



The Investment
Company plc

ANNUAL REPORT & FINANCIAL STATEMENTS

FOR THE YEAR ENDED
30 JUNE 2025





ANNUAL REPORT 2025

CONTENTS

Directors and Advisers	02
Strategic Report	03
Summary of Results	03
Investment Objective	04
Investment Policy	04
Chairman's Statement	05
Investment Manager's Report	06
Portfolio and Assets	08
Principal Risks and Risk Management	12
Section 172(i) Statement	14
Environmental, Social and Governance Report	16
Directors' Report	18
Corporate Governance Statement	26
Audit Committee Report	30
Directors' Remuneration Report	32
Statement of Directors' Responsibilities	36
Independent Auditor's Report to the Members	38
Consolidated Statement of Comprehensive Income	46
Consolidated Statement of Changes in Equity	47
Company Statement of Changes in Equity	48
Consolidated Statement of Financial Position	49
Company Statement of Financial Position	50
Consolidated and Company Cash Flow Statements	51
Notes to the Financial Statements	52
Shareholder Information	70
Notice of Annual General Meeting	71

DIRECTORS AND ADVISERS

Directors

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D.A. Horner
T.M. Metcalfe
M.H.W. Perrin

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Solicitor

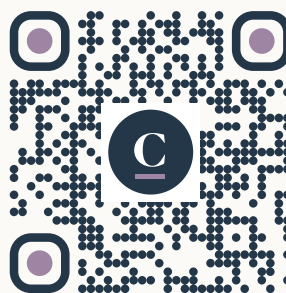
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Identification Codes

ISIN: GB00BV4FKD05
SEDOL: BV4FKD0
Bloomberg: INV LN
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STRATEGIC REPORT

Summary of Results

	At 30 June 2025	At 30 June 2024 (restated) [#]	Change %
Equity Shareholders' funds (£)	7,313,735	7,376,741	(0.85)
Number of ordinary shares in issue ^{*#}	9,186,025	9,186,025	0.00
Net asset value ("NAV") per ordinary share [#]	79.62p	80.30p	(0.85)
Ordinary share price (mid) [#]	63.50p	70.60p	(10.06)
Discount to NAV	20.25%	12.08%	(8.17)
	Year to 30 June 2025	Year to 30 June 2024	
Total (loss)/return per ordinary share ^{**}	(0.78)p	49.50p	
Dividends paid per ordinary share	–	–	

* Excluding shares held in Treasury.

** The total return per ordinary share is based on total income after taxation as detailed in the Consolidated Statement of Comprehensive Income and in Note 6.

[#] On 10 March 2025, the Company announced a share split resulting in Shareholders receiving 5 new ordinary shares in exchange for each existing ordinary share held at the record date of 12 March 2025. The comparatives against which the change during the year has been calculated have therefore been restated to reflect this share split.



Investment Objective

The Investment Company plc's (the "Company") investment objective is to maximise capital growth for Shareholders over the long-term by investing in high-quality, quoted, UK small and mid-cap companies.

Investment Policy

The Company intends to fulfil its investment objective through investing in cash-generative quoted UK small and mid-cap companies that are expected to grow faster than the UK stock market as a whole over the long term and which can finance their own organic growth. The Company will primarily invest in equity securities of companies with shares admitted to listing on the Main Market, the AQSE or to trading on AIM with a market capitalisation of less than £250 million at the time of investment. The Company may also invest in companies with shares admitted to listing on the Main Market, the AQSE or to trading on AIM with a market capitalisation of £250 million or more at the time of investment for liquidity purposes. The Company will identify prospective companies through a formal quantitative and qualitative screening process which focuses on criteria such as the ability to convert a high proportion of profit into cash, sustainable margins, limited working capital intensity and a strong management team. Companies that successfully pass the screening process will form part of the Company's 'investable universe' of prospective companies.

The Company has not set any limits on sector weightings within the portfolio but its exposures to sectors and stocks will be reported to, and monitored by, the Board in order to ensure that adequate diversification is achieved. The Company will maintain a diversified portfolio of a minimum of 60 holdings in UK small and mid-cap companies.

The Company may also invest in cash, cash equivalents, near cash instruments and money market instruments.

The Company will apply the following restrictions on its investments:

- not more than 10% of the Company's gross assets at the time of investment will be invested in the securities of a single issuer;
- no investment will be made in companies that are not listed or traded on the Main Market, the AQSE or AIM at the time of investment, nor in any companies which have not applied for their shares to be admitted to listing or trading on these markets;
- no investment will be made in other listed or unlisted closed-ended investment funds or in any open-ended investment funds; and
- the Company will not invest directly in FTSE 100 companies (preference shares, loan stocks or notes, convertible securities or fixed interest securities or any similar securities convertible into shares), nor will it invest in the securities of other investment trusts or in unquoted companies. The Company may, on some occasions, hold such investments as a result of corporate actions by investee companies. If the Company holds shares in a company which enters the FTSE 100, it may not immediately divest of those shares but will do so when it considers appropriate, subject to market conditions.

The Company may hold assets acquired by the Company prior to the adoption of its investment policy on 26 June 2023 for which there is no market and whose value the Company has written down to zero. The Company shall dispose of such assets as soon as is reasonably practicable.

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

Chairman's Statement

The financial period was dominated by the aftermath of the UK election and the headwinds that created for UK quoted small and mid-cap companies. This was reflected in the overall performance for the year ending 30 June 2025 with the net asset value ("NAV") decreasing by 0.85% to 79.62p per share and the share price decreasing by 10.06% to 63.5p per share. The Company's performance over the year is set out in the Summary of Results table on page 3.

A full explanation of the performance in the year is provided in the comprehensive Investment Manager's Report on pages 6 and 7. Your Board is satisfied with the performance in these challenging market conditions and believes the Investment Manager's focus and approach will deliver significant returns over the longer term.

Investment Management Agreement

Under the Investment Management Agreement with Chelverton Asset Management ("CAM") there is an overall expenses cap of 2% of the Company's NAV. Since CAM took on the role of Investment Manager they have been subsidising the Company's expenses to bring them below the 2% level. The Board is very grateful for the support of CAM, but is conscious that this cannot continue on an indefinite basis. The Board is actively working with CAM to grow the size of the Company as quickly as possible with the goal to ensure that CAM no longer has to subsidise the expenses of the Company and the Investment Managers' Agreement can be on a normal commercial basis.

Outlook

Despite the many headwinds experienced in the UK over the period and the impact this has had on the Company's performance we continue to believe that investing in high quality, quoted, UK small and mid-cap companies will deliver strong capital growth for Shareholders over the longer term. Chelverton has a very credible track record from which to grow the size of the Company and deliver these returns. As market conditions improve the Board and the Investment Manager look forward to taking advantage of the opportunity presented.

I would like to thank all Shareholders for their continued support and loyalty to the Company.

I. R. Dighé

Chairman

12 September 2025

Investment Manager's Report

The twelve months to the end of June 2025 turned out to be an underwhelming year for the UK small cap market and in particular for the Company itself, which underperformed the fairly lacklustre performance of its Numis Smaller Companies plus AIM benchmark, as the sector and the Company experienced a series of headwinds as the year progressed.

As managers we came into the Company's new financial year hopeful that we would be able to continue the strong performance generated in the second half of the previous year. Inflation in the UK was falling, and a modicum of growth had returned to the economy by the summer of 2024. We had a new government with a substantial majority, heralding in a period of much needed political stability and whilst left-wing it had articulated a business friendly, pro-growth agenda in the run up to the election.

However, the initial headwind came immediately after the election, with the new government talking the economy down and referencing the existence of a £22 billion hole in public finances, which would need to be covered by new tax rises, killing off any new found business and consumer confidence. The second issue, which was related to the need to raise finances, was the lack of clarity on the Government's plans for Inheritance Tax ("IHT") business relief on AIM investments. Having iterated its intention to retain tax incentives on Enterprise Investment Scheme ("EIS") and AIM Venture Capital Trust ("VCT") investments, the lack of comment regarding AIM IHT relief led investors to believe that it might be cancelled with the worry that IHT investors would sell down their AIM holdings into an unreceptive market. These concerns led to a period of severe underperformance by AIM stocks following the election into the October budget announcement. With around 55% of the Company's portfolio held in AIM stocks this was very detrimental to the Company's first half relative performance. The Budget itself halved (rather than abolished) AIM IHT business relief, leading to a rally, although this was not enough to recover the AIM market's underperformance.

The Budget itself further dampened business confidence with the main tax raising measure being the higher National Insurance rate on employees' salaries that businesses will have to bear from April 2025, which combined with the higher minimum wage, has caused many businesses, particularly the SMEs, to scale back their investment and employment plans.

Finally at the global level, whilst there's been some positive news with Germany's planned fiscal relaxation, the main event as we moved into the second half of the Company's financial year has been the new US administration's tariff agenda and its constant policy changes. This has undermined business confidence globally, particularly in the USA, with businesses pausing investment decisions until a clearer picture of the eventual tariff landscape emerges, whilst also cutting back on discretionary spending, such as marketing, in the slowing macro environment.

The Company's underperformance against its benchmark was partly down to its overweight position in AIM stocks but more down to its sector exposure. Banks performed well in the ongoing high interest rate environment and real estate companies and contractors rallied on the back of corporate activity. None of these are sectors where the Company invests because of their low margins, capital intensity, gearing (banks and real estate) and contract risk (contractors). Compounding this, several core sectors where the Company does invest underperformed. Technology, its largest sector exposure, whilst underpinned by sticky recurring revenues from existing customers, found new business wins harder to consummate as customers deferred spending decisions in the uncertain economic environment, slowing growth rates and causing their shares de-rating. **Celebrus Technology** performed extremely poorly, experiencing an extended sales cycle from new customers alongside a change of accounting to a more conservative SaaS model, which has seen sales and profit recognition extended to the detriment of its short-term profitability, albeit its cashflow is unaffected. Technology stocks relying on transactional revenues

also saw a slowdown in growth rates. Examples here include **GB Group**, the online ID verification business, **dotDigital**, the provider of marketing software, and **Accesso Technologies**, the online ticketing provider, where its theme park customers experienced lower traffic alongside losing part of its business with a major customer, which was taken in-house post acquisition. Finally, **Gamma Communications** reported slower trading with its UK SME customer base, as a result of lower domestic economic activity, but maintained profits on the back of progress in its German business and cost cutting. The media sector was also weak as companies cut their discretionary spend, impacting information providers like **GlobalData**, **YouGov** and **Pulsar**, consultants, such as **Next 15**, and advertising dependent businesses, namely **Future**, **LBG Group**, **System1**, **Dianomi** and **Ebiquity**.

Global industrials **Vesuvius** and **Bodycote** saw their share price fall as the tariff regime impacted trading. Both companies have facilities in the USA and could ultimately be beneficiaries as more activity is re-shored, but in the short term they are exposed to the general reduction in industrial activity and capital investment. Other industrials however fared better, with **SDI**, lab equipment and scientific sensors, enjoying a strong order book, with only a small part of its sales coming from Federal research budgets (that have been cut under the Trump administration). As managers we identified **Renold** as being a deeply undervalued business, which was improving markedly under new management. Shortly after making an investment, it was the subject of an agreed offer at an 86% premium to the Company's in price.

Other material underperformers that didn't align with any sector theme were **RWS**, which returned to sales growth, but had problems delivering two large translation contracts that required more automation. **Eagle Eye** lost a material US contract at renewal, which in the short-term pushed the company into a loss position. The customer was the only customer won through a partner, which has since acquired its own

retail loyalty software business. Finally **Conduit Re**, the re-insurer, fell when it reported much higher losses than anticipated from the Californian wildfires.

On the positive side **On the Beach** performed strongly, benefitting from the ongoing pick-up in holiday travel and its improved trading relationship with Ryanair, which has boosted its profitability. **SigmaRoc**, the European limestone business, performed well as it successfully integrated a transformational acquisition and is increasingly being seen as a potential beneficiary of German fiscal stimulus, with assets across Germany and Eastern Europe. **Everplay**, the video games publisher, rallied as trading continued to recover under its new management team.

Aside from these individual contributors the main theme was bids, with another six companies agreeing to takeover offers in the period, being **Alliance Pharma**, **Aquis Exchange**, **Eckoh**, **Learning Technologies**, **Renold** and **Windward**. **Alpha Group International**, which had announced it was in bid talks, resulted in an agreed offer after the Company's year end; the same applied for **Epwin**. Whilst the Company underperformed in its last financial year, as Managers we take some comfort from the level of bid activity in its holdings, with Private Equity and overseas trade buyers recognising the attractions of the portfolio generated by our investment approach.

Looking forwards, clarity on trading relationships will hopefully kick-start the currently subdued levels of economic activity, whilst lower UK interest rates will enhance the relative attractions of equities, providing a much more favourable back-drop for the Company's performance.

Chelverton Asset Management

12 September 2025

Portfolio and Assets

At 30 June 2025

Security	Holding	Fair Value £	% of net assets
Everplay Group	46,250	145,688	2.0
Restore	55,000	144,650	2.0
JTC	16,250	138,125	1.9
Hostelworld	100,000	135,000	1.8
Ashtead Technology	30,000	132,600	1.8
Alpha Group International	4,125	131,380	1.8
Gamma Communications	11,474	130,574	1.8
Eurocell	73,875	117,830	1.6
Spectra Systems	52,500	117,600	1.6
Microlise Group	112,500	115,875	1.6
Brooks Macdonald	6,750	115,088	1.6
Renold	142,500	114,285	1.6
dotdigital	150,000	112,799	1.5
Luceco	75,000	112,200	1.5
Zotefoams	34,250	109,943	1.5
Advanced Medical Solutions Group	50,000	108,251	1.5
Epwin Group	100,000	106,000	1.4
Man Group	62,500	105,626	1.4
Auction Technology Group	22,500	102,490	1.4
Bodycote	17,500	102,289	1.4
Global Data	69,286	102,197	1.4
The Pebble Group	200,000	102,000	1.4
Coats Group	125,000	99,376	1.4
On the Beach Group	32,500	95,875	1.3
Discoverie Group	14,500	94,540	1.3

Portfolio and Assets continued

At 30 June 2025

Security	Holding	Fair Value £	% of net assets
Ebiquity	400,000	92,000	1.3
Big Technologies	97,500	91,455	1.3
Boku	42,500	89,250	1.2
GB Group	37,500	88,500	1.2
SDI Group	100,000	86,000	1.2
Sigmaroc	80,000	85,920	1.2
Trufin	95,000	82,650	1.1
Duke Capital Limited	275,280	82,584	1.1
Avingtrans	20,000	82,000	1.1
Clarkson	2,500	81,624	1.1
Alfa Financial Software Holdings	36,000	80,641	1.1
Celebrus Technologies	57,500	80,500	1.1
Tristel	20,000	80,000	1.1
Premier Foods	40,000	79,680	1.1
Gooch & Housego	12,500	79,250	1.1
YouGov	20,000	74,901	1.0
Personal Group	25,000	74,000	1.0
Wickes	32,500	72,961	1.0
Diaceutics	62,500	71,875	1.0
Future	9,790	71,222	1.0
LBG Media	66,000	67,980	0.9
Mercia Asset Management	218,265	67,662	0.9
Aptitude Software Group	20,000	66,800	0.9
Tracsis	15,000	66,000	0.9
Accesso Technology Group	12,500	65,250	0.9

Portfolio and Assets continued

At 30 June 2025

Security	Holding	Fair Value £	% of net assets
DFS Furniture	38,000	63,650	0.9
LSL Property Services	20,000	62,800	0.9
Warpaint London	14,285	61,425	0.8
Volution Group	10,000	59,099	0.8
1Spatial	125,000	58,750	0.8
AJ Bell	10,750	54,932	0.8
Norcros	20,000	54,800	0.7
Focusrite	32,500	53,625	0.7
System1 Group	12,500	51,250	0.7
Severfield	132,750	49,914	0.7
Concurrent Technologies	25,000	48,250	0.7
FDM Group (Holdings)	22,500	47,925	0.7
Oxford Metrics	95,614	47,807	0.7
Adriatic Metals	17,500	47,251	0.6
Inchcape	6,250	45,375	0.6
Optima Health	22,023	45,367	0.6
Pulsar	118,263	44,940	0.6
Macfarlane Group	37,500	44,250	0.6
Next 15 Group	17,500	42,089	0.6
Somero Enterprise Inc.	17,500	42,000	0.6
Bloomsbury Publishing	8,000	40,800	0.6
Vesuvius	10,000	39,220	0.5
PCI-PAL	75,893	37,947	0.5
RWS Holdings	40,000	35,440	0.5

Portfolio and Assets continued

At 30 June 2025

Security	Holding	Fair Value £	% of net assets
Pinewood Technologies	7,900	35,194	0.5
Seeing Machines	1,250,000	34,750	0.5
Eagle Eye Solutions	15,000	30,000	0.4
Victorian Plumbing	37,500	29,325	0.4
Getbusy	50,000	24,500	0.3
Acuity RM	2,500,000	23,750	0.3
Brave Bison	750,000	22,500	0.3
Water Intelligence	5,996	20,386	0.3
Nexseq	31,001	20,151	0.3
Smarttech247 Group	250,000	20,000	0.3
Invinity Energy Systems	71,739	16,500	0.2
Dianomi	62,500	15,625	0.2
Narf Industries	2,500,000	12,500	0.2
Arecor Therapeutics	28,904	12,140	0.2
Quanex Building Supplies	750	10,345	0.1
Acuity RM warrants	1,357,143	–	0.0
PJSC Lukoil ADR (Rep 1 Ord RUB0.025)	9,500	–	0.0
Total equity investments		6,359,558	87.0
Cash		584,176	8.0
Other assets net of other liabilities		370,001	5.0
Total cash and other net current assets		954,177	13.0
Net assets		7,313,735	100.0

Principal Risks and Risk Management

Principal Risks and Uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. A robust assessment of the principal risks to the Company and, together with its subsidiary, the "Group" has been carried out, including those that would threaten its business model, future performance, solvency and liquidity.

The current economic environment, the introduction of tariffs by the US and the conflicts in Ukraine and the Middle East, continue to have an effect on both global and domestic economies. These events are all being closely monitored by the Board as is their potential impact on the Company.

The Group's principal risks are set out below. An explanation of how these have been mitigated or managed is also provided, where appropriate. The key business risks affecting the Group are:

	RISK	MITIGATION
BUSINESS RISK	The profitability, market positioning and outlook for companies in which the Company is invested may decline or fail to make expected progress. This may be because of internal factors at the investee company or external factors such as competitive pressures, economic downturns or political events.	The Company looks to invest in businesses that can demonstrate resilient characteristics and a shared philosophy around long term creation of value.
CONCENTRATION RISK	The Company has too much exposure to one stock or sector.	Investments in any one company shall not exceed 10% of the Company's gross assets at the time of acquisition. The Company's largest holding at year end was less than 2% of gross assets.
MONETARY RISK	The widespread implications of monetary policies, which include inflationary pressures, pose a risk to the real value of the Company's assets.	The Company looks to own a portfolio of assets that possess an enduring real value whether from the value of the underlying assets in an investment, or in the investee's ability to create an enduring profit stream.
OPERATIONAL RISK	The Company is reliant on service providers including, Chelverton Asset Management ("CAM"), ISCA Administration Services Limited as Administrator and Company Secretary, and Fiske plc as Custodian. Failure of the internal control systems of these parties could result in losses to the Company.	The Board formally reviews the Company's service providers on an annual basis.

There are other risks that are becoming more prominent but are not yet considered key risks.

Principal Risks and Risk Management continued

Global conflict

The conflicts in Ukraine and the Middle East continue to have a significant impact, inter alia, on inflation, supply chains and globalisation. Investee companies will vary as to the impact on them and their ability to adapt.

Inflationary pressure

Inflation has reduced in the last 12 months and the Bank of England has reduced interest rates on several occasions.

In addition, there are other risks that may materially impact the Company, however, the likelihood thereof is considered small.

Foreign currency risk

Under the previous investment policy the Company was invested in stocks in overseas markets dominated in foreign currencies thus increasing the foreign currency risk. However, with the change in investment policy in June 2023, the portfolio is now focused on UK stocks with only one US denominated stock so the risk is now immaterial.

Regulatory risk

The Company operates in an evolving regulatory environment and faces a number of regulatory risks. A breach of sections 1158/1159 of the Corporation Tax Act 2010 would result in the Company being subject to capital gains tax on portfolio investments. Breaches of other regulations, including the Companies Act 2006, the United Kingdom Listing Authority ("UKLA") Listing Rules, the UKLA Disclosure Guidance and Transparency Rules, or the Alternative Investment Fund Managers' Directive, could lead to a detrimental outcome. Breaches of controls by service providers to the Company could also lead to reputational damage or loss. The Board monitors compliance with regulations, with reports from the Administrator.

Discount volatility

The Company's shares may trade at a price which represents a discount to its underlying NAV.

Market price risk

The Board monitors the prices of financial instruments held by the Company on a regular basis. In addition, it is the Board's policy to hold an appropriate spread of investments in the portfolio in order to reduce risks arising from investment decisions and investment valuations. The Board actively monitors market prices throughout the year and meets regularly in order to review investment strategy. All of the equity investments held by the Company are listed on a recognised Stock Exchange.

Liquidity risk

The Company's assets mainly comprise readily realisable quoted securities that can be sold to meet funding commitments if necessary.

Credit risk

The failure of a counterparty to a transaction to discharge its obligations under that transaction that could result in the Company suffering a loss. Normal delivery versus payment practice and a review of counterparties and custodians by the Board mean that this is not a significant risk.

Interest rate risk

This is not considered to be a direct risk to the Company other than through its effect on investee companies.

Section 172(i) Statement

Section 172(i) of the Companies Act 2006, requires Directors to take into consideration the interests of stakeholders in their decision making. The Directors continue to have regard to the interests of, and the impact of the firm's activities on, the various stakeholders in the firm and to consider what is most likely to promote the success of the Company for its members in the long term.

The Board considers the following:

- the likely consequences of any decisions in the long-term;
- the need to foster the Company's business relationships with service suppliers;
- the impact of the Company's operations on the community and environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct, and
- the need to act fairly as between Shareholders of the Company.

Whilst the importance of giving due consideration to our stakeholders is not new, S172 requires that the Board elaborates how it discharges its duties in this respect. We have categorised our key stakeholders into two groups. Where appropriate, each group is considered to include both current and potential stakeholders:

- Shareholders.
- Investment Manager, Administrator and other service providers.

Shareholders

Our Shareholders are of course the owners of the Company and we need to act fairly as between members of the Company.

In 2023 the Company proposed a number of changes to Shareholders including a revised Investment Policy, appointment of Chelverton Asset Management as Investment Manager and a tender and issue of Shares. These were approved by Shareholders at a General Meeting on 23 June 2023.

During the year to 30 June 2025 the Board looked to increase the size of the Company through the issue of new shares to investors. Proposals were put to Shareholders at the Annual General Meeting held on 31 October 2024 to authorise the issue of new shares and Resolution 9 is being proposed to renew this authority.

To further progress the expansion of the Company the Board undertook a review of its Corporate Broker with the objective of identifying a broker who was best positioned in promoting the Company to new investors. Following this review Shore Capital were appointed as the Company's Corporate Broker, and the Board continue to work with them to increase the size of the Company.

Following the end of the contracted period to provide registrar services to the Company the Board undertook a review of possible providers of registrar services. Neville Registrars had previously supported the company as receiving agent for the tender offer in 2023 and it was agreed they could better provide registrar services to the Company going forward and they were appointed in January 2025.

The changes of Broker and Registrar were made having considered which service provider could provide the best support to the Company and would be in the Shareholders best interests.

Section 172(i) Statement continued

The Board noted the NAV and share price of the Ordinary Shares and believed that the shares would be more attractive to investors if they were sub divided. Following Shareholders' approval the Ordinary Shares were split, with Shareholders receiving five shares for every one share previously held. The change was effective from 13 March 2025 when the new shares commenced trading.

Under the investment management agreement CAM have agreed to support the Company in ensuring ongoing costs are no more than 2% of net asset value. The Directors are in regular contact with the Manager regarding these arrangements.

We have a regular dialogue with our key Shareholders – but all are welcome to be in communication. All Shareholders are encouraged to attend our Annual General Meeting.

Investment Manager

Chelverton Asset Management was appointed as Investment Manager on 26 July 2023. Details of the Investment Management Agreement are given in Note 3 on page 58.

Administrator and other service providers

The Board seeks to maintain constructive liaison with its service providers so as to optimise the way in which the Company's needs are met.

ISCA Administration Services acted as Company Secretary and Administrator during the year and worked with the Directors to ensure the Company continued to operate efficiently.

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

On behalf of the Board

I. R. Dighé

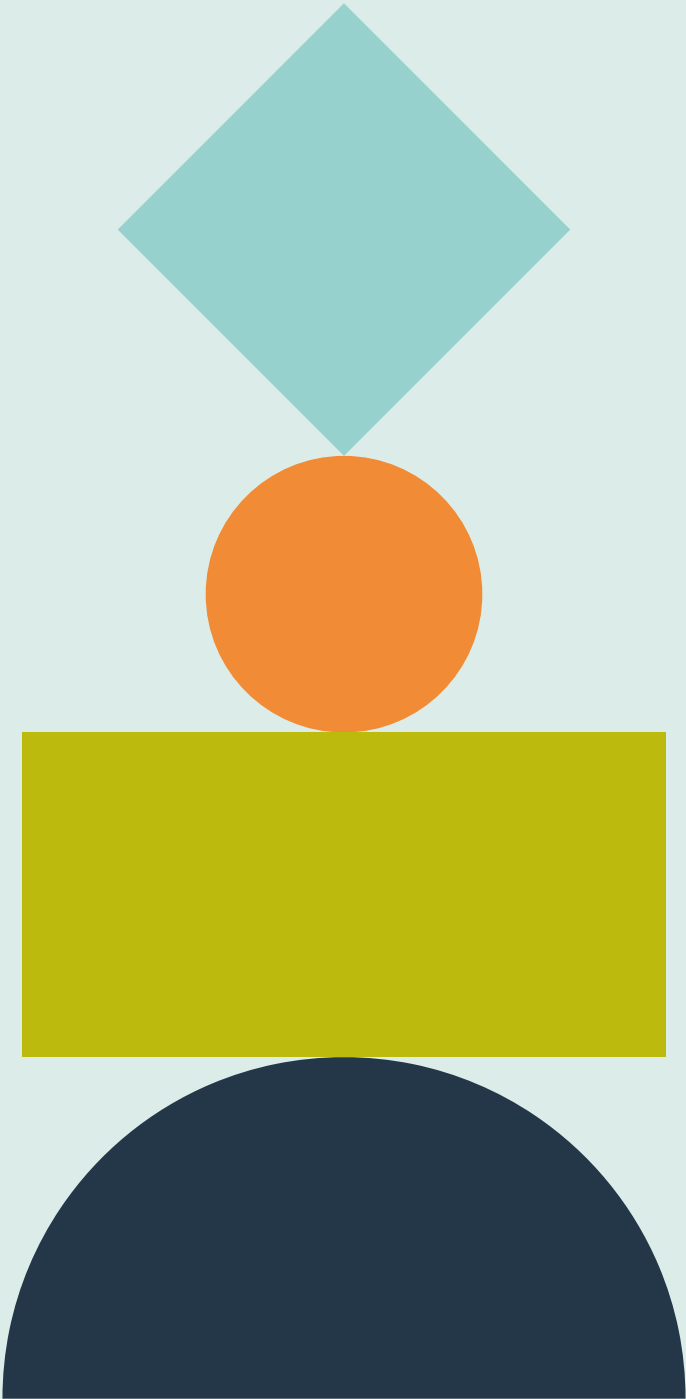
Chairman

12 September 2025

Environmental, Social and Governance ("ESG") Report

As signatories to the United Nations-supported Principles of Responsible Investing ("PRI") and UK Stewardship Code, the Investment Manager integrates material ESG issues into their investment process and stewardship. Whilst we do not pursue a sustainability objective as part of the investment mandate the Investment Manager considers company ESG management an investment quality indicator, relevant to the maintenance of competitive advantage. We review ESG issues as part of our qualitative review of any prospective holding. On initial investment decisions, we rely on the support of our outsourced ESG partners, Canbury Insights, where we have any material ESG concerns, or if the company sits within a sector that is subject to high ESG risk with reference to recognised material ESG risk maps. We engage our outsourced ESG partners throughout the life of the holding, both as part of conviction building where we have concerns, and ahead of company meetings where there might be

noted concerns. We supplement our understanding of ESG risks with information provided by 3rd party ESG data providers, which we use for contextual purposes only. From an engagement perspective, our aim is to support the development of more sustainable business practice in the face of rising systemic risks, such as climate change and resource depletion. Our aim is to protect and enhance investment returns for our clients over the long term in the face of these evolving ESG risks. We seek to work collaboratively with committed holdings to support the adoption of relevant ESG management targets and improved ESG reporting. We monitor company progress in relation to a range of relevant issues, including the diversity of the leadership team, the adoption of a credible carbon emissions reduction strategy, adherence to an environmental policy that includes biodiversity considerations where this is most appropriate, and the responsible adoption and use of new technologies.



DIRECTORS' REPORT

The Directors present their report and audited financial statements for the year ended 30 June 2025.

The Company

The Company is an investment company within the meaning of Section 833 of the Companies Act 2006 and has been granted approval from HM Revenue & Customs ("HMRC") as an investment trust under sections 1158 and 1159 of the Corporation Tax Act 2010 and will continue to be treated as an investment trust company, subject to continuing to meet the conditions for approval. The Company has an ESCC listing on the London Stock Exchange. The Company's principal activity is portfolio investment.

The Directors are of the opinion that the Company has conducted its affairs for the year ended 30 June 2025 so as to be able to continue to qualify as an investment trust.

The Company's status as an investment trust allows it to obtain an exemption from paying taxes on the profits made from the sale of its investments and all other net capital gains.

As an investment company, managed and marketed in the UK, the Company is an Alternative Investment

Fund ("AIF") under the provisions of the Alternative Investment Fund Manager's Directive ("AIFMD"). The Company was registered by the FCA as a Small Registered UK Alternative Investment Fund Manager ("AIFM") with effect from 29 March 2018.

The Company owns Abport Limited, an investment dealing company, and previously owned New Centurion Trust Limited ("NCT"), which was placed into members' voluntary liquidation on 29 May 2024 (the "Subsidiaries"). On 16 June 2025, NCT made an in-specie distribution to the Company and the preference shares in the Company held by NCT were cancelled. The Company and its remaining wholly owned Subsidiary together comprise a group (the "Group").

Investment Policy

The Company's Investment Policy is set out on page 4.

Performance

Details of the Company's performance during the financial year are provided in the Chairman's Statement on page 5 and the Investment Manager's Report on pages 6 and 7.

Key Performance Indicators ("KPIs")

The Board reviews performance by reference to a number of KPIs and considers that the most relevant KPIs are those that communicate the financial performance and strength of the Group as a whole. The Board monitors the following KPIs:

NAV performance: The NAV per ordinary share at 30 June 2025 was 79.62p per share (2024: 80.30p)[#]. The total return of the NAV was (0.85)% (2024: 17.76%).

Discount of share price in relation to NAV: Over the year to 30 June 2025, the Company's share price moved from trading at a discount of 12.08% to a discount of 20.25%.

Ongoing Charges Ratio: The Ongoing Charges Ratio for the year to 30 June 2025 amounted to 2.00% (2024: 2.00%).

[#] On 10 March 2025, the Company announced a share split resulting in Shareholders receiving 5 new ordinary shares in exchange for each existing ordinary share held at the record date of 12 March 2025. The comparatives against which the change during the year has been calculated have therefore been restated to reflect this share split.

Going Concern

In accordance with the Financial Reporting Council's guidance on going concern, the Directors have undertaken a review of the Company's ability to continue as a going concern.

The Directors believe that the Company is well placed to manage its business risks and that the assets of the Company consist mainly of securities which are readily realisable. The Directors are of the opinion that the Company has adequate resources to continue in operational existence for the foreseeable future and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements. In arriving at this conclusion, the Directors have considered the liquidity of the portfolio and reviewed cash flow forecasts showing the ability of the Company to meet obligations as they fall due for a period of at least 12 months from the date that these financial statements were approved.

In addition, the Directors have regard to ongoing investor interest in the sustainability of the Company's business model and in the continuation of the Company, specifically being interested in feedback from meetings and conversations with Shareholders.

In addition to considering the principal risks on pages 12 and 13 and the financial position of the Company as described above, the Board has also considered the following further factors:

- the Investment Manager continues to adopt a long-term view when making investments;
- regulation will not increase to a level that makes the running of the Company uneconomical; and
- the performance of the Company will be satisfactory and should performance be less than the Board deem acceptable it has the powers to take appropriate action.

Viability Statement

Over the Company's life it has experienced a number of significant social and economic events impacting world history. The level of inflation, interest rates and the conflicts in Ukraine and the Middle East are the latest events impacting not just this Company but all commercial entities. The change in the investment objective and policy and the decision as supported by Shareholders during the previous year demonstrates the viability of the Company as a vehicle for delivering investment performance to Shareholders. The Board's analysis is based on the performance and progress of the Company and its investment portfolio, an assessment of current and future risks, the appropriateness of the investment strategy and review of the financial position of the Company, and operating expenses over the next two years. In addition, consultation with key Shareholders as to their perspectives is a key consideration.

The Directors also consider viability in the context of the Company being a going concern and it being appropriate that the accounts are prepared on such a basis. This is elaborated in Note 1 to the financial statements.

Future Prospects

The future of the Company is dependent upon the success of the investment strategy. The outlook for the Company is discussed in the Chairman's Statement on page 5.

Board Diversity

When recruiting a new Director, the Board's policy is to appoint individuals on merit matched against the skill requirements identified by the Board.

The Board believes diversity is important in bringing an appropriate range of skills, knowledge and experience to the Board and gives this consideration when

recruiting new Directors. The Board is required to disclose their compliance in relation to the targets on board diversity, set out under UK Listing Rule 6.6.6R(10) as set out in Listing Rule 6 Annex 1R, which are as follows:

1. at least 40% of the individuals on the Board of Directors are women;
2. at least one of the senior positions on the Board of Directors is held by a woman; and
3. at least one individual on the Board of Directors is from a minority ethnic background.

The table below sets out the composition of the Board at the year-end based on the prescribed criteria.

Gender Identity	Number of Board members	Percentage of the Board	Number of senior positions on the Board*
Men	4	100%	2
Women	–	0%	–

* Chairman and Senior Independent Director.

Ethnic Background	Number of Board members	Percentage of the Board	Number of senior positions on the Board
White British or other White (including minority –white groups)	4	100%	2
Mixed/Multiple Ethnic Groups	–	–	–
Asian/Asian British	–	–	–
Black/African	–	–	–
Other ethnic group including Arab	–	–	–
Not specified/ prefer not to say	–	–	–

The Board notes that it does not currently meet the targets for women or ethnic diversity in the Board's current composition. The Board do not currently consider that changing the Board composition to meet targets would be in the best interests of Shareholders. When making appointments in the future the Board will continue to operate an open-minded approach to recruitment without restrictions against any perceived group or individual. The Board will take into consideration the diversity targets set by UK Listing Rule 6 when making future appointments, however due to the size of the Board meeting a target of 40% of Directors being women with one being a senior Board position, and one individual being from a minority ethnic background may not be reached in the immediate future.

The Company does not have any employees other than Directors and, as a result, the Board does not consider it necessary to establish means for employee engagement with the Board as required by the latest version of the UK Corporate Governance Code.

Environmental, Human Rights, Employee, Social and Community Issues

The Board consists entirely of Non-Executive Directors and during the year the Company had no employees. The Company has no direct impact on the community or the environment, and as such has no environmental, human rights, social or community policies. In carrying out its investment activities and in relationships with suppliers, the Company aims to conduct itself responsibly, ethically and fairly.

Environmental, Social and Governance ("ESG") factors are considered as part of the commercial evaluation of investee companies.

The Investment Manager's ESG process is shown on page 16.

Greenhouse Gas Emissions

As an investment company with its activities outsourced to third parties or managed by the Non-Executive Directors, the Company's own direct environmental impact is minimal. The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013. Furthermore, the Company and Group considers itself to be a low energy user under the Streamlined Energy & Carbon Reporting regulations and therefore is not required to disclose energy and carbon information.

Modern Slavery Act

As an investment vehicle that does not provide goods or services in the normal course of business, nor does it have, apart from the Directors, any employees, the Directors consider that the Company is not required to make a slavery or human trafficking statement under the Modern Slavery Act 2015.

Criminal Finances Act 2017 and Bribery Act 2010

The Company has zero tolerance towards the criminal facilitation of tax evasion and a policy of zero tolerance in relation to bribery and corruption both in its own actions and those of its third party advisors and service providers.

Directors

Ian Dighé (Chairman) was appointed to the Board on 6 July 2018. He has significant listed company experience, particularly in the investment banking, corporate broking, asset management and closed end funds sectors. He was a co-founder of Bridgewater Group plc and was Chairman of Miton Group plc from February 2011, overseeing the successful refinancing and subsequent growth of the group. He retired from the Miton board in December 2017. He is Chairman of Seneca Growth Capital VCT plc and Pennant International Group plc, an Independent

non-executive director of Edelweiss Holdings plc, and a director of a number of private companies, and charities.

Tim Metcalfe was appointed to the Board on 6 July 2018. He is an experienced corporate adviser, having spent over 30 years in a variety of City roles including with Robert Fleming & Co., N M Rothschild, Westhouse Securities, and Northland Capital Partners. He was Joint CEO of Zeus Capital, prior to being the co-founder, in 2015, of IFC Advisory, an investor relations and financial PR adviser to small and mid-cap companies. He is also non-executive chairman of Equipmake Holdings plc, a non-executive director of Spiritus Mundi plc and chairman of Nichols Cars Limited.

Martin Perrin (Audit Committee Chairman) was appointed to the Board in June 2013. He is a non-executive director of Fiske plc. He is a Chartered Accountant and Chartered Fellow of the Securities Institute and has wide international experience of operations and finance in both regulated financial services firms and in technology companies in industry.

David Horner was appointed to the Board on 26 July 2023. He qualified as a chartered accountant and has considerable experience of analysing and working with smaller companies. In 2013 he resigned his membership of The Institute of Chartered Accountants in England and Wales, as his career is now fully involved in fund management. He founded Chelverton Asset Management Limited, Macaulay Capital plc and is chairman and major shareholder of CEPS plc.

Details of the interests of the Directors in the share capital of the Company are set out in the Directors' Remuneration Report on page 34.

In accordance with the policy adopted by the Board, all Directors will stand for election at the forthcoming AGM. Further details of the independence of the Board and Board tenure is provided in the Corporate Governance Statement.

The Board has considered the position of the Directors as part of the evaluation process and believes that it would be in the Company's best interests for each of them to be proposed for re-election at the forthcoming AGM, given their material level of contribution and commitment to the role.

As a non-executive director of Fiske plc, Mr Perrin is deemed to be interested in the Company's past management agreement and current custody agreement. Mr Horner, by virtue of being managing director of Chelverton Asset Management, the Company's Investment Manager from 26 July 2023, is deemed to be interested in the Investment Management Agreement. There were no other contracts subsisting during the year under review or up to the date of this report in which a Director of the Company is or was materially interested and which is or was significant in relation to the Company's business.

Directors' and Officers' Liability Insurance

Directors' and Officers' liability insurance cover was in place throughout the financial year and as at the date of this report. The Company's Articles of Association provide, subject to the provisions of UK legislation, that the Directors may be indemnified out of the assets of the Company in respect of liabilities they may sustain or incur in connection with their appointment.

Conflicts of Interest

The Companies Act 2006 provides that a director must avoid a situation where they could have, a direct or indirect interest that conflicts, or could perceivably conflict with the Company's interests. The Company's Articles of Association permit the Board to consider and, if appropriate, to authorise situations where a Director has an interest that conflicts, or might possibly conflict, with the Company. The Board has a formal system in place at each Board Meeting for the Directors to declare situations for authorisation by those

Directors not involved in the situation. Any situations considered and any authorisations subsequently given are appropriately recorded. Any Director who is considered conflicted might be asked to leave the meeting or remain but not participate in the discussion and abstain from voting or influencing a decision or course of action. All Directors acknowledge that any decision they take as a Directors of the Company must be taken to promote the success of the Company.

The Board believes that the system it has in place for reporting, considering and recording situations where a Director has an interest that conflicts, or might possibly conflict, with the Company, such as Mr Perrin's and Mr Horner's appointments as discussed on page 26, operated effectively during the year under review.

Capital Structure

On 10 March 2025, the Company announced a share split resulting in Shareholders receiving 5 new ordinary shares in exchange for each existing ordinary share held at the record date of 12 March 2025.

As at 30 June 2025, the Company's issued share capital consisted of 27,924,390 ordinary shares of 10p each of which 18,738,365 are held in Treasury. The total of shares in circulation is 9,186,025.

The above figure of 9,186,025 may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

During the year the Company's share capital included 1,717,565 fixed rate preference shares of 50p in issue, all of which were held by New Centurion Trust Limited ("NCT") a wholly owned subsidiary of the Company. As part of the liquidation process of NCT, on 16 June 2025

the preference shares were cancelled and an in-specie distribution was received from NCT.

At any general meeting of the Company, holders of ordinary shares are entitled to one vote on a show of hands and on a poll, to one vote for every share held. During the year under review the Company did not repurchase any ordinary shares in the market, issue any ordinary shares or sell ordinary shares from treasury. The Company held 18,738,365 shares in treasury as at 30 June 2025.

Substantial Shareholdings

As at 30 June 2025, the Company had been notified of the following notifiable interests in its voting rights:

	Number of ordinary shares	% of voting rights
Mr J. Baker	1,435,210	15.62
Chelverton Asset Management	450,000	4.90

Controlling Party

The Director's consider that there is no controlling party.

Change of Control

The Directors are not aware of any agreements between Shareholders that may result in restrictions on the transfer of securities or voting rights. The Directors are not aware of any other restrictions on the transfer of shares in the Company other than certain restrictions that may from time to time be imposed by laws and regulations. There are no agreements to which the Company is party that might affect its control following a successful takeover bid.

Requirements of the FCA Listing Rules

FCA Listing Rule 6.6.1 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross-reference table indicating where the information is set out. The Directors confirm that the only disclosures required in relation to FCA Listing Rule 6.6.1, is that as a non-executive director of Fiske, Mr Perrin is deemed to have an interest in the Company's Custody Agreement and Mr Horner, as managing director of Chelverton Asset Management, is deemed to have an interest in the Investment Management Agreement. There were no other contracts subsisting during the year to which the Company was a party and in which a Director of the Company is or was materially interested; or between the Company and a controlling Shareholder.

Articles of Association

Under section 21 of the Companies Act 2006 the Company's Articles of Association can only be amended by special resolution at a general meeting of the Shareholders. The Articles of Association were amended at the General Meeting on 26 June 2023 and became effective on 26 July 2023.

Annual General Meeting

The Company's AGM will be held at the offices of Chelverton Asset Management Limited, Ground Floor Office, Basildon House, 7 Moorgate, London EC2R 6AF on Tuesday 14 October 2025 at 2.30pm. The Notice of Meeting is set out on pages 71 to 76.

Shareholders are encouraged to submit their proxy votes ahead of the meeting to ensure that their votes count towards deciding each resolution. Appointing the Chair of the meeting rather than a named person will ensure that the vote will count. The business of this year's AGM consists of 12 resolutions.

Ordinary Business

Resolutions 1 to 8 are the normal resolutions concerning the approval of the Report and Financial Statements, the re-election of Directors and reappointment of Auditors and are self explanatory.

Authority to allot shares and to allot and sell shares on a non-pre-emptive basis

Resolutions 9 and 10: seek authority to issue shares and to disapply pre-emption rights

The Board wishes to have the authority to issue ordinary shares from time to time and may only allot shares for cash if authorised to do so by Shareholders in a General Meeting.

Accordingly, an ordinary resolution to authorise the Directors to allot ordinary shares up to an aggregate nominal amount of £500,000 equal to 54.4% of the Company's issued ordinary share capital, excluding shares held in Treasury, at the date of this Notice, will be proposed as Resolution 9.

In addition, Resolution 10 is being proposed as a special resolution to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to the issue of ordinary shares under Resolution 9 and to sell ordinary shares from Treasury up to a maximum nominal amount of £500,000 equal to 54.4% of the Company's issued share capital, excluding shares held in Treasury, as at the date of the Notice of AGM.

The Directors intend to issue ordinary shares, subject to any applicable regulatory requirements, when it is in the best interests of Shareholders to do so at a price at or above the prevailing Net Asset Value per ordinary share.

These authorities, if approved, will expire at the Annual General Meeting of the Company to be held in 2026.

At the AGM held on 31 October 2024, Shareholders approved resolutions to give authority to issue shares up to £2.5 million in nominal value. This authority expires at the AGM in 2026 and therefore remains in place.

Purchase of Own Shares

Resolution 11: Authority to purchase shares

Resolution 11, a special resolution, will renew the Company's authority to make market purchases of up to 14.99% of its issued ordinary shares, excluding shares held in Treasury, either for cancellation or placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company.

The Directors would use this authority to address any significant imbalance between the supply and demand for the Company's ordinary shares and to manage the discount to NAV at which the ordinary shares trade. Ordinary shares will be repurchased only at prices below the NAV per ordinary share, which should have the effect of increasing the NAV per ordinary share for remaining Shareholders. This authority will expire at the AGM to be held in 2026 when a resolution to renew the authority will be proposed.

Special Business

The Board are proposing one item of Special Business that are not generally, items recurring at every AGM.

Notice Period for General Meetings

Resolution 12: Authority for a 14 day notice period

Resolution 12, a special resolution, will give the Directors the ability to convene General Meetings, other than Annual General Meetings, on a minimum of 14 clear days' notice. The minimum notice period for Annual General Meetings will remain at 21 clear days. The approval will be effective until the Company's AGM to be held in 2026, at which it is intended renewal will be sought. The Directors will only call a General Meeting on 14 days' notice where they consider it to be in the interests of Shareholders to do so and the relevant matter is required to be dealt with expediently.

Continuation

The Company's Articles provide that an ordinary resolution be put to Shareholders at the Annual General Meeting, proposing that the Company continues in existence as a closed-ended investment company, every 5 years. At the General Meeting held on 26 June 2023, Shareholders approved the amendment of the Articles of Association in respect to the continuation vote, the next such vote will be at the Annual General Meeting in 2028 and every fifth general meeting thereafter.

Recommendation

The Directors consider that all the resolutions to be proposed at the AGM are likely to promote the success of the Company and are in the best interests of the Company and its Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of each resolution, as they intend to do in respect of their own beneficial holdings.

Post balance sheet events

There are no post balance sheet events to report.

Reappointment of Auditors

PKF Littlejohn LLP, the independent external Auditor of the Company, were appointed in 2018. Resolutions to reappoint PKF Littlejohn LLP as the Company's Auditor, and to authorise the Audit Committee to determine their remuneration will be proposed at the forthcoming AGM.

Auditor Information

In accordance with the requirement and definitions under section 418 of the Companies Act 2006, each of the Directors at the date of approval of this report confirms that:

- so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

The Directors' Report was approved by the Board on 12 September 2025.

On behalf of the Board

I. R. Dighé
Chairman

12 September 2025

Corporate Governance Statement

The Corporate Governance Statement forms part of the Directors' Report.

Statement of Compliance

The Directors have adopted the Association of Investment Companies ("AIC") Code published in February 2019 for the financial year ended 30 June 2025. The AIC Code addresses the principles and provisions set out in the UK Corporate Governance Code ("the UK Code") published on 16 July 2019 as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide as outlined above, will provide the most appropriate information to Shareholders.

The AIC Code was endorsed in February 2019 by the Financial Reporting Council ("FRC") which has confirmed that in complying with the AIC Code, the Company will meet its obligations in relation to the UK Code. The AIC Code is available online at: www.theaic.co.uk. A copy of the UK Code can be found at: www.frc.org.uk.

The AIC published an updated Corporate Governance Code in 2024 which will be applicable to the Company for the year starting 1 July 2025.

This statement has been compiled in accordance with the FCA's Disclosure and Transparency Rule ("DTR") 7.2 on Corporate Governance Statements.

The Board considers that the Company has complied fully with the AIC Code and the relevant provisions of the UK Code, except as set out below. The Board has further considered the principles of the UK Code and believes that the Company has complied with the provisions thereof for the year under review, except as outlined below.

The Company does not employ a chief executive, nor any executive Directors. The systems and procedures of the Administrator and other service providers, and the annual statutory audit as well as the size of the Company's operations, gives the Board confidence that an internal audit function is not appropriate. The Company is therefore not reporting further in respect of these areas.

The Board of Directors

Throughout the year the Board consisted of four Non-Executive Directors.

Mr Perrin, who is a non-executive director of Fiske plc, is considered to be independent by the Board. Fiske plc were until 4 November 2020 the investment manager and remain as the Company's custodian. David Horner is not considered to be independent by the Board due to him being the managing director of the Company's Investment Manager, appointed on that date.

The Board is responsible for all matters of direction and control of the Company and Group, including its investment policy, strategy and delivery. The Directors review at regular meetings the Company's investments and all other important issues to ensure that control is maintained over the Company and Group's affairs.

The Chairman, Mr I. R. Dighé, is considered to be independent and has no conflicting relationships. He considers himself to have sufficient time to commit to the Company's affairs.

The AIC Code recommends that the Board should appoint one of its independent non-executive directors to be the senior independent director. Mr Metcalfe is considered to be independent and has been appointed as the Company's Senior Independent Director.

The Board has formalised the arrangements under which Directors, in the furtherance of their duties, may take independent professional advice.

The Directors each have a service contract, copies of which are available on request from the Secretary. Mr Perrin is approaching his thirteenth year as Chairman of the Audit Committee, his independence is reviewed on an annual basis and the Board is committed to

reviewing his continuing appointment at an appropriate time.

The appointment of a new Director would be on the basis of a candidate's merits and the skills/experience identified by the Board as being desirable to complement those of the existing Directors. The Company's diversity policy, is set out on pages 19 and 20, but diversity is just one of the factors that would be taken into account when making a new appointment.

Board Operation

The Directors meet at regular Board meetings usually once a quarter, with additional meetings arranged as necessary. Further discussions were held by the Directors throughout the year. During the year ended 30 June 2025, the number of formal Board and Committee meetings attended by each Director who served during the year was as follows:

	Board Meetings		Audit Committee Meetings	
	Number entitled to attend	Number attended	Number entitled to attend	Number attended
Ian Dighé	5	5	2	2
David Horner	5	5	n/a	n/a
Tim Metcalfe	5	4	2	1
Martin Perrin	5	5	2	2

Performance Evaluation

An annual evaluation for the year ended 30 June 2025 has been carried out. This took the form of a formal questionnaire by the Directors as to the effectiveness of the Board, the chairmanship and its Committees and how the Company can better serve Shareholders.

There were no significant actions arising from the evaluation process and it was agreed that the current composition of the Board and its Committees was appropriate and that the Board and its Committees were functioning effectively.

Tenure

In terms of overall length of tenure, the AIC Code does not make specific restrictions on tenure for Directors. Some market commentators have expressed opinions that considerable length of service (which has generally been defined as a limit of 9 years) may lead to the compromise of a Director's independence. The Board does not believe that a Director should be appointed for a finite period. The AIC Code does recommend that it should have a policy on tenure of its Chairman. The Board has noted that there is no requirement under the AIC Code for its Chairman to stand down after nine years however, it has adopted a nine-year maximum tenure policy for its Chairman.

Re-election of Directors

All Directors shall seek annual re-election by the Shareholders at the Company's Annual General Meeting ("AGM").

The Chairman and the Senior Independent Director have undertaken a review and assessment of the effectiveness of the structure in delivering the Investment Policy and meeting the Board's obligations to Shareholders. This review undertaken through meetings and discussion with each individual Director has concluded that each Director, and the Board and its Committees, are working well and no weaknesses have been identified requiring a revision to the Board. The Board has considered the re-election of each individual Director and recommends their re-election on the basis of their skills, knowledge and continued contribution.

Board Responsibilities

The Board is responsible for the determination and implementation of the Company's investment policy and strategy and has overall responsibility for the Company's activities. The Board's main roles are to create value for Shareholders, to provide leadership to the Company and to approve the Company's strategic objectives. The Board has adopted a schedule of matters reserved for its decision and specific responsibilities that includes: reviewing the Company's investments, asset allocation, gearing policy, cash management, investment outlook and revenue forecasts.

The Company's day-to-day administrative functions have been subcontracted to a number of service providers, each engaged under separate legal agreements.

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

Committees of the Board

The Company has appointed an Audit Committee to monitor specific operations, further details are provided in the Audit Committee Report on pages 30 and 31. Given the size of the Board, it is not felt appropriate to have a separate Management Engagement, Nomination or Remuneration Committee. The functions that would be normally carried out by these Committees are dealt with by the full Board.

When the Board undertakes any function as a Management Engagement Committee, Mr Horner abstains from the meeting and any decisions reached relating to Chelverton Asset Management Limited, and likewise Mr Perrin relating to Fiske plc.

During the year, the Audit Committee was comprised of all of the Directors of the Company, excluding Mr Horner, and was chaired by Mr Perrin. Given the size of the Board, it was deemed proportionate and practical for all the other Directors to sit on the Audit Committee. Mr Perrin FCA, is a chartered accountant with a wide experience of operations and finance in industry. The Board is satisfied that Mr Perrin has recent and relevant financial experience in the sector in which the Company operates to guide the Committee in its deliberations.

Internal Control Review

The Directors are responsible for the Group's risk management and systems of internal control, for the reliability of the financial reporting process and for reviewing their effectiveness.

Throughout the year under review and up to the date of this Annual Report, there has been an ongoing process for identifying, evaluating and managing the principal risks faced by the Group, which accords with guidance supplied by the FRC on risk management, internal control and related financial and business reporting. This is reviewed on a regular basis by the Board. The internal control systems are designed to ensure that proper accounting records are maintained, that the financial information on which business decisions are made and which are issued for publication is reliable

and that the assets of the Group are safeguarded. The risk management process and Group systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Group's objectives. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.

The Directors have carried out a robust review of the effectiveness of the systems of internal control as they have operated during the year and up to the date of approval of the Annual Report and Financial Statements. The internal control systems in place are considered to be effective as there were no matters arising from this review that required further investigation and no significant failings or weaknesses were identified.

Risk assessment and a review of internal controls is undertaken regularly in the context of the Company's overall investment objective. The Board, through the Audit Committee, has identified risk management controls in four key areas: corporate strategy; published information and compliance with laws and regulations; relationships with service providers; and investment and business activities. In arriving at its judgement, the Board has considered the Company's operations in light of the following factors:

- the nature and extent of risks which it regards as acceptable for the Company to bear within its overall business objective;
- the threat of such risks becoming reality;
- the Company's ability to reduce the incidence and impact of risk on its performance; and
- the cost to the Company and benefits related to the Company and third parties operating the relevant controls.

Most functions for the day-to-day management of the Company are sub-contracted to third party service providers, and the Directors therefore obtain regular assurances and information from these suppliers regarding their internal systems and controls.

Internal Audit

As the Company's investment management, administration and custodial activities are carried out by third party service providers the Board does not consider it necessary to have an internal audit function. The Board reviews financial information produced by the Administrator on a regular basis.

Relations with Shareholders

Communication with Shareholders is given a high priority by the Board. All Shareholders are encouraged to vote at the AGM. Shareholders that wish to communicate directly with the Board or to lodge a question in advance of the AGM should contact the Company Secretary at the address on page 2 or contact the Board via email to info@theinvestmentcompanyplc.co.uk.

The Annual and Half-Yearly Reports of the Group are prepared by the Board to present a full, fair, balanced and understandable review of the Group's performance, business model and strategy. Copies of these are released to the London Stock Exchange. The Annual Report is dispatched to Shareholders by mail and is also available from the Secretary or at <https://theinvestmentcompanyplc.co.uk>.

The Board maintains regular dialogue with representatives of the Company's largest Shareholders throughout the year. The Board is mindful of feedback received from Shareholders.

Disclosure Guidance and Transparency Rules ("DGTR")

Other information required to be disclosed pursuant to the DGTR has been placed in the Directors' Report because it is information which refers to events that have taken place during the course of the year.

On behalf of the Board

I. R. Dighé
Chairman

12 September 2025

AUDIT COMMITTEE REPORT

Role of the Audit Committee

The primary responsibilities of the Audit Committee (the "Committee") are:

- to monitor the integrity of the Financial Statements of the Group, and review the financial reporting process and the accounting policies of the Group;
- to present a fair balance and understandable assessment of the Group's Annual Report and Financial Statements;
- to keep under review the effectiveness of the Group's internal control environment and risk management systems;
- to review annually the need for the Group to have its own internal audit function;
- to make recommendations to the Board in relation to the re-appointment or removal of the external Auditor and to approve its remuneration and terms of engagement;
- to review the effectiveness of the audit process;
- to develop and implement a policy on the supply of non-audit services by the Auditor; and
- to review and monitor the Auditor's independence and objectivity.

Matters considered in the year

The Committee met twice during the financial year to consider the Financial Statements and to review the internal control systems.

The Audit Committee has:

- reviewed the need for the Group to have its own internal audit function;

- reviewed the internal controls and risk management systems of the Company and those of its third party service providers:

- during the year the Chairman of the Audit Committee visited the offices of the Administrator, ISCA, and reviewed the controls operated on the Company's accounting records;

- reviewed and, where appropriate, updated the Company's risk register;
- agreed the audit plan with the Auditor, including the principal areas of focus;
- received and discussed with the Auditor its report on the results of the audit; and
- reviewed the Group's Financial Statements.

The principal issues identified by the Committee were the valuation and ownership of the investment portfolio and revenue recognition. The Board relies on the Administrator to use correct listed prices and seeks comfort in the testing of this process through the internal control statements. This was discussed with the Administrator and Auditor at the conclusion of the audit of the Financial Statements.

The Committee assesses annually whether it is appropriate to prepare the Group's Financial Statements on a going concern basis. The Board's conclusions are set out in Note 1 of the Financial Statements.

The Committee considers the internal control system of the Company and its third party service providers. There were no significant matters of concern identified in the Committee's review of the internal controls of the Company and its third party service providers.

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

Auditor

The Audit Committee will, in accordance with the terms of reference of the Committee, continue to consider the need to put the audit out to tender, the Auditor's performance, its fees and independence, along with matters raised during each audit.

Audit Fees

An audit fee of £52,500 + VAT has been agreed in respect of the audit for the year ended 30 June 2025. Of this amount, £48,111 relates to the Audit of the Company and £4,389 in respect of the subsidiary company.

Audit services

The Committee reviews the need for non-audit services and authorises such on a case by case basis, having consideration to the cost-effectiveness of the services and the independence and objectivity of the Auditor. No non-audit services were provided to the Group in the year under review.

Appointment of the Auditor

The Committee conducted a review of PKF Littlejohn LLP's independence and audit process effectiveness as part of its review of the financial reporting for the year ended 30 June 2025. In considering the effectiveness, the Committee reviewed the audit plan in July 2025, discussing the materiality level and identification of key financial reporting risks. The Committee also

considered the execution of the audit against the plan, as well as the Auditor's reporting to the Committee in respect of the Financial Statements. Based on this, the Committee were satisfied that the quality of the external audit process had been good with appropriate focus and challenge on the key audit risks.

The Committee advises the Board on the appointment of the external auditor and determines the Auditor's remuneration. It keeps under review the cost effectiveness and also the independence and objectivity of the external auditor. The Committee was satisfied that the objectivity and independence of the auditor was not impaired during the year.

This is the seventh year in which PKF Littlejohn LLP has conducted the audit. As a Public Interest Entity listed on the London Stock Exchange the Company is subject to mandatory auditor rotation requirements. The Company will be required to put the external audit out to tender at least every ten years and change the Auditor at least every twenty years. Under the legislation the Company will be required to put the audit out to tender, at the latest, following the 2028 year end. The auditor is required to rotate partners every five years.

The previous audit partner for the Company, Ian Cowan, retired during the year after six years in this role. The current audit partner, Timothy Herbert, is in his first year in this role.

M. H. W. Perrin (FCA)

Chairman, Audit Committee

12 September 2025

DIRECTORS' REMUNERATION REPORT

The Board has prepared this report in accordance with the requirements of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. An ordinary resolution for the approval of the Remuneration Report will be put to Shareholders at the forthcoming AGM. The law requires the Company's Auditor to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in the Independent Auditor's Report on pages 38 to 45.

Annual Statement from the Chairman

The Directors' Remuneration Report for the year ended 30 June 2025 is set out below.

Given the size of the Board, it is not considered appropriate for the Company to have a separate Remuneration Committee and the functions of this Committee are carried out by the Board as a whole. Each Director of the Company takes no part in discussions concerning their own remuneration.

Remuneration Policy

The Board's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole, and is determined with reference to comparable financial organisations and appointments.

The Directors' fees are determined within the limits set out in the Company's Articles of Association, not to exceed a maximum aggregate amount of £250,000 per annum. In addition, Directors may be paid extra remuneration for the performance of service which in the opinion of the Director is beyond the ordinary and usual duties of a Director. Under the Company's Articles of Association, if any Director performs or agrees to perform services (including services as a member of any committee(s)) which in the opinion of the Directors are beyond the ordinary and usual duties of a Director, the Director may (unless otherwise expressly resolved by the Company in general meeting) be paid such extra remuneration by way of salary or otherwise, as the Directors may determine, which shall be charged as part of the Company's ordinary working expenses. However, as the Directors do not receive performance

related pay, any additional remuneration would not be based on a percentage of profits.

Directors have not been paid bonuses, pension benefits, share options, long-term incentive schemes or other performance-related benefits or compensation for loss of office. Director's fees will be reviewed in the future, within the context of growing the assets of the Company, and will be subject to Shareholder approval.

Fees for any new Director appointed will be on the above basis. Any views expressed by Shareholders on the fees being paid to Directors would be taken into consideration by the Board.

The terms of appointment provide that Directors shall retire and be subject to annual re-election at each Annual General Meeting of the Company in accordance with the Articles of Association of the Company. Compensation will not be paid upon early termination of appointment.

A resolution to approve the Remuneration Policy was put to Shareholders at the AGM in 2024 and will remain in place until the AGM in 2027.

Shareholder views of remuneration policy

The formal views of unconnected Shareholders have not been sought in the preparation of this policy.

Employees

The Company does not have any employees and, therefore no chief executive officer. Accordingly, the disclosures required under paragraphs 18(2), 19, 38 and 39 of Schedule 8 of the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 are not required.

Directors' Emoluments for the Year (audited information)

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

	Year ended 30 June 2025 £	2024/ 2025 Change %	Year ended 30 June 2024 £	2023/ 2024 Change %	Year ended 30 June 2023 £	2022/ 2023 Change %	Year ended 30 June 2022 £	2021/ 2022 Change %	Year ended 30 June 2021 £	2020/ 2021 Change %	Year ended 30 June 2020 £
Ian Dighé	20,000	-	20,000	-	20,000	-	20,000	-	20,000	17.1	17,083
David Horner ¹	-	-	-	-	-	-	-	-	-	-	-
Tim Metcalfe	20,000	-	20,000	-	20,000	-	20,000	-	20,000	17.1	17,083
Martin Perrin	20,000	-	20,000	-	20,000	-	20,000	-	20,000	17.1	17,084
Michael Weeks ²	-	(100.0)	1,667	(91.7)	20,000	-	20,000	52.1	13,146	100.0	-
Tom Cleverley ³	-	-	-	(100.0)	6,667	(66.7)	20,000	52.1	13,146	100.0	-
	<u>60,000</u>		<u>61,667</u>		<u>86,667</u>		<u>100,000</u>		<u>86,292</u>		<u>51,250</u>

¹ David Horner was appointed to the Board on 26 July 2023. Mr Horner has waived his right to receive fees.

² Michael Weeks was appointed to the Board on 4 November 2020 and resigned from the Board on 26 July 2023.

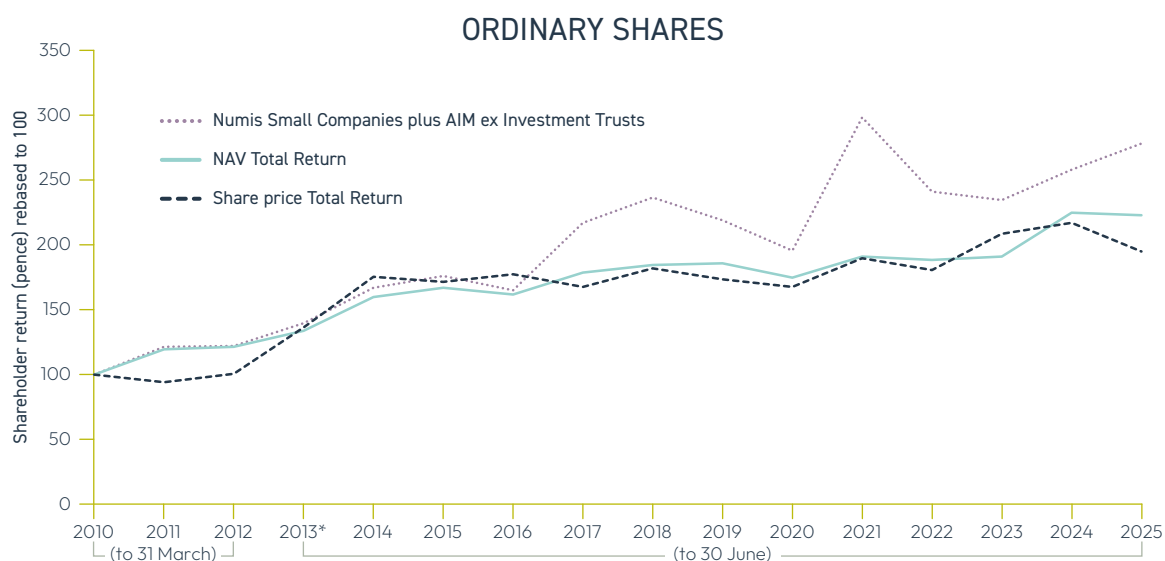
³ Tom Cleverley was appointed to the Board on 4 November 2020 and resigned from the Board on 28 October 2022.

Directors emoluments for the year to 30 June 2026 are expected to be £20,000 each for Mr Dighé, Mr Metcalfe and Mr Perrin.

Company Performance

The Company does not have a specific benchmark against which performance is measured. The graph below compares the total return (assuming all dividends are reinvested) to holders of ordinary shares compared to the total shareholder return of the Numis Small Companies plus AIM ex Investment Trusts.

The Company has had several different investment objectives and policies which makes any long-term comparison to an index difficult, however, the Numis Small Companies plus AIM ex Investment Trusts is the closest broad index against which to measure the Company's recent performance.



*15 months to 30 June 2013.

Relative Importance of Spend on Pay

The table below shows the remuneration paid to the Directors and the distributions made to Shareholders by way of dividends for the financial year 30 June 2025 and the previous five financial years.

	2025 £	2024 £	2024/ 2025 Change %	2023 £	2023/ 2024 Change %	2022 £	2022/ 2023 Change %	2021 £	2021/ 2022 Change %	2020 £	2020/ 2021 Change %
Dividends paid to Ordinary Shareholders in the year	-	-	-	-	-	-	-	143,161	(100.0)	584,576	(75.5)
Directors' fees	60,000	61,667	(2.7)	86,667	(28.8)	100,000	(13.3)	86,292	15.9	51,250	68.4

Directors' Beneficial and Family Interests

The interests of the current Directors and their connected persons in the issued share capital of the Company – which are held beneficially, either in their own name or through a nominee at each year end – are set out below:

	As at 30 June 2025 [‡] No. of ordinary 10p shares	As at 30 June 2024 No. of ordinary 50p shares
Ian Dighé	189,980	37,996
David Horner	143,520	28,704
Tim Metcalfe*	237,525	47,505
Martin Perrin*	200,000	36,000

* Together with their connected persons.

[‡] Following five for one conversion.

There were no changes in these holdings up to the date of this Report.

Voting at Annual General Meeting

In accordance with the requirement of the Companies Act 2006 Shareholder approval for the Remuneration Report will be sought at the 2025 AGM.

An ordinary resolution adopting the Remuneration Report was approved at the AGM held on 31 October 2024. The votes cast by proxy were as follows:

Directors' Remuneration Report	Number of votes	% of votes cast
For and discretionary	394,616	99.58
Against	1,658	0.42
Total votes cast	396,274	100.00
Number of votes withheld	nil	

Voting on the Remuneration Policy at the AGM held on 31 October 2024 was as follows:

Directors' Remuneration Policy	Number of votes	% of votes cast
For and discretionary	394,616	99.58
Against	1,658	0.42
Total votes cast	396,274	100.00
Number of votes withheld	nil	

The next approval of the Remuneration Policy will be sought at the 2027 AGM.

Approval

The Directors' Remuneration Report was approved by the Board on 12 September 2025.

On behalf of the Board

I. R. Dighé

Chairman

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing this Annual Report and the Financial Statements in accordance with applicable law and regulations. Company law requires the Directors to prepare Financial Statements for each financial year. Under that law, the Directors have prepared the Group and Company Financial Statements in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006. Additionally, the Financial Conduct Authority's Disclosure Guidance and Transparency Rules require the Directors to prepare the Group Financial Statements in accordance with UK adopted international accounting standards. Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period.

In preparing those Financial Statements, the Directors are required to:


- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK adopted international accounting standards, in conformity with the requirements of the Companies Act 2006 and, for the Group, UK adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and

- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

The Financial Statements are available on the Company's website at <https://theinvestmentcompanyplc.co.uk>. The Directors are also responsible for the maintenance and integrity of the Company's website. Visitors to the website need to be aware that legislation in the United Kingdom covering the preparation and dissemination of the Financial Statements may differ from legislation in their jurisdiction.



We confirm that to the best of our knowledge:

- the Group and Company Financial Statements, which have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006 and, for the Group, UK adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the Group and Company;
- the Annual Report includes a fair review of the development and performance of the business and the position of the Group and Company together with a description of the principal risks and uncertainties faced by the Group and Company; and
- the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for Shareholders to assess the position and performance, business model and strategy of the Group and Company.

On behalf of the Board

I. R. Dighé
Chairman

12 September 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

Opinion

We have audited the Financial Statements of The Investment Company Plc (the "Parent Company") and its subsidiaries (the "Group") for the year ended 30 June 2025 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statements of Cash Flows and Notes to the Financial Statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the Parent Company Financial Statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the Financial Statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2025 and of the Group's loss for the year then ended;
- the Group Financial Statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the Parent Company Financial Statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the Financial Statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the

audit of the Financial Statements section of our report. We are independent of the Group and Parent 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Group's and Parent Company's ability to continue to adopt the going concern basis of accounting included:

- challenging management's key inputs and assumptions in modelling future financial performance and cashflow requirements, including consideration of economic and market conditions and ensuring any relevant investment commitments are reflected therein;
- assessing liquidity and the ability of management to trade in the investment portfolio, which underpins the ability to meet the future obligations and operational expenditure as required;
- checking the mathematical accuracy of the forecast used to model future financial performance and cashflow requirements;
- assessing the mitigating factors available to management including their ability to generate cash from the investment portfolio, should it be deemed necessary, and the liquidity of the portfolio; and
- assessing the appropriateness of the going concern disclosures included with the Financial Statements.

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 Group's or Parent Company's ability to continue as a going concern for a period of at least twelve months from when the Financial Statements are authorised for issue.

In relation to the Parent Company's reporting on how they have 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 Director's considered it appropriate to adopt the going concern basis of accounting.

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

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the Financial Statements as a whole.

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

	Group	Parent Company
Overall materiality	£219,000 (2024: £228,000)	£207,850 (2024: £228,000)
Performance materiality	£175,000 (2024: £159,600)	£166,250 (2024: £159,600)
Triviality	£10,950 (2024: £11,400)	£10,390 (2024: £11,400)
Basis for determining materiality	3% of net assets for the Group and 2.84% of net assets for the Parent Company (2024: 3% of gross assets)	
Rationale for the benchmark applied	<p>We have set our overall materiality at 3% of net assets as the carrying value of the investments is a key driver of Shareholder value and a key performance indicator used by management and forms more than 80% of net assets. The basis of materiality has been changed from the previous year where the benchmark applied was gross assets. This change reflects our assessment that net assets provide a more relevant and consistent benchmark which reflects the residual value attributable to Shareholders.</p> <p>Performance materiality represents amounts set by the auditor at less than the overall materiality to reduce the probability that the aggregate of uncorrected and undetected misstatements exceeds the overall materiality. In setting this, we consider the overall control environment and our experience from previous audits which has indicated a low number of corrected and uncorrected misstatements. Based on these factors we have set performance materiality at 80% (2024: 70%) of our overall materiality.</p>	

In addition to the above, we determined a specific lower materiality applicable to expenses as follows:

	Group	Parent Company
Overall materiality	£6,980 (2024: £19,000)	£6,840 (2024: £18,000)
Performance materiality	£5,580 (2024: £13,300)	£5,470 (2024: £12,600)
Triviality	£345 (2024: £950)	£340 (2024: £900)
Basis for determining materiality	2% (2024: 5%) of other expenses	
Rationale for the benchmark applied	<p>Cost control is a key focus of the Group, and hence this is deemed to be a suitable performance indicator to use for determining materiality within the Statement of Comprehensive Income. A significant portion of income comprises of gains/losses and investment income which are driven by market performance and as such the Statement of Financial Position materiality figures are applied to those income areas.</p> <p>For the reasons noted above, performance materiality has been set at 80% (2024: 70%) of the overall materiality.</p>	

We set materiality for each component of the Group at a lower level of materiality, dependent on the size and our assessment of the risk of material misstatement of that component. The Group's only component was audited to component materiality of £285 based on 2% of total expenses (2024: £10,000). We further applied performance materiality thresholds of 80% (2024: 70%) and triviality threshold of 5% (2024: 5%) for the component.

Our approach to the audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the Financial Statements. In particular, we looked at areas involving significant accounting estimates and judgements by the Directors and considered future events that are inherently uncertain. We also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

The Group's only component was the Parent Company and this was subject to a full scope audit by a team with relevant sector experience undertaken from our office based in London. The components identified as not material were subject to review procedures undertaken by the same audit team.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
<p>Valuation and ownership of investments (notes 1 and 8)</p> <p>The Group holds investments with a carrying value of £6,359,558 as at 30 June 2025. The Group's investments comprise of listed holdings and are valued using the appropriate level of the fair value hierarchy as per IFRS 13 Fair Value Measurement.</p> <p>All investments are classified as Level 1 in the fair value hierarchy, valued using quoted prices in active markets. However, the risk of misstatement remains due to:</p> <ul style="list-style-type: none"> • potential errors in pricing data; • possible inactive markets for some small-cap stocks; and • risk of management override in the valuation process. <p>Furthermore, there is a risk that the Group does not hold legal title to the investments. As above, investments are a highly significant component of the Statement of Financial Position and therefore if the investments were not rightfully owned, this would have a material impact on the Financial Statements. Therefore, this is determined to be a key audit matter.</p>	<p>Our work in this area included:</p> <ul style="list-style-type: none"> • substantively testing the portfolio of listed investment valuations to closing bid prices, published by an independent pricing source; • agreeing the portfolio of listed investments held at the year end to the custody report received directly from the custodian Fiske Plc; • substantively testing samples of investment additions and disposals and corroborating to supporting documentation, including recalculating realised gains/(losses) on disposals to ensure that they have been calculated accurately; • performing an analysis of trading volumes for a sample of securities over a relevant period to determine whether there was sufficient activity to conclude that the market remained active; • performing a reconciliation of the investment holdings, verifying that the correct classification has been applied to each holding and that the fair value hierarchy disclosure is presented in accordance with IFRS 13 Fair Value Measurement; • for a sample of unrealised investment gains/(losses), we traced to supporting calculations and in the case of listed investments, vouched the price movements to stock exchanges websites; and • for a sample of realised investment gains/(losses), we traced to supporting evidence by ageing the sale proceeds to trade confirmations and recalculated the gain/(loss). <p>Based on the work performed, we are satisfied that the Group and Parent Company's valuation of the investments held is appropriate, and that the Group and Parent Company hold legal title to the investments.</p>

Other information

The other information comprises the information included in the Annual Report and Financial Statements, other than the Financial Statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report and Financial Statements. Our opinion on the Group and Parent Company 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.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

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

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

Corporate governance statement

We have reviewed the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group's and Parent Company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

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:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 19;

- Directors' explanation as to their assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 19;
- Directors' statement on whether they have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities set out on page 19;
- Directors' statement that they consider the Annual Report and the Financial Statements, taken as a whole, to be fair, balanced and understandable set out on pages 36 and 37;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 28 and 29;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on pages 28 and 29; and
- The section describing the work of the Audit Committee set out on pages 30 and 31.

Responsibilities of Directors

As explained more fully in the statement of Directors' responsibilities, the Directors are responsible for the preparation of the Group and Parent Company 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 Group and Parent Company Financial Statements, the Directors are responsible for assessing the Group's and the Parent 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 Group or the Parent 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.

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

- We obtained an understanding of the Group and Parent Company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the Financial Statements. We obtained our understanding in this regard through discussions with management, industry research, and the application of our cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the Group and Parent Company in this regard to be those arising from the Financial Conduct Authority (FCA) Rules, Listing Rules, Disclosure Guidance and Transparency Rules, the principles of the UK Corporate Governance Code applied by the AIC Code of Corporate Governance (the AIC Code), the AIC Statement of Recommended Practice Financial Statements of Investment Trust Companies and Venture Capital Trusts issued in July 2022 ("AIC SORP") to the extent that this is consistent with IFRS, Companies Act 2006, Alternative Investment Fund

Managers' Directive and UK tax legislation including qualification as an investment trust under section 1158 of the Corporation Tax Act 2010.

- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the Group and Parent Company with those laws and regulations. These procedures included, but were not limited to:
 - enquiries of management;
 - review of minutes of those charged with governance;
 - review of legal and regulatory correspondence; and
 - review of financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- We also identified the risks of material misstatement of the Financial Statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the risk of fraud related to revenue recognition, the posting of unusual journals and the manipulation of the Group's alternative performance profit measures and other key performance indicators to meet externally communicated targets. To address the risk of fraud related to revenue recognition, our audit work included but was not limited to:
 - evaluating the appropriateness of the information systems and effectiveness of the design and implementation of the related controls;
 - substantively testing the income recognised in the Financial Statements, including accrued income balances recognised as at the year-end;

- tracing a sample of dividend income received to bank statements and dividend declarations issued by the companies in which the investments are held;
- performing a review of the revenue recognition accounting policy for compliance with IFRS 15, to the extent relevant given the nature of the Group's activities, along with the AIC SORP; and
- reviewing post-year end receipts to ensure completeness of income recorded in the accounting period.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the Financial Statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the Financial Statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the Financial Statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

Other matters which we are required to address

We were appointed by the Audit Committee on 29 November 2018 to audit the Financial Statements for the period ended 30 June 2019 and subsequent financial periods. Our total uninterrupted period of engagement is seven years, covering the periods ended 30 June 2019 to 30 June 2025.

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

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

Use of our report

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

Timothy Herbert (Senior Statutory Auditor)

For and on behalf of PKF Littlejohn LLP
Statutory Auditor
15 Westferry Circus
Canary Wharf
London E14 4HD

12 September 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2025

	Notes	Year ended 30 June 2025			Year ended 30 June 2024		
		Revenue £	Capital £	Total £	Revenue £	Capital £	Total £
(Losses)/gains on investments at fair value through profit or loss	8	–	(97,879)	(97,879)	–	886,415	886,415
Exchange losses on capital items		–	(1)	(1)	–	(10,484)	(10,484)
Investment income	2	149,033	3,750	152,783	210,040	118,536	328,576
Investment management fee	3	–	–	–	–	–	–
Other expenses	4	(150,072)	24,744	(125,328)	(188,232)	–	(188,232)
(Loss)/return before taxation		(1,039)	(69,386)	(70,425)	21,808	994,467	1,016,275
Taxation	5	(1,049)	–	(1,049)	(3,629)	–	(3,629)
Net (loss)/return after taxation		(2,088)	(69,386)	(71,474)	18,179	994,467	1,012,646
		Revenue pence	Capital pence	Total pence	Revenue pence	Capital pence	Total pence
(Loss)/return after taxation per 10p (2024: 50p) ordinary share – basic & diluted	6	(0.02)	(0.76)	(0.78)	0.89	48.61	49.50

The total column of this statement is the Statement of Comprehensive Income of the Group prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. The supplementary revenue and capital columns are prepared in accordance with the Statement of Recommended Practice ("AIC SORP") issued in July 2022 by the Association of Investment Companies.

The Group did not have any income or expense that was not included in total income for the year. Accordingly, (loss)/return after taxation represents the (loss)/profit for the year and also total comprehensive income for the year, as defined by IAS 1 (revised) and no separate Statement of Comprehensive Income has been presented.

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

The notes on pages 52 to 69 form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

	Ordinary share capital £	Share premium £	Capital redemption reserve £	Special reserve £	Capital reserve £	Revenue reserve £	Total £
Balance at 1 July 2024	2,792,439	2,425,325	-	-	3,662,726	(1,503,749)	7,376,741
Total comprehensive income							
Net loss for the year	-	-	-	-	(69,386)	(2,088)	(71,474)
Transactions with Shareholders recorded directly to equity							
Transfer between reserves on deconsolidation of NCT	-	-	-	-	(2,044,960)	2,044,960	-
Ordinary dividends	-	-	-	-	-	8,468	8,468
Balance at 30 June 2025	2,792,439	2,425,325	-	-	1,548,380	547,591	7,313,735
Balance at 1 July 2023	2,386,025	4,453,903	2,408,820	-	8,545,911	(1,523,855)	16,270,804
Total comprehensive income							
Net return for the year	-	-	-	-	994,467	18,179	1,012,646
Transactions with Shareholders recorded directly to equity							
Cancellation of share premium account and capital redemption reserve	-	(4,453,903)	(2,408,820)	6,862,723	-	-	-
Share issue	406,414	2,425,325	-	-	-	-	2,831,739
Cost of shares purchased under Tender Offer and held in Treasury	-	-	-	(6,862,723)	(5,795,417)	-	(12,658,140)
Tender Offer costs	-	-	-	-	(82,235)	-	(82,235)
Ordinary dividends	-	-	-	-	-	1,927	1,927
Balance at 30 June 2024	2,792,439	2,425,325	-	-	3,662,726	(1,503,749)	7,376,741

The notes on pages 52 to 69 form part of these Financial Statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2025

	Ordinary share capital £	Preference share capital £	Share premium £	Capital redemption reserve £	Special reserve £	Capital reserve £	Revenue reserve £	Total £
Balance at 1 July 2024	2,792,439	858,783	2,425,325	-	-	1,135,441	1,032,512	8,244,500
Total comprehensive income								
Net (loss)/return for the year	-	-	-	-	-	(69,385)	5,156	(64,229)
Transactions with Shareholders recorded directly to equity								
Preference share cancellation	-	(858,783)	-	-	-	-	-	(858,783)
Contribution to Abport	-	-	-	-	-	(7,244)	-	(7,244)
Contribution to NCT	-	-	-	-	-	(8,977)	-	(8,977)
Ordinary dividends	-	-	-	-	-	-	8,468	8,468
Balance at 30 June 2025	2,792,439	-	2,425,325	-	-	1,049,835	1,046,136	7,313,735
Balance at 1 July 2023	2,386,025	858,783	4,453,903	2,408,820	-	5,450,799	1,003,304	16,561,634
Total comprehensive income								
Net return for the year	-	-	-	-	-	1,562,294	27,453	1,589,747
Transactions with Shareholders recorded directly to equity								
Cancellation of share premium account and capital redemption reserve	-	-	(4,453,903)	(2,408,820)	6,862,723	-	-	-
Share issue	406,414	-	2,425,325	-	-	-	-	2,831,739
Cost of shares purchased under Tender Offer and held in Treasury	-	-	-	-	(6,862,723)	(5,795,417)	-	(12,658,140)
Tender Offer costs	-	-	-	-	-	(82,235)	-	(82,235)
Ordinary dividends	-	-	-	-	-	-	1,927	1,927
Preference share dividends paid	-	-	-	-	-	-	(172)	(172)
Balance at 30 June 2024	2,792,439	858,783	2,425,325	-	-	1,135,441	1,032,512	8,244,500

The notes on pages 52 to 69 form part of these Financial Statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2025

	Notes	30 June 2025 £	30 June 2024 £
Non-current assets			
Investments held at fair value through profit or loss	8	6,359,558	7,069,820
Current assets			
Trade and other receivables	11	482,840	264,926
Cash and cash equivalents		584,176	252,293
		<u>1,067,016</u>	<u>517,219</u>
Current liabilities			
Trade and other payables	12	(112,839)	(210,298)
		<u>(112,839)</u>	<u>(210,298)</u>
Net current assets		<u>954,177</u>	<u>306,921</u>
Net assets		<u>7,313,735</u>	<u>7,376,741</u>
Capital and reserves			
Ordinary share capital	13	2,792,439	2,792,439
Share premium		2,425,325	2,425,325
Capital reserve		1,548,380	3,662,726
Revenue reserve		547,591	(1,503,749)
Shareholders' funds		<u>7,313,735</u>	<u>7,376,741</u>
NAV per 10p ordinary share	15	<u>79.62p</u>	<u>80.30p[#]</u>

[#] The NAV at 30 June 2024 has been restated for comparative purposes only to reflect the 5 for 1 share split as discussed in Note 13.

These Financial Statements were approved by the Board on 12 September 2025 and were signed on its behalf by:

I. R. Dighé

Chairman

Company Number: 0004205

The notes on pages 52 to 69 form part of these Financial Statements.

COMPANY STATEMENT OF FINANCIAL POSITION

At 30 June 2025

	Notes	30 June 2025 £	30 June 2024 £
Non-current assets			
Investments held at fair value through profit or loss	8	6,359,558	7,069,820
Investment in subsidiaries	9	–	807,496
		6,359,558	7,877,316
Current assets			
Trade and other receivables	11	482,840	318,775
Cash and cash equivalents		584,176	251,625
		1,067,016	570,400
Current liabilities			
Trade and other payables	12	(112,839)	(203,216)
		(112,839)	(203,216)
Net current assets		954,177	367,184
Net assets		7,313,735	8,244,500
Capital and reserves			
Ordinary share capital	13	2,792,439	2,792,439
Preference share capital	14	–	858,783
Share premium		2,425,325	2,425,325
Capital reserve		1,049,835	1,135,441
Revenue reserve		1,046,136	1,032,512
Shareholders' funds		7,313,735	8,244,500

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own Statement of Comprehensive Income. The amount of the Company's return for the financial year dealt with in the Financial Statements of the Group is a loss after tax of £64,229 (2024: gain of £1,589,747).

These financial statements were approved by the Board on 12 September 2025 and were signed on its behalf by:

I. R. Dighé
Chairman

Company Number: 0004205

The notes on pages 52 to 69 form part of these Financial Statements.

CONSOLIDATED AND COMPANY CASH FLOW STATEMENTS

For the year ended 30 June 2025

	Notes	Group		Company	
		30 June 2025 £	30 June 2024 £	30 June 2025 £	30 June 2024 £
Cash flows used in operating activities					
Income received from investments		147,778	269,318	147,778	269,318
Interest received		4,445	50,708	4,443	50,706
Overseas taxation paid		(1,043)	(4,475)	(1,043)	(4,475)
Investment management fees paid		–	–	–	–
Other cash payments		(401,222)	(352,286)	(392,246)	(339,205)
Net cash used in operating activities		(250,042)	(36,735)	(241,068)	(23,656)
Cash flows used in financing activities					
Proceeds from Share Issue		–	3,618,690	–	3,618,690
Funding of Tender Offer		–	(13,445,091)	–	(13,445,091)
Tender Offer expenses paid		–	(539,075)	–	(539,075)
Net cash used in financing activities		–	(10,365,476)	–	(10,365,476)
Cash flows generated from investing activities					
Purchase of investments	8	(3,386,658)	(9,459,505)	(3,386,658)	(9,459,505)
Sale of investments	8	3,968,583	11,831,583	3,968,583	11,831,583
Contribution to subsidiaries		–	–	(8,306)	(13,080)
Net cash generated from investing activities		581,925	2,372,078	573,619	2,358,998
Net increase/(decrease) in cash and cash equivalents		331,883	(8,030,133)	332,551	(8,030,134)
Reconciliation of net cash flow to movement in net cash					
Increase/(decrease) in cash		331,883	(8,030,133)	332,551	(8,030,134)
Exchange rate movements		–	–	–	–
Increase/(decrease) in net cash		331,883	(8,030,133)	332,551	(8,030,134)
Net cash at start of period		252,293	8,282,426	251,625	8,281,759
Net cash at end of period		584,176	252,293	584,176	251,625
Analysis of net cash					
Cash and cash equivalents		584,176	252,293	584,176	251,625
		584,176	252,293	584,176	251,625

The notes on pages 52 to 69 form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2025

1. Accounting Policies

Basis of Preparation

The Company is a public limited company limited by shares and incorporated and registered in England and Wales. The Company has been approved as an investment trust within the meaning of sections 1158/1159 of the Corporation Tax Act 2010. The Company's registered office is The Office Suite, Den House, Den Promenade, Teignmouth TQ14 8SY.

The Group's consolidated Financial Statements for the year ended 30 June 2025, which comprise the audited results of the Company and its wholly owned subsidiaries, Abport Limited and New Centurion Trust Limited (until the date of liquidation) (together referred to as the "Group"), have been prepared in accordance with UK adopted international accounting standards ("UK adopted IAS") and in accordance with the requirements of the Companies Act 2006. The Financial Statements have also been prepared in accordance with the AIC Statement of Recommended Practice issued in July 2022 ("AIC SORP"), except to any extent where it is not consistent with the requirements of UK adopted IAS.

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

The Financial Statements are presented in Pounds Sterling, which is the Group's functional currency as the UK is the primary environment in which it operates.

Going Concern

The Directors have made an assessment of the Group's ability to continue as a going concern. This has included a review of the Group's financial position in respect of its cash flows and investment commitments (of which there are none of significance), the working arrangements of key service providers, the continued eligibility to be approved as an investment trust company, the impact of the current economic environment and the conflicts in Ukraine and the Middle East. In addition, the Directors are not aware of any material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern.

The Directors are satisfied that the Group has sufficient resources to continue in business for the foreseeable future being a period of at least 12 months from the date that these Financial Statements were approved. Therefore, the Financial Statements have been prepared on the going concern basis.

Basis of Consolidation

IFRS 10 stipulates that subsidiaries of Investment Entities are not consolidated. The Investment Company meets all three characteristics of an Investment Entity as described, however, it is envisaged that the subsidiary will be a dealing subsidiary and, therefore consolidated Financial Statements are presented for the Group. The Financial Statements of the subsidiary are prepared for the same reporting year as the parent Company, using consistent accounting policies. All inter-company balances and transactions, including unrealised profits arising from them are eliminated. NCT is not consolidated as the company went in to liquidation on 29 May 2024 and the Company lost control of NCT on that date.

Segmental Reporting

The Directors are of the opinion that the Group is engaged in a single segment of business, being investment business. During the year, the Group invested in companies listed in the UK.

1. Accounting Policies continued

Accounting Developments

The following accounting standards were effective for the period commencing 1 July 2024 but did not have a significant impact on the Financial Statements of the Company

Amendments to IAS 1: Presentation of Financial Statements regarding classification of liabilities as current or non-current.

Amendments to IAS 7 and IFRS 7: Disclosures to add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements.

IFRS 16: 'Leases' amendments that clarify how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale.

IFRS S1: General Requirements for Disclosure of Sustainability-related Financial Information. Requires an entity to disclose information about its sustainability-related risks and opportunities that is useful to users of general purpose financial reports in making decisions relating to providing resources to the entity.

IFRS S2: Climate-related Disclosures. Requires an entity to disclose information about its climate-related risks and opportunities that is useful to users of general purpose financial reports in making decisions relating to providing resources to the entity.

Standards and amendments to existing standards that are not yet effective and have not been early adopted by the Company

The following new standards have been published but are not effective for the Company's accounting period beginning on 1 July 2024. The Directors do not expect the adoption of the following new standards, amended standards or interpretations to have a significant impact on the Financial Statements of the Company in future periods.

Amendments to IAS 21: The Effects of Changes in Foreign Exchange Rates. 'Lack of Exchangeability' that contains guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not. IAS 21 will be effective for reporting periods beginning on or after 1 January 2025.

Amendments to IFRS 7 and IFRS 9: Amendments to the Classification and Measurement of Financial Instruments. Assessing contractual cash flow characteristics of financial assets and amending disclosure requirements. IFRS 7 and IFRS 9 will be effective for reporting periods beginning on or after 1 January 2026.

Annual improvements to the following IFRS Accounting Standards effective for reporting periods beginning on or after 1 January 2026:

- IFRS 1 First-time Adoption of International Financial Reporting Standards: Hedge Accounting by a First-time Adopter
- IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7: Disclosure of Deferred Difference between Fair Value and Transaction Price and Gain or Loss on Derecognition;
- IFRS 9 Financial Instruments: Derecognition of Lease Liabilities, and Transaction Price;

1. Accounting Policies continued

- IFRS 7 and IFRS 9: Power Purchase Agreements;
- IFRS 10 Consolidated Financial Statements: Determination of De Facto Agent; and
- IAS 7 Statement of Cash flows: Cost method

The following new IFRS Accounting Standard is effective for reporting periods beginning on or after 31 December 2026:

IFRS 19: Subsidiaries without Public Accountability Disclosures: enables simplification of reporting systems and processes for companies, reducing the costs of preparing eligible subsidiaries' financial statements, while maintaining the usefulness of those financial statements for their users.

The following new IFRS Accounting Standard is effective for reporting periods beginning on or after 1 January 2027:

IFRS 18: Presentation and Disclosure in Financial Statements: improves the quality of financial reporting by:

- requiring defined subtotals in the statement of profit or loss;
- requiring disclosure about management-defined performance measures; and
- adding new principles for aggregation and disaggregation of information.

IFRS 18 will impact the presentation and disclosure of income and expense items in the Financial Statements but there is not expected to be any impact on the Financial Position or Performance figures.

Critical Accounting Judgements and Key Sources of Estimation Uncertainty

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

The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. These are reviewed on an ongoing basis. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period if the revision affects both current and future periods.

The investment portfolio is valued by reference to quoted prices. However, the Board assesses the portfolio for any investments which it considers the value has fallen permanently below cost. Any such loss is treated as a permanent impairment and as a realised loss, even though the investment is still held.

There were no other significant accounting estimates or significant judgements in the current or previous year.

1. Accounting Policies continued

Investments

As the Group's business is investing in financial assets with a view to profiting from their total return in the form of income and capital growth, investments are classified at fair value through profit or loss on initial recognition in accordance with IFRS 9. The portfolio of financial assets is managed and its performance evaluated on a fair value basis, in accordance with a documented investment strategy, and information about the portfolio is provided internally on that basis to the Group's Board of Directors.

Investments are measured initially, and at subsequent reporting dates, at fair value, and derecognised at trade date where a purchase or sale is under a contract whose terms require delivery within the time-frame of the relevant market. For quoted investments this is deemed to be bid market prices or closing prices.

Changes in fair value of investments and realised gains and losses on disposal are recognised in the Consolidated Statement of Comprehensive Income as capital items. The holdings of the investment in subsidiaries are stated at cost less any provision for impairment in value. All investments for which fair value is measured or disclosed in the Financial Statements are categorised within the fair value hierarchy in Note 8.

Foreign Currency

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

Cash and Cash Equivalents

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

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

Current Assets

Current assets are initially recognised at cost and subsequently measured at amortised cost and balances revalued for exchange rate movement. Current assets comprise debtors, prepayments and cash and are subject to review for impairment at least at each reporting date.

Current Liabilities

Current liabilities are initially recognised at cost and subsequently measured at amortised cost and balances revalued for exchange rate movement. Current liabilities comprise accruals and other creditors and are subject to review for impairment at least at each reporting date.

1. Accounting Policies continued

Income

Dividends receivable on quoted equity shares are taken to revenue or capital depending on the nature of the dividend, on an ex-dividend basis. Special dividends are considered individually to ascertain the reason behind the payment and determine whether they are treated as revenue or capital. Dividends receivable on equity shares where no ex-dividend date is quoted are brought into account when the Company's right to receive payment is established. Fixed returns on non-equity shares are recognised on a time-apportioned basis.

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

Dividend income will only be recognised when there is reasonable certainty that the issuer has the ability to make the return.

Expenses and Finance Costs

All expenses and finance costs are accounted for on an accruals basis.

Taxation

The tax expense represents the sum of the tax currently payable. The tax payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because it excludes items that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates applicable at the Balance Sheet date.

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

Dividends Payable to Shareholders

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

Share Capital

Issued share capital consists of ordinary shares with voting rights. The preference shares, owned in their entirety by New Centurion Trust Limited, previously a wholly-owned subsidiary of the Company were cancelled on 16 June 2025.

Share Premium

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

- costs associated with the issue of equity; and
- premium on the issue of shares.

1. Accounting Policies continued

Capital Redemption Reserve

The reserve represents the nominal value of the shares bought back and cancelled. This reserve is not distributable.

Capital Reserve

Capital expenses, gains or losses on realisation of investments held at fair value through profit or loss and changes in fair value of investments are transferred to the capital reserve.

The following are taken to this reserve:

- gains and losses on the disposal of investments;
- net movement arising from changes in the fair value of investments held and subsidiaries classified as at "fair value through profit or loss";
- exchange differences and appropriate costs of a capital nature;
- dividends receivable of a capital nature;
- expenses together with the related taxation effect, allocated to this reserve in accordance with the above policies; and
- the cost of the Tender Offer.

Realised gains on investments less expenses, provisions and unrealised gains may be considered by the Board for distribution. The unrealised gains are not distributable.

Revenue Reserves

The net revenue for the year is transferred to the revenue reserve and any dividends paid are deducted from the revenue reserve.

The revenue reserve represents the surplus accumulated profits and is distributable.

Special Reserve

The special reserve was created by a Court Order on 18 July 2023. The cost of share buybacks and any dividend distributions can be made from this reserve.

2. Income

	Year ended 30 June 2025			Year ended 30 June 2024		
	Revenue £	Capital £	Total £	Revenue £	Capital £	Total £
Income from investments:						
UK dividends	137,176	3,750	140,926	122,596	118,536	241,132
Unfranked dividend income (including scrip dividends)	7,412	–	7,412	13,548	–	13,548
UK fixed interest	–	–	–	23,188	–	23,188
	<u>144,588</u>	<u>3,750</u>	<u>148,338</u>	<u>159,332</u>	<u>118,536</u>	<u>277,868</u>
Other income						
Bank deposit and other interest	4,445	–	4,445	50,708	–	50,708
Total income	<u>149,033</u>	<u>3,750</u>	<u>152,783</u>	<u>210,040</u>	<u>118,536</u>	<u>328,576</u>

3. Investment Management Fee

	Year ended 30 June 2025 £	Year ended 30 June 2024 £
Investment management fee	<u>–</u>	<u>–</u>

Following completion of the Tender Offer, on 26 July 2023 Chelverton Asset Management was appointed as Investment Manager.

The Investment Manager is entitled to an annual fee of 0.75% of the Net Asset Value. To the extent that the ongoing charges ratio exceeds 2% the Investment Manager has waived the management fee and shall instead make a contribution to the Company to ensure that the ongoing charges ratio does not exceed 2%. An amount of £413,535 is available to offset against future investment management fees.

4. Other Expenses

	Year ended 30 June 2025 £	Year ended 30 June 2024 £
Administration and secretarial services	85,000	85,000
Auditor's remuneration for:		
– audit of the Group's financial statements	52,500	50,000
Directors' remuneration (see Note 18)	60,000	61,667
Investment Manager's contribution to expenses (see Note 3)	(224,059)	(189,476)
Capital expenses	(24,744)	–
Other expenses	176,631	181,041
Total expenses	125,328	188,232

The audit of the Group's financial statements includes the cost of the audit of Abport Limited of £4,389 (2024: £4,180) which is charged to the subsidiary.

Other expenses substantially consist of brokers' and registrars' fees.

The Directors were the Group and Company's only employees in the current and comparative period.

The reduction in expenses of £24,744 shown in the capital column of the Statement of Comprehensive Income relates to professional charges over accrued.

5. Taxation

	Year ended 30 June 2025			Year ended 30 June 2024		
	Revenue £	Capital £	Total £	Revenue £	Capital £	Total £
Current Taxation	-	-	-	-	-	-
Overseas taxation suffered	1,049	-	1,049	3,629	-	3,629
	<u>1,049</u>	<u>-</u>	<u>1,049</u>	<u>3,629</u>	<u>-</u>	<u>3,629</u>

The current tax charge for the year is higher than (2024: lower than) the standard rate of corporation tax in the UK of 25.0% (2024: 25.0%). The differences are explained below:

	Year ended 30 June 2025			Year ended 30 June 2024		
	Revenue £	Capital £	Total £	Revenue £	Capital £	Total £
(Loss)/return on ordinary activities	(1,039)	(69,386)	(70,425)	21,808	994,467	1,016,275
Tax at UK Corporation tax rate of 25.0% (2024: 25.0%)	(260)	(17,346)	(17,606)	5,452	248,617	254,069
Effects of:						
UK dividends that are not taxable	(34,294)	(938)	(35,232)	(30,649)	(29,634)	(60,283)
Overseas dividends that are not taxable	-	-	-	-	-	-
Non-taxable investment losses/(gains)	-	24,470	24,470	-	(218,983)	(218,983)
Overseas taxation suffered	1,049	-	1,049	3,629	-	3,629
Unrelieved expenses	34,554	(6,186)	28,368	25,197	-	25,197
Actual current tax charged to the revenue account	<u>1,049</u>	<u>-</u>	<u>1,049</u>	<u>3,629</u>	<u>-</u>	<u>3,629</u>

Factors that may affect future tax charges

The Company has excess management expenses of £2,737,463 (2024: £2,623,987). It is unlikely that the Company will generate sufficient taxable income in the future to use these expenses to reduce future tax charges and therefore no deferred tax asset has been recognised.

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

6. Return per Ordinary Share

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

	Year ended 30 June 2025			Year ended 30 June 2024		
	Revenue	Capital	Total	Revenue	Capital	Total
(Loss)/return after taxation attributable to ordinary Shareholders (£)	(2,088)	(69,386)	(71,474)	18,179	994,467	1,012,646
Weighted average number of ordinary shares in issue (excluding shares held in Treasury)			9,186,025			2,045,691
(Loss)/return per ordinary share basic and diluted (pence)	(0.02)	(0.76)	(0.78)	0.89	48.61	49.50

7. Dividends per Ordinary Share

Amounts recognised as distributions to equity holders in the year.

	Year ended 30 June 2025 £	Year ended 30 June 2024 £
Unclaimed dividends in respect of prior periods clawed back after 12 years	8,468	1,927
Total	8,468	1,927

No dividend will be declared in respect of the year under review.

8. Investments

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Investments held at fair value through profit or loss				
Opening book cost	6,286,746	8,123,670	6,286,746	8,177,670
Opening net investment holding gains	783,074	440,800	783,074	386,800
Opening valuation	7,069,820	8,564,470	7,069,820	8,564,470
Movements in the year:				
Purchases at cost	3,377,072	9,504,441	3,377,072	9,504,441
Sales proceeds	(3,989,455)	(11,885,506)	(3,989,455)	(11,885,503)
Realised gains on sales	585,135	544,141	585,135	490,138
Unrealised (losses)/gains in the year	(683,014)	342,274	(683,014)	396,274
Closing valuation	6,359,558	7,069,820	6,359,558	7,069,820
Being:				
Book cost	6,259,498	6,286,746	6,259,498	6,286,746
Net investment holding gains	100,060	783,074	100,060	783,074
	6,359,558	7,069,820	6,359,558	7,069,820

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Summary of capital gains				
Realised gains on sales	585,135	544,141	585,135	490,138
Unrealised (losses)/gains in the year	(683,014)	342,274	(683,014)	396,274
	(97,879)	886,415	(97,879)	886,412

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Transaction costs				
Costs on purchases	9,208	32,920	9,208	32,920
Costs on sales	4,894	39,595	4,894	39,595
	14,102	72,515	14,102	72,515

8. Investments continued

Reconciliation of cash movements in investment transactions

The difference between the purchases in Note 8 of £3,377,072 and that shown in the Cash Flow Statement on page 51 is £9,586 which is represented by outstanding trades at 30 June 2025 of £6,881 and 30 June 2024 of £44,936 and a Scheme of Arrangement with a value of £28,469.

The difference between the sales proceeds in Note 8 of £3,989,455 and that shown in the Cash Flow Statement on page 51 is £20,872 which is represented by outstanding trades at 30 June 2025 of £35,839 and 30 June 2024 of £43,436 and a Scheme of Arrangement with a value of £28,469.

Fair Value Hierarchy

Fair value is the amount at which an asset could be sold in an ordinary transaction between market participants at the measurement date, other than a forced or liquidation sale. The Group measures fair values using the following hierarchy that reflects the significance of the inputs used in making the measurements.

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

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

All of the Group's investments are Level 1.

The table below sets out the fair value measurement of financial instruments as at 30 June 2025, by the level in the fair value hierarchy into which the fair value measurement is categorised.

Group At 30 June 2025	Level 1 £	Level 2 £	Level 3 £	Total £
Financial assets at fair value through profit or loss:				
Equities	6,359,558	–	–	6,359,558
	<u>6,359,558</u>	<u>–</u>	<u>–</u>	<u>6,359,558</u>
Group At 30 June 2024	Level 1 £	Level 2 £	Level 3 £	Total £
Financial assets at fair value through profit or loss:				
Equities	7,069,820	–	–	7,069,820
	<u>7,069,820</u>	<u>–</u>	<u>–</u>	<u>7,069,820</u>

There were no transfers between levels during the current or prior year.

The valuation techniques used by the Group are set out in the Accounting Policies in Note 1.

9. Investment in Subsidiaries

	Company 30 June 2025			Company 30 June 2024
	New Centurion Trust £	Abport £	Total £	Total £
At 1 June 2024	5,406,679	3,873	5,410,552	5,410,552
Provision for diminution brought forward	(4,599,852)	(3,204)	(4,603,056)	(4,603,056)
	806,827	669	807,496	807,496
In specie distribution from NCT 15 June 2025	(806,827)	–	(806,827)	–
Received from Abport Limited	–	(669)	(669)	–
Value at 30 June 2025	–	–	–	807,496

At 30 June 2025, the Company held interests in the following subsidiary company:

	Country of Incorporation	% share of capital held	% share of voting rights	Nature of business
Abport Limited	England	100%	100%	Investment dealing company

The registered office of the Subsidiary is the same as that of the Company.

On 29 May 2024, New Centurion Trust Limited was placed into members' voluntary liquidation. This subsidiary was a dormant legacy holding which the Directors determined had no further useful purpose.

10. Substantial Share Interests

The Company has no notified interests in 3% or more of the voting rights of any companies at 30 June 2025 (30 June 2024: nil).

11. Trade and Other Receivables

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Amounts due from subsidiaries	–	–	–	53,849
Dividends receivable	15,055	14,495	15,055	14,495
Trade receivables	35,839	43,439	35,839	43,439
Other receivables	431,946	206,992	431,946	206,992
	482,840	264,926	482,840	318,775

The carrying amount of such receivables approximates to their fair value. Trade and other receivables are not past due at 30 June 2025.

12. Trade and Other Payables

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Trade payables	6,881	44,936	6,881	44,936
Other accruals	105,958	165,362	105,958	158,280
	<u>112,839</u>	<u>210,298</u>	<u>112,839</u>	<u>203,216</u>

13. Ordinary Share Capital

	Group and Company 2025		Group and Company 2024	
	Number	£	Number	£
Issued allotted and fully paid:				
Ordinary shares of 10p each (2024: 50p each)	<u>27,924,390</u>	<u>2,792,439</u>	<u>5,584,878</u>	<u>2,792,439</u>

On 10 March 2025, the Company announced a share split resulting in Shareholders receiving 5 new ordinary 10p shares in exchange for each existing ordinary 50p share held at the record date of 12 March 2025.

The Company's total issued share capital comprises of 27,924,390 ordinary shares. The Company holds all 18,738,365 ordinary shares that were repurchased pursuant to the Tender Offer in Treasury. Therefore, the total number of shares with voting rights in the Company is 9,186,025.

The above figure of 9,186,025 may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

The ordinary shares entitle the holders to receive all ordinary dividends and all remaining assets on a winding up, after the fixed rate preference shares have been satisfied in full.

At the year end, the Company held 18,738,365 ordinary shares in Treasury (2024: 3,747,673).

14. Issued Preference Share Capital

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Issued preference share of 50p each	<u>-</u>	<u>-</u>	<u>-</u>	<u>858,783</u>

The 1,717,565 fixed rate preference shares were cancelled on 16 June 2025 and at 30 June 2025 there were no Preference Shares in issue.

15. Net Asset Value per Ordinary Share

The NAV per ordinary share is calculated as follows:

	2025 £	2024 (restated) [#] £
Net Assets	7,313,735	7,376,741
Ordinary shares in issue (excluding Treasury shares)	9,186,025	9,186,025
NAV per ordinary share	79.62p	80.30p

[#] The NAV at 30 June 2024 has been restated for comparative purposes only to reflect the 5 for 1 share split as discussed in Note 13.

16. Financial Instruments and Associated Risks

Investment Objective and Policy

The Company's Investment Objective is to maximise capital growth for Shareholders over the long-term by investing in high-quality, quoted, UK small and mid-cap companies.

Classification of financial instruments

The Group held the following categories of financial instruments at 30 June 2025. All assets are included in the Statement of Financial Position at fair value and all liabilities at amortised cost which equates to fair value.

	2025 (Book and fair value)	2024 (Book and fair value)
Assets at fair value through profit or loss:		
Investment portfolio	6,359,558	7,069,820
Loans and receivables		
Trades for future settlement	35,839	43,436
Accrued income	15,055	14,495
Other debtors	424,238	199,295
Cash at bank	584,176	252,293
Liabilities at amortised cost or equivalent		
Trades for future settlement	(6,881)	(44,936)
Creditors (including unclaimed dividends)	(105,958)	(165,362)
Total for financial instruments	7,306,027	7,369,041
Non-financial instruments	7,708	7,700
Total net assets	7,313,735	7,376,741

The investment portfolio principally consists of fully listed investments and AIM quoted investments valued at their bid price.

16. Financial Instruments and Associated Risks continued

Risks

The Group's financial risk management can be found in the Strategic Report on pages 12 and 13.

The Group's financial instruments comprise securities, cash balances, receivables and payables. They are classified in the following categories:

- those to be measured subsequently at fair value through profit or loss; and
- those to be measured at amortised cost.

The financial assets held at amortised cost include trade and other receivables, cash and cash equivalents.

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

- (a) market price risk, including currency risk, interest rate risk and other price risk;
- (b) liquidity risk; and
- (c) credit risk.

The Board reviews and agrees policies for managing each of these risks, which are summarised below.

Market price risk

Market price risk arises mainly from uncertainty about future prices of financial instruments used in the Group's business. It represents the potential loss the Group might suffer through holding market positions by way of price movements, interest rate movements and exchange rate movements. The Board assesses the exposure to market price risk when making each investment decision and monitor these risks on the whole of the investment portfolio on an ongoing basis.

Currency risk

Under the new investment policy, voted for on 26 June 2023, the Company invests predominantly in UK companies, with one US company held, hence this risk has little direct impact.

Interest rate risk

The Group's financial assets and liabilities, include cash, equity shares and fixed interest stocks. As the majority of the Group's financial assets and all liabilities are non-interest bearing the direct exposure to interest rates is not material.

The impact of movements would not significantly affect the net assets attributable to ordinary Shareholders or the total profit.

16. Financial Instruments and Associated Risks continued

Other price risk

Other price risk arises from changes in market prices other than those arising from currency risk or interest rate risk.

The Board manages the risks inherent in the investment portfolio by maintaining a spread of investments across different sectors and monitoring market prices throughout the year. The Board meets regularly in order to review investment performance and its investment strategy.

Liquidity risk

This is the risk that the Group will encounter difficulty in meeting its obligations associated with financial liabilities. All liabilities are due within one year.

The Group invests in a spread of investments which are traded on recognised stock markets and which can be readily realised for cash. At the year end, 8.0% of the portfolio was held in cash.

Credit risk

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

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

	Group		Company	
	2025 £	2024 £	2025 £	2024 £
Financial assets neither past due or impaired				
Trade and other receivables	475,132	257,226	475,132	311,075
Cash and cash equivalents	584,176	252,293	584,176	251,625
	<u>1,059,308</u>	<u>509,519</u>	<u>1,059,308</u>	<u>562,700</u>

Prepayments are excluded as they are not financial instruments.

Sensitivity Analysis

At the year end, the Board believes that the Group's assets are mainly exposed to market price risk. A fall of 20% in the value of the equity shares would reduce the assets of the Company by 1,271,912 or 13.8p per share. An increase of 20% in the value of the equity shares would increase assets by an equal amount.

17. Capital Management Policies

Capital is managed so as to maximise the return to Shareholders while maintaining a capital base to allow the Group to operate effectively. Capital is managed on a consolidated basis and to ensure that the Group will be able to continue as a going concern.

In order to maintain or adjust the capital structure, the Group may pay dividends to Shareholders, return capital to Shareholders, issue new shares or sell securities to reduce debt.

The Group had no debt during the years to 30 June 2025 or 30 June 2024.

18. Related Party Transactions

Fiske plc, a company in which Mr Perrin is a non-executive director, is the Company's custodian. An amount of £6,136 (2024: £6,449) was paid to Fiske plc pursuant to the custody agreement and, as at the year end, £867 (2024: £nil) was payable to Fiske plc.

Key Management Personnel

At the year end, the Board consisted of four Non-Executive Directors all of whom, with the exception of Mr Horner, who is managing director of Chelverton Asset Management, the Company's Investment Manager, are considered to be independent by the Board. Mr Dighé holds a directorship within Edelweiss Holdings plc ("Edelweiss"), who were previously significant Shareholders in the Company. For the year ended 30 June 2025, the Directors, including the Chairman but excluding David Horner, received an annual fee of £20,000. Further information can be found within the Directors' Remuneration Report on page 33.

On 26 July 2023 David Horner was appointed as a Non-Executive Director. Mr Horner is the managing director of the Investment Manager. Mr Horner has waived his right to receive fees. Further information regarding waived investment management fees can be found in Note 3 on page 58.

The Directors did not receive any other form of remuneration and at the year end, there were no outstanding fees payable to Directors (2024: £nil).

There were no other related party transactions during the current or previous year.

19. Post Balance Sheet Events

There are no post balance sheet events to disclose.

20. Ultimate Controlling Party

The Directors consider there is no overall controlling party.

SHAREHOLDER INFORMATION

Fraud Warning

Fraudsters use persuasive and high-pressure tactics to lure investors into scams and we are aware of entities from time to time purporting to be The Investment Company plc. They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment. While high profits are promised, if you buy or sell shares in this way you will probably lose your money. Detailed advice on how to avoid and report potential investment scams is available on the FCA website: www.fca.org.uk/scamsmart.

The Company has also been made aware of attempts to issue documentation in the Company's name which is not legitimate. Anyone wishing to verify the authenticity of any documentation should contact the Company Secretary on 01392 487056 or tic@iscaadmin.co.uk.

The Company has also been made aware of a website purporting to be the Company's website which is not legitimate. Anyone wishing to verify the authenticity of the website should contact the Company Secretary on 01392 487056 or tic@iscaadmin.co.uk.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 159th Annual General Meeting of the Company will be held at the offices of Chelverton Asset Management Limited, Ground Floor Office, Basildon House, 7 Moorgate, London EC2R 6AF on Tuesday 14 October 2025 at 2.30pm to consider and, if thought fit, pass the following resolutions, of which numbers 1 to 9 will be proposed as ordinary resolutions and numbers 10, 11 and 12 as special resolutions.

Ordinary Business

Resolution 1 – Ordinary Resolution

To receive and adopt the Strategic Report, Reports of the Directors and Auditor and the Audited Financial Statements for the year ended 30 June 2025.

Resolution 2 – Ordinary Resolution

To receive and approve the Directors' Remuneration Report.

Resolution 3 – Ordinary Resolution

To re-elect I.R. Dighé as a Director of the Company.

Resolution 4 – Ordinary Resolution

To re-elect D.A. Horner as a Director of the Company.

Resolution 5 – Ordinary Resolution

To re-elect T.M. Metcalfe as a Director of the Company.

Resolution 6 – Ordinary Resolution

To re-elect M. H. W. Perrin as a Director of the Company.

Resolution 7 – Ordinary Resolution

To re-appoint PKF Littlejohn LLP as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next meeting at which Financial Statements are laid before the Company.

Resolution 8 – Ordinary Resolution

To authorise the Directors to determine the remuneration of the Auditor.

Resolution 9 – Ordinary Resolution

THAT, in substitution for any existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot ordinary shares of 10 pence each in the capital of the Company ("ordinary shares") up to an aggregate nominal amount of £500,000 (being 54.4% of the issued ordinary share capital, excluding Treasury shares, of the Company at the date of this Notice), during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the Annual General Meeting of the Company to be held in 2026 (unless previously renewed, varied or revoked by the Company in general meeting) (the "Section 551 period"), but so that the Company may, at any time prior to the expiry of the Section 551 period, make offers or agreements which would or might require ordinary shares to be allotted after the expiry of the Section 551 period and the Directors may allot ordinary shares in pursuance of such offers or agreements as if the authority had not expired.

Resolution 10 – Special Resolution

THAT, in substitution for any existing authorities, and subject to the passing of Resolution 9, the Directors be and they are hereby empowered, in accordance with Sections 570 and 573 of the Act, to allot ordinary shares for cash pursuant to the authority conferred on the Directors by Resolution 9 above, and to sell ordinary shares from Treasury for cash as if Section 561(1) of the Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £500,000 (being 54.4% of the issued ordinary share capital, excluding Treasury shares, of the Company at the date of this Notice), such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2026 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold after the expiry of such power and the Directors may allot or sell ordinary shares in pursuance of such an offer or agreement as if such power had not expired.

Resolution 11 – Special Resolution

THAT, the Company is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is such a number thereof being 14.99% of the ordinary shares in issue, excluding shares held in Treasury at the date of the passing of this Resolution;
- (b) the minimum price which may be paid for each ordinary share is 10p, or nominal value;
- (c) the maximum price which may be paid for each ordinary share shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations of ordinary shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made; and (ii) the higher of the price of the last independent trade in the ordinary shares and the highest then current independent bid for the ordinary shares on the London Stock Exchange;
- (d) this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the Annual General Meeting of the Company to be held in 2026;
- (e) the Company may make a contract of purchase for ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration; and
- (f) any ordinary shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in Treasury and if held in Treasury may be resold from Treasury or cancelled at the discretion of the Directors.

Special Business**Resolution 12 – Special Resolution**

THAT, a General Meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board.

ISCA Administration Services Limited

The Office Suite
Den House
Den Promenade
Teignmouth TQ14 8SY

12 September 2025

NOTES

Right to appoint a proxy

1. A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy does not need to be a member of the Company. A member may appoint more than one proxy in relation to a meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
2. A proxy form which may be used to make such appointment and give proxy directions accompanies this notice. If you do not receive a proxy form and believe that you should have one, or if you require additional proxy forms in order to appoint more than one proxy, please contact the Registrar on +44 (0) 121 585 1131. If calling from outside of the UK, please ensure the country code is used. The helpline is open Monday to Friday 9.00am to 5.00pm, excluding public holidays in England and Wales.

Procedure for appointing a proxy

3. To be valid, the proxy form, together with any power of attorney or other authority under which it is signed or a notarially certified copy must be deposited at the offices of the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD to be received not later than 2.30pm on 10 October 2025 or 48 hours (excluding non-working days) before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours (excluding non-working days) before the time appointed for taking the poll.
4. The return of a completed proxy form will not preclude a member from attending the Annual General Meeting and voting in person if he or she wishes to do so. The termination of the authority of a person to act as proxy must be notified to the Company in writing.

Nominated persons

5. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
6. The statement of the rights of members in relation to the appointment of proxies in Notes 1 and 3 above does not apply to Nominated Persons. The rights described in those notes can only be exercised by members of the Company.

Record date and entitlement to vote

7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be entered on the Company's register of members at 6.00pm on 10 October 2025 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the right of any person to attend and vote at the meeting. Only holders of ordinary shares are entitled to attend and vote at the Annual General Meeting.

8. As at 11 September 2025, (the business day prior to the publication of this notice), the Company's issued share capital amounted to 27,924,390 ordinary shares of which 18,738,365 are held in Treasury and carry no vote. Therefore, the total voting rights in the Company as at 11 September 2025 were 9,186,025 votes.

Members' rights

9. In accordance with Section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:
- (a) to do so would:
 - (i) interfere unduly with the preparation for the meeting, or
 - (ii) involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
11. Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
12. Members satisfying the thresholds in Section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the Annual General Meeting. A resolution may properly be moved at the Annual General Meeting unless: (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.
13. Members satisfying the thresholds in Section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may properly be included in the business at the Annual General Meeting. A matter may properly be included in the business at the Annual General Meeting unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.

Electronic Proxy Appointment through CREST

14. CREST members who wish to appoint a proxy or proxies, or amend an instruction to a previously appointed proxy, through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held at 2.30pm on 14 October 2025 and any adjournment(s) thereof, by using the procedures described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited (Euroclear)'s specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID: 7RA11) by no later than 2.30pm on 10 October 2025.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) is/are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

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

Documents

15. The Annual Report incorporating this Notice of Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the dates of this Notice will be available on the Company's website, <https://theinvestmentcompanyplc.co.uk>.
16. A copy of the Directors' service contracts will be available for inspection at the registered office of the Company during usual business hours on any weekday (except weekends and public holidays) until the date of the meeting and at the place of the meeting for a period of fifteen minutes prior to and during the meeting.

Registered in England and Wales No. 0004205



**The Investment
Company plc**

FOUNDED 1868

REGISTERED NO. 4205
ENGLAND AND WALES