



Pembroke VCT plc

Annual report  
for the year ended 31 March 2026



Pembroke VCT plc (the “Company” or “Pembroke VCT”) is a generalist VCT focused on early-stage investments in founder-led businesses.

# Investment Objective

The Company invests in a diversified portfolio of small, principally unquoted companies, and selects those which Pembroke Investment Managers LLP (the “**Investment Manager**” or “**PIM**” or “**Pembroke**”) believes provide the opportunity for value appreciation.

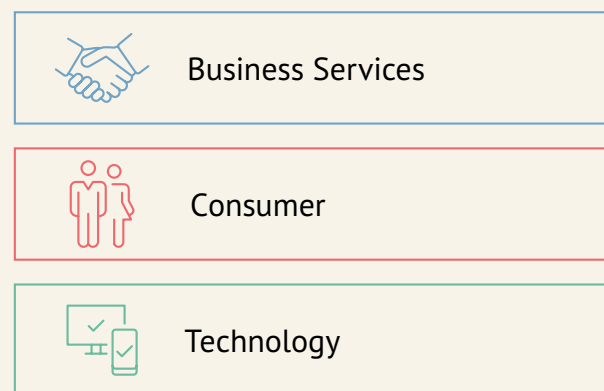
The Investment Manager supports the success of the Company through fundraising, fund management, marketing, investment management including investment pipeline, portfolio management, and liaising with professional advisors.

The Board of Directors of the Company (the “**Board**”) believes that the Company can benefit from leveraging the sector experience of the Investment Manager and also that there are likely to be synergistic advantages from grouping similar businesses.

## Investment Strategy

The Company and the Investment Manager’s investment strategy is focused on delivering long-term stable capital growth, accompanied by annual dividends, and further dividends may also be paid where significant realisations occur from the sale of portfolio assets (subject to realised profits, distributable reserves, liquidity and the VCT rules).

Its approach centres on investing in a diversified portfolio of carefully researched unquoted companies, operating within three key sectors known for their attractive fundamental characteristics:



To achieve its investment objective, the Company and the Investment Manager seek out companies with the following key attributes:

- **Talented leadership:** The Company and the Investment Manager prioritise companies led by what they consider to be talented founders and management teams, with a proven track record in their respective fields.

- **Strong business models:** The Company and the Investment Manager’s focus is on companies with attractive business models and solid company fundamentals.
- **Market disruptors:** The Company and the Investment Manager seek companies that have the potential to disrupt large markets with a standout and innovative product or service.
- **Compelling valuations:** The Company and the Investment Manager carefully evaluate investment opportunities to ensure a compelling entry valuation.
- **Value growth potential:** Companies in the portfolio demonstrate a credible and justifiable path to achieving significant value growth, potentially leading to an exit event within a four-to-eight-year time horizon.

By adhering to these principles, the Company aims to deliver strong returns for its investors while maintaining a disciplined and responsible approach to investment management.

The Company and the Investment Manager will maintain their focus on businesses within the three key sectors, utilising deal origination to continue to access quality new investment opportunities.



# + Financial Highlights

for the year ended 31 March 2026

Net asset value per share

97.6p

(2025: 99.7p)

Net asset value total  
return per share

143.1p

(2025: 139.7p)

See KPI section on page 10

Dividend paid per share

5.5p

(2025: 5.0p)

The Company paid two (2025: three) dividends in the year, a total of £14.8m (2025: £11.1m)

Increase of portfolio  
value over cost

69%

(2025: 56%)

See Investments section on page 15

Total value of investments

£234.8m

(2025: £194.6m)

Cash invested in  
seven new investments

£19.7m

(2025: £7.7m invested in four new investments)

Cash invested in 13  
follow-on investments

£14.8m

(2025: £8.9m invested in eight follow-on investments)

Total cash invested  
during the year

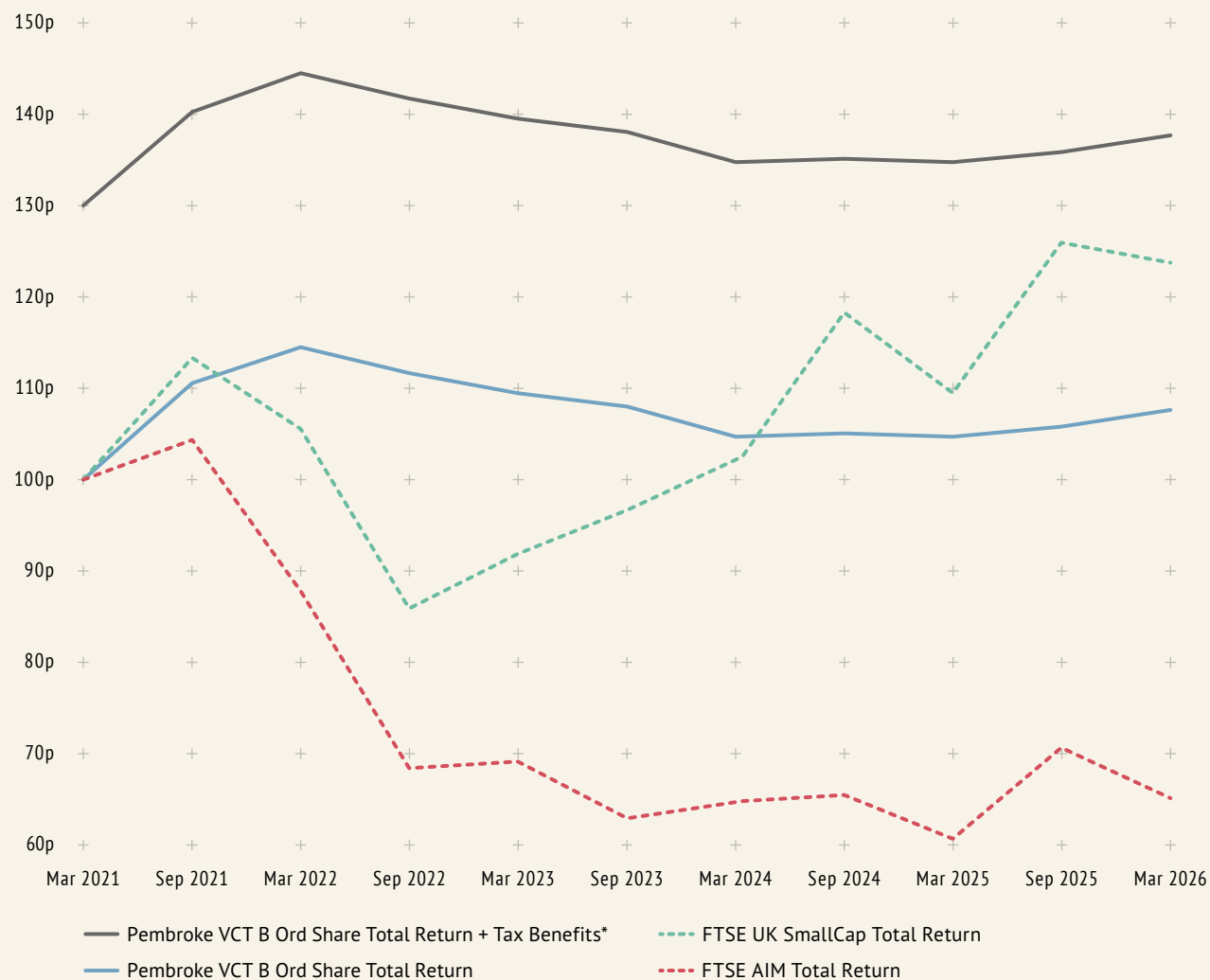
£34.5m

(2025: £16.6m)

\*Increase in portfolio value over cost is an Alternative Performance Measure calculated as total portfolio fair value including interest divided by cost (See page 17).

# + Performance

The graph compares the total returns on an investment of 100 pence in the Company's B Ordinary Shares over five years (the minimum holding period under VCT rules), assuming dividends are not reinvested, with the total shareholder return on a notional investment of 100 pence in two FTSE indices. The FTSE UK Small Cap Total Return index was chosen for comparison purposes as it is the most relevant to the Company's investment portfolio. FTSE AIM Total Return Index was presented as an additional benchmark illustration.



\*Tax benefits include a 30% initial income tax credit on invested cost and exclude income tax benefits on dividends and capital gains on VCT shares.

# Chair's Statement



I am pleased to present the annual results for Pembroke VCT plc for the year ended 31 March 2026.

## Overview

The Company closed a £40.8 million fundraise, following last year's record £50.8 million. We thank our existing shareholders for their continued support and we welcome our new shareholders.

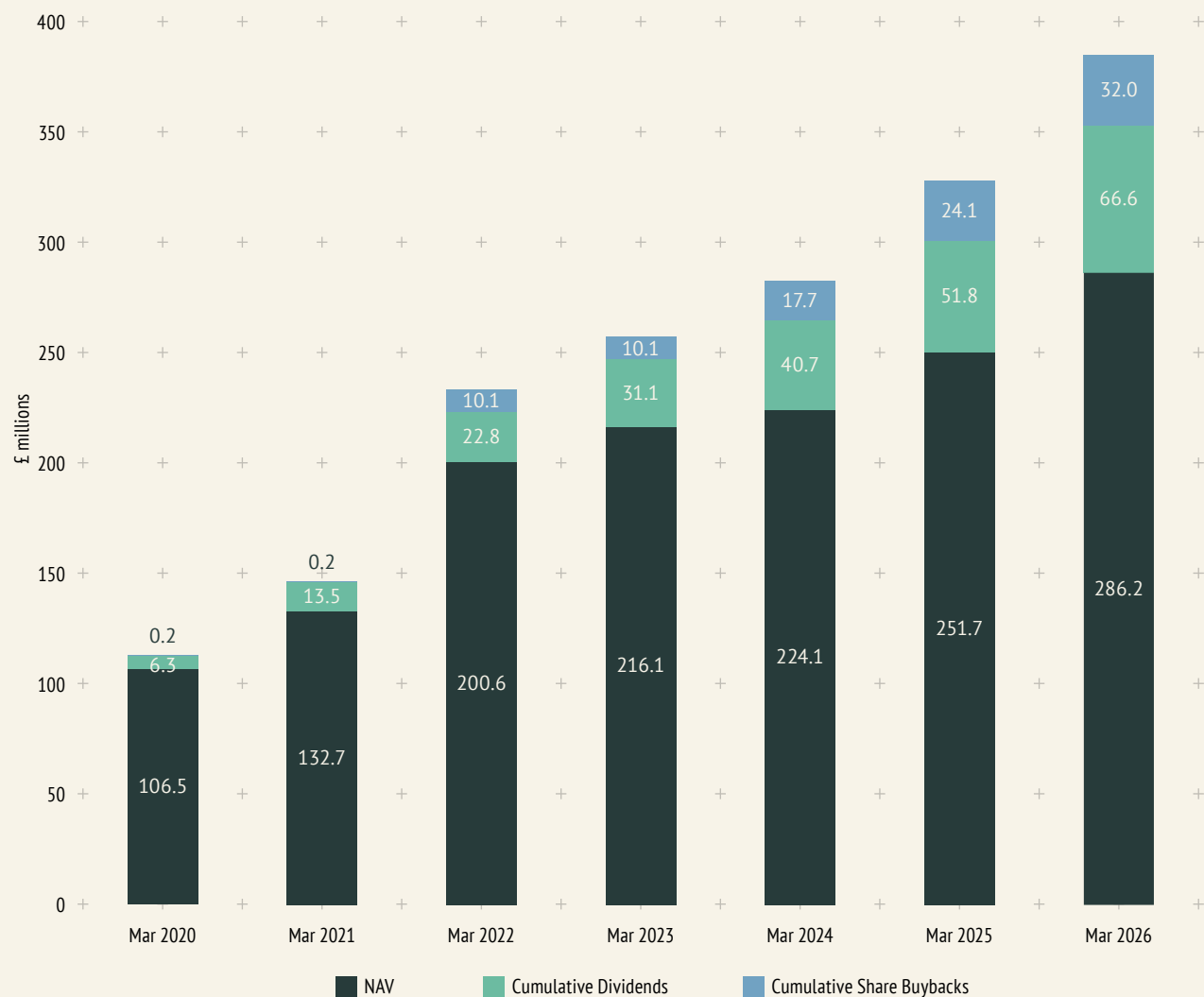
The Company's net asset value ("NAV") at 31 March 2026 is £286.2 million (2025: £251.7 million), continuing the upward trend driven by fundraising and portfolio growth. The increase is after returning £22.7 million to shareholders during the year through dividends and share buybacks.

During the period, the Total Return (NAV plus cumulative dividends paid) per share increased 3.4 pence, or 2.4%, from 139.7 pence per share to 143.1 pence per share. NAV per share at year end is 97.6 pence (2025: 99.7 pence), reflecting the dividends paid during the year.

In November 2025, Pembroke VCT exited its stake in N Family Club, generating £8.7 million for shareholders – a 2.9x return on cost. As a result of this successful exit, a 3.5 pence/share dividend was paid to shareholders in January 2026.

Set against this successful exit, three portfolio companies were written down to nil during the year and have effectively been exited. Peckwater Brands, Floom and United Fitness Brands all faced significant operational and market headwinds that the Pembroke team and the respective management teams were unable to overcome. The combined cost of these three investments was £13.9 million. Peckwater Brands had been a strong performer in prior years, and its

## NAV, dividends and buybacks



## + Chair's Statement continued

reversal is disappointing. The Board and the Investment Manager have reflected carefully on the lessons from these outcomes and will continue to apply that learning to the deal evaluation and portfolio monitoring processes.

We will continue to work with the Investment Manager to generate further shareholder returns through exits and partial exits.

### Investment Portfolio Overview

We are pleased with the strong performers in the portfolio, notably LYMA, Popsa, Coat, Secret Food Tours, Serve First, Tala, Troubadour and With Nothing Underneath, all of which are on robust growth trajectories. Further detail is set out in the Investment Manager's Review.

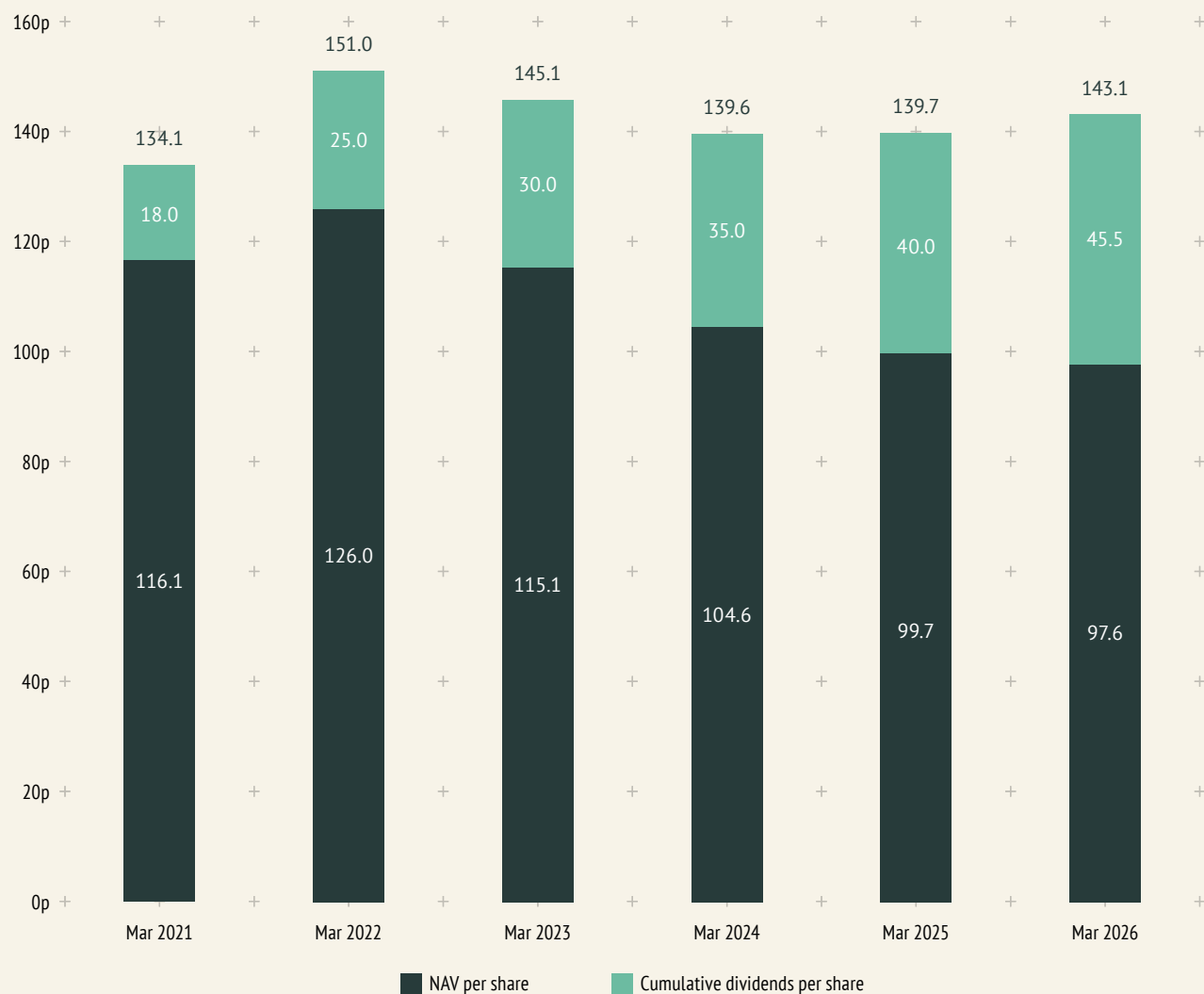
We currently hold investments in nine portfolio companies with individual valuations exceeding £50 million. These companies represent just under half of the portfolio's total value.

We recognise that some portfolio companies have faced challenges in the current economic environment. Heist, Eave, OnePlan, Chucs Restaurants, JustWears and KXU have seen reductions in valuation during the year. The Investment Manager continues to work closely with the affected management teams.

During the year, the Company invested £34.5 million in new and follow-on investments. £19.7 million was deployed across seven new investments: Exeros (£4.0 million), PeakAiO (£3.7 million), Bolt Insight (£3.5 million), MonetizationOS (£3.0 million), CybaVerse (£2.5 million), Serve First (£2.0 million) and Fanalysis (£1.0 million). Whilst Pembroke remains a generalist investor, the majority of this year's new investments were in technology and AI-enabled businesses, reflecting where the Investment Manager identified the most compelling opportunities in the period. A further £14.8 million was invested across 13 existing portfolio companies, including SeatFrog, Cydar, My Expert Midwife, Credentially, Vieve and Popsa, to support their continued growth.

For further details, see the Investment Manager's Review and Investment Portfolio.

### NAV total return per share performance



## + Chair's Statement continued

### Results

The Company made a profit of £9.8 million in the year to 31 March 2026 (2025: £0.4 million profit). Net investment revaluations contributed a £13.5 million gain, supplemented by investment income of £2.7 million. Investment Manager fees were £5.4 million and Company expenses were £0.9 million.

### Environmental, Social & Governance ("ESG")

We are proud that the Pembroke VCT portfolio includes nine registered B Corp™ companies: Coat, Dropliss, Hackney Gelato, JustWears, Lyma, Popsa, Rubies in the Rubble, Troubadour and With Nothing Underneath.

Following the integration of ESG\_VC into Reframe Venture, the Investment Manager continues its membership and shares the ESG\_VC framework with portfolio company management teams to collect ESG data at company level.

The Investment Manager is also a signatory of the Investing in Women Code, supporting the advancement of female entrepreneurship in the UK. Pembroke VCT has been a supporter of female founders since inception, with 34% of our portfolio companies having at least one female founder or leader.

The Board continues to develop its strategy in this area and to embed ESG at Pembroke VCT.

### Dividends and share buybacks

In the year to March 2026 the Company paid a total of £14.8 million (2025: £11.1 million) in dividends. A 2.0 pence per share dividend was paid in May 2025 and a further 3.5 pence per share dividend was paid in January 2026, totalling 5.5 pence per share for the year and exceeding the Company's annual dividend target of 5.0 pence per share. The above-target distribution reflects exit proceeds from N Family Club and the partial exit of Secret Food Tours in the last financial year.

The Company continues with its policy to pay additional dividends above target as investment exits are achieved.

We have continued to uphold our policy of half-yearly buybacks at a 5% discount to NAV. In April 2025 the Company bought back 4,862,763 shares at 94.34 pence per share for an aggregate consideration of £4.6 million. In September 2025 the Company bought back a further 3,482,573 shares at 93.58 pence per share for an aggregate consideration of £3.3 million. In total, £7.9 million was returned to shareholders through buybacks during the year.

Additionally, after the March 2026 year end, the Company bought back 7,223,786 shares at 91.37 pence per share and for an aggregate consideration of £6.6 million.

As interests in portfolio companies are sold, the Company intends to continue paying dividends and conducting share buybacks, but always subject to the requirements and best interests of the Company, the rules and regulations to which it is subject and the Company having sufficient cash resources.

### VCT Status

Philip Hare & Associates LLP provides both the Board and the Investment Manager with advice concerning ongoing compliance with HMRC rules and regulations concerning VCTs. The Board has been advised that Pembroke VCT continues to comply with the HMRC conditions for maintaining its approval as a venture capital trust.

In the Autumn Budget in November 2025, the Chancellor announced that upfront income tax relief on VCT subscriptions will be reduced from 30% to 20% for shares issued on or after 6 April 2026. The same Budget increased the annual and lifetime investment limits for qualifying companies. The Board is disappointed by the reduction in tax relief, which risks dampening fundraising across the sector, but welcomes the increased investment limits and the continued role of the VCT scheme in supporting UK growth companies.

### Outlook

We are encouraged by the performance of the portfolio. The successful exit of N Family Club at a 2.9x return on cost demonstrates the value being created within our investments. Nine portfolio companies are individually valued at £50 million or more, and continue to represent a substantial proportion of the total portfolio value.

The Investment Manager continues to see strong deal flow, reflected in the seven new investments completed during the year. We remain positive about the investment opportunities ahead, both within the existing portfolio and from new companies entering the pipeline.

The Board and the Investment Manager remain conscious of the macro-economic and political environment of the UK. However the Board is confident that the founders of our portfolio companies will continue to adapt and to seek growth opportunities.

We will continue to work with the Investment Manager to generate further shareholder returns.

### Annual General Meeting

The Annual General Meeting ("AGM") will be held at the Company's offices at 223-231 Old Marylebone Road, London NW1 5QT on 16 September 2026 at 12 noon.

Jonathan Djanogly  
Chair  
26 June 2026

# Key Performance Indicators (KPIs)

As a VCT, the Company's objective is to provide shareholders with an attractive income and capital return by investing its funds in unquoted companies which meet the relevant criteria for VCTs.

The Board has agreed upon the following five key performance measures to assess the Company's success in meeting these objectives. Some of these are classified as alternative performance measures ("APMs") in line with Financial Reporting Council ("FRC") guidance.

1. NAV per share;
2. NAV total return per share;
3. Dividends per share paid in the year;
4. Annual Recurring Costs; and
5. Qualifying percentages under VCT rules.

## 1. NAV per share

The NAV per share of the Company is the sum of the underlying assets less the liabilities of the Company, divided by the total number of shares in issue. The Company's target is for the NAV per share to remain level or increase after adjusting for dividends paid.

2026	2025	Reason for movement
97.6p	94.2p*	NAV per share increased by 3.4 pence, or 3.4%, from 94.2* pence per share to 97.6 pence per share. This is mainly as a result of the Company's portfolio growth.

\*Adjusted for dividends paid in the year of 5.5 pence

### Increase in total return per share

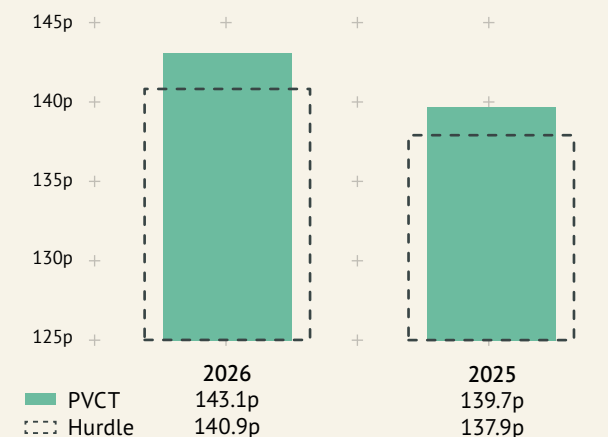
10 year	35.7%
5 year	7.7%
1 year	3.4%

The Company's total return has seen an increase of 3.4 pence, 3.4% over the past year, 7.7% over the past five years, and 35.7% over the past 10 years. The total return continues to achieve the growth target hurdle measured by the Board on the performance of the Investment Manager.

## 2. NAV total return per share

This is the most widely used measure of performance in the VCT sector. Total return per share is an APM that is calculated as the NAV per share plus cumulative dividends paid per share. Total return per share enables shareholders to evaluate more clearly the performance of the Company, as it reflects the overall return and value of shareholders' interest. One of the hurdles for the Investment Manager to be paid a Performance Incentive Fee ("PIF") when a profitable exit is achieved is for the total return per share to increase by 3.0 pence per year from August 2020 (124.1 pence) or 3% of the NAV per share if the NAV per share is below 100.0 pence.

### Hurdle vs actual total return per share

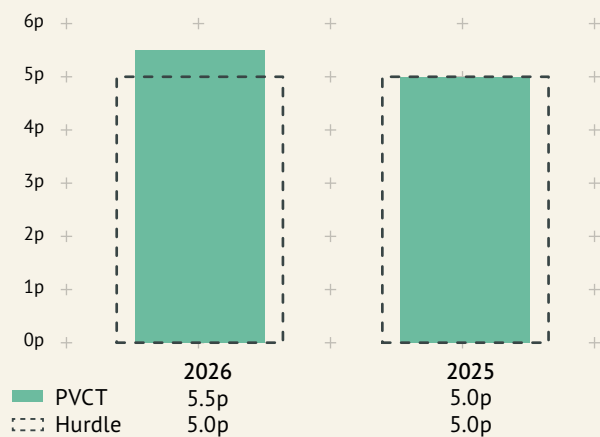


Total return pence per share:	2026	2025
Cumulative dividends paid at the beginning of the period	40.0	35.0
Dividends paid during the year	5.5	5.0
Total dividends paid since launch	45.5	40.0
Closing NAV per share	97.6	99.7
<b>Total return per share</b>	<b>143.1</b>	<b>139.7</b>

## + Key Performance Indicators *continued*

### 3. Dividends per share paid in the year

The Company has a target of paying an annual dividend of 5.0 pence per share.



The Company paid 5.5 pence per share (2025: 5.0 pence per share) of dividends in the current period, which exceeded the target of 5.0 pence per share annual dividend.

#### Dividend yield per share\*

2026:	5.5%
2025:	4.8%

The Company continues to achieve its dividend targets. The dividend yield was 5.5% in 2026 (4.8% in 2025).

\*Dividend yield is an APM calculated as the dividend per share divided by the opening NAV per share.

### 4. Annual Running Costs

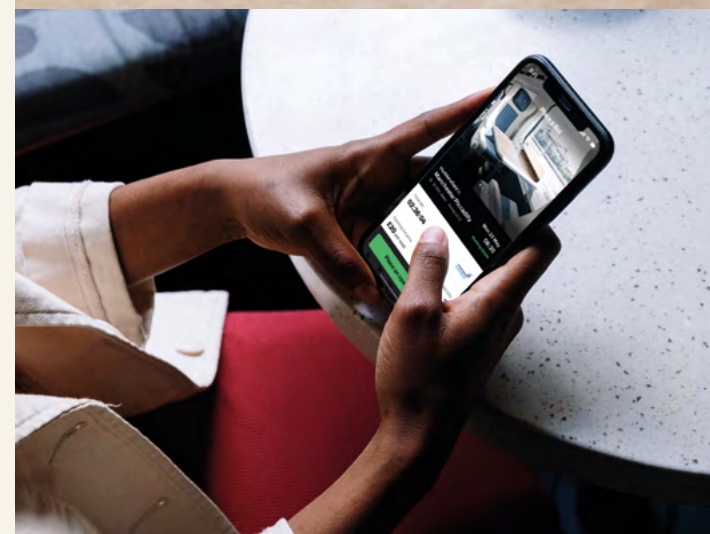
The Company is indemnified by the Investment Manager by such amount equal to the excess by which the Annual Running Costs of the Company exceed 0.5% of the Company's NAV, calculated on an annual basis. The Board monitors its costs carefully (as an APM) and seeks to maintain the Annual Running Costs below 0.5% of NAV.

The Board monitors the Annual Running Costs as follows:

	2026	2025
Annual Running Costs (£'00)	918	902
Net Asset Value (£'00)	286,222	251,671
<b>Annual Running Costs as a percentage of NAV</b>	<b>0.32%</b>	<b>0.36%</b>

See Notes 5 and 8.

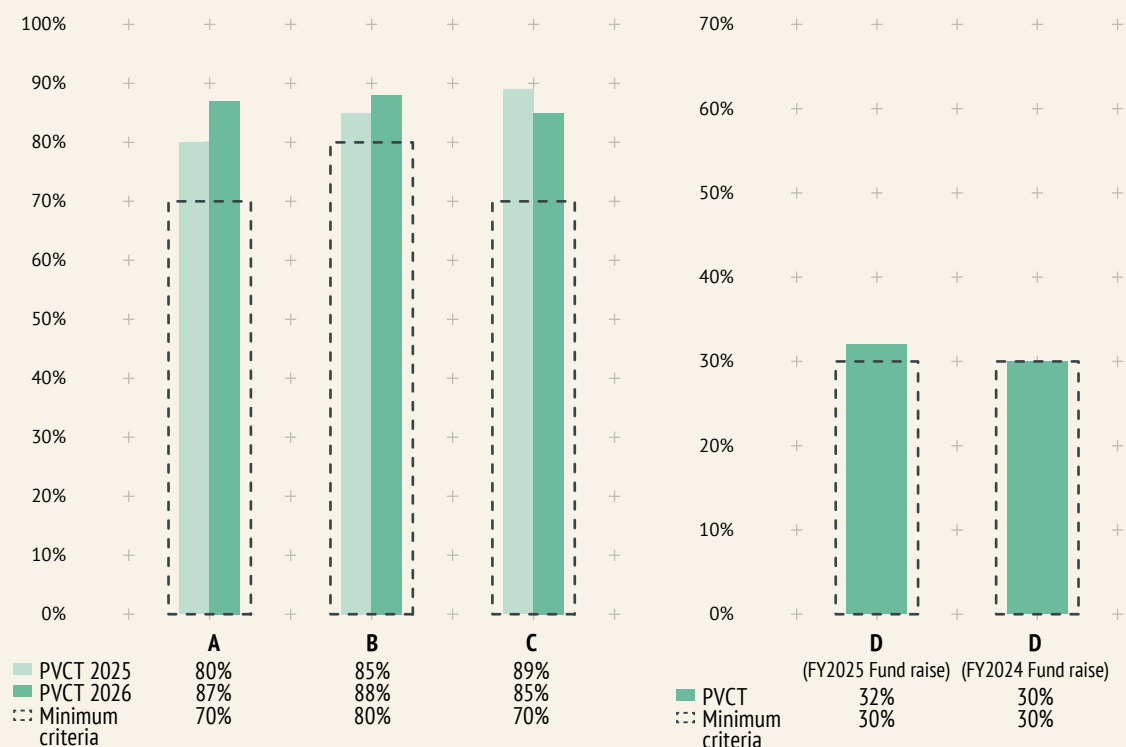
This is within the Company's annual limit of 0.5% of NAV.



## + Key Performance Indicators *continued*

### 5. Qualifying percentages under VCT rules\*

The Company complies with the VCT rules which require it to maintain the following criteria.



\*The values on these APMs are computed based on specific HMRC rules and are not in line with any GAAP.

E	2026	2025
Maximum	15%	15%
PVCT	0%	0%

#### Legend

<b>A</b>	The Company's income in the period has been derived wholly or mainly (70% plus) from shares or securities.
<b>B</b>	At least 80% of the value of the Company's investments has been represented throughout the period by shares or securities comprised of qualifying holdings of the company.
<b>C</b>	For funds raised after 5 April 2011, at least 70% by value of the company's qualifying holdings has been represented throughout the period by holdings of eligible shares.
<b>D (FY 2024 Fund Raise)</b>	At least 30% of the funds raised in FY 2023/2024 are invested in qualifying holdings by 31 March 2025.
<b>D (FY 2025 Fund Raise)</b>	At least 30% of the funds raised in FY 2024/2025 are invested in qualifying holdings by 31 March 2026.
<b>E</b>	The Company has not retained more than 15% of its income from shares and securities.

The Company continues to meet the requirements of the VCT rules and is confident there continues to be sufficient investment opportunities to maintain this.

# Investments

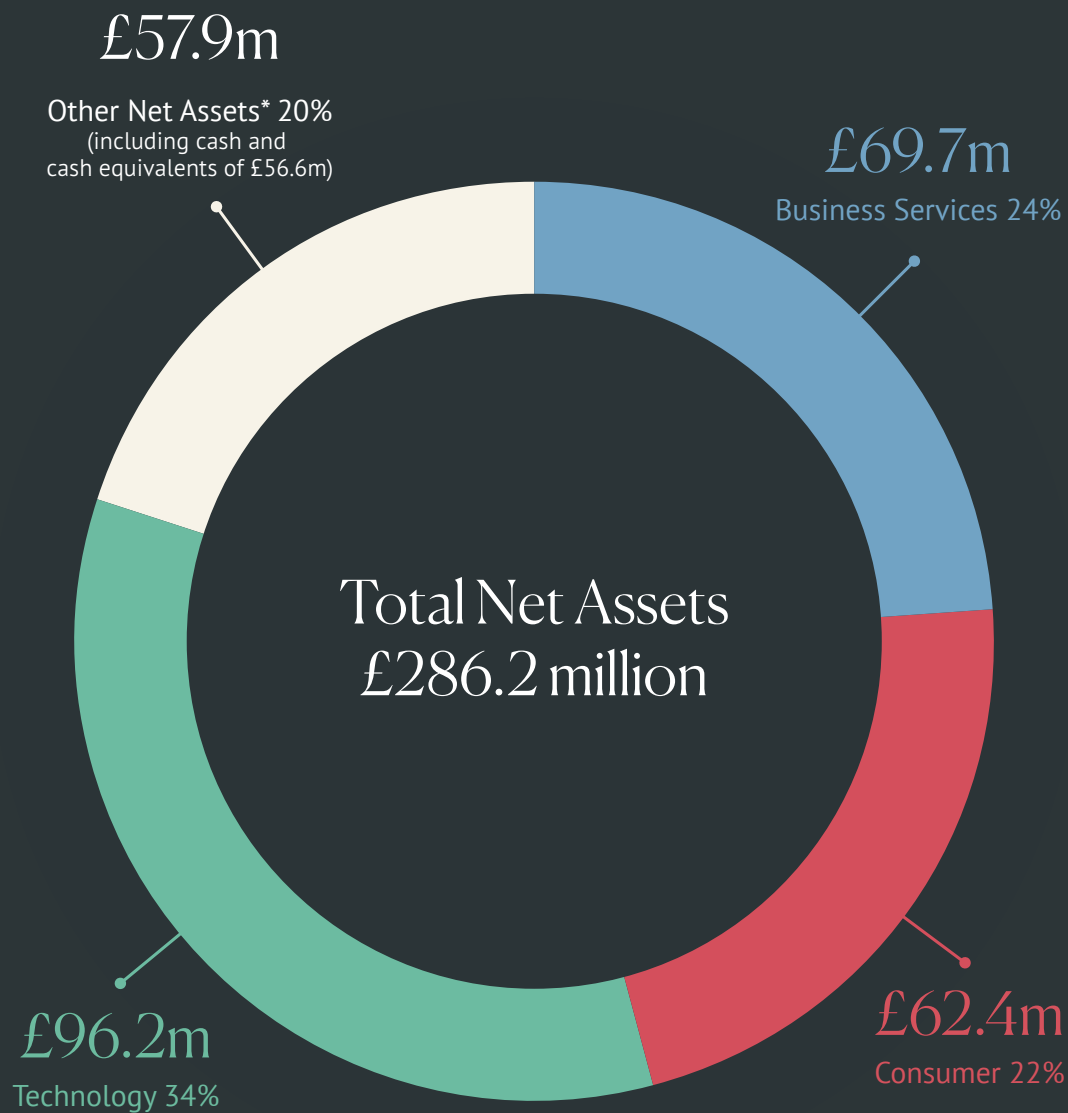


LYMA

# Segment Analysis

Segmental breakdown of the investment portfolio based on net assets at 31 March 2026.

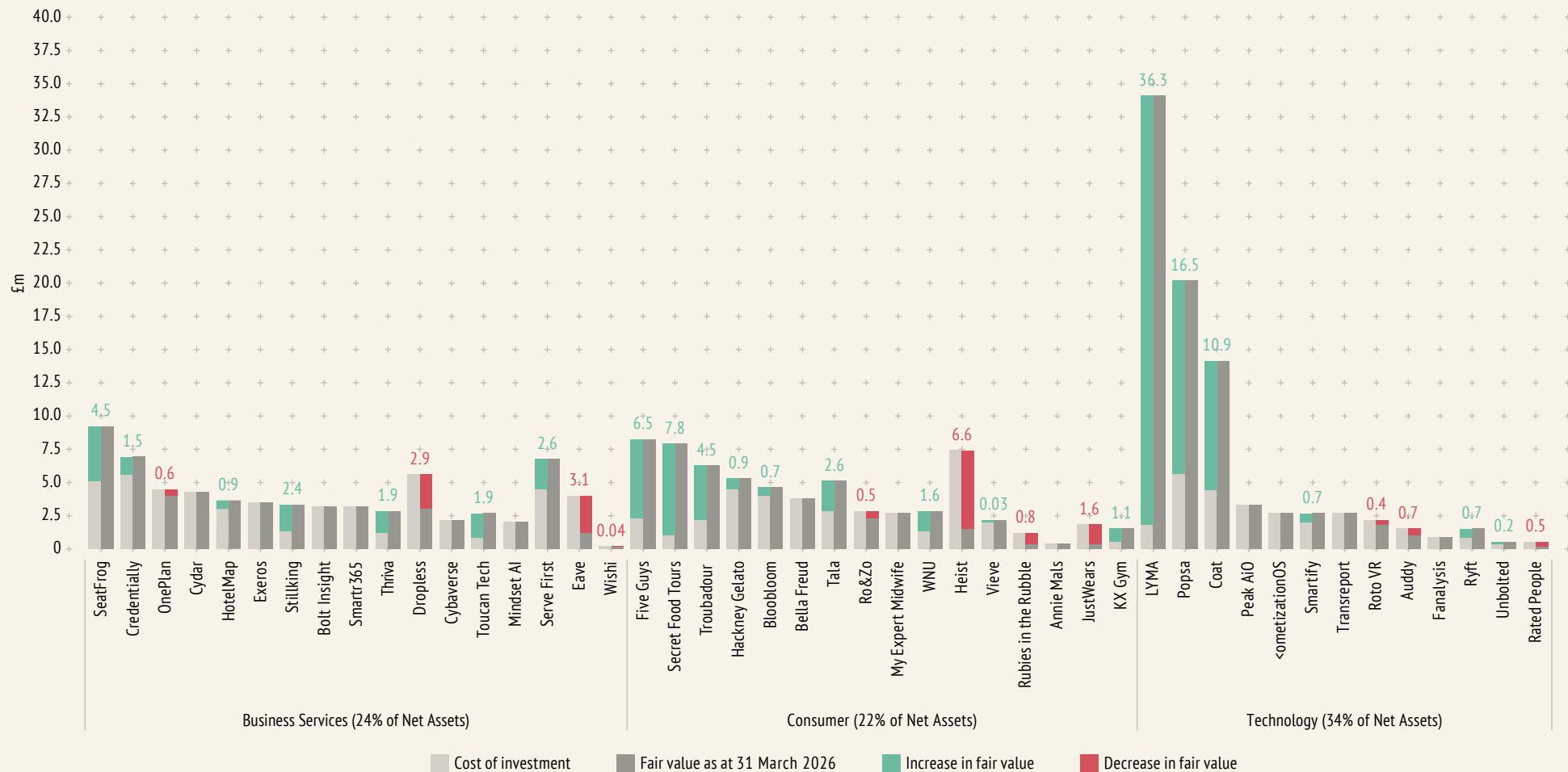
Pembroke VCT has a sector-balanced portfolio and liquidity for new and follow-on investments.



\*Includes interest rolled up in fixed income investments

# Investment Portfolio

## Investment portfolio valuation vs cost



Note: As at 31 March 2026, the Company holds investments, valued at £nil, in Alexa Chung, Bella Freud Parfum, Chilango, Kat Maconie, Kinteract, United Fitness Brands, Floom, Chucs Restaurants, KXU, and Peckwater Brands.

# + Investment Portfolio continued

## Business Services

	As at 31 March 2026			As at 31 March 2025		
	Cost £'000	Fair value £'000	% of NAV	Cost £'000	Fair value £'000	% of NAV
SeatFrog	5,800	10,349	3.6	3,000	7,268	2.9
Credentially	6,247	7,764	2.7	5,000	6,110	2.4
Serve First	5,000	7,557	2.6	-	-	-
Cydar	4,800	4,800	1.7	3,000	1,360	0.5
OnePlan	5,000	4,438	1.6	5,000	6,448	2.6
HotelMap	3,300	4,200	1.5	3,300	4,200	1.7
Exeros	4,000	4,000	1.4	-	-	-
Stillking	1,452	3,828	1.3	1,452	4,273	1.7
Smarter365	3,500	3,500	1.2	3,500	3,500	1.4
Bolt Insight	3,500	3,500	1.2	-	-	-
Dropless	6,350	3,431	1.2	5,750	2,831	1.1
Thriva	1,330	3,266	1.1	1,330	3,266	1.3
Toucantech	1,000	2,930	1.0	1,000	2,437	1.0
CybaVerse	2,500	2,500	0.9	-	-	-
Mindset AI	2,250	2,250	0.8	2,000	2,000	0.8
Eave	4,400	1,262	0.4	4,150	1,590	0.6
Wishi	153	114	0.0	153	114	0.0
PeckWater Brands	-	-	0.0	4,000	9,375	3.7
	60,582	69,689	24.5	42,635	54,772	21.7

## Consumer

	As at 31 March 2026			As at 31 March 2025		
	Cost £'000	Fair value £'000	% of NAV	Cost £'000	Fair value £'000	% of NAV
Five Guys	2,726	9,267	3.3	2,726	9,772	3.9
Secret Food Tours	1,195	8,947	3.1	1,195	7,749	3.1
Troubadour	2,540	7,073	2.5	2,540	5,381	2.1
Hackney Gelato	5,000	5,878	2.1	5,000	5,878	2.3
Tala	3,200	5,771	2.0	3,200	3,510	1.4
Bloobloom	4,500	5,223	1.8	4,500	4,500	1.8
Bella Freud	4,279	4,279	1.5	4,279	4,191	1.7
With Nothing Underneath	1,500	3,148	1.1	1,500	1,500	0.6
My Expert Midwife	3,000	3,000	1.0	1,500	1,500	0.6
Ro&Zo	3,100	2,580	0.9	2,600	2,600	1.0
Vieve	2,206	2,232	0.8	1,000	1,025	0.4
KX	700	1,800	0.6	700	1,654	0.7
Heist	8,349	1,754	0.6	8,349	2,508	1.0
Rubies in the Rubble	1,328	510	0.2	1,328	510	0.2
Annie Mals	500	500	0.2	500	500	0.2
JustWears	2,000	420	0.1	2,000	420	0.1
Chucs Restaurants	-	-	0.0	2,220	200	0.1
KXU	-	-	0.0	1,034	790	0.3
United Fitness Brands	-	-	0.0	5,276	1,028	0.4
N is for Nursery	-	-	0.0	3,000	7,297	2.9
	46,123	62,382	21.8	54,447	62,513	24.8

## + Investment Portfolio continued

### Technology

	As at 31 March 2026			As at 31 March 2025		
	Cost £'000	Fair value £'000	% of NAV	Cost £'000	Fair value £'000	% of NAV
LYMA	2,000	38,289	13.4	2,000	33,778	13.4
Popsa	6,250	22,711	7.9	5,200	17,253	6.9
Coat	5,000	15,884	5.5	5,000	10,275	4.1
PeakAiO	3,713	3,713	1.3	-	-	-
Smartify	2,300	3,045	1.1	2,300	3,045	1.2
Transreport	3,000	3,000	1.0	3,000	3,000	1.2
MonetizationOS	3,000	3,000	1.0	-	-	-
Roto VR	2,500	2,073	0.7	2,250	1,823	0.7
Ryft	960	1,682	0.6	660	660	0.3
Auddy	1,800	1,108	0.4	1,800	1,108	0.4
Fanalysis	999	999	0.3	-	-	0.0
Unbolted	400	553	0.2	400	553	0.2
Rated People	641	189	0.1	641	189	0.1
Floom	-	-	0.0	4,560	145	0.1
	32,563	96,246	33.5	27,811	71,829	28.6

### Totals

	As at 31 March 2026			As at 31 March 2025		
	Cost £'000	Fair value £'000	% of NAV	Cost £'000	Fair value £'000	% of NAV
Total Portfolio before interest	139,268	228,317	79.8	124,893	189,114	75.1
Interest rolled up in fixed-income investments	-	6,484	2.2	-	5,466	2.2
Total Portfolio including interest	139,268	234,801	82.0	124,893	194,580	77.3
Other Net Assets	51,421	51,421	18.0	57,091	57,091	22.7
Net assets	190,689	286,222	100.0	181,984	251,671	100.0

Note: As at 31 March 2026, the Company holds investments, valued at £nil, in Alexa Chung, Bella Freud Parfum, Chilango, Kat Maconie, Kinteract, United Fitness Brands, Floom, Chucs Restaurants, KXU, and Peckwater Brands.

# Investment Manager's Review



# Investment Manager's Review

The 2026 financial year marked a year of strong progress. Against a dynamic market backdrop, we maintained a disciplined and proactive approach to originating high-quality investment opportunities, actively managing the portfolio, and delivering tangible outcomes for shareholders. We continued to work closely with our new and existing portfolio companies to strengthen management teams, optimise operating structures, and leverage technology to accelerate growth and profitability. This approach has delivered clear results, with all KPIs on pages 10 to 12 achieved and, in most cases, exceeded, reinforcing the strength of our strategy and execution.

The year culminated in another record net asset value achieved alongside £99 million of cash returned to shareholders since inception, demonstrating both the resilience of the portfolio and our continued ability to realise exits and crystallise value. This performance was further supported by a successful fundraising of £40.8 million, reflecting sustained investor demand and confidence in the long-term opportunity, despite the reduction in VCT income tax relief from 6 April 2026.

We have continued to deploy capital selectively and with conviction, prioritising both new opportunities and our highest-performing existing investments, with a clear focus on scaling businesses and driving profitable growth in a challenging environment.

As Investment Manager to Pembroke VCT, our focus remains centred on three core priorities: delivering successful fundraises, originating and executing high-quality investments, and driving sustainable value creation across the portfolio.

**£4.3m**

invested since  
31 March 2026

## 2025/26 Investment Deal Flow

Follow-on investments made

**13** deals = **£14.8m**

2024/5: 8 deals = £8.9m

New investments made

**7** deals = **£19.7m**

2024/5: 4 deals = £7.7m

Meetings held

**218** deals = **£743.6m**

2024/5: 205 deals = £700m

Opportunities reviewed

**915** deals = **£2.9bn**

2024/5: 719 deals = £2.7bn

## Fundraising

We delivered a strong fundraising outcome for the 2025/2026 fundraising year, securing £40.8 million in a highly competitive market environment shaped by global geopolitical uncertainty and the unexpected reduction in VCT income tax relief from 30% to 20% effective 6 April 2026. This result reflects continued confidence from both new and existing investors in our investment strategy, track record, and ability to deliver sustainable returns.

The success of the fundraising strengthens our capital base, enabling us to deploy capital with discipline and conviction, and positions the Company to capitalise on future opportunities while continuing to build a diversified, high-quality portfolio.

## Sourcing and Executing Investment Opportunities

We maintained strong momentum in sourcing and executing investment opportunities throughout the year. Building on activity in the first half, the second half saw a further step-up in both the volume and quality of deal flow, reflecting improved market conditions and the strength of our origination strategy.

Through proactive outreach and deep engagement with founders, advisers, and wider market participants, we secured access to a high-quality pipeline of opportunities. This translated into increased investment activity over the period, with capital deployed selectively into both new investments and high-performing existing portfolio companies.

Our disciplined approach to origination and execution continues to position us well to deploy capital effectively, maintaining a robust pipeline of high-quality opportunities to support future growth.

The graph opposite provides further insight into the flow of investment opportunities during the year.

## + Investment Manager's Review continued

### Driving Value Across the Portfolio

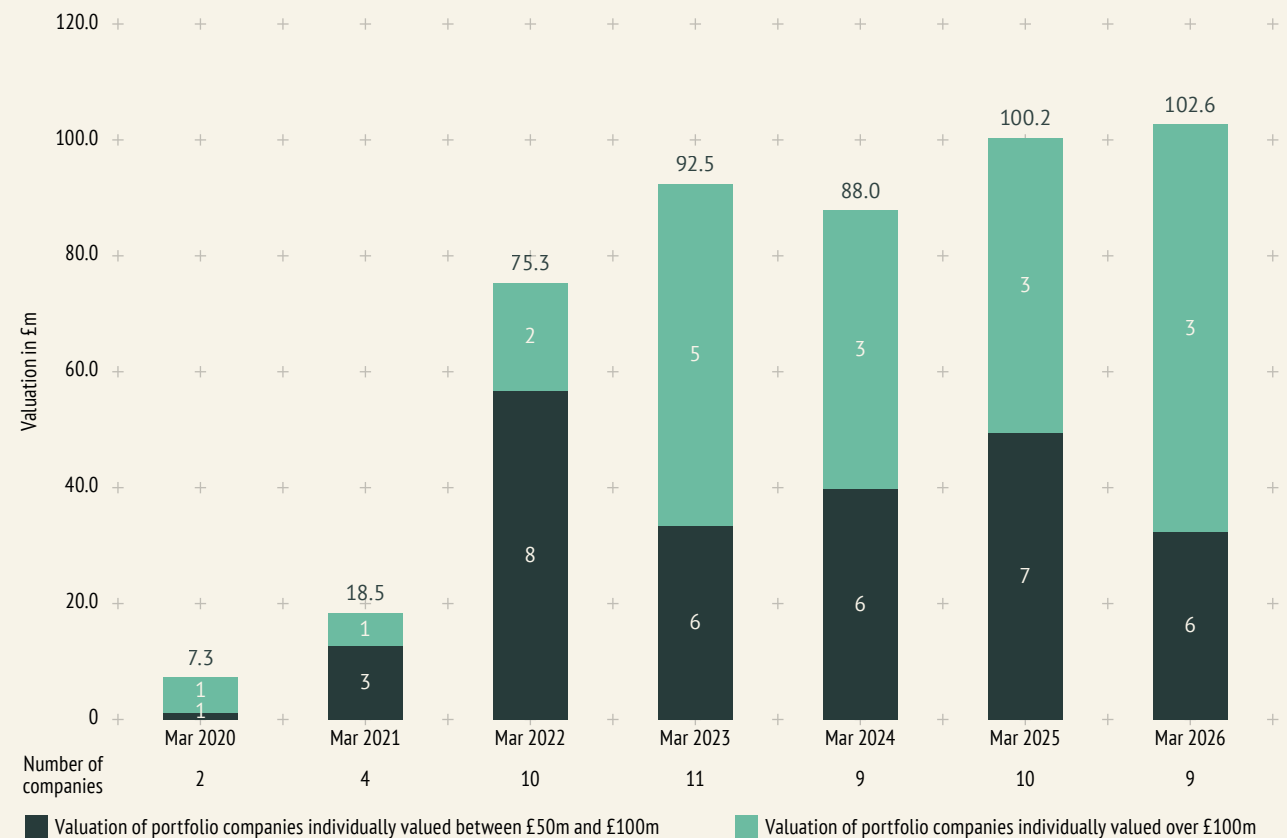
We remained focused on actively supporting our portfolio companies through evolving market conditions, providing tailored strategic guidance to help them adapt operations, manage cost pressures, navigate leadership transitions, and respond effectively to business challenges. This was complemented by a continued focus on leveraging technological advancements to drive operational efficiency, enhance scalability, and support sustainable growth and profitability.

A core part of our investment philosophy is backing exceptional founders and management teams. Their clarity of vision, operational discipline, and agility in execution reduce risk and enable us to act as a true partner rather than a passive investor. We have also continued to strengthen governance across the portfolio through the appointment of experienced, industry-qualified non-executive directors and chairpersons, enhancing strategic oversight, sector expertise, and independent challenge as businesses scale towards exit.

This hands-on, founder-led approach continues to underpin the resilience and progression of the portfolio. Despite realisations over the years, nine of our portfolio companies are individually valued in excess of £50 million, up from just two in 2020, and together represent £102.6 million of the total portfolio value. This reflects our ability to scale and support our high-performing, more established businesses, exit mature investments, while continuing to back new emerging companies that enhance diversification and future growth potential.

Across the portfolio, this has translated into clear commercial traction, with businesses scaling revenues, strengthening market positions, and deepening strategic partnerships. These outcomes continue to support value creation and position the portfolio for future realisations.

### Companies individually valued at greater than £50m enterprise value



The reduction in the number of companies reflects a realisation during the year; however, the increase in aggregate value highlights continued growth among the remaining portfolio.

# + Investment Manager's Review *continued*

## The Value Creation Team: Accelerating Strategic Value

During the year, we established a dedicated value creation team to enhance our ability to drive strategic, data-led, and technology-enabled growth across the portfolio. The team combines deep expertise in business strategy, artificial intelligence, digital marketing, and leadership development, and works directly with founders to embed innovation and operational excellence within their organisations.

The team's work is structured around four key pillars:



### Strategy Development

Delivering strategic workshops and transformation programmes focusing on redefining business models and long-term growth strategies.



### AI & Innovation

Providing targeted AI training and adoption support, and a portfolio-wide AI-EO Optimisation Guide to help founders turn emerging technology into measurable business leverage.



### Marketing & Positioning

Strengthening brand and market presence through positioning audits, product launch support, and go-to-market planning.



### Executive Support

Offering leadership guidance and CEO advisory across the portfolio, including transformation support and C-Suite/Board level recruitment.

By embedding AI, data-driven decision-making, and strategic growth frameworks into our portfolio, the value creation team enhances the speed, precision, and scalability of our companies' operations. This initiative underscores our belief that technology, insight, and leadership alignment are fundamental to creating long-term value.



## + Investment Manager's Review continued

### The Value Creation Team

**Felix Danczak**  
Head of AI & Growth



We strengthened our value creation capabilities during the year with the appointment of Felix Danczak as Head of AI & Growth. Felix works closely with our portfolio companies to embed AI-driven approaches and sharpen go-to-market strategies, supporting founders to scale more effectively and prepare for key inflexion points, including fundraising and exit.

His work combines strategic guidance with hands-on execution, ranging from targeted workshops to direct support on GTM initiatives, tooling and operational workflows. During the year, Felix has led a series of portfolio-focused AI sessions and events, including a recent dedicated AI workshop, helping management teams identify practical, high-impact use cases and accelerate adoption in a commercially meaningful way.

Felix also partners with our investment team, contributing to the assessment of AI readiness and commercial strength in prospective investments, further strengthening Pembroke's differentiated value-add offering.

Prior to joining Pembroke, Felix held senior leadership roles including VP Global Head of Marketing at Zuora, COO at Zephr, and Head of Strategy at Signal AI, and is the author of Market-Led Growth, reflecting his focus on practical, commercially grounded execution.

**Emma Ward**  
Head of Talent



We further strengthened our value creation capabilities during the year with the appointment of Emma Ward as Head of Talent. Emma works closely with portfolio company leadership teams to enhance organisational structure and leadership depth, supporting businesses as they scale and prepare for key stages of growth.

Her focus is on building high-performing, resilient leadership teams, leading executive search and headhunting for Chair, Non-Executive Director and C-suite appointments, as well as supporting succession planning and governance frameworks. Through this work, Emma helps ensure our portfolio companies are equipped with the leadership capability required to deliver sustainable, long-term performance.

Emma brings over 25 years' experience advising early-growth, challenger and global businesses on leadership and talent strategy. She partners closely with founders and boards, combining deep expertise in executive search with a practical understanding of how strong leadership and culture translate into commercial outcomes.

Prior to joining Pembroke, Emma was European Managing Director at The Talent Business, a leading global executive search firm focused on brand and innovation. Her appointment further enhances Pembroke's ability to support portfolio companies in building the leadership infrastructure needed to scale successfully.

**Nick Maslechko**  
Portfolio Associate



We further strengthened our portfolio support capabilities during the year with the appointment of Nick as Portfolio Associate. Nick works closely with portfolio company founders and leadership teams, supporting follow-on investment activity, exit planning, financial planning and the preparation of investment materials.


Through this work, he helps ensure portfolio companies are well positioned for capital raising and strategic transactions, providing analytical support and contributing to the development of robust, investor-ready materials.

Prior to joining Pembroke, Nick worked in Corporate Development at a large public technology company, where he was involved in the full in-house M&A lifecycle and supported the delivery of strategic recommendations to the C-suite. He is a qualified CPA (Canada), having trained at PwC Toronto in the Deals, Valuations and Financial Modelling team, where he gained experience across a broad range of sectors.

# + Investment Manager's Review continued



## Overall Portfolio Performance



The movement in the value of the Company's portfolio is illustrated below:






### New Investments


The Company made seven new investments in FY26, totalling £19.7m.



















### Follow-on Investments



The Company deployed £14.8m on thirteen follow-on investments.

















### Exit



Pembroke completed one exit (£8.8m) generating a positive return in total.








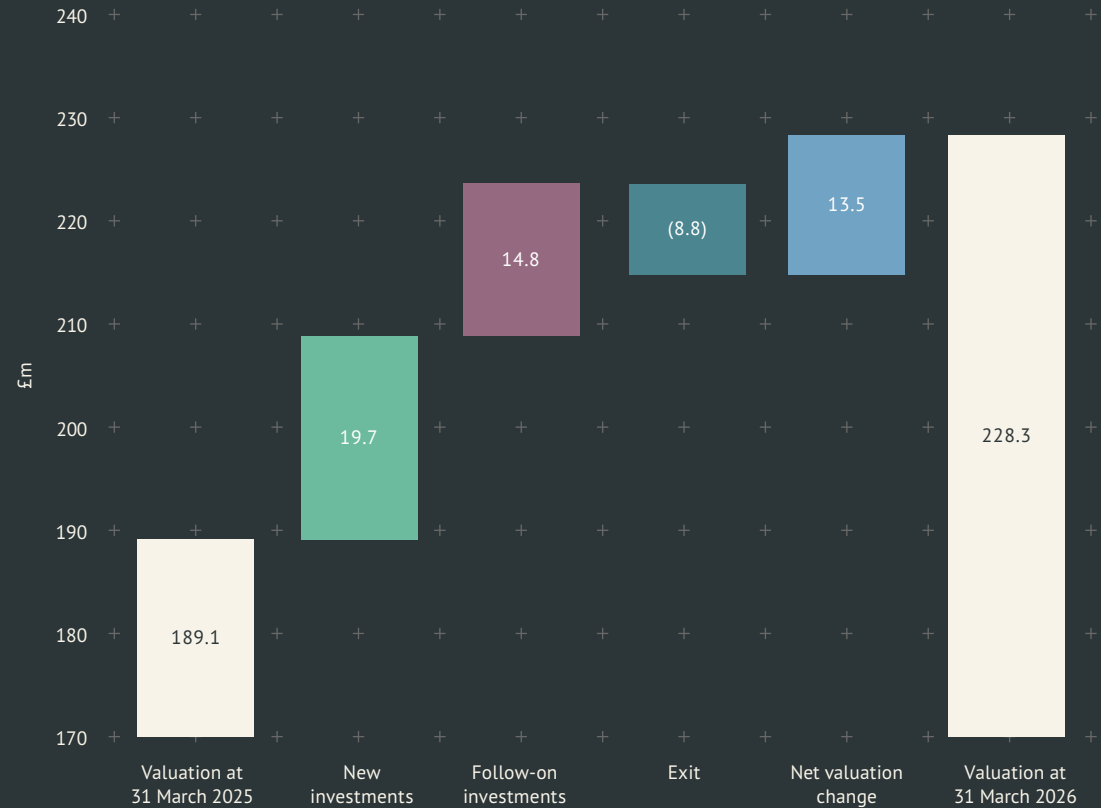
### Net Valuation Change

The portfolio valuation increased by £13.5m, which reflects the growth of portfolio companies.





The portfolio value as at March 2026 represents a 69% uplift on cost (2025: 56%). This increase is primarily driven by improved valuations across existing holdings, reflecting strong underlying trading performance, and achieved despite recent investments continuing to be held at cost.

While macroeconomic uncertainty and a shifting global environment have introduced volatility, our portfolio companies have continued to adapt with discipline and agility. Management teams are actively diversifying growth channels, including strategic brand partnerships, influencer-led marketing, targeted B2B expansion, and the adoption of technology to enhance efficiency and reach. These initiatives are increasingly translating into scalable revenue streams, often with limited incremental cost.

As a result, a growing number of portfolio companies are delivering sustainable growth and improving profitability, reinforcing the strength of the underlying portfolio and supporting continued value creation. Notable strong performers include Coat, Lyma, Popsa, Secret Food Tours, Serve First, Tala, Troubadour, and With Nothing Underneath, all of which are on robust growth trajectories.

## + Investment Manager's Review continued

### Strong performers in our portfolio



## COAT

Coat delivered its strongest financial year to date, growing revenue by more than 70% year-on-year and is profitable. The business simultaneously completed the transition of its fulfilment operations to a new owned facility, exiting its third-party logistics provider while maintaining sales and service levels. The first quarter of 2026 was the highest-revenue quarter in the company's history.



## LYMA

LYMA delivered a strong revenue performance in 2025, with new customer acquisition ahead of budget, US sales growing to account for the majority of direct-to-customer (DTC) revenue, and profitability improving. In the first quarter of 2026, revenue grew year-on-year, driven by the Laser PRO. The business has just launched ID<sup>2</sup>, a new gut health supplement targeting the longevity market.



## Popsa

In 2025, Popsa saw its strongest rate of growth since the pandemic, accelerating for the third year in a row. The memory curation platform added £10 million in revenue without increasing headcount, and whilst maintaining its profitability. Average order value was up by more than 10% year-on-year, and margins were further enhanced with efficiencies in the supply chain. The company also completed its North American roll out, launching in Mexico in the third quarter of the year.



## *Secret Food Tours*

Secret Food Tours, the world's top rated food tour operator, was ranked 18th in Deloitte's UK Fast 50 and named the fastest-growing consumer services company in the UK on the 2025 UK Fast Growth Index. Revenue continued to grow year-on-year, driven by organic city expansion and an acquisition-led strategy that included acquiring market-leading tour operators in Montreal and New York City.

## + Investment Manager's Review continued

### Strong performers in our portfolio (continued)



Serve First secured a £5 million follow-on funding round, co-led by Pembroke VCT and Mercia Ventures, having nearly doubled its recurring revenue since Pembroke VCT's initial investment in June 2025. The company added customers, including Brentford FC, The Body Shop and Topps Tiles during the period.



## T/ALA

TALA delivered accelerated year-on-year revenue growth, underpinned by the launch of two physical stores, which acquired over 14,000 new customers and established a scalable retail model. The brand also expanded its wholesale footprint from three to nine partners across the UK, Australia, and the UAE, while enhancing its digital sales channels and fulfilment capabilities, driving improvements in conversion and customer engagement.



## TROUBADOUR

Troubadour delivered its strongest year on record in 2025, with full-year revenue growth and its highest quarterly revenue in the company's history. Growth was led by the corporate channel, which more than doubled year-on-year, and direct online sales, which more than doubled in the second half of the year. The period also saw sustained editorial recognition, including being named Wirecutter's best laptop backpack for the fourth consecutive year, alongside features in Esquire, Glamour, Wired, and GQ.



## WNU

*London, England*

With Nothing Underneath continued strong revenue growth in 2025, supported by the expansion of knitwear and a growing retail footprint. The brand was ranked 52nd in The Sunday Times 100 Fastest Growing Companies for 2025 and named Womenswear Brand of the Year at the Drapers Awards 2025.

## + Investment Manager's Review continued

### Challenges Faced by Some Portfolio Companies



We recognise that some of our portfolio companies face challenges in the current economic environment. OnePlan, Eave, and Peckwater Brands have encountered obstacles impacting their growth strategies. In response, the Pembroke team has been working closely with these companies' management teams to develop financially resilient strategies and prioritise cost-effective operations.

**OnePlan:** faced a reduction in overall revenue as its contracts supporting the Paris 2024 Olympics and Milano Cortina 2026 Winter Olympics successfully concluded. This prompted a significant cost restructuring carried out at the end of 2025 and into early 2026. The company now has a strong focus on the core 2D venue management platform, where margins of approximately 90% are being achieved. Monthly recurring revenues for the core platform have grown in the five months to May 2026 and are on target for growth in 2026. Pembroke VCT made a follow-on investment with other shareholders in April 2026 to support the business through to profitability. OnePlan was shortlisted for a major international sporting event technology contract, with a third-party Geographic Information System software provider included in the bid for a licence of up to 100 users, representing a significant potential revenue opportunity arising from the partnership.

**Eave:** expanded its product range over the past year to include noise, dust and vibration monitoring, significantly broadening its addressable market. These new products have been developed with high-quality clients and under a formal technology partnership with Samsung, contributing to a strong and growing pipeline. While some certification timelines and working-capital constraints have delayed revenue conversion, these are expected to be short-term in nature. The company is actively engaging with both new and existing shareholders and anticipates closing a bridge round in the coming months to support continued growth.

**Peckwater Brands:** navigated a challenging period and pursued several credible routes to recovery. We worked closely with the management team to address operational and market challenges, supporting efforts to stabilise performance and explore viable recovery options.

Whilst these efforts were credible and well executed, the outcome is disappointing. Trading was significantly impacted by external factors beyond the business's control, most notably the contraction of the Stonegate estate and the cancellation of the planned rollout with a pub group, resulting in the business ceasing trading in February 2026 and subsequently entering liquidation. This resulted in a full write-off of the investment during the year.

# + Investment Manager's Review continued

Our portfolio continues to demonstrate resilience, with the majority of companies delivering year-on-year revenue growth. While a small number of businesses have experienced revenue declines, these largely reflect deliberate strategic actions to improve revenue quality, strengthen margins, reduce operating losses, and extend cash runway.

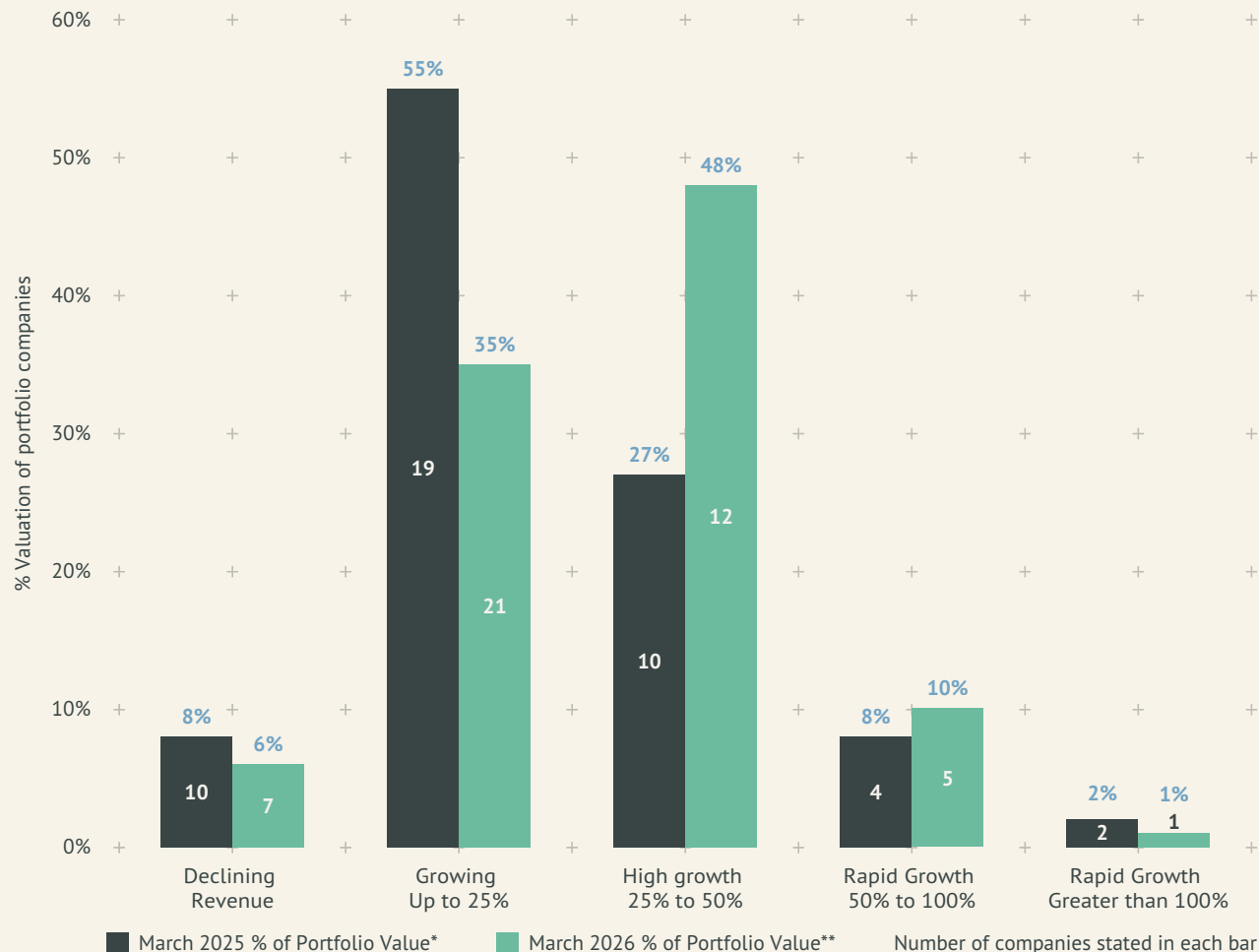
Overall, the portfolio shows a clear shift towards higher-quality, more sustainable growth, with an increasing proportion of companies progressing into higher revenue growth brackets.

The following graph illustrates the distribution of year-on-year revenue growth across the portfolio.

## Declining Revenue

Of seven companies with declining revenue, four (5% of portfolio value) are transitioning to more sustainable, profitable models, causing temporary reductions in revenue. The remaining three represent 1% of the portfolio by value.

## Year on Year Revenue Growth



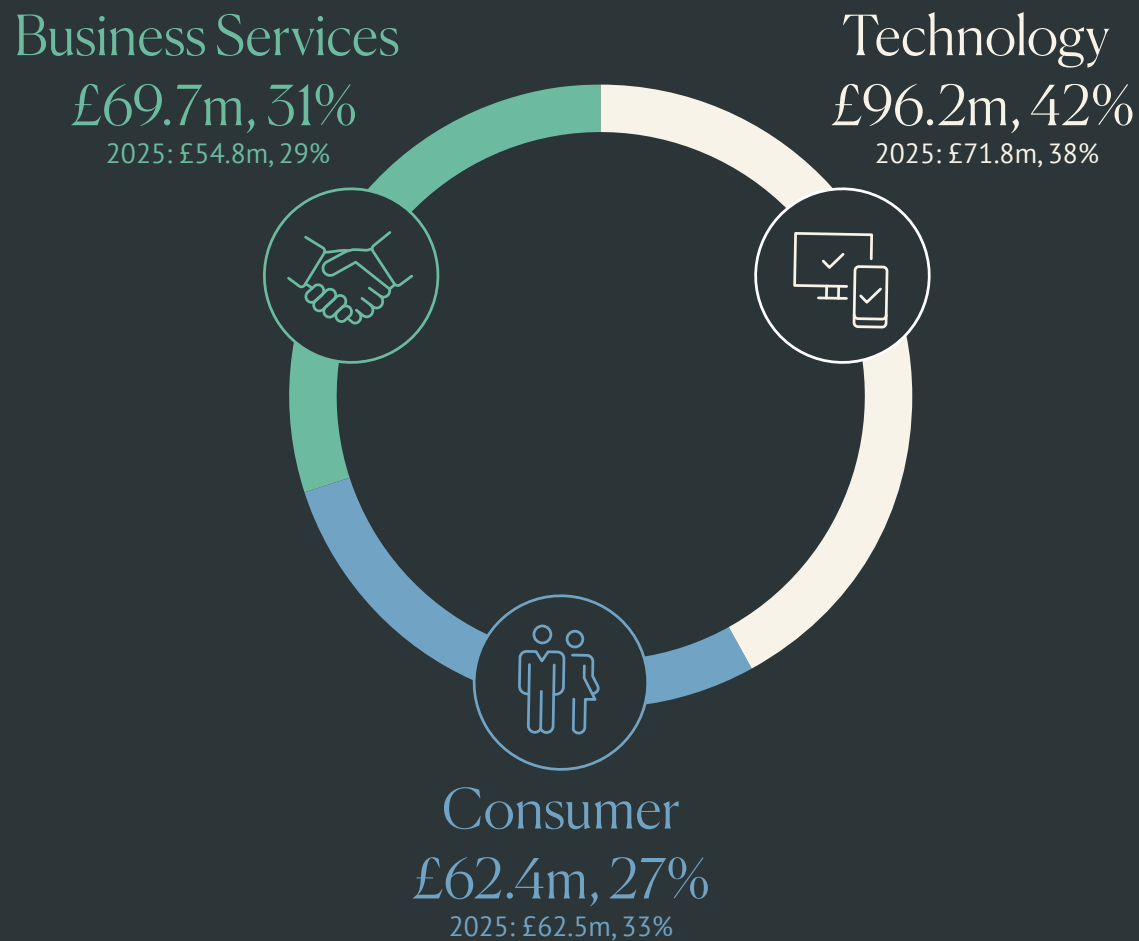
\*Based on Actual last 12 months Revenue to February 2025. \*\*Based on Actual last 12 months Revenue to February 2026.

## + Investment Manager's Review continued

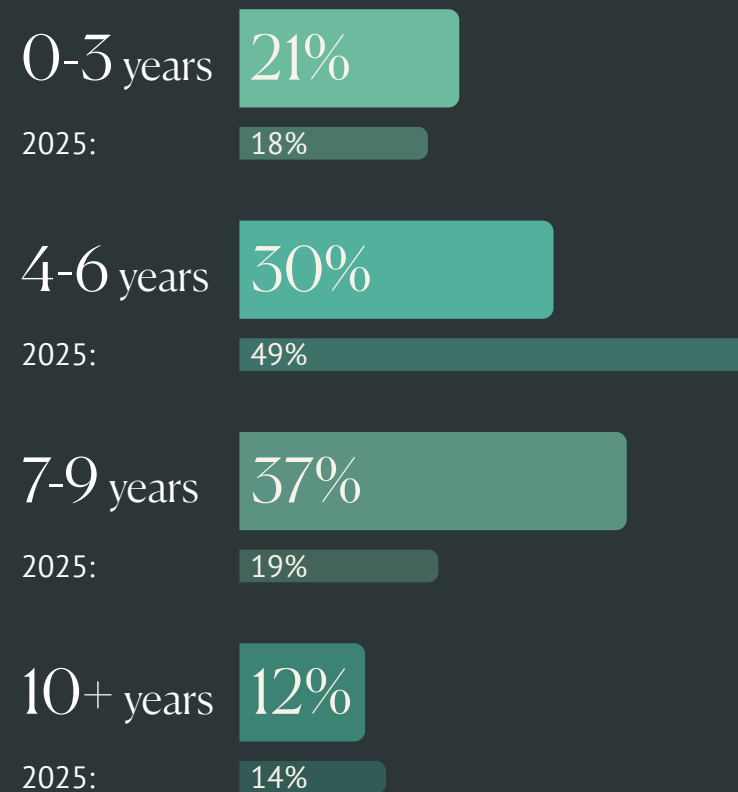
### Current portfolio analysis

The following charts provide a snapshot of our portfolio's valuation as of 31 March 2026, compared to 31 March 2025. They offer insights into the portfolio's diversification and stability across sector spread, the duration of the investment hold period, and current valuation compared to cost.

### Portfolio Valuation by Sector



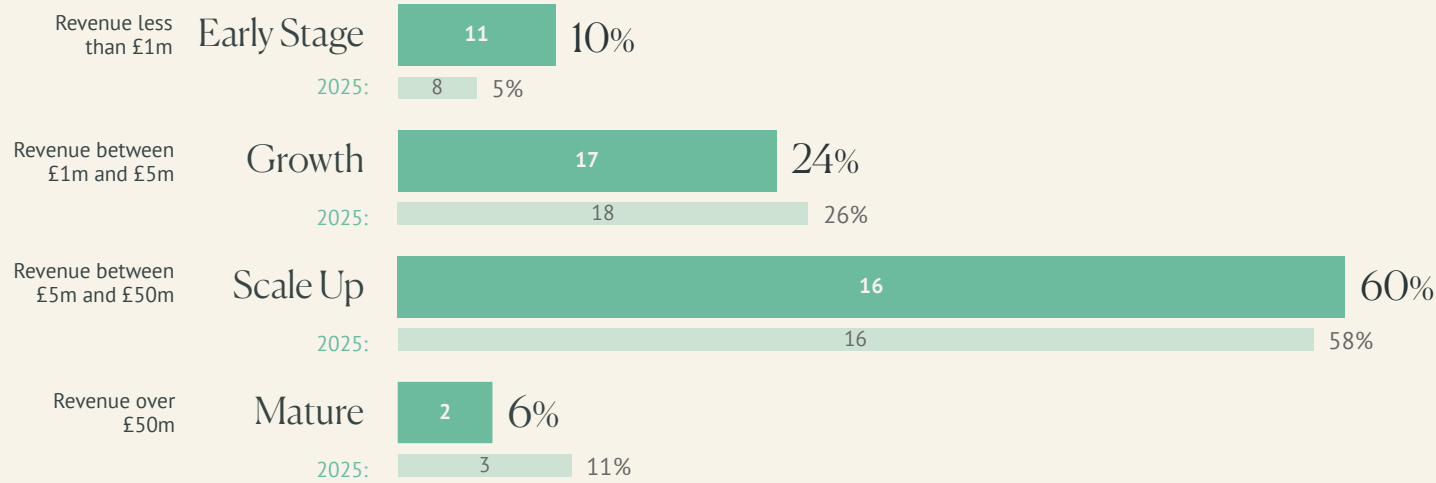
### Portfolio Valuation by Holding Period



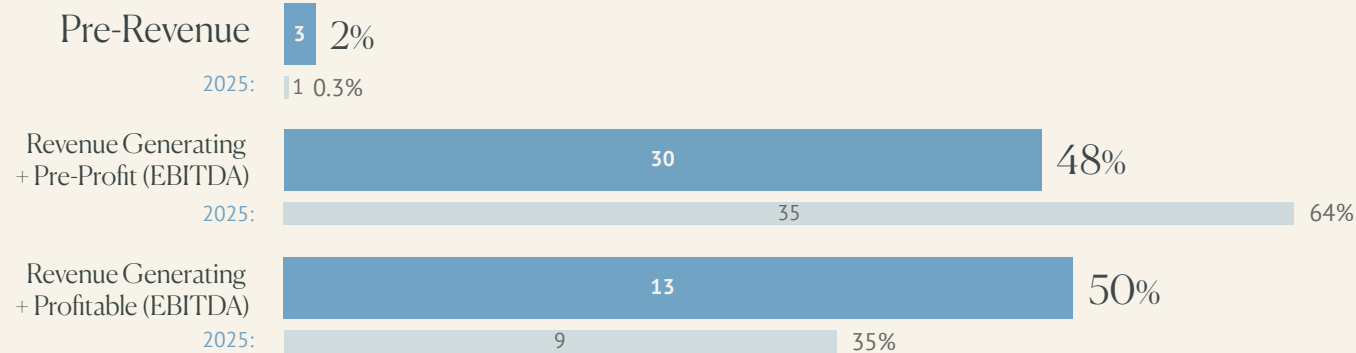
# + Investment Manager's Review continued

## Portfolio Valuation by

### Revenue Stage



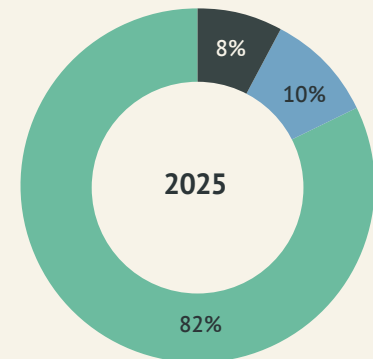
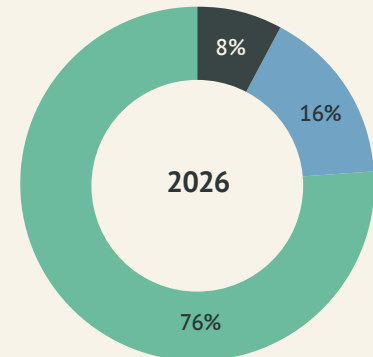
### Profitability Stage



Number of companies stated in each bar

## Portfolio Valuation Relative to Cost

76% of the 46 portfolio companies are valued above cost. The decrease from previous year reflects investments in new companies during the year which are held at cost.



- At cost
- Below cost
- Above cost

## + Investment Manager's Review continued


### Investment activity

The Company invested £34.5m (2025: £16.6 million) in total in the year, including £19.7 million in seven new companies (2025: £7.7 million in four companies) and a further £14.8 million (2025: £8.9 million) in thirteen existing portfolio companies (2025: eight).

### New investments

As high-quality deal flow emerged during the year, we completed seven new investments, reflecting both improved market conditions and the strength of our origination capabilities. The new investments comprise CyberVerse, Bolt Insight, Exeros Technologies and Serve First within Business Services, Fanalysis, and PeakAiO and MonetizationOS within Technology. These businesses are characterised by strong management teams, clear product-market fit, and scalable business models, aligning closely with our investment strategy.


NEW




Technology

PEAK:AIO has built an AI software platform that addresses one of data storage's most pressing problems: how information is stored and accessed at scale. The company was founded by Mark Klarzynski, who led the development of Software Defined Storage in 2000 and created the enterprise storage framework that remains widely used and licensed today. Recognising that the rise of AI demands a fundamentally different approach to data, Mark rebuilt the solution from the ground up for the AI market. Pembroke's investment gives the VCT exposure to the intersection of AI, data storage, and software infrastructure, with a high-calibre customer base and a strong product offering.

NEW




Technology




Fanalysis is a new digital platform where verified football supporters rate and review their club's players, managers and performances, producing structured fan-sentiment data that clubs and broadcasters can use. Founded by Michael McIntyre and Lucas McIntyre and led by CEO Edward Griffith, who previously scaled LoveCrafts to over £100 million in annual revenue, the platform is launching in phases through the Premier League season, with Sky Sports committed under a media-for-equity partnership to embed Fanalysis data across its coverage.

NEW




Business Services



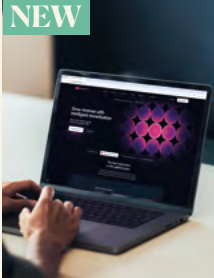
Jay Biring and Joe Williams, co-founders of Exeros Technologies, combine over two decades of experience in vehicle safety and fleet technology. Jay leads product strategy and commercial development alongside Joe, who oversees operations and large-scale deployments, together growing the business from inception to a diversified base of more than 200 fleet operators across the UK.

Exeros provides smart camera and telematics systems that improve fleet safety, compliance, and operational efficiency, with over 11,000 systems installed across blue-chip operators including the AA, RAC, and National Highways.

NEW




Technology




MonetizationOS is led by founder and CEO James Henderson, an experienced entrepreneur with a strong track record of building and scaling technology businesses. The platform helps companies better manage and monetise their digital products and services. With demand growing for smarter ways to generate revenue online, the business is well-positioned to build a scalable and high-quality platform.

NEW



Business Services

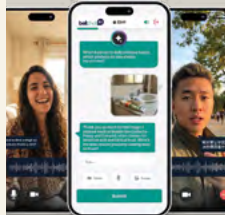


Serve First was founded by Erol Ayvaz, who brings strong commercial experience and a clear understanding of the market. The business is showing early signs of traction, with growing recurring revenues and a scalable model. By combining data, technology, and customer insight, Serve First is helping businesses improve service quality and efficiency.

## + Investment Manager's Review continued

### New investments (continued)

**NEW**

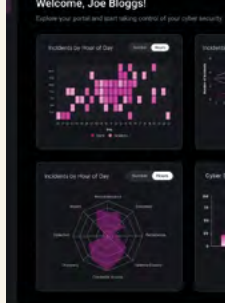


**bolt**

Business Services

Bolt Insight is led by CEO and Co-Founder Hakan Yurdakul, a brand strategy and consumer insight specialist with more than 13 years of experience at Unilever, where he led transformation initiatives across the business. The business is gaining significant traction, with a customer base that includes large, global organisations. By combining technology with human insight, Bolt helps businesses understand their customers more quickly and effectively, positioning it well for continued growth.

**NEW**



**CYBAVERSE**

Business Services

CybaVerse is a UK cybersecurity platform built for SMEs and the managed service providers that serve them. Founded in 2018 by Oliver Spence, who spent over a decade in military and commercial cyber operations, and Gemma Blake, who leads the commercial and channel function, the business has grown recurring revenues sharply through 2024 and 2025 and recently acquired SecureAck, adding automated threat remediation to the platform. SMEs remain a structurally underserved segment of the cybersecurity market, and we believe CybaVerse's bundled, partner-led model is well placed to capture share.

### Post year-end investment activity

Our investment team is working on a number of deals and is maximising opportunities to expand our portfolio of unique, innovative businesses. Since the year-end, the Company has made six additional investments totalling £4.3 million, comprising a new investment of £1.5 million in Kaizan and follow-on investments of £2.8 million across five companies. The Company has also successfully exited its investment in KX for £1.8 million proceeds against an investment cost of £0.7 million, representing a 2.6x return on cost. The deal flow in the next financial year continues to show promise.

### Exit



**n family club**

Consumer

The Company successfully exited its investment in N Family Club during the year, generating proceeds of £8.7 million against an investment cost of £3.0 million, representing a 2.9x return on cost. The investment benefited from strong execution by the management team, with the business delivering consistent growth and scaling its premium early years offering. The exit reflects the successful delivery of the Company's value creation strategy and its ability to realise returns from high-quality investments. Proceeds from the exit supported a 3.5 pence per share dividend paid in January 2026, reinforcing the Company's focus on returning exit proceeds to shareholders.

### Valuation

The Company's investments are valued in line with the International Private Equity and Venture Capital (IPEV) valuation guidelines, as of December 2022, developed by the British Venture Capital Association (now UK Private Capital) and other bodies. Under these guidelines, valuations are determined at 'fair value' for accounting purposes. Actual commercial transactions by third parties in the companies' shares may be made at valuations lower than, or higher than, the fair value.

To determine fair value, the Investment Manager employs a variety of valuation approaches, combining recent investment prices with market-based methodologies. The market-based approach values an asset by comparing it to similar businesses, operating on the principle that a prudent buyer would pay no more for an asset than the cost of a comparable substitute with equivalent income potential. Recent investment prices are considered fair value only after thorough analysis of all relevant circumstances around each underlying investment.

Portfolio valuations are prepared quarterly by the Investment Manager, and reviewed and approved by the Board. Further information is available in the Investment Portfolio and Investment Manager's Review on pages 19 to 54.

## + Investment Manager's Review continued

# Pembroke

INVESTMENT MANAGERS

The Investment Manager, Pembroke Investment Managers LLP (PIM), is led by an experienced leadership team and has grown to over 20 professionals (from 11 in 2021), reflecting the continued development of the team to support the Company and its portfolio companies. The team's collective expertise spans venture capital, finance, fund management, and valuations, aligning closely with the Company's investment objective and strategy.

PIM supports the Company across the full investment lifecycle, including fundraising, marketing, investment origination and execution, portfolio management, and engagement with professional advisers. Its integrated approach ensures a disciplined investment process and active oversight of the portfolio.

PIM remains focused on maximising shareholder returns through:

- **A progressive and aligned fee structure**
  - Pembroke VCT operates a differentiated, exit-based Performance Incentive Fee ("PIF") model, under which fees are only payable to the Investment Manager once cumulative realised gains exceed cumulative realised losses. This ensures that performance fees are only earned at the point of our exit and only after the Company has received positive cash returns and past losses have been recovered. No PIF is paid on unrealised gains during the investment hold period, reinforcing strong alignment between the Investment Manager and shareholders. This approach continues to be positively recognised by independent reviewers.
  - While an arrangement fee and a limited three-year portfolio monitoring fee is charged to support more active portfolio engagement, overall costs remain among the lowest in the market.
- **Active portfolio management and resilience**
  - The portfolio comprises a diversified group of actively managed businesses that continue to demonstrate resilience and growth in a challenging, albeit improving, market environment.
  - The Investment Manager works closely with portfolio companies to support value creation, including strengthening management teams, enhancing governance, and driving operational improvements.
  - This is complemented by dedicated Growth and AI capabilities, supporting companies in adopting data-driven strategies, leveraging technology, and improving customer acquisition, efficiency, and scalability.

- Through this hands-on approach, the Investment Manager seeks to accelerate growth, improve profitability, and position businesses for successful realisations.

- **Strong and diverse deal origination**

- The Investment Manager benefits from a broad and well-established origination network, including corporate finance advisers, founders within the existing portfolio, service providers, other funds, direct relationships, and proactive outbound sourcing. This multi-channel approach provides consistent access to high-quality, proprietary deal flow.

The Investment Manager is part of the Oakley Capital group, a leading European mid-market private equity investor with over €17 billion of assets under management. As part of the wider Oakley platform, the Investment Manager benefits from access to a broad range of shared resources, including compliance, governance, finance, HR, legal, and IT, supported by a team of over 150 professionals.

This access to high-quality specialist capabilities enables the Investment Manager to operate as a lean, independently-managed team, dedicating its efforts to originating investment opportunities and actively supporting portfolio founders. In addition, being part of the Oakley group provides valuable exposure to a broader investment ecosystem, allowing the Investment Manager to leverage shared insights, experience, and networks to enhance portfolio company performance.

## + Investment Manager's Review continued

### Who we are



#### The Leadership Team

**Andrew Wolfson**  
Chief Executive Officer



Andrew is responsible for driving the firm's investment strategy, overseeing the investment team, leading deal origination, and working closely with founders and management teams across the portfolio. He sits on the boards of several of Pembroke VCT's portfolio companies, providing hands-on strategic guidance to help businesses scale and achieve long-term growth.

Prior to leading PIM, Andrew gained extensive operational and investment experience across multiple sectors. At Oakley, he worked closely with a number of earlier stage

portfolio companies, including KX and James Perse. Before that, he held leadership roles in a range of businesses spanning hospitality, manufacturing and telecoms, building a deep understanding of the challenges and opportunities faced by growth companies.

In addition to his role at Pembroke, Andrew serves as Chair of Benesco Charity Limited, The Charles Wolfson Charitable Trust, and Music in Secondary Schools Trust (MiSST), where he is actively involved in philanthropy focused on education, medical research and youth opportunity.



#### The Investment Team

Our investment team comprises professionals from diverse and complementary backgrounds, enabling a rigorous assessment of investment opportunities. Through a deep understanding of risk, return, and commercial viability, the team provides well-informed investment recommendations. Team members also serve as directors on the boards of portfolio companies, working closely with founders and management teams to support strategy development and long-term value creation.

**Chris Lewis**

Chief Financial and Operating Officer



Chris joined PIM in 2019. Prior to joining PIM he was CFO at Downing LLP. During his ten years at Downing, the business expanded considerably and diversified from managing VCTs into EIS, inheritance tax planning, lending and other investment products. He became a Partner and CFO in 2014.

Before that he spent nine years with KPMG, where he qualified as a chartered accountant, worked at EY and has also been CFO of a London family office.

Chris is the Chair of the Venture Capital Trust Association (VCTA), the industry body representing VCT managers in the UK and over 90% of the industry's £6.5 billion of funds under management.

## + Investment Manager's Review continued



### The Value Creation Team

PIM has continued to strengthen its value creation capabilities through dedicated specialists in business leadership, talent, and AI-driven growth, enhancing our ability to partner closely with portfolio companies at every stage of their development.

Our business and people leadership specialist supports talent strategy across the portfolio, playing a key role in Board-level and C-suite hiring to ensure businesses are led by high-performing, growth-focused teams.

Our AI and growth specialist works directly with management teams to drive sustainable growth through data-led strategies and the adoption of technology, including AI tools that enhance operational efficiency, customer acquisition, and scalability.

The team also works closely with founders and leadership teams to support follow-on investment and exit planning, financial planning, and the preparation of investment materials, contributing to both ongoing portfolio management and the delivery of value realisation.



### The Reporting and Valuations Team

Our reporting and valuations team comprises experienced finance and accounting professionals, including individuals from leading accounting firms. Their strong commercial acumen and professional scepticism underpin balanced and well-reasoned valuations across the portfolio.

Through detailed analysis of portfolio company performance, the team provides robust insights that support the Investment Manager in making informed investment, strategic, and operational decisions.



### The Operations Team

The operations team comprises professionals with expertise across finance, accounting, marketing, business operations, and legal, ensuring that the Company's operational framework effectively supports its objectives.

- **Marketing and Investor Relations:** Supports the Company's fundraising activities and stakeholder communications, while also assisting portfolio companies with public relations and marketing initiatives.
- **Finance and Operations:** Maintains a robust financial and operational infrastructure, ensuring strong governance and compliance with applicable standards, laws, and regulations.
- **Legal:** Supports the Company's investor protection and deal execution activities, while also ensuring contractual terms and arrangements are aligned with the Company's commercial objectives.

### Approach

#### Team-Based Approach:

We actively manage our investment portfolio through a highly collaborative team of experienced professionals who work closely with founders and management teams on performance, strategy and cash runway management. Our investment team partners seamlessly with our valuations, reporting, and legal teams, to ensure that every transaction benefits from rigorous analysis, structured reviews, and cross-functional expertise. This integrated approach enables us to provide comprehensive and consistent support to each portfolio company.

#### Founder-Friendly Philosophy:

We are deeply committed to supporting the founders we back. We believe in their vision and stand alongside them through every stage of growth, including challenging periods. The success of our founders directly drives the performance of the Company and the Investment Manager.

Our focus is therefore on understanding their ambitions, providing practical support, and enabling them to build sustainable, high-growth businesses.

#### Transparent Fee Structure:

Transparency and alignment of interests are central to our investment philosophy. The Investment Manager does not charge any exit fees to the Company or its portfolio companies. After more than a decade without arrangement or monitoring fees, an arrangement fee and an annual portfolio monitoring fee for three years is charged to reflect the ongoing strategic and operational support provided to our portfolio companies.

#### Extensive Deal Flow Networks:

Our ability to source high-quality investment opportunities is underpinned by an extensive personal and professional network developed over many years in the venture ecosystem, particularly across the consumer, business services, and technology sectors.

Deal flow arises from:

- Introductions from current and former founders;
- Direct approaches to the Investment Manager;
- Outbound origination by our investment team;
- A strong network of corporate finance advisers;
- The Oakley Capital network and associated professionals; and
- Referrals from our investor base.

#### Collaboration with Experts:

We leverage a broad network of trusted third-party specialists, including advisors in corporate finance, accounting, legal, talent management, and fund management, to maximise value creation for our portfolio companies. By connecting founders and leadership teams with this ecosystem of experts, we help accelerate growth, strengthen governance, and support long-term success.

## + Investment Manager's Review continued

### How Do We Value Our Businesses?

#### Valuing Early-Stage Companies:

Pembroke VCT's investment strategy involves backing companies at the early stages of their growth journey, often where annualised revenues are in the region of £1 million. It is important to recognise that the valuations at which we invest in these businesses for minority holdings do not necessarily reflect the price they could command in a full market sale at that time.

Early-stage company valuations are fundamentally based on potential rather than past financial performance. Unlike mature businesses with predictable revenue streams and established profitability, early-stage ventures are valued based on their future prospects, including market opportunity, scalability, team capability, funding structure and strategic positioning. These are qualitative judgments, often difficult to quantify, and inherently uncertain.

Valuing such companies is a balance between the objective and the subjective. While we apply rigorous analysis and draw on sector expertise, we are making forward-looking assessments that may take several years to prove, before culminating in a profitable exit only once a business has scaled meaningfully or demonstrated sustainable cash flows. Not all businesses we invest in will become successful investments as some will ultimately fail.

We remain disciplined and thoughtful in our valuation approach, and we acknowledge the inherent subjectivity involved. Our focus remains on the long-term value creation, even where short-term comparable metrics may not align with early valuations.

The two key valuations are the investment's purchase and sale values, and we value each business quarterly considering the following factors.

#### Data-Driven Valuation:

We actively support our portfolio companies and collaborate closely with founders and management teams to foster growth. We maintain constant communication and information exchange. This allows us to gather valuable insights about our portfolio, enabling us to make informed valuations. We consider a mix of quantitative, qualitative, historical, and forward-looking information to fairly determine the value of our investments.

#### Market Knowledge Integration:

Our in-depth understanding of our businesses and their market is incorporated with our investment and valuation processes. We regularly analyse the performance and growth trajectory of our investments, integrating this data into our strategies and processes.

#### Market Benchmarking:

We use market benchmarking to ensure our valuations are accurate and reflective of current market conditions. By comparing our valuations with market information and recent transactions, we gain a comprehensive understanding of market sentiment and conditions, allowing us to assess how these factors impact our businesses.

Our valuations are directly influenced by market conditions and the trading performance of our portfolio companies. The valuations predominantly use trading multiples, which reflect recent market activity and our focus on strategic growth. Additionally, our valuation methods incorporate both historical and current data, often based on the most recent funding rounds, supported by either current or expected trading operations.

#### Valuation Representative Trading Multiples and Methodology:

We present trading multiples and the methodologies applied in valuing the portfolio. The top 10 holdings represent 59% of total portfolio value (2025: 61%), reflecting the continued strength and stability of core investments, alongside the addition of seven new investments during the year.

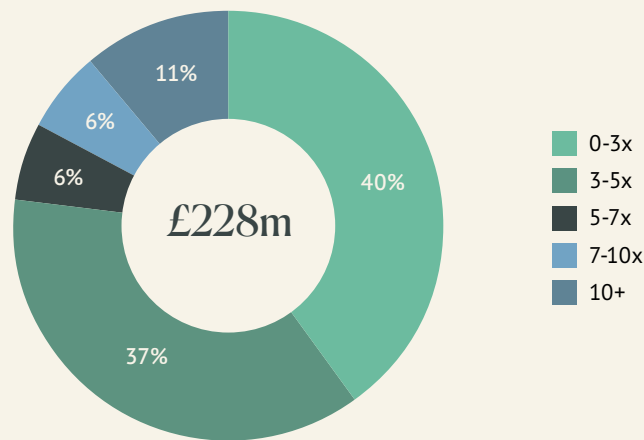
In addition, 81% (2025: 83%) of the portfolio is valued using trading multiples, highlighting that valuations are primarily driven by the underlying performance and trading of the portfolio companies.

## + Investment Manager's Review continued

Below, we present the revenue trading multiples applied in valuing our investments. The top 10 holdings represent 59% of the portfolio's total value (2025: 61%). The modest reduction reflects realisations during the year, continued portfolio diversification, and the deployment of capital raised in the prior financial year into new companies which are valued at cost.

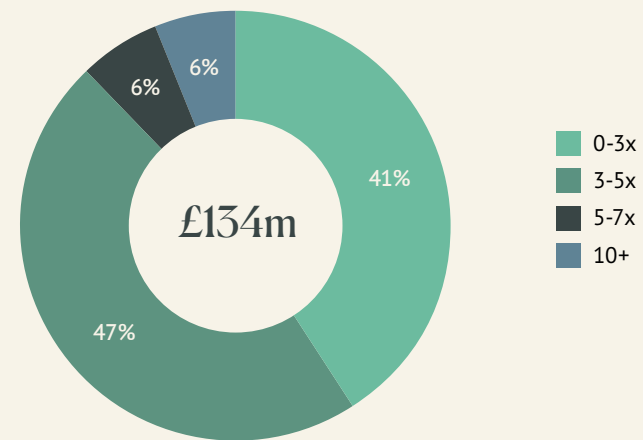
### Valuation Representative Revenue Trading Multiples

All Companies as a Percentage of Total Portfolio Valuation



Representative Revenue Trading Multiple <sup>1</sup>	Number of Companies	No. Companies EBITDA Positive	Portfolio Valuation £m
0-3x	19	6	91
3-5x	10	5	84
5-7x	5	2	15
7-10x	5	0	14
10+	7	0	24
<b>Total</b>	<b>46</b>	<b>13</b>	<b>228</b>

Top Ten Companies as a Percentage of the Top 10 Portfolio Valuation



Representative Revenue Trading Multiple <sup>1</sup>	Number of Companies	No. Companies EBITDA Positive	Portfolio Valuation £m
0-3x	5	2	55
3-5x	3	3	63
5-7x	1	0	8
7-10x	0	0	0
10+	1	0	8
<b>Total</b>	<b>10</b>	<b>5</b>	<b>134</b>

<sup>1</sup>Based on actual last 12 months revenue to February 2026, adjusted for net debt and share options.

Approximately 10% of the portfolio, representing seven companies with an aggregate valuation of £24 million, is valued at revenue trading multiples in excess of 10x.

These companies are mainly recent investments by the Company in technology and AI-enabled businesses, with hyper-growth business models, where valuations are based on near-term revenue targets.

Currently, our portfolio consists of 46 investments, with an initial cost of £139.3 million and a fair market value of £228.3 million, reflecting a 64% increase over cost.

# + Investment Manager's Review *continued*

## A Balanced Portfolio

Our portfolio of 46 companies represents a balanced mix of resilient, cash-generative businesses and high-growth ventures positioned for future expansion. This combination underpins both the stability of our current Net Asset Value (NAV) and our long-term potential for shareholder value creation.

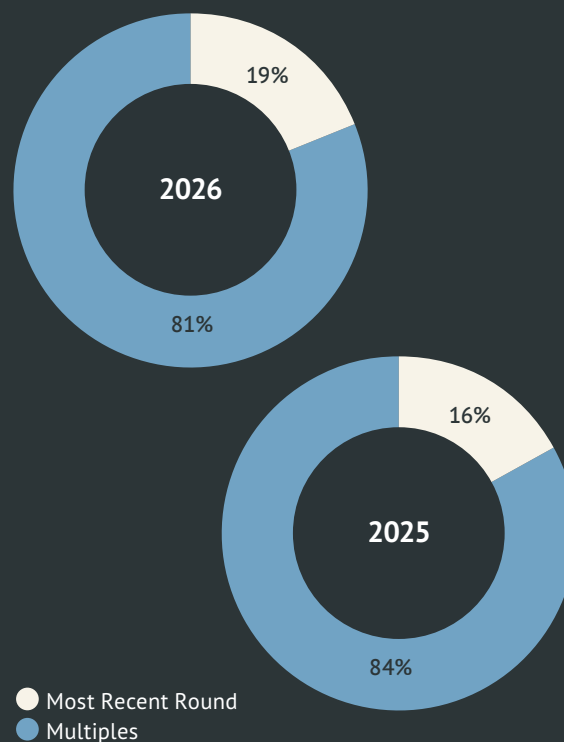
A substantial portion of the portfolio, 29 companies, trade on revenue multiples between 0-3x and 3-5x, together accounting for £175 million (77%) of total valuation. These businesses provide a strong foundation for NAV stability, with eleven already EBITDA positive. Their valuations are supported by financial performance and cash-generative models, offering resilience against market volatility.

The remaining 17 companies, valued collectively at £53 million (23% of the portfolio), trade on revenue multiples above 5x. This segment reflects our increasing exposure to high-growth opportunities, particularly within the business services and technology sectors. While most are not yet EBITDA-positive, their scalability, innovation, and market potential position them as the portfolio's key drivers of future value and long-term shareholder returns.

This balance, between mature, lower-multiple businesses and high-growth, technology-enabled ventures, reflects our core strategy: managing risk while pursuing sustained capital appreciation.

## Portfolio Valuation by Method

81% of the portfolio is valued using trading multiples. The decrease in the percentage of the portfolio valued using trading multiples reflects increased deployment into new investments during the year, which are initially held at cost.



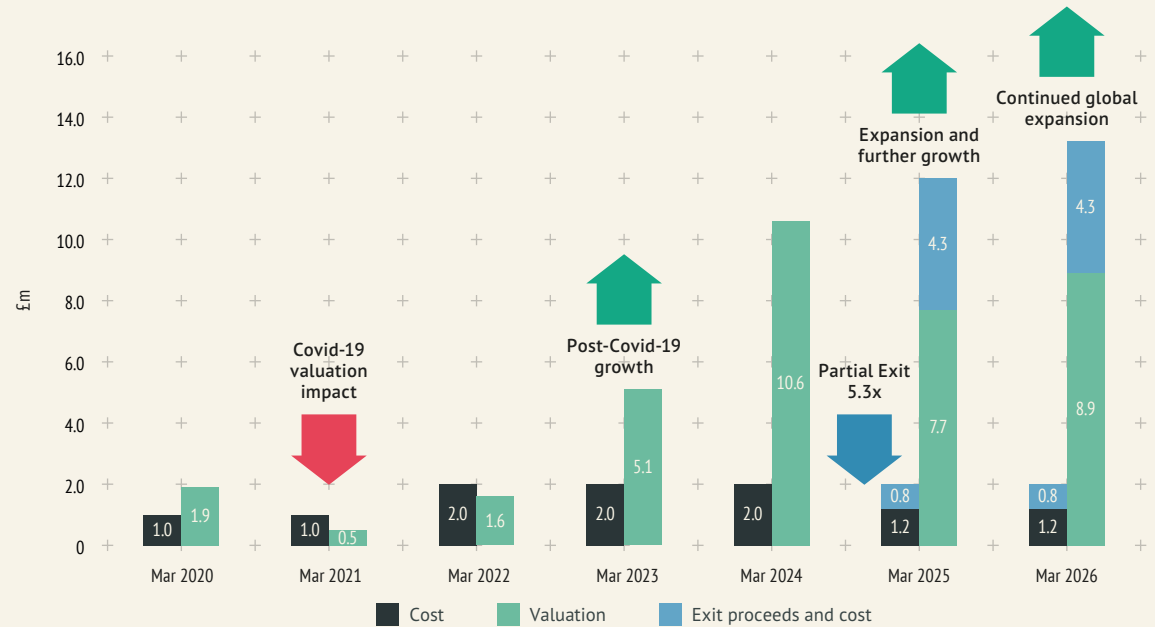
# + Investment Manager's Review continued

## Illustration on how we value our businesses



The following summarises the cost and valuation of our investment in Secret Food Tours and the timeline for how we value the business.

	Cost £m	Valuation £m	Method
31 March 2019	1.0	1.3	Multiples
31 March 2020	1.0	1.9	Multiples
31 March 2021	1.0	0.5	Market Value
31 March 2022	2.0	1.6	Most Recent Round
31 March 2023	2.0	5.1	Multiples
31 March 2024	2.0	10.6	Multiples
31 March 2025	1.2	7.7	Multiples (Partial Exit)
31 March 2026	1.2	8.9	Multiples



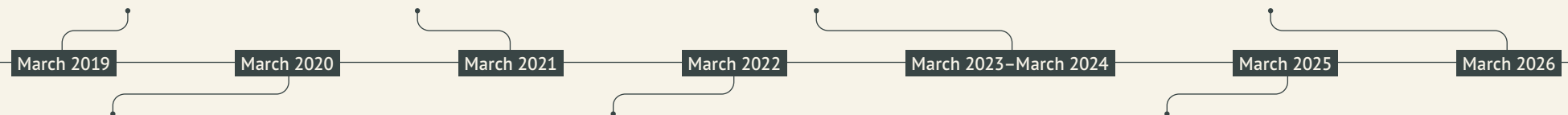
### Timeline of Investment and Valuation:

We made our initial investment in August 2018. The business quickly gained market traction and achieved significant growth. By March 2019, the valuation reflected this success.

The Covid-19 pandemic severely impacted the business, forcing it to halt operations to preserve cash. Consequently, we reduced the valuation to half of our initial investment cost, reflecting the uncertainty during this period.

Secret Foods Tours, along with the broader travel industry, not only recovered from the pandemic but also thrived. This period saw continued growth and success in their operations. The valuation of our investment reflects this ongoing positive performance.

Strong revenue growth, coupled with the successful implementation of both organic and acquisitive expansion, has driven the uplift in Secret Food Tours' valuation. The company has also been recognised in the Sunday Times 100 fastest-growing private companies for the second year in a row, ranking #14. Arrival & TourReview also recently ranked the business #1 among 26,662 operators.



The business continued its growth trajectory, resulting in a valuation approximately twice the original investment cost.

As the global situation improved, the business resumed its growth journey. In November 2021, we demonstrated our confidence in the founders and their vision by investing an additional £1 million. This support facilitated a swift recovery, and the business began delivering on its potential once more.

The business continued to expand and strengthen its market position, resulting in sustained value growth. In March 2025, Pembroke VCT sold a portion of its stake, achieving a realised return of 5.3x. The remaining holding retains significant upside potential as the company accelerates its growth strategy. The valuation as at March 2025 reflects Secret Food Tours' robust performance and positive outlook, reinforcing our confidence in its long-term value creation.

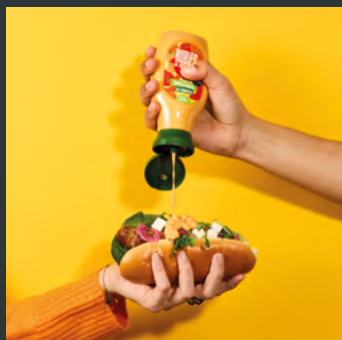
# + Investment Manager's Review continued



## ESG

The Company, together with the Investment Manager, supports the transparent reporting of the portfolio companies to promote positive and social impact. The following portfolio companies are certified B Corporation businesses, publicly committing to transparent reporting of their environmental and social performance.

**RUBIES IN THE RUBBLE**



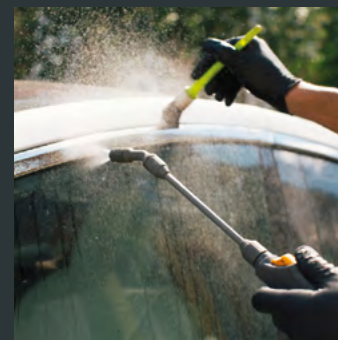
**LYMA**



**COAT**



**dropless**



**HACKNEY Gelato**



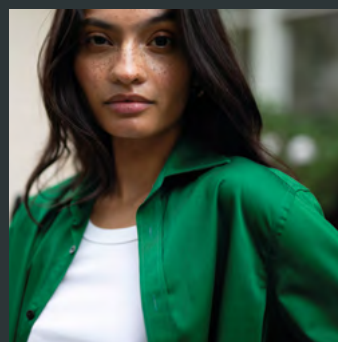
**TROUBADOUR**



**Just Wears™**



**WNU**  
*London, England*



**Popsa**



### Diversity and inclusion

The Company with the Investment Manager continue to monitor the diversity and inclusion of its portfolio.

Further details can be found in the Strategic Report on pages 62 and 63.

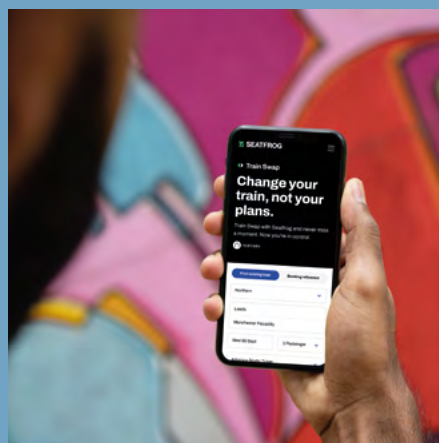
# Investment Review



# + Business Services

## 25%

of net assets



### SEATFROG

Seatfrog is a two-sided technology business with a mission to build a better future for rail operators and their passengers with its consumer-facing application. Seatfrog provides enterprise software to train operating companies that increases revenue, creates new incremental revenue sources and improves customer satisfaction scores. Seatfrog's consumer app aims to provide rail passengers with a superior customer experience as the only app that allows one to buy a ticket, upgrade to first-class and switch to any train.

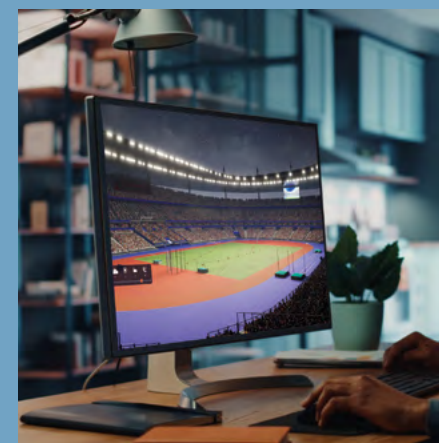
Cost	£5.8m
Valuation	£10.3m
Basis of valuation	Multiples
Equity holding	14.4%



### credentially

Credentially is aiming to ease the administrative burden placed on both medical and clerical staff when applying for and filling job vacancies in health and social care. This application process is resource intensive and can take up to six months. To reduce this burden, Credentially has developed software that automates the sign-up, verification, and ongoing compliance of employees. Following the success in the UK market, they are currently expanding in the US.

Cost	£6.2m
Valuation	£7.8m
Basis of valuation	Multiples
Equity holding	45.9%
Interest rolled up in fixed income investment	£0.1m



### OnePlan

OnePlan has built a collaborative, easy-to-use, real-time platform for event and venue planning. OnePlan combines some of the best selection of 2D, 3D, satellite, and aerial maps into its platform to provide planners with fully customisable solutions to suit their event planning needs. The user-friendly design allows employees of all skill levels to use the platform without specialist training. The company has delivered a contract for the 2024 Olympic and Paralympic Games in Paris.

Cost	£5.0m
Valuation	£4.4m
Basis of valuation	Multiples
Equity holding	13.4%



Cydar is a medical software company that improves patient outcomes by providing a 'sat nav for surgeons' which uses Artificial Intelligence to enhance image-guided surgery. The first application of the software is in the field of endovascular surgery. Cydar feeds the data received from these surgeries into the Cydar Surgical Intelligence system which develops a deeper understanding of the variables that affect patient outcomes and aims to improve them.

Cost	£4.8m
Valuation	£4.8m
Basis of valuation	Multiples
Equity holding	12.0%



## H O T E L M A P

HotelMap is a worldwide platform for managing hotel bookings for business events such as conferences, professional congresses, conventions, and trade shows. The company seeks to harness the advantages associated with hotel booking for business events by creating an autonomous on-demand platform. HotelMap aims to become the dominant global brand in the sector, leveraging its ability to direct the world's largest audience of business event delegates to its official hotels to aggregate buying power with suppliers.

Cost	£3.3m
Valuation	£4.2m
Basis of valuation	Most Recent Round
Equity holding	8.1%



Exeros Technologies is a London-based fleet safety technology provider that designs, installs, and manages smart camera and telematics solutions to improve vehicle safety, compliance, and operational efficiency. The company combines advanced AI-driven video analytics with its software platform to deliver real-time insights that help fleet operators prevent accidents, reduce costs, and ensure regulatory compliance across diverse vehicle types and industries.

Cost	£4.0m
Valuation	£4.0m
Basis of valuation	Most Recent Round
Equity holding	22.5%



## STILLKING

Stillking Films is a prolific producer of commercials, TV series, feature films and music videos. The company has created commercials for almost all Dow Jones and FTSE advertisers. It has co-produced a number of successful feature films, including Spider-Man: Far from Home, The Falcon and the Winter Soldier and Casino Royale and created music videos for artists including Beyoncé, Blur, Madonna, and One Direction.

Cost	£1.5m
Valuation	£3.8m
Basis of valuation	Multiples
Equity holding	4.9%



## smartr.365™

Smartr365 addresses the fragmentation in the mortgage industry by providing a comprehensive digital platform that automates the mortgage process. The platform is designed to significantly enhance both the efficiency and user experience of securing a mortgage for all parties involved including brokers, lenders and home buyers.

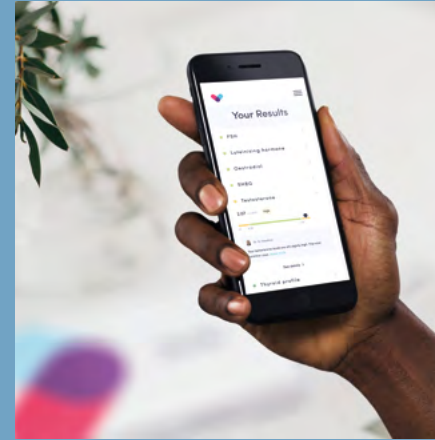
Cost	£3.5m
Valuation	£3.5m
Basis of valuation	Most Recent Round
Equity holding	15.2%



## bolt

Bolt Insight is an AI-powered consumer research platform that enables brands to engage with consumers globally and make data-driven strategic decisions. Bolt's flagship product, BoltChat, runs large-scale online focus groups across markets and languages. The platform automates recruitment, interviews, analysis and reporting within 24 hours. An AI moderator operates across 45 countries, while features such as AI Personas (in development) and Meta Analysis support ongoing consumer tracking, enabling faster, more scalable and consistent qualitative research than traditional methods.

Cost	£3.5m
Valuation	£3.5m
Basis of valuation	Most Recent Round
Equity holding	11.0%



## thrive

Thrive is a preventative health company. Its flagship programme, Compass, keeps members a step ahead of their health year-round – combining clinical-grade blood testing with an AI-powered Health Assistant, wearable integrations, and doctor consultations. The Health Assistant knows each member's blood results, sleep, movement, recovery, body composition and goals, so the guidance is specific to them, not generic. Between tests, it surfaces proactive insights and clear handoffs to a GP when they're needed.

Cost	£1.3m
Valuation	£3.3m
Basis of valuation	Multiples
Equity holding	5.2%



## dropless

Dropleless has evolved from a waterless car wash startup into a leading mobile mechanics provider. Operating across Greater London and the Home Counties, the company offers advanced mobile diagnostics, servicing, and repairs – including brake replacements and OBD-II-based fault detection for engines, brakes, and electrical systems. With partnerships with major UK leasing companies and a growing direct-to-consumer base, Dropleless combines technology, convenience, and innovation to transform an underserved automotive services market.

Cost	£6.4m
Valuation	£3.4m
Basis of valuation	Multiples
Equity holding	27.8%



## CYBAVERSE

CybaVerse is a UK-based cybersecurity platform simplifying security for SMEs and channel partners. Its CybaOps platform combines vulnerability management, security operations, automation and remediation into a modular system that reduces complexity and improves outcomes. The business serves mid-market customers and a growing MSP network, supporting scalable recurring revenue. The acquisition of SecureAck has enhanced automation and orchestration, accelerating product development and AI-led remediation. CybaVerse continues to invest in innovation and partner expansion as it scales.

Cost	£2.5m
Valuation	£2.5m
Basis of valuation	Most Recent Round
Equity holding	10.9%



## toucantech

ToucanTech is a software-as-a-service (SaaS) CRM and website-builder used by schools, charities and companies to run their communities. It allows organisations to manage marketing, fundraising, alumni communications and events in one easy-to-use, vertically integrated platform. ToucanTech has created a user-friendly, cost-effective community management software platform that encompasses a wide range of features.

Cost	£1.0m
Valuation	£2.9m
Basis of valuation	Multiples
Equity holding	10.7%



## Mindset AI

Mindset AI uses artificial intelligence to provide infrastructure for SaaS and technology companies to build, manage and deploy custom conversational AI agents within their products. Unlike basic chatbots, these agents take action, transforming static data into interactive tools, such as booking meetings, surfacing live data and processing transactions. The company leverages deep vertical expertise to deliver tailored solutions across learning, workforce development, HR and talent acquisition, while expanding into travel and technology sectors.

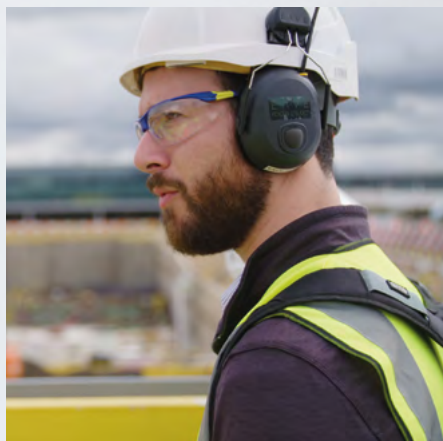
Cost	£2.2m
Valuation	£2.2m
Basis of valuation	Most Recent Round
Equity holding	15.4%



## serve first.

Serve First is an AI-driven customer experience and operations platform that monitors, analyses, and enhances frontline performance in real time. Using advanced AI and proprietary rule logic, it detects issues, recommends solutions, and automatically triggers corrective actions through an integrated “detect, decide, do” process. Unlike platforms that only visualise data, Serve First delivers actionable insights and strategic action plans, driving tangible operational improvements.

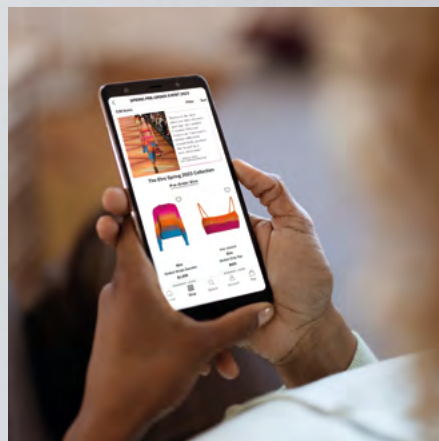
Cost	£5.0m
Valuation	£7.6m
Basis of valuation	Most Recent Round
Equity holding	23.7%



## EAVE

Eave aims to help prevent avoidable deafness through the monitoring of, and protection against, damaging noise levels at work. Its first product is a pair of smart ear defenders designed for the construction industry. Unlike traditional passive hearing protection, these work as part of a complete solution to protect workers from hearing damage, as well as to detect and report noise levels. This hardware and software combination is enabling Eave to pivot to data-driven monitoring.

Cost	£4.4m
Valuation	£1.3m
Basis of valuation	Multiples
Equity holding	34.4%



## WISHI

Wishi is an innovative fashion technology business that brings together personal styling and online wardrobe management functionality to help fully exploit an individual's current wardrobe and provide new clothing suggestions personalised to their look.

Cost	£0.2m
Valuation	£0.1m
Basis of valuation	Multiples
Equity holding	0.3%



# + Consumer

## 22%

of net assets



### FIVE GUYS UK

Five Guys was founded in the US. The company serves a range of hand-made burgers made with fresh locally sourced beef and cooked on a grill, along with fresh-cut fries, served with unlimited toppings. It now has over 290 outlets across the UK, France, Spain and Germany.

Cost	£2.7m
Valuation	£9.3m
Basis of valuation	Multiples
Equity holding	1.0%
Interest rolled up in fixed income investment	£5.2m



### Secret Food Tours

Secret Food Tours is a fast-growing, global food tour operator offering immersive, neighbourhood-based culinary experiences across 100+ cities on five continents. Tours blend local food culture, storytelling, and hidden-gem discovery – connecting travellers with authentic destinations through their food.

Cost	£1.2m
Valuation	£8.9m
Basis of valuation	Multiples
Equity holding	10.4%
Interest rolled up in fixed income investment	£0.6m



### TROUBADOUR

Troubadour is a sustainable, B Corp certified accessories brand taking a new approach to making bags: comfortable, functional, lightweight, weather-resistant, and built to make carrying things a pleasure. The collection has been named Wirecutter's best laptop backpack four years running, alongside features in Esquire, GQ, Wired, and Glamour. Troubadour sells direct to consumers online, through its flagship London store on Beak Street, and through many of the world's most respected retailers including Harrods in the UK and Nordstrom in the US.

Cost	£2.5m
Valuation	£7.1m
Basis of valuation	Multiples
Equity holding	26.8%



**HACKNEY  
Gelato**



Hackney Gelato produces artisanal gelato for the finest restaurants and living rooms in the land. It specialises in creating unique and delicious recipes using high-quality ingredients and traditional Italian techniques. Founded by chefs, Sam and Enrico, who learned the craft from the master gelatieri of Sicily. The brand is one of the leading suppliers to high-end London restaurants, leisure, and large retailers, including Waitrose, Sainsbury's, Ocado, Tesco, Gordon Ramsay Restaurants, and Kew Gardens. Hackney Gelato has won over 80 Great Taste Awards and manufactures its products from its home in East London, a 21,000 sq ft site. As a brand, our essence is: Italian Heart, East London Edge.

Cost	£5.0m
Valuation	£5.9m
Basis of valuation	Multiples
Equity holding	35.2%
Interest rolled up in fixed income investment	£0.2m



## bloobloom

Bloobloom sells premium glasses and sunglasses at a fair price, via a seamless buying experience. Bloobloom sells direct to consumer both online and offline through a growing store network and offers a free Home Try On service for online customers, who select five styles to be sent to their home. The business is rolling out stores over London as it continues to grow.

Cost	£4.5m
Valuation	£5.2m
Basis of valuation	Multiples
Equity holding	20.2%



BELLA FREUD

Bella Freud is a British fashion brand known for its playful, culturally driven design. Working across fashion and interiors, it blends irreverence with refinement, with iconic Word sweaters such as Ginsberg is God and 1970 becoming contemporary classics. Alongside knitwear, the brand offers sharp tailoring with the same distinctive character. Collections are available at its Chiltern Street flagship, online, and through select global luxury retailers.

Cost	£4.3m
Valuation	£4.3m
Basis of valuation	Multiples
Equity holding	46.4%
Interest rolled up in fixed income investment	£0.3m



## T/ALA

TALA is a women's activewear brand founded by Forbes 30 Under 30 and fitness influencer Grace Beverley. The brand was built on the belief that consumers shouldn't have to pay a premium to shop sustainably, offering high performance, ethically made activewear at a competitive price point.

Cost	£3.2m
Valuation	£5.8m
Basis of valuation	Multiples
Equity holding	7.8%



# WNU

*London, England*

Inspired by men's tailoring, British heritage and timeless style, With Nothing Underneath (WNU) fulfils the under-exploited territory of female shirting, using sustainably sourced and high-quality materials, offered at a more affordable price point. The company was formed to create the perfect women's shirt, with an ethos centred around simplicity, timelessness and effortless design.

Cost	£1.5m
Valuation	£3.1m
Basis of valuation	Multiples
Equity holding	12.0%





## Ro&Zo

Ro&Zo is a womenswear brand selling accessible, trend-led pieces that flatter women of all ages and sizes. Ro&Zo's key product categories include dresses and occasion wear, alongside a range of tops, trousers and loungewear, all of which are designed to be versatile, comfortable, and fashionable.

Cost	£3.1m
Valuation	£2.6m
Basis of valuation	Most Recent Round
Equity holding	32.1%
Interest rolled up in fixed income investment	10k



## My Expert Midwife

My Expert Midwife (MEM) is a pregnancy, post-birth and baby brand offering award-winning products and midwife-led educational services. My Expert Midwife's products are developed in collaboration with experienced midwives and are designed to be safe and effective for both mother and baby.

Cost	£3.0m
Valuation	£3.0m
Basis of valuation	Multiples
Equity holding	25.3%



## Heist

Heist is a UK-based fashion brand that specialises in creating high-quality, comfortable, and stylish hosiery for women. The company was founded with the goal of rethinking the traditional hosiery industry. Heist uses innovative materials and design techniques to create hosiery with features like a waistband that does not roll down, a seamless design that eliminates bulges, and a range of skin-tone shades that are inclusive. The company also places a strong emphasis on sustainability, using recycled materials and reducing waste in the production process.

Cost	£8.3m
Valuation	£1.8m
Basis of valuation	Multiples
Equity holding	37.1%



## VIEVE

VIEVE is an omni channel, cosmetics brand founded by Jamie Genevieve, a professional makeup artist and expert beauty digital creator. Jamie has a cult social media following of over three million across her channels, has been inducted into the Forbes 30 Under 30 Hall of Fame and is a member of the British Beauty Council's advisory board.

Cost	£2.2m
Valuation	£2.2m
Basis of valuation	Most Recent Round
Equity holding	7.0%



## RUBIES IN THE RUBBLE

Rubies in the Rubble produces sustainable condiments. Every Rubies product makes use of otherwise discarded ingredients: aesthetically rejected fruit and vegetables, or under-utilised by-products of food production. The business has focused on the out of home market, whilst also being stocked in leading supermarkets. Their range includes mayo, relishes and ketchup that contains 3x more fruit and 50% less sugar than competitors.

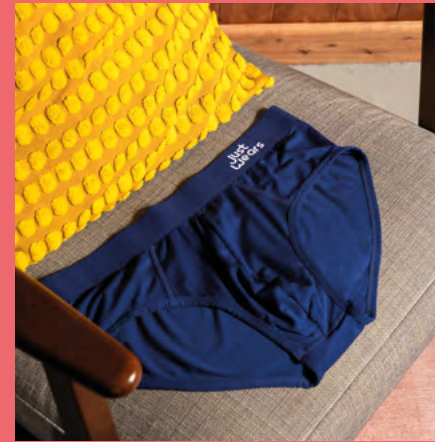
Cost	£1.3m
Valuation	£0.5m
Basis of valuation	Multiples
Equity holding	12.7%



## ANNIE MALS

Annie Mals, founded in 2021 by award-winning fundraiser and Classics graduate Emily Samuels, is a next-generation children's entertainment IP built around original characters for a global preschool audience. The brand is being developed as a multi-platform franchise, focusing on TV animation and short-form digital content. It is exploring a partnership with Zut Media alongside a broader strategy across toys, clothing and accessories, with strong early momentum supporting its growth ambitions.

Cost	£0.5m
Valuation	£0.5m
Basis of valuation	Most Recent Round
Equity holding	20.0%



## JustWears™

JustWears is a men's basics brand looking to disrupt a £31 billion category that is dominated by stagnant legacy brands and unsustainable products. JustWears sell men's underwear as well as other basics such as t-shirts and socks, and has recently started selling women's underwear. The brand prides itself on the use of innovative materials, with a focus on ergonomic designs and comfort, made using sustainable, biodegradable, high-performance fabrics.

Cost	£2.0m
Valuation	£0.4m
Basis of valuation	Multiples
Equity holding	15.3%



## KX

KX Gym, founded in 2002, is a private members' gym and spa, which includes a restaurant and clubroom, located in Chelsea, London. KX offers members an exclusive holistic approach to wellbeing, incorporating fitness, diet and relaxation.

Cost	£0.7m
Valuation	£1.8m
Basis of valuation	Market Value
Equity holding	11.8%

# + Technology

## 33%

of net assets



## Popsa

Popsa is a London-based Certified B Corp building a memory curation platform that uses on-device intelligence and generative AI to help people find, organise, and relive the moments that matter, turning noisy photo libraries into curated stories with minimal effort and high confidence. More than 10 million people across 50 countries have used Popsa to turn their photos into something they can actually be proud to share.

Cost	£6.2m
Valuation	£22.7m
Basis of valuation	Multiples
Equity holding	18.2%



## COAT

Coat is a digital paint brand, disrupting a market dominated by legacy brands and traditional retail. Coat offers premium, environmentally friendly paint online – at a cost approximately 20% lower than its premium competitors. The entire Coat Paints range is water-based and solvent free, ultra-low toxin, vegan and cruelty free, and made exclusively to order in the UK.

Cost	£5.0m
Valuation	£15.9m
Basis of valuation	Multiples
Equity holding	37.4%



## PEAK AiO

PEAK:AIO is a software-defined storage (SDS) platform that transforms standard storage servers into ultra-fast systems optimised for AI workloads. Engineered from the ground up for AI, it strips out legacy enterprise overhead to keep GPUs consistently fed with data, improving utilisation and reducing time-to-train. As AI deployments scale and power and infrastructure costs rise, PEAK:AIO is leading the shift toward a new, scalable data infrastructure layer for AI, delivering materially better efficiency and lower cost per result using existing hardware.

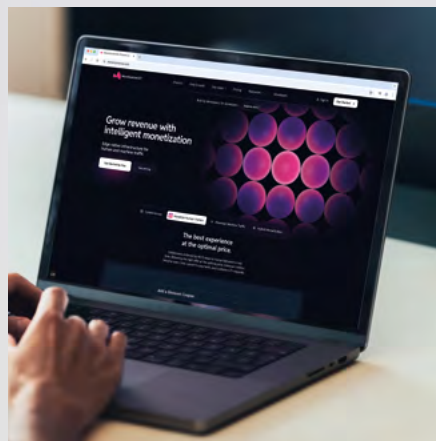
Cost	£3.7m
Valuation	£3.7m
Basis of valuation	Most Recent Round
Equity holding	18.6%



## LYMA

LYMA is a luxury wellness brand. The company works closely with the world's leading nutritional scientists, combining intensive R&D with the latest technological advances to produce a unique and high-quality, evidence-based nutritional supplement. It also launched a world-first medical-grade laser that can be used safely at home in conjunction with a newly-formulated serum and mist. LYMA has gained a reputation for excellence in the wellness industry and has been recognised with numerous awards and accolades.

Cost	£2.0m
Valuation	£38.3m
Basis of valuation	Multiples
Equity holding	19.7%



## MonetizationOS®

MonetizationOS (MOS) delivers intelligent, edge-native infrastructure that helps businesses protect and monetize their IP and services across both human and machine traffic. Bots, scrapers, and AI agents account for over half of all internet traffic, yet most businesses have no infrastructure to govern or monetize it. MOS makes real-time access decisions for every visitor - human or machine - through a single system that can be integrated and deployed in hours. MOS launched in February 2026 with partnerships including Mather, Google, Cloudflare, and Stripe.

Cost	£3.0m
Valuation	£3.0m
Basis of valuation	Most Recent Round
Equity holding	10.0%





## SMARTIFY

Smartify is a leading cultural companion app connecting millions to art and culture globally. Used by major museums and galleries, including the Louvre, the Smithsonian and the V&A, it enhances how audiences discover and engage with collections. Its 'Shazam for art' feature covers over two million works, while audio guides and digital tools enrich experiences on-site and at home. Founded in 2017, Smartify has become a key partner to the cultural sector.

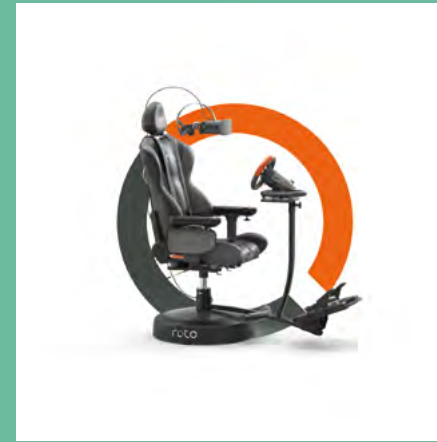
Cost	£2.3m
Valuation	£3.0m
Basis of valuation	Multiples
Equity holding	27.9%



## Transreport

Transreport is redefining assisted travel in complex, regulated industries, providing digital infrastructure that helps operators support passengers with access needs while improving performance and accountability. Its Passenger Assistance platform has supported over 10 million journeys for 1.5 million passengers across the UK and internationally, turning accessibility into operational insight, with real-time visibility, lower costs and stronger regulatory confidence.

Cost	£3.0m
Valuation	£3.0m
Basis of valuation	Multiples
Equity holding	7.4%



## ROTO

Roto VR's flagship product is an interactive virtual reality (VR) chair. The chair syncs what users feel with what they see, by auto-rotating wherever the user looks. This phenomenon, known as gravitational presence, is achieved by incorporating accelerometers, gyroscopes and magnetometers inside the Roto Head tracker, a small device that clips onto the user's own VR headset. The company has developed a VR immersion chair which boasts a smaller form factor allowing consumers to enter the VR world with the same benefits as the VR chair.

Cost	£2.5m
Valuation	£2.1m
Basis of valuation	Multiples
Equity holding	17.8%



## AUDDY

Auddy's business and enterprise clients have communications and marketing needs and use Auddy as a B2B specialist in the use of audio and video podcasts. The business is focused on its clients' targeted community audience, highly responsive advertising solutions and analytics as to the consumption of applicable content. Use cases focus on investor relations, internal comms and fan engagement. Clients are typically institutional, large blue chip firms.

Cost	£1.8m
Valuation	£1.1m
Basis of valuation	Multiples
Equity holding	9.2%



## ryft.

Ryft is disrupting the payments industry by allowing digital platforms and financial institutions to own their payments, creating a completely new revenue stream. Ryft's software handles all licencing, processing and distribution of funds to allow these platforms to scale without any regulatory burden.

Cost	£1.0m
Valuation	£1.7m
Basis of valuation	Multiples
Equity holding	4.1%



## FANALYSIS

Fanalysis is a fan engagement platform that allows verified football fans to rate, review, and debate their teams, players, managers and performances.

Cost	£1.0m
Valuation	£1.0m
Basis of valuation	Most Recent Round
Equity holding	2.1%



## Unbolted

Unbolted is a regulated and FCA authorised provider of peer-to-peer secured lending platform, offering short-term liquidity to individuals seeking bridging facilities, or sale advance loans for personal or small business use.

Cost	£0.4m
Valuation	£0.6m
Basis of valuation	Multiples
Equity holding	5.5%

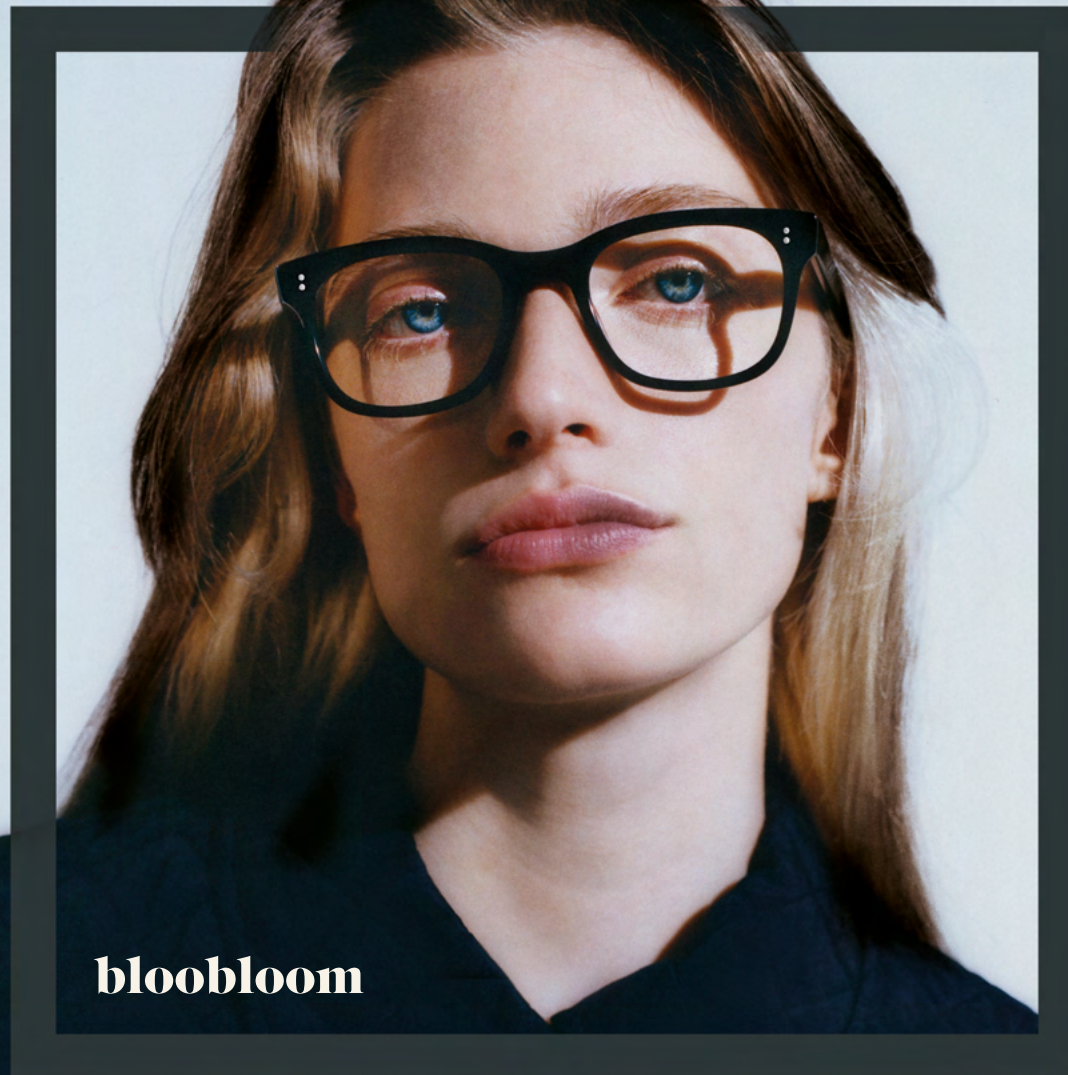


## rated people

Rated People, founded in 2005, is one of the UK's leading online marketplaces for homeowners to find tradesmen for home improvement jobs. Trustpilot reviews Rated People as "Excellent" with a rating of 4.4 out of 5.

Cost	£0.6m
Valuation	£0.2m
Basis of valuation	Multiples
Equity holding	0.3%

# Statutory Reports



**bloobloom**

# Strategic Report

This report has been prepared by the Directors in accordance with the requirements of s414 of the Companies Act 2006 and incorporates the Financial Highlights, Chair's Statement and Investment Portfolio section.

The aim of the Strategic Report is to provide shareholders with the ability to assess how the Directors have performed their duty to promote the success of the Company for shareholders' collective benefit.

## Investment overview

The Investment objective of the Company is to generate tax-free capital gains and income on investors' funds through investment, primarily in companies that are founder led, whilst mitigating risk appropriately within the framework of the structural requirements imposed on all VCTs.

## Investment policy

### *Investment objectives*

The Company will seek to invest in a diversified portfolio of smaller companies, principally unquoted companies but possibly also including stocks quoted on AIM or the Aquis Stock Exchange, selecting companies which the Investment Manager believes provide the opportunity for value appreciation. Pending investment in suitable Qualifying Investments, the Investment Manager will invest in companies intended to generate a positive return, which may include certain money market securities, listed securities and cash deposits. The Company will continue to hold up to 20% of its net assets in such products after it is fully invested under the VCT Rules.

### *Investment strategy*

For its "qualifying investments" (being investments which comprise Qualifying Investments for a venture capital trust as defined in Chapter 4 Part 6 of the Income Tax Act 2007) ("Qualifying Investments"), the Company is expected to invest primarily in unquoted companies, although it may also invest in companies whose shares are traded on AIM or the Aquis Stock Exchange. The Company will invest in a diverse range of businesses, predominantly those which the Investment Manager considers are capable of organic growth and, in the long term, sustainable cash flow

generation. It is likely that the investment will be founder led with an established brand or where brand development opportunities exist. The Company will invest in a small portfolio of carefully selected Qualifying Investments where the Investment Manager should be able to exert influence over key elements of each investee company's strategy and operations. The companies may be at any stage in their development, from start-up to established businesses.

It is anticipated that, at any time, up to 20% of investments will be held in non-VCT qualifying investments, recognising that no single investment will represent more than 15% of net assets (at the time of investment). Until suitable Qualifying Investments are identified, up to 20% of the net proceeds of any offer will be invested in other funds, with the balance being invested in other investments which may include certain money market securities, and cash deposits.

## Asset allocation

### *Qualifying Investment portfolio*

Under current VCT legislation, the Company must at all times hold at least 80% of its relevant funds in Qualifying Investments. Funds raised in a period of up to three years are excluded from this requirement, but at least 30% of funds raised in any accounting period must be invested in Qualifying Investments by the anniversary of the end of the accounting period in which those funds were raised.

For its Qualifying Investments under the VCT Rules, the Company will invest primarily in companies whose shares are not traded on any exchange, although it may also invest in companies whose shares are traded on AIM or the Aquis Stock Exchange, and will invest up to a maximum of 15% (at the time of investment) in any single Qualifying Investment. The Investment Manager will seek to construct a portfolio comprising a diverse range of businesses. It is expected that a substantial proportion of the Qualifying Investments will be in the form of ordinary shares, and in some cases preference shares or loans.

### *Non-Qualifying Investment portfolio*

Under current VCT legislation, the Company must have invested at least 80% of funds raised in Qualifying Investments within three years of the funds being raised.

However, this programme of investment in Qualifying Investments will take time to complete; thus in the first three years following a fund raise, a considerable proportion of those funds will need to be invested elsewhere, in Non-Qualifying Investments such as certain money market securities, listed securities and cash deposits. At any time after the end of the three years of initial investment in Qualifying Investments, the Company will hold no more than 20% of its funds in Non-Qualifying Investments.

The portfolio of Non-Qualifying Investments will be managed with the intention of generating a positive return. Until suitable Qualifying Investments are identified, up to 20% of the net proceeds of any offer will be invested in other funds, with the balance being invested in other investments which may include money market securities and cash deposits.

## Risk diversification

The Directors will control the overall risk of the portfolio by ensuring that the Company has exposure to a diversified range of unquoted companies, in particular, through targeting a variety of sectors. The Company may invest in a diverse range of securities: unquoted Qualifying Investments will typically be structured as a combination of ordinary shares, preference shares, convertible shares and loans. In order to limit concentration risk in the portfolio, at the time of investment no more than 15% by value of the relevant share pool of the Company will be invested in any single portfolio company. Further, at the time the investment is made, no more than 10% in aggregate of the NAV of the Company may be invested in other listed closed-ended investment funds.

## Borrowing

In common with many other VCTs, although currently the Board does not intend that the Company will borrow funds, the Company has the ability to borrow funds provided that the aggregate principal amount outstanding at any time does not exceed 25% of the value of the adjusted capital and reserves of the Company at the time the borrowings are incurred. In summary, this is the aggregate of (a) the issued

# + Strategic Report continued

share capital, plus (b) any amount standing to the credit of the Company's reserves less (c) any distributions declared and intangible assets and adjusting for any variation to the above since the date of the relevant balance sheet.

## Business review

A detailed review of the Company's development and performance during the year and consideration of its future prospects may be obtained by reference to this report, the Chair's Statement (pages 7 to 9) and the Investment Manager's Review (pages 19 to 39). Details of the investments made by the Company are given in the Investment Portfolio section (pages 41 to 54). A summary of the Company's key financial measures is given on pages 5 and 10 to 12.

The Directors consider the following Key Performance Indicators (KPIs) to assess whether the Company is achieving its strategic objectives:

- NAV per share (page 10)
- Total return per share (page 10)
- Dividends per share paid during the year (page 11)
- Annual Running Costs (page 11)
- Qualifying percentages under VCT rules (page 12)

The Directors believe these measures help shareholders assess how effectively the Company is applying its investment policy and are satisfied the results give a good indication of whether the Company is achieving its investment objectives and policy. The KPIs are established industry measures and have been discussed in detail in the Chair's Statement and Investment Manager's Review on pages 7 to 9, and 19 to 39.

## Management agreement

Pembroke Investment Managers LLP (the "Investment Manager"), which is authorised and regulated by the Financial Conduct Authority to conduct investment business, is the Investment Manager of the Company under the terms of an investment management agreement entered into on

15 February 2013, novated to the Investment Manager on 1 July 2014 and varied on 1 March 2013, 3 October 2014, 1 December 2017, 16 July 2020 and 1 April 2021 (the "IMA"). Pursuant to the IMA, the Investment Manager provides discretionary and advisory investment management services to the Company in respect of its portfolio of investments. The Investment Manager acts as the Alternative Investment Fund Manager to the Company.

The Investment Manager provides services in accordance with the IMA for which it receives a management fee of 2% of the Company's NAV. The effect of the cost cap is to restrict the management fee to 2% of NAV less the extent to which the Company's ordinary course annual costs and expenses exceed 0.5% of NAV. The cost cap does not apply to costs and expenses which are not in the ordinary course of the Company's business (for example, costs related to a share offer, any performance incentive fee and costs) and expenses outside an agreed list of standard ordinary course costs.

After ten years of not charging any fees to the portfolio companies, the Investment Manager has imbedded:

- an annual portfolio monitoring fee for a period of three years ("Portfolio Monitoring Fee"); and
- an arrangement fee of 2.0 to 3.0% ("Arrangement Fee") of the gross amount invested by the Company (whether as new or follow-on investment) into the portfolio company in a particular investment round.

The Portfolio Monitoring Fee is payable by the companies in which Pembroke VCT invests (whether as new or follow-on) an amount greater than £1.0 million and will be applicable for a three-year period commencing on the date of Pembroke VCT's investment.

The Arrangement Fee is discretionary, and should the Company be involved in investment rounds alongside other VCTs, venture capital firms or family office funds that have a lower arrangement fee, or none, the Investment Manager would consider exercising its discretion to either lower its Arrangement Fee to match theirs or waive it completely. However, the Investment Manager considers that in light of market demands and the fact that the Company now invests

in companies that are at a slightly later stage of their growth trajectory and with more sophisticated business models (compared to when the Company was first launched), the application of Arrangement Fee is appropriate in order to meet the increased costs of arranging, structuring and undertaking due diligence on the transactions.

The Manager intends to maintain the Portfolio Monitoring Fee and the Arrangement Fee in their current form and will review the fees annually.

The Investment Manager does not take any exit fees from any of the portfolio companies or the Company itself.

As is customary in the venture capital industry, the Investment Manager will be incentivised with a performance fee to align the interests of the Investment Manager and shareholders.

The key features of the performance incentive fee are:

- performance incentive fees are only payable to the Investment Manager if the Company's cumulative realised investment gains are greater than its cumulative realised investment losses. This high watermark net realised investment gain approach requires all realised investment losses to be recovered before any performance incentive fees are paid;
- a Total Return hurdle increase of 3.0 pence per year (or 3% of the NAV per share if the NAV per share is below 100.0 pence) from 14 August 2020 must be achieved before a performance incentive fee is paid to the Investment Manager;
- the relevant performance incentive fees remain unchanged at 20%, of the amount by which cumulative realised investment gains exceed cumulative realised investment losses, less previous performance incentive fees paid to the Investment Manager;
- the relevant performance incentive fees will be calculated at each financial year-end and half-year balance sheet dates using information disclosed in the relevant year-end or half-year financial statements;
- unless all the above conditions are met, no performance incentive fee will be payable to the Investment Manager.

## + Strategic Report continued

The adopted Deed of Amendment & Restatement also revised the duration of the Investment Manager's appointment under the IMA. Under the pre-14 August 2020 IMA, there was another three years to run on the initial fixed ten-year term (after which the IMA would be terminated on one-year's notice by either the Company or the Investment Manager). It was resolved to revise these arrangements so that although the Company's current assets and funds would continue to be subject to a one year rolling notice period, in future the Investment Manager would have the benefit of a five-year term in relation to any new funds ("New Funds") raised by the Company (and any investments acquired from New Funds). This would revert to a rolling term with termination on one year's notice by either the Company or the Investment Manager after the expiry of the relevant five-year period, although notice to terminate in respect of New Funds given by the Investment Manager would not take effect until such time as the Investment Manager ceases to manage any New Funds. The Directors are of the opinion that the Investment Manager continues to raise, invest and manage funds for the Company successfully and that the continuing appointment of the Investment Manager on the terms agreed is in the interests of all shareholders.

### Venture Capital Trust status

The Company was granted approval as a Venture Capital Trust by HM Revenue & Customs under s274 of the Income Tax Act 2007. The Directors have managed the affairs of the Company in compliance with this section throughout the year under review and intend to continue to do so.

### Risk management

The Board of Pembroke VCT plc (the "Company") recognises that robust risk management is critical to achieving its investment objectives while protecting shareholder value. The Company's risk management framework identifies, assesses, monitors, and mitigates risks associated with its investments in growth-stage, founder-led businesses in the consumer, business services, and technology sectors. The Company strategically manages risks by maintaining the risk framework, evaluating emerging risks and communicating effectively between the Board of Directors and the Investment Manager. Below are the principal and emerging risks facing the Company and the measures implemented to address them:

### Emerging risks

The Board remains vigilant to emerging risks, including:

- **Artificial Intelligence:** The accelerating adoption of artificial intelligence presents both opportunity and risk for portfolio companies, particularly in the business services and technology sectors, representing 31% and 42% of the portfolio at 31 March 2026. The Company is well-positioned to benefit from this trend, with several investments in AI-native businesses such as ServeFirst and Bolt Insight alongside technology-enabled platforms across the portfolio. Portfolio companies are already achieving significant cost savings by leveraging AI early in their growth process. The Investment Manager actively assesses AI exposure at the due diligence stage and monitors how portfolio companies are integrating these tools to strengthen their competitive positioning.
- **Geopolitical Uncertainty:** Ongoing conflict in the Middle East and broader geopolitical instability may affect global supply chains and macroeconomic conditions. The portfolio companies are tech-enabled and asset light, so the exposure to these risks remains limited. The portfolio continued to mature over the fiscal year and consists of over 45 investments, concentrated in early-stage, UK-domiciled businesses with minimal direct international exposure to affected regions. The Board continues to monitor indirect effects, including energy price volatility and consumer confidence, which may influence portfolio performance.
- **Changes in UK fiscal and regulatory policy:** Including recent adjustments to employer National Insurance contributions and the reduction in VCT upfront income tax relief, create a more challenging operating environment for growth-stage businesses. The Board acknowledges these headwinds but remains confident that the portfolio's founder-led businesses are well-placed to adapt. The Investment Manager continues to see strong deal flow, and the government's sustained commitment to the VCT scheme, as evidenced by the ten-year extension of the sunset clause to 2035, provides a stable long-term framework for investment.

# + Strategic Report continued

## Principal risks and mitigations

Description	Mitigation	Commentary
<b>Investment risk</b>		
<p>The Company invests in unquoted, small, and medium-sized VCT-qualifying companies, which inherently carry higher risks due to their limited operating histories, illiquidity, and exposure to market cycles. Although illiquid, these investments may experience significant value fluctuations, and there is a risk that the Company may not recover the full amount invested, or any amount at all. Investment performance is primarily influenced by three market-related risks:</p> <p><b>Economic and sectoral volatility</b>, which impacts growth prospects and profitability, thus affecting investment returns. Unquoted companies are sensitive to macroeconomic factors (e.g., inflation, interest rates) and industry-specific trends. A market downturn or sector-specific slump can reduce revenues, profitability, or growth prospects, negatively impacting investment performance.</p> <p><b>Valuation fluctuations</b> caused by changes in market-based inputs such as discount rates or comparable multiples.</p> <p><b>Liquidity constraints</b> related to prevailing market conditions that may impact capital availability or investor demand.</p>	<ul style="list-style-type: none"> <li>• <b>Diversified portfolio:</b> The Company maintains a diversified portfolio of (46 companies) companies across in terms of financing stage, age, business model and sectors such as consumer, business services, and technology, reducing the impact of underperformance in any single investment.</li> <li>• <b>Due Diligence:</b> The Investment Manager has extensive experience in early-stage investing. Rigorous due diligence is carried out prior to every new investment, with focus on management quality, market potential, and business models with strong pricing power.</li> <li>• <b>Appointed Board Member:</b> The Investment Manager may appoint a team member to the board of a portfolio company, applying a risk-based approach that reflects the company's significance in the portfolio and engagement from other investors.</li> <li>• <b>Active Management:</b> Portfolio companies submit board reports reviewed by the Investment Manager. The Investment Manager uses its board representation and strategic expertise to support company growth and mitigate operational risks.</li> <li>• <b>Follow-on Investments:</b> A significant portion of capital is allocated to follow-on investments, enabling continued support for existing portfolio companies and reducing exposure to untested new investments.</li> <li>• <b>Manager Incentives:</b> The Investment Manager is incentivised through an exit based performance fee mechanism, aligned to exceed specific performance hurdles.</li> </ul>	<p>Risk exposure remains elevated due to ongoing macroeconomic volatility. Nonetheless, the portfolio has demonstrated resilience, underpinned by strong fundamental growth characteristics and the execution capabilities of underlying portfolio companies. This reflects positively on the Investment Manager's ability to identify and back high-quality businesses.</p>

# Strategic Report continued

Description	Mitigation	Commentary
<b>Regulatory and compliance risk (VCT qualifying status)</b>		
<p>The Company operates as a Venture Capital Trust under strict regulatory requirements imposed by HM Revenue &amp; Customs (HMRC) and the Financial Conduct Authority (FCA). Failure to maintain VCT status could result in the loss of tax reliefs for investors and penalties for the Company.</p> <p>A change to the VCT legislation can have a material impact on the Company's operations. Such changes may constrain fundraising, increase liquidity risk, and elevate the cost of capital by reducing the risk-adjusted return profile across the VCT market.</p>	<ul style="list-style-type: none"> <li>• <b>Compliance Oversight:</b> the Board, supported by the Audit, Risk &amp; Valuations Committee, oversees adherence to VCT regulations through regular compliance reviews and ongoing engagement with professional advisers (Philip Hare &amp; Associates). The Investment Manager works closely with Philip Hare &amp; Associates to assess the VCT qualification status of potential investments prior to commitment.</li> <li>• <b>Experienced Management:</b> The Investment Manager has a proven track record of navigating VCT regulations, focusing on qualifying investments in growth-stage companies that align with HMRC requirements.</li> <li>• <b>Proactive Monitoring:</b> The Company maintains an active dialogue with regulatory authorities and industry bodies, including the Venture Capital Trust Association (VCTA), which is chaired by Pembroke's CFO/COO, to remain informed of prospective legislative and regulatory developments. This enables timely adjustments to the Company's investment strategy.</li> </ul>	<p>The Company continues to apply a conservative and disciplined approach to maintaining VCT compliance. The VCT sunset clause has been extended by ten years to April 2035, reaffirming the government's long-term commitment to the scheme. However, the Board notes that the Autumn Budget 2025 reduced upfront income tax relief on VCT subscriptions from 30% to 20% for shares issued on or after 6 April 2026. While this may dampen near-term fundraising across the sector, the Company's compliance processes remain robust, and its qualifying status is unaffected.</p>
<b>Key Person risk</b>		
<p>The Company is reliant on the expertise of its Investment Manager, Pembroke Investment Managers LLP, and its key personnel. The departure of key investment professionals could adversely affect the management of the portfolio due to disruption or loss of institutional knowledge. More broadly, the Company has no internal investment management capability and is therefore dependent on the continued appointment and performance of the Investment Manager under the terms of the Investment Management Agreement.</p>	<ul style="list-style-type: none"> <li>• <b>Experienced Team:</b> The Investment Manager has a deep and experienced team with a strong focus on early stage investing and portfolio company oversight. Responsibilities are well-distributed across the team, minimising dependence on any single individual.</li> <li>• <b>Established Frameworks:</b> Succession planning, remuneration, and career development are actively managed through structured frameworks. Regular workforce planning is undertaken to assess team composition and ensure resilience.</li> <li>• <b>Specialist Support:</b> The core team is further supported by specialists with sector-specific or functional expertise, providing additional depth and diversification of knowledge.</li> <li>• <b>Board Oversight:</b> The Board retains the ability to review and, if necessary, terminate the Investment Management Agreement, providing a governance mechanism to protect shareholder interests in the event of material underperformance or key personnel changes at the Investment Manager.</li> </ul>	<p>The Board is satisfied that the Investment Manager has the depth of resource and succession planning necessary to manage this risk effectively. The well-distributed team structure and established governance frameworks reduce dependence on any single individual. The Board reviews the performance and resourcing of the Investment Manager on a regular basis.</p>

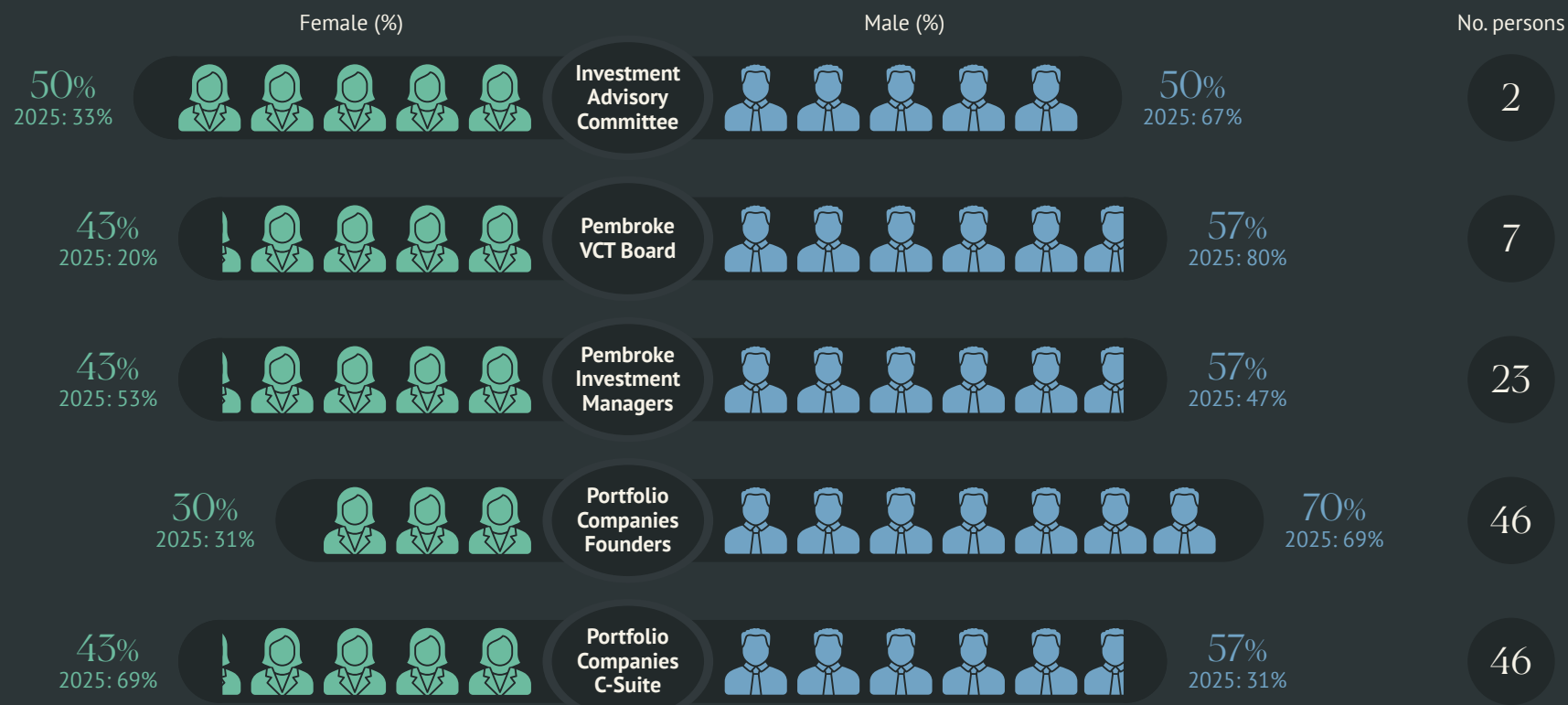
# Strategic Report continued

Description	Mitigation	Commentary
<b>Valuation risk</b>		
<p>Valuing unquoted investments requires significant judgment and estimation due to the absence of an active market for these shares and limited external benchmarks. This may result in discrepancies between reported net asset values (NAV) and actual realisable values. Valuations may also be influenced by external factors such as market volatility and macroeconomic conditions.</p>	<ul style="list-style-type: none"> <li>• <b>Robust Valuation Process:</b> The valuation process is overseen by the Audit, Risk &amp; Valuations Committee, chaired by Mark Stokes, and adheres to International Private Equity and Venture Capital Valuation (IPEV) guidelines.</li> <li>• <b>Independent Reviews:</b> External advisers provide independent validation of valuations where appropriate, enhancing transparency and accuracy.</li> <li>• <b>Aligned Incentives:</b> The Investment Manager's performance is reviewed annually on a formal basis, and informally at each board meeting. Incentives are tied to exit-based outcomes rather than interim valuations, ensuring alignment with long-term investor returns and mitigating excessive risk taking.</li> </ul>	<p>These measures contribute to rigorous valuation practices, strong governance, and alignment of interests. As a result, the board is satisfied that valuations continue to be assessed on a prudent and consistent basis.</p>
<b>Liquidity and capital risk</b>		
<p>Liquidity risk is the risk that the Company may face difficulties in meeting its financial obligations as they fall due. This includes the ability to fund operating expenses, support new investments, and meet shareholder obligations such as dividend payments and share buybacks.</p> <p>The Company is also exposed to liquidity constraints arising from its investments in unquoted companies, which are inherently illiquid and may be difficult to exit at expected valuations or within preferred timeframes.</p>	<ul style="list-style-type: none"> <li>• <b>Policies and procedures:</b> Policies and procedures: Liquidity risk is actively managed by the Investment Manager in accordance with Board-approved policies. The Board reviews liquidity on a quarterly basis, including the review of a five-year cashflow forecast, supported by regular budgeting and close monitoring of available cash resources.</li> <li>• <b>Cash Buffer:</b> The Company maintains a prudent liquidity buffer comprising cash and readily realisable investments. As at 31 March 2026, the Company held £30.0 million in money market funds and cash, representing approximately 19.9% of net asset value. These funds provide an accessible pool of capital to meet near-term obligations.</li> <li>• <b>Capital Management:</b> Since inception, the Company has raised over £370.0 million and returned £105.2 million to shareholders through dividends and buybacks. This demonstrates disciplined and effective capital management.</li> </ul>	<p>Given the Company's substantial liquidity buffer and conservative approach to capital management, the Board remains comfortable with the Company's liquidity position. However, the challenging macroeconomic environment may impact the exit landscape.</p>
<b>Credit risk</b>		
<p>Credit risk refers to the potential for financial loss resulting from a counterparty's failure to meet its financial obligations. The Company is exposed to credit risk through its holdings of loan notes in investee companies, investments in money market funds, cash deposits, and trade or other receivables.</p>	<ul style="list-style-type: none"> <li>• <b>Diversified portfolio:</b> The credit risk associated with loan stock is mitigated by maintaining a diversified portfolio across a range of sectors and asset classes, reducing the potential impact of a single counterparty default.</li> <li>• <b>Reputable Counterparty:</b> Material cash deposits and money market investments are held at Barclays Bank plc a well-capitalised and BBB+ rated financial institution. We will utilise our secondary banking facility with Lloyds Bank plc this financial year. Money market investments are invested in AAA or AAA+ rated funds.</li> </ul>	<p>Given that loan stock account for 6.1% of NAV and cash deposits and money market funds are held at reputable institutions with strong credit ratings, the Board is satisfied that credit risk continues to be appropriately monitored and managed.</p>

# Strategic Report continued

## Diversity and Inclusion

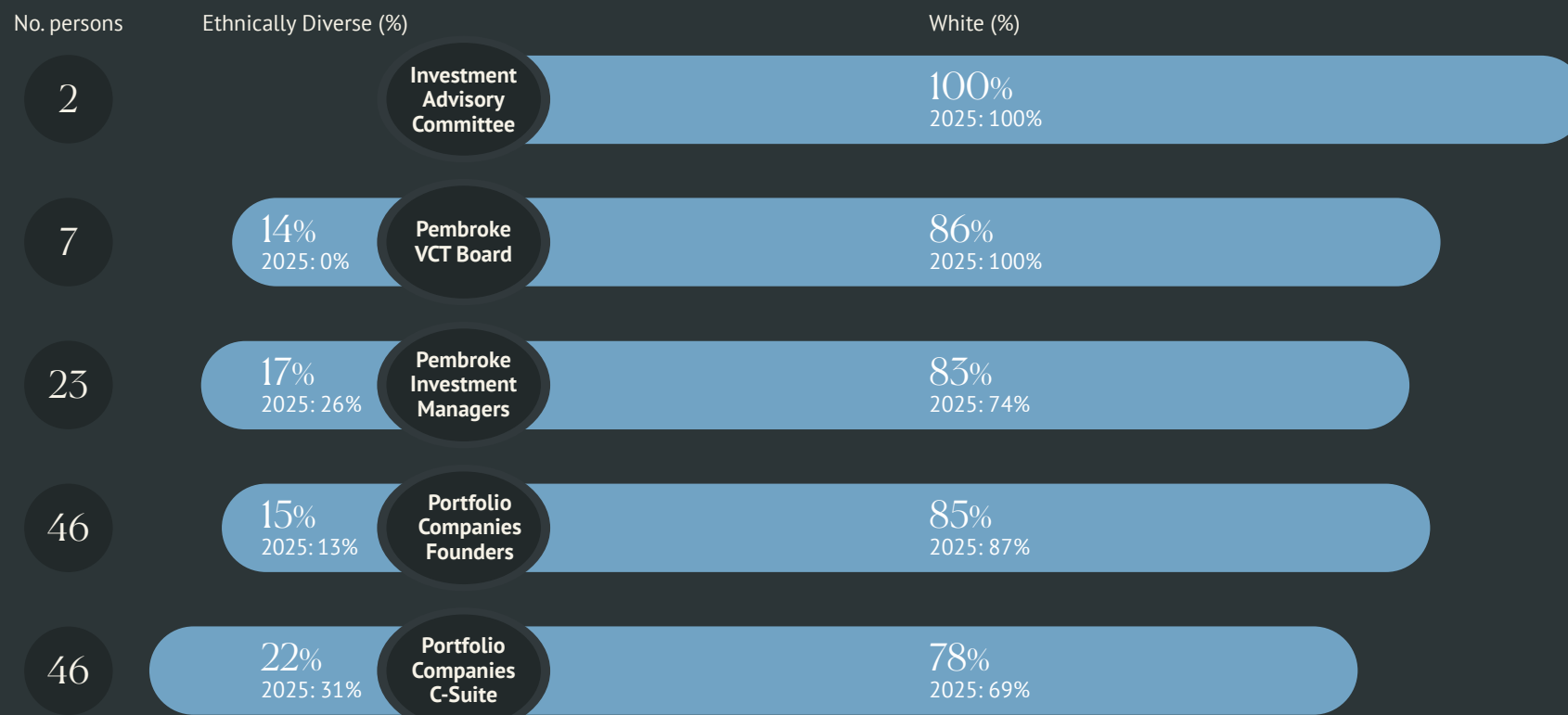
The Company, the Board and the Investment Manager are committed to reporting diversity and inclusion. The following chart summarises the diversity & inclusion within the Company's Portfolio, the Board, and the Investment Manager.



Note:  
Summarised diversity and inclusion data are self reported by the Company.  
Female founder composition is based on having at least one female founder.  
C-Suite composition is based on having at least one female member.

The Company complied with the diversity requirements of the UK Listing Rules, including the target of at least 40% female representation on the Board. At least one senior Board position is held by a woman, and at least one Board member is from an ethnic minority background. The Board maintains a policy of taking diversity into account when reviewing Board composition and remains committed to considering diversity as a key factor in future Board appointments.

# + Strategic Report continued



**Note:**

Summarised diversity and inclusion data are self reported by the Company.

Ethnic diversity definition is based on gov.uk definition.

Founder diversity is based on having at least one ethnically diverse founder.

C-Suite diversity, including founders, is based on having at least one ethnically diverse member.

## + Strategic Report continued



### Statement on long-term viability

In accordance with Corporate Governance best practice, the Directors have considered their obligation to assess the viability of the Company over a period longer than the 12 months from the date of approval of the Financial Statements required by the going concern basis of accounting. The Directors have carried out a robust assessment of the prospects of the Company for the period to 31 March 2031, taking into account the Company's current position and principal risks, and are of the opinion that, at the time of approving the Financial Statements, there is a reasonable expectation that the Company will be able to continue in operation and meet liabilities as they fall due.

The Board carried out robust stress testing of cash flows, which included paying out dividends, performing share buybacks, making new investments, and supporting our current portfolio with funding and fundraising.

The Directors consider that for the purpose of this exercise, a five-year period is an appropriate time frame, as it allows for reasonable forecasts to be made to allow the Board to provide shareholders with reasonable assurance over the viability of the Company. In making their assessment, the Directors have taken into account the nature of the Company's business and investment policy, its risk management policies, the diversification of its portfolio and the Company's cash position.

The Board has additionally considered the ability of the Company to comply with the ongoing conditions to ensure it

maintains its VCT qualifying status under the current investment policy.

### Alternative Investment Fund Managers Directive ("AIFMD")

In July 2013 the AIFMD was implemented, a European directive affecting the regulation of VCTs. The Company has appointed its Investment Manager as its AIFM. The Investment Manager was entered on the register of small registered UK AIFMs in February 2014. As an AIFM, the Investment Manager is required to submit an annual report to the FCA setting out various information relating mainly to the Company's investments, principal exposures and liquidity.

### Section 172 Statement: Directors' duty to promote the success of the Company

This section sets out the Company's Section 172 Statement and should be read in conjunction with the other contents of the Strategic Report and the Directors' Report. The Directors have a duty to promote the success of the Company for the benefit of its members as a whole. In fulfilling this duty, the Directors have regard to a number of matters including:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;

- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly between members of the Company.

The key decisions made or approved by the Directors during the year included dividend declarations, the launch of a new offer for subscription and share buybacks. Key decisions are those that have a material impact to the Company and its key stakeholders.

The Directors considered their duties under section 172(1) of the Act when making these decisions and involved the Investment Manager.

As an externally managed investment company, the Company does not have employees. Its main stakeholders therefore comprise the shareholders, the Investment Manager, investee companies and a small number of service providers.

By Order of the Board  
Ben Harber FCG  
Company Secretary  
26 June 2026



Jonathan Djanogly



Mark Stokes



Louise Wolfson



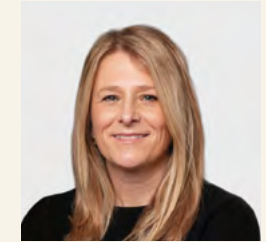
Chris Allner



David Till



Neeta Patel



Elizabeth Flockhart

## + The Board

### Jonathan Djanogly

*Independent non-executive Chair*

Jonathan is a non-practising solicitor and was, for over ten years, a corporate partner at City law firm SJ Berwin LLP. He specialised in mergers and acquisitions, private equity and joint ventures as well as fund raising on public markets. Jonathan was a Member of Parliament between 2001 and 2024, where he served as a Member of the Trade and Industry Select Committee and latterly as a member of the Public Accounts Committee. He also served on the Opposition front bench as Shadow Solicitor General, as a Shadow Minister for Trade and Industry with responsibility for employment law and corporate governance and as a Justice Minister for over two years.

### Mark Stokes

*Independent non-executive Director*

Mark Stokes has over 35 years' experience in financial services, and 20 years at Executive Committee level. He is currently Executive Director & Chief Commercial Officer at United Trust Bank Ltd, and previously held Managing Director positions at Lloyds Corporate and Commercial Banking, Williams & Glyn, and Metro Bank. He has a deep understanding of business strategy, execution, performance management, risk management, and governance. Mark has a broad business experience from a career lending into commercial and SME markets, and consumer and asset finance markets, that includes M&A execution and capital markets fund raising. He has also previously served as a Non-Executive Director Alternate with Motability Operations Group plc. Mark is a member of the Chartered Institute of Bankers and has completed their Green and Sustainable Finance certification.

### Louise Wolfson

*Independent non-executive Director*

Louise Wolfson is a senior corporate lawyer who was previously a partner at Allen & Overy LLP and Pinsent Masons LLP. She has experience in a wide range of corporate transactions, including mergers and acquisitions, joint ventures, strategic investments, capital raisings and listings. Louise currently works as a freelance corporate lawyer and sits as a tribunal judge hearing social security and immigration appeals.

### Chris Allner

*Independent non-executive Director*

Chris Allner joined the Board of Pembroke VCT plc in June 2024. He brings deep industry experience from a 40-year career in venture capital and private equity, including senior roles at fund, investment manager and portfolio company level. He has been a partner at Downing LLP since 2012 and continues to chair their investment committee as well as being an advisor to Nesta's Impact investment committee. He also remains on the board of Foresight Ventures VCT (formerly Thames Ventures VCT 1 plc), and was previously a Non-Executive Director on the Boards of Firefly Education Ltd, FundingXchange Ltd, Curo Compensation Limited and Xupes Handbags & Jewellery Ltd. Previously, he held senior investment roles at Octopus Capital, Beringea and Bridgepoint.

## + Strategic Report continued

## + The Board continued

### David Till

*Non-independent non-executive Director*

David co-founded the Oakley Capital Group in 2002 with Peter Dubens. David has overall responsibility for operations, finance and legal functions at Oakley Capital. Oakley Capital partners with ambitious founders and management teams to build businesses that can succeed in a changing world. David holds a BA (Hons) in Economics from Essex University. He started his career in the British Army, then later qualified as a chartered accountant with Coopers & Lybrand, worked in industry as a finance director before returning to the profession holding senior M&A roles.

### Neeta Patel

*Independent non-executive Director*

Neeta Patel CBE is a highly experienced business leader, entrepreneur, and board director with over three decades of strategic leadership across sectors including financial services, media, technology, and education. She is best known for her role as CEO of The Centre for Entrepreneurs (CFE) – the UK’s leading entrepreneurship support organisation – where she has shaped research, policy and entrepreneur development programmes that help founders and early-stage businesses thrive. Before leading CFE, Neeta built a distinguished corporate career, including pioneering digital products such as one of Europe’s first personal finance websites and driving innovation across established organisations. She has also led a fintech startup, worked in private equity backing technology ventures, and held senior advisory roles across multiple boards. Neeta is currently the Senior Independent Director of Allianz Technology Trust, a director at European Opportunities Trust and Maven Renovar VCT. Previously, Neeta was also a director of Albion VCT and CEO at The Centre for Entrepreneurs. She was also a Mentor in Residence at London Business School, where she supported emerging entrepreneurs and founders.

### Elizabeth Flockhart

*Independent non-executive Director*

Elizabeth Flockhart is a seasoned investment professional and non-executive director with over 20 years of experience in fund management, investment oversight, and corporate governance. She trained and qualified as a chartered accountant, laying a strong foundation for her career in financial services and asset management. Elizabeth began her investment career as a fund manager at Martin Currie plc before advancing to senior roles at Standard Life plc and later Aberdeen plc, where she served as Global Head of Oversight. In this capacity, she led teams responsible for the governance and performance monitoring of public market assets, including listed investment trusts. She currently is a member of the Investment Committee and Audit Chair for the Nuclear Liabilities Fund, a £20 billion trust focused on UK nuclear decommissioning. In 2025, Flockhart was appointed Non-Executive Director of Baillie Gifford US Growth Trust plc, bringing her deep expertise in investment oversight and governance to the board.

# Board Summary

Independent NEDs	Appointed	Age	Experience	Qualifications
Jonathan Djanogly	Nov-12	61	L CF LC SE G	BA, Qualified Solicitor, ICAEW Corporate Finance Qualification
Chris Allner	June-24	67	IM CF LC SE G	MA, C.Dip Fin Acc.
Elizabeth Flockhart	Jan-26	52	LC SE AA IM G	MA Hons, Chartered Accountant ICAS
Neeta Patel	Jan-26	64	E LC SE G	MA, MSc, MBA
Mark Stokes	Jan-21	64	B CF LC SE G	Chartered Banker, CBI Green & Sustainable Finance Certificate, IoD Diploma in Company Direction
Louise Wolfson	Jan-21	54	L CF LC SE G	MA, Qualified Solicitor

## Non-Independent

David Till	Aug-18	62	CF E LC SE AA IM G	BA, Chartered Accountant, FCA
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<b>L</b> Legal	<b>E</b> Entrepreneur	<b>AA</b> Accounting & Audit
<b>B</b> Banking	<b>LC</b> Listed Corporate	<b>IM</b> Investment Management
<b>CF</b> Corporate Finance	<b>SE</b> Senior Executive	<b>G</b> Governance

# Directors' Report

This Directors' report incorporates the Corporate Governance Statement on pages 75 to 77 and the Statement of Directors' Responsibilities on page 78.

## Principal activity and status

The Company is registered as a public limited company in England and Wales under registration number 08307631. The Directors have managed and intend to continue to manage the Company's affairs in such a manner as to comply with s274 of the Income Tax Act 2007.

## Directors

The Directors of the Company during the period under review were Chris Allner, Jonathan Djanogly, Elizabeth Flockhart, Neeta Patel, Mark Stokes, David Till and Louise Wolfson. Elizabeth Flockhart and Neeta Patel were appointed on 13 January 2026. Brief biographical details of the Directors are given on pages 65 to 67.

## Share capital

There were 293,388,247 shares in issue at the year end.

During the year 47,356,758 shares were allotted under Offers for subscription at an average price of 102.0 pence per share raising £48.2 million before deducting issue costs. 1,822,296 shares were allotted under the Dividend Re-Investment Scheme (DRIS) at an average price of 96.2 pence per share raising £1.8 million.

Since the year end, 6,450,851 shares have been issued under Offer for subscription, refer to Note 26 on page 102 for further details.

The Company will consider requests to buy back shares but is mindful that investment in the Company was promoted as comparatively long term with venture capital portfolios typically taking from five to seven years to mature. The Directors review these requests around the financial year end and half year. On 14 April 2025, the Company bought

back for cancellation 4,862,763 shares at 94.34 pence with a total consideration of £4.6 million. A further 3,482,573 shares were bought back for cancellation on 18 September 2025 at 93.58 pence with a total consideration of £3.3 million.

After the year end, in April 2026, the Company bought back for cancellation 7,233,786 shares at 91.37 pence with a total consideration of £6.6 million.

The rights and obligations attaching to the Company's shares are set out in the Company's Articles of Association, copies of which can be obtained from Companies House. The holders of shares are entitled to receive dividends when declared, to receive the Company's report and accounts, to attend and speak at general meetings, to appoint proxies and to exercise voting rights. There are no restrictions on the voting rights attaching to the Company's shares or the transfer of securities in the Company.

## Substantial shareholdings

With the exception of UBS Private Banking Nominees Limited which, as at 31 March 2026 held 14,921,223 B Ordinary Shares (being approximately 5.09% of the issued share capital of the Company), and James Breatly CREST Nominees Limited which, as at 31 March 2026 held 9,352,682 B Ordinary Shares (being approximately 3.18% of the issued share capital of the Company) the Company is not aware of any holdings, at 31 March 2026 and as at the date of this report, representing (directly or indirectly) 3% or more of the voting rights attached to the issued share capital of the Company.

## Independent auditor

A resolution to reappoint BDO LLP as Independent Auditor will be proposed at the forthcoming AGM.

## Accountability and audit

The Directors' responsibility statement in respect of the Financial Statements is set out on page 78 of this report.

The report of the Independent Auditor is set out on pages 80 to 85 of this report. The Directors who were in office on the date of approval of these Financial Statements have confirmed that, as far as they were aware, there is no relevant audit information of which the auditor is unaware. Each of the Directors has taken all the steps they ought to have taken as Directors in order to make themselves aware of any relevant audit information that has been communicated to the auditor.

## Future developments

The primary focus will continue to be on the development of an investment portfolio which will deliver attractive returns over the medium to longer term. The Company will continue to provide support for the ongoing development of investee companies and the Investment Manager will continue to work closely with all investee companies towards accelerating their growth and identifying possible exits in the short to mid-term. Further details on the Company's future prospects may be found in the Outlook paragraph in the Chair's Statement on page 9. Details of post balance sheet events may be found at Note 26 to the Financial Statements.

## Going concern

In accordance with FRC Guidance for Directors on going concern and liquidity risk, the Directors have assessed the prospects of the Company and are of the opinion that, at the time of approving the Financial Statements, the Company has adequate resources to continue in business for at least 12 months from the date of approval of the Financial Statements. In reaching this conclusion the Directors took into account the nature of the Company's business and Investment Policy, its risk management policies, the diversification of its portfolio and the cash holdings. They have also reviewed the budgets and forecasts, which have been subject to liquidity stress tests performed by the Investment Manager, and consider that the Company has adequate financial resources to enable it to continue in

# + Directors' Report continued

operational existence for the foreseeable future. The Company's business activities, together with the factors likely to affect its future development, performance and position including the financial, and operational related risks to which the Company is exposed are set out in the Strategic Report on pages 56 to 64. As a consequence, the Directors have a reasonable expectation that the Company has sufficient cash to continue to operate and the Company is well placed to manage its business risks successfully and meet its liabilities as they fall due despite the current economic climate and unprecedented pace of change. Thus, the Directors believe it is appropriate to continue to apply the going concern basis in preparing the Financial Statements.

## Financial instruments

Information on the principal financial instruments held by the Company, including details about risk management, may be found in the Investment Review forming part of the Strategic report and at Note 22 to the Financial Statements.

## Stakeholders

### Shareholders

The Board places great importance on communication with its shareholders and encourages shareholders to attend the AGM and welcomes communication from shareholders as described more fully on pages 75 to 77 in the Corporate Governance Statement.

### Investment Manager

The investment management services are fundamental to the long-term success of the Company through the pursuit of the investment objectives. The Board's decisions are intended to achieve the Company's objective to invest in a diversified portfolio of smaller, principally unquoted companies which the Investment Manager believes provide the opportunity for value creation. The Board regularly

monitors the Company's performance in relation to its investment objectives and seeks to maintain a constructive working relationship with the Investment Manager. Representatives of the Investment Manager attend each quarterly board meeting and provide an update on the performance of companies in the portfolio.

### Investee companies

The Company's performance is directly linked to the performance of its underlying investee companies and accordingly communication with those companies is regarded as very important. The Investment Manager has a director on the board of many, but not all, of the portfolio companies and communicates with all of them irrespective of this on a regular basis. Most of the investments also carry information rights so that the Company is provided with reporting updates at least quarterly.

### Regulators

As a UK listed company the Board and Investment Manager comply with the Companies Act, HMRC, Listing Rules, UK Accounting Standards and FCA regulatory requirements in addition to the Alternative Investment Fund Managers Directive, to ensure the Company can continue to trade. The Company continued to comply with these regulations throughout the year and to the date of this Report.

## Key decision making

The Board has policies for dividends, share buybacks and the dividend reinvestment scheme which are discussed regularly and also discusses fundraising each year to ensure funds are available for investment where opportunities exist with new or existing investee companies. The Board also discusses the cash balances, distributable reserves and the VCT rules to ensure the Company can pay stable dividends for investors, with additional special dividends linked to investment realisations, and conduct share buybacks.

## Other service providers

Certain providers such as registrar, receiving agent, tax adviser, auditor, lawyers and others contract directly with the Company and do work on its behalf. Some providers such as the distributor provide their services to the Company via a contract with the Investment Manager. The quality of the provision of these services is considered by the Directors at Board meetings. The Board's primary focus in promoting the long-term success of the Company for the benefit of the shareholders as a whole is to direct the Company with a view to achieving the investment objective in a manner consistent with its stated investment policy and strategy.

## Global greenhouse gas emissions

The Company has no direct greenhouse gas emissions or energy consumption to report from its operations, being an externally managed investment company. The Company does not fall within the scope of The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 effective as of 1 April 2019 which implements the Government's policy on Streamlined Energy and Carbon Reporting, replacing the Carbon Reduction Commitment Scheme. The 2018 Regulations require companies that have consumed over 40,000 kilowatt-hours of energy to include energy and carbon information in their Directors' Report. This does not apply to the Company as it qualifies as a low energy user. Listing Rule 6.6.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where this information is set out. The Directors confirm that there are no disclosures required to be made in this regard.

# + Directors' Report continued

## Annual General Meeting

Shareholders will find the Notice of the Annual General Meeting on pages 103 to 106.

The business of the meeting includes an ordinary resolution (**Resolution 8**) proposed to ensure the directors retain the authority to allot shares in the Company under the Company's DRIS until the later of 31 December 2027 or the date of the 2027 Annual General Meeting up to an aggregate nominal amount of £292,605 (representing approximately 10 per cent of the issued ordinary share capital of the Company as at the date of this report).

**Resolution 9** is an additional ordinary resolution proposed to ensure the directors retain the authority to allot shares in the Company until the later of 31 December 2027 or the date of the 2027 Annual General Meeting up to (i) an aggregate nominal amount of £600,000 in connection with offers for subscription and (ii) an additional aggregate nominal amount representing 20% of the issued B Ordinary Shares from time to time.

Also included are the following special resolutions:

**Resolution 10** is proposed to empower the directors to allot shares under the authority granted by the ordinary resolution (Resolution 8) above without regard to any rights of pre-emption on the part of the existing shareholders.

**Resolution 11** is proposed to empower the directors to allot shares under the authority granted by the ordinary resolution (Resolution 9) above without regard to any rights of pre-emption on the part of the existing shareholders.

By Order of the Board  
Ben Harber FCG  
Company Secretary  
26 June 2026



# — + Directors' Remuneration Report

This report has been prepared by the Directors in accordance with The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) (the "Regulations"). An ordinary resolution for the approval of the Directors' Annual Report on Remuneration will be put to members at the forthcoming AGM.

The Company's auditor, BDO LLP, is required to give its opinion on certain information included in this report.

The disclosures which have been audited are indicated as such. The auditor's opinion on these and other matters is set out in their report on pages 80 to 85.

## Annual statement from the Chair of the Company

Jonathan Djanogly began his term on 27 November 2012, and David Till was appointed as a Director of the Company on 28 August 2018. Mark Stokes and Louise Wolfson were appointed as Directors on 1 January 2021. Chris Allner was appointed as a Director on 1 June 2024 and Elizabeth Flockhart and Neeta Patel were appointed as Directors on 13 January 2026. The Board resolved that the Chair's annual fee would be £40,000 with effect from 1 January 2025, having been £30,000 since 1 January 2021, and the annual fee for other Directors would be £35,000 with effect from 1 January 2025, having been £25,000 since 1 January 2021. David Till has waived his annual fee since 1 April 2020.

The Company's Remuneration and Nomination Committee shall meet as required, and at least, annually. The committee will review the appointments to the Board and its committees and the levels of director remuneration.

## Directors' remuneration policy

The statement of the Directors' Remuneration Policy took effect following approval by shareholders at the annual general meeting held on 25 September 2025. Of those who voted, 96.56% voted to approve the policy, 3.44% voted against and 35,535 votes were withheld. A resolution to approve the Directors' Remuneration Policy will be put to shareholders every three years. At this year's annual general meeting shareholders are being invited to approve a continuation to the policy as described below.

The Board has not retained external advisors in relationship to remuneration matters but has access to information about directors' fees paid by other companies of a similar size and nature and this is used as a reference when setting the Directors' remuneration. Shareholders' views in respect of the Directors remuneration are communicated at the Company's AGM and are taken into consideration in formulating the Directors Remuneration Policy. The Board has not received any views from the Company's shareholders in respect of the levels of Directors' remuneration.

The Board considers that Directors' fees should reflect the time commitment required and the high level of responsibility borne by Directors, and should be broadly comparable to the fees paid by similar companies while ensuring that the fees payable are appropriate to retain individuals of sufficient calibre to lead the Company in achieving its short and long-term strategy. The Company's Articles of Association, further to a resolution passed at a General Meeting held on 25 September 2025, place an overall annual limit of £250,000 (£150,000 pre-25 September 2025) on Directors' remuneration. None of the Directors is eligible for pension benefits, share options, bonuses or other benefits in respect of their services as non-executive Directors of the Company.

## Terms of appointment

None of the Directors has a service contract with the Company. On being appointed, all Directors received a letter from the Company setting out the terms of their appointment, details of the fees payable and their specific duties and responsibilities. A Director's appointment may be terminated by the Director or by the Company on the expiry of three months' notice in writing given by the Director or the Company as the case may be. No arrangements have been entered into between the Company and the Directors to entitle any of the Directors to compensation for loss of office. The letters of appointment are available for inspection on request from the Company Secretary. The Company's Articles of Association provide that the Directors will be subject to election at the first annual general meeting after their appointment and at least every three years thereafter. Brief biographical details of the Directors are given on pages 65 to 67.

# Directors' Remuneration Report continued

## Directors' annual report on remuneration

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

The fees payable to individual Directors in respect of the year ended 31 March 2026 are shown in the table below.

Director	Total annual fee £	Total fee paid for the year ended 31.03.26 £	Total fee paid for the year ended 31.03.25 £	2026 change in fees %	2025 change in fees %	2024 change in fees %	2023 change in fees %	2022 change in fees %
Chris Allner	35,000	35,000	23,333	50.0	n/a	n/a	n/a	n/a
Jonathan Djanogly	40,000	40,000	32,500	23.1	8.3	-	-	-
Elizabeth Flockhart*	35,000	7,718	n/a	n/a	n/a	n/a	n/a	n/a
Neeta Patel*	35,000	7,718	n/a	n/a	n/a	n/a	n/a	n/a
Mark Stokes	35,000	35,000	27,500	27.3	10.0	-	-	n/a
David Till**	Nil	Nil	Nil	n/a	n/a	n/a	n/a	n/a
Louise Wolfson	35,000	35,000	27,500	27.3	10.0	-	-	n/a

\*Elizabeth Flockhart and Neeta Patel were appointed on 13 January 2026 \*\*David Till waived his annual fee with effect from 1 April 2020

No taxable benefits were paid to the Directors, no pension related benefits were paid to the Directors and no monies or other assets were received or receivable by the Directors for the relevant financial year. There were no fees payable to past Directors or payments made for loss of office. There is no comparative information in respect of employee remuneration as the Company has no employees. Fees are not specifically related to the Directors' performance, either individually or collectively.

### Relative importance of spend on pay

The table below shows the total remuneration paid to the Directors and shareholder distributions in the year to 31 March 2026 and the prior year. There were no outstanding balances due at the year end.

	Year ended 31.03.26 £	Year ended 31.03.25 £	Percentage change %
Total Directors' fees	170,655	125,416	36.1
Dividend	14,775,619	11,114,838	32.9
Share Buy Back	7,885,762	6,445,581	22.3
Total Directors' fees as a percentage of dividend & buyback	0.8%	0.7%	5.4%

### Directors' shareholdings (audited)

The beneficial interests of the Directors in the shares of the Company at the year-end were as follows:

Director	As at 31.03.26		As at 31.03.25	
	shares held	% of shares in issue	shares held	% of shares in issue
Chris Allner	16,724	0.006	16,724	0.007
Jonathan Djanogly	101,168	0.034	75,176	0.030
Elizabeth Flockhart	13,341	0.005	n/a	n/a
Neeta Patel	-	-	n/a	n/a
Mark Stokes	65,209	0.002	37,652	0.015
David Till	690,373	0.235	589,669	0.233
Louise Wolfson	45,890	0.016	35,789	0.014

The Company confirms that it has not set out any formal requirements or guidelines for a Director to own shares in the Company.

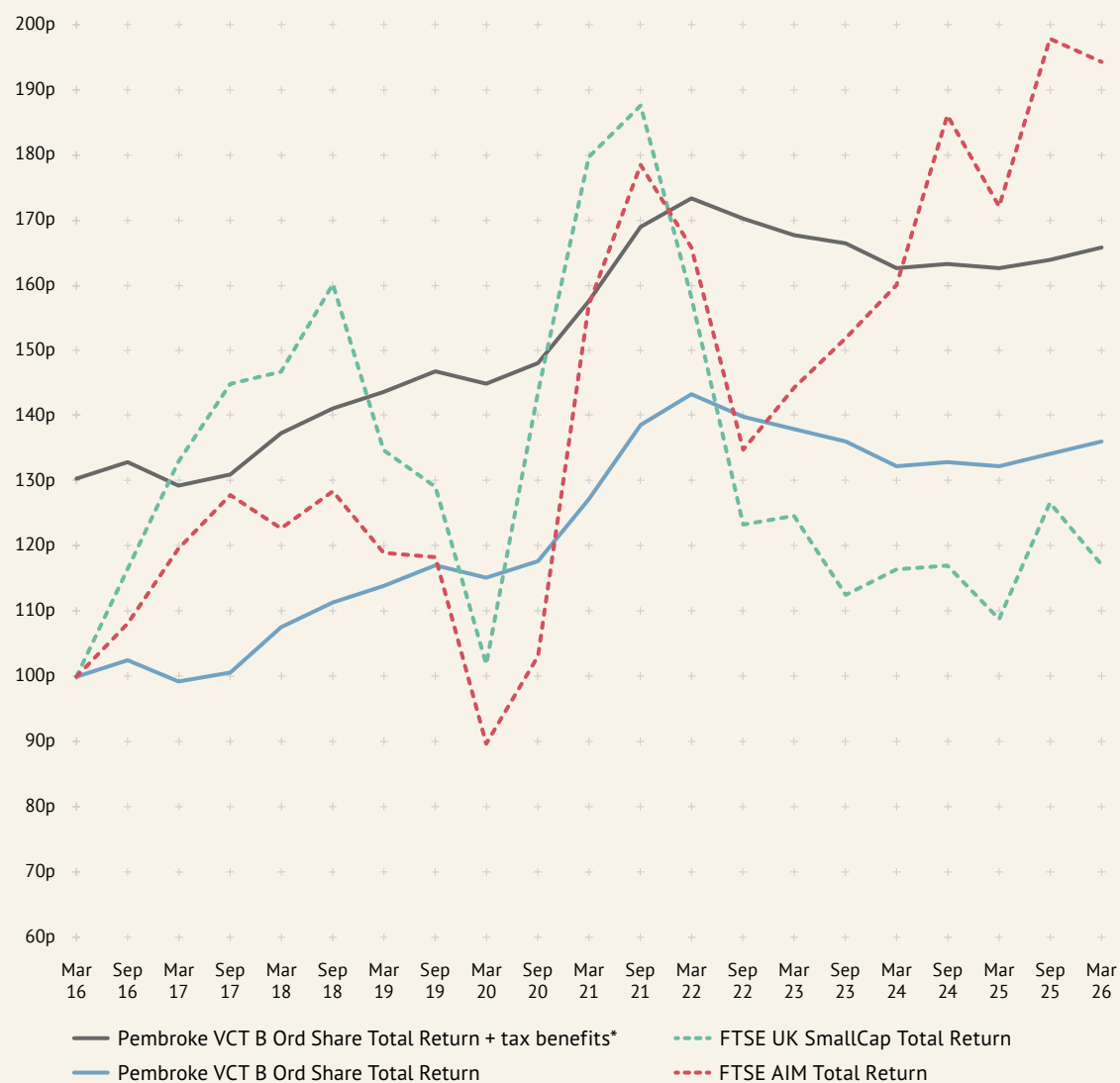
# Directors' Remuneration Report continued

## Company performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to the Investment Manager through a management agreement. The Directors consider that a comparison of investment performance against the FTSE UK Small Cap Index is the best available metric, although readers should note that the differences between the scale, capital structure and liquidity of investments in the two differ markedly.

The graph below illustrates the Company's share price, net asset value and total return per share with the total return from a notional investment of 100 pence in the FTSE UK Small Cap Index over the same ten-year period.

## Pembroke VCT plc Ten-year Performance



At the AGM held on 25 September 2025, 96.9% of the votes cast were for, 3.1% of the votes cast were against, and 25,491 shares were withheld in respect of, the resolution approving the Directors' remuneration report.

On behalf of the Board  
Jonathan Djanogly  
Director  
26 June 2026

\*Tax benefits include a 30% initial income tax credit on invested cost and exclude income tax benefits on dividends and capital gains tax on VCT shares.

# — + Governance



COAT

# Corporate Governance Statement

The Directors of Pembroke VCT plc confirm that the Company has taken appropriate action to enable it to comply with the Principles of The AIC Corporate Governance Code (the "AIC Code") issued by the Association of Investment Companies in August 2024 which is publicly available at <https://www.theaic.co.uk/aic-corporate-governance-code>.

The AIC Code has been endorsed by the Financial Reporting Council (FRC). This enables boards to make a statement that by reporting against the AIC Code they are meeting their obligations in relation to the 2024 UK Corporate Governance Code ("UK Code") (and associated disclosure requirements under paragraph 6.6.6 of the Listing Rules). The AIC Code adapts the Principles and Provisions set out in the UK Code to make them relevant for investment companies. It also includes some Supplementary Guidance for investment companies.

The Company is committed to maintaining the highest standards of corporate governance and during the year to 31 March 2026 complied with the Principles and Provisions of the 2024 AIC Code except as set out below.

The 2024 AIC Code includes provisions relating to the appointment of a chief executive and a recognised senior independent non-executive director, the presumption concerning the Chair's independence and the need for an internal audit function. For reasons set out in the AIC Code, the Board considers these provisions are not relevant to the position of Pembroke VCT plc, which is an externally advised venture capital trust. The Company has therefore not reported further in respect of these provisions.

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

## Board of Directors

The Company has a Board of seven non-executive Directors, six of whom are considered to be independent. The seventh Director, David Till, is also a member of the Investment Manager. In accordance with the Listing Rules, David Till is subject to annual re-election by shareholders. The Company has no employees.

During the year ended 31 March 2026, Elizabeth Flockhart and Neeta Patel were appointed as directors with effect from 13 January 2026.

Full details of the duties and obligations of the Directors are provided at the time of appointment and are supplemented by further details as necessary. There is no formal induction programme for Directors, but any newly appointed Director will be given a comprehensive introduction to the Company's business, including meeting the Company's advisers.

All non-executive Directors have signed letters confirming the terms of their appointment as non-executive Directors. These are dated with effect from 1 January 2021, 1 June 2024 and 13 January 2026. Directors are provided with key information on the Company's activities including regulatory and statutory requirements and internal controls by the Company's VCT status adviser, Philip Hare & Associates LLP, and by the Company Secretary, Ben Harber of Arch Law Limited. The Board has direct access to corporate governance advice and compliance services through the Company Secretary, which is responsible for ensuring that Board procedures are followed and compliance requirements are met.

All Directors may take independent professional advice in furtherance of their duties as necessary.

The Board is responsible to shareholders for the proper management of the Company and looks to meet on at least four occasions each year. It has formally adopted a schedule of matters which must be brought to it for decision, thus ensuring that it maintains full and effective control over appropriate strategic, financial, operational and compliance issues. Those matters include the appointment or removal of the Investment Manager and monitoring the performance of

the Investment Manager and investee companies. The Chair and the Company Secretary establish the agenda for each Board meeting and all necessary papers are distributed in advance of the meetings.

The Board has considered the recommendations of the Code concerning diversity and welcomes initiatives aimed at increasing diversity generally. The Board believes, however, that all appointments should be made on merit rather than positive discrimination. The policy of the Board is that maintaining an appropriate balance around the Board table through a diverse mix of skills, experience, knowledge and background is of paramount importance and all forms of diversity are a significant element of this.

## Board performance

The Board aims to carry out performance evaluations of the Board and its committees and, consequently, individual Directors each year. Owing to the size of the Company, the fact that all Directors are non executive and the costs involved, external facilitators will not be used in the evaluation. An informal performance evaluation of the Board, the Audit, Risk & Valuations Committee, the Remuneration & Nomination Committee, the Management Engagement Committee and individual Directors was carried out during the period. The Directors concluded that the balance of skills is appropriate and all Directors contribute fully to discussion in an open, constructive and objective way. The size and composition of the Board is considered adequate for the effective governance of the Company. As all Directors have acted in the interests of the Company throughout the period of their appointment and demonstrated commitment to their roles the Board recommends those presenting themselves be re elected at the AGM.

# + Corporate Governance Statement continued

## Audit, Risk & Valuations Committee

The Audit, Risk & Valuations Committee operates within clearly defined written terms of reference which are available on request from the Company Secretary.

The Audit, Risk & Valuations Committee comprises five independent Directors. The members of the committee are Mark Stokes (Chair), Chris Allner, Louise Wolfson, Elizabeth Flockhart and Neeta Patel.

A quorum shall be two members.

During the year ended 31 March 2026 and up to the date of signing the Annual Report and Financial Statements, the Audit, Risk & Valuations Committee discharged its responsibilities by:

- Reviewing the content and monitoring the integrity of the Financial Statements of the Company, including the fair value of investments as determined by the Investment Manager, calculation of the management fee and allocation of expenses between revenue and capital, and making recommendations to the Board;
- Reviewing the Company's accounting policies;
- Reviewing internal controls and assessing the effectiveness of those controls in minimising the impact of key risks;
- Reviewing and approving the statements to be included in the Annual Report concerning internal control and risk management;
- Reviewing the need to appoint an internal audit function;
- Reviewing and approving the Independent Auditor's terms of engagement, including remuneration;
- Reviewing and monitoring the independence and objectivity of the auditor and the effectiveness of the audit process;
- Reviewing and approving the Independent Auditor's audit plan;
- Recommending to the Board and shareholders the annual re-appointment of, and fee payable to, BDO LLP; and

- Reviewing the arrangements for staff of the Investment Manager to raise concerns in confidence about possible improprieties in financial reporting or other matters and ensuring that those arrangements allow proportionate and independent investigation of such matters and appropriate follow-up actions.

The key areas of risk identified by the Audit, Risk & Valuations Committee in relation to the business activities and Financial Statements of the Company are:

- Compliance with HM Revenue & Customs rules
  - in particular s274 of the Income Tax Act 2007
  - to maintain the Company's VCT status; and
- Valuation of unquoted investments.

These risks were discussed with the Investment Manager at the Audit, Risk & Valuations Committee meeting before sign off of the Financial Statements. The Committee concluded:

**Venture Capital Trust status** – the Investment Manager confirmed to the Audit, Risk & Valuations Committee that the conditions for maintaining the Company's status had been complied with throughout the year.

**Valuation of unquoted investments** – the Investment Manager confirmed to the Audit, Risk & Valuations Committee that the basis of valuation for unquoted companies was in accordance with published industry guidelines, taking account of the latest available information about investee companies and current market data. The valuation of unquoted investments is discussed regularly at Board meetings; Directors are also consulted about material changes to these valuations between Board meetings. The Audit, Risk & Valuations Committee examined the Investment Manager's confirmation and considered it appropriate.

The Investment Manager and auditor confirmed to the Audit, Risk & Valuations Committee that they were not aware of any material misstatements. Having reviewed the Company's Financial Statements and reports received from the Investment Manager and auditor, the Audit, Risk &

Valuations Committee is satisfied that the key areas of risk and judgment have been appropriately addressed in the Financial Statements and that the significant assumptions used in determining the value of assets and liabilities have been properly appraised and are sufficiently robust.

The Audit, Risk & Valuations Committee has managed the relationship with the auditor and assessed the effectiveness of the audit process. When assessing the effectiveness of the process for the period under review the Committee considered the auditor's technical knowledge and that they have a clear understanding of the business of the Company; that the audit team is appropriately resourced; that the auditor provided a clear explanation of the scope and strategy of the audit and maintained independence and objectivity. As part of the review of auditor effectiveness and independence, BDO LLP has confirmed that it is independent of the Company and has complied with applicable auditing standards. BDO LLP does not provide any non audit services to the Company and the Audit, Risk & Valuations Committee must approve the appointment of the external auditor for any non audit services. BDO LLP was appointed by the Board as auditor in February 2020 following a tender process, therefore this is their seventh year and the second year for the current partner. The Board notes that statutory audit retendering is required after an auditor has been in place for ten years.

## Remuneration & Nomination Committee

The Remuneration & Nomination Committee operates within clearly defined written terms of reference which are available on request from the Company Secretary.

The Remuneration & Nomination Committee comprises five independent Directors. The members of the committee are Louise Wolfson (Chair), Mark Stokes, Chris Allner, Elizabeth Flockhart and Neeta Patel.

A quorum shall be two members.

The Committee shall meet at least once a year and otherwise as required.

# + Corporate Governance Statement continued

## Management Engagement Committee

The Management Engagement Committee operates within clearly defined written terms of reference which are available on request from the Company Secretary.

The Management Engagement Committee comprises five independent Directors. The members of the committee are Chris Allner (Chair), Mark Stokes, Louise Wolfson, Elizabeth Flockhart and Neeta Patel.

A quorum shall be two members.

The Committee shall meet at least once a year and otherwise as required.

## Attendance at Board and committee meetings

During the year ended 31 March 2026 there were:

- four full Board meetings – additional Board meetings were held as required to address specific issues including an offer for subscription and quarterly net asset values
- two Audit, Risk & Valuations Committee meetings; and
- two Remuneration & Nomination Committee meetings; and
- one Management Engagement Committee meeting.

The Directors' attendance at these meetings is noted below.

Director	Board	Audit, Risk & Valuations Committee	Remuneration & Nomination Committee	Management Engagement Committee
Chris Allner	4	2	2	1
Jonathan Djanogly	4	2	2	1
Elizabeth Flockhart*	1	0	1	1
Neeta Patel*	1	0	1	1
David Till	3	n/a	n/a	n/a
Mark Stokes	4	2	2	1
Louise Wolfson	4	2	2	1

\*Appointed 13 January 2026

## Internal control

The Board has established a process for the identification, evaluation and management of the significant risks faced by the Company. The Board acknowledges that it is responsible for the Company's internal control systems and for reviewing their effectiveness. Internal controls are designed to manage the particular needs of the Company and the risks to which it is exposed. The internal control systems aim to ensure the maintenance of proper accounting records, the reliability of the financial information on which business decisions are made and which is used for publication, and that the assets of the Company are safeguarded. They can by their nature provide only reasonable and not absolute assurance against material misstatement or loss. The financial controls operated by the Board include the authorisation of investments and regular reviews of both the financial results and investment performance.

The Board has delegated to third parties the provision of investment management services, VCT status advisory services, broking services, company secretarial and administration services, receiving agent and share registration services. Day-to-day accounting is undertaken by the Investment Manager.

Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of services offered. The Board receives and considers regular reports from the Investment Manager. Ad hoc reports and information are supplied to the Board as required. The Board keeps under review the terms of the agreement with the Investment Manager.

## Review of internal control

The process adopted by the Board for identifying, evaluating and managing the risks faced by the Company includes an annual review of the control systems. The review covers a consideration of the significant risks in each of three areas: statutory and regulatory compliance; financial reporting; and

investment strategy and performance. Each risk is considered with regard to: the likelihood of occurrence, the probable impact on the Company, and the controls exercised at source, through reporting and at Board level. The Board has not identified any issues with the Company's internal controls. In line with Provision 34 of the AIC Corporate Governance Code, the Board has agreed a proportionate, phased plan to support its annual review of the effectiveness of the Company's risk management and internal control framework.

## Relations with shareholders

The Board welcomes the views of shareholders and puts a premium on effective communication with the Company's members. Shareholders are encouraged to attend the Company's Annual General Meeting where the Directors and representatives of the Company's advisers will be available to answer any questions members may have.

The Board also communicates with shareholders through the half yearly and annual reports which will include a Chair's Statement and an Investment Manager's report both of which are reviewed and approved by the Board to ensure that they present a fair assessment of the Company's position and future prospects.

The Company distributes individual investor statements to shareholders annually. The Company also provides an Investor Hub, <https://pembroke-vct.cityhub.uk.com>, where shareholders and their financial intermediaries can view indicative shareholding valuations, transaction history, dividend history and deal with a range of administration matters. The Investment Manager also produces regular newsletters which are circulated to shareholders and their financial intermediaries.

On behalf of the Board  
Jonathan Djanogly  
Director  
26 June 2026

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the annual report and the financial statements in accordance with UK adopted international accounting standards and applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the financial statements in accordance with UK adopted international accounting standards. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business;
- prepare a Directors' Report, a Strategic Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006.

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

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for ensuring that the annual report and accounts, taken as a whole, are fair, balanced, and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

## Website publication

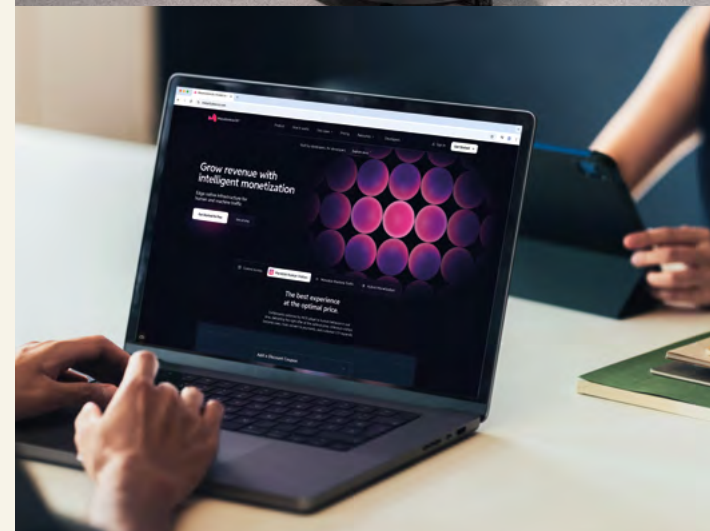
The Directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements,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

## Directors' responsibilities pursuant to DTR4

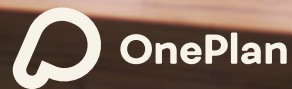
The Directors confirm to the best of their knowledge:

- The financial statements have been prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company.
- The annual report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that they face.

On behalf of the Board  
Jonathan Djanogly  
Director  
26 June 2026



# Auditor's Report



# Independent Auditor's Report

## to the members of Pembroke VCT plc

### Report on the audit of the financial statements

#### Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2026 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Pembroke VCT Plc (the 'Company') for the year ended 31 March 2026 which comprise of the following:

- Income Statement
- Balance sheet
- Statement of changes in equity
- Statement of cash flows
- Notes 1 to 26 to the financial statements
- A summary of significant accounting policies

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

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

#### Conclusions relating to going concern

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

- Obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing the calculations therein to check that the Company was meeting its requirements to retain VCT status;
- Consideration of the Company's expected future compliance with VCT legislation, the absence of bank debt, contingencies and commitments and any market or reputational risks;
- Reviewing the forecasted cash flows that support the

Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts and assessing them for reasonableness. In particular, we considered the available cash resources relative to the forecast expenditure which was assessed against the prior year for reasonableness; and

- Evaluating the Directors' method of assessing the going concern in light of market conditions including the stress tests applied to confirm that the Company has sufficient capital and liquidity to continue its operations effectively.

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

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

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

#### Overview

		2026	2025
<b>Key audit matters</b>	Valuation of unquoted investments	✓	✓
<b>Materiality</b>	<b>Company financial statements as a whole</b> £4,290,000 (2025: £3,890,000) based on 1.5% of Net assets (2025: based on 2% of Gross investments)		

# Independent Auditor's Report continued

## An overview of the scope of our audit

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

### Key audit matters

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

#### **Key Audit Matter: Valuation of unquoted investments** (Notes 4 and 12 to the financial statements)

We consider the valuation of investments to be the most significant audit area as there is a high level of estimation uncertainty involved in determining the unquoted investment valuations.

There is also an inherent risk of management override arising from the unquoted investment valuations being prepared by the Investment Manager, who is remunerated based on the net assets of the Company.

For these reasons we considered the valuation of unquoted investments to be a key audit matter.

### *How the scope of our audit responded to the risk*

We evaluated the design and implementation of the most appropriate controls.

Our sample for the testing of unquoted investments was stratified according to risk considering, inter alia, the value of individual investments, the nature of the investment, the extent of the fair value movement and the subjectivity of the valuation technique.

For all unquoted investments in our sample we:

- Challenged whether the valuation methodology was the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines and the applicable accounting standards.
- We have recalculated the value attributable to the Company, having regard to the application of enterprise value across the capital structures of the investee companies.

For investments sampled that were valued using less subjective valuation techniques (cost and price of recent investment reviewed for changes in fair value) we:

- Verified the cost or price of recent investment to supporting documentation;
- Considered whether the investment was an arm's length transaction through reviewing the parties involved in the transaction and checking whether or not they were already investors of the investee Company;
- Considered whether there were any indications that the cost or price of recent investment was no longer representative of fair value considering, inter alia, the current performance of the investee company and the milestones and assumptions set out in the investment proposal; and
- Considered whether the price of recent investment is supported by alternative valuation techniques.

For investments sampled that were valued using more subjective techniques (earnings multiples, and revenue multiples) we:

- Challenged and corroborated the inputs to the valuation with reference to management information of investee companies, market data and our own understanding and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements;
- Reviewed the historical financial statements and any recent management information available to support assumptions about maintainable revenues, earnings or cash flows used in the valuations;
- Considered the revenue or earnings multiples applied and the discounts applied by reference to observable listed company market data; and
- Challenged the consistency and appropriateness of adjustments made to such market data in establishing the revenue, cash flow or earnings multiple applied in arriving at the valuations adopted by considering the individual performance of investee companies against plan and relative to the peer group, the market and sector in which the investee company operates and other factors as appropriate.

For a sample of loans held at fair value included above, we:

- Checked security held to supporting documentation.
- Reviewed the treatment of accrued redemption premium/ other fixed returns in line with the Statement of Recommended Practice.

Where appropriate, we performed a sensitivity analysis by developing our own point estimate where we considered that alternative input assumptions could reasonably have been applied and we considered the overall impact of such sensitivities on the portfolio of investments in determining whether the valuations as a whole are reasonable and free from bias.

#### **Key observations**

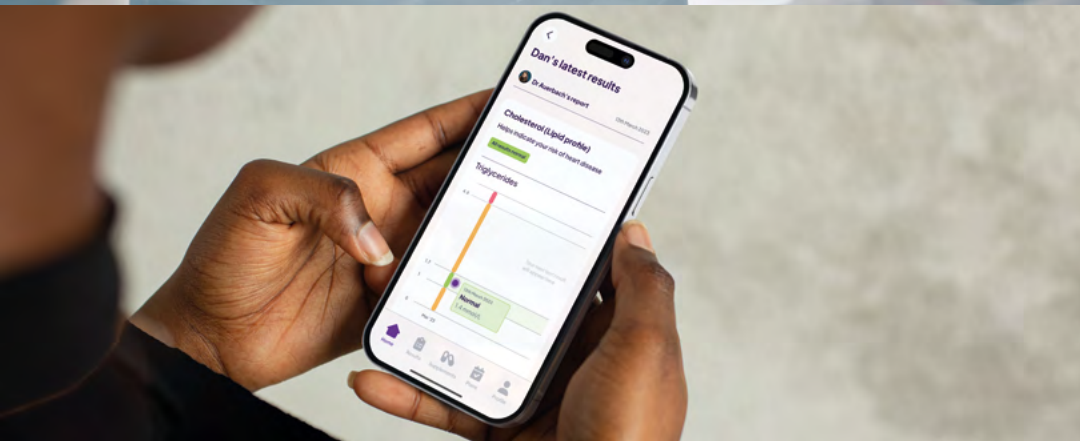
Considering the level of estimation uncertainty and the procedures performed to address the risk, we consider the valuations of unquoted investments to be appropriate.

# Independent Auditor's Report continued

## Our application of materiality

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

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.



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

	Company Financial Statements	
	2026	2025
<b>Materiality</b>	£4,290,000	£3,890,000
<b>Basis for determining materiality</b>	1.5% of Net assets	2% of Gross investments
<b>Rationale for the benchmark applied</b>	In setting materiality, we have had regard to the nature and disposition of the investment portfolio. Given that the VCT's portfolio is comprised of unquoted investments which would typically have a wider spread of reasonable alternative possible valuations, we have applied a percentage of 1.5% of net assets (2025: 2% of gross investments). We have updated this from prior year to align with our updated audit methodology and to remain consistent with the wider market practice.	
<b>Performance materiality</b>	£3,210,000	£2,910,000
<b>Basis for determining performance materiality</b>	75% of Materiality	75% of Materiality
<b>Rationale for the percentage applied for performance materiality</b>	The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year.	

# + Independent Auditor's Report continued

## Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £210,000 (2025: £190,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

## Other information

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

We have nothing to report in this regard.

## Corporate governance statement

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

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

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### Going concern and longer-term viability

- The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on pages 64, 68 to 69;
- The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on pages 64, 68 to 69; and
- The Directors' statement on whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities set out on pages 64, 68 to 69.

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### Other Code provisions

- Directors' statement on fair, balanced and understandable set out on page 78;
  - Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 58 to 61;
  - The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 58 to 61, and 77; and
  - The section describing the work of the Audit Committee set out on page 76.
-

# + Independent Auditor's Report continued

## Other Companies Act 2026 reporting

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

### Strategic report and Directors' report

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

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

### Directors' remuneration

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

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

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

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

## Responsibilities of Directors

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

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

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

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

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

### Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with Investment Manager, and those charged with governance; and
- Obtaining an understanding of the Company's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be the Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") and the applicable financial reporting framework. We also considered the Company's qualification as a VCT under UK tax legislation.

# + Independent Auditor's Report continued

Our procedures in respect of the above included:

- Agreement of the financial statement disclosures to underlying supporting documentation;
- Enquiries of Investment Manager and those charged with governance relating to the existence of any non-compliance with laws and regulations;
- Obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing their calculations to check that the Company was meeting its requirements to retain VCT status; and
- Reviewing minutes of meetings of those charged with governance throughout the period for instances of non-compliance with laws and regulations.

## Fraud

We assessed the susceptibility of the financial statements to material misstatement including fraud.

Our risk assessment procedures included:

- Enquiry with the Investment Manager and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;

Based on our risk assessment, we considered the areas most susceptible to fraud to be the valuation of unquoted investments and management override of controls.

Our procedures in respect of the above included:

- In addressing the risk of valuation of unquoted investments, the procedures set out in the key audit matter section in our report were performed;
- In addressing the risk of management override of control, we:
  - Considered the opportunity and incentive to manipulate accounting entries and target tested relevant adjustments made in the period end financial reporting process;
  - Reviewed for significant transactions outside the normal course of business;
  - Considered any indicators of bias in our audit as a whole; and
  - Performed a review of unadjusted audit differences, if any, for indications of bias or deliberate misstatement.

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

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

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

## Other matters which we are required to address

We were appointed by the Board of Directors on 12 December 2019 to audit the financial statements for the period ended 31 March 2020.

Our total uninterrupted period of engagement is 7 years, covering the periods ended 31 March 2020 to 31 March 2026.

Our audit opinion is consistent with the additional report to the Audit Committee.

## Use of our report

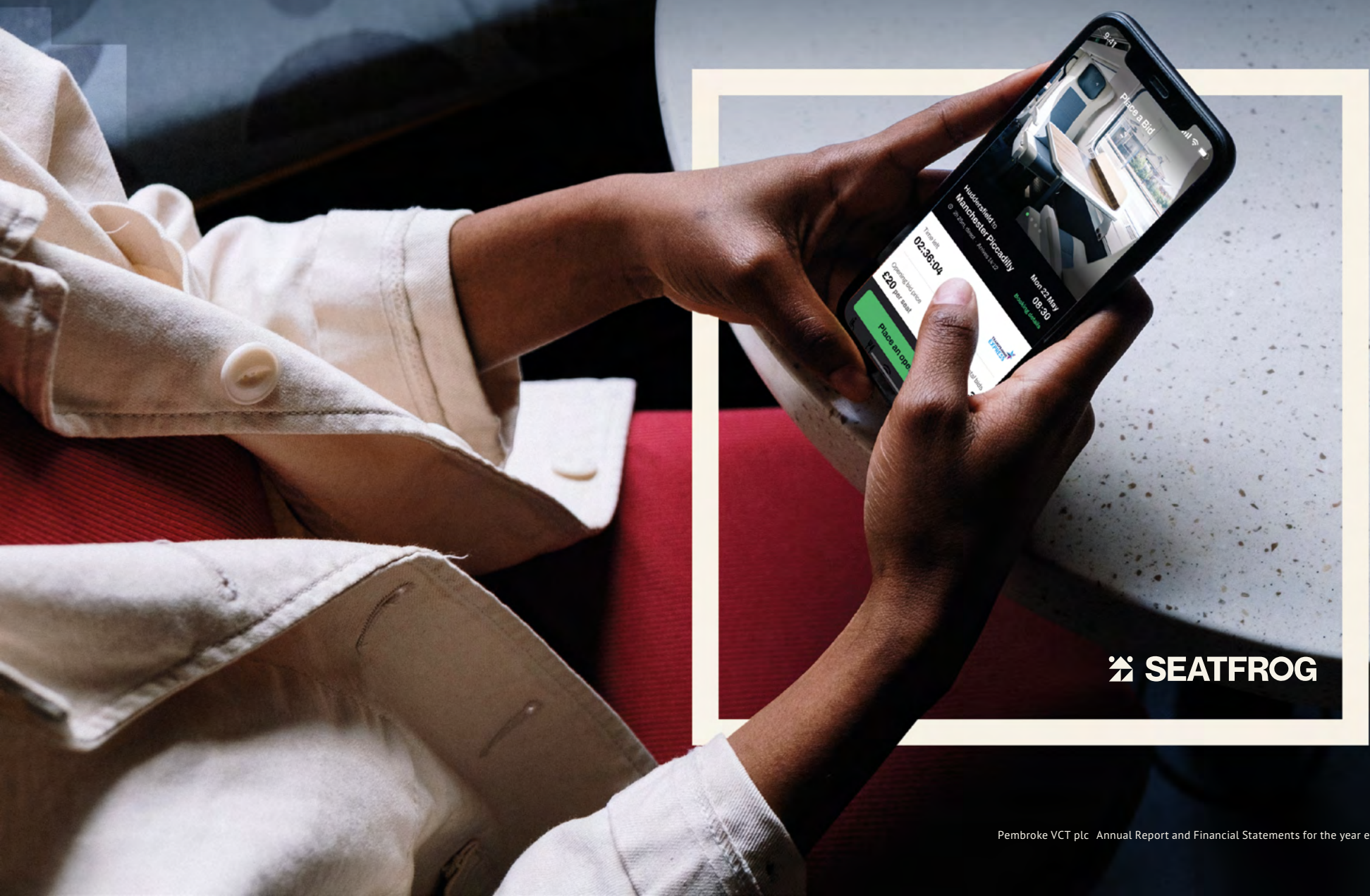
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other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

In due course, as required by the Financial Conduct Authority Disclosure Guidance and Transparency Rule 4.1.15R – 4.1.18R, these financial statements will form part of the Electronic Format Annual Financial Report filed on the National Storage Mechanism of the FCA in accordance with DTR 4.1.15R – DTR 4.1.18R. This auditor's report provides no assurance over whether the Electronic Format Annual Financial Report has been prepared in compliance with DTR 4.1.15R – DTR 4.1.18R.

Daniel Quiligotti (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London, United Kingdom  
26 June 2026

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

# Financial Statements



**SEATFROG**

# + Income Statement

for the year ended 31 March 2026

The total column of this Income Statement represents the profit and loss account of the Company, prepared in accordance with Financial Reporting Standard 102 (“FRS 102”). The supplementary revenue and capital return columns are prepared in accordance with the Statement of Recommended Practice, “Financial Statements of Investment Trust Companies and Venture Capital Trusts” (“SORP”) and updated in 2025 with consequential amendments. A separate Statement of Comprehensive Income has not been prepared as all comprehensive income is included in the Income Statement.

All the items above derive from continuing operations of the Company.

The notes on pages 91 to 102 are an integral part of the Financial Statements.

	Note	Revenue £'000	Capital £'000	Total £'000
<b>For the year ended 31 March 2026</b>				
Net realised/unrealised gains on investments	12	-	13,487	13,487
Income	6	2,671	-	2,671
Investment Manager's fees	7	(1,348)	(4,044)	(5,392)
Other expenses	8	(918)	-	(918)
Gain before tax		405	9,443	9,848
Tax	9	-	-	-
Gain attributable to equity shareholders		405	9,443	9,848
Return per share (pence)	11	0.2	3.5	3.7

	Note	Revenue £'000	Capital £'000	Total £'000
<b>For the year ended 31 March 2025</b>				
Net realised/unrealised gains on investments	12	-	3,354	3,354
Income	6	2,662	-	2,662
Investment Manager's fees	7	(1,168)	(3,503)	(4,671)
Other expenses	8	(902)	-	(902)
Gain (Loss) before tax		592	(149)	443
Tax	9	-	-	-
Gain (Loss) attributable to equity shareholders		592	(149)	443
Return per share (pence)	11	0.3	(0.1)	0.2

# + Balance Sheet

as at 31 March 2026

	Note	31.03.26 £'000	31.03.25 £'000
<b>Fixed assets</b>			
Investments	12	234,801	194,580
<b>Current assets</b>			
Debtors	14	264	289
Current asset investments	15	30,000	30,000
Cash at bank		26,631	36,791
		56,895	67,080
Creditors: amounts falling due within one year	16	(5,017)	(8,585)
Net current assets		51,878	58,495
Creditors: amounts falling due after more than one year	17	(457)	(1,404)
Net assets		286,222	251,671
<b>Capital and reserves</b>			
Called up share capital	18, 19	2,934	2,526
Share premium account	19	18,298	79,705
Capital redemption reserve	19	316	232
Special reserves	19	225,456	139,838
Capital reserves	19	39,542	30,099
Revenue reserves	19	(324)	(729)
Total shareholders' funds		286,222	251,671
Net asset value per B Ordinary share (pence)	20	97.6	99.7

The Financial Statements were approved by the Directors and authorised for issue on 26 June 2026 and signed on their behalf by:

Jonathan Djanogly  
Director

Company registered number: 08307631

The notes on pages 91 to 102 are an integral part of the Financial Statements.

# + Statement of Changes in Equity

for the year ended 31 March 2026

	Non-distributable reserves				Distributable reserves				Total reserves £'000
	Called up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Capital reserve £'000	Restricted Special reserve* £'000	Unrestricted		Revenue reserve £'000	
	Special reserve* £'000	Capital reserve £'000	Revenue reserve £'000						
<b>For the year ended 31 March 2026</b>									
Opening balance as at 1 April 2025	2,526	79,705	232	64,221	95,187	44,651	(34,122)	(729)	251,671
Investment disposal	-	-	-	8,088	-	-	(8,088)	-	-
Total comprehensive income for the period	-	-	-	13,487	-	-	(4,044)	405	9,848
Shares issued (Note 18)	492	49,551	-	-	-	-	-	-	50,043
Share issue expenses	-	(2,678)	-	-	-	-	-	-	(2,678)
Share bought back	(84)	-	84	-	-	(7,886)	-	-	(7,886)
Transfer of distributable reserves (Note 19)	-	-	-	-	(62,409)	62,409	-	-	-
Dividends paid	-	-	-	-	-	(14,776)	-	-	(14,776)
Share premium cancellation	-	(108,280)	-	-	108,280	-	-	-	-
Closing balance as at 31 March 2026	2,934	18,298	316	85,796	141,058	84,398	(46,254)	(324)	286,222
<b>For the year ended 31 March 2025</b>									
Opening balance as at 1 April 2024	2,143	35,441	166	62,760	114,479	42,919	(32,512)	(1,321)	224,075
Investment disposal	-	-	-	(1,893)	-	-	1,893	-	-
Total comprehensive income for the period	-	-	-	3,354	-	-	(3,503)	592	443
Shares issued (Note 18)	449	46,651	-	-	-	-	-	-	47,100
Share issue expenses	-	(2,387)	-	-	-	-	-	-	(2,387)
Share bought back	(66)	-	66	-	-	(6,446)	-	-	(6,446)
Transfer of distributable reserves (Note 19)	-	-	-	-	(19,292)	19,292	-	-	-
Dividends paid	-	-	-	-	-	(11,114)	-	-	(11,114)
Closing balance as at 31 March 2025	2,526	79,705	232	64,221	95,187	44,651	(34,122)	(729)	251,671

The notes on pages 91 to 102 are an integral part of the Financial Statements.

\*Special reserve is available for distribution, subject to the restrictions tabled in Note 19 of the financial statements.

# + Statement of Cash Flow

for the year ended 31 March 2026

	Note	Year ended 31.03.26 (audited) £'000	Year ended 31.03.25 (audited) £'000
<b>Operating activities</b>			
Investment income received		87	2,802
Deposit and similar interest received	6	1,609	670
Investment Manager's fees paid		(5,219)	(4,535)
Directors' fees paid		(171)	(132)
Other cash payments		(803)	(852)
Net cash outflow from operating activities	21	(4,497)	(2,047)
<b>Cash flows from investing activities</b>			
Purchase of equity investments	12	(33,115)	(15,060)
Proceeds from disposal of equity investments	12	8,749	5,288
Long-term loan investments made	12	(1,350)	(1,500)
Long-term loans repaid	12	-	1,550
Net cash outflow from investing activities		(25,716)	(9,722)
Net cash outflow before financing		(30,213)	(11,769)
<b>Cash flows from financing activities</b>			
Share issue proceeds (including funds received in advance)	16, 18	44,518	50,751
Share issue expenses		(3,556)	(2,451)
Share buybacks paid		(7,886)	(6,446)
Equity dividend paid		(13,023)	(9,548)
Net cash generated by financing activities		20,053	32,306
(Decrease)/increase in cash and cash equivalents		(10,160)	20,537
Cash and cash equivalents at the beginning of the period		66,791	46,254
Cash and cash equivalents at the end of the period		56,631	66,791
<b>Cash and cash equivalents are composed of:</b>			
Cash at bank		26,631	36,791
Current asset investments		30,000	30,000
		56,631	66,791

The notes on pages 91 to 102 are an integral part of the Financial Statements.

# Notes to the Financial Statements

## 1. Company information

The Company is a Public Limited Company incorporated in England and Wales. The registered address is 223-231 Old Marylebone Road, London NW1 5QT. The principal activity is investing in unlisted growth companies.

## 2. Basis of preparation

These Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – ‘The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland’ (‘FRS 102’), and in accordance with the Statement of Recommended Practice ‘Financial Statements of Investment Trust Companies and Venture Capital Trusts’ issued by the Association of Investment Companies (updated in December 2025 – ‘SORP’) to the extent that they do not conflict with International Accounting Standards in conformity with the Companies Act 2006. The Financial Statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The Financial Statements are prepared in pounds sterling, which is the functional currency of the company.

## 3. Going concern

In accordance with FRC Guidance for Directors on going concern and liquidity risk, the Directors have assessed the prospects of the Company and are of the opinion that, at the time of approving the Financial Statements, the Company has adequate resources to continue in business for at least 12 months from the date of approval of the Financial Statements. In reaching this conclusion the Directors took into account the nature of the Company’s business and Investment Policy, its risk management policies, the diversification of its portfolio and the cash holdings. They have also reviewed the budgets and forecasts, which have been subject to liquidity stress tests performed by the Investment Manager and consider that the Company has adequate financial resources to enable it to continue in operational existence for the foreseeable future. Therefore, the Company continues to adopt the going concern basis in preparing these Financial Statements.

## 4. Significant judgements and estimates

The preparation of the Financial Statements may require the Board to make judgements and estimates that affect the application of policies and reported amounts of assets.

The carrying value of the unquoted fixed asset investments requires estimates to determine fair values. Estimates are based on historical experience and other assumptions that are considered reasonable under the circumstances. However, because

of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the transaction. All unquoted investments are valued in accordance with the International Private Equity and Venture Capital Valuation (“IPEV”) Guidelines December 2022, this relies on subjective estimates such as appropriate sector earnings multiples, forecast results of investee companies and liquidity or marketability of the investments held. Although the estimates and the assumptions applied are under continuous review to ensure that the fair values are appropriately stated there is a risk that the carrying value of an unquoted investment may require material adjustment either within the next year or in the longer term. More information related to the unquoted investment and their valuations is included in Note 12 and the Investment Manager’s Review.

## 5. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year, is set out below.

### a) Investments

Aside from the money market funds, the Company did not hold any listed investments at any time during the reporting period. Investments in unlisted companies are held at fair value through profit or loss by the Directors. Information about the portfolio is provided internally to the Directors on that basis and the Directors consider the basis to be consistent with the Company’s investment strategy.

Investments held by the Company have been valued in accordance with the International Private Equity and Venture Capital Valuation (“IPEV”) Guidelines December 2022. The portfolio valuations are prepared by the Investment Manager and subsequently reviewed and approved by the Board.

In determining fair value, the Investment Manager uses various valuation methods, including a combination of the price of recent investment and market-based approach. The market-based approach ascribes a value to a business interest or shareholding by comparing it to similar businesses, using the principle of substitution: that is, that a prudent purchaser would pay no more for an asset than it would cost to acquire a substitute asset with the same utility and income earning potential. The price of recent investment will only be used as fair value after careful consideration of all the facts and circumstances concerning the underlying investment.

## + Notes to the Financial Statements continued

### 5. Accounting policies (continued)

When using the cost or price of recent investment in the valuations, the Company looks to 're-calibrate' this price at each valuation point by reviewing progress within the investment, comparing against the initial investment thesis, assessing if there are any significant events or milestones that would indicate the value of the investment has changed and considering whether a market-based methodology (i.e. using multiples from comparable public companies) or a discounted cashflow forecast would be more appropriate.

The main inputs into the calibration exercise, and for the valuation models using multiples, are revenue, EBITDA and P/E multiples (based on the most recent revenue, EBITDA or earnings achieved and equivalent corresponding revenue, EBITDA or earnings multiples of comparable companies), quality of earnings assessments and comparability difference adjustments. Revenue multiples are often used, rather than EBITDA or earnings, due to the nature of the Company's investments, being in growth and early stage companies which are not normally expected to achieve profitability or scale for a number of years. Where an investment has achieved scale and profitability, the Company would normally then expect to switch to using an EBITDA or earnings multiple methodology.

In the calibration exercise and in determining the valuation for the Company's equity instruments, comparable trading multiples are used. In accordance with the Company's policy, appropriate comparable companies based on industry, size, developmental stage, revenue generation and strategy are determined and a trading multiple for each comparable company identified is then calculated. The multiple is calculated by dividing the enterprise value of the comparable group by its revenue, EBITDA or earnings. The trading multiple is then adjusted for considerations such as illiquidity, marketability and other differences, advantages and disadvantages between the portfolio company and the comparable public companies based on company specific facts and circumstances.

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

Those venture capital investments that may be categorised as associated undertakings are carried at fair value as determined by the Directors in accordance with the Company's normal policy. Carrying investments at fair value is specifically permitted under FRS102 Section 14.4.

Loan stock comprises fixed rate loan notes and convertible instruments held within the investment portfolio. These instruments are classified as investments at fair

value through profit or loss and are not measured at amortised cost. The fair value of loan stock is assessed at each reporting date in accordance with the Company's policy, taking into account the underlying performance of the investee company, market conditions, and the relationship between the loan stock and any associated equity holdings. Movements in fair value are recognised in the capital column.

#### b) Income

Income includes interest earned on money market funds and dividends. Dividends receivable on unlisted equity shares are brought into account when the Company's right to receive payment is established and it is probable that payment will be received. Special dividends receivable are treated as a revenue receipt or a capital receipt depending on the facts and circumstances of each particular case. Fixed returns on non-equity shares and debt securities are recognised on an accruals basis using the effective interest method. Such amounts are recognised in the revenue column provided that it is probable that payment will be received in due course.

#### c) Expenses

All expenses, including "Annual Running Costs", are accounted for on an accruals basis. In respect of the analysis between revenue and capital items presented within the income statement, all expenses have been accounted for as revenue items except as follows:

Expenses are split and presented partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated, and accordingly the investment management fee is currently allocated 25% to revenue and 75% to capital, which reflects the Directors' expected long-term view of the nature of the investment returns of the Company.

"Annual Running Costs" are the annual costs and expenses incurred by or on behalf of the Company in the ordinary course of its business, excluding the management fees payable to the Investment Manager and including, but not limited to, the following items:

- (i) auditor's fees;
- (ii) administration, accounting and company secretarial fees;
- (iii) share registrars' fees;
- (iv) London Stock Exchange fees;
- (v) printing and mailing costs in respect of the year-end audited accounts, interim accounts and circulars to shareholders;
- (vi) fees in respect of regulatory announcements made through a Regulatory Information Service;

# + Notes to the Financial Statements continued

## 5. Accounting policies (continued)

- (vii) insurance premiums;
  - (viii) remuneration of the Board (including employers' national insurance contributions);
  - (ix) compliance and advisory fees; and
  - (x) market/organisational subscriptions
- together with any irrecoverable value-added tax on those annual costs and expenses.

### d) Performance fees

Performance fees predominantly relate to the capital performance of the portfolio and are therefore charged 100% to capital. Performance fees are accrued and a liability is recognised when they are likely to be payable and can be reliably measured.

### e) Debtors

Short-term debtors (including short-term loans) are measured at amortised cost, less any impairment.

### f) Creditors

Short and long-term creditors are measured at amortised cost.

### g) Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date. The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue return on the "marginal" basis as recommended in the SORP.

Any tax relief obtained in respect of management fees allocated to capital is reflected in the capital column of the Statement of Comprehensive Income and a corresponding amount is charged against the revenue column. The tax relief is the amount by which corporation tax payable is reduced as a result of these capital expenses.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

No asset or liability has been recognised for deferred tax in relation to capital gains or losses on revaluing investments as the Company is exempt from corporation tax in relation to capital gains or losses as a result of qualifying as a Venture Capital Trust.

The tax expense/(income) is presented either in the Income Statement or Statement of Changes in Equity depending on the transaction that resulted in the tax expense/(income). Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors.

### h) Financial instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

The Company's financial instruments comprise its investment portfolio, cash balances, current asset investments and most debtors and creditors. These financial assets and financial liabilities are carried either at fair value or, in the case of debtors, creditors and cash, using amortised cost.

### i) Cash and cash equivalents

Cash comprises cash and demand deposits. Cash equivalents are current asset investments, which include money market funds. These are short term, highly liquid investments that are readily convertible to known amounts of cash, they are subject to insignificant risks of changes in value, and are held for the purpose of meeting short term cash commitments.

## 6. Income

	2026 £'000	2025 £'000
<b>Interest receivable - revenue</b>		
- from bank deposits	454	710
- from money market funds	1,112	354
- from loan stock and preference shares	1,876	838
Dividends receivable	-	1,259
Provision for interest from loan stock	(771)	(499)
	<b>2,671</b>	<b>2,662</b>

## + Notes to the Financial Statements continued

### 7. Investment Manager's fees

	2026 £'000	2025 £'000
Annual management fee	5,392	4,671
Performance fee	-	-
<b>Total</b>	<b>5,392</b>	<b>4,671</b>

Pembroke Investment Managers LLP has been appointed as the Company's Investment Manager. This appointment shall continue until terminated by the expiry of not less than 12 months' notice in writing given by either party.

The appointment may also be terminated in circumstances of material breach by either party. The annual management fee is 2% of net assets calculated quarterly. The performance fee is based on exit proceeds and only payable on a profitable exit and subject to further conditions.

Details of the appointment can be found in the Strategic Report on pages 57 to 58.

### 8. Other expenses

Other expenses include:	2026 £'000	2025 £'000
<b>Annual Running Costs</b>		
Company secretarial fees and administration fees	85	103
Legal, professional & due diligence fees	168	176
Directors' remuneration	161	126
Auditor's remuneration – audit of Statutory Financial Statements	70	67
Communications, printing and stationery	71	59
VCT advisory and monitoring fees	41	39
Insurance	23	42
Accounting services fees payable to the Investment Manager	69	67
Registrar fees	25	24
London Stock Exchange fees	18	11
Subscriptions	26	23
Employer's NI on Directors' remuneration	10	6
Other costs	43	47
Irrecoverable VAT	108	112
<b>Total costs and expenses (Annual Running Costs)</b>	<b>918</b>	<b>902</b>

The Company has no employees other than the Directors.

Information relating to Directors' remuneration can be found in the audited section of the Directors' Remuneration Report on page 72.

### 9. Tax

a) Analysis of tax charge	2026 £'000	2025 £'000
<b>Current year charge:</b>		
Revenue charge	-	-
Credited to capital return	-	-
Current tax charge (Note 9b)	-	-
<b>Prior year charge:</b>		
Revenue charge	-	-
Credited to capital return	-	-
Total current and prior year tax charge	-	-
<b>b) Factors affecting tax charge for the year</b>	<b>2026 £'000</b>	<b>2025 £'000</b>
Profit/(loss) on ordinary activities before taxation	9,848	443
<b>Effect of:</b>		
Corporation tax at 25% (2025: 25%)	2,462	111
Non-taxable gains/(losses) on investments	(3,372)	(839)
Non-taxable dividends	-	(315)
Current year losses carried forward	910	1,043
Other movements	-	-
Tax charge for year (Note 9a)	-	-

There is no potential liability to deferred tax. No deferred tax asset has been recognised on surplus expenses carried forward as it is not envisaged that any such tax will be recovered in the foreseeable future. The total losses carried forward are £25,094,000 (2025: £21,455,000) and the value of the unrecognised deferred tax in relation to these is £6,274,000 (2025: £5,364,000). This is calculated using a corporation tax rate of 25% (2025:25%) which is the rate at which it is deemed that any losses would be utilised.

# + Notes to the Financial Statements continued

## 10. Dividends paid

Dividends paid or payable in respect of the financial year and recognised as distributions paid to equity holders during the year:	2026 £'000	2025 £'000
Interim dividend on B Ordinary shares for the year ended 31 March 2025 of 2.0 pence per share – payable on 23 April 2024	-	4,239
Interim dividend on B Ordinary shares for the year ended 31 March 2025 of 2.0 pence per share – payable on 10 October 2024	-	4,393
Interim dividend on B Ordinary shares for the year ended 31 March 2025 of 1.0 pence per share – payable on 31 March 2025	-	2,482
Interim dividend on B Ordinary shares for the year ended 31 March 2026 of 2.0 pence per share – payable on 27 May 2025	5,225	-
Interim dividend on B Ordinary shares for the year ended 31 March 2026 of 3.5 pence per share – payable on 20 January 2026	9,551	-
	14,776	11,114

All dividends are paid from the distributable special reserve.

## 11. Return per share

	2026			2025		
	Revenue	Capital	Total	Revenue	Capital	Total
Earnings per share (pence)	0.2	3.5	3.7	0.3	(0.1)	0.2

Basic revenue return per share is based on the net profit after taxation of £405,000 (2025: £592,000) and on 266,404,366 (2025: 224,548,057) shares, being the weighted average number of shares in issue during the year.

Basic capital return per share is based on the net capital gain after taxation of £9,443,000 (2025: loss of £149,000) and on 266,404,366 (2025: 224,548,057) shares, being the weighted average number of shares in issue during for the year.

## 12. Investments

Movements in investments during the year are summarised as follows:

	Shares £'000	Loan stock £'000	Total £'000
<b>Opening valuation:</b>			
Cost at 31 March 2025 (after realised losses)	114,432	10,461	124,893
Unrealised gains at 31 March 2025	64,221	-	64,221
Unrealised losses on loan notes at 31 March 2025	-	-	-
Interest rolled up in fixed income investments	-	5,466	5,466
Valuation at 31 March 2025	178,653	15,927	194,580
<b>Movements in the year:</b>			
Purchases at cost	33,115	1,350	34,465
Disposal proceeds	(8,749)	-	(8,749)
Loans converted to equity	-	-	-
Unrealised gains/(losses)	22,365	(790)	21,575
Realised losses on disposals	(7,943)	(145)	(8,088)
Interest rolled up in fixed income investments	644	461	1,105
Interest received	-	(87)	(87)
Total movements in year	39,432	789	40,221
<b>Closing valuation:</b>			
Cost at 31 March 2026 (after realised losses)	130,856	11,666	142,522
Unrealised gains at 31 March 2026	86,585	-	86,585
Unrealised losses on loan notes at 31 March 2026	-	(790)	(790)
Interest rolled up in fixed income investments	644	5,840	6,484
Valuation at 31 March 2026	218,085	16,716	234,801

## + Notes to the Financial Statements continued

### 12. Investments (continued)

During the year, the following disposals were made:

	Value at 31 March 2025 £'000	Cost £'000	Proceeds £'000	Realised Gain/(Loss) £'000
N is for Nursery	7,297	3,000	8,749	5,749
United Fitness Brands	1,028	5,277	-	(5,277)
Floom	145	4,560	-	(4,560)
PeckWater Brands	9,375	4,000	-	(4,000)
	17,845	16,837	8,749	(8,088)

As at 31 March 2026, the Company had no arrangements in place to dispose of any investments.

During the year, the following changes in valuation of unquoted shares were considered material:

	Carrying value at 31.03.25 £'000	Additions/ (realisations) in the year £'000	Increase/ (decrease) in valuation £'000	Carrying value at 31.03.26 £'000
Coat Trading	10,275	-	5,609	15,884
Lyma Life	33,778	-	4,511	38,289
Popsa	17,253	1,050	4,408	22,711
Serve First	-	5,000	2,557	7,557
Tala	3,510	-	2,261	5,771
Troubadour	5,381	-	1,692	7,073
With Nothing Underneath	1,500	-	1,648	3,148
Cydar	1,360	1,800	1,640	4,800
Secret Food Tour	7,749	-	1,198	8,947
One Plan	6,448	-	(2,010)	4,438

The Company is required to report the category of fair value measurements used in determining the value of its investments, to be disclosed by the source of inputs, using a three-level hierarchy:

#### Quoted market prices in active markets – “Level 1”

Inputs to Level 1 fair values are quoted prices in active markets for identical assets. An active market is one in which quoted prices are readily and regularly available and those prices represent actual and regular occurring market transactions on an arm's length basis. The Company has no investments classified in this category.

#### Valued using models with significant observable market parameters – “Level 2”

Inputs to Level 2 fair values are inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. The Company has no investments classified in this category.

#### Valued using models with significant unobservable market parameters – “Level 3”

Inputs to Level 3 fair values are unobservable inputs for the asset. Unobservable inputs may have been used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset at the measurement date (or market information for the inputs to any valuation models). As such, unobservable inputs reflect the assumptions the Company considers that market participants would use in pricing the asset. The Company's unquoted equities and loan stock are classified within this category. As explained in Note 5, unquoted investments are valued in accordance with the IPEV guidelines. The fair value of all investments is assessed by the Company and, where appropriate, a revaluation against cost is made. The basis of revaluation may be based on a sales or profit multiple, or on market information that supersedes that held at the time of acquiring the investment. Details of the basis of revaluation are included in the Investment Manager's Review on pages 19 to 39.

## + Notes to the Financial Statements continued

### 13. Significant interests

As at the balance sheet date the company held significant investments amounting to 20% or more of the equity capital of an undertaking and voting rights, in the following companies:

Company	Legal name	Holdings*	Equity investment		Investment in loan stock £'000	Total £'000	Financial Information** Year ended	Net Assets £'000	Location
			Ordinary £'000	Preference £'000					
Bella Freud	Bella Freud Ltd	46.4%	3,379	-	900	4,279	31 March 2025	(165)	London, UK
Credentially	Appraise Me Limited	45.9%	-	6,247	-	6,247	30 April 2025	3,425	Berkshire, UK
Coat	Coat Trading Ltd	37.4%	-	5,000	-	5,000	31 March 2025	414	London, UK
Heist	Carousel Ventures Limited	37.1%	749	6,500	1,100	8,349	31 March 2025	12,876	London, UK
Hackney Gelato	Hackney Gelato Limited	35.2%	3,200	-	1,800	5,000	31 August 2024	16	London, UK
Eave	Eartex Ltd	34.4%	2,650	1,250	500	4,400	31 December 2024	(119)	London, UK
Ro&Zo	Ro&Zo Limited	32.1%	2,600	-	-	2,600	30 November 2024	(966)	London, UK
Smartify	Smartify Holdings Ltd	27.9%	1,000	1,300	-	2,300	31 December 2024	2,765	London, UK
Dropless	Dropless Ltd	27.8%	2,375	625	3,350	6,350	31 December 2024	(2,599)	Devon, UK
Troubadour	Troubadour Goods Limited	26.8%	2,540	-	-	2,540	31 December 2024	1,956	London, UK
My Expert Midwife	Natal Angels	25.3%	1,500	1,500	-	3,000	31 December 2024	673	Knarborough, UK
Serve First	Serve First CX Ltd	23.7%	5,000	-	-	5,000	30 April 2025	335	Milton Keynes, UK
Exeros	Exeros Technologies Ltd	22.5%	-	4,000	-	4,000	30 September 2024	1,634	London, UK
Bloobloom	Bloobloom Limited	20.2%	2,500	2,000	-	4,500	31 December 2024	1,381	London, UK
Annie Mals	Annie Mals Limited	20.0%	500	-	-	500	30 November 2024	127	Manchester, UK
Lyma	Lyma Life Limited	19.7%	2,000	-	-	2,000	31 December 2024	9,522	London, UK
PeakAiO	PEAKAIO Limited	18.6%	-	3,713	-	3,713	31 January 2025	122	Liverpool, UK
Popsa	Popsa Holdings Limited	18.2%	5,203	1,047	-	6,250	31 December 2024	9,522	Surrey, UK
Roto VR	Roto VR Ltd	17.8%	2,500	-	-	2,500	31 August 2024	346	Borehamwood, UK

\* The percentage of equity held for these companies is the fully diluted figure.

\*\* The financial information is derived from publicly available Report and accounts, where available. In addition to the reported net assets (above), the following information on turnover and operating profit is publicly available for Popsa and Lyma.

Details of holdings may be found in the Investment Manager's Review and Investment Portfolio on pages 19 to 54.

## + Notes to the Financial Statements continued

<b>14. Debtors</b>	2026 £'000	2025 £'000
<b>Amounts falling due within one year:</b>		
Prepayments and accrued income	172	197
Other debtors	92	92
	264	289
<b>15. Current Asset Investments</b>	2026 £'000	2025 £'000
Money market funds	30,000	30,000
<b>16. Creditors: amounts falling due within one year</b>	2026 £'000	2025 £'000
Funds received in advance of share issuance	4,065	7,837
Trail commissions payable	355	308
Sundry creditors and accruals	597	440
	5,017	8,585
<b>17. Creditors: amounts falling due after more than one year</b>	2026 £'000	2025 £'000
Non-current creditors (trail commission payable)	457	1,404
<b>18. Called up share capital</b>		Total shares '000
Allotted, called-up and fully paid at 1 April 2025:		252,555
Issued during the year		49,179
Shares purchased for cancellation		(8,346)
At 31 March 2026		293,388

As at 31 March 2026, there were 293,388,247 (2025: 252,554,529) shares allotted, called up and fully paid. During the year, the Company issued 49,179,054 shares under an offer for subscription and the Dividend Re-Investment Scheme as detailed below:

	No of shares '000	Nominal value £'000	Consideration received £'000
Allotted, called up and fully paid:			
4 April 2025	11,887	119	12,273
14 April 2025	858	9	881
23 April 2025	795	8	808
27 May 2025 (DRIS)	661	7	644
23 October 2025	4,661	47	4,745
21 November 2025	3,932	39	4,050
16 December 2025	5,882	59	6,075
20 January 2026 (DRIS)	1,161	12	1,109
13 February 2026	6,756	67	6,791
5 March 2026	3,140	31	3,161
31 March 2026	9,446	94	9,506
	49,179	492	50,043

After the year end, the Company issued a further 5,183,160 shares on 2 April 2026 with net proceeds of £5.2 million, 496,870 shares on 10 April 2026 with net proceeds of £0.5 million, 351,176 shares on 30 April 2026 with net proceeds of £0.4 million and 419,645 shares on 29 May 2026 with net proceeds of £0.4 million.

On 11 April 2025, the Company bought back for cancellation 4,862,763 shares at 94.34 pence with a total consideration of £4.6 million. A further 3,482,573 shares were bought back for cancellation on 18 September 2025 at 93.58 pence with a total consideration of £3.2 million.

After the year end, in April 2026, the Company bought back for cancellation 7,233,786 shares at 91.37 pence with a total consideration of £6.6 million.

### 19. Reserves

Called-up share capital represents the nominal value of shares that have been issued. Share premium account includes any premiums received on the issue of share capital less any transaction costs associated with the issuing of shares and any amounts transferred to the special reserve. Included in the share issue expenses charged to the

# + Notes to the Financial Statements continued

## 19. Reserves (continued)

share premium account for the year is trail commissions of £385,000 (2025: £201,000).

The capital redemption reserve accounts for amounts by which the issued share capital is diminished through the repurchase and cancellation of the Company's own shares.

Capital reserves includes all current and prior period realised and unrealised movements in the fair value of investments and all costs which are considered capital in nature.

As at 31 March 2026 there were realised losses of £46,254,000 (2025: £34,122,000) and £85,796,000 of unrealised, non-distributable, gains (2025: £64,220,000).

Revenue reserve includes all current and prior period retained profits and losses. The balance on the account is distributable.

Special reserve includes amounts transferred from the share premium account on 26 March 2014, 22 December 2020, 24 October 2023 and 3 February 2026. Special reserve is a distributable reserve that is subject to certain restrictions under the VCT rules.

The restricted distributable reserves become unrestricted on the following dates:

Date	Amount £'000
1 April 2025	62,409
1 April 2026	32,778
1 April 2027	35,442
1 April 2028	44,263
1 April 2029	28,575

## 20. Net asset value per share

The net asset values per share at the year-end were as follows:

2026		2025	
Net asset values attributable		Net asset values attributable	
Net assets (£'000)	Net assets per share (p)	Net assets (£'000)	Net assets per share (p)
286,222	97.6	251,671	99.7

Net asset value per B Ordinary share is based on net assets at the year end and on 293,388,247 (2025: 252,554,529) B Ordinary shares, being the number of B Ordinary shares in issue at the year end.

## 21. Reconciliation of profit before taxation to net cash outflow from operating activities

	2026 £'000	2025 £'000
Gain before taxation for the year	9,848	443
Net gain on investments	(13,487)	(3,354)
Decrease/(increase) in debtors (excluding share issue proceeds and short-term loans)	25	(176)
(Increase)/decrease in interest rolled up in fixed-income investments	(1,017)	985
Increase in creditors and accruals (excluding share issue expenses, short-term loans, fixed asset investment balances and funds held in respect of unallotted shares)	134	55
Net cash outflow from operating activities	(4,497)	(2,047)

## 22. Financial instruments

The Company's financial instruments comprise:

- Equity and fixed-interest investments that are held in accordance with the Company's investment objectives as set out in the Directors' Report; and
- Cash, liquid resources, short term debtors and creditors that arise directly from the Company's operations.

Investments are made in a combination of equity and loans. Surplus funds are held on bank deposit or in money market funds. It is not the Company's policy to trade in financial instruments or derivatives.

Fixed asset investments are valued at fair value through profit or loss. Unquoted investments are valued by the Directors using rules consistent with International Private Equity and Venture Capital Association ("IPEV") guidelines. The fair value of all other financial assets and liabilities is represented by their carrying value in the balance sheet. Further details of the bases on which financial instruments, including investments, are held may be found at Notes 5 and 12 and in the Investment Manager's Review on pages 19 to 39.

# + Notes to the Financial Statements continued

## 22. Financial instruments (continued)

The Company held the following categories of financial instruments at 31 March 2026:

	2026		2025	
	Cost £'000	Fair value £'000	Cost £'000	Fair value £'000
<b>Assets at fair value through profit or loss:</b>				
Equity investments				
Most recent round	37,768	41,830	32,578	30,345
Multiples	90,624	176,255	81,854	148,308
Loan stock (including interest)	10,876	16,716	10,461	15,927
<b>Assets measured at amortised cost:</b>				
Cash at bank	26,631	26,631	36,791	36,791
Current asset investments	30,000	30,000	30,000	30,000
Other debtors	264	264	289	289
<b>Liabilities measured at amortised cost:</b>				
Creditors	(5,474)	(5,474)	(9,989)	(9,989)
	190,689	286,222	181,984	251,671

Loans to investee companies are treated as fair value through profit or loss and are included in the investment portfolio.

Unquoted investments account for 100% of the investment portfolio by value. The investment portfolio has a 100% concentration of risk towards small UK based, sterling denominated companies and represents 82% (2025: 77%) of net assets at the year-end.

All financial liabilities due within one year and expected to be settled within six months of the period and in accordance with normal credit terms.

The main risks arising from the Company's financial instruments are credit risk, investment valuation risk, interest rate risk, foreign exchange risk on portfolio companies own cash flows, and liquidity risk. All assets and liabilities are denominated in sterling, hence there is no direct currency risk.

### Credit risk

The Company has exposure to credit risk in respect of its loan stock investments, cash at bank, current asset investments and other debtors. This risk is managed through the due diligence process adopted when making loan investments to unquoted companies and through regular monitoring of the investee companies by the Investment Manager. The selection of credit institution at which to hold cash balances and money market funds is made by the Investment Manager and monitored by the Board. The credit risk is managed by ensuring cash is held with an institution or institutions with a Standard & Poors' long term credit rating of BBB or better. The maximum exposure to credit risk at the balance sheet date was £75,045,000 (2025: £83,007,000). The Company has banking relationships with Barclays Bank plc, Metro Bank plc, and Lloyds Bank plc.

### Investment valuation risk

The Board manages the investment valuation risk inherent in the Company's portfolio by maintaining an appropriate spread of risk and by ensuring full and timely access to relevant information from the Investment Manager. The Board reviews the investment performance and financial results, as well as compliance with the Company's investment objectives. The Board seeks to ensure that an appropriate proportion of the Company's portfolio is invested in cash and readily realisable securities which are sufficient to meet any funding commitments which may arise. The Company does not use derivative instruments to hedge against market risk.

The equity and fixed interest stocks of the Company's unquoted investee companies are not traded and, as such, their prices are more uncertain than those of more frequently traded stocks. It is estimated that a 10% change in the underlying valuation inputs used to determine the fair value of the Company's unquoted investments would reduce profit before tax for the year and the Company's net asset value per share by the amounts shown below.

A 10% sensitivity is considered to be an appropriate illustration given historical volatility and market expectations of future performance.

	2026		2025	
	+10%	-10%	+10%	-10%
Equity investments				
Most recent round (£'000)	3,635	(3,380)	2,010	(3,726)
Multiples (£'000)	20,527	(23,177)	16,187	(16,602)
Impact on carrying value (£'000)	24,162	(26,557)	18,197	(20,328)
Impact on NAV per share (pence)	8.24	(9.05)	7.23	(8.08)

## + Notes to the Financial Statements continued

### 22. Financial instruments (continued)

#### Interest rate risk

The Company's financial assets include loan stock, bank deposits, money market funds and preference shares which are interest bearing, at a mix of fixed and variable rates.

As a result, the Company is exposed to interest rate risk due to fluctuations in prevailing levels of market interest rates. The Board seeks to mitigate this risk through regular monitoring of the Company's interest-bearing investments. The Company does not use derivative instruments to hedge against interest rate risk.

As at 31 March 2026, the Company's financial assets by value, excluding short-term debtors and creditors which are not exposed to interest rate risk, comprised:

Financial assets	£'000	%	Interest rate	Weighted average interest rate %	Fixed term years
<b>Venture capital investments</b>					
Ordinary Shares	211,640	72.62	n/a	n/a	n/a
Money Market Funds	30,000	10.29	Floating	4.6	n/a
Bank Deposits	22,480	7.71	Floating	1.5	n/a
Loan Stock Interest	5,171	1.77	Fixed	9.0	n/a
Preference Shares	5,011	1.72	Fixed	12.0	n/a
Bank Deposits	4,112	1.41	Floating	0.8	n/a
Loan Stock	2,726	0.94	Fixed	9.0	2
Loan Stock	2,100	0.72	Fixed	8.0	2
Loan Stock	2,000	0.69	Fixed	8.0	4
Loan Stock	1,900	0.65	Fixed	8.0	1
Loan Stock	1,550	0.53	Fixed	8.0	3
Loan Stock Interest	1,313	0.45	Fixed	n/a	n/a
Loan Stock	600	0.21	Fixed	8.0	5
Loan Stock	500	0.17	Fixed	8.0	0
Loan Stock	290	0.10	Fixed	9.0	0
Bank Deposits	40	0.01	Fixed	0.0	n/a
	291,432	100.00			

It is estimated that, if the floating interest rate fell to 0%, pre-tax profit for the year would fall by 16% (2025: 240%) on an annualised basis.

The risk from future fluctuations in interest rate movements should be mitigated by the Company's intention to complete its investment strategy and to hold a majority of its investments in instruments which are not directly exposed to market interest rate changes.

#### Liquidity risk

The investments in equity and fixed interest stocks of unquoted companies that the Company holds are not traded and thus are not readily realisable. At times, the Company may be unable to realise its investments at their carrying values because of an absence of willing buyers. The Company's ability to sell investments may also be constrained by the requirements set down for VCTs. To counter such liquidity risk, sufficient cash and money market funds are held to meet running costs and other commitments.

## + Notes to the Financial Statements continued

### 23. Management of capital

The Board of Directors considers the Company's net assets to be its capital and the Company does not have any externally imposed capital requirements.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, satisfy the relevant HMRC requirements over VCTs, and provide at least adequate returns for shareholders.

As a VCT, the Company must have, and must continue to have, within three years of raising its capital at least 80% by value of its investments in VCT qualifying holdings which are a relatively high-risk asset class of small UK companies. In satisfying this requirement, the Company's capital management scope is restricted. Subject to this restriction, the Company directs investment policy and may adjust dividends, return capital to shareholders, issue new shares or sell assets to maintain the level of liquidity to remain a going concern.

### 24. Geographical analysis

The operations of the Company are wholly in the United Kingdom.

### 25. Related parties

The Company retains Pembroke Investment Managers LLP ("PIM") as its investment manager.

During the year ended 31 March 2026, £5,392,000 (2025: £4,671,000) was payable to PIM for the investment management services and £69,000 (2025: £67,000) was payable to PIM for the accounting services, of which £419,000 (2025: £245,000) was owed to PIM at the year-end. David Till, a non-executive Director of the Company, is a member of PIM.

The remuneration and shareholdings of the Directors, who are key management personnel of the Company, are disclosed in the Directors' Remuneration Report on page 72.

PIM may charge fees in line with industry practice to companies in which the Company invests. These costs are borne by the investee company, not the Company.

As part of the offer for subscription of B Ordinary Shares of the Company launched on 9 September 2024 and 9 September 2025, during the year, PIM received £1.3 million (2025: £1.1 million) in promoter's fee. In line with respective prospectuses, PIM is responsible for paying the costs of the offer out of this promoter fee, including

distribution and marketing expenses. The £1.3 million above formed part of the £2.7 million offer issue costs referenced elsewhere in these financial statements. The remainder of this amount was paid to regulators, the London Stock Exchange, professionals and financial advisers (for trail commissions and fees, as agreed between them and their respective clients).

### 26. Events after the reporting period

#### *Non-adjusting events*

Since the Company's year end, the following transactions have taken place:

- The Company bought back 7,233,786 B Ordinary Shares at 91.37 pence and a total cost of £6.6 million.
- 5,183,160 shares were allotted under the share offer on 2 April 2026 with net proceeds of £5.2 million.
- 496,870 shares were allotted under the share offer on 10 April 2026 with net proceeds of £0.5 million.
- 351,176 shares were allotted under the share offer on 30 April 2026 with net proceeds of £0.4 million.
- 419,645 shares were allotted under the share offer on 29 May 2026 with net proceeds of £0.4 million.
- The Company made a new investment of £1.5 million in Kaizan Limited.
- The Company made follow-on investments of £1.5 million in Ro&Zo, £0.8 million in Smartr365, £0.3 million in Mindset AI, £0.2 million in My Expert Midwife and £0.1 million in OnePlan.
- The Company disposed of its entire investment in KX Group Holding Limited for consideration of £1.8 million, representing a 2.6x return on cost. The purchaser was a member of, and has significant influence over, the Company's Investment Manager and is therefore considered a related party of the Company under FRS 102. In addition, a Non-Executive Director of the Company is also a director of KX Group Holding Limited but was not involved in the approval of the transaction. The consideration was agreed upon between the parties based on a negotiated market value based on multiples of earnings. The Directors consider that the transaction was carried out on arm's length terms. The amount of consideration from the transaction is outstanding at the date of the approval of these financial statements.

# Notice of Annual General Meeting

**Notice is hereby given that the thirteenth annual general meeting of Pembroke VCT plc will be held at 12.00 noon on Wednesday, 16 September 2026 at 223-231 Old Marylebone Road, London NW1 5QT for the purpose of considering and, if thought fit, passing the following resolutions (of which, resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 12 will be proposed as special resolutions).**

**It is the Board's opinion that all resolutions are in the best interests of shareholders as a whole and the Board recommends that shareholders should vote in favour of all resolutions.**

**Any shareholder who is in doubt as to what action to take should consult an appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in the Company, please forward this document to the purchaser, transferee, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

If you are unable to attend in person, please consider viewing the live stream of the AGM which the Board has arranged. To do so, please send an email to [agm@pembrokevct.com](mailto:agm@pembrokevct.com) stating your wish to view the live stream. You will then be sent access details. The deadline for requesting access to the stream is 9 September 2026.

The Board also encourages those who are unable to attend in person to submit questions on either the Company or the portfolio to the Board via email to [agm@pembrokevct.com](mailto:agm@pembrokevct.com) by 9 September 2026, being one week prior to the date of the AGM. Answers will be published on the Company's website at the time of the AGM.

## Ordinary Resolutions

1. To receive the Directors' and the Independent Auditor's Reports and the Company's Financial Statements for the year ended 31 March 2026.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 March 2026.
3. To re-appoint BDO LLP as auditor of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company.
4. To authorise the Directors to determine the remuneration of the auditor.
5. To re-elect Elizabeth Flockhart as a Director of the Company.
6. To re-elect Neeta Patel as a Director of the Company.
7. To re-elect David Till as a Director of the Company.
8. That, in accordance with article 147 of the Company's articles of association (the "Articles") and in addition to existing authorities, the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot and issue the following B Ordinary shares of 1 pence each in the capital of the Company ("B Ordinary Shares") pursuant to the terms and conditions of the dividend investment scheme adopted by the Company on 3 December 2015 and in connection with any dividend declared or paid in the period commencing on the date of this resolution 9 and ending on the later of the date of the Company's next annual general meeting or the date falling 15 months after the date of the passing of this resolution:
 

B Ordinary Shares up to an aggregate nominal amount representing 10% of the issued B Ordinary Share capital from time to time (approximately 292,605 B Ordinary Shares at the date of this notice).
9. That, in addition to any existing authorities, in accordance with section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot:
  - a. B Ordinary Shares up to an aggregate nominal amount of £600,000 in connection with offer(s) for subscription; and
  - b. B Ordinary Shares up to an aggregate nominal amount representing 20% of the issued B Ordinary Shares from time to time; and

that, in connection with the use of the authority, the Directors may pay commission(s) including in the form of fully or partly paid shares in accordance with article 9 of the Articles and provided that this authority shall, unless renewed, extended, varied or revoked by the Company, expire on the later of the date of the Company's next annual general meeting or the date falling 15 months after the date of the passing of this resolution save that the Company may, before such expiry, make offers or agreements which would or might require B Ordinary Shares to be allotted and the Directors may allot B Ordinary Shares in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired.

# + Notice of Annual General Meeting continued

## Special Resolutions

10. That, in accordance with section 570(1) of the Act, the Directors be and are hereby given power to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities conferred by resolution 8 above as if section 561 of the Act did not apply to any such allotment, and so that:
- a. Reference to the allotment in this resolution shall be construed with section 560 of the Act; and
  - b. The power conferred by this resolution shall enable the Company to make offers or agreements before the expiry of said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities of such offers or agreements notwithstanding the expiry of such power.
11. That, in accordance with section 570(1) of the Act, the Directors be and are hereby given power to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities conferred by resolution 9 above as if section 561 of the Act did not apply to any such allotment, and so that:
- a. Reference to the allotment in this resolution shall be construed with section 560 of the Act, and
  - b. The power conferred by this resolution shall enable the Company to make offers or agreements before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding the expiry of such power.
12. That the Company be and is hereby generally and unconditionally authorised within the meaning of section 701 of the Act to make market purchases of B Ordinary Shares provided that:
- (i) the maximum number of B Ordinary Shares hereby authorised to be purchased is an amount equal to 14.99% of the issued B Ordinary Share capital of the Company from time to time;
  - (ii) the minimum price which may be paid for a B Ordinary Share is 1 pence per share, the nominal amount thereof;
  - (iii) the maximum price which may be paid for a B Ordinary Share is an amount equal to the higher of (a) 105% of the average of the middle market quotation per B Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such B Ordinary Share is to be purchased and (b) the amount stipulated by Article 5(6) of the Market Abuse Regulation.
  - (iv) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the AGM of the Company to be held in 2027 and the date which is 15 months after the date on which this resolution is passed; and
  - (v) the Company may make a contract or contracts to purchase its own B Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of its own B Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

By Order of the Board  
Ben Harber FCG  
Company Secretary  
26 June 2026

# + Notice of Annual General Meeting continued

## Notes

### Entitlement to vote

The right to vote at the Annual General Meeting is determined by reference to the register of members 48 hours before the time of the Annual General Meeting. Accordingly, to be entitled to vote, Shareholders must be entered in the register of members by close of business on 14 September 2026.

### Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. For this purpose, you may use the Form of Proxy which will have been sent to you unless you opted for electronic communications. As an alternative to completing the hard copy Form of Proxy, Shareholders can appoint a proxy electronically on-line, as explained below. If you opted for electronic communications, then you will have been sent an email which includes information on how to appoint a proxy electronically on-line.

You can only appoint a proxy using the procedures set out in these notes.

2. A proxy does not need to be a member of the Company. Details of how to appoint the Chair of the meeting or another person as your proxy using the Form of Proxy are set out in these notes.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please complete a Form of Proxy for each proxy specifying which of your shares the proxy will be acting in respect of.
4. If you do not give your proxy an indication of how to vote on the resolutions, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

### Appointment of proxy using hard copy Form of Proxy

5. These notes explain how to direct your proxy to vote on the resolutions or withhold their vote.

To appoint a proxy using the Form of Proxy, the form must be:

- completed and signed;
- sent or delivered to The City Partnership (UK) Limited, The Mending Rooms, Park Valley House, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH; and
- received by The City Partnership (UK) Limited no later than 12.00 noon on 14 September 2026 in respect of the Annual General Meeting or, if the meeting is adjourned, by no later than 48 hours prior to the adjourned Annual General Meeting.

In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

### Electronic appointment of proxies

6. As an alternative to completing the hard copy Form of Proxy, you can appoint a proxy electronically by accessing the 'Vote Here' button/link on the Company's website: [www.pembrokevct.com/investors](http://www.pembrokevct.com/investors). You will need your City Investor Number (CIN) and your Access Code which may be found either on the Form of Proxy or in the email sent to you.

For an electronic proxy appointment to be valid, your appointment must be received by The City Partnership (UK) Limited no later than 48 hours prior to the time of the meeting, i.e. by 12.00 noon on 14 September 2026.

# + Notice of Annual General Meeting continued

## Notes

### Appointment of proxy by joint members

7. In the case of joint shareholders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

### Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact The City Partnership (UK) Limited, The Mending Rooms, Park Valley House, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The City Partnership (UK) Limited, The Mending Rooms, Park Valley House, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

- By sending an e-mail to [proxies@city.uk.com](mailto:proxies@city.uk.com) with a signed revocation attached to the email such that the revocation would have been valid had it been sent by ordinary mail. This email address should not be used for any other purpose unless expressly stated.
- By amending your proxy vote online by accessing the 'Vote Here' button/link on the Company's website: [www.pembrokevct.com/investors](http://www.pembrokevct.com/investors).

Whichever method is used, the revocation notice must be received by the Company no later than 12.00 noon on 14 September 2026 in respect of the Annual General Meeting or, if the meeting is adjourned, by no later than 48 hours prior to the adjourned Annual General Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

### Communication

10. Except as provided above, members who have general queries about the meeting should contact the Company Secretary by post at The City Partnership (UK) Limited, The Mending Rooms, Park Valley House, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH, or by email at [enquiries@city.uk.com](mailto:enquiries@city.uk.com) (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in the notice of the Annual General Meeting; or
- any related documents (including the Form of Proxy),

to communicate with the Company for any purposes other than those expressly stated.

# Corporate Information

## Directors (all non-executive)

### Independent

Chris Allner  
Jonathan Djanogly (Chair)  
Elizabeth Flockhart  
Neeta Patel  
Mark Stokes  
Louise Wolfson

### Non-independent

David John Till

## All of the registered office and principal place of business

223-231 Old Marylebone Road  
London NW1 5QT  
[www.pembrokevct.com](http://www.pembrokevct.com)

## Investment Manager

Pembroke Investment Managers LLP  
223-231 Old Marylebone Road  
London NW1 5QT

## Registrar

The City Partnership (UK) Limited  
The Mending Rooms  
Park Valley Mills  
Meltham Road  
Huddersfield  
HD4 7BH

## Company Secretary

Ben Harber FCG  
Arch Law Limited  
Huckletree Floor 2  
8 Bishopsgate  
London EC2N 4BQ

## Bankers

Barclays Bank plc  
1 Churchill Place  
London E14 5HP

Lloyds Bank plc  
5th Floor, 33 Old Broad Street  
London EC2N 1HZ

## Solicitors

Howard Kennedy LLP  
1 London Bridge  
London SE1 9BG

## Independent Auditor

BDO LLP  
55 Baker Street  
London W1U 7EU

## VCT Status Adviser

Philip Hare & Associates  
6 Snow Hill  
London EC1A 2AY

## Reporting calendar

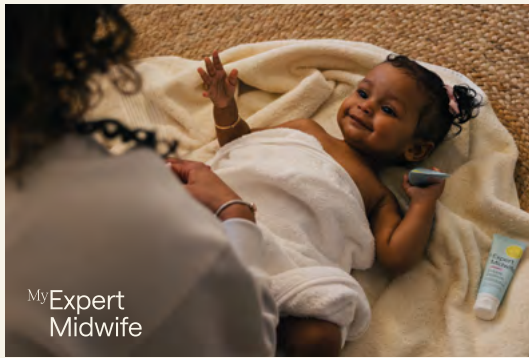
for year ending 31 March 2027

Results announced:

Interim – November 2026

Annual – June 2027

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