes how the Company has complied with the applicable provisions of the UK Corporate Governance Code published by the Financial Reporting Council ("FRC") in June 2010 (the "Code") and available on the FRC's website www.frc.org.uk. The Board considers that it has complied with the provisions of the Code throughout the year with the exception that a senior independent director had not been appointed, (however since the year end, the Board have elected Mr Irby to be the Senior Independent Director) non-executive Directors are not appointed for a specific term and certain Directors have served on the Board for more than nine years. However all Directors have been subject to performance evaluation and review during the year and are now subject to annual election.

Additionally, the Company is a member of the Association of Investment Companies ("AIC") and seeks to comply with the recommendations of the AIC's Code of Corporate Governance (the "AIC Code") which was re-issued in October 2010. The AIC Code is available on the AIC's website www.theaic.co.uk.

directors

Brief biographical details of the Directors in office are set out on page 3. The Board consists of five Directors, four of whom are non-executive (the Chairman – the Hon P D E M Moncreiffe, Mr Siem, Mr Irby and Mr Gittes) and considered by the Board to be independent of the Company's Joint Manager for the purposes of the Code despite their length of service. They are all free of any relationship that could materially interfere with the exercise of their independent judgement on issues concerning strategy, performance and standards of conduct. The Board considers that it has the appropriate balance of skills, experience, ages and length of service in the circumstances and values highly the experience of those Directors who have served on the Board for a longer period. The majority of the Board is therefore considered to be independent. Mr Mills is the Company's Chief Executive and not independent.

The Board acts as the Nomination Committee and meets as and when necessary and to discharge its role in nominating a new Director to the Board and succession planning.

The Board is a small Board and individual members have a wide range of qualifications and expertise to bring to any debate. The Board normally meets four times a year and at other times as necessary. Each non-executive Director has a signed letter of appointment to formalise the terms of their engagement as a non-executive Director. Copies of these letters are available for inspection at the Registered Office of the Company during normal business hours and will also be available for at least fifteen minutes prior to and during the Annual General Meeting. The contract for Mr Mills' services as a Director is with Growth Financial Services Limited. The Articles of Association provide that newly appointed Directors are required to submit themselves for election by Shareholders at the General Meeting following their appointment and for all Directors to be re-elected at least once every three years. However, the Company is adopting the requirements of the UK Corporate Governance Code in relation to the annual re-election of directors and accordingly, all of the Directors will retire at the Annual General Meeting and being eligible, offer themselves up for re-election. The Board lays down guidelines within which the Chief Executive and the Joint Manager implement investment policy and has a Schedule of Matters reserved to it. The Chief Executive and the Joint Manager are responsible for managing the Company and its portfolio of assets on a discretionary basis, subject to the supervision of the Board.

corporate governance*Statement of Compliance with the UK Corporate Governance Code*

The Chairman and other members of the Board recommend that the Directors retiring be re-elected. The Chairman has confirmed that all Directors retiring have been subject to performance evaluation and following that evaluation, the Chairman confirms that their performance continues to be effective and that they continue to demonstrate commitment to their role and in his view responsibly fulfil their functions. The performance evaluation programme took the form of a questionnaire circulated to and completed by all Directors. The Chairman then discussed the results with the Board and the individual Directors as necessary and any requests for further training or action were complied with. The non-executive Directors evaluated the performance of the Chairman and can confirm that they are happy with his performance and with his leadership of the Board.

board meetings

The Board has a schedule of matters reserved to it and sets down matters which require prior approval of the Board. The Chief Executive and Joint Manager carry out day-to-day activities pursuant to the terms of the management arrangements in place. These day-to-day activities relate to the management of the Company's investment portfolio within guidelines that have been set by the Board. These guidelines include, amongst other things, maximum exposure to any one investment, and total exposure to unquoted investments. The management of the investment portfolio also includes the monitoring of the performance and activities of the investment companies in the portfolio and detailed research into any prospective investment. In addition to scheduled Board Meetings, the Board may carry out certain urgent matters not requiring debate by way of delegation to a Committee of the Board or by resolution in writing of all Directors.

**attendance at board meetings,
audit and remuneration
committees**

	Total number in year	Total number in year	Total number in year
	4 Board Meetings	2 Audit Committees	2 Remuneration Committee
P D E M Moncreiffe	4	2	2
C H B Mills	4	N/A	N/A
K Siem	4	2	2
C L A Irby	3*	1*	2
E F Gittes	4	2	2
O R Grace (resigned 30 December 2011)	4	2	2

* Mr Irby was unable to attend this meeting due to ill health

In addition, there has been a number of meetings of Committees of the Board during the year to deal with matters on an adhoc basis.

remuneration committee

All of the non-executive Directors comprise the Remuneration Committee. The Remuneration Committee reviews the remuneration paid to Harwood Capital LLP and GFS pursuant to the Management Agreements and the level of Directors' remuneration. The remuneration of GFS is disclosed in the Directors' Remuneration Report on pages 28 to 30 and also in note 3 on page 47. The terms of reference of the Remuneration Committee are available from the Company Secretary.

corporate governance*Statement of Compliance with the UK Corporate Governance Code***audit committee**

The Board is supported by an Audit Committee which is chaired by Mr C L A Irby and comprises all of the non-executive Directors. The Audit Committee meets representatives of the Joint Manager twice a year, who report on the proper conduct of business in accordance with the regulatory environment in which both the Company and the Joint Manager operate. The Company's Auditors also attend the Committee at its request, at least once a year, and comment on their work procedures, the quality and effectiveness of the Company's accounting procedures and their findings in relation to the Company's statutory audit. The responsibilities of the Audit Committee include a review of the risk analysis, effectiveness of the internal control environment, accounting policies and the terms of appointment of the Auditors. The Committee monitors the performance of the Auditors on a regular basis (at least annually) and if satisfied, recommends their re-appointment to the Board. The Audit Committee is authorised to take such independent professional advice (including legal advice) and to secure the attendance of any external advisers with relevant expertise as it considers necessary. The Audit Committee is also responsible for the review of the Annual and half-yearly Reports, the nature and scope of the external audit, their findings and the provision of any non-audit services. The Audit Committee is satisfied that KPMG Audit Plc, the Company's auditor, are independent and that they have adequate policies and safeguards in place to ensure that their objectivity and independence is maintained. The Auditors do provide some non-audit services primarily in the provision of taxation advice but the Committee is satisfied that their objectivity and independence is not impaired by the performance of these non audit services and believes that the appointment of a third party unfamiliar with the Company to carry out non audit services would be of no benefit to Shareholders since they would incur unnecessary additional expense. The Audit Committee receive each year a report from the Auditors as to any matters the Auditors consider bear on their independence and which require disclosure to the Company.

The Committee's terms of reference are available from the Company Secretary. The Audit Committee met twice during the year to review the half-yearly and annual financial statements and to review reports and hold discussions with the Chief Executive and Joint Manager. In carrying out its duties during this review, the Audit Committee has considered inter alia the annual budget, internal control reports, the risk management framework, the effectiveness of the external audit process, the independence and objectivity of the External Auditors, the Audit Plan, Audit Reports and Corporate Governance Report including the Code. The Audit Committee has considered the need to take out separate insurance cover for Mr Mills. The Board is satisfied that all of the Committee's members have recent and relevant commercial and financial knowledge and experience to satisfy the provisions of the Code, by virtue of their having held various executive and non-executive roles in investment management and business management. Additionally, Charles Irby (Chairman of the Committee) is a chartered accountant.

The Company carries out its activities using the services of third party service providers, it has no staff of its own.

shareholder relations

The Company, through the Chief Executive and Joint Manager, has regular contact with its Institutional Shareholders. The Board supports the principle that the Annual General Meeting be used to communicate with private Shareholders and encourages them to participate. The Annual General Meeting is attended by the Directors and the Chief Executive.

The Notice of the Annual General Meeting sets out the business of the meeting and can be found on pages 74 and 75. The special business is also explained more fully in the Explanatory Notes on pages 76 and 77. Separate resolutions are proposed for each substantive issue.

corporate governance*Statement of Compliance with the UK Corporate Governance Code*

nominations committee	The Board is a small Board and fulfils the function of the Nominations Committee as a whole. The Nominations Committee considers the leadership needs and succession of the Board when making decisions on new appointments. Compatibility with each and every Director is considered a priority. The Board has considered its size during the year, following the resignation of Mr O R Grace, and considers that it is still a suitable size for the size of the Company and does not consider that there are any vacancies. The terms of reference of the Nomination Committee are available from the Company Secretary.
the company secretary	The previous Company Secretary, J O Hambro Capital Management Limited ("JOHCM"), was acquired ultimately by BT Investment Management Limited, an Australian fund management company, in October 2011. Following this transaction, Harwood Capital LLP is no longer part of the J O Hambro Capital Management Group. JOHCM resigned as Company Secretary on 1 May 2012. Bonita Guntrip ACIS has assumed the role since that date. The Board has direct access to the advice and services of the Company Secretary who is responsible for ensuring that the Board and Committee procedures are followed and that the applicable regulations are complied with. The Company Secretary is also responsible to the Board for ensuring timely delivery of information and reports.
accountability and audit	The statement of going concern is given on page 20 and the Board's responsibilities with regard to the financial statements are set out on page 22. The Independent Auditor's Report is on pages 31 and 32.
share capital	Shareholders' attention is drawn to the further information on page 20 which is disclosed in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and rule 7.2.6 of the Disclosure and Transparency Rules.
internal control	The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. The Board has regularly reviewed the effectiveness of the system of internal control in place. The Board believes that the key risks identified and implementation of the system to monitor and manage those risks are appropriate to the Company's business as an investment trust. The ongoing risk assessment includes the monitoring of the financial, operational and compliance risks as well as an evaluation of the scope and quality of the system of internal control adopted by the third party service providers. The Board regularly reviews the delegated services to ensure their continued competitiveness and effectiveness. The system is designed to ensure regular communication of the results of monitoring by the third parties to the Board and the incidence of any significant control failings or weaknesses that have been identified and the extent to which they have resulted in unforeseen outcomes or contingencies that may have a material impact on the Group's performance or operations. This review process was in place throughout the year under review and including the period to the date of the approval of the Annual Report. The Board believes that, although robust, the Company's system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives. Any system can provide only reasonable and not absolute assurance against material misstatement or loss. The Company does not have an internal audit function as it uses third party service providers and does not employ any staff, nor does the Board consider it appropriate to do so.

corporate governance

Statement of Compliance with the UK Corporate Governance Code

Throughout the year ended 31 January 2012, the Company has complied with the Code, except as follows

A 4.1 – This provision requires a senior independent Director to be appointed. As the Board consists of four non-executive Independent Directors and the Chief Executive, the Board had previously not considered it appropriate to comply with this Code provision, however since the year end, Mr Charles Irby has agreed to take on the role of Senior Independent Director

B 2.3 – This provision states that non-executive directors should be appointed for specific terms. Non-executive Directors are not appointed for specific terms but in compliance with Code provision D 1.5 their appointment is terminable on one month's notice

E 1.1 – This provision states that the Chairman should meet regularly with major Shareholders to discuss governance and strategy. This is not strictly complied with insofar as it is the Chief Executive and Joint Manager who has regular contact with major Shareholders. However, any concerns raised by those substantial Shareholders are fed back to the Board and the Chairman is available to meet with major Shareholders at their request. Also, all Directors attend the Annual General Meeting and are available to communicate with Shareholders

By order of the Board


Bonita Guntrip ACIS

Company Secretary

Registered Office

Ground Floor

Ryder Court

14 Ryder Street

London SW1Y 6QB

23 May 2012

directors' remuneration report*for the year ended 31 January 2012*

This Report has been prepared in accordance with the requirements of Company Law and the Listing Rules. An ordinary resolution for the approval of this Report will be put to the Members at the forthcoming Annual General Meeting.

The law requires your Company's Auditors to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditors' opinion is included in their report on pages 31 and 32.

role and composition

The Remuneration Committee consists of the Chairman and the Independent Non Executive Directors.

The Remuneration Committee is responsible for determining all aspects of Directors' remuneration. No Director participates in discussions on his own remuneration. The Committee takes independent professional advice where it considers this is appropriate. No such advice has been received in the year.

The Company's Articles of Association sets out the aggregate total of Director's fees that can be paid during the year to £150,000. The Committee met during the year and agreed that Directors' fees should be increased from £20,000 to £25,000 per annum with effect from 1 July 2011. The Board's policy is that the remuneration of the non-executive Directors should reflect the experience of those Directors, be comparable to that paid by other similar investment trusts and reflect the time spent on the Company's business. It is intended that this policy will continue for the year to 31 January 2013 and subsequent years. Directors do not receive bonuses, share options, pension benefits or any other form of benefit. Therefore the Board believe the level of fees to be fair and justifiable.

chief executive

The Chief Executive is responsible for the day-to-day investment decisions. He has no service contract with the Company, his appointment is pursuant to the Secondment Services Agreement dated 7 January 1993 between the Company, the Chief Executive and Growth Financial Services Limited. The Remuneration Committee has no plans to alter the remuneration structure for the Chief Executive. As stated in note 19 on pages 71 and 72, the Chief Executive is entitled to retain any fees received from investee companies in respect of his role as a non-executive director of these entities, such a role is considered to benefit Shareholders as it allows the Chief Executive to monitor the performance of the investee company more closely than would be possible under other circumstances.

remuneration of directors (audited)

Chief Executive	Year ended 31 January 2012	Year ended 31 January 2011
	£	£
Fees	22,917	20,000
Investment Management and related fees	960,000	902,000
Performance Fee	—	1,176,000
Total (excluding irrecoverable VAT)	<u>982,917</u>	<u>2,098,000</u>

The total fees of £982,917, in respect of Mr Mills' services as a Director and Chief Executive are payable to Growth Financial Services Limited ("GFS"), as described on page 19. GFS receives, and is contractually entitled to receive, part of the Annual Fee payable to the Joint Managers (GFS and Harwood Capital LLP) in respect of the investment management activities of the Chief Executive pursuant to the Investment Management Agreements described on page 18 and note 3 on page 47 of the financial statements.

directors' remuneration report*for the year ended 31 January 2012***remuneration of directors (audited) continued**

Mr Mills is the sole shareholder and director of GFS

The Performance Fee is a contractual entitlement pursuant to the Secondment Services Agreement dated 7 January 1993 as amended and is paid to GFS

No pension or other benefits are paid to the Chief Executive

Fees paid to non-executive Directors	Year ended	Year ended
	31 January 2012	31 January 2011
	£	£
P D E M Moncreiffe (Chairman)*	—	—
K Siem	22,917	20,000
C L A Irby	22,917	20,000
E F Gittes	22,917	20,000
O R Grace (resigned 30/12/2011)	20,833	20,000

* P D E M Moncreiffe is not receiving a fee in respect of his services as the Chairman of the Company

The above fees for the year ended 31 January 2012 have been pro-rated as the fees were increased to £25,000 per annum with effect from 1 July 2011

No Directors receive any benefits in kind

service contracts

No Director has a service contract. The contract for the Chief Executive's services and the carrying out of day-to-day investment decisions is with GFS and contained in the Secondment Services Agreement between GFS and the Company as noted in the paragraph describing the Chief Executive's activities

interests in options (audited)

	No of options at 1 February 2011	Year of grant 2011	Price	Exercised/ cancelled during the year	Grant of options during the year	Price	No of options at 31 January 2012
C H B Mills	—	2011	—	—	420,000	1,467 71p	420,000

The above options were granted for nil consideration to Mr C H B Mills on 14 July 2011 under the 2011 Share Option Scheme which was approved by Shareholders at the Annual General Meeting held on 30 June 2011. The 2011 Executive Share Option Scheme ("the Scheme") is an unapproved scheme. Options will normally be exercisable between three and ten years from the date of grant. Options granted under the Scheme may only be exercisable if the fully diluted net asset value of the Company (ignoring dilution on the exercise of Share Options) has grown at a compound rate of five per cent per annum over a period of at least three years following the grant of options and has grown by a percentage at least equal to sixty per cent of the percentage increase in the sterling adjusted Standard & Poor's 500 Composite Index in the three year period between the date of grant and the third anniversary of the date of the grant of Options. At the date of this report there was a further 10,000 options in issue which were granted on 14 July 2011 to an employee of the Joint Manager. The exercise price of those options is also 1,467 71p and the same performance criteria as explained above apply.

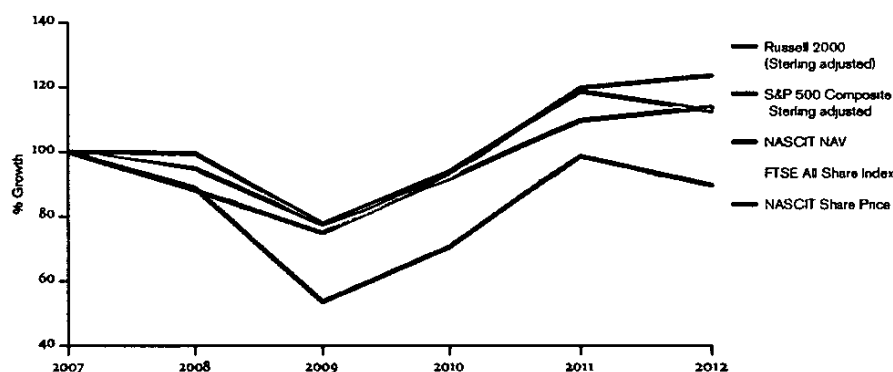
The highest and lowest mid-market price of the Company's Ordinary Shares during the year was 1,187 5p and 912 5p respectively. The mid-market price of the Company's Ordinary Shares at 31 January 2012 was 1,035p.

directors' remuneration report
for the year ended 31 January 2012

company's performance

The following graph compares over a five year period the total Shareholder return on the Company's Shares with a hypothetical holding of Shares of the same kinds and number as those by reference to which a broad equity market index is calculated

Graph showing total Shareholder return over 5 years as compared to total Shareholder return of a broad equity market index over the last 5 years (Source Financial Data/Datastream)



The equity market indices chosen are the Sterling adjusted Russell 2000 and the Sterling adjusted Standard & Poor's 500 Composite Index. After consultation with major Shareholders, 60% of this latter index was selected as the additional equity index-related benchmark to supplement the absolute five per cent per annum growth rate hurdle for the 2011 Executive Option Scheme. The FTSE All-Share Index is also included for comparative purposes as the portfolio currently consists of UK incorporated companies as well as US companies.

This Report was approved by the Board on 23 May 2012 and signed by The Hon P D E M Moncreiffe, Chairman

On behalf of the Board

P D E M Moncreiffe

The Hon P D E M Moncreiffe
Chairman

23 May 2012

independent auditor's report

to the members of north atlantic smaller companies investment trust plc

We have audited the financial statements of North Atlantic Smaller Companies Investment Trust plc for the year ended 31 January 2012 set out on pages 33 to 72. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 auditors' 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.

respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 22, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKP.

opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 January 2012 and of the Group's loss for the year then ended,
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

opinion 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,
- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements, and
- the information given in the Corporate Governance Statement set out on pages 23 to 27 with respect to internal control and risk management systems in relation to the financial reporting processes and about share capital structures is consistent with the financial statements.

independent auditor's report

to the members of north atlantic smaller companies investment trust plc

**matters on which we are
required to report
by exception**

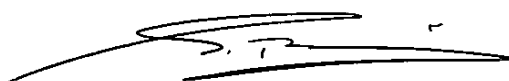
We have nothing to report in respect of the following

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

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

Under the Listing Rules we are required to review

- the Directors' statement, set out on page 20, in relation to going concern, and
- the part of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review, and
- certain elements of the report to Shareholders by the Board on Directors' remuneration



Salim Tharani (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

23 May 2012

consolidated statement of comprehensive income
for the year ended 31 January

		2012			2011		
	Notes	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Income	2	6,432	—	6,432	2,341	—	2,341
Net (losses)/gains on investments at fair value	9	—	(11,158)	(11,158)	—	37,868	37,868
Net gains on investment property	9	—	38	38	—	—	—
Currency exchange losses	9	—	(185)	(185)	—	(19)	(19)
total income		6,432	(11,305)	(4,873)	2,341	37,849	40,190
Expenses							
Investment management fee	3	(2,398)	(2)	(2,400)	(2,255)	(1,219)	(3,474)
Other expenses	4	(2,565)	—	(2,565)	(728)	—	(728)
Share based remuneration	5	(191)	—	(191)	—	—	—
Share of net return of associate	9	—	71	71	—	4,619	4,619
return before finance costs and taxation		1,278	(11,236)	(9,958)	(642)	41,249	40,607
Finance costs	6	(994)	—	(994)	(207)	—	(207)
return before taxation		284	(11,236)	(10,952)	(849)	41,249	40,400
Taxation	7	—	—	—	—	—	—
return for the year		284	(11,236)	(10,952)	(849)	41,249	40,400
return attributable to							
Equity holders of the Company		14	(11,110)	(11,096)	(849)	41,249	40,400
Non-controlling interest		270	(126)	144	—	—	—
		284	(11,236)	(10,952)	(849)	41,249	40,400
basic earnings per ordinary share	8	0 10p	(79 00)p	(78 90)p	(5 86)p	284 70p	278 84p
diluted earnings per ordinary share	8	0 14p	(69 74)p	(69 60)p	(4 90)p	241 70p	236 80p

The Group does not have any income or expense that is not included in the return for the year, and therefore the "return for the year" is also the "Total comprehensive income for the year", as defined in International Accounting Standard 1 (revised)

The total column of the statement is the Statement of Comprehensive Income of the Group. The supplementary revenue and capital columns are presented for information purposes as recommended by the Statement of Recommended Practice issued by the Association of Investment Companies.

All items in the above Statement derive from continuing operations. No operations were acquired or discontinued in the year. Hampton Investment Properties Limited was acquired on 31 January 2011. This acquisition is presented for the first time in these financial statements (see notes 1(c) and 10).

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46.

The notes on pages 40 to 72 form part of these financial statements.

consolidated statement of changes in equity
for the year ended 31 January

group	Share capital	CULS reserve	Share options reserve	Share premium account	Capital reserve	Capital redemption reserve	Restated*		Total
							Revenue reserve	Non controlling interest	
							£'000	£'000	
2012									
31 January 2011	703	15	229	1,301	234,377	69	(2,798)	7,856	241,752
Total comprehensive income for the year	—	—	—	—	(11,110)	—	14	144	(10,952)
Shares purchased for cancellation	(5)	—	—	—	(1,267)	5	—	—	(1,267)
Arising on conversion of CULS	8	(1)	—	—	—	—	—	—	7
Share options expenses	—	—	191	—	—	—	—	—	191
Settlement of outstanding share options	—	—	—	—	(120)	—	—	—	(120)
Reduction in non-controlling interest in subsidiary	—	—	—	—	—	—	—	(1,067)	(1,067)
31 January 2012	706	14	420	1,301	221,880	74	(2,784)	6,933	228,544

	Share capital	CULS reserve	Share options reserve	Share premium account	Capital reserve	Capital redemption reserve	Revenue reserve	Non* controlling interest	Total
restated*	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
2011									
31 January 2010	741	27	1,348	629	218,665	—	(1,949)	—	219,461
Total comprehensive income for the year	—	—	—	—	41,249	—	(849)	—	40,400
New issue of ordinary shares	5	—	—	672	—	—	—	—	677
Shares purchased for cancellation	(69)	—	—	—	(13,029)	69	—	—	(13,029)
Premium paid on repurchase of CULS	—	(8)	—	—	(9,740)	—	—	—	(9,748)
Arising on conversion of CULS	26	(4)	—	—	—	—	—	—	22
Settlement of outstanding share options	—	—	—	—	(3,887)	—	—	—	(3,887)
Transfer between reserves	—	—	(1,119)	—	1,119	—	—	—	—
Non-controlling interest in subsidiary	—	—	—	—	—	—	—	7,856	7,856
31 January 2011	703	15	229	1,301	234,377	69	(2,798)	7,856	241,752

* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited (see notes 1(c) and 10)

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46

The notes on pages 40 to 72 form part of these financial statements

company statement of changes in equity
for the year ended 31 January

company	Share capital £'000	CULS reserve £'000	Share options reserve £'000	Share premium account £'000	Capital redemption reserve £'000	Revenue reserve £'000	Total £'000
2012							
31 January 2011	703	15	229	1,301	233,999	69	233,896
Total comprehensive income for the year	—	—	—	—	(10,440)	—	(11,148)
Shares purchased for cancellation	(5)	—	—	—	(1,267)	5	(1,267)
Arising on conversion of CULS	8	(1)	—	—	—	—	7
Share options expenses	—	—	191	—	—	—	191
Settlement of outstanding share options	—	—	—	—	(120)	—	(120)
31 January 2012	706	14	420	1,301	222,172	74	221,559

	Share capital £'000	CULS reserve £'000	Share options reserve £'000	Share premium account £'000	Capital redemption reserve £'000	Revenue reserve £'000	Total £'000
2011							
31 January 2010	741	27	1,348	629	218,287	—	219,461
Total comprehensive income for the year	—	—	—	—	41,249	—	40,400
New issue of ordinary shares	5	—	—	672	—	—	677
Shares purchased for cancellation	(69)	—	—	—	(13,029)	69	(13,029)
Premium paid on repurchase of CULS	—	(8)	—	—	(9,740)	—	(9,748)
Arising on conversion of CULS	26	(4)	—	—	—	—	22
Settlement of outstanding share options	—	—	—	—	(3,887)	—	(3,887)
Transfer between reserves	—	—	(1,119)	—	1,119	—	—
31 January 2011	703	15	229	1,301	233,999	69	233,896

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46

The notes on pages 40 to 72 form part of these financial statements

consolidated and company balance sheets

as at 31 January

		Restated*			
		Group	Group	Company	Company
		2012	2011	2012	2011
	Notes	£'000	£'000	£'000	£'000
non current assets					
Investments at fair value through profit or loss	9	163,174	174,575	198,317	207,771
Investment property	9	41,654	41,555	—	—
Investments accounted for using the equity method	9	20,395	20,324	—	—
Motor vehicles and equipment		41	10	—	—
		<u>225,264</u>	<u>236,464</u>	<u>198,317</u>	<u>207,771</u>
current assets					
Investments held by subsidiary companies for trading		1,093	550	—	—
Trade and other receivables	11	1,835	3,530	2,630	11,899
Cash and cash equivalents		22,200	30,799	20,924	21,812
Other		1,170	1,170	—	—
		<u>26,298</u>	<u>36,049</u>	<u>23,554</u>	<u>33,711</u>
total assets		<u>251,562</u>	<u>272,513</u>	<u>221,871</u>	<u>241,482</u>
current liabilities					
Bank loans and overdrafts	12	—	(6,284)	—	(5,786)
Trade and other payables	13	(1,072)	(6,313)	(235)	(1,716)
		<u>(1,072)</u>	<u>(12,597)</u>	<u>(235)</u>	<u>(7,502)</u>
total assets less current liabilities		<u>250,490</u>	<u>259,916</u>	<u>221,636</u>	<u>233,980</u>
non current liabilities					
CULS	14	(77)	(84)	(77)	(84)
Bank loans	12	(21,869)	(18,080)	—	—
		<u>(21,946)</u>	<u>(18,164)</u>	<u>(77)</u>	<u>(84)</u>
total liabilities		<u>(23,018)</u>	<u>(30,761)</u>	<u>(312)</u>	<u>(7,586)</u>
net assets		<u>228,544</u>	<u>241,752</u>	<u>221,559</u>	<u>233,896</u>

* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited (see notes 1(c) and 10)

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46

The notes on pages 40 to 72 form part of these financial statements

consolidated and company balance sheets

as at 31 January

		Restated*			
		Group	Group	Company	Company
		2012	2011	2012	2011
	Notes	£'000	£'000	£'000	£'000
represented by					
Share capital	15	706	703	706	703
Equity component of CULS		14	15	14	15
Share options reserve		420	229	420	229
Share premium account		1,301	1,301	1,301	1,301
Capital reserve		221,880	234,377	222,172	233,999
Capital redemption reserve		74	69	74	69
Revenue reserve		(2,784)	(2,798)	(3,128)	(2,420)
total equity attributable to equity holders of the parent		221,611	233,896	221,559	233,896
Non-controlling interest		6,933	7,856	—	—
total equity attributable to group		228,544	241,752	221,559	233,896
net asset value per ordinary share					
Basic	8	1,570p	1,664p		
Diluted	8	1,395p	1,459p		

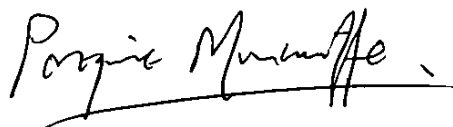
* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited (see notes 1(c) and 10)

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46

The notes on pages 40 to 72 form part of these financial statements

These financial statements were approved by the Board of Directors on 23 May 2012 and signed on its behalf by

The Hon P D E M Moncreiffe, Chairman



Company Registered Number
1091347

consolidated cash flow statement
for the year ended 31 January

	Notes	2012 £'000	Restated* 2011 £'000
group			
cash flows from operating activities			
Investment income received		2,653	1,788
Rental income received		3,098	—
Bank deposit interest received		64	58
Other income		1,064	339
Sale of investments by dealing Subsidiary		57	—
Investment Manager's fees paid		(3,688)	(3,476)
Other cash payments		(4,661)	(1,855)*
cash expended on operations	16	(1,413)	(3,146)
Bank interest paid		(995)	(179)
CULS interest paid		(9)	(10)
Loan renewal expenses		—	(9)
net cash outflow from operating activities		(2,417)	(3,344)
cash flows from investing activities			
Purchases of investments		(81,690)	(109,056)
Sales of investments		79,330	138,648
Purchases of plant and equipment		(55)	—
Sales of plant and equipment		29	—
net cash (outflow)/inflow from investing activities		(2,386)	29,592
cash flows from financing activities			
Repayment of fixed term borrowings		(24,538)	—
Increase in fixed term borrowings		21,869	—
Repurchase of CULS for cancellation		—	(9,795)
Repurchase of ordinary shares for cancellation		(1,267)	(13,029)
Issue of new shares		—	677
Settlement of outstanding share options		(120)	(3,887)*
Cash from subsidiary undertaking		—	456*
net cash outflow from financing activities		(4,056)	(25,578)
(decrease)/increase in cash and cash equivalents for the year		(8,859)	670
cash and cash equivalents at the start of the year		30,799	29,600
Revaluation of foreign currency balances		260	529
cash and cash equivalents at the end of the year	17	22,200	30,799

* The amounts at 31 January 2011 have been restated to reflect the reclassification of the settlement of outstanding share options from operating activities to financing activities and to consolidate the cash of the subsidiary, Hampton Investment Properties Limited

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46

The notes on pages 40 to 72 form part of these financial statements

company cash flow statement
for the year ended 31 January

	Note	2012 £'000	Restated* 2011 £'000
company			
cash flows from operating activities			
Investment income received		2,653	1,788
Bank deposit interest received		62	58
Other income		225	336
Investment Manager's fees paid		(3,688)	(3,476)
Other cash payments		(170)	(1,852)*
cash expended from operations	16	(918)	(3,146)
Bank interest paid		(73)	(179)
CULS interest paid		(9)	(10)
Loan renewal expenses		—	(9)
net cash outflow from operating activities		(1,000)	(3,344)
cash flows from investing activities			
Purchases of investments		(79,625)	(109,056)
Sales of investments		79,126	138,648
net cash (outflow)/inflow from investing activities		(499)	29,592
cash flows from financing activities			
Repayment of fixed term borrowings		(5,960)	—
Repurchase of CULS for cancellation		—	(9,795)
Repurchase of ordinary shares for cancellation		(1,267)	(13,029)
Issue of new shares		—	677
Settlement of outstanding share options		(120)	(3,887)*
Purchase of equity instruments in subsidiary		(1,221)	—
Short-term loans net advanced by subsidiary		8,919	(8,481)
net cash inflow/(outflow) from financing activities		351	(34,515)
decrease in cash and cash equivalents for the year		(1,148)	(8,267)
cash and cash equivalents at the start of the year		21,812	29,550
Revaluation of foreign currency balances		260	529
cash and cash equivalents at the end of the year	17	20,924	21,812

* The amounts at 31 January 2011 have been restated to reflect the reclassification of the settlement of outstanding share options from operating activities to financing activities

The financial statements have been prepared in accordance with the accounting policies on pages 40 to 46

The notes on pages 40 to 72 form part of these financial statements

notes to the financial statements

1 accounting policies

North Atlantic Smaller Companies Investment Trust plc ("NASCIT") is a Company incorporated in Great Britain and registered in England and Wales. The consolidated Annual Report for the Group for the year ended 31 January 2012 comprises the results of the Company and its subsidiaries – Consolidated Venture Finance Limited and Hampton Investment Properties Limited (together referred to as the "Group")

new standards and interpretations not yet applied

IASB and IFRIC have issued and endorsed the following standards and interpretations, applicable to the Group, which are not yet effective for the year ended 31 January 2012 and have therefore not been applied in preparing these financial statements

		Issued	Effective Date for annual periods beginning on or after
New/Revised International Financial Reporting Standards			
IFRS 7	Financial Instruments Disclosures — Amendments enhancing disclosures about transfers of financial assets	October 2010	1 July 2011
IFRS 7	Financial Instruments Disclosures — Amendments enhancing disclosures about offsetting of financial assets and financial liabilities	December 2011	1 January 2013 (and interim periods within those periods)
IFRS 7	Financial Instruments Disclosures — Amendments requiring disclosures about the initial application of IFRS 9	December 2011	1 January 2015 (or otherwise when IFRS 9 is first applied)
IFRS 9	Financial Instruments — Classification and measurement of financial assets	Original issue November 2009	1 January 2015 (mandatory application date amended December 2011)
Revised International Accounting Standards		Revised	Effective Date
IAS 1	Presentation of Financial Statements — Amendments to revise the way other comprehensive income is presented	June 2011	1 July 2012
IAS 32	Financial Instruments Presentation — Amendments to application guidance on the offsetting of financial assets and financial liabilities	December 2011	1 January 2014

The Directors do not anticipate that the initial adoption of the above standards, amendments and interpretations will have a material impact in future periods

The Company will only adopt standards at the beginning of its financial year, therefore any standards or interpretations with an effective date after 1 February 2011 will not have been adopted

notes to the financial statements

1 accounting policies continued

(a) basis of preparation/statement of compliance

The consolidated annual financial statements of the Group and the annual financial statements of the Company have been prepared in conformity with International Financial Reporting Standards ("IFRS"), which comprise standards and interpretations approved by the International Accounting Standards Board and International Financial Accounting Standards and Standing Interpretation Committee, interpretations approved by the International Accounting Standards Committee that remain in effect and to the extent they have been adopted by the European Union. They have also been prepared in accordance with applicable requirements of England and Wales company law and reflect the following policies which have been adopted and applied consistently. The financial statements have also been prepared in accordance with the Statement of Recommended Practice ("SORP") for investment trust companies, except to any extent where it conflicts with IFRS.

(b) convention

The financial statements are presented in Sterling rounded to the nearest thousand. The financial statements have been prepared on a going concern basis under the historical cost convention, except for the measurement at fair value of investments and derivatives designated at fair value through profit or loss.

(c) basis of consolidation

As stated in the Annual Report for the Group for the year ended 31 January 2011, your Board was of the opinion that in the context of an investment company and in view of the envisaged short term nature of control it was misleading and impracticable to consolidate Hampton Investment Properties Limited, Kiln Lane Property Limited and Browallia LLP.

Following discussions with the Financial Reporting Review Panel and in accordance with International Accounting Standards (IAS 27), your Board has reconsidered its opinion. Accordingly the Group financial statements for the year ended 31 January 2011 have been restated to include the financial statements of Hampton Investment Properties Limited (see note 10 for further information). On the grounds of immateriality, the financial statements of Kiln Lane Property Limited and Browallia LLP have not been included in the restated consolidated financial statements.

The Group financial statements consolidate the financial statements of the Company, its wholly owned Subsidiary undertaking, Consolidated Venture Finance Limited and its 68.1% ownership of Hampton Investment Properties Limited, drawn up to 31 January 2012. The Company's 65.4% holding in Performance Chemical Company has not been consolidated on the grounds of immateriality.

Except as shown in (d) below, in accordance with IAS 28 (Investments in Associates), investments where the Company holds, directly or indirectly, more than 20% or more of the voting power of the investee, or otherwise has significant influence, are not accounted for as associates. Instead they are accounted for in the same way as other investments designated as at fair value through profit or loss.

In accordance with the exemptions given by s408 of the Companies Act 2006, the Company has not presented its own Statement of Comprehensive Income. The amount of the Company's loss for the financial year dealt with in the accounts of the Group is £11,148,000 (2011 profit £40,400,000).

notes to the financial statements

1 accounting policies continued

(d) oryx

NASCIT is in a position to exercise significant influence, but not control or joint control, through participation in the financial and operating policy decisions of Oryx. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over these policies. Oryx has been accounted for as an associate as it is considered to be a long term holding of the Company.

The results and assets and liabilities of Oryx are incorporated in the consolidated accounts using the equity method of accounting. Oryx is carried in the Consolidated Balance Sheet at cost as adjusted by post-acquisition changes in the Group's share of the net assets of Oryx.

(e) segmental reporting

The Directors are of the opinion that the Group is engaged in a single segment of business, being investment business. The Group invests in smaller companies principally based in countries bordering the North Atlantic Ocean and in properties within the UK. A geographical analysis of the portfolio is shown on page 6.

(f) investments

All non current investments held by the Group, other than the investment in Oryx, are designated at 'fair value through profit or loss' on initial acquisition. Investments are initially recognised at fair value, being the value of the consideration given.

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

After initial recognition, investments are measured at fair value, with investment holding gains and losses on investments recognised in the Statement of Comprehensive Income and (apart from those on current asset investments) allocated to capital. Gains and losses on disposal are calculated as the difference between sales proceeds and cost.

Investments are included in the Balance Sheet on the following basis:

(i) quoted at market value on a recognised stock exchange

Securities quoted on recognised stock exchanges are valued at the market bid price and exchange rates ruling at the Balance Sheet date. With the exception of AIM quoted SETS stocks, which are valued using latest trade price, which is equivalent to the fair value.

Unexpired traded put and call options are held in current liabilities as investments held for trading – derivatives and are revalued to the prevailing fair value at the Balance Sheet date.

(ii) unlisted at market value

Treasury Bills are valued at fair value having been adjusted for movements in exchange rates between the dates of purchase and the year-end. Accrued income arising from them is included in debtors.

notes to the financial statements

1 accounting policies continued

(f) investments continued**(iii) unquoted at directors' estimate of fair value**

Unquoted investments are valued in accordance with the International Private Equity and Venture Capital Association ("IPEVCA") guidelines. Their valuation incorporates all factors that market participants would consider in setting a price. The primary valuation techniques employed to value the unquoted investments are earnings multiples, recent transactions and the net asset basis. Valuations in local currency are translated into Sterling at the exchange rate ruling on the Balance Sheet date.

Included within the Statement of Comprehensive Income as at 31 January 2012, is a loss of £3,328,000 relative to the movement in the fair value of the unlisted investments valued using valuation techniques.

(iv) investment property

Investments in property are initially recognised at cost and then valued at fair value based on an independent professional valuation at the reporting date, with changes in fair value recognised in the Consolidated Statement of Comprehensive Income. Disposals of investment property are recognised when contracts for sale have been exchanged and sales have been completed.

(v) current asset investments

Investments held by the Subsidiary undertakings are classified as 'held for trading' and are valued at fair value in accordance with the policies set out in 1(f)(i) and 1(f)(iii) above for quoted and unquoted holdings respectively.

Profits or losses on investments in the Subsidiary undertakings are taken to revenue.

(g) options

Where put and call option transactions are entered into for investment purposes, the premiums are taken to the Statement of Comprehensive Income and included as capital and the gains or losses arising on the valuations to fair value are recognised in the Statement of Comprehensive Income and included as capital likewise.

Premiums received and gains or losses on revaluation are taken to the Capital Reserve. Where an option transaction is in profit at the year-end, the premium received on any open option is spread over the life of that option.

(h) goodwill

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually (as at 31 January) and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the net assets of each subsidiary to which the goodwill relates. Where the net assets of the subsidiary are less than their carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill are not reversed in future periods.

notes to the financial statements

1 accounting policies continued

(i) foreign currency

The currency of the primary economic environment in which the Company operates (the “functional currency”) is pounds Sterling (Sterling), which is also the presentational currency of the Group. Transactions involving currencies other than Sterling are recorded at the exchange rate ruling on the transaction date. At each Balance Sheet date, monetary items and non-monetary assets and liabilities that are fair valued, which are denominated in foreign currencies, are retranslated at the closing rates of exchange.

Exchange differences arise on settlement of monetary items and from retranslating at the Balance Sheet date.

- investments and other financial instruments measured at fair value through profit or loss, and
- other monetary items are included in the Statement of Comprehensive Income and allocated as capital if they are of a capital nature, or as revenue if they are of a revenue nature.

Exchange differences allocated as capital are included in the transfer to Capital Reserve.

(j) trade date accounting

All “regular way” purchases and sales of financial assets are recognised on the “trade date” i.e. the day that the entity commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of the asset within a time frame generally established by regulation or convention in the market place.

(k) income

Dividends receivable on quoted equity shares are taken into account on the ex-dividend date. Where no ex-dividend date is quoted, they are brought into account when the Group’s right to receive payment is established. Other investment income and interest receivable are included in the financial statements on an accruals basis. Dividends received from UK registered companies are accounted for net of imputed tax credits.

(l) expenses

All expenses are accounted for on an accruals basis and are allocated wholly to revenue with the exception of Performance Fees which are allocated wholly to capital, as the fee is payable by reference to the capital performance of the Group and transaction costs which are also allocated to capital.

Finance costs 100% of basic loans, borrowing cost and CULS are charged to revenue.

(m) share based payments

In accordance with IFRS 2 Share Based Payments, an expense is recognised in the financial statements relating to the value of share options awarded under the 2011 Executive Share Option Scheme to the Chief Executive and employees of Harwood Capital LLP.

The accounting charge is based on the fair value of each grant, measured at the grant date and is spread over the vesting period. The deemed expense over the vesting period is transferred to the Share Options Reserve.

notes to the financial statements

1 accounting policies continued

(n) cash and cash equivalents

Cash in hand and at banks and short-term deposits which are held to maturity are carried at cost. Cash and cash equivalents are defined as cash in hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value. Bank overdrafts that are repayable on demand, which form an integral part of the Group's cash management, are included as a component of cash and cash equivalents for the purpose of the Cash Flow Statement.

(o) bank loans and borrowings

All bank loans and borrowings are initially recognised at cost, being the fair value of the consideration received, less issue costs where applicable. After initial recognition, all interest bearing loans and borrowings are subsequently measured at amortised cost. Any difference between cost and redemption value has been recognised in the Statement of Comprehensive Income over the period of the borrowings on an effective interest rate basis.

(p) convertible unsecured loan stock (CULS) 2013

The CULS comprise of an equity element and a debt element, rather than just being treated as debt. The equity element was identified when the CULS were issued and reduces when the CULS are bought back or exercised. A CULS Reserve has been created to recognise the equity component.

(q) taxation

Tax on the profit or loss for the year comprises current and deferred tax. Corporation tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in Equity, in which case it is recognised in Equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date and any adjustment to tax payable in respect of previous years. The tax effect of different items of expenditure is allocated between revenue and capital on the same basis as the particular item to which it relates, using the Company's marginal method of tax, as applied to those items allocated to revenue, for the accounting period.

Deferred tax is provided, using the liability method, on all temporary differences at the Balance Sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes. Deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the Balance Sheet date.

(r) share capital and reserves

Share Capital represents the nominal value of equity shares.

Equity component of CULS represents the equity component of convertible unsecured loan stock issued.

Share Options Reserve represents the expense of share based payments. The fair value of Share Options is measured at grant date and spread over the vesting period. The deemed expense is transferred to the Share Options Reserve.

notes to the financial statements

1 accounting policies continued

(r) share capital and reserves continued

Share Premium Account represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue

Capital Reserve represents realised and unrealised capital and exchange gains and losses on the disposal and revaluation of investments and of foreign currency items. In addition, performance fee costs are allocated to the Capital Reserve

Revenue Reserve represents retained profits from the income derived from holding investment assets less the costs associated with running the Company

2 income

	Group 2012 £'000	Group 2011 £'000	Company 2012 £'000	Company 2011 £'000
income from investments				
UK dividend income	2,643	1,602	2,643	1,602
Unfranked investment income				
– interest	(5)	161	(5)	161
– interest reinvested	93	649	93	649
– underwriting commission	–	62	–	62
	<u>2,731</u>	<u>2,474</u>	<u>2,731</u>	<u>2,474</u>
other income				
Interest receivable	152	86	150	86
Net dealing losses from Subsidiary trading	(523)	(530)	–	–
Net return from Subsidiary	–	–	43	(530)
Rental income	3,104	–	–	–
Sundry income	968	311	129	311
	<u>3,701</u>	<u>(133)</u>	<u>322</u>	<u>(133)</u>
Total income	<u>6,432</u>	<u>2,341</u>	<u>3,053</u>	<u>2,341</u>
total income comprises				
Dividends	2,643	1,602	2,643	1,602
Interest	240	896	238	896
Rental income	3,104	–	–	–
Other income*	445	(157)	172	(157)
	<u>6,432</u>	<u>2,341</u>	<u>3,053</u>	<u>2,341</u>
income from investments				
Listed UK	2,643	1,664	2,643	1,664
Unlisted UK	74	789	74	789
Other unlisted	14	21	14	21
	<u>2,731</u>	<u>2,474</u>	<u>2,731</u>	<u>2,474</u>

* Includes net dealing losses from Subsidiary trading

notes to the financial statements

3 Investment management fee

- (i) Pursuant to the Secondment Services Agreement, described in the Group Report of the Directors on page 19 and the Directors' Remuneration Report on page 29, Growth Financial Services Limited ("GFS") provides the services of Mr Mills as Chief Executive of the Company, who is responsible for day-to-day investment decisions. Mr Mills is the sole shareholder and a director of GFS. GFS is entitled to receive part of the investment management and related fees payable to GFS and Harwood Capital LLP as may be agreed between them from time to time.
- (ii) Pursuant to the terms of the Management, Administration and Custody Agreement, described on page 19 of the Group Report of the Directors, Harwood Capital LLP is entitled to receive a fee (the Annual Fee) in respect of each financial period equal to the difference between (a) 1% of Shareholders' Funds (as defined) on 31 January each year and (b) the amount payable to GFS referred to in note 3(i) above. This fee is payable quarterly in advance.

As set out in note 19, no formal arrangements exist to avoid double charging on investments managed or advised by Harwood Capital LLP.

- (iii) The Performance Fee, calculated annually to 31 January, is only payable if the investment portfolio outperforms the Sterling adjusted Standard & Poors' 500 Composite Index. It is calculated as 10% of the outperformance and paid as a percentage of Shareholders' Funds. It is limited to a maximum payment of 0.5% of Shareholders' Funds. The Performance Fee arrangements payable to GFS have been in place since 1984 when they were approved by Shareholders.
- (iv) In addition to the management fees disclosed in note 3(ii) above, Harwood Capital LLP is also paid the following:
- an investment management related fee of £125,000 per annum (see note 4). With effect from 1 February 2011, it has been agreed that the activity fee of £225 per transaction will no longer be payable and that in return the investment management related fee will increase to £125,000 per annum. The Joint Manager felt that a fee per transaction meant that it was unattractive to do small trades so this adjustment will remedy that.

The amounts payable in the year in respect of investment management are as follows:

	Group and Company			Group and Company		
	2012			2011		
	Revenue	Capital	Total	Revenue	Capital	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Annual fee	2,398	–	2,398	2,255	–	2,255
Performance Fee	–	–	–	–	1,176	1,176
Irrecoverable VAT thereon	–	2	2	–	43	43
	<u>2,398</u>	<u>2</u>	<u>2,400</u>	<u>2,255</u>	<u>1,219</u>	<u>3,474</u>

At 31 January 2012, £120,000 was payable to the Joint Manager in respect of outstanding management fees (2011: £113,000). At 31 January 2012, £nil plus VAT was payable to GFS in respect of outstanding performance fees (2011: £1,176,000).

notes to the financial statements

4 other expenses

	Group	Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
Auditor's remuneration (see below)	51	54	51	54
Directors' fees (see page 29)*	113	98	113	98
Investment management related fee (see note 3)	125	100	125	100
Activity fees (see note 3)	–	27	–	27
Other expenses	2,276	449	811	449
	<u>2,565</u>	<u>728</u>	<u>1,100</u>	<u>728</u>

* From 1 July 2011 it was agreed that Director's fees would increase to £25,000 per annum

	Group	Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
auditors' remuneration				
Fees payable to the Company's Auditor for the audit of the financial statements				
– Current auditor	47	39	47	39
– Previous auditor	–	6	–	6
Fees payable to the Company's Auditor and its associates for other services				
– Previous auditor	–	1	–	1
Other services relating to taxation				
– Current auditor	4	4	4	4
– Previous auditor	–	4	–	4
	<u>51</u>	<u>54</u>	<u>51</u>	<u>54</u>

Fees payable to the Company's Auditor, KPMG Audit Plc and its associates for non-audit services to the Company itself are not disclosed in the individual financial statements of the Company because the Company's Group financial statements are required by the Companies (Disclosure of Auditor Remuneration and Liability Limitation Agreements) Regulations 2008, SI 2008 No 489, to disclose such fees on a consolidated basis

notes to the financial statements

5 share based remuneration

	2012			2011		
	Revenue	Capital	Total	Revenue	Capital	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Accounting charge for the year	191	–	191	–	–	–
	<u>191</u>	<u>–</u>	<u>191</u>	<u>–</u>	<u>–</u>	<u>–</u>

A list of the Options in issue are shown below,

No of options at 1 February 2011	Year of grant	Cancelled during Price the year	Grant of options during the year	No of Options Price at 31 January 2012
20,000	2005	875 60p	20,000	–
–	2011	–	430,000	1,467 71
				430,000

Further details of Options are disclosed on page 29 and in note 15 on page 61

On 14 July 2011 C H B Mills (Mr Mills) was granted 420,000 share options under the NASCIT 2011 Executive Share Option Scheme at an exercise price of 1,467 71p per share. A further 10,000 options were granted to other eligible employees of Harwood Capital LLP. These options are exercisable providing the necessary performance requirements are met between 14 July 2014 and 14 July 2021.

The fair value of the share options is estimated at the grant date using a binomial lattice pricing model.

The assumptions used in calculating the fair value are

– Future share price volatility	25.0% per annum
– Future dividend yield	0.0% per annum
– Future risk-free interest rate	1.2% per annum
– Minimum gain threshold	33.0% per annum
– Proportion of options exercised minimum gain achieved	50.0% per annum

Based on these assumptions the fair value has been calculated as 22.1% of the 1,097.00p (the closing mid-market price on 13 July 2011) per option giving a total fair value of £1,042,000.

The accounting charge is based on the fair value of each grant, at the grant date and is spread over the vesting period, being 3 years from the date of grant assuming all necessary performance criteria are met. The deemed expense is transferred to the Share options reserve.

The remaining holders of the 20,000, 2005 options waived their rights to future participation. It was agreed that, subject to the proceeds being reinvested in NASCIT shares and those shares being held for a period of not less than two years, an ex gratia payment totalling £120,000 be paid to those eligible employees of Harwood Capital LLP for these options. The estimated fair value of these waived share options was £120,000.

At the date of this report there were 430,000 options granted in 2011 in issue with an estimated fair value of £1.04m.

notes to the financial statements

5 share based remuneration continued

As previously disclosed in the financial statements for the year ended 31 January 2011, on 15 March 2010 C H B Mills (Mr Mills) exercised 100,000 share options granted in 2000 under the NASCIT 1994 Executive Share Option Scheme at an exercise price of 677.57p per share

Additionally, further to a review of the NASCIT 2002 Executive Share Option Scheme, a majority of the option holders waived their rights to future participation. As part of the review of the incentive scheme, it was agreed that, subject to the proceeds being reinvested in NASCIT shares and those shares being held for a period of not less than two years, an ex gratia payment totalling £3.9 million be paid to Mr Mills and to those eligible employees of Harwood Capital LLP

It was not disclosed in the financial statements for the year ended 31 January 2011 that the exercise of 100,000 share options resulted in a gain to Mr Mills of £104,000 based on a mid-market price of 781.50p nor that the estimated fair value of the options settled was £3.9 million

6 interest payable and similar charges

	Group 2012 £'000	Group 2011 £'000	Company 2012 £'000	Company 2011 £'000
On bank loans and overdrafts	985	197	63	197
Interest on CULS	9	10	9	10
	<u>994</u>	<u>207</u>	<u>72</u>	<u>207</u>

7 taxation on ordinary activities

The current taxation charge for the year is different from the standard rate of corporation tax in the UK of 28% to 31 March 2011 and 26% from 1 April 2011. The differences are explained below

	Group 2012 Total £'000	Group 2011 Total £'000	Company 2012 Total £'000	Company 2011 Total £'000
Total return on ordinary activities before taxation	(10,952)	40,400	(11,148)	40,400
Theoretical tax at UK Corporation tax rate of 26.33% (2011: 28%)	(2,884)	11,312	(2,935)	11,312
Effects of				
Non taxable capital return	2,958	(11,550)	2,749	(11,550)
UK dividends which are not taxable	(696)	(449)	(696)	(449)
Increase in tax losses, disallowable expenses and offshore income gains	622	687	882	687
Actual current tax charge	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

notes to the financial statements

7 taxation on ordinary activities continued

Factors that may affect future tax charges

The Group has tax losses of £20,416,000 (2011 £19,794,000) that are available to offset future taxable revenue. A deferred tax asset has not been recognised in respect of those losses which will be recoverable only to the extent that the Group has sufficient future taxable revenue.

Of the Group tax losses shown above, the Parent Company has tax losses of £20,676,000 (2011 £19,794,000) that are available to offset future taxable revenue. A deferred tax asset has not been recognised in respect of those losses, which will be recoverable only to the extent that the Company has sufficient future taxable revenue.

The Company carries out its activities as an investment trust and the intention is to continue meeting the conditions required to obtain approval in the foreseeable future. Therefore, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

8 return per ordinary share and net asset value per ordinary share

Consolidated return per Ordinary Share

	Revenue			Capital			Total		
	*Net return £'000	Ordinary Shares	Per Share pence	*Net return £'000	Ordinary Shares	Per Share pence	*Net return £'000	Ordinary Shares	Per Share pence
2012									
Basic return per Share	14	14,062,899	0.10	(11,110)	14,062,899	(79.00)	(11,096)	14,062,899	(78.90)
CULS**	9	1,868,628		-	1,868,628		9	1,868,628	
Diluted return per Share	23	15,931,527	0.14	(11,110)	15,931,527	(69.74)	(11,087)	15,931,527	(69.60)

	Revenue			Capital			Total		
	*Net return £'000	Ordinary Shares	Per Share pence	*Net return £'000	Ordinary Shares	Per Share pence	*Net return £'000	Ordinary Shares	Per Share pence
2011									
Basic return per Share	(849)	14,488,339	(5.86)	41,249	14,488,339	284.70	40,400	14,488,339	278.84
CULS**	13	2,577,905		-	2,577,905		13	2,577,905	
Diluted return per Share	(836)	17,066,244	(4.90)	41,249	17,066,244	241.70	40,413	17,066,244	236.80

Basic return per Ordinary Share has been calculated using the weighted average number of Ordinary Shares in issue during the year.

* Profit for the year

** CULS interest cost and excess of the total number of potential shares on CULS conversion over the number that could be issued at the average market price from the conversion proceeds, as calculated in accordance with IAS 33 Earnings per share

notes to the financial statements

8 return per ordinary share and net asset value per ordinary share continued

Consolidated net asset value per Ordinary Share

The consolidated net asset value per Ordinary Share calculated in accordance with the Articles of Association is as follows

	Net asset value per Share	
	2012	2011
Ordinary Shares – Basic	1,570p	1,664p
– Diluted	1,395p	1,459p

The basic net asset value per Ordinary Share is based on net assets of £221,611,000 (2011 £233,896,000) and on 14,113,553 Ordinary Shares (2011 14,057,252) being the number of Ordinary Shares in issue at the year end

The diluted net asset value per Ordinary Share is calculated on the assumption that the outstanding 2013 CULS are fully converted at par and that all 430,000 (2011 20,000) Share Options were exercised at the prevailing exercise prices, giving a total of 16,343,052 issued Ordinary Shares (2011 16,048,052)

9 investments

a Investments at fair value through profit or loss and investment property

	Restated*		Company 2012 £'000	Company 2011 £'000
	Group 2012 £'000	Group 2011 £'000		
Quoted at fair value				
United Kingdom	52,768	46,360	73,163	66,684
Overseas	22,438	1,085	22,438	1,085
Total quoted investments	75,206	47,445	95,601	67,769
Treasury bills at fair value	–	24,836	–	24,836
Unlisted and loan stock at fair value	87,968	102,294	102,716	115,166
Investments at fair value through profit or loss	163,174	174,575	198,317	207,771
Investment property*	41,654	41,555	–	–
Total	204,828	216,130	198,317	207,771

* The Company holds the investment property through a subsidiary, Hampton Investment Properties Limited. The restatement has been fully described in note 10

notes to the financial statements

9 investments continued

	Listed equities	AIM quoted	Unlisted equities	Loan stocks	Treasury Bills	Investment property	Total
group – 2012	£'000	£'000	£'000	£'000	£'000	£'000	£'000
analysis of investment portfolio movements							
Opening bookcost as at 1 February 2011	39,142	5,337	70,821	4,349	25,476	35,235	180,360
Opening (depreciation)/appreciation on assets held	(3,836)	6,802	28,154	(1,030)	(640)	6,320	35,770
opening valuation as at 1 February 2011	35,306	12,139	98,975*	3,319	24,836	41,555*	216,130
Movements in year							
Transfers	–	6,500	(6,500)	–	–	–	–
Purchases at cost	43,450	5,129	8,819	801	21,351	1,244	80,794
Sales – proceeds	(14,476)	(5,613)	(13,644)	(445)	(45,846)	(1,183)	(81,207)
– realised (losses)/gains on sales	3,096	197	1,576	–	(981)	133	4,021
Increase/(decrease) in appreciation on assets held	(3,596)	(6,927)	(4,008)	(924)	640	(95)	(14,910)
closing valuation as at 31 January 2012	63,780	11,425	85,218	2,751	–	41,654	204,828
Closing bookcost as at 31 January 2012	71,212	11,550	61,072	4,705	–	35,429	183,968
Closing (depreciation)/appreciation on assets held	(7,432)	(125)	24,146	(1,954)	–	6,225	20,860
	63,780	11,425	85,218	2,751	–	41,654	204,828

* The amounts at 1 February 2011 have been restated to reflect the reclassification of investments arising on the acquisition of the controlling stake in Hampton Investment Properties Limited on 31 January 2011 (see notes 1(c) and 10)

company – 2012

analysis of investment portfolio movements

Opening bookcost as at 1 February 2011	49,623	5,337	79,462	4,349	25,476	–	164,247
Opening appreciation/(depreciation) on assets held	6,007	6,802	32,385	(1,030)	(640)	–	43,524
opening valuation as at 1 February 2011	55,630	12,139	111,847	3,319	24,836	–	207,771
Movements in year							
Transfers	–	6,500	(6,500)	–	–	–	–
Purchases at cost	43,450	5,129	10,015	801	21,351	–	80,746
Sales – proceeds	(14,476)	(5,613)	(13,644)	(445)	(45,846)	–	(80,024)
– realised gains/(losses) on sales	3,096	197	1,576	–	(981)	–	3,888
(Decrease)/increase in appreciation on assets held	(3,525)	(6,927)	(3,328)	(924)	640	–	(14,064)
closing valuation as at 31 January 2012	84,175	11,425	99,966	2,751	–	–	198,317
Closing bookcost as at 31 January 2012	81,693	11,550	70,909	4,705	–	–	168,857
Closing appreciation/(depreciation) on assets held	2,482	(125)	29,057	(1,954)	–	–	29,460
	84,175	11,425	99,966	2,751	–	–	198,317

notes to the financial statements

9 investments continued

restated group – 2011	Listed equities £'000	AIM quoted £'000	Unlisted equities £'000	Loan stocks £'000	Treasury Investment Bills £'000	Investment property £'000	Total £'000
analysis of investment portfolio movements							
Opening bookcost as at 1 February 2010	51,547	29,326	59,258	16,648	7,298	–	164,077
Opening (depreciation)/appreciation on assets held	(15,745)	12,386	20,941	(2,180)	191	–	15,593
opening valuation as at 1 February 2010	35,802	41,712	80,199	14,468	7,489	–	179,670

Movements in year

Adjustment arising on acquisition of controlling stake	–	–	(12,872)	–	–	41,555	28,683
Transfers	(5,015)	(18,451)	14,150	9,316	–	–	–
Purchases at cost	12,260	244	9,242	2,927	84,426	–	109,099
Sales – proceeds	(17,273)	(34,344)	(1,999)	(18,851)	(66,272)	–	(138,739)
– realised (losses)/gains on sales	(2,377)	28,562	3,042	(5,691)	24	–	23,560
Increase/(decrease) in appreciation on assets held	11,909	(5,584)	7,213	1,150	(831)	–	13,857
closing valuation as at 31 January 2011	35,306	12,139	98,975	3,319	24,836	41,555	216,130
Closing bookcost as at 31 January 2011	39,142	5,337	70,821	4,349	25,476	35,235	180,360
Closing (depreciation)/appreciation on assets held	(3,836)	6,802	28,154	(1,030)	(640)	6,320	35,770
	35,306	12,139	98,975	3,319	24,836	41,555	216,130

company – 2011

analysis of investment portfolio movements							
Opening bookcost as at 1 February 2010	62,028	29,326	59,325	16,648	7,298	–	174,625
Opening (depreciation)/appreciation on assets held	(10,521)	12,386	20,874	(2,180)	191	–	20,750
opening valuation as at 1 February 2010	51,507	41,712	80,199	14,468	7,489	–	195,375

Movements in year

Transfers	(5,015)	(18,451)	14,150	9,316	–	–	–
Purchases at cost	12,260	244	9,242	2,927	84,426	–	109,099
Sales – proceeds	(17,273)	(34,344)	(1,999)	(18,851)	(66,272)	–	(138,739)
– realised (losses)/gains on sales	(2,377)	28,562	(1,256)	(5,691)	24	–	19,262
Increase/(decrease) in appreciation on assets held	16,528	(5,584)	11,511	1,150	(831)	–	22,774
closing valuation as at 31 January 2011	55,630	12,139	111,847	3,319	24,836	–	207,771
Closing bookcost as at 31 January 2011	49,623	5,337	79,462	4,349	25,476	–	164,247
Closing appreciation/(depreciation) on assets held	6,007	6,802	32,385	(1,030)	(640)	–	43,524
	55,630	12,139	111,847	3,319	24,836	–	207,771

notes to the financial statements

9 investments continued

	Group 2012 £'000	Group 2011 £'000
analysis of capital gains and losses		
Gains on sales	3,888	23,560
Unrealised (losses)/gains	(14,815)	13,857
Movement in subsidiary	(154)	—
	(11,081)	37,417
Net premiums on sale of options held for trading	—	(161)
Movement in valuation of unexpired put options	—	612
Losses on loan repayment	(174)	—
Movement in valuation of escrow	97	—
(losses)/gains on investments at fair value	(11,158)	37,868
Realised gains on investment property	133	—
Unrealised losses on investment property	(95)	—
gains on investment property	38	—
Unrealised gains	71	4,619
gains on equity accounted investments	71	4,619
	2012 £'000	2011 £'000
Exchange losses on capital items	(329)	(626)
Exchange losses on escrow	(116)	—
Exchange gains on capital items and currency	260	607
exchange losses	(185)	(19)
	2012 £'000	2011 £'000
portfolio analysis		
Equity shares	138,223	120,581
Convertible preference securities	22,200	25,839
Fixed interest securities	2,751	3,319
Treasury Bills	—	24,836
Investment properties	41,654	41,555
	204,828	216,130

notes to the financial statements

9 investments continued

b subsidiary undertakings

At 31 January 2012 the Company has the following Subsidiaries

Subsidiary	Principal activity	% equity held	Country of registration
Consolidated Venture Finance Limited*	Security trading	100.00%	England and Wales
Hampton Investment Properties Limited**	Property investment	68.10%	England and Wales

The Subsidiaries were active during the year

* Directly held by the Company at a cost of less than £1,000

** Directly held by the Company at a cost of £9,796,000. The subsidiary has been consolidated in the Group financial statements using financial information from its accounts at 31 January 2012

c associates

In the Group accounts Oryx is recognised as an Associate and the results of that Company have been accounted for in the Group accounts as an Associate under the equity method of accounting and valued using the Net Asset Value at 31 January 2012 of that Company. Oryx is a separately quoted company and has a financial year end date of 31 March, therefore the statutory accounts are not available to consolidate.

At the date of this report, the Company held 7,106,284 Ordinary shares representing 37.24% of the total voting rights in Oryx.

The value of the investment in associate in the Consolidated Balance Sheet using the equity method is as follows

	2012 £'000	2011 £'000
Cost		
Opening share of net assets at 1 February	20,324	15,705
Share of profit for the year	71	4,619
Closing share of net assets at 31 January	20,395	20,324

The figures used to value the Group's holding in Oryx have been extracted from the company's 31 January 2012 management accounts.

The following financial information for Oryx has been extracted from its unaudited interim results for the six months ended 30 September 2011, being the latest available results and therefore do not have any bearing on the figures used to value Oryx as at 31 January 2012 and are presented for informational purposes only.

	£'000
Net assets	54,176
Income and losses from investments	(898)
Net return for the period	(740)

Oryx is traded on the London Stock Exchange. The value at bid price at 31 January 2012 was £14,212,000, based on the holding of 7,106,284 Ordinary shares priced at 2.00p per share.

notes to the financial statements

9 investments continued

d significant holdings

At the year-end, the Group and Company held 20% or over of the aggregate nominal value of voting equity of the following companies, all of which are incorporated and registered in England and Wales, unless stated

		31 January 2012 %	31 January 2011 %
Forefront Group Limited	– Ordinary Shares	23.1	23.1
Kiln Lane Property Limited (sold during the year)	– Ordinary Shares	–	89.0
Martley Limited (Jersey)	– Ordinary Shares	29.6	29.6
Nationwide Accident Repair Services PLC	– Ordinary Shares	23.2	23.2
Bionostics Holdings Limited	– Ordinary Shares	47.1	47.1
Orthoproducts Limited	– Ordinary Shares	40.0	40.0
Oryx International Growth Fund Limited (incorporated in Guernsey)	– Ordinary Shares	36.5	34.5
Browallia LLP (liquidated during the year)	– Ordinary Shares	–	95.0
Performance Chemicals Company*	– Ordinary Shares	65.4	46.1
Trident Private Equity Fund III LP	– Ordinary Shares	32.7	32.0

* The Board has chosen not to consolidate this holding. See note 1(c) for further details

e investments deposited as collateral

Where US Treasury Bills or investments are required in accordance with United States SEC regulations to be deposited with brokers as cover for option transactions, these may be held to the order of these brokers until the relevant option positions are closed. At 31 January 2012, US Treasury Bills with a market value of £nil were deposited with brokers (2011: £24,836,000)

f transaction costs

During the year, the Group incurred total transaction costs of £177,000 (2011: £58,000) comprising £155,000 (2011: £42,000) and £22,000 (2011: £16,000) on purchases and sales of investments respectively. These amounts are included in gains on investments as disclosed in the Consolidated Statement of Comprehensive Income.

g material disposals of unlisted investments in the year:

Security Name	Disposal Date	Proceeds £'000	Bookcost £'000	Gain/(loss) £'000	Carrying value at 31 January 2011 £'000
Augean, Ords (AIM)	February 2011	1,090	1,867	(777)	1,060
Chrysalis PLC	February 2011	8,800	5,015	3,785	8,800
Lion Katsu	April 2011	1,441	418	1,023	1,400
North American Bank Fund	February 2011	1,280	3,475	(2,195)	1,280

notes to the financial statements

10 acquisition of controlling interest of Hampton Investment Properties Limited ("Hampton")

As referred to in note 1(c) on page 41 the Company has been in discussion with the Financial Reporting Review Panel relating to the non-consolidation of subsidiaries in the Financial Statements for the year ended 31 January 2011

The Directors were of the opinion that in the context of an investment company it was misleading and impracticable to consolidate Hampton. However, a reconstruction of Hampton on 31 January 2011 resulted in the Company acquiring a controlling interest. The Directors have, therefore, agreed with the Financial Reporting Review Panel that Hampton should have been consolidated in the Group's financial statements from that date.

Prior to 31 January 2011, the Company held 72% of the Convertible Unsecured Loan Stock ("CULS") in Hampton Trust PLC. However, those CULS were controlled by the Trustees of the Loan Stock and any Steering Committee that was appointed. A new Trustee or Steering Committee member could only be appointed by way of a Special Resolution requiring 75% of the Loan Stock. As the Company only held 72%, it was unable to pass a Special Resolution and therefore control was deemed to be with the Trustees and/or the Steering Committee.

As at 31 January 2011, following a restructuring of the Hampton group of companies and a conversion of the loan stock, the Company's holding has decreased to 62.1% of the shares in issue. However, as there are no other preferential voting rights in existence, the Company is deemed to control Hampton Investment Properties Limited, which is the top company of the Hampton group as it now stands, due to its holding being over 50% of the voting rights.

The conversion of debt into equity increased the Company's holding from 6,100,000 to 119,524,490 ordinary shares representing a 62.1% majority holding. Other than the conversion of the CULS, no further consideration was transferred on the acquisition date. Subsequently, on 25 March 2011, Hampton issued an additional 11,573,281 ordinary shares for a net consideration of £1,221,000, increasing the Company's majority holding to 68.1%.

The following table summarises the consideration paid for Hampton and the amounts of the assets acquired and liabilities recognised at the acquisition date, as well as the fair value at the acquisition date of the non-controlling interest in Hampton. This note describes which line items of the comparative balances have been restated.

	31 January 2011
	£'000
consideration	
Equity instruments (6,100,000 ordinary shares of Hampton)	4,338
CULS conversion	4,236
	<u>8,574</u>
Total consideration transferred	
	<u>4,298</u>
Fair value of the Company's interest in Hampton held before the business combination	
	<u>12,872</u>

notes to the financial statements

10 acquisition of controlling interest of Hampton Investment Properties Limited ("Hampton") continued
recognisable amounts of identifiable assets acquired and liabilities assumed

	31 January 2011
	£'000
Investment property	41,555
Motor vehicles and equipment	10
Work in progress – property under construction	1,170
Current financial assets	712
Cash at bank	456
Current financial liabilities	(4,597)
Bank loans	(18,578)
Total identifiable net assets	20,728
Non-controlling interest in Hampton	(7,856)
	12,872

The consolidation of Hampton has no impact on the profit and loss of the Group for the year ended 31 January 2011 as control was assumed on the last day of the financial year

Had Hampton been consolidated from 1 February 2010 the consolidated statement of comprehensive income for the year ended 31 January 2011 would have included revenue of £10,625,000 and total profits of £9,646,000

Included in the consolidated statement of comprehensive income since 31 January 2011, contributed by Hampton, is revenue of £3,393,000 and profits of £1,005,000

There was no impact on the net assets of the Group at 31 January 2011 as the Company's investment in Hampton was valued by reference to its net asset value prior to this adjustment

Both the pre-existing investment in ordinary shares and the CULS were held at fair value and therefore no gain arose on the settlement of the pre-existing holding

11 trade and other receivables

	Group	Restated Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
Amounts owed by Subsidiary	–	–	775	9,232
Amounts due from brokers	522	–	522	–
Accrued income	24	242	24	242
Other debtors	1,289	3,288	1,309	2,425
	1,835	3,530	2,630	11,899

notes to the financial statements

12 bank loans

	Restated*			
	Group	Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
falling due in less than one year				
£9 million multi currency loan facility to 31 July 2011 amount drawn**	—	5,786	—	5,786
Short term loan***	—	498	—	—
	<u>—</u>	<u>6,284</u>	<u>—</u>	<u>5,786</u>

* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited

** The loan expired on 31 July 2011, at which point in time it was repaid in full. The facility is no longer available

*** The loan was repaid in full on 1 February 2011

	Restated*			
	Group	Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
amounts falling due in more than one year				
Hampton Investment Property Limited				
bank loans**	21,869	18,080	—	—
	<u>21,869</u>	<u>18,080</u>	<u>—</u>	<u>—</u>

* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited

** The bank loan is a five year facility with RBS which commenced on 2 February 2011 and is secured over the investment property. The loan bears interest at the rate of LIBOR plus 2.76%. Previously the loan facility, which terminated on 1 February 2011, carried interest at the rate of LIBOR plus 2.3%.

13 trade and other payables

	Restated*			
	Group	Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
Amounts due to brokers	—	2	—	2
Other creditors and accruals	1,072	6,311	235	1,714
	<u>1,072</u>	<u>6,313</u>	<u>235</u>	<u>1,716</u>

* The amounts at 31 January 2011 have been restated to reflect the consolidation of the subsidiary undertaking, Hampton Investment Properties Limited

notes to the financial statements

14 debenture loan – convertible unsecured loan stock (CULS) 2013

	2012	2012	2011	2011
	No of units	£'000	No of units	£'000
group and company				
Balance at beginning of year	1,970,800	84	3,587,825	152
Converted during the year	(171,301)	(7)	(507,025)	(21)
Bought back in year	–	–	(1,110,000)	(47)
Balance at end of year	<u>1,799,499</u>	<u>77</u>	<u>1,970,800</u>	<u>84</u>

The CULS include an equity component as well as debt. As explained in note 1 (p), the equity component is shown in the CULS Reserve.

The CULS were issued in units of 5p. The CULS units are redeemable at par on 31 May 2013, unless previously redeemed, purchased by the Company or converted at the option of the holder.

During the year ended 31 January 2012, 171,301 (2011: 507,025) CULS units were converted into Ordinary Shares of 5p each at the rate of one 5p Ordinary Share for every unit of 5p.

No CULS units were purchased for cancellation during the year (2011: 1,110,000).

The remaining CULS units are convertible into Ordinary Shares of 5p each at the rate of one 5p Ordinary Share for every unit of 5p one month after despatch of the audited accounts in each of the years 2012 to 2013 inclusive. Interest at the rate of 0.5p gross per 5p unit per annum is payable on 31 January each year.

15 share capital

	2012	2012	2011	2011
	Number	£'000	Number	£'000
– Issued and fully paid				
Ordinary Shares of 5p				
Balance at beginning of year	14,057,252	703	14,824,227	741
Conversion of CULS	171,301	9	507,025	26
New issue of shares	–	–	100,000	5
Cancellation of shares	(115,000)	(6)	(1,374,000)	(69)
Balance at end of year	<u>14,113,553</u>	<u>706</u>	<u>14,057,252</u>	<u>703</u>

During the year, 171,301 (2011: 507,025) CULS units were converted into Ordinary Shares of 5p as detailed in note 14.

Since 31 January 2012, a total of nil Ordinary Shares have been purchased by the Company for cancellation. As at the date of this report, the Company's issued share capital consists of 14,113,553 Ordinary shares of 5p nominal value each.

There are contingent rights to subscribe for Ordinary Shares of 5p each pursuant to:

There are Options under the 2011 Executive Share Option Scheme totalling 430,000 (2011: 20,000 Options under the 2002 Executive Share Option Scheme) remaining, details of which are given on page 29 in the Directors' Remuneration Report. These Options have been granted to investment management employees of the Joint Manager.

notes to the financial statements

16 reconciliation of total return from ordinary activities before finance costs and taxation to cash expended from operations

	Group 2012 £'000	Group 2011 £'000	Company 2012 £'000	Company 2011 £'000
Total (losses)/gains from ordinary activities before finance costs and taxation	(9,958)	40,607	(11,077)	40,607
Losses/(gains) on investments	11,305	(37,849)	10,439	(42,468)
Share of net return of associate	(71)	(4,619)	–	–
Share based remuneration	191	–	191	–
Provision for Subsidiary	–	–	(43)	530
Depreciation	(5)	–	–	–
Dividends and interest reinvested	(93)	(649)	(93)	(649)
Decrease/(increase) in debtors and accrued income	1,845	(1,324)	1,113	(1,324)
Changes relating to investments of dealing Subsidiary	581	530	–	–
(Decrease)/increase in creditors and accruals	(5,208)	158	(1,448)	158
Cash expended from operations	<u>(1,413)</u>	<u>(3,146)</u>	<u>(918)</u>	<u>(3,146)</u>

17 analysis of net cash and net debt

	Restated At 1 February 2011 £'000	Cash flow £'000	Exchange movement £'000	At 31 January 2012 £'000
net cash				
Group				
Cash and cash equivalents	<u>30,799</u>	<u>(8,859)</u>	<u>260</u>	<u>22,200</u>
Company				
Cash and cash equivalents	<u>21,812</u>	<u>(1,148)</u>	<u>260</u>	<u>20,924</u>

	Restated At 1 February 2011 £'000	Cash flow £'000	Exchange movement £'000	At 31 January 2012 £'000
net debt				
Group				
Loans falling due in less than one year	6,284	(6,458)	174	–
Loans falling due in more than one year	<u>18,080</u>	<u>3,789</u>	<u>–</u>	<u>21,869</u>
	<u>24,364</u>	<u>(2,669)</u>	<u>174</u>	<u>21,869</u>
Company				
Loans falling due in less than one year	<u>5,786</u>	<u>(5,960)</u>	<u>174</u>	<u>–</u>

notes to the financial statements

18 financial instruments and risk profile

During the year, the Board has undertaken a review of the risks facing the Company. An explanation of the Group's financial risk management objectives, policies and strategy can be found in the Group Report of the Directors on pages 14 to 21.

The Group's financial instruments comprise its investment portfolio, cash balances, derivatives contracts, borrowing facilities, loan stock and trade receivables and trade payables that arise directly from its operations. Note 1 (on pages 40 to 46) sets out the accounting policies, including criteria for recognition and the basis for measurement, applied to significant financial instruments (excluding cash at bank and bank loans) which are carried at fair value. Note 1 also includes the basis on which income and expenses arising from financial assets and liabilities are recognised.

To support its investment in unquoted companies, the Group may periodically agree to guarantee all or part of the borrowings of investee companies. Provision is made for any costs that may be incurred when the Directors consider it likely that the guarantee will crystallise.

The main risks arising from the Group's financial instruments are

- (i) market price risk, including currency risk, interest rate risk and other price risk,
- (ii) liquidity risk, and
- (iii) credit risk.

The Company Secretary in close co-operation with the Board of Directors and the Joint Managers, co-ordinates the Group's risk management. The policies for managing each of these risks are summarised below and have been applied throughout the year.

(i) market price risk

The fair value or future cash flows of a financial instrument held by the Group may fluctuate because of changes in market prices. This market risk comprises currency risk, interest rate risk and other price risk. The Board of Directors reviews and agrees policies for managing these risks, which policies have remained substantially unchanged from those applying in the year ended 31 January 2011. The Joint Managers assess the exposure to market risk when making each investment decision and monitor the overall level of market risk on the whole of the investment portfolio on an ongoing basis.

currency risk

The Group's total return and net assets can be materially affected by currency translation movements as a significant proportion of the Group's assets are denominated in currencies other than Sterling, which is the Group's functional currency. It is not the Group's policy to hedge this risk on a continuing basis but the Group may, from time to time, match specific overseas investment with foreign currency borrowings. The Joint Managers seek, when deemed appropriate, to manage exposure to currency movements on borrowings by using forward foreign currency contracts as a hedge against potential foreign currency movements. At 31 January 2012, the Group had no open forward currency contracts (2011: none).

The revenue account is subject to currency fluctuation arising on overseas income. The Group does not hedge this currency risk.

notes to the financial statements

18 financial instruments and risk profile continued

Foreign currency exposure by currency of denomination

group and company

	31 January 2012			31 January 2011		
	Overseas	Net monetary	Total currency	Overseas	Net monetary	Total currency
	investments	assets	exposure	investments	assets	exposure
	£'000	£'000	£'000	£'000	£'000	£'000
US Dollar	60,023	13,086	73,109	74,502	16,703	91,205
New Zealand Dollar	11,521	–	11,521	–	–	–
Euro	995	–	995	685	(5,794)	(5,109)
	72,539	13,086	85,625	75,187	10,909	86,096

Sensitivity analysis is based on the Group's monetary foreign currency financial instruments held at each balance sheet date. If Sterling had moved by 10% against all currencies, with all other variables constant, net assets would have moved by the amounts shown below. The analysis is shown on the same basis for 2011.

	31 January 2012		31 January 2011	
	10%	10%	10%	10%
	weakening	strengthening	weakening	strengthening
	£'000	£'000	£'000	£'000
US Dollar	8,123	(6,646)	10,134	(8,291)
NZ Dollar	1,280	(1,047)	–	–
Euro	111	(90)	(567)	464
	9,514	(7,783)	9,567	(7,827)

In the opinion of the Directors, the above sensitivity analyses are not representative of the year as a whole, since the level of exposure changes frequently as part of the currency risk management process used to meet the Group's objectives.

interest rate risk

Interest rate movements may affect,

- the fair value of the investments in fixed interest rate securities (including unquoted loans),
- the level of income receivable on cash deposits,
- the fair value of the Company's issued CULS,
- the interest payable on the Group's variable rate borrowings, and
- the loan guarantee, and any amounts payable should the guarantee be called upon.

notes to the financial statements

18 financial instruments and risk profile continued

The possible effects on fair value and cash flows that could arise as a result of changes in interest rates are taken into account when making investment decisions and borrowing under the multi-currency loan facility

The Board reviews on a regular basis the values of the fixed interest rate securities and the unquoted loans to companies in which private equity investment is made

The Group finances part of its activities through borrowings at levels approved and monitored by the Board

Movements in interest rates would not significantly affect net assets attributable to the Group's Shareholders and total profit

term bank loans

The Company had a multi-currency loan Revolving Credit Facility of up to £9 million which expired on 31 July 2011. All loan drawdowns were repaid in full on maturity. The facility was not renewed.

The subsidiary undertaking, Hampton Investment Properties Limited, has a five year term loan with RBS which is secured over its investment property. The loan bears interest at the rate of LIBOR plus 2.76% and is repayable on 2 February 2016.

other price risk

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

The Group's exposure to price risk comprises mainly movements in the value of the Group's investments. It should be noted that the prices of options tend to be more volatile than the prices of the underlying securities. As at the year-end, the spread of the Group's investment portfolio analysed by sector was as set out on page 6.

The Board of Directors manages the market price risks inherent in the investment portfolios by ensuring full and timely access to relevant investment information from the Joint Manager. The Board meets regularly and at each meeting reviews investment performance. The Board monitors the Joint Managers compliance with the Company's objectives and is directly responsible for investment strategy and asset allocation.

When appropriate, derivative contracts are used to hedge against the exposure to price risk.

The Group's exposure to other changes in market prices at 31 January 2012 on its quoted and unquoted investments and options on investments was as follows:

	Restated			
	2012	2011	2012	2011
	Group	Group	Company	Company
	£'000	£'000	£'000	£'000
Financial assets at fair value through profit or loss				
– Non current investments at fair value through profit or loss	163,174	174,575	198,317	207,771
– Non current investment property	41,654	41,555	–	–
Financial assets at fair value through profit or loss and held for trading				
– Current asset investments	1,093	550	–	–

notes to the financial statements

18 financial instruments and risk profile continued

The following table illustrates the sensitivity of the profit after taxation and net assets to an increase or decrease of 10% in the fair values of the Group's equities. This level of change is considered to be reasonably possible based on observation of current market conditions. The sensitivity analysis is based on the Group's equities and equity exposure through options at each Balance Sheet date, with all other variables held constant.

	2012		2011	
	Increase in fair value £'000	Decrease in fair value £'000	Increase in fair value £'000	Decrease in fair value £'000
Increase/(decrease) in net assets	<u>20,487</u>	<u>(20,487)</u>	<u>21,614</u>	<u>(21,614)</u>

(ii) liquidity risk

This is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group invests in equities and other investments that are readily realisable. It invests in property through the subsidiary Hampton Investment Properties Limited. As at 31 January 2012, the Group has a five year loan facility with RBS.

(iii) credit risk

The Group does not have any significant exposure to credit risk arising from any one individual party. Credit risk is spread across a number of counterparties, each having an immaterial effect on the Group's cash flows, should a default happen. The Company assesses the credit worthiness of its debtors from time to time to ensure they are neither past due or impaired.

The maximum exposure of the financial assets to credit risk at the Balance Sheet date was as follows:

	2012		2011	
	Group £'000	Restated Group £'000	Company £'000	Company £'000
financial assets neither past due or impaired				
Fixed income securities	2,751	3,319	2,751	3,319
Preference shares	22,200	25,839	22,200	25,839
Treasury Bills	—	24,836	—	24,836
Accrued income and other debtors	1,085	1,341	1,085	1,190
Cash and cash equivalents	<u>22,200</u>	<u>30,799</u>	<u>20,924</u>	<u>21,812</u>
	<u>48,236</u>	<u>86,134</u>	<u>46,960</u>	<u>76,996</u>

The maximum credit exposure of financial assets represents the carrying amount. There are no financial assets that are past due or impaired.

commitments giving rise to credit risk

There are no commitments giving rise to credit risk as at 31 January 2012.

fair value of financial assets and financial liabilities

The fair value for each class of financial assets and liabilities of the Group, compared with the corresponding amount in the Balance Sheet was as follows (trade receivables and trade payables, are excluded from the comparison, as their carrying amounts are a reasonable approximation of their fair value)

	31 January 2012	Restated 31 January 2011
	Balance	Balance
	Fair value Sheet value	Fair value Sheet value
	£'000 £'000	£'000 £'000
financial assets		
Financial assets at fair value through profit or loss		
- Non current assets	163,174 163,174	174,575 174,575
Financial assets at fair value through profit or loss and held for trading		
- Current asset investments	1,093 1,093	550 550
Loans and receivables		
- Cash and cash equivalents	22,200 22,200	30,799 30,799
	186,467 186,467	205,924 205,924
		Restated
	31 January 2012	31 January 2011
	Balance	Balance
	Fair value Sheet value	Fair value Sheet value
	£'000 £'000	£'000 £'000
financial liabilities		
Other financial liabilities		
- Multi-currency loan	- -	(6,284) (6,284)
- Hampton term loans	(21,869) (21,869)	(18,080) (18,080)
- CULS	(77) (77)	(84) (84)
	(21,946) (21,946)	(24,448) (24,448)

fair values are derived as follows

- Where assets and liabilities are denominated in a foreign currency, they are converted into Sterling using year-end rates of exchange
- Financial assets (non current and held for trading) – as set out in the accounting policies on pages 40 to 46
- Cash and cash equivalents, bank overdraft and bank loans – at face value of the account
- The Company's CULS – at the face value of the financial liability element of remaining CULS in issue

The Company adopted the amendment to IFRS 7, effective 1 January 2009. This requires the Company to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following three levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1)

notes to the financial statements

18 financial instruments and risk profile continued

An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume on an ongoing basis such that quoted prices reflect prices at which an orderly transaction would take place between market participants at the measurement date. Quoted prices provided by external pricing services, brokers and vendors are included in Level 1, if they reflect actual and regularly occurring market transactions on an arms length basis.

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to investments actively traded in organised financial markets, fair value is generally determined by reference to Stock Exchange quoted market bid prices at the close of business on the Balance Sheet date, without adjustment for transaction costs necessary to realise the asset.

The table below sets out fair value measurements of financial assets in accordance with the IFRS 7 fair value hierarchy system.

financial assets at fair value through profit or loss
group

At 31 January 2012

	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Equity investments	160,423	75,205	–	85,218
Fixed interest investments	2,751	–	–	2,751
Total	163,174	75,205	–	87,969

group – restated

At 31 January 2011

	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Equity investments	146,420	47,445	–	98,975
Fixed interest investments	28,155	24,836	–	3,319
Total	174,575	72,281	–	102,294

notes to the financial statements

18 financial instruments and risk profile continued

financial assets at fair value through profit or loss
company

At 31 January 2012

	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Equity investments	195,566	95,600	–	99,966
Fixed interest investments	2,751	–	–	2,751
Total	198,317	95,600	–	102,717

At 31 January 2011

	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Equity investments	179,616	67,769	–	111,847
Fixed interest investments	28,155	24,836	–	3,319
Total	207,771	92,605	–	115,166

A reconciliation of fair value measurements in Level 3 is set out below

level 3 financial assets at fair value through profit or loss

group

At 31 January 2012

	Total £'000	Equity investments £'000	Fixed interest investments £'000
Opening Balance	102,294	98,975	3,319
Purchases	9,620	8,819	801
Sales	(14,089)	(13,644)	(445)
Transfers from Level 3*	(6,500)	(6,500)	–
Total gains or (losses) included in gains on investments in the Statement of Comprehensive Income			
– on assets sold	1,576	1,576	–
– on assets held at the end of the year	(4,932)	(4,008)	(924)
Closing balance	87,969	85,218	2,751

*Transfers from Level 3 relate to holdings that were unlisted in the prior year but became listed (in Level 1) during the year to 31 January 2012

notes to the financial statements

18 financial instruments and risk profile continued

level 3 financial assets at fair value through profit or loss

company

At 31 January 2012

	Total	Equity	Fixed
	£'000	investments	interest
	£'000	£'000	investments
			£'000
Opening Balance	115,166	111,847	3,319
Purchases	10,816	10,015	801
Sales	(14,089)	(13,644)	(445)
Transfers from Level 3*	(6,500)	(6,500)	–
Total gains or (losses) included in gains on investments in the Statement of Comprehensive Income			
– on assets sold	1,576	1,576	–
– on assets held at the end of the year	(4,252)	(3,328)	(924)
Closing balance	<u>102,717</u>	<u>99,966</u>	<u>2,751</u>

*Transfers from Level 3 relate to holdings that were unlisted in the prior year but became listed (Level 1) during the year to 31 January 2012

capital management policies and procedures

The Company's capital management objectives are

- to ensure that the Company will be able to continue as a going concern, and
- to maximise the income and capital return to its equity Shareholders through an appropriate balance of equity capital and debt. The policy is that gearing should not exceed 30% of net assets

The Company's capital at 31 January comprises

	2012	2011
	£'000	£'000
Debt		
Borrowings under the multi-currency loan facility	–	5,786
CULS	77	84
Equity		
Equity share capital	706	703
Retained earnings and other reserves	<u>220,853</u>	<u>233,193</u>
	<u>221,636</u>	<u>239,766</u>
Debt as a % of net assets	0.0%	2.5%

notes to the financial statements

18 financial instruments and risk profile continued

The Board, with the assistance of the Joint Managers monitor and reviews the broad structure of the Company's capital on an ongoing basis. This review includes

- the planned level of gearing, which takes account of the Joint Managers' views on the market,
- the need to buy back equity Shares for cancellation, which takes account of the difference between the net asset value per share and the Share price (i.e. the level of share price discount or premium),
- the need for new issues of equity Shares, and
- the extent to which revenue in excess of that which is required to be distributed should be retained

The Company's objectives, policies and processes for managing capital are unchanged from the preceding accounting period.

19 related party transactions

The Joint Manager, Harwood Capital LLP, is regarded as a related party of the Company and acts as Investment Manager or Investment Adviser of the following companies in which the Company has an investment and from which companies the Joint Manager receives fees or other incentives for its services. The amounts payable to the Joint Manager are disclosed in note 3. The relationships between the Company, its Directors and the Joint Managers are disclosed in the Group Report of the Directors on pages 14 to 21.

The relevant companies and the annual fees receivable as derived from the last audited accounts are

	Services	Fees
Oryx International Growth Fund Limited	Investment Advisory	£578,000
Trident Private Equity II LP	Investment Advisory	£581,000
Trident Private Equity III LP	Investment Advisory	£1,080,000

Christopher Mills is Chief Investment Officer and a member of Harwood Capital LLP.

As discussed previously on page 19, Kristian Siem is chairman of Siem Industries Inc. One of Siem Industries Inc's indirect wholly owned subsidiaries, Siem Kapital AS, entered into a joint venture agreement with Harwood Capital LLP to establish SINAV Limited specifically for the purpose of acquiring GTL Resources Plc. The Company has an investment in SINAV Limited.

disclosure of interests

Christopher Mills, the Chief Executive and Investment Manager is also a director of Oryx International Growth Fund Limited (Oryx).

Harwood Capital LLP is investment manager to Oryx and investment adviser to Trident Private Equity II LP and Trident Private Equity III LP and receives fees from them.

notes to the financial statements

19 related party transactions continued

Christopher Mills is also a director of the following companies in which the Company has an investment or may have had in the year and/or from which he may receive fees or hold options or shares Sunlink Health Systems Inc, Bionostics Holdings Limited, Hampton Investment Properties, Izodia PLC, Second London American Trust PLC (in members' voluntary liquidation), Oryx International Growth Fund Limited, Glass America, Inc, Progeny, Inc, Global Options, Celsis International Limited and MJ Gleeson PLC Employees of the Joint Manager may hold options over shares in investee companies A total of £43,000 in directors fees from these companies was received by Christopher Mills during the year under review

No formal arrangements exist to avoid double charging on investments held by the Company which are also managed or advised by Christopher Mills (Chief Executive) and/or the Joint Manager Members and private clients of the Joint Manager and its associates (excluding Christopher Mills and the Chairman) hold 130,393 shares in the Company (2011 142,493)

Members and employees of the Joint Manager, and institutional and private clients of the Joint Manager, Harwood Capital LLP may co-invest in the same investments as the Company

The Hon P D E M Moncreiffe is a director of Crendon Industrial in which the Company has an interest

From time to time Directors may co-invest in the same investments as the Company

transaction with other companies in the group

At 31 January 2012 amounts due from the Consolidated Venture Finance Limited (CVF) were £928,000 (2011 £9,232,000) Amounts due from Hampton Investment Properties Limited were £480,000 (2011 £nil)

20 commitments and contingent liabilities

- (i) To support its investment in unquoted companies, the Group may periodically agree to guarantee all or part of the borrowings of investee companies At the date of this report, the Company was a party to an agreement with KBC Bank NV to assist Nastor Investments Limited to acquire the entire issued share capital of Celsis International Limited In return for its support, the Company receives a fee of 4% of the outstanding balance per annum At 31 January 2012 the outstanding balance was USD15.06m
- (ii) Pursuant to an agreement executed in December 2009, the Company pledged its shares held in Glass America Inc for the benefit of Deerpath Funding LP as security against a term loan and revolving credit facility amounting to a total of \$7,750,000 granted to Glass America The pledgers in turn receive the benefit of the credit facilities
- (iii) The Company has also committed to invest £25.5m in Trident Private Equity Fund III over the forthcoming months, of which £11.0m has been drawn down to date

directors and advisers

Directors

The Hon P D E M Moncreiffe (Chairman)

C H B Mills (Chief Executive)

K Siem

C L A Irby

E F Gittes

Joint Manager

Harwood Capital LLP

(Authorised and regulated by the Financial Services Authority)

Ground Floor

Ryder Court

14 Ryder Street

London SW1Y 6QB

Telephone 020 7747 5678

Financial Adviser and Stockbroker

Westhouse Securities Limited

One Angel Court

London EC2R 7HJ

Company Secretary & Registered Office

Bonita Guntrip ACIS

Ground Floor

Ryder Court

14 Ryder Street

London SW1Y 6QB

Telephone 020 7747 5681

Registrars

Capita Registrars

34 Beckenham Road

Beckenham

Kent

BR3 4TU

Auditors

KPMG Audit Plc

15 Canada Square

London

E14 5GL

Bankers

Allied Irish Bank, p l c

St Helen's

1 Undershaft

London EC3A 8AB

notice of annual general meeting

NOTICE IS GIVEN that the ANNUAL GENERAL MEETING of North Atlantic Smaller Companies Investment Trust PLC will be held on Wednesday 27 June 2012, at midday in the Board Room, Ground Floor, Ryder Court, 14 Ryder Street, London SW1Y 6QB for the following purposes

ordinary business

- 1 To receive and approve the Group Report of the Directors and the audited financial statements for the year ended 31 January 2012,
- 2 To approve the Directors' Remuneration Report,
- 3 To re-elect Mr E F Gittes as a Director of the Company,
- 4 To re-elect Mr C L A Irby as a Director of the Company,
- 5 To re-elect Mr C H B Mills as a Director of the Company,
- 6 To re-elect The Hon P D E M Moncreiffe as a Director of the Company,
- 7 To re-elect Mr K Siem as a Director of the Company,
- 8 To re-appoint KPMG Audit Plc as Auditors and authorise the Directors to determine their remuneration,

special business

To consider the following resolutions of which resolutions 10, 11 and 12 will be proposed as special resolutions

9 ordinary resolution – renewal of Directors' authority to allot Shares

THAT the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities for the purposes of Section 551 of the Companies Act 2006 ("the Act") up to an aggregate nominal amount of £235,225 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution, except that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired and that this authority shall be in substitution for all previous authorities conferred upon the Directors pursuant to Section 551 of the Act but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities

10 special resolution – renewal of Directors' authority for the disapplication of pre-emption rights

THAT, subject to and conditional upon the passing of resolution number 9 above, the Directors be empowered, pursuant to Section 570 and 573 of the Act, to allot equity securities (as defined in Section 560 of the Act) for cash as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to

- (1) the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of Ordinary Shares where the equity securities respectively attributable to the interests of all the Ordinary Shareholders are proportionate (as nearly as may be) to the respective number of equity securities held by them subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body, and

notice of annual general meeting

- (11) the allotment (otherwise than pursuant to sub-paragraph (1) above) of equity securities up to an aggregate nominal amount of £35,283, and shall expire at the conclusion of the Annual General Meeting of the Company after the date of the passing of this resolution except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired

11 special resolution – authority to make market purchases of Ordinary Shares

THAT the Company be and is hereby generally and unconditionally authorised, in accordance with the Company's Articles of Association and section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 5p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may from time to time determine provided that

- (a) the maximum number of Ordinary Shares authorised to be purchased is 1,411,355,
- (b) the minimum price which may be paid for an Ordinary Share is 5p (the nominal value) (exclusive of expenses (if any) payable by the Company),
- (c) the maximum price which may be paid for an Ordinary Share purchased under this authority is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased and (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003, (in each case exclusive of expenses (if any) payable by the Company), and
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution except that the Company may before such expiry make a contract or contracts to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry

12 special resolution – notice required for general meetings

THAT a general meeting other than an Annual General Meeting may be called on no less than 14 clear days notice

Dated this 23 day of May 2012

By order of the Board

Bonita Guntrip ACIS

Company Secretary

Registered Office

Ground Floor, Ryder Court

14 Ryder Street

London

SW1Y 6QB

Registered No 1091347

notice of annual general meeting

notes

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A Shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that Shareholder. A proxy need not be a Shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of Shares held by you). Please indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than forty eight hours before the time fixed for the meeting.
- 3 The return of a completed proxy form will not prevent a Shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
- 4 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
- 5 The statement of the rights of the Shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
- 6 To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6 p.m. on 25 June 2012 (or, in the event of any adjournment, 6 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 7 As at 22 May 2012 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 14,113,553 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 22 May 2012 are 14,113,553.

notice of annual general meeting

- 8 Shareholders should note that it is possible that, pursuant to requests made by Shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Annual General Meeting, or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the Shareholders who have requested any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
- 9 Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if to do so would interfere unduly with the formal business of the AGM or involve the disclosure of confidential information, or it is not desirable in the interest of the Company or the good order of the AGM that the question be answered.
- 10 Copies of the letters of appointment of the non-executive Directors are available for inspection at the Company's registered office during normal business hours from the date of this document to the date of the AGM, and at the place of the AGM from at least 15 minutes prior to the meeting and until its conclusion.

shareholder information
financial calendar

Announcement of results and annual report	May
Annual General Meeting	June
Half-Yearly results and report	September
Half-Yearly Report posted	September

share price

The Company's share price can be found on

Reuters	convertible Loan Stock NASp L
Bloomberg	NAS LN
SEAQ Ordinary Shares	NAS
Trustnet	www.trustnet.ltd.uk

net asset value

The latest net asset value of the Company can be found on the Harwood Capital LLP website
www.harwoodcapital.co.uk

share dealing

Investors wishing to purchase more Ordinary Shares or dispose of all or part of their holding may do so through a stockbroker. Many banks also offer this service.

The Company's registrars are Capita Registrars. In the event of any queries regarding your holding of shares, please contact the registrars on 0871 664 0384, or by email on ssd@capitaregistrars.com

Changes of name or address must be notified to the registrars in writing at

Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU