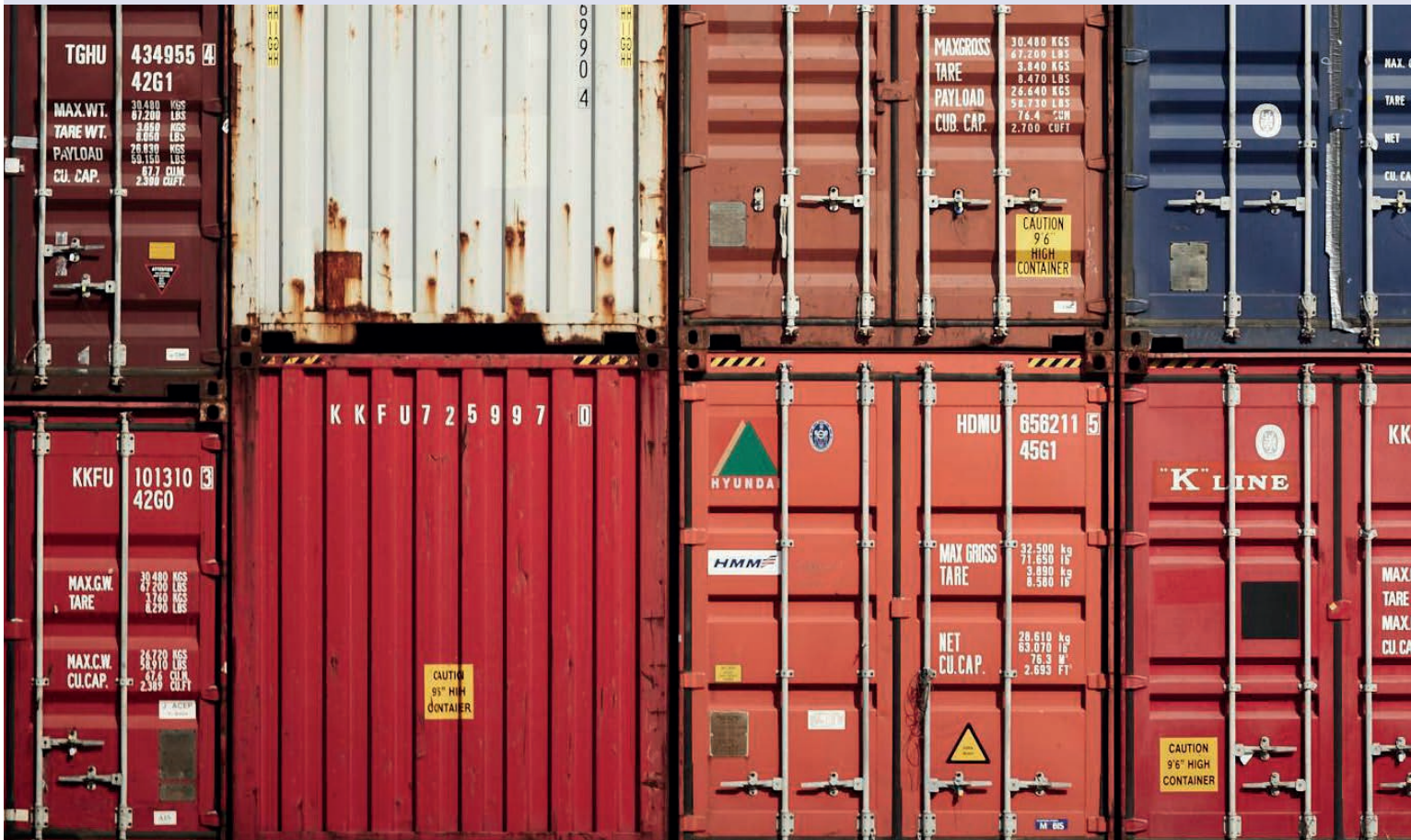




# 2022

## REPORT AND ACCOUNTS



Santos Brasil Participacoes S.A. (Brazil)

Utilico Emerging Markets Trust plc's ("UEM" or the "Company") investment objective is to provide long-term total return through a flexible investment policy that permits UEM to make investments predominantly in infrastructure, utility and related sectors, mainly in emerging markets.

**TRUSTED**

A closed end fund focused on long-term total return

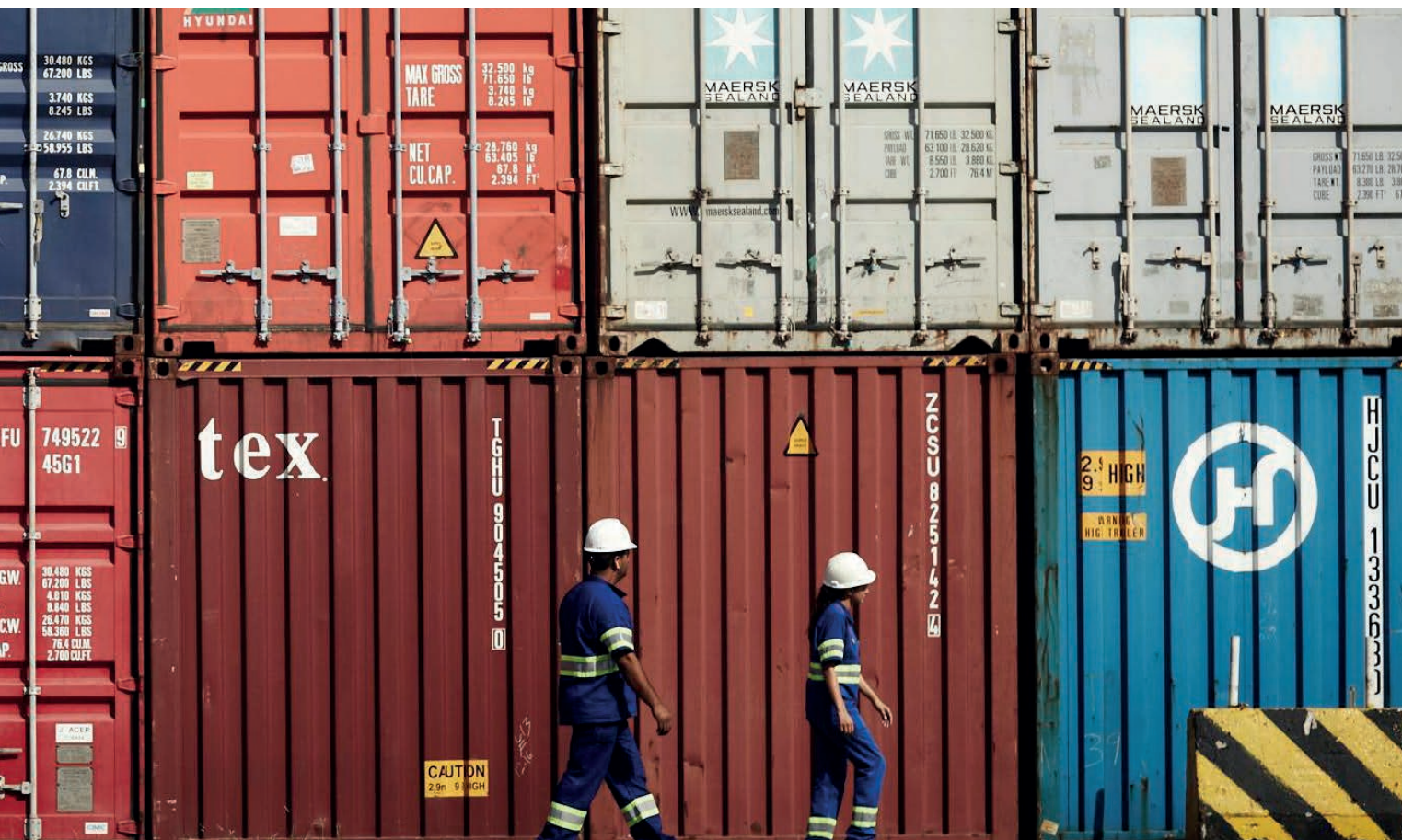
**DIVERSIFIED**

A diverse portfolio of operational cash generative investments

**PROVEN**

Strong management team with a long-term record of outperformance

# WHY UTILICO EMERGING MARKETS TRUST PLC?



## UEM is an emerging markets specialist fund focused on long-term total return predominantly in infrastructure and utility investments.

### OPPORTUNITY

UEM offers a diverse portfolio of high conviction, bottom-up investments spread across jurisdictions and sectors. The Company seeks to invest in companies most of which pay dividends, thereby contributing to UEM's performance.

### EMERGING MARKETS

Emerging markets ("EM") offer higher gross domestic product ("GDP") growth, and coupled with the urbanisation and expansion of the middle class, and the shift to digital economy, deliver attractive investment opportunities for UEM. The EM middle class is expected to double in ten years, driving the need for investment in infrastructure and utilities.

### HIGH OPERATING LEVERAGE

UEM's portfolio is predominantly operational. Infrastructure and utility assets are enablers of growth in EM and usually offer high operating leverage.

### UTILITIES AND INFRASTRUCTURE ASSETS

At a time of heightened uncertainty, these are often resilient long-term assets with established regulatory frameworks which should continue to deliver predictable and sustainable income streams, thereby helping to underpin UEM's quarterly dividend payments.



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Rumo S.A. (Brazil)

### FINANCIAL CALENDAR

#### Year End

31 March

#### Annual General Meeting

20 September 2022

#### Half Year

30 September

#### Dividends Payable

March, June, September  
and December

The business of the Company consists of investing the pooled funds of its shareholders in accordance with its investment objective and policy, with the aim of spreading investment risk and generating a return for shareholders. The joint portfolio managers of the Company are ICM Investment Management Limited ("ICMIM") and ICM Limited ("ICM"), together referred to as the "Investment Managers".

Front cover image – Alupar Investimento S.A. (Brazil)

# FINANCIAL HIGHLIGHTS



International Container Terminal Services, Inc. (The Philippines)

NET ASSET VALUE  
("NAV") TOTAL RETURN  
PER SHARE\*

**14.9%**

(2021: 30.2%)

NAV OF 254.22P  
PER SHARE\*

**↑ 11.2%**

(2021: ↑25.7%)

REVENUE EARNINGS  
PER SHARE OF

**8.17p**

(2021: 8.13p)

DIVIDENDS OF 8.00P  
PER SHARE

**↑ 2.9%**

(2021: ↑2.6%)

\* See Alternative Performance Measures on pages 99 and 100

UEM turned in a strong performance, delivering a NAV total return of 14.9% for the year to 31 March 2022.

## CURRENT YEAR PERFORMANCE

NAV TOTAL RETURN  
PER SHARE\*

**14.9%**

(2021: 30.2%)

SHARE PRICE  
TOTAL RETURN  
PER SHARE\*

**17.6%**

(2021: 27.3%)

NAV OF 254.22P  
PER SHARE\*

**↑ 11.2%**

(2021: ↑25.7%)

SHARE PRICE  
OF 224.00P

**↑ 13.4%**

(2021: ↑22.3%)

DIVIDENDS OF 8.00P  
PER SHARE

**↑ 2.9%**

(2021: ↑2.6%)

INVESTED

**£124.5m**

(2021: £174.7m)

REALISED

**£176.9m**

(2021: £142.1m)

DIVIDENDS PAID

**£17.5m**

(2021: £17.2m)

6.5M SHARES  
BOUGHT BACK

**£13.9m**

(2021: £12.1m)

TOTAL REVENUE  
RETURN INCOME

**£22.6m**

(2021: £22.8m)

ONGOING CHARGES\*

**1.4%**

(2021: 1.1%)

NET DEBT REDUCED TO

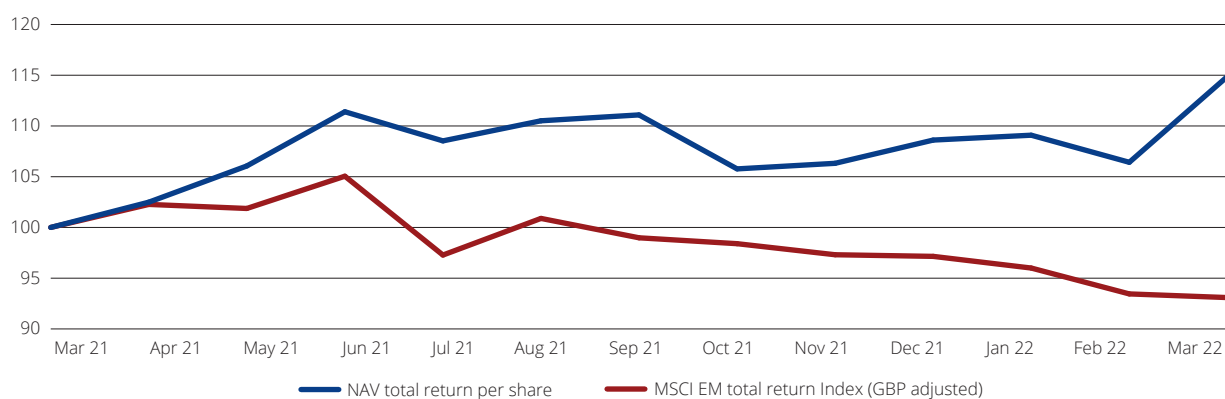
**£23.2m**

(2021: £53.6m)

\* See Alternative Performance Measures on pages 99 and 100

### TOTAL RETURN COMPARATIVE PERFORMANCE <sup>(1)</sup>

from 31 March 2021 to 31 March 2022



<sup>(1)</sup> Rebased to 100 as at 31 March 2021

Source: ICM and Bloomberg

# PERFORMANCE SUMMARY

	31 March 2022	31 March 2021	% change 2022/21
NAV total return per share <sup>(1)</sup> (annual) (%)	14.9	30.2	n/a
Share price total return per share <sup>(1)</sup> (annual) (%)	17.6	27.3	n/a
Annual compound NAV total return <sup>(1)</sup> (since inception - 20 July 2005) (%)	9.7	9.4	n/a
NAV per share <sup>(1)</sup> (pence)	254.22	228.54	11.2
Share price (pence)	224.00	197.50	13.4
Discount <sup>(1)</sup> (%)	(11.9)	(13.6)	n/a
<b>Earnings per share (basic)</b>			
- Capital (pence)	24.49	45.73	(46.4)
- Revenue (pence)	8.17	8.13	0.5
Total (pence)	32.66	53.86	(39.4)
<b>Dividends per share</b>			
- 1st quarter (pence)	2.000	1.925	3.9
- 2nd quarter (pence)	2.000	1.925	3.9
- 3rd quarter (pence)	2.000	1.925	3.9
- 4th quarter (pence)	2.000 <sup>(2)</sup>	2.000	0.0
Total (pence)	8.000	7.775	2.9
Gross assets <sup>(3)</sup> (£m)	569.6	556.1	2.4
Equity holders' funds (£m)	545.9	505.7	7.9
Shares bought back (£m)	13.9	12.1	14.9
Net cash/(overdraft) (£m)	0.5	(3.2)	115.6
Bank loans (£m)	(23.7)	(50.4)	(53.0)
Net debt (£m)	(23.2)	(53.6)	(56.7)
Gearing <sup>(1)</sup> (%)	(4.3)	(10.6)	n/a
<b>Management and administration fees and other expenses</b>			
- excluding performance fee (£m)	7.3	5.0	46.0
- including performance fee (£m)	7.3	10.1	(27.7)
<b>Ongoing charges figure<sup>(1)</sup></b>			
- excluding performance fee (%)	1.4	1.1 <sup>(4)</sup>	n/a
- including performance fee (%)	1.4	2.1 <sup>(4)</sup>	n/a

<sup>(1)</sup> See Alternative Performance Measures on pages 99 and 100

<sup>(2)</sup> The fourth quarterly dividend has not been included as a liability in the accounts

<sup>(3)</sup> Gross assets less liabilities excluding loans

<sup>(4)</sup> 1.4% with effect from 1 April 2021 following changes to the Investment Management Agreement and the performance fee was discontinued (see page 77)

On 3 April 2018, as a result of the proposals to redomicile Utilico Emerging Markets Limited ("UEM Bermuda") to the United Kingdom, the shareholders of UEM Bermuda exchanged all their shares in UEM Bermuda for shares in UEM on a one for one basis and UEM Bermuda became a wholly owned subsidiary of UEM. All performance data relating to periods prior to 3 April 2018 are in respect of UEM Bermuda.

# CHAIRMAN'S STATEMENT



**JOHN RENNOCKS**  
Chairman

The year to 31 March 2022 has again been truly challenging. The war in Ukraine has taken us by surprise. While we understood the geopolitical tensions in the region, we considered it unlikely that Russia would invade Ukraine to the extent that they did. It has been devastating to watch a brutal war erupt in Europe. The response from the West has been firm and quick.

But given Ukraine's role in the world's soft commodities and Russia's central role in energy supplies, to Europe in particular, the global economic challenges have escalated dramatically.

Pleasingly, UEM turned in a strong performance and importantly delivered a NAV total return of 14.9% for the year to 31 March 2022, to end the year at an all-time high of 254.22p. This was ahead of the MSCI EM total return Index which was down 6.9% over the same period. UEM measures its performance on a total return basis and long-term annual compound NAV total return since inception to 31 March 2022 was 9.7%. The Investment Managers are seeking long-term performance to be above 10.0% including a rising dividend, and during the initial period of Covid-19 UEM did lag behind the MSCI EM Index as investors focused on high growth technology companies. Since the approval of the vaccine, the world has moved steadily towards "living with Covid" and UEM's portfolio has regained value as a result. As at 31 March

2022, UEM's NAV and share price total return are both ahead of the MSCI EM total return index since inception in 2005.

## RUSSIAN INVESTMENTS

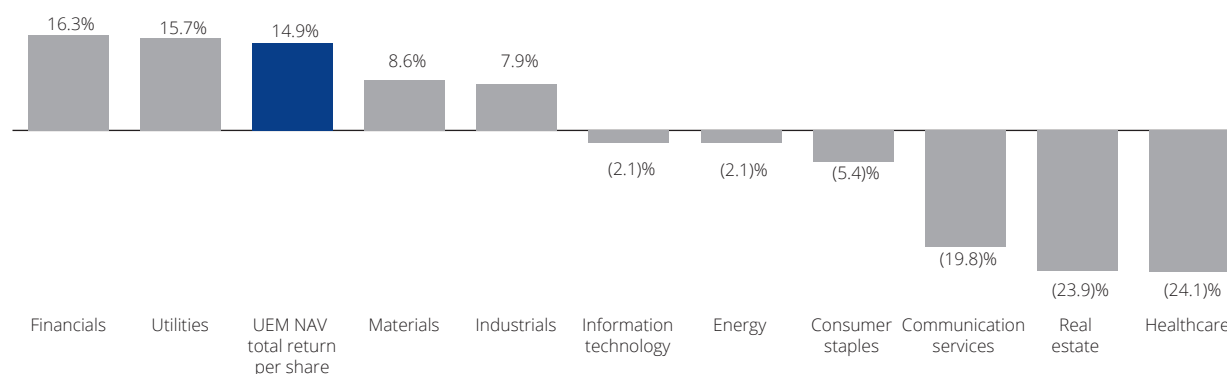
UEM has found investing in Russia challenging over the years due to the weak governance and endemic corruption, and has generally avoided investing there. At the start of the war UEM had exposure to one London listed company operating extensively in Russia, the rail freight operator Globaltrans Investment plc ("Globaltrans"). UEM's holding in Globaltrans was worth £4.3m (0.8% of the portfolio) as at 31 January 2022. Immediately following the invasion, UEM sold around two-thirds of its holding realising £1.5m in proceeds. Globaltrans was not sanctioned. ICM has a strong compliance and risk framework and will continue to ensure UEM complies with any new sanctions as they emerge. Globaltrans' shares were suspended and the residual holding is carried at nil value. UEM has no other direct investments in Russia, Belarus or Ukraine.

## GLOBAL ECONOMY

There are numerous headwinds currently faced by the markets, each of which is challenging in its own right. These include sharply rising inflation; increasing interest rates; cyber security; shortage of commodities, especially wheat from Ukraine; Covid-19 disruption to supply chains; the Ukraine war; shift to green energy; US and China trade friction; zero-Covid policy in China; and leveraged economies. We have discussed a number of these before

## MSCI EM SECTOR INDEX TOTAL RETURNS (GBP ADJUSTED)

from 31 March 2021 to 31 March 2022

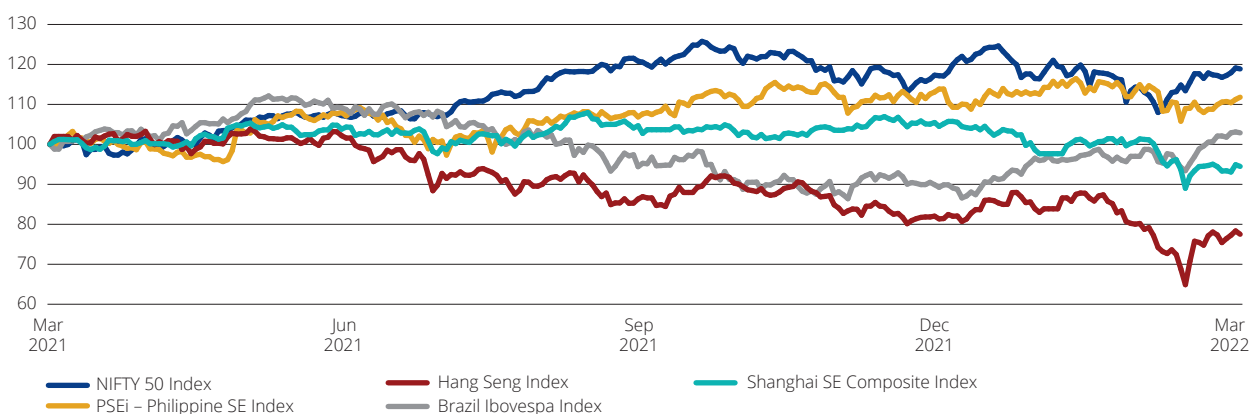


Source: Bloomberg



## INDICES MOVEMENTS

from 31 March 2021 to 31 March 2022



Rebased to 100 as at 31 March 2021

Source: Bloomberg

and they largely remain unresolved. We are witnessing a significant rise in nationalism and wealth inequality. This combination of issues and challenges will no doubt tear at the fabric of our societies and institutions.

The Russian war in Ukraine is devastating on a number of levels. The brutality of the Russian army will be a scar on liberal societies for decades to come. The need to have resilient supply chains, energy security, green energy and increased defence capabilities will see resources diverted and reinvested with an urgency and scale not experienced in our lifetime. This will give rise to new opportunities for investors, including UEM. The war has resulted in sharply rising commodity prices and accelerating inflation. The scarcity of some soft commodities might well be the biggest social challenge, as food shortages emerge in a number of countries that rely on food imports from Ukraine.

Our Investment Managers deserve a note of thanks. Their approach to seeking out compelling opportunities in difficult markets has stood them in good stead over the years. A key aspect of their investment approach is to seek out strong management teams who can deliver resilient business performance. They have navigated the challenges to date very well.

## EMERGING MARKETS

During the year, the progress in EM has been correlated to the development of Covid-19 in the individual

markets. Brazil and India have both emerged from Covid restrictions and performed strongly, while China has been unable to safely open up its economy. In the year to 31 March 2022, EM markets have seen the India Nifty 50 up by 18.9%, the Philippine PSEi up 11.8% and Brazil's Bovespa up 2.9%, while the Hang Seng Index was down 22.5%. Currencies have been mixed too, with the Brazilian Real up 24.4% against Sterling, the Hong Kong Dollar up 4.0% and the Indian Rupee up 1.1%.

Commodities have moved higher during the period under review, with oil up by 69.8%, wheat up by 62.8%, copper up by 18.9% and soybean up by 12.6%. Much of this is due to two factors: first, excess demand over supply following years of under investment in resources and the bounce in demand for goods as economies opened up; and second, the elimination of supply arising from the Ukraine war. We expect these conditions to endure in the short term.

## UNLISTED INVESTMENTS (LEVEL 3 INVESTMENTS)

UEM has over the years invested in unlisted businesses at a modest level. This remains true today. The largest investment was in CGN Capital Partners Infra Fund 3, a Chinese wind and solar farm developer and operator in mainland China. At year end this investment was carried at £13.0m representing 1.9% of UEM's portfolio. The underlying fund investments were agreed to be sold prior to UEM's year end at a pleasing profit and the

## CHAIRMAN'S STATEMENT (continued)

majority of the proceeds should be returned to UEM over the coming quarters.

In March 2020, an opportunity arose to invest into a disruptive technology start up business, Petalite Limited ("Petalite"), giving UEM exposure to the electric vehicles revolution (through charging infrastructure). UEM invested a modest amount, some £1.5m for an interest of approximately 30.0%. This business has delivered on its expectations and in light of the accelerated move to electric vehicles, its valuation has risen significantly. At year end the position was valued at £17.6m and shareholders can find more information in note 26(d) to the accounts. We are excited about the prospects for this business.

Given the increased level of unlisted investments, some 8.4% of the total portfolio, we will report on this separately going forward.

### REVENUE EARNINGS AND DIVIDEND

It is pleasing to see UEM's revenue earnings per share ("EPS") increase by 0.5% given the challenges faced by investee businesses and the higher growth investment mix. As at 31 March 2022, 15.6% of UEM's portfolio was invested in the Data Services and Digital Infrastructure sector which is projected to see higher growth but typically pays lower dividends, and as a consequence

the rest of the portfolio worked harder to deliver this earnings uplift.

UEM has now declared four quarterly dividends of 2.00p each, totalling 8.00p per share, a 2.9% increase over the previous year. Dividends remain fully covered by income. The retained earnings revenue reserves increased by £0.4m to £7.3m. The Board remains confident that the quarterly rate will be maintained for the next financial year.

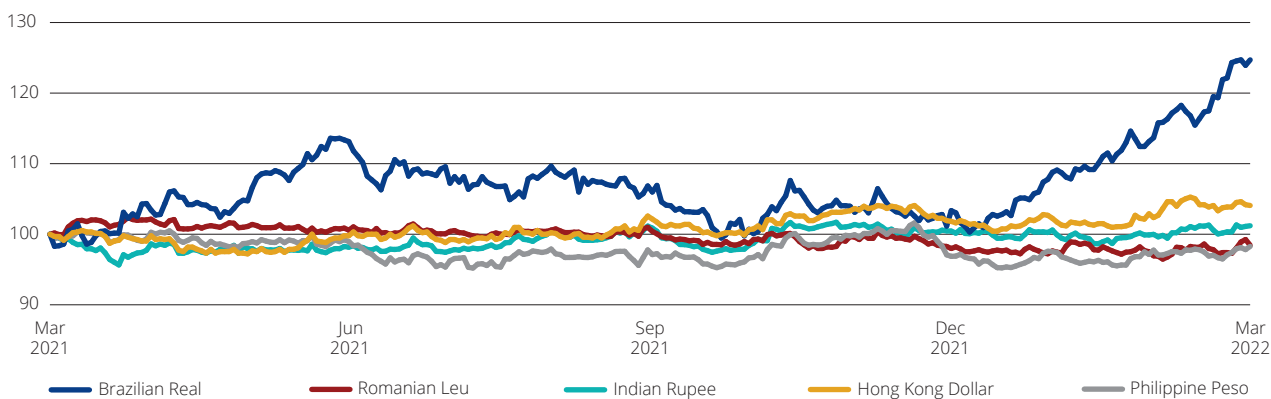
The Board would like to re-emphasise that UEM's portfolio is predominantly invested in relatively liquid, cash-generative companies which have long-duration operational assets that the Company's Investment Managers believe are structurally undervalued and offer the potential for excellent total returns.

### SHARE BUYBACKS

UEM's share price discount narrowed over the year from 13.6% as at 31 March 2021 to 11.9% as at 31 March 2022. This remains above levels that the Board would wish to see over the medium term. The Company has continued buying back shares for cancellation and has stepped up its buybacks with 6.5m shares bought back in the year to 31 March 2022, at an average price of 211.90p and total cost of £13.9m.

### CURRENCY MOVEMENTS vs STERLING

from 31 March 2021 to 31 March 2022



Rebased to 100 as at 31 March 2021

Source: Bloomberg

While the Board is keen to see the discount narrow, any share buyback remains an independent investment decision. Historically the Company has bought back shares if the discount widens in normal market conditions to over 10.0%. Since inception, UEM has bought back 62.5m ordinary shares totalling £111.6m. The buybacks now represent significantly more than the initial IPO capitalisation of UEM Bermuda when it came to market in July 2005.

### MANAGEMENT AND PERFORMANCE FEES

From 1 April 2021 the management fee was revised, moving to 1.0% on NAV up to £500.0m but with the fee reducing at higher levels; and the performance fee was removed. More details are set out on page 77.

As a result of the above, ongoing charges were 1.4%, compared to 2.1% (including the performance fee) for the year to 31 March 2021.

### BOARD

Garth Milne retired from the Board at the 2021 annual general meeting ("AGM") and we announced last year that board refreshment was being considered in the current year. We were pleased to announce on 21 September 2021 the appointment of Mark Bridgeman as a Director who brings a wealth of experience to our Board. We were also delighted to announce on 22 November 2021 that Isabel Liu joined our Board as a Director. Along with Mark, Isabel is an outstanding director who brings with her a robust skill set in infrastructure with experience and knowledge across EM including Asia. We look forward to working with them both over the coming years.

Anthony Muh has indicated his intention to retire from the Board following the conclusion of UEM's forthcoming AGM in September 2022. Anthony has been a tremendous asset to the Board with his insights and understanding of the Asian markets, and in particular China. Anthony has contributed significantly to UEM's board and we will miss his wise counsel.

### COVID-19 IMPACT ON UEM

Covid-19's impact on the world's GDP is reducing as Covid itself mutates into less effective strains. Omicron is certainly more transmissible but has been less harmful. Together with rising vaccinations, this has seen Covid-19's impact reduce sharply as more and more countries move to "living with Covid" policies and achieve "herd



China Everbright Greentech Limited (China)

DIVIDEND PER SHARE OF 8.00P, UP BY

# 2.9%

FOR THE YEAR TO 31 MARCH 2022

immunity". The major EM economy which is out of step with this progress is China. China's zero-tolerance policy puts their economy at risk as lockdowns destroy economic activity.

UEM's investments have emerged stronger from Covid-19. The investee companies' management teams have adapted their business models and driven higher volumes and margins. It is worth noting that no UEM investee company has needed or is expected to require significant restructuring or refinancing. The strategic nature and business model strength of UEM's portfolio has been excellent. Although market valuations of some companies initially deteriorated sharply, most of the businesses have proved resilient to their respective headwinds. With additional strong government and central bank support, the Board does not today see a significant risk from Covid-19 outside of volatility in market valuations.

## CHAIRMAN'S STATEMENT (continued)

### UEM CONTINUATION VOTE

We were pleased with the strong support of shareholders in favour of continuation for a further five-year period at the AGM held in September 2021. In line with the Articles of Association of the Company, a further continuation vote will be put to shareholders in 2026 and thereafter at five yearly intervals.

### OUTLOOK

The short-term challenges, especially the war in Ukraine and the zero-Covid policy in China are likely to persist for much of this calendar year. Consequently, the global economies will see heightened volatility as markets absorb the unfolding implications of both these events.

As long-term investors we remain optimistic that, once these events are behind us and inflationary pressures subside, most economies will rebound due to delayed demand and government policy becoming more supportive.

Our investee companies are well positioned and well managed, and we expect they will continue to perform well in these challenging times.

**John Rennocks**

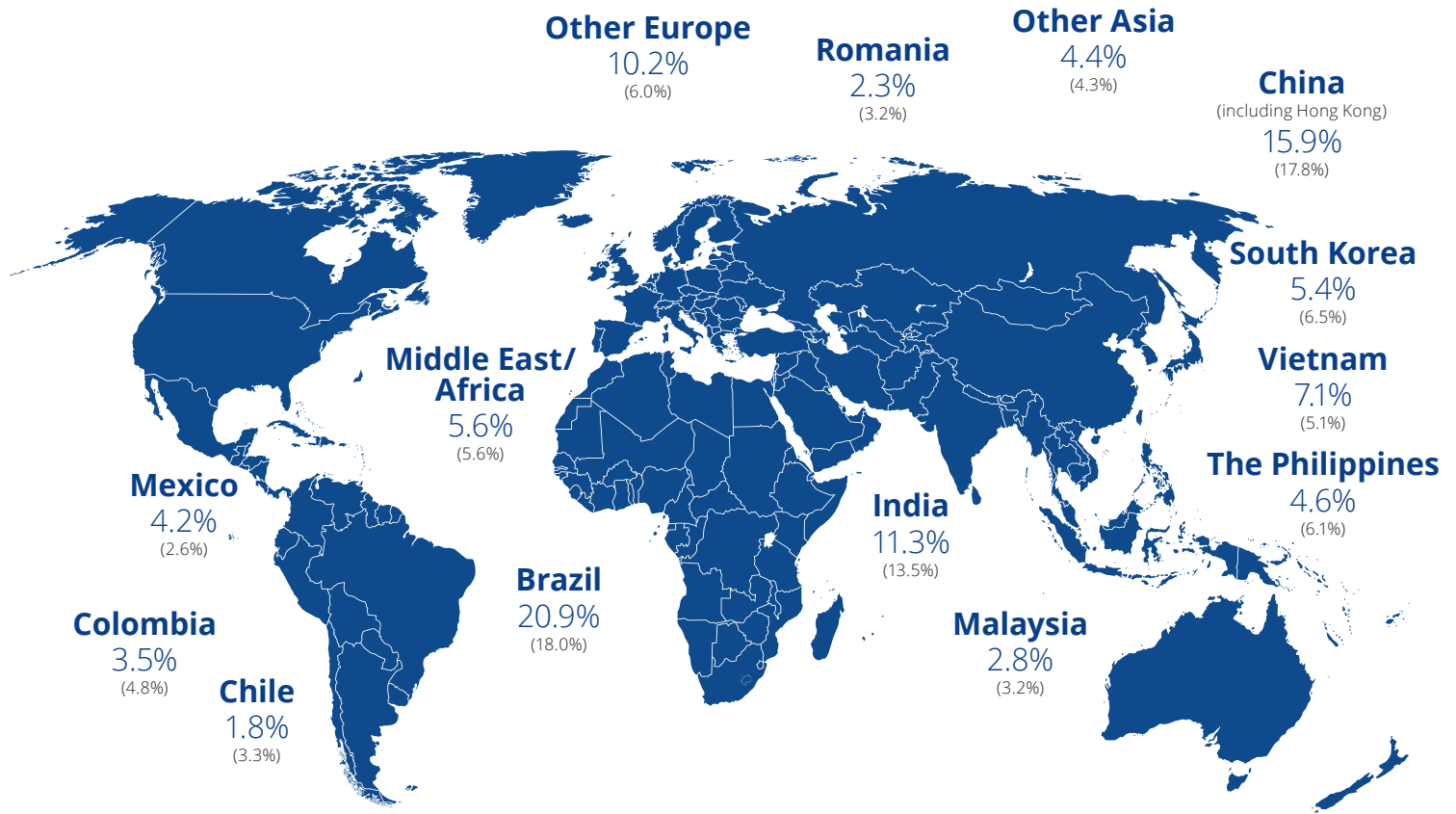
Chairman

17 June 2022



Rumo S.A. (Brazil)

# GEOGRAPHICAL INVESTMENT EXPOSURE AS AT 31 MARCH 2022



Figures in brackets as at 31 March 2021.

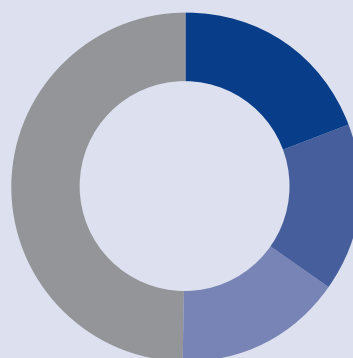
Source: ICM

## THREE LARGEST GEOGRAPHIES:



**20.9%** Brazil  
**15.9%** China (inc Hong Kong)  
**11.3%** India  
**51.9%** Other

## THREE LARGEST SECTORS:



**19.3%** Ports & Logistics  
**15.6%** Data Services & Digital Infrastructure  
**15.5%** Electricity  
**49.6%** Other

## TOP THIRTY COMPANIES

<p>1</p>  <p><b>4.6%</b></p> <p>International Container Terminal Services, Inc.</p> <p>Ports and Logistics</p> <p>A global port management company headquartered in the Philippines.</p> <p><b>26,510</b> Fair value £'000s</p>	<p>2</p>  <p><b>3.7%</b></p> <p>Alupar Investimento S.A.</p> <p>Electricity</p> <p>A Brazilian holding company for energy assets in the electricity sector.</p> <p><b>21,223</b> Fair value £'000s</p>	<p>3</p>  <p><b>3.2%</b></p> <p>India Grid Trust</p> <p>Electricity</p> <p>An infrastructure investment trust with electricity and transmission assets listed in India.</p> <p><b>18,357</b> Fair value £'000s</p>	<p>4</p>  <p><b>3.1%</b></p> <p>Petalite Limited</p> <p>Renewables</p> <p>An electric vehicle charging infrastructure company based in the UK.</p> <p><b>17,621</b> Fair value £'000s</p>	<p>5</p>  <p><b>3.0%</b></p> <p>Gujarat State Petronet Limited</p> <p>Gas</p> <p>A natural gas infrastructure and gas transmission company based in India.</p> <p><b>17,037</b> Fair value £'000s</p>
<p>6</p>  <p><b>2.9%</b></p> <p>Simpar S.A.</p> <p>Ports and Logistics</p> <p>A Brazilian holding company providing, through its subsidiaries, services in the logistics, freight and transportation sectors.</p> <p><b>16,682</b> Fair value £'000s</p>	<p>7</p>  <p><b>2.9%</b></p> <p>My E.G. Services Berhad</p> <p>Data Services and Digital Infrastructure</p> <p>A provider of e-government services in Malaysia.</p> <p><b>16,230</b> Fair value £'000s</p>	<p>8</p>  <p><b>2.8%</b></p> <p>Ocean Wilsons Holdings Limited</p> <p>Ports and Logistics</p> <p>An investment company which operates as a maritime service provider, through its Brazilian subsidiary.</p> <p><b>16,210</b> Fair value £'000s</p>	<p>9</p>  <p><b>2.5%</b></p> <p>Rumo S.A.</p> <p>Road and Rail</p> <p>A rail-based logistics operator in Brazil.</p> <p><b>14,122</b> Fair value £'000s</p>	<p>10</p>  <p><b>2.3%</b></p> <p>FPT Corporation</p> <p>Data Services and Digital Infrastructure</p> <p>An information technology and telecommunications services company in Vietnam.</p> <p><b>13,254</b> Fair value £'000s</p>

Note: % of total investments

For more information on the top ten companies, see the holdings review starting on page 28.

31 March 2022	Company (Country)	Description	Fair value £'000s	% of total investment
11	CGN Capital Partners Infra Fund 3 (China)	Renewable assets fund	12,543	2.2
12	Power Grid Corporation of India Limited (India)	Electricity transmission	12,492	2.2
13	Citic Telecom International Holdings Limited (Hong Kong)	Telecommunications provider	11,918	2.1
14	VinaCapital Vietnam Opportunity Fund Ltd (Vietnam)	Investment trust	11,107	2.0
15	China Datang Corporation Renewable Power Co. Limited (China)	Electricity generation	10,998	1.9
16	Corporacion Financiera Colombiana S.A. (Colombia)	Infrastructure investments	10,394	1.8
17	China Everbright Greentech Limited (China)	Biomass and waste treatment	10,384	1.8
18	Telelink Business Services Group (Bulgaria)	Information technology service provider	10,263	1.8
19	Grupo Aeroportuario del Pacifico, S.A.B. de C.V. (Mexico)	Airport operator	10,253	1.8
20	Societe Nationale des Telecommunications du Senegal (Senegal)	Telecommunications operator	9,967	1.7
21	KunLun Energy Company Limited (China)	Gas distribution	9,921	1.7
22	Santos Brasil Participacoes S.A. (Brazil)	Port operator	9,746	1.7
23	Orizon Valorizacao de Resiuos S.A. (Brazil)	Waste treatment operator	9,259	1.6
24	Naver Corporation Limited (South Korea)	Internet services provider	9,042	1.6
25	KT Corporation (South Korea)	Telecommunications operator	8,658	1.5
26	PT Link Net Tbk. (Indonesia)	Fixed line broadband and cable television operator	8,515	1.5
27	Grupo Aeroportuario del Centro Norte, S.A.B. de C.V. (Mexico)	Airport operator	8,225	1.5
28	Korean Internet Neutral Exchange Inc. (South Korea)	Data centre operator	8,111	1.4
29	Powergrid Infrastructure Investment Trust (India)	Infrastructure investment trust	8,009	1.4
30	Engie Energia Chile S.A. (Chile)	Electricity generation and transmission	7,868	1.4
	<b>Other investments</b>		<b>196,767</b>	<b>34.4</b>
	<b>Total portfolio</b>		<b>571,686</b>	<b>100.0</b>

## PERFORMANCE SINCE INCEPTION (20 JULY 2005)

NAV ANNUAL  
COMPOUND TOTAL  
RETURN\*

**9.7%**

NAV TOTAL RETURN  
PER SHARE\*

**371.7%**

SHARE PRICE TOTAL  
RETURN PER SHARE\*

**326.5%**

62.5M SHARES  
BOUGHT BACK

**£111.6m**

DIVIDENDS PER SHARE  
INCREASED FROM  
1.50P TO

**8.00p**

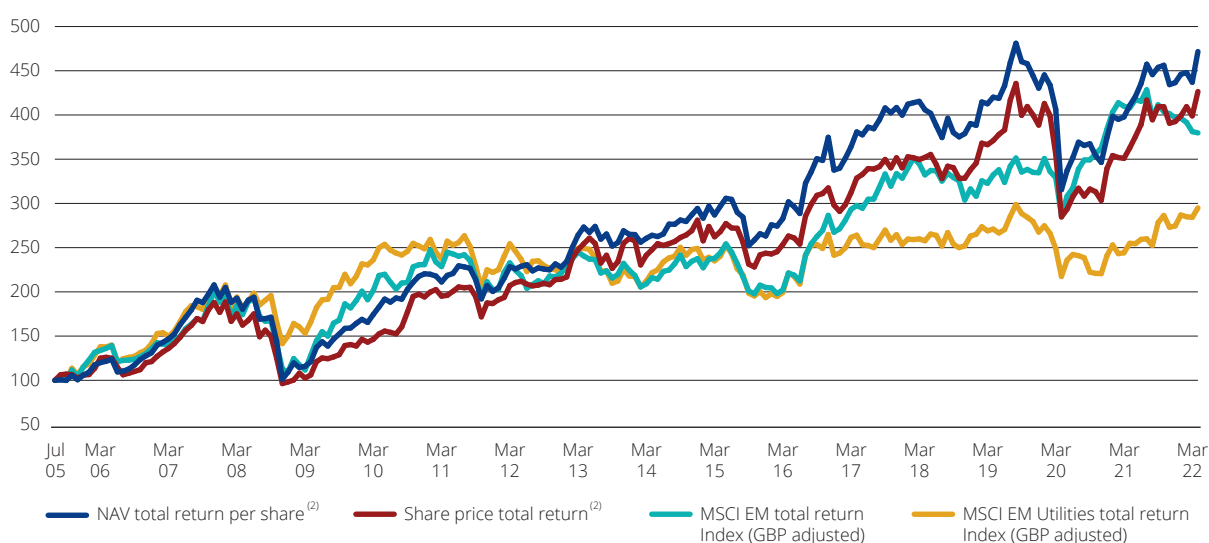
DIVIDENDS PAID  
CUMULATIVE

**£203.4m**

\* See Alternative Performance Measures on pages 99 and 100

### HISTORIC NAV AND SHARE PRICE PERFORMANCE (pence)<sup>(1)</sup>

from 20 July 2005 to 31 March 2022



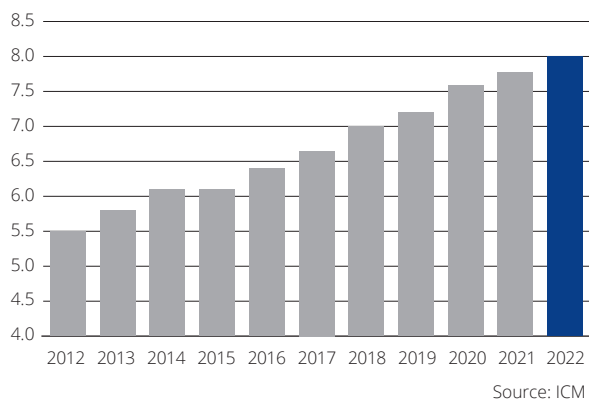
Source: ICM and Bloomberg



# TEN YEAR PERFORMANCE

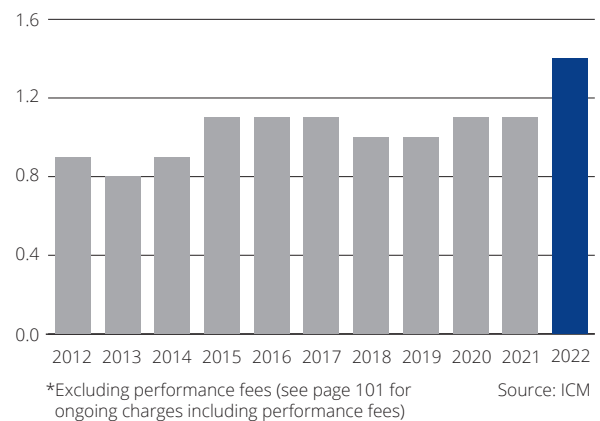
## DIVIDENDS PER SHARE (pence)

from March 2012 to March 2022



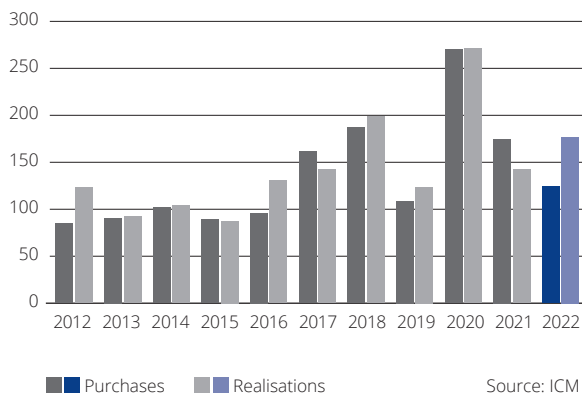
## ONGOING CHARGES\* (%)

from March 2012 to March 2022



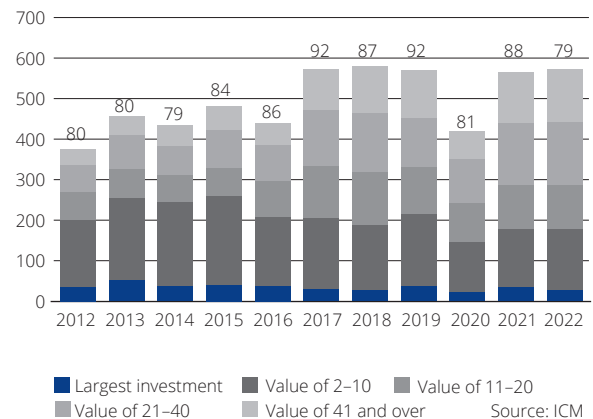
## INVESTMENT PURCHASES AND REALISATIONS (£m)

from March 2012 to March 2022



## PORTFOLIO PROGRESSION (£m) AND NUMBER OF HOLDINGS

from March 2012 to March 2022



UEM invests primarily in companies and sectors displaying the characteristics of essential services or monopolies.

# INVESTMENT MANAGERS' REPORT



**CHARLES JILLINGS**  
Investment Manager

It is pleasing to see UEM deliver another positive NAV gain, with a NAV total return for the year of 14.9%, building on last year's 30.2% return. This was significantly ahead of the MSCI EM total return Index which was down by 6.9% during the year to 31 March 2022. As previously noted, UEM's asset class was largely overlooked by the

markets early in the pandemic,

which focused on the shift to working from home and the accelerated digital explosion. This led to markets rewarding the technology sector shares, but since the approval of the Covid-19 vaccines, the market has shifted and now the embedded value in UEM's portfolio is being increasingly recognised.

The world is faced with a number of unresolved deep-seated challenges. As noted in the Chairman's Statement these range from inflation to climate change. Given we have highlighted a number of these issues before we will focus on four topics in particular that we discuss at length as investors.

## INFLATION AND INTEREST RATES

Inflation has two key drivers, excess demand and shortage of supply or a combination of the two. As nations emerged from Covid restrictions, demand for consumables rose well above traditional trend lines. At the same time supply was slow to respond and the net effect has been a strengthening of inflationary pressures as nations return to normal.

A surprise to us has been the tight labour market conditions across the world which has led to wage inflation as buying power shifts to the wider labour markets. If left unaddressed this will cause further inflationary pressures and may become embedded in economies.

We see commodities as potentially being at an imbalance as demand exceeds supply in certain commodities. This is likely to continue as decades of under-investment cannot be redressed overnight. Further, the response to the Ukraine war will see increased drive for energy security, supply chain security and military security. These three challenges are likely to be pursued at

significant pace. The result will be heightened demand for commodities. Structurally we therefore see commodity demand rising and pricing to remain to the upside.

To address the rising inflationary outlook, Central Banks have begun and will continue to raise interest rates. As such we expect to see interest rates rise further over the coming months.

## UKRAINE

The war in Ukraine has disrupted a number of commodity supplies, especially wheat. This is likely to see commodity hoarding by some countries and fundamental shortages in others. Food inflation and food shortages are the potential drivers of social unrest. Historically, most social change has been accelerated by shortages of food, from the French Revolution to the Arab Spring. We remain concerned that the ability of governments to navigate a way forward for many poorer nations and societies will lead to sharp social change.

The disruption in commodity supply due to the war has accelerated inflationary pressures to levels not seen in decades. We expect this to persist for months. However, the imbalance will in time be addressed and supply led inflationary pressures will reduce.

The wider inflationary legacy will persist. The threat from energy supply and supply chain security will drive significant investment to address these two concerns and the inflationary pressures will be to the upside.

## CHINA'S COVID POLICY

China's zero-Covid policy is a concern. Omicron is particularly virulent and is likely to see the need for their heightened Covid restrictions to continue. As the world's major exporter, this has implications for supply chains and economic activity. China has two fundamental choices; either drive the economy or contain Covid. It is difficult to see how it can maintain both.

What does this all mean? We expect rising nationalism as governments look to address their country specific demands, greater focus on food and energy security, and a shift to a greener society. We see commodity producers benefiting. For UEM, there will be plenty of opportunities for our investee companies to benefit from these policy changes.



**ORIZON VALORIZACAO DE RESIUIOS S.A. (BRAZIL)  
("ORIZON")**

Orizon is a leading waste management company in Brazil, operating sanitary landfills with specialised infrastructure to receive waste and process it. Orizon uses its core waste processing business to offer biogas extraction, recycling, materials processing, carbon credits and waste-to-energy services.

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")**

The biggest challenge facing all of us is climate change which needs a coordinated global response. At ICM, we are committed to taking steps to become net carbon neutral as a business and we have engaged our employees in discussions around the need to reduce our net carbon footprint individually and collectively.

As investors, we are turning our attention to the steps businesses can and should be taking to be part of the solution to carbon reduction. Given the wide range of assets, geographies and governments involved in UEM's portfolio, these discussions are varied. A number of our investee companies do have a key role to play in reducing carbon emissions, from wind farms to rail and from hydro to enabling businesses to work remotely. ICM's approach is therefore driven by the need to see improvements over time by each investee company.

**CLIMATE CHANGE**

The war in Ukraine has been a true setback for the global energy ambitions of reducing carbon emissions. However, the best way to address the energy shortfall may be to invest in green technologies and electric vehicles, thereby achieving two ambitions at once, energy security and green energy supply.

NAV PER SHARE WAS 254.22P, INCREASING BY

**11.2%**

IN THE YEAR TO 31 MARCH 2022

**PORTFOLIO**

UEM's gross assets (less liabilities excluding loans) increased to £569.6m as at 31 March 2022 from £556.1m as at 31 March 2021. This reflects valuation uplifts offset by net realisations to fund the net debt reduction of £30.4m.

UEM expanded the list of disclosed investments to thirty holdings in its annual report and the monthly factsheet last year. This increases the visibility for shareholders to around two thirds of the portfolio by value. At the year end the top thirty holdings accounted for 65.6% of the total portfolio (31 March 2021: 65.9%). There have been seven new entries into the top thirty holdings over the year: Petalite; China Datang Corporation Renewable Power Co. Limited ("China Datang"); Grupo Aeroportuario del Pacifico, S.A.B. de C.V.; Orizon; PT Link Net Tbk.; Grupo Aeroportuario del Centro Norte, S.A.B. de C.V.; and Powergrid Infrastructure Investment Trust.

Falling out of the top thirty are China Gas Holdings Limited ("China Gas"); Bolsa de Valores de Colombia; Centrais Eletricas Brasileiras S.A.; Conpet SA; Starpharma Holdings Limited ("Starpharma"); Ecorodovias Infraestrutura e Logistica S.A.; and Torrent Power Limited. All were due to realisations except for China Gas and Starpharma which reduced due to lower market valuations.

Purchases in the portfolio decreased to £124.5m in the year ended 31 March 2022 (31 March 2021: £174.7m) and realisations increased to £176.9m (31 March 2021: £142.1m). This reflects investment activity more in line with long-term averages. An active decision was taken to reduce UEM's debt as uncertainties rose. UEM ended the year fully invested but with its bank loans drawn at £23.7m, 47.4% of the facility.

There have been some small sector shifts during the year to 31 March 2022 and more detail is set out on page 18.

# INVESTMENT MANAGERS' REPORT (continued)

## IN THE YEAR TO 31 MARCH 2022

BRAZIL REMAINS UEM'S LARGEST COUNTRY EXPOSURE

**20.9%**

2.9% ↑

CHINA REMAINS UEM'S SECOND LARGEST COUNTRY EXPOSURE

**15.9%**

1.9% ↓

INDIA IS UEM'S THIRD LARGEST COUNTRY EXPOSURE

**11.3%**

2.2% ↓

Note: increases/decreases refer to the movement in the portfolio percentage of the relevant country

## LATAM'S EXPOSURE

**30.4%**

(2021: 28.7%)

## ASIA'S EXPOSURE

**51.5%**

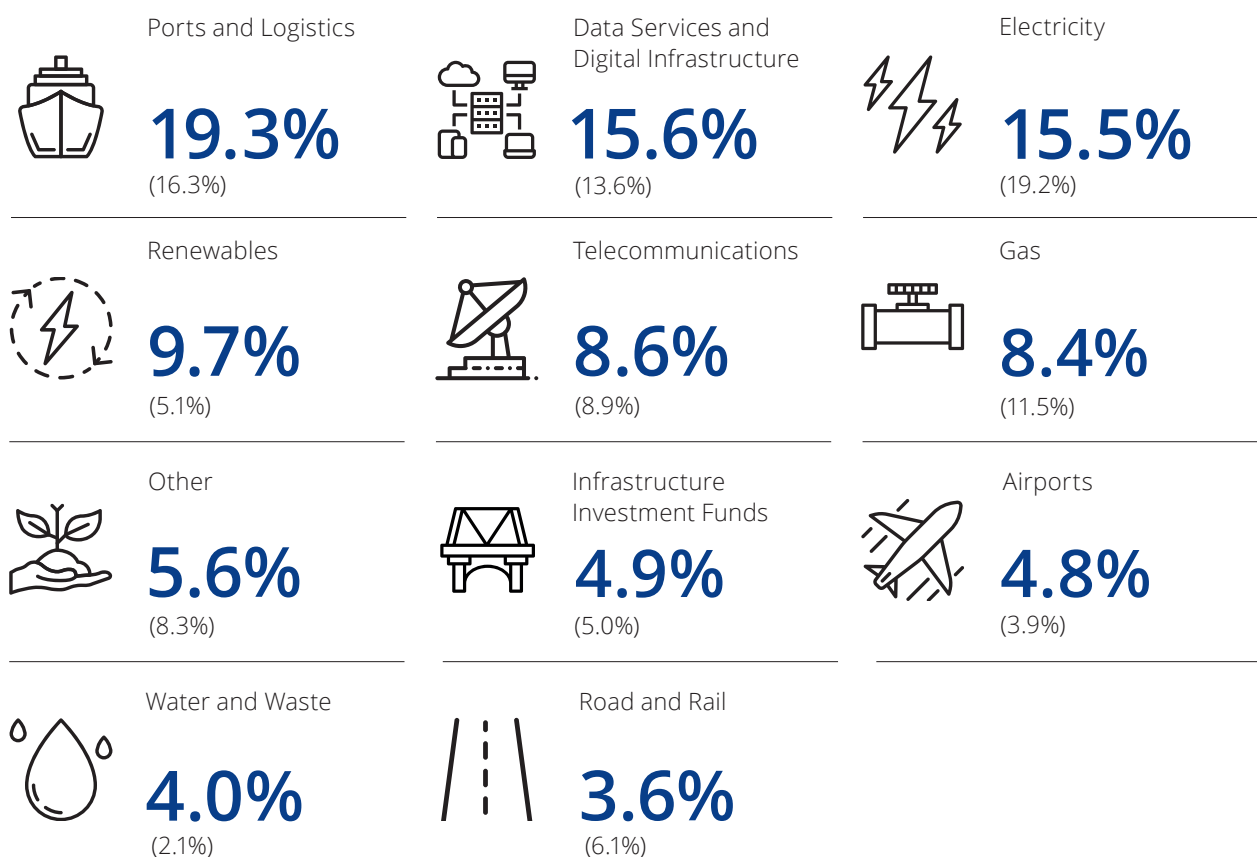
(2021: 56.5%)

## REST OF THE WORLD

**18.1%**

(2021: 14.8%)

## SECTOR SPLIT OF INVESTMENTS



Figures in brackets as at 31 March 2021

Source: ICM

On a geographical basis there were some small changes again and more detail is set out on page 11.

### LEVEL 3 INVESTMENTS

UEM ended the year with level 3 investments totalling £48.1m (31 March 2021: £20.9m), representing 8.4% of total investments (31 March 2021: 3.7%). UEM's level 3 investments increased mainly as a result of the revaluation of Petalite and given this increase, we will report on unlisted investments separately going forward.

As noted in the Chairman's Statement, an opportunity arose to invest into Petalite in March 2020, giving UEM exposure to the electric vehicles revolution.

### BANK DEBT

UEM's net debt, being bank loans and overdrafts, decreased from £53.6m as at 31 March 2021 to £23.2m as at 31 March 2022, as UEM actively decreased its investment positions and therefore exposure to the stock market. UEM's £50.0m committed multicurrency loan facility with The Bank of Nova Scotia, London Branch, was renewed in March 2021 and matures in March 2024.

### REVENUE RETURN

Revenue income was almost unchanged at £22.6m as at 31 March 2022, from £22.8m as at 31 March 2021. This reflects both the impact of currencies and the increased shift of the portfolio into the Data Services and Digital Infrastructure sector which are lower yielding investments.

Management fees and other expenses increased by 12.3% to £3.0m in the year to 31 March 2022, from £2.7m in the year to 31 March 2021. While the investment management fee is higher at 1.0% of NAV for assets up to £500.0m and reducing at higher levels, the impact is reduced on the revenue return as, following the removal of the performance fee (which was previously all allocated to capital), the fund moved to allocating 80.0% of management fees to capital return and 20.0% to revenue return, versus 70.0% and 30.0% historically. Finance costs remained modest at £0.1m (prior year £0.3m) given the low interest rate environment. Taxation remained largely unchanged at £1.5m during the year ended 31 March 2022 (31 March 2021: £1.6m).

Profit for the year decreased by 1.6% to £17.9m from £18.2m for the prior year. EPS was higher, a rise of 0.5% to 8.17p compared to the prior year of 8.13p due to the reduced average number of shares in issue following



#### GRUPO AEROPORTUARIO DEL CENTRO NORTE, S.A.B. DE C.V. (MEXICO) ("OMA")

OMA is a Mexican airport operator. Operating thirteen airports in the central and northern states of Mexico, including Monterrey, one of Mexico's largest business and industrial areas.

buybacks. Dividends per share ("DPS") of 8.00p were fully covered by earnings.

Retained revenue reserves rose to £7.3m as at 31 March 2022, some 3.39p per share.

### CAPITAL RETURN

The portfolio gained £58.3m on the capital account during the year to 31 March 2022. Gains on foreign exchange were £1.3m. The resultant total income gain on the capital account was £59.6m against prior year gains of £112.1m.

Management and administration fees were lower at £4.2m (31 March 2021: £7.4m), mainly as a result of the changes to the management fee structure, with no performance fee accruing in the current year and the change in allocating 80.0% of management fees to capital versus 70.0% historically.

Finance costs decreased to £0.5m from £0.6m as a result of lower interest costs and loans. There was a reduced charge for taxation of £1.2m (31 March 2021: £1.6m) which arose mainly from Indian capital gains tax. The net effect of the above was a gain on capital return of £53.7m (31 March 2021: a gain of £102.4m).

Charles Jillings  
**ICM Investment Management Limited  
and ICM Limited**

17 June 2022

## GRUPO AEROPORTUARIO DEL PACIFICO, S.A.B. DE C.V.

Grupo Aeroportuario del Pacifico, S.A.B. de C.V. is a Mexican airport operator. It operates twelve airports in the pacific region of Mexico and two in Jamaica. It serves approximately 42.0m passengers annually. UEM first invested in 2015.

IN THE YEAR TO 31 DECEMBER 2021,  
REVENUES INCREASED

# 61.7%

AND EBITDA 87.4%





#### FPT CORPORATION

FPT Corporation is the largest information technology service company in Vietnam with its core business focusing on the provision of information and communication technology related services. It also provides broadband internet services and operates the country's largest private education institution. UEM first invested in 2019.

IN THE YEAR TO 31 DECEMBER 2021,  
REVENUES INCREASED

**19.4%**

AND EBITDA 21.2%



#### ORIZON VALORIZACAO DE RESIUOS S.A.

Orizon Valorizacao de Resiuos S.A. is a waste treatment company, offering waste management and processing solutions. Its core waste processing business offers biogas extraction, recycling, carbon credits and waste-to-energy services. UEM first invested in 2021.

IN THE YEAR TO 31 DECEMBER 2021,  
REVENUES INCREASED

**11.1%**

AND EBITDA 15.7%

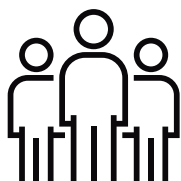
# MACRO TRENDS AFFECTING OUR PORTFOLIO

## URBANISATION



- Jobs in rural areas in EM are being displaced – for example, modern farming equipment reduces agricultural employment – resulting in a lack of job opportunities, especially for the younger population.
- Rural populations are therefore migrating to cities, seeking a higher standard of living and higher income opportunities in manufacturing and service industries.
- Rapid growth in urban populations requires significant investment in supporting infrastructure, such as roads, metros, railway, electricity networks, sanitation and digital infrastructure.

## RISE OF THE MIDDLE CLASS



- Increase in average incomes and the fall in levels of absolute poverty is resulting in a rise in the proportion of EM populations classified as “middle class”.
- Rising income and social characteristics of emerging middle-class populations results in higher overall consumption and greater propensity to purchase durable goods such as fridges, washing machines and cars.
- An emerging middle class increasingly demands a higher degree of public services and a greater focus on quality of life, including education, environmental conditions, tourism and accountability from governmental institutions.

## ENVIRONMENTAL POLICY



- Climate change is now an accepted reality, with significant direct and indirect effects on humankind and the global economy.
- Governments and intergovernmental organisations have initiatives in place targeting reductions in the impact of man-made emissions on climate change.
- Major emissions contributors such as the power and transport sector are seeing a radical shift away from the most polluting technologies.
- Renewables, battery storage, electric vehicles and waste treatment are key areas of development and are increasingly commercial without subsidies.

## COVID-19 DISRUPTION



- Disruptions to both production and demand causing increased volatility.
- There were several leading indicators that suggested a heightened risk of recession prior to Covid-19.
- Significant risk to a number of countries of additional or extended shutdowns from increasing cases or “subsequent waves”.



## GEOPOLITICS AND GLOBALISATION



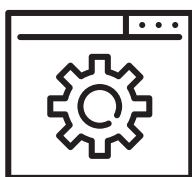
- Increased political tensions and populism is leading to a rising level of nationalism and protectionism, unwinding several decades of global supply chain integration.
- Protectionism is resulting in higher tariffs and barriers to trade, negatively impacting global GDP and increasing non-productive friction in economies.
- Trade flows and external deficits or surpluses are being rebalanced in many countries, with commensurate effects on foreign exchange and local economies.
- The changing dynamics of trading bloc relationships is resulting in significant shifts in transport and logistics value chains and associated infrastructure.

## GOVERNANCE AND TRANSPARENCY



- EM typically have poorer institutional frameworks than developed democracies, with transparency and rule of law being key areas of focus.
- Economies with robust political and institutional structures are inherently more attractive for investment and constant monitoring for any changes to these is necessary.
- Regulation of concessions – critical in the infrastructure sectors – is dependent on a strong rule of law and adherence to contractual obligations.

## DIGITALISATION



- 4G mobile and fibre broadband rollout in EM present opportunities for businesses and benefits to people driven by applications including e-commerce, e-government, online education, telemedicine, communications and media.
- Mobile money and payment systems are extending financial services with innovative solutions to previously unbanked mass populations, especially in Africa.
- EM have the opportunity to provide digitally delivered services globally, leveraging young, well-educated workforces and lower operating costs.
- In the long-term, 5G, cloud storage and data processing will drive new applications to optimise manufacturing, healthcare, logistics, security and transport infrastructure in “smart cities”.

# OUR INVESTMENT APPROACH

ICM is a long-term investor and typically operates focused portfolios with narrow investment remits. ICM has several dedicated research teams who have deep knowledge and understanding in their specific sectors, which improves the ability to source and make compelling investments. ICM has approximately USD 2.6bn of assets directly under management and is responsible indirectly for a further USD 24.0bn of assets in subsidiary investments.

ICM looks to exploit market and pricing opportunities and concentrates on absolute performance. The investments are not market index driven and the investment portfolio comprises a series of bottom-up decisions. ICM typically

does not participate in either an IPO or an auction unless there is compelling value.

UEM seeks to leverage ICM's investment abilities to both identify and make investments across a range of industries within the EM sector. New investments usually offer an attractive valuation with strong risk/return expectations at the time of investment.

When reviewing investment opportunities, as part of the investment process ICM will look to understand the material ESG factors.

ICM incorporates ESG factors into the investment process in three key ways:

## 01

### UNDERSTANDING

In-depth analysis of the key issues that face potential and current holdings, as well as a deep understanding of the industry in which they operate.

## 02

### INTEGRATION

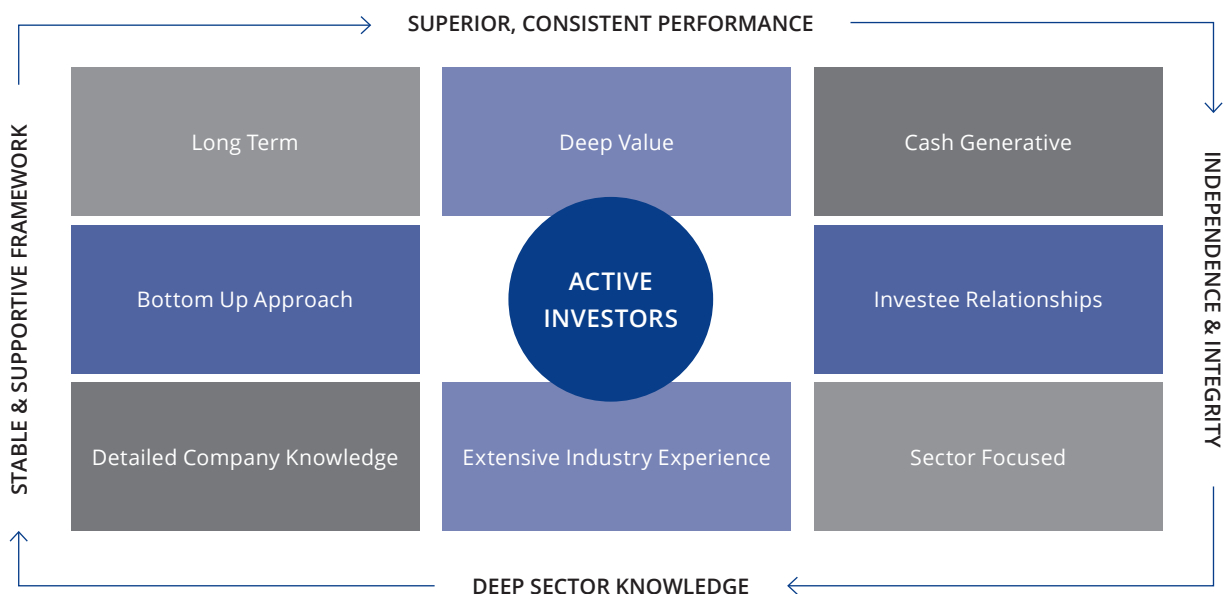
Incorporate the output of the 'Understanding' component detailed above into the full company analysis to ensure a clear and complete picture of the investment opportunity is obtained.

## 03

### ENGAGEMENT

Engage with investee companies on the key issues on a regular basis, both virtually and on location, where possible, to discuss and identify any gaps in their ESG policy to further develop and improve their ESG disclosure and implementation.

## We seek out and make compelling investments



**ICM works to create value by harnessing our experience and expertise to generate and grow strong relationships with our stakeholders**

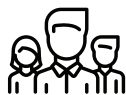
We are focused on creating sustainable long-term value for our shareholders, team and the broader community through our:



### VALUES

ICM's origins date back to 1988 and our organisation has evolved with offices now spanning the globe. We are focused on our values of:

- Independence and Integrity
- Excellence
- Creativity and Innovation
- Accountability



### TEAM

We are proud of our diverse and inclusive environment for our teams to work in, which reflects the diversity of our communities.



### INVESTMENT PRACTICES

Our deep and extensive research and understanding of the companies, sectors and markets we invest in moderates our risk and creates value for our investors. Our status as a signatory of the United Nations-supported Principles of Responsible Investment emphasises our commitment to integrating ESG factors into our investment decision making process.



### FINANCIAL

Strong balance sheet and disciplined capital allocation to drive sustainable growth and shareholder value.



### PLATFORMS

Technology, and digital and analytics enable our investment platforms to deliver growth for our shareholders.



### COMMUNITIES

ICM supports the ICM Foundation, which has identified sustainable, effective and focused education where the biggest impact can be made on individuals and in communities. Over the past decade ICM and its stakeholders have contributed over USD 15.0m to not-for-profit and community organisations.

## ESG SPOTLIGHT

The Board believes that it is in the shareholders' interests to consider ESG factors when selecting and retaining investments and has asked the Investment Managers to take these into account when investing. Details of how ESG forms part of the integrated research analysis, decision-making and ongoing monitoring are set out on page 40. Where companies in the portfolio are assessed as having a relatively low ESG score ICM's approach is to engage with the companies directly with the objective of seeing improvements over time. Set out below are examples of the approach taken with two of UEM's investments.

**rumo**



**Largest railway operator in Brazil, owning five rail concessions with approximately 13,500 km of lines and 1,200 locomotives.**

### ESG ANALYSIS:

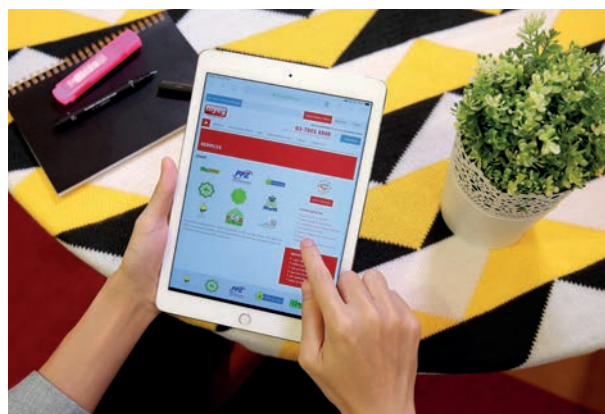
Rumo continues to take steps to improve its ESG transparency and enhance its environmental footprint. Rumo has set goals to reduce greenhouse gas emissions by 15% by 2023 and ensure traceability of 100% of the agricultural commodities transported by 2025.

Socially Rumo has improved its safety performance and has made steps to improve its commitments to community initiatives and social development. Question marks remain around Rumo's corporate governance, with the lack of independent board members being of prime concern.

### ICM ESG CONCLUSION:

Pressure continues to focus on improving the corporate governance of Rumo. Improving emissions and social policy means Rumo is moving toward a positive direction on its ESG journey.

**myeg**  
www.myeg.com.my



**A leading e-government service provider in Malaysia, allowing citizens to apply, renew and pay for licences, permits, taxes, fines, mandatory insurance etc. online.**

### ESG ANALYSIS:

MyEG has continued to strengthen its sustainability and governance procedures and has significantly improved its disclosure in recent years. It has particularly focussed on reducing its environmental footprint, significantly reducing fuel consumption and CO2 emissions in the past two years. Electricity consumption in FY21 was also 16.4% lower than in FY20.

### ICM ESG CONCLUSION:

MyEG is actively looking to market energy efficiency and carbon offset solutions to third parties. MyEG believes in the benefits of improved sustainability.

## LARGEST HOLDINGS OVERVIEW



Ocean Wilsons Holdings Limited (Brazil)

THE VALUE OF THE TEN  
LARGEST HOLDINGS  
REPRESENTS

**31.0%**

(2021: 31.3%) OF  
TOTAL INVESTMENTS

THE VALUE OF THE  
TWENTY LARGEST  
HOLDINGS REPRESENTS

**50.3%**

(2021: 50.4%) OF  
TOTAL INVESTMENTS

THE VALUE OF THE  
THIRTY LARGEST  
HOLDINGS REPRESENTS

**65.6%**

(2021: 65.9%) OF  
TOTAL INVESTMENTS

THE TOTAL NUMBER  
OF COMPANIES  
INCLUDED IN THE  
PORTFOLIO IS

**79**

(2021: 88)

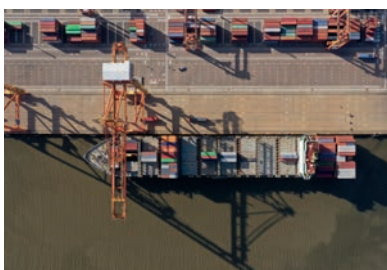
The value of convertible securities represents 1.8% (2021: 0.3%) of the portfolio. The value of fixed income securities represents 2.6% (2021: 0.6%) of the portfolio.

# TEN LARGEST HOLDINGS REVIEW

1



Country	The Philippines
Sector	Ports and Logistics
Fair Value £'000s	26,510
% of total investments	4.6%



**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. ("ICT")** is a global port management company in the business of acquiring, developing, managing and operating container ports and terminals worldwide. ICT operates 34 terminals, in 20 countries over six continents handling over 11.0m containers.

During 2021, ICT benefitted from the improvement in global trade activity as countries began to recover from the impact of Covid-19. Gross revenues were up for the twelve months to 31 December 2021 by 23.9% driven by a 9.5% increase in the number of containers handled as well as an improvement in container mix and tariff adjustments. The stringent cost reductions that ICT management implemented during 2020 were also maintained during 2021 resulting in EBITDA increasing by 29.9% with EBITDA margin at an all-time high of 61.1%. Adjusted net income was up by 57.0% with DPS up 264.1% as management paid out the proportion of 2020 dividend that was retained in the prior year (in light of the Covid-19 operating environment) and an additional special dividend in 2021 given stronger free cash flow.

ICT's share price increased by 85.6% in the year to 31 March 2022, with UEM decreasing its position in ICT by 57.5%.

2



Country	Brazil
Sector	Electricity
Fair Value £'000s	21,223
% of total investments	3.7%



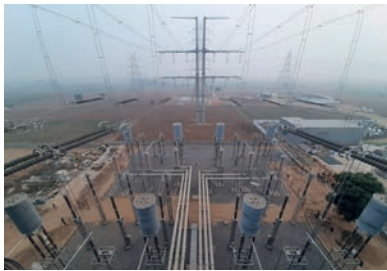
**ALUPAR INVESTIMENTO S.A. ("ALUPAR")** is a holding company for energy assets focused on the electricity transmission and generation sectors in Brazil, Peru and Colombia. It has 30 transmission assets totalling 7,729km of electricity lines in Brazil, of which 6,974km are operational and 822MW of renewable energy generation projects.

Over the past two years Alupar has been investing heavily in several new projects, expanding its transmission network by over 35% in Brazil and commissioning a new 94MW hydro plant in Peru. The transmission lines benefit from annual inflation adjustments, with increases of 8.1% for IPCA-linked concessions and 37.1% for IGPM-linked concessions applied in 2021. These inflation adjustments combined with the contribution of new projects to deliver underlying group revenues and EBITDA growth of 33.9% and 45.1% respectively in its financial year to 31 December 2021. DPS increased by 21.7%.

Alupar's share price increased by 7.5% in the year to 31 March 2022 and UEM decreased its shareholding in Alupar by 8.0%.

### 3

Country	India
Sector	Electricity
Fair Value £'000s	18,357
% of total investments	3.2%



**INDIA GRID TRUST ("INDIGRID")** is an infrastructure investment trust listed on the Bombay Stock Exchange which owns power transmission assets in India. It has 40 lines totalling 7,570km and 11 substations, with the assets having an average of 30 years remaining contract life.

In the past twelve months Indigrid had one major acquisition, the 832km NER-II transmission project, increasing its assets under management by almost 40%. It also completed the acquisition of 100MW solar assets in mid-2021, both of which were funded by an INR 12.8bn rights issue in April 2021. In the nine months to 31 December 2021, revenue and EBITDA grew by 42.6% and 43.9% respectively. The trust is required to pay out at least 90% of cash flows, which is paid in quarterly dividends and over the nine-month period the aggregate DPS were increased by 5.1%.

UEM's position in Indigrid was reduced by 6.2% in the period under review. During the year, Indigrid's share price increased by 5.0%.

### 4

Country	UK
Sector	Renewables
Fair Value £'000s	17,621
% of total investments	3.1%



**PETALITE** is an unlisted early-stage company based in the UK. During the past eight years Petalite has researched and developed an innovative electric vehicle charging technology which offers greater reliability and efficiency than is currently available in the market.

UEM first invested a modest amount in Petalite two years ago and supported its growth with a convertible loan facility which was fully drawn in April 2021. These funds enabled Petalite to validate the technology, augmented by Petalite winning over £1.2m in Innovate UK grants to support the UK's transition to net zero, including the development of charging infrastructure for electric vertical take-off and landing aircraft.

Since investment, Petalite has achieved significant milestones including certification of the Power Core and delivered test units to a blue-chip customer. Petalite is in commercial discussions with several large companies and in advanced negotiations for further funding from new and existing investors. Reflecting this progress, the valuation saw a material uplift in the year to 31 March 2022.

## TEN LARGEST HOLDINGS REVIEW (continued)

5



**Gujarat State Petronet Limited**  
The Energy Lifeline of Gujarat

Country	India
Sector	Gas
Fair Value £'000s	17,037
% of total investments	3.0%



**GUJARAT STATE PETRONET LIMITED (“GSPL”)** is the main gas transmission company in Gujarat State in India, controlled by Gujarat State Petronet, a government entity. GSPL has 2,700km of gas pipelines connected to domestic gas fields and LNG terminals. GSPL also has a 54% stake in Gujarat Gas, a listed city gas distribution company.

The rapid increase in commodity prices, particularly LNG, have resulted in an extremely challenging operating environment for GSPL. In the nine months to 31 December 2021, gas transmission volumes declined by 5.6% as the economic impact of high prices stifled demand, particularly in the power sector where volumes more than halved. Several successive tariff increases were implemented but these failed to completely offset input gas costs with these more than doubling. As such, while revenues increased by 67.5%, EBITDA declined 4.6%. DPS relating to March 2021 year end was unchanged on the prior year.

In the twelve months to 31 March 2022, GSPL's share price declined by 5.0% and UEM's shareholding in GSPL was unchanged over the period.

6



Country	Brazil
Sector	Ports and Logistics
Fair Value £'000s	16,682
% of total investments	2.9%



**SIMPAR S.A. (“SIMPAR”)** is a Brazilian holding company that controls seven independent companies that concentrate primarily on logistics services whilst also providing full rental services to its customers. Most of Simpar's businesses are leveraged to the economic recovery in Brazil, which support the organic growth story, while a great portion of revenues is derived from long term contracts. Currently, Movida, a Brazilian car rental company (63.0% owned by Simpar) contributes to 49.7% of EBITDA, Vamos, a leader in rental of trucks, machinery and equipment (71.9% owned by Simpar) contributes 25.1%, whilst JSL, a road logistics company, (71.9% owned by Simpar), contributes 18.1%. All three main subsidiaries are listed on the Novo Mercado Brazil. Simpar saw a strong performance with its full year results reporting net revenues up 41.4% and EBITDA up by 80.6%.

Simpar's share price decreased 68.5% in the year to 31 March 2022, with UEM's position unchanged during the period.



7



Country	Malaysia
Sector	Data Services and Digital Infrastructure
Fair Value £'000s	16,230
% of total investments	2.9%



**MY E.G. SERVICES BERHAD (“MyEG”)** is a Malaysian provider of e-government services, primarily serving applications in the areas of employment permits, vehicle related licencing, tax and penalty processing. Increasingly, MyEG is expanding its remit into new areas such as healthcare administration, e-commerce and fintech services, as well as expanding internationally into the Philippines, Indonesia and Bangladesh.

In the past year, MyEG has offered an increasing number of Covid-19 related services including hotel quarantine, contact tracing, vaccine verification and rapid testing, which contributed significantly to revenue growth, although the longevity of these services is uncertain.

In the financial year to 31 December 2021, MyEG reported a 36.1% increase in revenues, a 21.0% increase in EBITDA and growth in net profits of 18.5%.

MyEG is developing an international supply chain financing and traceability application compatible with China’s national blockchain network, Xinghuo, through a majority owned joint venture, Zetrix.

MyEG’s share price (adjusted for the bonus issue in September 2021) increased by 3.6% in the year to 31 March 2022. UEM increased its shareholding in MyEG by 1.0% (bonus issue adjusted) during the period by participating in MyEG’s dividend reinvestment programme.

8

**Ocean Wilsons**  
Holdings Limited

Country	Brazil
Sector	Ports and Logistics
Fair Value £'000s	16,210
% of total investments	2.8%



**OCEAN WILSONS HOLDINGS LIMITED (“OCEAN WILSONS”)** operates one of the largest maritime services company in Brazil via its subsidiary Wilson Sons and holds a portfolio of investments via Ocean Wilsons Investment Limited (“OWIL”). It is listed on the London and Bermuda Stock Exchanges.

2021 was a year of recovery for Ocean Wilsons with OWIL driving the performance, as assets under management increased 13.2% and the portfolio delivered a net return of 14.2%. Wilson Sons continued to be impacted by global logistics bottlenecks, supply chain disruptions and the lack of empty containers resulting in container terminals volumes for the twelve months to 31 December 2021 up only 2.4%, and the number of towage harbour manoeuvres up 3.7%. During 2021, Wilson Sons obtained a new listing on the Novo Mercado on the Sao Paulo Stock Exchange. Consolidated revenues for the period were up by 12.4%, with reported net income up 64.5%. As at 31 March 2022, Ocean Wilsons’ discount to NAV increased to 47.7%.

Ocean Wilsons’ share price over the year to 31 March 2022 was up by 19.0%, with UEM’s position decreasing by 24.5%.

## TEN LARGEST HOLDINGS REVIEW (continued)

### 9 **rumo**

<b>Country</b>	Brazil
<b>Sector</b>	Road and Rail
<b>Fair Value £'000s</b>	14,122
<b>% of total investments</b>	2.5%



**RUMO S.A. ("RUMO")** offers logistics services for rail transportation, port elevation and warehousing in Brazil. Rumo currently operates five concessions of c.13,500km of lines with over 1,200 locomotives and 33,000 wagons, as well as distribution centres and storage facilities.

2021 was another challenging year for Rumo with the corn crop failure in the second half resulting in Rumo following a strategy of gaining market share to mitigate loss of volume. Total volumes handled by Rumo in the twelve months to 31 December 2021 increased by 2.5% to 64.0bn ton kilometres, but this came at the expense of yield which only increased 4.5%. This was not sufficient to cover the higher variable costs partially driven by a 47.0% fuel price increase and inflationary pressures witnessed over the period. EBITDA subsequently was down 8.6% in 2021, with EBITDA margin falling to 45.0% from 52.6%. Rumo's management are more optimistic about the medium term, however they remain cautious over 2022 guidance despite a strong harvest expected.

Rumo's share price over the period was down 8.3% and UEM decreased its shareholding in Rumo by 18.0% for the year to 31 March 2022.

### 10 **FPT**

<b>Country</b>	Vietnam
<b>Sector</b>	Data Services and Digital Infrastructure
<b>Fair Value £'000s</b>	13,254
<b>% of total investments</b>	2.3%



**FPT CORPORATION ("FPT")** is a Vietnamese telecommunications and technology company. FPT provides information technology ("IT") services to large multinationals globally, and to the public sector and corporates domestically. Additionally, FPT is a major provider of fixed line broadband, data centre and cloud services in Vietnam. It also operates the country's largest private education institution with over 74,000 students enrolled in its schools, colleges and university.

Despite global and domestic Covid-19 related disruptions, FPT was able to deliver strong growth in its three primary segments in 2021, especially in the second half of the year. The global IT services segment saw revenue growth of 21.2% and profit before tax ("PBT") up 23.0% in the year to 31 December 2021, with US customers increasing spending by 52% compared to FY 2020. FPT was awarded a USD 40m+ project with the Singaporean Government during the year and 128 customers signed contracts of over USD 1.0m. The domestic IT services unit also reported strong growth in both revenues (up 29.0%) and PBT (up 33.9%). The telecoms unit continues to expand with revenues up 11.2% and PBT up 16.5% in FY 2021 driven by broadband internet and pay TV subscriber growth and increased data centre demand.

Overall, FPT reported consolidated revenue growth of 19.4% and a 22.6% increase in net profits attributable to shareholders.

FPT's share price increased by 58.3% in the year to 31 March 2022 (adjusted for the 15.0% bonus issue in June 2021) and UEM's shareholding was unchanged in the period (bonus issue adjusted).

# STRATEGIC REPORT



## PRINCIPAL ACTIVITY

UEM carries on business as an investment trust and its principal activity is portfolio investment.

## INVESTMENT OBJECTIVE

UEM's objective is to provide long-term total return through a flexible investment policy that permits it to make investments predominantly in infrastructure, utility and related sectors, mainly in EM.

## STRATEGY AND BUSINESS MODEL

UEM invests in accordance with the objective set out above. The Board is collectively responsible to shareholders for the long-term success of the Company. Since the Company has no employees it outsources its activities to third party service providers, including the appointment of external investment managers to deliver investment performance. The Board oversees and monitors the

activities of the service providers with the Board setting investment policy and risk guidelines, together with investment limits.

ICMIM, an English incorporated company authorised and regulated by the Financial Conduct Authority ("FCA") as an alternative investment fund manager ("AIFM") pursuant to the AIFM Regulations, is the Company's AIFM and joint portfolio manager alongside ICM. The investment team responsible for the management of the portfolio is headed by Charles Jillings.

ICMIM and ICM, operating under guidelines determined by the Board, have direct responsibility for the decisions relating to the day to day running of the Company and are accountable to the Board for the investment, financial and operating performance of the Company. Other service providers include JPMorgan Chase Bank N.A. – London Branch which

## STRATEGIC REPORT (continued)

provides administration and custodial services, JP Morgan Europe Limited ("JP MEL") which acts as the Company's Depository under the AIFM Directive and Computershare Investor Services which acts as registrar. ICMIM has also been appointed Company Secretary.

### INVESTMENT POLICY

UEM's investment policy is flexible and its investments include (but are not limited to) water, sewerage, waste, electricity, gas, telecommunications, ports, airports, service companies, rail, roads, any business with essential service or monopolistic characteristics and any new infrastructure or utilities which may arise mainly in emerging markets. The Company may also invest in businesses which supply services to, or otherwise support, the infrastructure, utility and related sectors.

The Company focuses on the under-developed and developing markets of Asia, Latin America, Emerging Europe and Africa but has the flexibility to invest in markets worldwide. The Company generally seeks to invest in emerging market countries where the Directors believe that there are attributes such as political stability, economic development, an acceptable legal framework and an encouraging attitude to foreign investment.

The Company has the flexibility to invest in shares, bonds, convertibles and other types of securities, including non-investment grade bonds and to invest in unlisted securities.

The Company may also use derivative instruments such as American Depository Receipts, promissory notes, foreign currency hedges, interest rate hedges, contracts for difference, financial futures, call and put options, warrants and similar instruments for investment purposes and efficient portfolio management, including protecting the Company's portfolio and Statement of Financial Position from major corrections and reducing, transferring or eliminating investment risks in its investments. These investments will be long term in nature.

### INVESTMENT RESTRICTIONS

The Board has prescribed the following limits on the investment policy, all of which are at the time of investment unless otherwise stated:

- Investments in unquoted and untraded investments in aggregate must not exceed 10.0% of gross assets at the time of investment;
- No single investment may exceed 20.0% of gross assets at the time of investment;
- Investments other than in infrastructure, utility and related companies must not exceed 20.0% of gross assets at the time of investment;
- Investments in a single country must not exceed 50.0% of gross assets at the time of investment (and for these purposes investments will be considered to have been made in the countries where the relevant investee company reports that it carries out its business operations, as determined on a look-through basis);
- Not more than 10.0% in aggregate of the value of the total assets of the Company at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List (except to the extent that those investment funds have stated investment policies to invest no more than 15.0% of their total assets in other investment companies which are listed on the Official List); and
- Regardless of the investment policy of other closed-ended investment funds listed on the Official List and which are invested in by the Company, the Company shall not invest in such funds more than 15.0% in aggregate of the value of the total assets of the Company at the time the investment is made.

The above limits only apply at the time the investment is made and the Company will not be required to realise any assets or rebalance the portfolio where any limit is exceeded as a result of any increases or decreases in the valuation of the particular assets which occurs after the investment is made, but no further relevant assets may be acquired or loans made by the Company until the relevant limit can again be complied with.

### BORROWING AND GEARING POLICY

UEM may use bank borrowings for short-term liquidity purposes. In addition, the Board may gear the Company by borrowing on a longer-term basis for investment purposes.

The Board has set a current limit on gearing (being total borrowings measured against gross assets) not exceeding 25% at the time of drawdown. Borrowings may be drawn down in Sterling, US Dollars or any currency for which there are corresponding assets within the portfolio (at the time of drawdown the value drawn must not exceed the value of the relevant assets in the portfolio).

The Company has a £50.0m committed multicurrency revolving facility with The Bank of Nova Scotia, London Branch until 15 March 2024. Further details on the Company's loan facility are set out in note 13 to the accounts.

## INVESTMENT APPROACH

UEM seeks to identify and invest in undervalued investments predominantly in the infrastructure and utility sectors, mainly in EM. The Investment Managers aim to identify securities where underlying value and growth prospects are not reflected in the market price. This is often as a result of strong growth drivers, but can include changes in regulation, technology, market motivation, potential for financial engineering, competition or shareholder indifference.

The Company seeks to minimise risk by investing mainly in companies and sectors displaying the characteristics of essential services or monopolies such as utilities, transportation infrastructure, communications or companies with a unique product or market position. Most investee companies are asset backed, have good cash flows and offer good dividend yields. UEM generally seeks to invest in companies with strong management who have the potential to grow their business and who have an appreciation of, and ability to manage, risk.

UEM believes it is generally appropriate to support investee companies with their capital requirements while at the same time maintaining an active and constructive shareholder approach through encouraging a review of capital structures and business efficiencies. The Investment Managers maintain regular contact with the investee companies and UEM is often among the largest international shareholders.

The Company aims to maximise value for shareholders by holding a relatively concentrated portfolio of securities and investing through instruments appropriate to the particular situation. UEM is prepared

to hold investments in unlisted securities when the attractiveness of the investment justifies the risks and lower liquidity associated with unlisted investments. ICMIM, as the Company's AIFM, controls stock-specific, sector and geographic risk by continuously monitoring the exposures in the portfolio. In depth continual analysis of the fundamentals of investee companies allows ICMIM to assess the financial risks associated with any particular stock. The portfolio is typically made up of 60 to 90 stocks.

## RESULTS AND DIVIDENDS

Details of the Company's performance are set out in the Investment Managers' Report. The results for the year ended 31 March 2022 are set out in the attached accounts. The dividends in respect of the year, which total 8.00p per share, have been declared by way of four interim dividends.

## DIVIDEND POLICY

The Board's objective is to maintain or increase the total annual dividend. Dividends are expected to be paid quarterly each year in September, December, March and June. In determining dividend payments, the Board will take account of factors such as income forecasts, retained revenue reserves and the Company's dividend payment record. However, in order to maintain its approval as an investment trust, the Company will distribute at least 85.0% of its distributable income earned in each financial year by way of dividends. The Board also has the flexibility to pay dividends from capital reserves and special reserve.

## KEY PERFORMANCE INDICATORS

Delivery of shareholder value is achieved through the increase in capital value of the Company's shares and by its income return. The Board reviews performance by reference to a number of Key Performance Indicators ("KPIs") that include the following:

- NAV total return relative to the MSCI EM total return Index
- Share price
- Discount to NAV
- Revenue earnings
- Ongoing charges figure

## STRATEGIC REPORT (continued)

While some elements of performance against KPIs are beyond management control, they provide measures of the Company's absolute and relative performance and are therefore monitored by the Board on a regular basis. These KPIs fall within the definition of Alternative Performance Measures under guidance issued by the European Securities and Markets Authority and additional information explaining how these are calculated is set out on pages 99 and 100.

<u>Year ended 31 March</u>	<u>2022</u>	<u>2021</u>
NAV total return per share (%)	14.9	30.2
MSCI EM total return Index (GBP adjusted) (%)	(6.9)	42.3
Share price (pence)	224.00	197.50
Discount to NAV (%)	(11.9)	(13.6)
Percentage of issued shares bought back during the year (based on opening share capital) (%)	3.0	2.9
Revenue earnings per share (pence)	8.17	8.13
Ongoing charges figure (%)	1.4	1.1*

\*excluding performance fee

A graph showing the NAV total return performance compared to the MSCI EM total return Index, can be found on page 4. The ten-year record on page 101 shows historic data for the Company and its predecessor, UEM Bermuda.

**Discount to NAV:** The Board monitors the premium/discount at which the Company's shares trade in relation to its NAV. During the year the Company's shares traded at a discount relative to NAV in a range of 9.0% to 14.2% and an average discount of 12.1%. The Board and Investment Managers closely monitor both movements in the Company's share price and significant dealings in the shares.

The Board believes that the best way of addressing the discount over the long term is to continue to generate good performance and to create natural demand for the Company's shares in the secondary market through increasing awareness of the Company, its philosophy and management style. The Board has maintained expenditure on marketing the Company. The Board continues to seek authority from shareholders to buyback and issue shares which can assist in the management of the discount and/or any

premium at which the shares trade to their NAV. A total of 6,529,307 shares were bought back and cancelled during the year, representing 3.0% of the Company's opening issued share capital.

**Earnings and dividends per share:** As referred to in "Dividend Policy" above, the Board's objective is to maintain or increase the total annual dividend. The Board and the Investment Managers attach great importance to maintaining dividends per share since dividends form a key component of the total return to shareholders.

The Board declared four quarterly dividends, each of 2.00p per share, in respect of the year ended 31 March 2022. The fourth quarterly dividend will be paid on 24 June 2022 to shareholders on the register on 6 June 2022. The total dividend for the year was 8.00p per share (2021: 7.775p per share).

**Ongoing charges:** These are calculated in accordance with the industry measure of costs as a percentage of NAV. The expenses of the Company are reviewed at every Board meeting, with the aim of managing costs incurred and their impact on performance. The ongoing charges figure for the year ended 31 March 2022 was 1.4% (2021: 1.1% excluding (2.1% including) a performance fee which was discontinued with effect from 1 April 2021). This ratio is sensitive to the size of the Company, as well as the level of costs.

### PRINCIPAL RISKS AND RISK MITIGATION

During the year ended 31 March 2022, ICMIM was the Company's AIFM and had sole responsibility for risk management, subject to the overall policies, supervision, review and control of the Board.

As required by the Association of Investment Companies ("AIC") Code of Corporate Governance, the Board has undertaken a robust assessment of the principal risks facing the Company. It seeks to mitigate these risks through regular review by the Audit & Risk Committee of the Company's risk register which identifies the risks facing the Company and the likelihood and potential impact of each risk, together with the controls established for mitigation.

During the year the Audit & Risk Committee also discussed and monitored a number of emerging risks that could potentially impact the Company, the principal ones being geopolitical risk and

climate change risk. The Audit & Risk Committee has determined that they are not currently sufficiently material to be categorised as separate key risks and are considered within investment risk and market risk below. The Covid-19 pandemic, which emerged in 2020, gave rise to significant challenges for businesses

worldwide and this was also taken into account as part of the assessment of risks to the Company.

The principal risks and uncertainties currently faced by the Company and the controls and actions to mitigate those risks, are described below. There have been no significant changes to the principal risks during the year.

## KEY RISK FACTORS

<b>INVESTMENT RISK:</b>	<b>The risk that the investment strategy does not achieve long-term positive total returns for the Company's shareholders.</b>	<p>The Board monitors the performance of the Company and has established guidelines to ensure that the approved investment policy is pursued by the Investment Managers. These guidelines include sector and market exposure limits.</p> <p>The investment process employed by the Investment Managers combines assessment of economic and market conditions in the relevant countries with stock selection. Fundamental analysis forms the basis of the Company's stock selection process, with an emphasis on sound balance sheets, good cash flows, the ability to pay and sustain dividends, good asset bases and market conditions. In addition, ESG factors are also considered when selecting and retaining investments and political risks associated with investing in EM are also assessed. The Investment Managers try to reduce risk by ensuring that the Company's portfolio is always appropriately diversified. Overall, the investment process aims to achieve absolute returns through an active fund management approach and the Board monitors the implementation and results of the investment process with the Investment Managers.</p>
<b>MARKET RISK:</b>	<b>The Company's assets consist mainly of listed securities and its principal risks are therefore market related and adverse market conditions could lead to a fall in NAV.</b>	<p>The Company's portfolio is exposed to equity market risk and foreign currency risk. Adverse market conditions may result from factors such as economic conditions, political change, climate change, natural disasters and health epidemics. At each Board meeting the Board reviews the diversification of the portfolio, asset allocation, stock selection, unquoted investments and levels of gearing and has set investment restrictions and guidelines which are monitored and reported on by the Investment Managers.</p> <p>The Company's results are reported in Sterling, although the majority of its assets are priced in foreign currencies and therefore any rise or fall in Sterling will lead, respectively, to a fall or rise in the Company's reported NAV. Such factors are out of the control of the Board and the Investment Managers and may give rise to distortions in the reported returns to shareholders. It is difficult and expensive to hedge EM currencies.</p>
<b>KEY STAFF RISK:</b>	<b>Loss by the Investment Managers of key staff could affect investment returns.</b>	<p>The quality of the investment management team is a crucial factor in delivering good performance. There are training and development programs in place for employees and the remuneration packages have been developed in order to retain key staff. Any material changes to the management team are considered by the Board at its next meeting; the Board discusses succession planning with the Investment Managers at regular intervals.</p>

## STRATEGIC REPORT (continued)

<b>DISCOUNT RISK:</b>	<b>The Company's shares may trade at a discount to their NAV and a widening discount may undermine investor confidence in the Company.</b>	The Board monitors the price of the Company's shares in relation to their NAV and the premium/discount at which they trade. The Board generally buys back shares for cancellation in normal market conditions if they are trading at a discount in excess of 10% and the Investment Managers agree that it is a good investment decision.
<b>OPERATIONAL RISK:</b>	<b>Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Company and could affect the ability of the Company to successfully pursue its investment policy.</b>	The Company's main service providers are listed on page 98. The Audit & Risk Committee monitors the performance and controls (including business continuity procedures) of the service providers at regular intervals.  All listed and most unlisted investments are held in custody for the Company by JPMorgan Chase Bank N.A. – London Branch with a small number of unlisted investments held in custody by Waverton Investment Management Limited ("Waverton"). JP MEL, the Company's depository services provider, also monitors the movement of cash and assets across the Company's accounts. The Audit & Risk Committee reviews the JP Morgan SOC1 reports, which are reported on by Independent Service Auditors, in relation to its administration, custodial and information technology services.  The Board reviews the overall performance of the Investment Managers and all the other service providers on a regular basis. The risk of cybercrime is high, as it is with most organisations, but the Board regularly seeks assurances from the Investment Managers and other service providers on the preventative steps that they are taking to reduce this risk.
<b>GEARING RISK:</b>	<b>Whilst the use of borrowings should enhance total return where the return on the Company's underlying securities is rising and exceeds the cost of borrowing, it will have the opposite effect where the underlying return is falling.</b>	Gearing levels may change from time to time in accordance with the Board and Investment Managers' assessment of risk and reward. As at 31 March 2022, UEM had net gearing on net assets of 4.3%. ICMIM monitors compliance with the banking covenants when each drawdown is made and at the end of each month. The Board reviews compliance with the banking covenants at each Board meeting.
<b>REGULATORY RISK:</b>	<b>Failure to comply with applicable legal and regulatory requirements such as the tax rules for investment companies, the FCA's Listing Rules and the Companies Act 2006 could lead to suspension of the Company's Stock Exchange listing, financial penalties, a qualified audit report or the Company being subject to tax on capital gains.</b>	The Investment Managers and the Company's professional advisers monitor developments in relevant laws and regulations and provide regular reports to the Board in respect of the Company's compliance.

### VIABILITY STATEMENT

The Board makes an assessment of the longer-term prospects of the Company beyond the timeframe envisaged under the going concern basis of accounting, having regard to the Company's current position and the principal risks it faces. The Company is a long-term investment vehicle and the Board believes that it is appropriate to assess the Company's viability over a long-term horizon. For the purposes of assessing the Company's prospects in accordance with provision

31 of the UK Corporate Governance Code, the Board considers that assessing the Company's prospects over a period of five years is appropriate given the nature of the Company and appropriately reflects the long-term strategy of the Company.

In its assessment of the viability of the Company, the Board has considered each of the Company's principal risks and uncertainties detailed above, as well as the impact of a significant fall in the EM equity markets on the value of the Company's investment portfolio. All



of the key operations required by the Company are outsourced to third party providers and it is considered that alternative providers could be engaged at relatively short notice if necessary. The Directors have also considered the Company's income and expenditure projections and the fact that the Company's operating expenses comprise a very small percentage of net assets while the majority of the Company's investments comprise readily realisable securities which can be sold to meet funding requirements if necessary. The Board continues to consider the uncertainty surrounding the potential duration of the Covid-19 pandemic, its impact on the global economy and the prospects for the Company's portfolio holdings and has concluded that it is unlikely to affect the going concern status or viability of the Company.

As part of this assessment the Board considered a number of stress tests, including short term reverse stress testing, and scenarios which considered the impact of severe stock market and currency volatility on shareholders' funds over a five-year period. Initially, the Company's projections were adjusted to reflect a material reduction in the value of its investments in line with that experienced during the emergence of the Covid-19 pandemic in the first quarter of 2020. This was then flexed to include two further scenarios; first a material weakening in Sterling, the Company's reporting currency, and then a scenario which provided for a further fall in the market values of its investments. The results demonstrated the impact on the Company's NAV, its expenses, and its ability to meet its liabilities over that period. As a result of this analysis, the Board has concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next five years.

## SECTION 172 STATEMENT

Under Section 172 of the Companies Act 2006, the Directors have a duty to promote the success of the Company for the benefit of its members as a whole. This includes having regard (amongst other matters) to fostering relationships with the Company's stakeholders and maintaining a reputation for high standards of business conduct.

As an externally managed investment trust, the Company has no employees, customers, operations or premises. Therefore, the Company's key stakeholders

(other than its shareholders) are considered to be its service providers, including lenders. The need to promote business relationships with the service providers and maintain a reputation for high standards of business conduct is central to the Directors' decision-making. The Directors believe that fostering constructive and collaborative relationships with the Company's service providers will assist in their promotion of the success of the Company for the benefit of all shareholders and their performance is monitored by the Board and its committees. The principal service provider is the Investment Managers, who are responsible for managing the Company's assets in order to achieve its stated investment objective, and the Board maintains a good working relationship with them. Whilst strong long term investment performance is essential, the Board recognises that to provide an investment vehicle that is sustainable over the long term, both it and the Investment Managers must have regard to ethical and environmental issues that impact society. Accordingly, ESG considerations are an important part of the Investment Managers' investment process as explained more fully below.

The Board seeks to engage with its Investment Managers and other service providers in a collaborative and collegiate manner, whilst also ensuring that appropriate and regular challenge is brought and evaluation conducted. The aim of this approach is to enhance service levels and strengthen relationships with a view to ensuring the interests of the Company's shareholders are best served by keeping cost levels proportionate and competitive, and by maintaining the highest standards of business conduct.

The Directors aim to act fairly as between the Company's shareholders and the approach to shareholder relations is summarised in the Corporate Governance Statement on pages 52 to 56. As part of this, the AGM provides a key forum for the Board and Investment Managers to present to shareholders on the performance of UEM and its future prospects. It also allows shareholders the opportunity to meet with the Board and Investment Managers and to raise questions and concerns. The Chairman is available to meet with shareholders as appropriate and the Investment Managers meet regularly with shareholders and their respective representatives, reporting back on views to the Board. Shareholders

## STRATEGIC REPORT (continued)

may also communicate with the Company at any time by writing to the Board at the Company's registered office or contacting the Company's broker. These communication opportunities help inform the Board when considering how best to promote the success of the Company for the benefit of all shareholders over the long term.

In addition to ensuring that the Company's stated investment objective was being pursued, the Directors confirm that they have considered Section 172 factors when making decisions, including in relation to:

- the appointment to the Board of two new Directors following the engagement of an external independent recruitment consultancy to conduct a search and selection process;
- the repurchase of the Company's shares, in line with the Board's policy to buy back shares for cancellation in normal market conditions if they are trading at a discount in excess of 10%;
- the recommendation that shareholders vote in favour of the Company's dividend policy at the forthcoming AGM; and
- the recommendation that shareholders vote in favour of the renewal of the buyback and allotment authorities as set out in the notice of AGM.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY

The Board believes that it is in the shareholders' interests to consider ESG factors when selecting and retaining investments, and has asked the Investment Managers to take these into account when investing. The concept of responsible investing has always been a core component of the investment process and the Investment Managers employ a disciplined investment process that seeks to both uncover opportunities and evaluate potential risks, while striving for the best possible return outcomes. When reviewing any investment opportunity, the Investment Managers look to understand the relevant ESG issues in conjunction with the financial, macro and political drivers as part of its investment process, populating an internally built ESG framework due to lack of appropriate coverage from external providers. Relevant and material ESG opportunities and risks can meaningfully affect investment performance, therefore the consideration

of ESG issues forms part of the integrated research analysis, decision-making and ongoing monitoring.

The Investment Managers believe that "G" is the core foundation on which all else is built, as strong governance within a company ensures that minority shareholder interests are aligned with other shareholders, management and stakeholders. The Investment Managers' "G" assessment therefore includes questions covering shareholders' rights, transparency and related parties, as well as audit and accounting, board composition and effectiveness, executive oversight and compensation. Each area is assessed and weighted, and the Investment Managers then apply an aggregated weighting towards "G" in line with the strong empirical evidence linking robust corporate governance and performance.

The "E" and "S" are also focal points for the Investment Managers, as assessing key environmental and social risks are essential to a long-term sustainable business model. The Investment Managers identify the most material "E" and "S" risks that are believed to affect each sector and companies are then assessed against each risk. The results from this analysis feed into an "E" and "S" score for each company reflecting, for each material risk, whether suitable/sustainable plans are in place, how clear the company has been in disclosing its approach and how well it is doing against its objective to manage such risk.

Where a portfolio company is assessed as having a relatively low "E", "S" and/or "G" score, ICM's approach is to engage with the company to see improvements over time. ESG considerations provide a way to identify and review the long-term drivers of an investment that are not found within the financial accounts, thereby enabling the Investment Managers to fully question a company's investment potential from a number of perspectives. Examples of ESG progress on two portfolio companies are set out on page 26.

Where possible, the Investment Managers aim to visit companies to access an in-person opportunity to ask management teams what they perceive to be the key operational, social, and environmental issues, as well as a chance to see assets operating first-hand. ESG disclosures are not always easy to understand given they may not be openly reported or consistently disclosed. The Investment Managers believe that engaging with companies directly is the

best first step. Where necessary, the Investment Managers will question and challenge an investee company's management team directly to ensure a full understanding of any challenges and opportunities.

Given the Investment Managers are long term investors, engagement with management teams is and will remain paramount to the investment approach. On behalf of UEM as shareholder, the Investment Managers work actively with investee companies to incorporate stronger ESG principles and vote in a considered manner (including against resolutions) to drive positive change. As referred to above, the Investment Managers believe that governance factors are fundamental to an investment.

ICM is a signatory to the United Nations-supported Principles for Responsible Investment, which is an international network of investors working together to implement its six aspirational principles; and is a member of the Asian Corporate Governance Association which is focused on the implementation of effective corporate governance in Asia. The Investment Managers believe that good stewardship is essential and the principles these various bodies espouse align with its philosophy to protect and increase the value of its investments.

#### **MODERN SLAVERY ACT**

Due to the nature of the Company's business, being a company that does not offer goods and services to customers, the Board considers that it is not within the scope of the Modern Slavery Act 2015 because it has no turnover. The Company is therefore not required to make a slavery and human trafficking statement. In any event, the Board considers the Company's supply chains, dealing predominantly with professional advisers and service providers in the financial services industry, to be low risk in relation to this matter.

#### **GENDER DIVERSITY**

The Board consists of four male directors and two female directors. The Company has no employees and therefore there is nothing further to report in respect of gender representation within the Company. The Company's policy on diversity is detailed in the Corporate Governance Statement on page 55.

#### **GREENHOUSE GAS EMISSIONS AND STREAMLINED ENERGY AND CARBON REPORTING ("SECR")**

All the Company's activities are outsourced to third parties. The Company therefore has no greenhouse gas emissions to report from its operations. In addition, the Company considers itself to be a low energy user under the SECR regulations and therefore is not required to disclose energy and carbon information.

#### **BRIBERY ACT**

The Company has a zero-tolerance policy towards bribery and is committed to carrying out business fairly, honestly and openly. The Investment Managers also adopt a zero-tolerance approach and have policies and procedures in place to prevent bribery.

#### **CRIMINAL FINANCES ACT**

The Company has a commitment to zero tolerance towards the criminal facilitation of tax evasion.

#### **SOCIAL, HUMAN RIGHTS AND COMMUNITY MATTERS**

As an externally managed investment trust, the Company does not have any employees or maintain any premises. It therefore has no material, direct impact on the environment or any particular community and the Company itself has no environmental, human rights, social or community policies. The Board however notes the Investment Managers' policy statement in respect of ESG issues, as outlined on page 40.

#### **OUTLOOK**

The Board's main focus is on the achievement of the Company's objective of delivering a long-term total return and the future of the Company is dependent upon the success of its investment strategy. The outlook for the Company is discussed in the Chairman's Statement and the main trends and factors likely to affect the future development, performance and position of the Company's business can be found in the Investment Managers' Report.

This Strategic Report was approved by the Board of Directors on 17 June 2022.

By order of the Board  
**ICM Investment Management Limited**  
Company Secretary

17 June 2022

## INVESTMENT MANAGERS AND TEAM

ICMIM, a company authorised and regulated by the FCA, was the Company's AIFM during the year ended 31 March 2022 with sole responsibility for risk management, subject to the overall policies, supervision, review and control of the Board and is joint portfolio manager of the Company, alongside ICM.

The Investment Managers are focused on finding investments at valuations that do not reflect their true long-term value. Their investment approach is to have a deep understanding of the business fundamentals of each investment and its environment versus its intrinsic value. The Investment Managers are long term investors and see markets as a place to exchange assets.

ICM MANAGES OVER

# USD 2.6bn

IN FUNDS DIRECTLY AND IS RESPONSIBLE INDIRECTLY FOR A FURTHER USD 24.0BN OF ASSETS IN SUBSIDIARY INVESTMENTS. ICM HAS OVER 70 STAFF BASED IN OFFICES IN BERMUDA, CAPE TOWN, DUBLIN, LONDON, SEOUL, SINGAPORE, SYDNEY, VANCOUVER AND WELLINGTON.

The investment teams are led by Charles Jillings and Duncan Saville.



### CHARLES JILLINGS

Charles Jillings, a director of ICM and chief executive of ICMIM, is responsible for the day-to-day running of UEM and the investment portfolio. He qualified as a chartered accountant and has extensive experience in corporate finance and asset management. He is an experienced director having previously been a non-executive director in the financial services, water and waste sectors. He is currently a director of Somers Limited, Waverton Investment Management Limited and Allectus Capital Limited.



### DUNCAN SAVILLE

Duncan Saville, a director of ICM, is a chartered accountant with experience in corporate finance and asset management. He was formerly a non-executive director of Utilico Investment Trust plc and is an experienced non-executive director having been a director in multiple companies in the financial services, utility, mining and technology sectors. He is currently a non-executive director of ASX listed Resimac Group Limited and Allectus Capital Limited.

#### SENIOR CORE TEAM ASSISTING ON UEM INCLUDE:

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**Jacqueline Broers**, deputy portfolio manager, who has been involved in the running of UEM since September 2010. Mrs Broers is focused on the transport sector worldwide with particular emphasis on emerging markets. Prior to joining the investment team, Mrs Broers worked in the corporate finance team at Lehman Brothers and Nomura. Mrs Broers is a qualified chartered accountant.

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**Jonathan Grocock**, deputy portfolio manager, who has been involved in the running of UEM since February 2011. Mr Grocock is focused on the utilities sector worldwide with particular emphasis on emerging markets. Prior to joining the investment team Mr Grocock had nine years of experience in sell side equity research. Mr Grocock qualified as a CFA charterholder in 2005 and is a non executive director of Petalite Limited.

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**Mark Lebbell**, who has been involved in the running of UEM since its inception and before that was involved with Utilico Investment Trust plc and The Special Utilities Investment Trust PLC since 2000. Mr Lebbell is focused on the communications sector worldwide with particular emphasis on emerging markets. Mr Lebbell is an associate member of the Institute of Engineering and Technology.

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#### COMPANY SECRETARY – ICM INVESTMENT MANAGEMENT LIMITED

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**Alastair Moreton**, a chartered accountant, joined the team in 2017 to provide company secretarial services to UEM and UIL Limited. Mr Moreton has over thirty years' experience in corporate finance with Samuel Montagu, HSBC, Arbuthnot Securities and, prior to joining ICM, Stockdale Securities, where he was responsible for the company's closed end fund corporate clients.

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The Investment Managers' approach is to have a deep understanding of the business fundamentals of each investment and its environment versus its intrinsic value.

## DIRECTORS

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### **JOHN RENNOCKS (CHAIRMAN)\***

John Rennocks joined the Board in 2015 and was appointed Chairman in 2016. He previously served as deputy chairman and senior independent director of Inmarsat plc and as finance director of a number of public limited companies (including Smith and Nephew plc, PowerGen plc, British Steel plc and Corus Group plc) and as a non-executive chairman or director of several companies, including Foreign & Colonial Investment Trust plc and JP Morgan Overseas Investment Trust plc. He is currently chairman of Bluefield Solar Income Fund Limited. He is a Fellow of the Institute of Chartered Accountants of England and Wales.

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### **MARK BRIDGEMAN\***

Mark Bridgeman joined the Board in 2021. He is UEM's Senior Independent Director and Chairman of the Remuneration Committee. His background is in fund management spending 19 years with Schroders plc as an analyst and then fund manager, rising to become Global Head of Research. He left Schroders in 2009 to manage a rural estate and farming business in Northumberland and was formerly President of the Country Land & Business Association.

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### **SUSAN HANSEN**

Susan Hansen joined the Board in 2013. She is a chartered accountant and MBA graduate and has worked in financial services since 1980. She is currently a director of Resimac Group Limited (see page 48) and The GO2 People Ltd, both listed on the Australian Securities Exchange, the principal of a financial training organisation in New Zealand and a director of Cognitive Education Limited, a registered charity in New Zealand. She is a member of the Institute of Chartered Accountants of Australia and New Zealand and a graduate of the Australian Institute of Company Directors.

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**ISABEL LIU\***

Isabel Liu joined the Board in 2021. She has over 25 years' global experience investing equity in infrastructure, including the AIG Asian Infrastructure Fund, the ABN AMRO Global Infrastructure Fund and was managing director of the Asia Pacific investment business of John Laing plc. More recently Isabel served as a non-executive director of Pensions Infrastructure Platform. She has been a board member of Transport Focus, the consumer watchdog for public transport and England's highways, and Heathrow Airport's Consumer Challenge Board. She is currently a non-executive director of Schroder Oriental Income Fund Limited.

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**ANTHONY MUH\***

Anthony Muh joined the Board in 2010 and has indicated his intention to retire from the Board following the conclusion of UEM's AGM in September 2022. He is an investment professional with over thirty years' experience in the investment management industry. He is a partner and executive director of H.R.L. Morrison & Co, a global private market infrastructure investment management company and chairman of JIDA Capital Partners Limited, a China focused sustainable infrastructure investment manager. He is the current chairman and council member of the Asia Corporate Governance Association.

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**ERIC STOBART\***

Eric Stobart joined the Board in 2019 and is Chairman of UEM's Audit & Risk Committee. He has spent most of his career in merchant and commercial banking, latterly as a senior executive at Lloyds Banking Group. He was for twelve years chair of the investment committee of the £25.0bn Lloyds Bank Pension Scheme as well as having been chair of the audit and risk committee of a substantial investment management group. Currently he chairs or is a member of the trustee board of four pension schemes with combined assets of some £4.0bn. Mr Stobart is a chartered accountant with an MBA from London Business School.

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\*Independent director and member of the Audit & Risk Committee, Remuneration Committee and Management Engagement Committee

# DIRECTORS' REPORT

The Directors present the Annual Report and Accounts of the Company for the year ended 31 March 2022.

## STATUS OF THE COMPANY

UEM was incorporated on 7 December 2017. On 3 April 2018, as a result of the proposals to redomicile UEM Bermuda to the United Kingdom, the shareholders of UEM Bermuda exchanged all their shares in UEM Bermuda for shares in the Company on a one for one basis and UEM Bermuda became a wholly owned subsidiary of the Company. All the assets of UEM Bermuda were transferred to the Company and UEM Bermuda was dissolved on 7 March 2019. UEM's shares are listed on the premium segment of the Official List of the Financial Conduct Authority and traded on the main market of the London Stock Exchange.

UEM carries on business as an investment trust. It has been approved by HM Revenue & Customs as an investment trust in accordance with sections 1158 and 1159 of the Corporation Tax Act 2010, subject to the Company continuing to meet the eligibility conditions. The Directors are of the opinion that the Company has conducted its affairs in a manner which will satisfy the conditions for continued approval.

UEM is domiciled in the UK as an investment company within the meaning of section 833 of the Companies Act 2006. It is not a close company and has no employees.

UEM is a member of the AIC in the UK.

## THE ALTERNATIVE INVESTMENT FUND MANAGERS DIRECTIVE ("AIFMD")

The Company is an Alternative Investment Fund ("AIF") falling within the scope of, and subject to, the requirements of the AIFMD. The Company has appointed ICMIM, an English incorporated company which is regulated by the FCA, as its AIFM, with sole responsibility for risk management and ICM and ICMIM jointly to provide portfolio management services.

The AIFMD requires certain information to be made available to investors in AIFs before they invest and requires that material changes to this information be disclosed in the annual report of each AIF. An Investor Disclosure Document, which sets out information on the Company's investment strategy and policies, leverage, risk, liquidity, administration, management, fees, conflicts of interest and other shareholder

information, is available on the Company's website at [www.uemtrust.co.uk](http://www.uemtrust.co.uk).

UEM also appointed JPMEL as its depositary service provider. JPMEL's responsibilities include general oversight over the issue and cancellation of the Company's shares, the calculation of the NAV, cash monitoring and asset verification and record keeping. JPMEL receives an ad-valorem fee of 2.5bps of the Company's NAV for its services, subject to a minimum fee of £25,000 per annum, payable monthly in arrears.

## FUND MANAGEMENT ARRANGEMENTS

In accordance with the Investment Management Agreement ("IMA"), the Company pays to ICMIM and ICM a management fee based on a tiered structure comprising 1.0% of NAV up to £500m; 0.9% of NAV above £500m up to £750m; 0.85% of NAV above £750m up to £1,000m; and 0.75% of NAV above £1,000m. This structure has been in place since 1 April 2021 and replaced the previous arrangement which comprised a management fee of 0.65% per annum of NAV together with a performance related fee. The management fee is payable quarterly in arrears, with such fee apportioned between ICMIM and ICM as agreed by them. The IMA may be terminated on not less than six months' notice in writing and further details of the amounts payable to ICMIM and ICM are disclosed in note 4 to the accounts.

Under the IMA, ICMIM has been appointed as Company Secretary.

The Board continually reviews the policies and performance of the Investment Managers. The Board's philosophy and the Investment Managers' approach are that the portfolio should consist of shares considered attractive irrespective of their inclusion or weighting in any index. The portfolio's composition and performance are likely, therefore, to be very different, for example, from those of the MSCI EM total return Index. Over the short term, there may be periods of sharp underperformance or outperformance compared with the index. Over the long term, the Board expects the combination of the Company's and Investment Managers' approach to result in a significant degree of outperformance compared with the index. The Board continues to believe that the appointment of ICMIM and ICM on the terms agreed is in the interests of shareholders as a whole.



## ADMINISTRATION

The provision of accounting and administration services has been outsourced to JPMorgan Chase Bank N.A. – London Branch (the “Administrator”). The Administrator provides financial and general administrative services to the Company for an annual fee based on the Company’s month end NAV (5 bps on the first £100m NAV, 3bps on the next £150m NAV, 2bps on the next £250m NAV and 1.5bps on the next £500m NAV). The Administrator and any of its delegates are also entitled to reimbursement of certain expenses incurred by it in connection with its duties. In addition, ICMIM has appointed Waverton to provide certain support services (including middle office, market dealing and information technology support services). Waverton is entitled to receive an annual fee of 3bps of the Company’s NAV and the Company reimburses ICMIM for its costs and expenses incurred in relation to this agreement.

Annually, the Management Engagement Committee considers the ongoing administrative requirements of the Company and assesses the services provided.

## SAFE CUSTODY OF ASSETS

During the year ended 31 March 2022, all listed and most unlisted investments were held in custody for the Company by JPMorgan Chase Bank N.A. – London Branch (the “Custodian”). Operational matters with the Custodian are carried out on the Company’s behalf by ICMIM and the Administrator in accordance with the IMA and the Administration Agreement. The Custodian is paid a variable fee dependent on the number of trades transacted and the location of the securities held. A small number of unlisted investments are also held in custody by Waverton.

## FINANCIAL INSTRUMENTS

The Company’s financial instruments comprise its investment portfolio, cash balances, bank borrowings and debtors and creditors which arise directly from its operations such as sales and purchases awaiting settlement, and accrued income. The financial risk management objectives and policies arising from its financial instruments and the exposure of the Company to risk are disclosed in note 26 to the accounts.

## DIVIDENDS

Dividends of 2.00p per share were paid on 24 September 2021, 17 December 2021 and 25 March

2022. A dividend of 2.00p per share was declared on 24 May 2022 and will be paid on 24 June 2022.

## ISA AND NMPI

UEM remains a qualifying investment under the Individual Savings Account (ISA) regulations and it is the intention of the Board to continue to satisfy these regulations. Furthermore, the Company currently conducts its affairs so that its shares can be recommended by IFAs to ordinary retail investors in accordance with the FCA’s rules in relation to non-mainstream pooled investments and intends to continue to do so for the foreseeable future.

## GOING CONCERN

The Board has reviewed the going concern basis of accounting for the Company. The Company’s assets consist substantially of equity shares in listed companies and in most circumstances are realisable within a short timescale. The Board has considered the impact of Covid-19 and performed a detailed assessment of the Company’s operational risk and resources including its ability to meet its liabilities as they fall due, by conducting stress tests and scenarios which considered the impact of severe stock market and currency volatility. This is set out in note 25 to the accounts. In light of this work and there being no material uncertainties related to events or conditions that may cast significant doubt about the ability of the Company to continue as a going concern, the Board has a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least the next twelve months from the date of approval of these financial statements. Accordingly, the Board considers it appropriate to continue to adopt the going concern basis in preparing the accounts.

## DIRECTORS

UEM currently has a Board of six non-executive directors who oversee and monitor the activities of the Investment Managers and other service providers and ensure that the Company’s investment policy is adhered to. The Board is supported by an Audit & Risk Committee, a Management Engagement Committee and a Remuneration Committee, which deal with specific aspects of the Company’s affairs. The Corporate Governance Statement, which is set out on pages 52 to 56, forms part of this Directors’ Report.

## DIRECTORS' REPORT (continued)

The Directors have a range of business, financial and asset management skills, as well as experience relevant to the direction and control of the Company. Brief biographical details of the members of the Board are shown on pages 44 and 45. All the Directors are independent other than Ms Hansen who is also a director of Resimac Group Limited, a company associated with the Investment Managers.

All appointments to the Board and re-elections of Directors are carried out in accordance with the Companies Act 2006 and the Company's Articles of Association. The Company's Articles of Association provide that all the Directors retire each year. The Board may also appoint Directors but any Director so appointed must stand for election by the shareholders at the next AGM.

### DIRECTORS' INDEMNITY AND INSURANCE

As at the date of this report, a deed of indemnity has been entered into by the Company and each of the Directors under which the Company has agreed to indemnify each Director, to the extent permitted by law, in respect of certain liabilities incurred as a result of carrying out his/her role as a Director of the Company. Each Director is indemnified against the costs of defending any criminal or civil proceedings or any claim by the Company or a regulator as they are incurred provided that where the defence is unsuccessful the Director must repay those defence costs to the Company. The indemnities are qualifying third party indemnity provisions for the purposes of the Companies Act 2006.

UEM also maintains Directors' and Officers' liability insurance which provides appropriate cover for any legal action brought against the Directors.

### DIRECTORS' INTERESTS

The Directors' interests in the share capital of the Company are disclosed in the Directors' Remuneration Report on page 59.

No Director was a party to, or had any interests in, any contract or arrangement with the Company at any time during the year or at the year end. There are no agreements between the Company and the Directors concerning compensation for loss of office.

A Director must avoid a situation where he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests.

The Directors have declared any potential conflicts of interest to the Company, which are reviewed regularly by the Board. The Directors have undertaken to advise the Company Secretary and/or Chairman as soon as they become aware of any potential conflicts of interest.

### SHARE CAPITAL

As at 31 March 2022 the issued share capital of the Company and the total voting rights were 214,744,067 shares. As at the date of this report, the share capital of the Company and total voting rights were 211,262,573 shares. There are no restrictions on the transfer of securities in the Company and there are no special rights attached to any of the shares.

### SHARE ISSUES AND REPURCHASES

UEM has the authority to purchase shares in the market to be held in treasury or for cancellation and to issue new shares for cash. During the year ended 31 March 2022 the Company purchased 6,529,307 shares for cancellation. The current authority to repurchase shares was granted to Directors on 21 September 2021 and expires at the conclusion of the next AGM. The Directors are proposing that their authority to buy back up to 14.99% of the Company's shares for cancellation or to be held in treasury and to issue new shares or sell shares from treasury be renewed at the forthcoming AGM.

### TENDER FACILITY

At the Directors' discretion, the Company can operate a tender facility subject to certain limitations. The tender facility is not expected to be made available in circumstances where the annual compound growth rate of the Company's gross assets exceeds 10% or where the Company's net assets total return performance exceeds 10% in the relevant period. The maximum number of shares which may be tendered pursuant to the tender facility in any financial year would be limited to 12.5% of the shares in issue at the commencement of the relevant financial year, with any excess tender requests being scaled back pro-rata.

The tender facility has not been operated to date by the Company or previously by its predecessor, UEM Bermuda.

## CONTINUATION OF THE COMPANY

UEM has been established with an unlimited life although the Company's Articles of Association provide for a continuation vote to be put to shareholders every five years. The continuation vote was passed at the AGM held in 2021 and shareholders will therefore have further opportunities to vote on the continuation of the Company in 2026 and every fifth AGM thereafter.

## SUBSTANTIAL SHARE INTERESTS

As at the date of this report, the Company had received notification of the following holdings of voting rights:

	Number of shares held	% held
UIL Limited	31,718,500	15.0
City of London Investment Management Company Limited	26,316,542	12.5
Lazard Asset Management LLC	18,737,825	8.9
Rathbone Investment Management Limited	10,728,364	5.1
Investec Wealth & Investment Limited	10,293,426	4.9

## THE COMMON REPORTING STANDARD

Tax legislation under The OECD (Organisation for Economic Co-operation and Development) Common Reporting Standard for Automatic Exchange of Financial Account Information (the "Common Reporting Standard") was introduced on 1 January 2016. The legislation requires an investment trust company to provide personal information to HMRC about investors who purchase shares. The Company is required to provide information annually on the tax residences of a number of non-UK based certificated shareholders. HMRC may in turn exchange the information with the tax authorities of another country or countries in which the shareholder may be tax resident, where those countries (or tax authorities in those countries) have entered into agreements to exchange financial account information.

All new shareholders entered onto the share register, excluding those whose shares are held in CREST, will be sent a certification form for the purposes of collecting this information.

## AUDIT INFORMATION AND AUDITOR

As required by section 418 of the Companies Act 2006, the Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

## LISTING RULE 9.8.4R

There are no instances where the Company is required to make disclosures in respect of Listing Rule 9.8.4R (information to be included in annual report and accounts).

## ARTICLES OF ASSOCIATION

Any amendments to the Company's Articles of Association must be made by special resolution.

## ANNUAL GENERAL MEETING

The following information to be discussed at the forthcoming AGM is important and requires your immediate attention. If you are in any doubt about the action you should take, you should seek advice from your stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or transferred all of your shares in the Company, you should pass this document, together with any other accompanying documents including the form of proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The business of the AGM consists of 14 resolutions. Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 and 14 will be proposed as special resolutions.

### Ordinary Resolution 1 – Annual Report and Financial Statements

This resolution seeks shareholder approval to receive the report of the Directors and financial statements for the year ended 31 March 2022 and the Auditor's report thereon.

## DIRECTORS' REPORT (continued)

### **Ordinary Resolution 2 – Approval of the Directors' Remuneration Policy**

This resolution is to approve the Directors' Remuneration Policy which, if passed, will be effective with immediate effect and will apply until it is next put to shareholders for approval, which must be at intervals of not more than three years.

### **Ordinary Resolution 3 – Approval of the Directors' Remuneration Report**

This resolution is an advisory vote on the Directors' Remuneration Report.

### **Ordinary Resolution 4 – Approval of the Company's dividend policy**

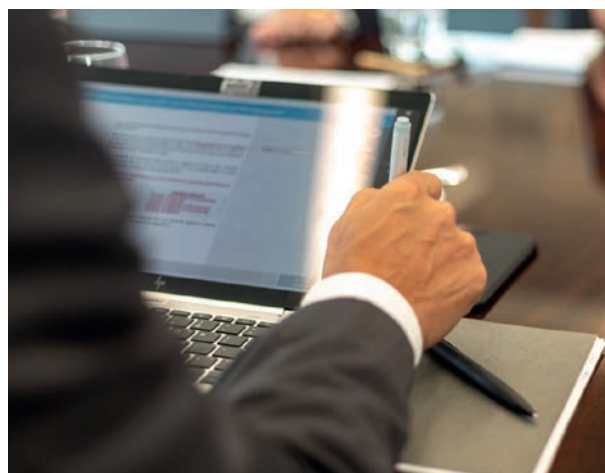
This resolution seeks shareholder approval of the Company's dividend policy to pay four interim dividends per year. Under the Company's Articles of Association, the Board is authorised to approve the payment of interim dividends without the need for the prior approval of the Company's shareholders. Having regard to corporate governance best practice relating to the payment of interim dividends without the approval of a final dividend by a company's shareholders, the Board has decided to seek express approval from shareholders of its dividend policy to pay four interim dividends per year. If this resolution is not passed, it is the intention of the Board to refrain from authorising any further interim dividends until such time as the Company's dividend policy is approved by its shareholders.

### **Ordinary Resolutions 5 to 9 (inclusive) – Election and re-election of the Directors**

The biographies of the Directors are set out on pages 44 and 45, and are incorporated into this report by reference.

**Resolution 5** relates to the election of Mr Mark Bridgeman who was appointed on 21 September 2021. Mr Bridgeman's experience in the investment management industry and with other investment funds means that he brings significant expertise in investment matters to his role on the Board.

**Resolution 6** relates to the election of Ms Isabel Liu who was appointed on 22 November 2021. Ms Liu's long career in infrastructure investing brings in-depth knowledge and expertise in such matters to her role as Director.



**Resolution 7** relates to the re-election of Mr John Rennocks. Mr Rennocks' leadership of the Board as Chairman draws on his long and varied experience on the boards of many public limited companies and investment companies. His focus is on long-term strategic issues, which are key topics of Board discussion.

**Resolution 8** relates to the re-election of Ms Susan Hansen. Ms Hansen's previous experience in chartered accountancy and investment banking makes her well placed to monitor the Company's performance and to constructively challenge the Investment Managers.

**Resolution 9** relates to the re-election of Mr Eric Stobart. Mr Stobart has extensive accounting knowledge and many years of experience of audit and risk committees in the financial services sector. He therefore brings this strong background and skills to his role as the Company's Audit & Risk Committee Chairman.

### **Ordinary Resolutions 10 and 11 – Appointment of the external Auditor and the Auditor's Remuneration**

These resolutions relate to the appointment and remuneration of the Company's auditor. The Company, through its Audit & Risk Committee, has considered the independence and objectivity of the external auditor and is satisfied that the proposed Auditor is independent. Further information in relation to the assessment of the existing Auditor's independence can be found in the report of the Audit & Risk Committee.

Resolutions relating to the following items of special business will be proposed at the forthcoming AGM:

#### **Ordinary Resolution 12 – Authority to allot shares**

The Directors may only allot shares for cash if authorised to do so by shareholders in a general meeting. This resolution seeks authority for the Directors to allot shares for cash up to an aggregate nominal amount of £105,000 per annum, which is equivalent to 10,500,000 ordinary shares of 1p each and represents 5% of the Company's issued ordinary share capital (excluding treasury shares) as at the date of the Notice of the AGM. This resolution will expire at the conclusion of the next AGM of the Company to be held in 2023 unless renewed prior to that date at an earlier general meeting.

#### **Special Resolution 13 – Authority to disapply pre-emption rights**

By law, Directors require specific authority from shareholders before allotting new shares or selling shares out of treasury for cash without first offering them to existing shareholders in proportion to their holdings. This resolution empowers the Directors to allot new shares for cash or to sell shares held by the Company in treasury, otherwise than to existing shareholders on a pro rata basis, up to an aggregate nominal amount of £105,000 which is equivalent to 10,500,000 ordinary shares of 1p each and represents 5% of the Company's issued ordinary share capital (excluding treasury shares) as at the date of the Notice of the AGM. Any such sale of shares would only be made at prices greater than NAV and would therefore increase the assets underlying each share. This resolution will expire at the conclusion of the next AGM of the Company to be held in 2023 unless renewed prior to that date at an earlier general meeting.

#### **Special Resolution 14 – Authority to buy back shares**

This resolution seeks to renew the authority granted to Directors enabling the Company to purchase its own shares. The Directors will only consider repurchasing shares in the market if they believe it to be in shareholders' interests and as a means of correcting any imbalance between supply and demand for the Company's shares.

The Directors are seeking authority to purchase up to 31,600,000 ordinary shares (being 14.99% of the issued ordinary share capital excluding treasury

shares as at the date of the Notice of the AGM). This authority, unless renewed at an earlier general meeting, will expire at the conclusion of the next AGM of the Company to be held in 2023.

Any shares purchased pursuant to this resolution shall be cancelled immediately upon completion of the purchase or held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

#### **RECOMMENDATION**

The Board considers that each of the resolutions to be proposed at the AGM is likely to promote the success of the Company for the benefit of its members as a whole and is in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions as they intend to do in respect of their own beneficial holdings.

By order of the Board

**ICM Investment Management Limited, Secretary**

17 June 2022

# CORPORATE GOVERNANCE STATEMENT

## THE COMPANY'S CORPORATE GOVERNANCE FRAMEWORK

Corporate Governance is the process by which the board of directors of a company protects shareholders' interests and by which it seeks to enhance shareholder value. Shareholders hold the directors responsible for the stewardship of a company's affairs, delegating authority and responsibility to the directors to manage the company on their behalf and holding them accountable for its performance. Responsibility

for good governance lies with the Board. The Board considers the practice of good governance to be an integral part of the way it manages the Company and is committed to maintaining high standards of financial reporting, transparency and business integrity.

The governance framework of the Company reflects the fact that, as an investment company, it has no full-time employees and outsources its activities to third party service providers.

## THE BOARD

Six non-executive directors (NEDs)

**CHAIRMAN: John Rennocks**  
**SENIOR INDEPENDENT DIRECTOR: Mark Bridgeman**

### KEY OBJECTIVES:

- to set strategy, values and standards;
- to provide leadership within a framework of prudent and effective controls which enable risk to be assessed and managed; and
- to constructively challenge and scrutinise performance of all outsourced activities.

### AUDIT & RISK COMMITTEE

All independent NEDs  
**CHAIRMAN: Eric Stobart**

#### KEY OBJECTIVE:

- to oversee the financial reporting and control environment.

### MANAGEMENT ENGAGEMENT COMMITTEE

All independent NEDs  
**CHAIRMAN: John Rennocks**

#### KEY OBJECTIVES:

- to review the performance of the Investment Managers and the Administrator; and
- to review the performance of other service providers.

### NOMINATION COMMITTEE

The Board as a whole performs this function

#### KEY OBJECTIVES:

- to regularly review the Board's structure and composition; and
- to consider any new appointments.

### REMUNERATION COMMITTEE

All independent NEDs  
**CHAIRMAN: Mark Bridgeman**

#### KEY OBJECTIVE:

- to set the remuneration policy for the Directors of the Company.

## THE AIC CODE OF CORPORATE GOVERNANCE

As a UK-listed investment trust the Board's principal governance reporting obligation is in relation to the UK Corporate Governance Code (the "UK Code") issued by the Financial Reporting Council ("FRC") in July 2018. However, it is recognised that investment companies have special circumstances which have an impact on their governance arrangements. An investment company typically has no employees and the roles of portfolio management, administration, accounting and company secretarial tend to be outsourced to a third party. The AIC has therefore drawn up its own set of guidelines known as the AIC Code of Corporate Governance (the "AIC Code") issued in February 2019, which recognises the nature of investment companies by focusing on matters such as board independence and the review of management and other third party contracts. The FRC has endorsed the AIC Code and confirmed that companies which report against the AIC Code will be meeting their obligations in relation to the UK Code and paragraph LR9.8.6 of the FCA's Listing Rules. The Board believes that reporting against the principles and recommendations of the AIC Code will provide better information to shareholders.

The UK Code is available from the FRC's website at [www.frc.org.uk](http://www.frc.org.uk). The AIC Code is available from the Association of Investment Companies' website at [www.theaic.co.uk](http://www.theaic.co.uk).

## COMPLIANCE WITH THE AIC CODE

During the year ended 31 March 2022, the Company complied with the recommendations of the AIC Code and the relevant provisions of the UK Code, except those relating to:

- the role of the chief executive
- executive directors' remuneration
- the need for an internal audit function
- membership of the Audit & Risk Committee by the Chairman of the Board

For the reasons set out in the AIC Code and as explained in the UK Code, the Board considers these provisions are not relevant to the position of the Company, being an externally managed investment company. As explained in the Audit & Risk Committee Report, the Chairman of the Board is also a member

of the Audit & Risk Committee, as permitted by the AIC Code.

Information on how the Company has applied the principles of the AIC Code and the UK Code is set out below.

## THE BOARD

The Board is responsible to shareholders for the overall stewardship of the Company. A formal schedule of matters reserved for the decision of the Board has been adopted. Investment policy and strategy are determined by the Board and it is also responsible for the gearing policy, dividend policy, public documents, such as the Annual Report and Financial Statements, the buy-back policy and corporate governance matters. In order to enable the Directors to discharge their responsibilities effectively the Board has full and timely access to relevant information.

The Board meets at least quarterly, with additional Board and Committee meetings being held on an ad hoc basis to consider particular issues as they arise. Key representatives of the Investment Managers attend each meeting and between these meetings there is regular contact with the Investment Managers. Board meetings are sometimes held in countries where the Company holds investments and the Board will meet with investee companies and local experts.

The Board has direct access to the advice and services of the company secretary, who is an employee of ICMIM. The company secretary, with advice from the Company's lawyers and financial advisers, is responsible for ensuring that the Board and Committee procedures are followed and that applicable rules and regulations are complied with.

The company secretary is also responsible to the Board for ensuring timely delivery of information and reports and that the statutory obligations of the Company are met. The company secretary is responsible for advising the Board, through the Chairman, on all governance matters.

There is an agreed procedure for Directors, in the furtherance of their duties, to take legal advice at the Company's expense, having first consulted with the Chairman.

## CORPORATE GOVERNANCE STATEMENT (continued)

During the year, none of the Directors took on any significant new commitments or appointments. All of the Directors consider that they have sufficient time to discharge their duties.

There were four Board meetings, three Audit & Risk Committee meetings, one Management Engagement Committee meeting and one Remuneration Committee meeting held during the year ended 31 March 2022 and the attendance by the Directors was as follows:

	Board	Audit & Risk Committee	Management Engagement Committee	Remuneration Committee
Number of meetings held during the year	4	3	1	1
John Rennocks	4	3	1	1
Mark Bridgeman (appointed 21 September 2021)	2/2	2/2	0/0	0/0
Susan Hansen	4	n/a	n/a	n/a
Isabel Liu (appointed 22 November 2021)	1/1	1/1	0/0	0/0
Garth Milne (retired 21 September 2021)	2/2	1/1	1	1
Anthony Muh	4	3	1	1
Eric Stobart	4	3	1	1

Apart from the meetings detailed above, there were a number of meetings held by committees of the Board to approve the declaration of quarterly dividends and other ad hoc items.

### AUDIT & RISK COMMITTEE

The Audit & Risk Committee comprises all the independent Directors of the Company and is chaired by Mr Stobart. Further details of the Audit & Risk Committee are provided in its report starting on page 60.

### MANAGEMENT ENGAGEMENT COMMITTEE

The Management Engagement Committee, which is chaired by Mr Rennocks, comprises all the independent Directors of the Company and meets at least once a year.

The Investment Managers' performance is considered by the Board at every meeting, with a formal evaluation by the Management Engagement Committee annually. The Board received detailed reports and views from the Investment Managers on investment policy, asset allocation, gearing and risk at each Board meeting in the year ended 31 March 2022, with ad hoc market/company updates if there were significant movements in the intervening period.

The Management Engagement Committee also considers the effectiveness of the administration

services provided by the Investment Managers and Administrator and the performance of other third party service providers. In this regard the Committee assessed the services provided by the Investment Managers, the Administrator and the other service providers to be good.

### REMUNERATION COMMITTEE

The Remuneration Committee, which is chaired by Mr Bridgeman, comprises all the independent Directors of the Company. Further details are provided in the Directors' Remuneration Report on page 57.

### INTERNAL CONTROLS

The Directors acknowledge that they are responsible for ensuring that the Company maintains a sound system of internal financial and non-financial controls ("internal controls") to safeguard shareholders' investments and the Company's assets.

The Company's system of internal control is designed to manage rather than eliminate risk of failure to achieve the Company's investment objective and/or adhere to the Company's investment policy and/or investment limits. The system can therefore only provide reasonable and not absolute assurance against material misstatement or loss.

The Investment Managers, Administrator and Custodian maintain their own systems of internal





controls and the Board and the Audit & Risk Committee receive regular reports from these service providers.

The Board meets regularly, at least four times a year. It reviews financial reports and performance against relevant stock market criteria and the Company's peer group, amongst other things. The effectiveness of the Company's system of internal controls, including financial, operational and compliance and risk management systems is reviewed at least bi-annually against risk parameters approved by the Board. The Board confirms that the necessary actions are taken to remedy any significant failings or weaknesses identified from its review. No significant failings or weaknesses occurred during the year ended 31 March 2022 or subsequently up to the date of this report.

#### **BOARD DIVERSITY, APPOINTMENT, RE-ELECTION AND TENURE**

The Board as a whole undertakes the responsibilities which would otherwise be assumed by a nomination committee. It considers the size and structure of the Board, including the balance of expertise and skills brought by individual Directors. It has regard to board diversity, progressive refreshing and succession planning and such matters are discussed by the Board as a whole at least annually. The Board also seeks to have Directors in different jurisdictions who understand the key influences on businesses in their

area, whether they are economic, political, regulatory or other issues. The Board's policy on diversity, including gender, is to take this into account during the recruitment process. Any new appointment is considered on the basis of the skills and experience that the individual would bring to the Board, regardless of gender or other forms of diversity, and therefore no targets have been set against which to report. During the year ended 31 March 2022, following a search and selection process managed by an external independent recruitment company, Mr Bridgeman and Ms Liu were appointed in September 2021 and November 2021 respectively. As a result, the Board currently consists of four men and two women. As referred to in the Chairman's statement, Mr Muh has indicated his intention to retire from the Board at this year's AGM and the Board will then return to comprising five directors.

The Board is of the view that length of service does not necessarily compromise the independence or contribution of directors of an investment company, where continuity and experience can add significantly to the strength of the Board. This is supported by the views on independence expressed in the AIC Code. No limit on the overall length of service of any of the Company's Directors has been imposed. All Directors are subject to annual re-election.

The Board reviews succession planning at least annually. Appointments of new Directors will be made on a formalised basis with the Chairman agreeing, in conjunction with his colleagues, a job specification and other relevant selection criteria and the methods of recruitment (where appropriate using an external recruitment agency), selection and appointment. The potential Director would meet with Board members prior to formal appointment. An induction process will be undertaken, with new appointees to the Board being given a full briefing on the workings and processes of the Company and the management of the Company by the Chairman, the Investment Managers, the company secretary and other appropriate persons. All appointments are subject to subsequent confirmation by shareholders in general meeting.

#### **BOARD, COMMITTEE AND DIRECTORS' PERFORMANCE APPRAISAL**

The Directors recognise the importance of the AIC Code's recommendations in respect of evaluating

## CORPORATE GOVERNANCE STATEMENT (continued)

the performance of the Board, the Committees and individual Directors. This encompasses both quantitative and qualitative measures of performance including:

- attendance at meetings;
- the independence of individual Directors;
- the ability of Directors to make an effective contribution to the Board and Committees through the range and diversity of skills and experience each Director brings to their role; and
- the Board's ability to challenge the Investment Managers' recommendations, suggest areas of debate and set the future strategy of the Company.

The Board opted to conduct performance evaluation through questionnaires and discussion between the Directors, the Chairman and the chairmen of the Committees. This process is conducted by the Chairman reviewing individually with each of the Directors their performance, contribution and commitment to the Company and the possible further development of skills. In addition, the Senior Independent Director reviews the performance of the Chairman with the other Directors, taking into account the views of the Investment Managers. The relevant points arising from these meetings are then reported to, and discussed by, the Board as a whole. This process has been carried out in respect of the period under review and will be conducted on an annual basis. The result of this period's performance evaluation process was that the Board, the Committees of the Board and the Directors individually were all assessed to have performed satisfactorily. No follow-up actions were required.

It is not felt appropriate currently to employ the services of, or to incur the additional expense of, an external third party to conduct the evaluation process as an appropriate process is in place; this will, however, be kept under review.

### RELATIONS WITH SHAREHOLDERS

UEM welcomes the views of shareholders and places great importance on communication with shareholders. All shareholders have the opportunity to attend and vote at the Company's AGM. The Notice of AGM sets out the business of the meeting and each resolution is explained in the Directors' Report.

In addition, the Investment Managers will review the Company's portfolio and performance at the AGM, where the Directors and representatives of the Investment Managers will be available to answer shareholders' questions.

The prime medium by which the Company communicates with shareholders is through the half-yearly and annual financial reports, which aim to provide shareholders with a full understanding of the Company's activities and its results. This information is supplemented by the calculation and publication, via a Regulatory Information Service, of the NAV of the Company's shares and by monthly factsheets produced by the Investment Managers. Shareholders can visit the Company's website: [www.uemtrust.co.uk](http://www.uemtrust.co.uk) in order to access copies of half-yearly and annual financial reports, factsheets and regulatory announcements.

There is a regular dialogue between the Investment Managers and institutional shareholders, including private client wealth managers, to discuss aspects of investment performance, governance and strategy and to listen to shareholder views in order to help develop an understanding of their issues and concerns. General presentations to institutional shareholders and analysts follow the publication of the annual results. All meetings between the Investment Managers and institutional and other shareholders are reported to the Board. The Chairman, Senior Independent Director and other Directors are available to discuss any concerns with shareholders if required and shareholders may communicate with the Company at any time by writing to the Board at the Company's registered office or contacting the Company's broker.

By order of the Board  
**ICM Investment Management Limited**  
Company Secretary

17 June 2022

# DIRECTORS' REMUNERATION REPORT



**MARK BRIDGEMAN**  
Chairman of the  
Remuneration Committee

## STATEMENT OF THE CHAIRMAN

As Chairman of the Remuneration Committee, I am pleased to present the Directors' Remuneration Report to shareholders. The report comprises a remuneration policy, which is subject to a triennial binding shareholder vote, or sooner if an alteration to the policy is proposed, and a report on remuneration,

which is subject to an annual advisory vote. An ordinary resolution for the approval of this report will therefore be put to shareholders at the Company's forthcoming AGM.

The law requires the Company's auditor to audit certain parts of the disclosures provided. Where disclosures have been audited, they are indicated as such. The auditor's opinion is included in their report starting on page 64.

The Remuneration Committee is responsible for reviewing and making recommendations to the Board in respect of the fees of Directors. In line with the AIC Code, it reviews the ongoing appropriateness of the Company's remuneration policy and the individual remuneration of Directors by reference to the activities of the Company and in comparison with other companies of a similar structure and size. Any views expressed by shareholders on the fees being paid to Directors will also be taken into consideration. Following recommendations from the Remuneration Committee, the Board reviews the fees payable to the Chairman and Directors annually. There were no changes to the remuneration policy during the year.

All the Directors invest the full amount of their fees (net of tax) in the shares of the Company. The review in respect of the year ending 31 March 2023 has resulted in the increases being applied to the annual fees as detailed in the table below.

Year ending 31 March	2023 £'000s	2022* £'000s
Chairman	50.0	47.6
Chairman of the Audit & Risk Committee	46.7	44.5
Directors	37.0	35.2

\*Actual

## DIRECTORS' REMUNERATION POLICY

The Board, on the recommendation of its Remuneration Committee, considers the level of the Directors fees at least annually. The Board determines the level of Directors' fees within the limit currently set by the Company's Articles, which limit the aggregate fees payable to the Board of Directors to a total of £250,000 per annum.

The Board's policy is to set Directors' remuneration at a level commensurate with the skills and experience necessary for the effective stewardship of the Company and the expected contribution of the Board as a whole in continuing to achieve the investment objective. Time committed to the Company's business and the specific responsibilities of the Chairman, Directors and the chairman of the Audit & Risk Committee are taken into account. The policy aims to be fair and reasonable in relation to comparable investment companies.

The fees are fixed and the monetary amount (net of tax) is used by the Directors to purchase shares in the Company quarterly in arrears. Directors are entitled to be reimbursed for any reasonable expenses properly incurred by them in connection with the performance of their duties and attendance at Board and general meetings and Committee meetings. Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits.

Directors are provided with a letter of appointment when they join the Board. There is no provision for compensation upon early termination of appointment. The letters of appointment are available on request at the Company's registered office during business hours.

## VOTING AT ANNUAL GENERAL MEETING

A resolution to approve the Remuneration Report was put to shareholders at the AGM of the Company held on 22 September 2021. Of the votes cast, 99.96% were in favour and 0.04% were against; this resolution will be put to shareholders again this year. In accordance with the Companies Act 2006, the Company is required to seek shareholder approval for its remuneration policy on a triennial basis and a binding resolution was last put to shareholders at the AGM held on 17 September 2019. Of the votes cast, 99.84% were in favour and 0.16% were against. A resolution to approve the remuneration policy will be put to shareholders at the forthcoming AGM.

## DIRECTORS' REMUNERATION REPORT (continued)

### DIRECTORS' ANNUAL REPORT ON REMUNERATION (AUDITED)

A single figure for the total remuneration of each Director who served during the year ended 31 March 2022 is set out in the table below.

Director	2021/22 Shares purchased <sup>(1)</sup>	2021/22 Entitlement £ <sup>(2)</sup>	2021/22 Taxable benefits £ <sup>(3)</sup>	2021/22 Total £	2020/21 Shares purchased <sup>(1)</sup>	2020/21 Entitlement £ <sup>(2)</sup>	2020/21 Taxable benefits £ <sup>(3)</sup>	2020/21 Total £
John Rennocks (Chairman)	11,855	47,600	–	47,600	13,526	46,000	–	46,000
Mark Bridgeman <sup>(4)</sup>	5,200	18,548	413	18,961				
Susan Hansen	15,721	35,200	850	36,050	17,860	34,000	850	34,850
Isabel Liu <sup>(5)</sup>	4,129	12,681	18	12,699				
Garth Milne <sup>(6)</sup>	4,050	16,697	–	16,697	14,288	34,000	–	34,000
Anthony Muh	15,721	35,200	850	36,050	17,860	34,000	850	34,850
Eric Stobart	10,841	44,500	–	44,500	12,305	43,000	–	43,000
Totals	67,517	210,426	2,131	212,557	75,839	191,000	1,700	192,700

<sup>(1)</sup> All the shares were purchased in the market, using the net fee entitlement after applicable tax deductions of each director, as set out in note 1(j) to the accounts

<sup>(2)</sup> The Directors' entitlement to fees is calculated in arrears

<sup>(3)</sup> Taxable benefits comprise amounts reimbursed for expenses incurred in carrying out business for the Company

<sup>(4)</sup> Appointed 21 September 2021

<sup>(5)</sup> Appointed 22 November 2021

<sup>(6)</sup> Retired 21 September 2021

<sup>(7)</sup> There were no payments to third parties included in the fees referred to in the table above. There are no further fees to disclose as the Company has no employees, chief executive or executive directors.

### RELATIVE IMPORTANCE OF SPEND ON PAY

The following table compares the remuneration paid to the Directors with aggregate distributions to shareholders relating to the year ended 31 March 2022 and the prior year. Although this disclosure is a statutory requirement, the Directors consider that comparison of Directors' remuneration with annual dividends and share buybacks does not provide a meaningful measure relative to the Company's overall performance as an investment company with an objective of providing shareholders with long-term total return.

Year ended 31 March	2022 £'000s	2021 £'000s	Change £'000s
Aggregate Directors' emoluments	210	191	19
Aggregate dividends	17,379	17,270	109
Aggregate share buybacks	13,898	12,112	1,786

### ANNUAL PERCENTAGE CHANGE IN DIRECTORS' REMUNERATION

The following table sets out the annual percentage change in Directors' remuneration compared to the previous year.

Year ended 31 March	2022 Fees %	2022 Taxable expenses %	2021 Fees %	2021 Taxable expenses %
John Rennocks	3.5	n/a	0.0	n/a
Mark Bridgeman	n/a	n/a	n/a	n/a
Susan Hansen	3.5	0.0	0.0	(2.9)
Isabel Liu	n/a	n/a	n/a	n/a
Garth Milne	3.5	n/a	0.0	n/a
Anthony Muh	3.5	0.0	0.0	(2.9)
Eric Stobart	3.5	n/a	0.0	n/a

## DIRECTORS' BENEFICIAL SHARE INTERESTS (AUDITED)

The Directors' shareholdings (all beneficial) are set out below:

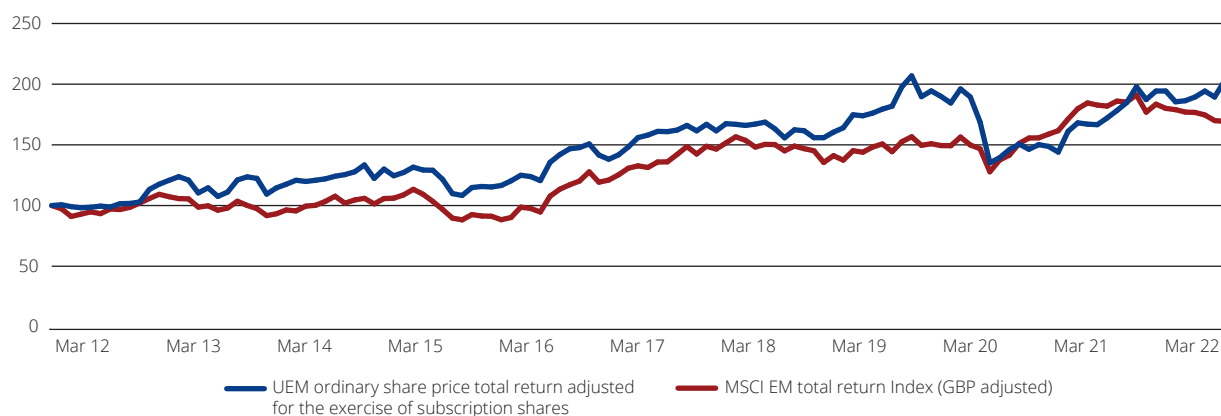
As at 31 March	17 June 2022	31 March 2022	31 March 2021
John Rennocks <sup>(1)</sup>	195,245	192,343	183,390
Mark Bridgeman	5,200	3,337	n/a
Susan Hansen	144,810	140,921	123,340
Isabel Liu	10,931	10,931	n/a
Anthony Muh	243,887	239,998	215,641
Eric Stobart <sup>(2)</sup>	46,000	43,000	30,250

<sup>(1)</sup> Including 2,645 shares held by Mrs Rennocks

<sup>(2)</sup> Including 4,750 shares held by Mrs Stobart

## TOTAL RETURN COMPARATIVE PERFORMANCE

from 31 March 2012 to 31 March 2022



Rebased to 100 as at 31 March 2012

Source: ICM and Bloomberg

On behalf of the Board

**Mark Bridgeman**

Chairman of the Remuneration Committee

17 June 2022

## COMPANY PERFORMANCE

Including the performance of UEM Bermuda, the graph below compares, for the ten years ended 31 March 2022, the share price total return (assuming all dividends are reinvested and adjusted for the exercise of warrants and subscription shares) to shareholders with the MSCI EM total return Index. The MSCI EM total return Index has been used as the Company invests across a broad spread of emerging markets.

# AUDIT & RISK COMMITTEE REPORT



**ERIC STOBART, FCA**  
Chairman of the Audit & Risk Committee

As Chairman of the Audit & Risk Committee, I am pleased to present the Committee's report to shareholders for the year ended 31 March 2022.

## ROLE AND RESPONSIBILITIES

UEM has established a separately chaired Audit & Risk Committee whose duties include considering and recommending to the Board for approval the contents of the half yearly and annual financial statements and providing an opinion as to whether the annual report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's performance, business model and strategy. The Committee also reviews the external Auditors' report on the annual financial statements and is responsible for reviewing and forming an opinion on the effectiveness of the external audit process and audit quality. Other duties include reviewing the appropriateness of the Company's accounting policies and ensuring the adequacy of the internal control systems and standards.

The Audit & Risk Committee meets at least three times a year. Two of the planned meetings are held prior to the Board meetings to approve the half yearly and annual results. Representatives of the Investment Managers attend all meetings.

## COMPOSITION

During the year ended 31 March 2022, the Audit & Risk Committee consisted of all the independent Directors of the Company. It is considered that there is a range of recent and relevant financial experience amongst the members of the Audit & Risk Committee together with experience of the investment trust sector.

In light of the Chairman of the Board's relevant financial experience, his continued independence and his valued contributions in Committee meetings, the Audit & Risk Committee considers it appropriate that he is a member.

## RESPONSIBILITIES AND REVIEW OF THE EXTERNAL AUDIT

During the year the principal activities of the Audit & Risk Committee included:

- considering and recommending to the Board for approval the contents of the half yearly and annual financial statements and reviewing the external auditor's report;
- management of the relationship with the external auditor, including its appointment and the evaluation of scope, execution, cost effectiveness, independence and objectivity;
- reviewing and approving the external auditors' plan for the financial year, with a focus on the identification of areas of audit risk, and consideration of the appropriateness of the level of audit materiality adopted;
- reviewing and recommending to the Board for approval the audit and non-audit fees payable to the external auditor and the terms of its engagement;
- evaluation of reports received from the external auditor with respect to the annual financial statements and its review of the half-yearly report;
- reviewing the efficacy of the external audit process and making a recommendation to the Board with respect to the reappointment of the external auditors;
- evaluation of the effectiveness of the internal control and risk management systems including reports received on the operational controls of the Company's service providers and reports from the Company's depository;
- reviewing the appropriateness of the Company's accounting policies; and
- monitoring developments in accounting and reporting requirements that impact on the Company's compliance with relevant statutory and listing requirements.

## AUDITOR AND AUDIT TENURE

KPMG LLP has been the auditor of the Company since 2018 and prior to that, auditor of UEM Bermuda since

2012. Listed companies are required to tender the external audit at least every ten years and change auditor at least every twenty years. The Company will be required to tender the external audit no later than for the year ending 31 March 2028. The audit partner has rotated regularly. Mr John Waterson was appointed the lead audit partner in 2020. The Audit & Risk Committee has considered the independence of the auditor and the objectivity of the audit process and is satisfied that KPMG has fulfilled its obligations to shareholders as independent auditor to the Company.

It is the Company's policy not to seek substantial non-audit services from its auditor, unless they relate to a review of the half-yearly report as the Board considers the auditor is best placed to provide this work. If the provision of significant non-audit services were to be considered, the Committee would procure such services from an accountancy firm other than the auditor. Non-audit fees paid to KPMG amounted to £nil for the year ended 31 March 2022 (2021: £nil).

The partner and manager of the audit team at KPMG presented their audit plan to the Audit & Risk Committee in advance of the financial year end. Items of audit focus were discussed, agreed and given particular attention during the audit process. KPMG reported to the Audit & Risk Committee on these items, their independence and other matters. This report was considered by the Audit & Risk Committee and discussed with KPMG and the Investment Managers prior to approval of the annual financial report.

Members of the Audit & Risk Committee meet *in camera* with the external auditor at least annually.

#### ACCOUNTING MATTERS AND SIGNIFICANT AREAS

For the year ended 31 March 2022 the accounting matters that were subject to specific consideration by the Audit & Risk Committee were as follows:

SIGNIFICANT AREA	HOW ADDRESSED
<b>Value of the level 1 investments</b>	Actively traded level 1 investments are valued using stock exchange prices provided by third party pricing vendors. The Audit & Risk Committee regularly reviews the portfolio. The Audit & Risk Committee reviews the annual internal control reports produced by the Investment Managers and Administrator which detail the systems, processes and controls around the daily pricing of the securities.
<b>Value of the level 3 investments</b>	Investments that are classified as level 3 are valued using a variety of techniques to determine a fair value, as set out in note 1(c) to the accounts, and all such valuations are carefully reviewed by the Audit & Risk Committee with the Investment Managers.  The Audit & Risk Committee receives detailed information on all level 3 investments and it discusses and challenges the valuations with the Investment Managers. It considers market comparables and discusses any proposed revaluations with the Investment Managers.

The Audit & Risk Committee reviewed the external audit plan at an early stage and concluded that the appropriate areas of audit risk relevant to the Company had been identified and that suitable audit procedures had been put in place to obtain reasonable assurance that the financial statements as a whole would be free of material misstatements.

As a result, and following a thorough review process, the Audit & Risk Committee advised the Board it is satisfied that, taken as a whole, the annual financial report for the year to 31 March 2022 is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy. In reaching this conclusion, the Audit & Risk Committee has assumed that the reader of the report would have a reasonable level of knowledge of the investment company industry.

## AUDIT & RISK COMMITTEE REPORT (continued)

### EXTERNAL AUDIT, REVIEW OF ITS EFFECTIVENESS AND AUDITOR REAPPOINTMENT

The Audit & Risk Committee advises the Board on the appointment of the external auditor, its remuneration for audit and non-audit work and its cost effectiveness, independence and objectivity.

As part of the review of the effectiveness of the audit process, a formal evaluation process incorporating views from the members of the Audit & Risk Committee and relevant personnel at the Investment Managers is followed and feedback is provided to KPMG. Areas covered by this review include:

- the calibre of the audit firm, including reputation and industry presence;
- the extent of quality controls including review processes, second director oversight and annual reports from its regulator;
- the performance of the audit team, including skills of individuals, specialist knowledge, partner involvement, team member continuity and quality and timeliness of audit planning and execution;
- audit communication including planning, relevant accounting and regulatory developments, approach to significant accounting risks, communication of audit results and recommendations on corporate reporting;
- ethical standards including independence and integrity of the audit team, lines of communication to the Audit & Risk Committee and partner rotation; and
- reasonableness of the audit fees.

For the year ended 31 March 2022, the Audit & Risk Committee is satisfied that the audit process was effective.

Resolutions proposing the reappointment of KPMG as the Company's auditor and authorising the Directors to determine its remuneration will be put to the shareholders at the forthcoming AGM.

### INTERNAL CONTROLS AND RISK MANAGEMENT

UEM's risk assessment focus and the way in which significant risks are managed is a key area of focus for the Audit & Risk Committee. Work here was

driven by the Audit & Risk Committee's assessment of the risks arising in the Company's operations and identification of the controls exercised by the Board and its delegates, the Investment Managers, the Administrator and other service providers. These are recorded in risk matrices produced by ICMIM, as the Company's AIFM with responsibility for risk management, which continue to serve as an effective tool to highlight and monitor the principal risks, details of which are provided in the Strategic Report on pages 36 to 38. It also received and considered, together with representatives of the Investment Managers, reports in relation to the operational controls of the Investment Managers, Administrator and Custodian. These reviews identified no issues of significance.

### WHISTLEBLOWING POLICY

The Committee has also reviewed and accepted the 'whistleblowing' policy that has been put in place by the Investment Managers under which their staff, in confidence, can raise concerns about possible improprieties in matters of financial reporting or other matters, in so far as they affect the Company.

### INTERNAL AUDIT

Due to the nature of the Company, being an externally managed investment company with no executive employees, the Company does not have its own internal audit function. The Committee and the Board have concluded that there is no current need for such a function, based on the satisfactory operation of controls within the Company's service providers.

### Eric Stobart

Chairman of the Audit & Risk Committee

17 June 2022



# DIRECTORS' STATEMENT OF RESPONSIBILITIES

## in respect of the Annual Report and the Financial Statements

The Directors are responsible for preparing the Annual Report and financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, they are required to prepare the financial statements in accordance with UK adopted International Accounting Standards and the Companies Act 2006.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK adopted International Accounting Standards and of the Companies Act 2006;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect 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 complies with that law and those regulations.

In accordance with Disclosure Guidance and Transparency Rule 4.1.14R, the financial statements will form part of the annual financial report prepared using the single electronic reporting format under the TD ESEF Regulation. The auditor's report on these financial statements provides no assurance over the ESEF format.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website, which is maintained by the Company's Investment Managers. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### RESPONSIBILITY STATEMENT OF THE DIRECTORS IN RESPECT OF THE ANNUAL FINANCIAL REPORT

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Strategic Report and Directors' Report include a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

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

Approved by the Board on 17 June 2022 and signed on its behalf by:

**John Rennocks**  
Chairman

# Independent auditor's report

to the members of Utilico Emerging Markets Trust plc

## 1. Our opinion is unmodified

We have audited the financial statements of Utilico Emerging Markets Trust ("the Company") for the year ended 31 March 2022 which comprise the Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Financial Position, Statement of Cash Flows and the related notes, including the accounting policies in note 1.

### In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2022 and of its return for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the Audit and Risk Committee.

We were first appointed as auditor by Directors on 7 February 2018. The period of total uninterrupted engagement is for the four financial years ended 31 March 2022. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

### Overview

**Materiality:** £5.7m (2021:£5.6m)  
 financial statements as a whole 1% (2021: 1%) of total assets

### Key audit matters vs 2021

Recurring risks		vs 2021
Valuation of certain Level 3 investments		▲
Carrying amount of non-derivative level 1 investments		◀▶

## 2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, 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. We summarise below the key audit matters (unchanged from 2021), in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
<p><b>Valuation of certain level 3 investments</b></p> <p>(£48.1 million; 2021: £20.9 million)</p> <p>Refer to page 61 (Audit and Risk Committee Report), page 74 (accounting policy) and pages 80 and 89 to 92 (financial disclosures).</p>	<p><b>Subjective Valuation</b></p> <p>8.4% (2021: 3.7%) of the company's total assets (by value) is held in investments where no quoted market price is available. Level 3 investments are measured at fair value, which is established in accordance with the International Private Equity and Venture Capital Valuation Guidelines by using measurements of value such as prices of recent orderly transactions, milestone analysis and revenue multiples, and valuing fund interests.</p> <p>We assessed that the level of risk associated with this matter has increased in the year as both the quantum of the balance, and the level of judgement associated with certain unobservable inputs have increased.</p> <p>There is a significant risk over the judgements and estimates inherent in the valuation and therefore this is one of the key areas that our audit has focused on.</p> <p>The effect of these matters is that, as part of our risk assessment, we determined that the valuation of certain Level 3 investments has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the financial statements as a whole.</p>	<p>We performed the detailed tests below rather than seeking to rely on controls, because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described:</p> <p>Our procedures included:</p> <ul style="list-style-type: none"> <li>— <b>Historical comparisons:</b> We assessed investment realisations in the period, comparing actual sales proceeds to prior year end valuations to understand the reasons for significant variances and determine whether they are indicative of bias or error in the company's approach to valuations;</li> <li>— <b>Methodology choice:</b> In the context of observed industry best practice and the provisions of the International Private Equity and Venture Capital Valuation Guidelines, we challenged the appropriateness of the valuation basis selected;</li> <li>— <b>Our valuations experience:</b> We challenged the investment manager on key judgements affecting investee company valuations, such as discount factors and the choice of benchmark for revenue multiples and probability applied to milestone scenarios. We compared key underlying financial data inputs to external sources, investee company audited accounts and management information as applicable. We challenged the assumptions around sustainability of revenue based on the plans of the investee companies and whether these are achievable and we obtained understanding of milestones completed during the year and compared them to the investee company plan prepared in the prior year. We also obtained an understanding of existing and prospective investee company cash flows to understand whether borrowings can be serviced or whether refinancing may be required. Our work included consideration of events which occurred subsequent to the year end up until the date of this audit report;</li> <li>— <b>Comparing valuations:</b> Where a recent transaction has been used to value a holding, we obtained an understanding of the circumstances surrounding the transaction and vouched the price to supporting documentation. We also assessed whether subsequent changes or events such as market or entity specific factors would imply a change in value. For the valuation of fund interests, we obtained and agreed the latest reported net asset values from the fund managers; and</li> <li>— <b>Assessing transparency:</b> Consideration of the appropriateness, in accordance with relevant accounting standards, of the disclosures in respect of certain Level 3 investments and the effect of changing one or more inputs to reasonably possible alternative valuation assumptions.</li> </ul> <p><b>Our results:</b> We found the Company's valuation of certain Level 3 investments to be acceptable (2021: acceptable).</p>

## 2. Key audit matters: our assessment of risks of material misstatement (continued)

	The risk	Our response
<p><b>Carrying amount of non-derivative Level 1 investments</b></p> <p>(£519.9m; 2021: £534.7m)</p> <p>Refer to page 61 (Audit and Risk Committee Report), page 74 (accounting policy) and pages 80, and 91 (financial disclosures).</p>	<p><b>Low risk, high value</b></p> <p>The Company's portfolio of non-derivative Level 1 investments makes up 90.5% (2021: 94.0%) of the Company's total assets by value and is considered to be one of the key drivers of results. We do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be one of the areas which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.</p>	<p>We performed the detailed tests below rather than seeking to rely on controls, because the nature of the balance is such that detailed testing is determined to be the most effective manner of obtaining audit evidence.</p> <p>Our procedure included</p> <ul style="list-style-type: none"> <li>— <b>Tests of detail:</b> Agreed the valuation of 100% of non-derivative Level 1 investments in the portfolio to externally quoted prices; and</li> <li>— <b>Enquiry of custodians:</b> All investments in non-derivative level 1 investments were agreed to independently received third party confirmations from investment custodians or we performed alternate procedures on unconfirmed balances.</li> </ul> <p><b>Our results:</b></p> <p>We found the carrying amount of non-derivative Level 1 investments to be acceptable (2021: acceptable).</p>

## 3. Our application of materiality and an overview of the scope of our audit

Materiality for the financial statements as a whole was set at £5.7m (2021: £5.6m), determined with reference to a benchmark of total assets, of which it represents 1% (2021: 1%).

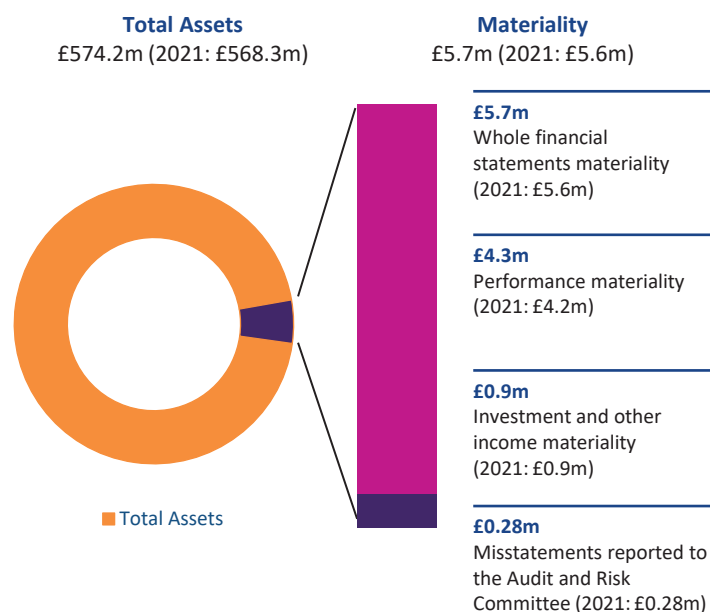
In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole. Performance materiality was set at 75% (2021: 75%) of materiality for the financial statements as a whole, which equates to £4.3m (2021 : £4.2m). We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

In addition, we applied materiality of £0.9m (2021: £0.9m) and performance materiality of £0.7m (2021: £0.6m) to investment and other income, for which we believe misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the Company's members' assessment of the financial performance of the Company.

We agreed to report to the Audit and Risk Committee any corrected or uncorrected identified misstatements exceeding £0.28m (2021: £0.28m) or £0.09m in relation to investment and other income (2021: £0.09m) in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality and performance materiality levels specified above and was performed by a single audit team.

The scope of the audit work performed was fully substantive as we did not rely upon the Company's internal control over financial reporting.



## 4. Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

#### 4. Going concern (continued)

We used our knowledge of the Company, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Company's available financial resources and its ability to operate over this period were:

- The impact of a significant reduction in the valuation of investments and the implications for the Company's debt covenants;
- The liquidity of the investment portfolio and its ability to meet the liabilities of the Company as and when they fall due;
- The operational resilience of key service organisations; and

We considered whether these risks could plausibly affect the liquidity in the going concern period by assessing the degree of downside assumption that, individually and collectively, could result in a liquidity issue, taking into account the Company's liquid investment position (and the results of their reverse stress testing).

We considered whether the going concern disclosure in note 1 and note 25 to the financial statements gives a full and accurate description of the Directors' assessment of going concern, including the identified risks and related sensitivities.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the Directors' statement in note 1 and note 25 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Company's use of that basis for the going concern period, and we found the going concern disclosure in note 1 and note 25 to be acceptable; and
- the related statement under the Listing Rules set out on page 47 is materially consistent with the financial statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

#### 5. Fraud and breaches of laws and regulations – ability to detect

##### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud;
- Assessing the segregation of duties in place between the Directors, the Administrator and the Company's Investment Manager; and
- Reading Board and Audit and Risk Committee minutes.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular to the risk that management may be in a position to make inappropriate accounting entries. We evaluated the design and implementation of the controls over journal entries and other adjustments and made inquiries of the Administrator about inappropriate or unusual activity relating to the processing of journal entries and other adjustments. We substantively tested all material post-closing entries and, based on the results of our risk assessment procedures and understanding of the process, including the segregation of duties between the Directors and the Administrator, no further high-risk journal entries or other adjustments were identified.

On this audit we have rebutted the fraud risk related to revenue recognition because the revenue is non-judgemental and straightforward, with limited opportunity for manipulation. We did not identify any significant unusual transactions or additional fraud risks.

##### *Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the Directors, the Investment Manager and the Administrator (as required by auditing standards) and discussed with the Directors the policies and procedures regarding compliance with laws and regulations. As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

The potential effect of these laws and regulations on the financial statements varies considerably.

## 5. Fraud and breaches of laws and regulations – ability to detect (continued)

### *Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations (continued)*

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and its qualification as an Investment Trust under UK taxation legislation, any breach of which could lead to the Company losing various deductions and exemptions from UK corporation tax, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: money laundering, data protection, bribery and corruption legislation and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and the Administrator and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## 6. We have nothing to report on the other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

### *Strategic report and directors' report*

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the Directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

### *Directors' remuneration report*

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

### *Disclosures of emerging and principal risks and longer-term viability*

We are required to perform procedures to identify whether there is a material inconsistency between the Directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the Strategic Report on page 36 that they have carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks and Risk Mitigation disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the Directors' explanation in the Viability Statement of how they have assessed the prospects of the Company, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

## 6. We have nothing to report on the other information in the Annual Report (continued)

We are also required to review the Viability statement, set out on page 38 under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Company's longer-term viability.

### Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the Directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the Directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit and Risk Committee, including the significant issues that the Audit and Risk Committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the annual report that describes the review of the effectiveness of the Company's risk management and internal control systems.

We are required to review the part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review. We have nothing to report in this respect.

## 7. We have nothing to report on the other matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

## 8. Respective responsibilities

### Directors' responsibilities

As explained more fully in their statement set out on page 63, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

In accordance with Disclosure Guidance and Transparency Rule 4.1.14R, the financial statements will form part of the annual financial report prepared using the single electronic reporting format under the TD ESEF Regulation. The auditor's report on these financial statements provides no assurance over the ESEF format

## 9. The purpose of our audit work and to whom we owe our responsibilities

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.

**John Waterson (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG

17 June 2022

# STATEMENT OF COMPREHENSIVE INCOME

Notes	for the year to 31 March 2022			for the year to 31 March 2021			
	Revenue return £'000s	Capital return £'000s	Total return £'000s	Revenue return £'000s	Capital return £'000s	Total return £'000s	
10	Gains on investments	-	58,293	58,293	-	114,303	114,303
20	Losses on derivative instruments	-	-	-	-	(4,489)	(4,489)
20	Foreign exchange gains	-	1,333	1,333	-	2,247	2,247
3	Investment and other income	22,593	-	22,593	22,773	-	22,773
	<b>Total income</b>	<b>22,593</b>	<b>59,626</b>	<b>82,219</b>	<b>22,773</b>	<b>112,061</b>	<b>134,834</b>
4	Management and administration fees	(1,451)	(4,240)	(5,691)	(1,284)	(7,424)	(8,708)
5	Other expenses	(1,590)	-	(1,590)	(1,425)	-	(1,425)
	<b>Profit before finance costs and taxation</b>	<b>19,552</b>	<b>55,386</b>	<b>74,938</b>	<b>20,064</b>	<b>104,637</b>	<b>124,701</b>
6	Finance costs	(119)	(469)	(588)	(261)	(609)	(870)
	<b>Profit before taxation</b>	<b>19,433</b>	<b>54,917</b>	<b>74,350</b>	<b>19,803</b>	<b>104,028</b>	<b>123,831</b>
7	Taxation	(1,500)	(1,188)	(2,688)	(1,578)	(1,585)	(3,163)
	<b>Profit for the year</b>	<b>17,933</b>	<b>53,729</b>	<b>71,662</b>	<b>18,225</b>	<b>102,443</b>	<b>120,668</b>
8	<b>Earnings per share (basic) – pence</b>	<b>8.17</b>	<b>24.49</b>	<b>32.66</b>	<b>8.13</b>	<b>45.73</b>	<b>53.86</b>

All items in the above statement derive from continuing operations.

The 'Total' column of this statement is the profit and loss account of the Company and the 'Revenue' and 'Capital' columns represent supplementary information prepared under guidance issued by the Association of Investment Companies.

The Company does not have any income or expense that is not included in the profit for the year and therefore the profit for the year is also the total comprehensive income for the year, as defined in International Accounting Standard 1 (revised).

All income is attributable to the equity holders of the Company.

The notes on pages 74 to 92 form part of these financial statements.



# STATEMENT OF CHANGES IN EQUITY

## for the year to 31 March 2022

Notes	Ordinary share capital £'000s	Merger reserves £'000s	Capital redemption reserve £'000s	Special reserve £'000s	Retained earnings		Total £'000s	
					Capital reserves £'000s	Revenue reserve £'000s		
	Balance as at 31 March 2021	2,213	76,706	132	473,634	(53,868)	6,879	505,696
16,18, 19	Shares purchased by the Company and cancelled	(65)	-	65	(13,898)	-	-	(13,898)
20,21	Profit for the year	-	-	-	-	53,729	17,933	71,662
9	Dividends paid in the year	-	-	-	-	-	(17,544)	(17,544)
	<b>Balance as at 31 March 2022</b>	<b>2,148</b>	<b>76,706</b>	<b>197</b>	<b>459,736</b>	<b>(139)</b>	<b>7,268</b>	<b>545,916</b>

## for the year to 31 March 2021

Notes	Ordinary share capital £'000s	Merger reserves £'000s	Capital redemption reserve £'000s	Special reserve £'000s	Retained earnings		Total £'000s	
					Capital reserves £'000s	Revenue reserve £'000s		
	Balance as at 31 March 2020	2,278	76,706	67	485,746	(156,311)	5,857	414,343
16,18, 19	Shares purchased by the Company and cancelled	(65)	-	65	(12,112)	-	-	(12,112)
20,21	Profit for the year	-	-	-	-	102,443	18,225	120,668
9	Dividends paid in the year	-	-	-	-	-	(17,203)	(17,203)
	Balance as at 31 March 2021	2,213	76,706	132	473,634	(53,868)	6,879	505,696

The notes on pages 74 to 92 form part of these financial statements.

# STATEMENT OF FINANCIAL POSITION

Notes	as at 31 March	2022 £'000s	2021 £'000s
	<b>Non-current assets</b>		
10	Investments	571,686	565,751
	<b>Current assets</b>		
11	Other receivables	1,477	1,610
	Cash and cash equivalents	1,104	1,027
		2,581	2,637
	<b>Current liabilities</b>		
12	Other payables	(2,799)	(10,795)
	<b>Net current liabilities</b>	(218)	(8,158)
	<b>Total assets less current liabilities</b>	571,468	557,593
	<b>Non-current liabilities</b>		
13	Bank loans	(23,662)	(50,373)
14	Provision for capital gains tax	(1,890)	(1,524)
	<b>Net assets</b>	545,916	505,696
	<b>Equity attributable to equity holders</b>		
16	Ordinary share capital	2,148	2,213
17	Merger reserve	76,706	76,706
18	Capital redemption reserve	197	132
19	Special reserve	459,736	473,634
20	Capital reserves	(139)	(53,868)
21	Revenue reserve	7,268	6,879
	<b>Total attributable to equity holders</b>	545,916	505,696
22	<b>Net asset value per share</b>		
	<b>Basic – pence</b>	254.22	228.54

The notes on pages 74 to 92 form part of these financial statements.

Approved by the Board on 17 June 2022 and signed on its behalf by

## John Rennocks

Chairman

Utilico Emerging Markets Trust plc  
Registered in England, No 11102129

# STATEMENT OF CASH FLOWS

Year to 31 March	2022 £'000s	2021 £'000s
<b>Operating activities</b>		
Profit before taxation	74,350	123,831
Deduct investment income – dividends	(21,604)	(21,670)
Deduct investment income – interest	(988)	(1,096)
Deduct bank Interest received	(1)	(7)
Add back interest charged	588	870
Add back gains on investments	(58,293)	(114,303)
Deduct losses on derivative instruments	-	4,489
Add back foreign exchange gains	(1,333)	(2,247)
(Increase)/decrease in other receivables	(16)	5
(Decrease)/increase in other payables	(4,701)	5,087
<b>Net cash outflow from operating activities before dividends and interest</b>	<b>(11,998)</b>	<b>(5,041)</b>
Interest paid	(600)	(852)
Dividends received	21,556	20,919
Bank interest received	1	7
Investment income – interest	190	-
Taxation paid	(2,465)	(1,700)
<b>Net cash inflow from operating activities</b>	<b>6,684</b>	<b>13,333</b>
<b>Investing activities</b>		
Purchase of investments	(122,600)	(172,491)
Sales of investments	176,372	143,671
Purchase of derivatives	-	(4,152)
Sales of derivatives	-	733
<b>Net cash inflow/(outflow) from investing activities</b>	<b>53,772</b>	<b>(32,239)</b>
<b>Financing activities</b>		
Repurchase of shares for cancellation	(13,898)	(12,112)
Dividends paid	(17,544)	(17,203)
Drawdown of bank loans	52,101	49,463
Repayment of bank loans	(77,576)	(42,536)
<b>Net cash outflow from financing activities</b>	<b>(56,917)</b>	<b>(22,388)</b>
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>3,539</b>	<b>(41,294)</b>
Cash and cash equivalents at the start of the year	(3,184)	39,500
Effect of movement in foreign exchange	97	(1,390)
<b>Cash and cash equivalents as at the end of the year</b>	<b>452</b>	<b>(3,184)</b>
<b>Comprised of:</b>		
Cash	1,104	1,027
Bank overdraft	(652)	(4,211)
<b>Total</b>	<b>452</b>	<b>(3,184)</b>

The notes on pages 74 to 92 form part of these financial statements.

# NOTES TO THE ACCOUNTS

## 1. ACCOUNTING POLICIES

The Company is an investment company incorporated in the United Kingdom with a premium listing on the London Stock Exchange.

### (a) Basis of accounting

The accounts have been prepared on a going concern basis (see note 25) in accordance with UK adopted International Accounting Standards, which comprise standards and interpretations approved by the IASB and International Accounting Standards and Standing Interpretations Committee interpretations approved by the IASC that remain in effect and the Companies Act 2006.

The accounts have been prepared on a historical cost basis, except for the measurement at fair value of investments and derivative financial instruments.

The Board has determined by having regard to the currency of the Company's share capital and the predominant currency in which its shareholders operate, that Sterling is the functional and reporting currency.

Where presentational recommendations set out in the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" ("SORP"), issued in the UK by the AIC in April 2021, do not conflict with the requirements of International Financial Reporting Standards ("IFRS"), the Directors have prepared the accounts on a basis consistent with the recommendations of the SORP.

In accordance with the SORP, the Statement of Comprehensive Income has been analysed between a revenue return (dealing with items of a revenue nature) and a capital return (relating to items of a capital nature). Revenue returns include, but are not limited to, dividend income, operating expenses, finance costs and taxation (insofar as they are not allocated to capital, as described in notes 1(h), 1(i), 1(k) and 1(l) below). Net revenue returns are allocated via the revenue return to the Revenue Reserve. Capital returns include, but are not limited to, profits and losses on the disposal and the valuation of non-current investments, derivative instruments and on cash and borrowings, operating costs and finance costs (insofar as they are not allocated to revenue as described in notes 1(i) and 1(k) below). Net capital returns are allocated via the capital return to Capital Reserves.

Following the change to the investment management fee arrangements (see note 4), from 1 April 2021 management fees, company secretarial fees, research fees and finance costs are allocated 80% to capital return and 20% to revenue return (prior to 1 April 2021: 70% to capital return and 30% to revenue return).

Dividends on shares may be paid out of Special Reserve, Capital Reserves and Revenue Reserve.

A number of new standards and amendments to standards and interpretations, which have not been applied in preparing these accounts, were in issue but not effective. None of these are expected to have a material effect on the accounts of the Company.

### (b) Financial instruments

Financial Instruments include fixed asset investments, derivative assets and liabilities and long-term debt instruments. Accounting Standards recognise a hierarchy of fair value measurements for Financial Instruments which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The classification of instruments depends on the lowest significant applicable input.

### (c) Valuation of investments and derivative instruments

Investment purchases and sales are accounted for on the trade date, inclusive of transaction costs. Investments, including both equity and loans, used for efficient portfolio management are classified as being at fair value through profit or loss. As the Company's business is investing in financial assets with a view to profiting from their total return in the form of dividends, interest or increases in fair value, its investments (including those ordinarily classified as subsidiaries under IFRS 10 but exempted by that financial reporting standard from requirement to be consolidated) are designated as being at fair value through profit or loss on initial recognition. Derivatives comprising forward foreign exchange contracts, options and credit default swaps are accounted for as a financial asset/liability at fair value through profit or loss. The Company manages and evaluates the performance of these investments and derivatives on a fair value basis in accordance with its investment strategy and information about the Company is provided internally on this basis to the Company's Directors and key management personnel. Gains and losses on investments and on derivatives are analysed within the Statement of Comprehensive Income as capital return. Quoted investments are shown at fair value using market bid prices. The fair value of unquoted investments is determined by the Board in accordance with IFRS and International Private Equity and Venture Capital Valuation Guidelines in exercising its judgement over the value of these investments, the Board uses valuation techniques which take into account, where appropriate, latest dealing prices, valuations from reliable sources, net asset values, earnings multiples, recently orderly transactions in similar securities, time to expected repayment and other relevant factors.

#### **(d) Subsidiary undertakings**

Subsidiary undertakings of the Company, which are held as part of the investment portfolio (see note 1(c) above), are accounted for as investments at fair value through profit and loss.

#### **(e) Cash and cash equivalents**

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank and short term deposits with an original maturity of three months or less. Bank overdrafts are included as a component of cash and cash equivalents for the purpose of the cash flow statement only.

#### **(f) Debt instruments**

The Company's debt instruments can include short-term and long-term bank borrowings and overdrafts, initially measured at fair value and subsequently measured at amortised cost using the effective interest method. No debt instruments held during the year required hierarchical classification.

#### **(g) Foreign currency**

Foreign currency assets and liabilities are expressed in Sterling at rates of exchange ruling at the Statement of Financial Position date. Foreign currency transactions are translated at the rates of exchange ruling at the dates of those transactions. Exchange profits and losses on currency balances are credited or charged to the Statement of Comprehensive Income and analysed as capital or revenue as appropriate. Forward foreign exchange contracts are valued in accordance with quoted market rates.

#### **(h) Investment and other income**

Dividends receivable are shown gross of withholding tax and are analysed as revenue return within the Statement of Comprehensive Income (except where, in the opinion of the Directors, their nature indicates they should be recognised as capital return) on the ex-dividend date or, where no ex-dividend date is quoted, when the Company's right to receive payment is established. Where the Company has elected to receive its dividends in the form of additional shares rather than in cash, the amount of the cash dividend foregone is allocated as revenue in the Statement of Comprehensive Income. Any excess in the value of the shares received over the amount of the cash dividend foregone is allocated as capital in the Statement of Comprehensive Income. Interest on debt securities is accrued on a time basis using the effective interest rate method. Bank and short-term deposit interest is recognised on an accruals basis.

#### **(i) Expenses**

All expenses are accounted for on an accruals basis. Expenses are charged through the Statement of Comprehensive Income and analysed under revenue return except as stated below:

- the management fees, company secretarial fees and research fees payable to ICM and ICMIM are allocated 80% to capital

return and 20% to revenue return (31 March 2021: 70% to capital return and 30% to revenue return).

- expenses incidental to the acquisition or disposal of Investments are allocated to capital return.
- performance related management fees (calculated under the terms of the Investment Management Agreement prior to 1 April 2021) are allocated to capital return.

#### **(j) Directors' fees**

Directors' fees are charged quarterly through the revenue column of the Statement of Comprehensive Income. The net fee entitlement after any applicable tax deductions of each Director is satisfied in shares of the Company, by either purchasing shares in the market around each quarter end or, if the shares are trading at a premium to the net asset value, allotting new shares by dividing the net fee entitlement by the net asset value on the date of allotment.

#### **(k) Finance costs**

Finance costs are accounted for using the effective interest method, recognised through the Statement of Comprehensive Income.

Finance costs are allocated 80% to capital return and 20% to revenue return (31 March 2021: 70% to capital return and 30% to revenue return).

#### **(l) Taxation**

Taxation currently payable is calculated using tax rules and rates in force at the year end, based on taxable profit for the year, which differs from the net return before tax. Note 7(b) sets out those items which are not subject to UK Corporation Tax.

Deferred tax is provided on an undiscounted basis on all timing differences that have originated but not reversed by the Statement of Financial Position date, based on the tax rates that have been enacted at the Statement of Financial Position date and that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted. In line with the recommendations of the SORP, the allocation method used to calculate the tax relief on expenses charged to capital is the "marginal" basis. Under this basis, if taxable income is capable of being offset entirely by expenses charged through the revenue account, then no tax relief is transferred to the capital account.

#### **(m) Dividends payable**

Dividends paid by the Company are accounted for in the period in which the Company is liable to pay them and are reflected in the Statement of Changes in Equity.

## NOTES TO THE ACCOUNTS (continued)

### (n) Merger reserve

The surplus of the net assets of UEM Bermuda received from the issue of new ordinary shares over the nominal value of such shares was credited to this account which is non-distributable. The nominal value of the shares issued is recognised in called up share capital.

### (o) Capital reserves

Capital reserves are distributable reserves to the extent gains arising from investments held are from liquid holdings. The following items are accounted for through the Statement of Comprehensive Income as capital returns and transferred to capital reserves:

#### Capital reserve – arising on investments sold

- gains and losses on disposal of investments and derivative instruments
- exchange differences of a capital nature
- expenses allocated in accordance with notes 1(i) and 1(k)

#### Capital reserve – arising on investments held

- increases and decreases in the valuation of investments and derivative instruments held at the year end.

## 2. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The presentation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Estimates and judgements are continually evaluated and are based on perceived risks, historical experience, expectations of plausible future events and other factors. Actual results may differ from these estimates.

The area requiring the most significant judgement and estimation in the preparation of the financial statements is the accounting for the value of unquoted investments.

The policy for valuation of unquoted securities is set out in note 1(c) to the accounts and further information on Board procedures is contained in the Audit & Risk Committee Report and note 26(d) to the accounts. The fair value of unquoted (level 3) investments, as disclosed in note 27 to the accounts, represented 8.4% of total investments as at 31 March 2022 (3.9% of total investments as at 31 March 2021).

## 3. INVESTMENT AND OTHER INCOME

Year to 31 March	2022			2021		
	Revenue £'000s	Capital £'000s	Total £'000s	Revenue £'000s	Capital £'000s	Total £'000s
<b>Investment income</b>						
Dividends*	21,604	–	21,604	21,670	–	21,670
Interest	988	–	988	1,096	–	1,096
Total investment income	22,592	–	22,592	22,766	–	22,766
<b>Other income</b>						
Bank interest	1	–	1	7	–	7
Total income	22,593	–	22,593	22,773	–	22,773

\*Includes scrip dividends of £948,000 (2021: £1,109,000)

## 4. MANAGEMENT AND ADMINISTRATION FEES

Year to 31 March	2022			2021		
	Revenue £'000s	Capital £'000s	Total £'000s	Revenue £'000s	Capital £'000s	Total £'000s
Payable to: ICM/ICMIM						
– management, secretarial and research fees	1,124	4,496	5,620	1,005	2,345	3,350
– performance fee adjustment in respect of prior year	–	(256)	(256)	–	5,079	5,079
Administration fees	327	–	327	279	–	279
	1,451	4,240	5,691	1,284	7,424	8,708

The Company has appointed ICMIM as its Alternative Investment Fund Manager and joint portfolio manager with ICM, for which they are entitled to a management fee. The aggregate fees payable by the Company are apportioned between the Investment Managers as agreed by them.

The relationship between ICMIM and ICM is compliant with the requirements of the UK version of the EU Alternative Investment Fund Managers Directive as it forms part of UK domestic law by virtue of the European Union (withdrawal) Act 2018, as amended and also such other requirements applicable to ICMIM by virtue of its regulation by the Financial Conduct Authority

From 1 April 2021 the annual management fee is a tiered structure as follows: 1.0% of NAV up to and including £500m; 0.9% of NAV exceeding £500m up to and including £750m; 0.85% of NAV exceeding £750m up to and including £1,000m; and 0.75% of NAV exceeding £1,000m (prior to 1 April 2021: 0.65% per annum of net assets), payable quarterly in arrears. The management fee is allocated 80% to capital return (31 March 2021: 70% to capital return) and 20% to revenue return (31 March 2021: 30% to revenue return). The investment management agreement may be terminated upon six months' notice

Prior to 1 April 2021 the Investment Managers were entitled to a performance fee payable in respect of each financial period, equal to 15% of the amount of any outperformance in that period by equity funds attributable to shareholders of the higher of (i) the post-tax yield on the FTSE Actuaries

Government Securities UK Gilt 5 to 10 years Index, plus inflation (on the RPIX basis), plus 2%; and (ii) 8%. The maximum amount of a performance fee payable in respect of any financial year was 1.85% of the average net assets of the Company and any performance fee in excess of this cap was written off. The NAV must also have exceeded the high watermark established when the performance fee was last paid, adjusted for capital events and dividends paid since that date. A performance fee was paid in respect of the year ended 31 March 2021 of £5,079,000. Of this ICM and ICMIM received £2,540,000 in cash and 1,111,193 ordinary shares were purchased in the market at a cost to the Company of £2,283,000. The saving arising on buying the shares at a discount in the market was £256,000. This saving has been recognised in the accounts for the year to 31 March 2022.

ICMIM also provides company secretarial services to the Company, with the Company paying £70,000 (31 March 2021 £70,000) equivalent to 45% of the costs associated with this office and recharges research fees to the Company based on a budget of £0.3m per annum, paid quarterly in arrears. These charges are allocated 80% to capital return (31 March 2021: 70% to capital) and 20% to revenue return (31 March 2021: 30% to revenue).

JPMorgan Chase Bank N.A. – London Branch has been appointed Administrator and ICMIM has appointed Waverton to provide certain support services (including middle office, market dealing and information technology support services).

## 5. OTHER EXPENSES

Year to 31 March	2022			2021		
	Revenue £'000s	Capital £'000s	Total £'000s	Revenue £'000s	Capital £'000s	Total £'000s
Auditor's remuneration:						
for audit services <sup>(1)</sup>	86	-	86	84	-	84
Broker and consultancy fees	128	-	128	129	-	129
Custody fees	648	-	648	571	-	571
Depositary fees	138	-	138	119	-	119
Directors' fees for services to the Company (see Directors' Remuneration Report on pages 57 to 59)	210	-	210	191	-	191
Travel expenses	5	-	5	11	-	11
Professional fees	118	-	118	82	-	82
Sundry expenses	257	-	257	238	-	238
	<b>1,590</b>	<b>-</b>	<b>1,590</b>	<b>1,425</b>	<b>-</b>	<b>1,425</b>

All expenses are stated gross of irrecoverable VAT, where applicable.

<sup>(1)</sup> Total auditor's remuneration for audit services, exclusive of VAT, amounted to £85,000, £75,000 for the year to 31 March 2022 and £10,000 for additional audit costs for the year to 31 March 2021 (2021: £80,000, £70,000 for the year to 31 March 2021 and £10,000 for additional audit costs for the year to 31 March 2020).

## NOTES TO THE ACCOUNTS (continued)

### 6. FINANCE COSTS

Year to 31 March	2022			2021		
	Revenue £'000s	Capital £'000s	Total £'000s	Revenue £'000s	Capital £'000s	Total £'000s
On loans and bank overdrafts	119	469	588	261	609	870

### 7. TAXATION

#### (a) Analysis of charge in the year :

Year to 31 March	2022			2021		
	Revenue £'000s	Capital £'000s	Total £'000s	Revenue £'000s	Capital £'000s	Total £'000s
<b>Tax on ordinary activities</b>						
UK corporation tax at 19.00% (2021: 19.00%)	-	-	-	-	-	-
Overseas tax suffered	1,500	-	1,500	1,578	-	1,578
Capital gains tax suffered	-	822	822	-	61	61
Deferred tax (see note 14)	-	366	366	-	1,524	1,524
<b>Total tax charge for the year</b>	<b>1,500</b>	<b>1,188</b>	<b>2,688</b>	<b>1,578</b>	<b>1,585</b>	<b>3,163</b>

The Company is liable to Indian capital gains tax and the deferred tax in the capital account is in respect of capital gains tax on Indian investment holding gains that will be taxed in future years on realisations of the investments.

#### (b) Factors affecting current tax charge for the year

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

Year to 31 March	2022			2021		
	Revenue £'000s	Capital £'000s	Total £'000s	Revenue £'000s	Capital £'000s	Total £'000s
Net profit before taxation	19,433	54,917	74,350	19,803	104,028	123,831
Corporation tax at 19.00%	3,692	10,434	14,126	3,762	19,765	23,527
<b>Effects of:</b>						
Non taxable dividend income	(3,476)	-	(3,476)	(3,620)	-	(3,620)
Non taxable capital returns	-	(11,329)	(11,329)	-	(21,291)	(21,291)
Overseas tax suffered	1,500	-	1,500	1,578	-	1,578
Excess expenses not utilised in the year	694	-	694	1,408	-	1,408
Tax attributable to expenses and finance costs charged to capital	(895)	895	-	(1,526)	1,526	-
Double taxation relief	(15)	-	(15)	(24)	-	(24)
Capital gains tax	-	1,188	1,188	-	1,585	1,585
<b>Total tax charge for the year</b>	<b>1,500</b>	<b>1,188</b>	<b>2,688</b>	<b>1,578</b>	<b>1,585</b>	<b>3,163</b>

As at 31 March 2022 the Company had tax losses with a value of £4,959,000 (2021: £3,100,000) based on the enacted tax rates of 25% which applies from 1 April 2023 (2021: 19%) in respect of which a deferred tax asset has not been recognised. The deferred tax asset would only be recovered if the Company were to generate sufficient profits to utilise these losses in future periods. It is considered highly unlikely that this will occur and therefore, no deferred tax asset has been recognised.



## 8. EARNINGS PER SHARE

Year to 31 March	2022 £'000s	2021 £'000s
Revenue return	17,933	18,225
Capital return	53,729	102,443
<b>Total return</b>	<b>71,662</b>	<b>120,668</b>
	<b>Number</b>	<b>Number</b>
Weighted average number of shares in issue during the year	219,416,396	224,028,801
	<b>Pence</b>	<b>Pence</b>
Revenue return per share	8.17	8.13
Capital return per share	24.49	45.73
<b>Total profit per share</b>	<b>32.66</b>	<b>53.86</b>

## 9. DIVIDENDS

Year to 31 March	Record date	Payment date	2022 £'000s	2021 £'000s
2020 Fourth quarterly dividend of 1.925p per share	05-Jun-20	19-Jun-20	-	4,348
2021 First quarterly dividend of 1.925p per share	04-Sep-20	18-Sep-20	-	4,308
2021 Second quarterly dividend of 1.925p per share	03-Dec-20	18-Dec-20	-	4,283
2021 Third quarterly dividend of 1.925p per share	05-Mar-21	24-Mar-21	-	4,264
2021 Fourth quarterly dividend of 2.000p per share	04-Jun-21	23-Jun-21	4,415	-
2022 First quarterly dividend of 2.000p per share	03-Sep-21	24-Sep-21	4,393	-
2022 Second quarterly dividend of 2.000p per share	03-Dec-21	17-Dec-21	4,385	-
2022 Third quarterly dividend of 2.000p per share	04-Mar-22	25-Mar-22	4,351	-
			<b>17,544</b>	<b>17,203</b>

The Directors have declared a fourth quarterly dividend in respect of the year ended 31 March 2022 of 2.00p per share payable on 24 June 2022 to shareholders on the register at close of business on 6 June 2022. The total cost of the dividend, which has not been accrued in the results for the year to 31 March 2022, is £4,250,000 based on 212,488,390 shares in issue at the record date.

## NOTES TO THE ACCOUNTS (continued)

### 10. INVESTMENTS

Year to 31 March	2022 £'000s	2021 £'000s
Cost of investments brought forward	576,074	534,962
Net unrealised losses brought forward	(10,323)	(116,219)
Valuation brought forward	565,751	418,743
Purchases at cost	124,508	174,694
Sales proceeds	(176,916)	(142,057)
Profits on investments	58,343	114,371
<b>Valuation as at 31 March</b>	<b>571,686</b>	<b>565,751</b>
Analysed as at 31 March		
Cost of investments	523,644	576,074
Net unrealised gains/(losses) on investments	48,042	(10,323)
<b>Valuation</b>	<b>571,686</b>	<b>565,751</b>

The Company received £176,916,000 (2021: £142,057,000) from investments sold in the year. The book cost of these investments when they were purchased was £176,938,000 (2021: £133,582,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

Year to 31 March	2022 £'000	2021 £'000
<b>Gains/(losses) on investments</b>		
Net (loss)/gain on investments sold	(22)	8,475
Other capital charges	(50)	(68)
Movement in unrealised gains	58,365	105,896
<b>Total gains on investments</b>	<b>58,293</b>	<b>114,303</b>

#### Subsidiary undertakings

Under IFRS 10 Consolidated Financial Statements and IFRS 12 Disclosure of Interests in Other Entities, the following are subsidiaries of the Company as at 31 March 2022 and as at 31 March 2021, held as part of the investment portfolio, and are accounted for as investments at fair value through profit and loss.

	Country of registration and incorporation	Number and class of shares held	Holding and voting rights	2022 Fair value £'000s	2021 Fair value £'000s
UEM (HK) Limited <sup>(1)</sup>	Hong Kong	1,000 ordinary shares	100	-	-
UEM Mauritius Holdings Limited <sup>(2)</sup>	Bermuda	Loan	100	-	-

<sup>(1)</sup> Incorporated on 26 January 2017 and commenced trading on 18 July 2017 to carry on business as an investment company (see note 24 for related party transactions).

<sup>(2)</sup> The terms of the loan agreement with UEM Mauritius Holdings Limited, the parent company of Utilico Emerging Markets (Mauritius), provides that UEM retains effective control of the company since it can only appoint directors with the approval of UEM. Utilico Emerging Markets (Mauritius) is in liquidation and following completion UEM Mauritius Holdings Limited will then be liquidated.

The subsidiary undertakings carry on business as investment companies and are considered to be investment entities.

## Associated undertakings

Under IFRS10 Consolidated Financial Statements and IFRS 12 Disclosure of Interests in Other Entities, the following associated undertakings as at 31 March 2022 and as at 31 March 2021 are held as part of the investment portfolio and consequently are accounted for as investments at fair value through profit and loss:

	East Balkan Properties plc	Petalite Limited	Pitch Hero Holdings Limited
Country of incorporation	Isle of Man	United Kingdom	United Kingdom
Country of listing	Unlisted	Unlisted	Unlisted
Country of operations	Bulgaria & Romania	United Kingdom	United Kingdom
Number of ordinary shares held	155	10,256*	62,874
Percentage of ordinary shares held	25.3%	29.4%	36.7%

\*Includes 5,820 shares that would be issued through the exchange of the convertible loan held into shares

Transactions with associated undertaking were as follows:

### East Balkan Properties plc ("East Balkan")

East Balkan completed a 10-for-1 and 100-for-1 consolidation on the voting and non-voting shares respectively. UEM paid GBP 75,000 for extra shares. There were no other transactions between East Balkan and the Company.

### Petalite Limited ("Petalite")

Pursuant to a convertible loan agreement dated 16 July 2020 under which UEM has agreed to loan monies to Petalite, the convertible loan balance and interest outstanding brought forward as at 31 March 2021 was £512,000. In the year, a further £500,000 was advanced to Petalite. As at 31 March 2022, the balance of the loan and interest outstanding was £1,110,000. The loan bears interest at an annual rate of 10.0% and exchangeable into shares at any time until 30 November 2022.

### Pitch Hero Holdings Limited ("Pitch Hero")

Pursuant to a loan agreement dated 1 March 2021 under which UEM has agreed to loan monies to Pitch Hero, the loan balance and interest outstanding brought forward as at 31 March 2021 was £151,000. No advancements were made in the year. As at 31 March 2022, the balance of the loan and interest outstanding was £158,000. The loan bears interest at an annual rate of 5.0% and is repayable on 1 March 2024.

## Significant interests

In addition to the above, the Company has a holding of 3% or more of any class of share capital of the following undertakings, which are material in the context of the accounts:

	Country of registration and incorporation	Class of shares held	2022 % of class of instruments held	2021 % of class of instruments held
Bolsa de Valores de Colombia	Colombia	Ordinary shares	6.6	7.4
Korean Internet Neutral Exchange Inc.	South Korea	Ordinary shares	4.8	4.8
Ocean Wilsons	Bermuda	Ordinary shares	4.6	6.1
Telelink Business Services Group	Bulgaria	Ordinary shares	13.9	10.0

## 11. CURRENT ASSETS

	2022 £'000s	2021 £'000s
<b>Other receivables</b>		
Accrued income	796	1,381
Sales for future settlement	607	126
Overseas tax recoverable	29	73
Other debtors	45	30
	<b>1,477</b>	<b>1,610</b>

## NOTES TO THE ACCOUNTS (continued)

### 12. CURRENT LIABILITIES

	2022 £'000s	2021 £'000s
<b>Other payables</b>		
Bank overdraft	652	4,211
Interest payable	24	35
Other creditors and accruals	1,834	6,549
Purchases awaiting settlement	289	–
	<b>2,799</b>	<b>10,795</b>

### 13. BANK LOANS – NON-CURRENT LIABILITIES

	2022 £'000s	2021 £'000s
EUR 28.0m repayable March 2024	23,662	–
USD 69.5m repaid	–	50,373
	<b>23,662</b>	<b>50,373</b>

The Company has an unsecured committed senior multicurrency revolving facility of £50,000,000 with the Bank of Nova Scotia, London Branch expiring on 15 March 2024. Commitment fees are charged on any undrawn amounts at commercial rates. The terms of the loan facility, including those related to accelerated repayment and costs of repayment, are typical of those normally found in facilities of this nature. The existing loan rolls over on a periodic basis subject to usual conditions including a covenant with which the Company is comfortable it can ensure compliance. The loan as at 31 March 2022 was rolled on 14 April 2022 to 14 July 2022.

### 14. PROVISION FOR CAPITAL GAINS TAX

	2022 £'000s	2021 £'000s
Balance brought forward	1,524	–
Increase in provision for Indian tax on capital gains	366	1,524
<b>Balance as at 31 March</b>	<b>1,890</b>	<b>1,524</b>

Provision is made for deferred tax in respect of capital gains tax on chargeable investment holding gains in India.

### 15. OPERATING SEGMENTS

The Directors are of the opinion that the Company is engaged in a single segment of business of investing in equity and debt securities, issued by companies operating and generating revenue in emerging markets and therefore no segmental reporting is provided.

### 16. ORDINARY SHARE CAPITAL

	Number	2022 £'000	Number	2021 £'000
<b>Issued, called up and fully paid</b>				
<b>Ordinary shares of 1p each</b>				
Balance brought forward	221,273,374	2,213	227,862,470	2,278
Purchased for cancellation by the Company	(6,529,307)	(65)	(6,589,096)	(65)
<b>Balance as at 31 March</b>	<b>214,744,067</b>	<b>2,148</b>	<b>221,273,374</b>	<b>2,213</b>

During the year the Company bought back for cancellation 6,529,307 (2021: 6,589,096) ordinary shares at a total cost of £13,898,000 (2021: £12,112,000). A further 3,481,494 ordinary shares have been purchased for cancellation at a total cost of £7,641,000 since the year end.

## 17. MERGER RESERVE

	2022 £'000s	2021 £'000s
Balance brought forward and carried forward	76,706	76,706

## 18. CAPITAL REDEMPTION RESERVE

	2022 £'000s	2021 £'000s
Balance brought forward	132	67
Purchased for cancellation by the Company (see note 16)	65	65
<b>Balance as at 31 March</b>	<b>197</b>	<b>132</b>

## 19. SPECIAL RESERVE

	2022 £'000s	2021 £'000s
Balance brought forward	473,634	485,746
Purchased for cancellation by the Company (see note 16)	(13,898)	(12,112)
<b>Balance as at 31 March</b>	<b>459,736</b>	<b>473,634</b>

## 20. CAPITAL RESERVES

	2022			2021		
	Realised £'000s	Investment holding gains £'000s	Total £'000s	Realised £'000s	Investment holding gains £'000s	Total £'000s
Realised gains on investments	(22)	-	(22)	8,475	-	8,475
Unrealised gains on investments	-	58,365	58,365	-	105,896	105,896
Realised losses on derivative instruments	-	-	-	(4,543)	-	(4,543)
Unrealised gains on derivative instruments	-	-	-	-	54	54
Foreign exchange gains	1,333	-	1,333	2,247	-	2,247
Finance costs charged to capital	(469)	-	(469)	(609)	-	(609)
Expenses charged to capital	(4,240)	-	(4,240)	(7,424)	-	(7,424)
Capital gains tax	(1,188)	-	(1,188)	(1,585)	-	(1,585)
Other capital charges	(50)	-	(50)	(68)	-	(68)
	(4,636)	58,365	53,729	(3,507)	105,950	102,443
Balance brought forward	(43,545)	(10,323)	(53,868)	(40,038)	(116,273)	(156,311)
<b>Balance as at 31 March</b>	<b>(48,181)</b>	<b>48,042</b>	<b>(139)</b>	<b>(43,545)</b>	<b>(10,323)</b>	<b>(53,868)</b>

Included within the capital reserve movement for the year is £3,975,000 (2021: £586,000) of dividend receipts recognised as capital in nature, £169,000 (2021: £297,000) of transaction costs on purchases of investments and £436,000 (2021: £192,000) of transaction costs on sales of investments.

## NOTES TO THE ACCOUNTS (continued)

### 21. REVENUE RESERVE

	2022 £'000s	2021 £'000s
Balance brought forward	6,879	5,857
Revenue profit for the year	17,933	18,225
Dividend paid in the year	(17,544)	(17,203)
<b>Balance as at 31 March</b>	<b>7,268</b>	<b>6,879</b>

### 22. NET ASSET VALUE PER SHARE

The net asset value per share is based on the net assets attributable to the equity shareholders of £545,916,000 (2021: £505,696,000) and on 214,744,067 (2021: 221,273,374) shares, being the number of shares in issue at the year end.

### 23. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

2022	Balance as at 31 March 2021 £'000s	Transactions in the year £'000s	Net cashflow £'000s	Foreign exchange loss £'000s	Balance as at 31 March 2022 £'000s
Bank loans	50,373	-	(25,475)	(1,236)	23,662
Repurchase of shares for cancellation	-	13,898	(13,898)	-	-
Dividends paid	-	17,544	(17,544)	-	-
	<b>50,373</b>	<b>31,442</b>	<b>(56,917)</b>	<b>(1,236)</b>	<b>23,662</b>

2021	Balance as at 31 March 2020 £'000s	Transactions in the year £'000s	Net cashflow £'000s	Foreign exchange loss £'000s	Balance as at 31 March 2021 £'000s
Bank loans	47,079	-	6,927	(3,633)	50,373
Repurchase of shares for cancellation	-	12,112	(12,112)	-	-
Dividends paid	-	17,203	(17,203)	-	-
	<b>47,079</b>	<b>29,315</b>	<b>(22,388)</b>	<b>(3,633)</b>	<b>50,373</b>

### 24. RELATED PARTY TRANSACTIONS

The following are considered related parties of the Company: the subsidiary undertakings and the associated undertakings of the Company set out under note 10, the Board of UEM, ICM and ICMIM (the Company's joint portfolio managers), Mr Saville, Mr Jillings (a key management person of ICMIM) and UIL Limited.

During the year the Company did not receive from or make payments to its subsidiaries. As at 31 March 2021 the fair value of the loan held with UEM (HK) Limited was £8,723,000 and loan interest accrued was £64,000. In the year, loan interest of £704,000 was capitalised and added to the balance of the loan. As at 31 March 2022 the fair value of the loan held with UEM (HK) Limited was £12,543,000 and loan interest accrued was £52,000.

There were no transactions between the associated undertakings and the Company other than transactions in the ordinary course of UEM's business and these are set out in note 10. As detailed in the Directors' Remuneration Report on pages 57 to 59, the Board received aggregate remuneration of £210,000 (31 March 2021: £191,000) included within "other expenses" for services as Directors. As at the year end, £nil (31 March 2021:

£47,750) remained outstanding to the Directors. In addition to their fees, the Directors received dividends totalling £80,000 (31 March 2021: £101,225) during the period under review in respect of their shareholdings in the Company. There were no further transactions with the Board during the year.

There were no transactions with ICM or ICMIM other than investment management fees, secretarial costs, research fees and in the prior year to 31 March 2021 the performance fee as set out in note 4, reimbursed expenses included within other expenses of £60,000 (31 March 2021: £25,000) and ICM received dividends totalling £74,000. As at the year end £1,393,000 (31 March 2021: £846,000) remained outstanding in respect of management, secretarial and research fees and £5,079,000 as at 31 March 2021 remained outstanding in respect of the performance fee.

Mr Jillings received dividends totalling £27,000 (31 March 2021: £45,000) and UIL Limited received dividends totalling £2,831,000 (31 March 2021: £2,085,000). UIL sold to UEM at fair value, 3,923 Pitch Hero ordinary shares for £95,000. There were no transactions with Mr Saville in the year.

## 25. GOING CONCERN

Notwithstanding that the Company has reported net current liabilities of £218,000 as at 31 March 2022 (31 March 2021: £8,158,000), the financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons. The Board's going concern assessment has focussed on the forecast liquidity of the Company for at least twelve months from the date of approval of the financial statements. This analysis assumes that the Company would, if necessary, be able to meet some of its short-term obligations through the sale of listed securities, which represented 91.6% of the Company's total portfolio as at 31 March 2022. As part of this assessment the Board has considered a severe but plausible downside that reflects the impact of Covid-19 and an assessment of the Company's ability to meet its liabilities as they fall due assuming a significant reduction in asset values and accompanying currency volatility.

The Board also considered reverse stress testing to identify the reduction in the valuation of liquid investments that would cause the Company to be unable to meet its net liabilities, being primarily the bank loan. The Board is confident that the reduction in asset values implied by the reverse stress test is not plausible even in the current volatile environment. Consequently, the Directors believe that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least twelve months from the date of approval of the financial statements.

Accordingly, the Board considers it appropriate to continue to adopt the going concern basis in preparing the accounts.

## 26. FINANCIAL RISK MANAGEMENT

The Company's investment policy is to provide long-term total return by investing predominantly in the infrastructure, utility and related sectors, mainly in emerging markets. The Company seeks to meet its investment policy by investing principally in a diversified portfolio of both listed and unlisted companies. Derivative instruments may be used for purposes of hedging the underlying portfolio of investments. The Company has the power to take out both short and long-term borrowings. In pursuing the investment policy, the Company is exposed to financial risks which could result in a reduction of either or

both of the value of the net assets and the profits available for distribution by way of dividend. These financial risks are principally related to the market (currency movements, interest rate changes and security price movements), liquidity and credit and counterparty risk. The Board of Directors, together with the Investment Managers, is responsible for the Company's risk management. The Directors' policies and processes for managing the financial risks are set out in (a), (b) and (c) below. The accounting policies which govern the reported Statement of Financial Position carrying values of the underlying financial assets and liabilities, as well as the related income and expenditure, are set out in note 1 to the accounts. The policies are in compliance with IFRS in conformity with the requirements of Companies Act 2006 and best practice and include the valuation of financial assets and liabilities at fair value. The Company does not make use of hedge accounting rules.

### (a) Market risks

The fair value of equity and other financial securities held in the Company's portfolio and derivative financial instruments fluctuates with changes in market prices. Prices are themselves affected by movements in currencies and interest rates and by other financial issues, including the market perception of future risks. The Board sets policies for managing these risks within the Company's investment policy and meets regularly to review full, timely and relevant information on investment performance and financial results. ICMIM assesses exposure to market risks when making each investment decision and monitors on-going market risk within the portfolio of investments and derivatives. The Company's other assets and liabilities may be denominated in currencies other than Sterling and may also be exposed to interest rate risks. ICMIM and the Board regularly monitor these risks. The Company does not normally hold significant cash balances. Borrowings are limited to amounts and currencies commensurate with the portfolio's exposure to those currencies, thereby limiting the Company's exposure to future changes in exchange rates. Gearing may be short or long-term, in Sterling and foreign currencies, and enables the Company to take a long-term view of the countries and markets in which it is invested without having to be concerned about short-term volatility. The Board regularly monitors the effects on net revenue of interest earned on deposits and paid on gearing.

## NOTES TO THE ACCOUNTS (continued)

### Currency exposure

The principal currencies to which the Company was exposed during the year are set out below. The exchange rates applying against Sterling as at 31 March, and the average rates during the year, were as follows:

	2022	Average	2021
BRL Brazilian Real	6.2567	7.2936	7.7856
HKD Hong Kong Dollar	10.3112	10.6379	10.7264
INR Indian Rupee	99.7692	101.7883	100.8750
PHP Philippine Peso	68.1301	68.4618	66.9672
KRW South Korea Won	1595.8456	1594.8615	1561.4754
USD United States Dollar	1.3166	1.3666	1.3797

The Company's assets and liabilities as at 31 March (shown at fair value), by currency based on the country of primary exposure, are shown below:

	BRL £'000s	HKD £'000s	INR £'000s	KRW £'000s	PHP £'000s	USD £'000s	Other £'000s	Total £'000s
<b>2022</b>								
Current assets	179	-	146	445	-	97	1,514	2,381
Creditors	-	-	(9)	-	-	(652)	(24,011)	(24,672)
Foreign currency exposure on net monetary items	179	-	137	445	-	(555)	(22,497)	(22,291)
Investments	109,839	69,722	64,347	31,022	26,510	28,054	183,708	513,202
<b>Total net foreign currency exposure</b>	<b>110,018</b>	<b>69,722</b>	<b>64,484</b>	<b>31,467</b>	<b>26,510</b>	<b>27,499</b>	<b>161,211</b>	<b>490,911</b>
<b>Percentage of net exposures (%)</b>	<b>22.4</b>	<b>14.2</b>	<b>13.1</b>	<b>6.4</b>	<b>5.4</b>	<b>5.6</b>	<b>32.9</b>	<b>100.0</b>
<b>2021</b>								
Current assets	277	-	358	379	469	205	876	2,564
Creditors	-	-	-	-	-	(54,623)	-	(54,623)
Foreign currency exposure on net monetary items	277	-	358	379	469	(54,418)	876	(52,059)
Investments	91,811	88,476	76,590	36,812	34,210	22,461	172,691	523,051
Total net foreign currency exposure	92,088	88,476	76,948	37,191	34,679	(31,957)	173,567	470,992
Percentage of net exposures (%)	19.6	18.8	16.3	7.9	7.4	(6.8)	36.8	100.0



Based on the financial assets and liabilities held, and exchange rates applying, at the Statement of Financial Position date, a weakening or strengthening of Sterling against each of these currencies by 10% would have had the following approximate effect on annualised income after tax and on NAV per share:

Weakening of Sterling	2022						2021					
	BRL £'000s	HKD £'000s	INR £'000s	KRW £'000s	PHP £'000s	USD £'000s	BRL £'000s	HKD £'000s	INR £'000s	KRW £'000s	PHP £'000s	USD £'000s
Statement of Comprehensive Income return after tax												
Revenue return	266	222	441	64	-	-	244	217	431	54	83	6
Capital return	12,204	7,747	7,150	3,447	2,946	3,117	10,201	9,831	8,510	4,090	3,801	2,496
<b>Total return</b>	<b>12,470</b>	<b>7,969</b>	<b>7,591</b>	<b>3,511</b>	<b>2,946</b>	<b>3,117</b>	<b>10,445</b>	<b>10,048</b>	<b>8,941</b>	<b>4,144</b>	<b>3,884</b>	<b>2,502</b>
NAV per share												
Basic – pence	5.68	3.63	3.46	1.60	1.40	1.42	4.66	4.49	3.99	1.85	1.73	1.12

Strengthening of Sterling	2022						2021					
	BRL £'000s	HKD £'000s	INR £'000s	KRW £'000s	PHP £'000s	USD £'000s	BRL £'000s	HKD £'000s	INR £'000s	KRW £'000s	PHP £'000s	USD £'000s
Statement of Comprehensive Income return after tax												
Revenue return	(266)	(222)	(441)	(64)	-	-	(244)	(217)	(431)	(54)	(83)	(6)
Capital return	(12,204)	(7,747)	(7,150)	(3,447)	(2,946)	(3,117)	(10,201)	(9,831)	(8,510)	(4,090)	(3,801)	(2,496)
<b>Total return</b>	<b>(12,470)</b>	<b>(7,969)</b>	<b>(7,591)</b>	<b>(3,511)</b>	<b>(2,946)</b>	<b>(3,117)</b>	<b>(10,445)</b>	<b>(10,048)</b>	<b>(8,941)</b>	<b>(4,144)</b>	<b>(3,884)</b>	<b>(2,502)</b>
NAV per share												
Basic – pence	(5.68)	(3.63)	(3.46)	(1.60)	(1.40)	(1.42)	(4.66)	(4.49)	(3.99)	(1.85)	(1.73)	(1.12)

#### Interest rate exposure

	2022			2021		
	Within one year £'000s	More than one year £'000s	Total £'000s	Within one year £'000s	More than one year £'000s	Total £'000s
Exposure to floating rates						
Cash	1,104	-	1,104	1,027	-	1,027
Bank overdrafts	(652)	-	(652)	(4,211)	-	(4,211)
Loans	-	(23,662)	(23,662)	-	(50,373)	(50,373)
	<b>452</b>	<b>(23,662)</b>	<b>(23,210)</b>	<b>(3,184)</b>	<b>(50,373)</b>	<b>(53,557)</b>

Exposures vary throughout the year as a consequence of changes in the make-up of the net assets of the Company arising out of the investment and risk management processes. Interest received on cash balances or paid on overdrafts and loans is at ruling market rates. The Company's total returns and net assets are sensitive to changes in interest rates on cash and

borrowings. Based on the financial assets and liabilities held and the interest rates pertaining at each Statement of Financial Position date, a relative decrease or increase in market interest rates by 2% would have had the following approximate effects on the income statement revenue and capital returns after tax and on the NAV per share.

	2022		2021	
	2% increase in rate £'000s	2% decrease in rate £'000s	2% increase in rate £'000s	2% decrease in rate £'000s
Revenue return	(86)	86	(366)	366
Capital return	(379)	379	(705)	705
<b>Net assets</b>	<b>(465)</b>	<b>465</b>	<b>(1,071)</b>	<b>1,071</b>

## NOTES TO THE ACCOUNTS (continued)

### Other market risk exposures

The portfolio of investments, valued at £571,686,000 as at 31 March 2022 (2021: £565,751,000) is exposed to market price changes.

Based on the portfolio of investments at the Statement of Financial Position date and assuming other factors remain constant, a decrease or increase in the fair values of the portfolio by 20% would have had the following approximate effects on the Statement of Comprehensive Income capital return after tax and on the basic NAV per share:

	Increase in value	2022 Decrease in value	Increase in value	2021 Decrease in value
Statement of Comprehensive Income capital return (£'000s)	113,743	(113,743)	108,769	(107,556)
NAV per share				
Basic – pence	52.97	(52.97)	49.16	(48.61)

### (b) Liquidity risk exposure

The Company is required to raise funds to meet commitments associated with financial instruments. These funds may be raised either through the realisation of assets or through increased borrowing. The risk of the Company not having sufficient liquidity at any time is not considered by the Board to be significant given the number and value of quoted liquid investments held in the Company's portfolio (73 valued at £524m as at 31 March 2022); and the existence of the Bank of Nova Scotia, London Branch loan facility agreement expiring on 15 March 2024.

Cash balances are held with reputable banks with high quality external credit ratings.

The Investment Managers review liquidity at the time of making each investment decision. The Board reviews liquidity exposure at each meeting. The Company has a loan facility of £50m as set out in note 13. The remaining contractual maturities of the financial liabilities as at 31 March, based on the earliest date on which payment can be required, were as follows:

	Three months or less £'000	More than three months but less than one year £'000	More than one year £'000	Total £'000
<b>2022</b>				
<b>Creditors:</b>				
Bank overdrafts	652	–	–	652
Bank loans and interest	112	267	24,002	24,381
Other payables	730	–	–	730
	1,494	267	24,002	25,763
	Three months or less £'000	More than three months but less than one year £'000	More than one year £'000	Total £'000
<b>2021</b>				
<b>Creditors:</b>				
Bank overdrafts	4,211	–	–	4,211
Bank loans and interest	212	635	52,080	52,927
Other payables	625	–	–	625
	5,048	635	52,080	57,763

### **(c) Credit risk and counterparty exposure**

The Company is exposed to potential failure by counterparties to deliver securities for which the Company has paid, or to pay for securities which the Company has delivered. The Board approves all counterparties used by the Company in such transactions, which must be settled on the basis of delivery against payment (except where local market conditions do not permit). A list of pre-approved counterparties is maintained and regularly reviewed by ICMIM, by Waverton and by the Board. Broker counterparties are selected based on a combination of criteria, including credit rating, balance sheet strength and membership of a relevant regulatory body. The rate of default in the past has been negligible. Cash and deposits are held with reputable banks with high quality external credit ratings.

The Company has an on-going contract with its custodians for the provision of custody services. The contracts are reviewed regularly.

Details of securities held in custody on behalf of the Company are received and reconciled monthly. To the extent that the Investment Managers and Waverton carry out duties (or cause similar duties to be carried out by third parties) on the Company's behalf, the Company is exposed to counterparty risk. The Board assesses this risk continuously through regular meetings with the Investment Managers.

None of the Company's financial assets is past due or impaired.

### **(d) Fair value of financial assets and financial liabilities**

The assets and liabilities of the Company are, in the opinion of the Directors, reflected in the Statement of Financial Position at fair value, or at a reasonable approximation thereof. Borrowings under the loan facility do not have a value materially different from their capital repayment amounts. Borrowings in foreign currencies are converted into Sterling at exchange rates ruling at each valuation date.

Unquoted investments are valued based on professional assumptions and advice that is not wholly supported by prices from current market transactions or by observable market data. The Directors make use of recognised valuation techniques and may take account of recent arms' length transactions in the same or similar investments. The Directors regularly review the principles applied by the Investment Managers to those valuations to ensure they comply with the Company's accounting policies and with fair value principles.

#### **Level 3 financial instruments Valuation methodology**

The objective of using valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The Company uses proprietary valuation models, which are compliant with IPEV guidelines and IFRS 13 and which are

usually developed from recognised valuation techniques. Some or all of the significant inputs into these models may not be observable in the market and are derived from market prices or rates or are estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows of the financial instrument being valued, determination of the probability of counterparty default and prepayments, peer group multiple and selection of appropriate discount rates.

Fair value estimates obtained from such models are adjusted for any other factors, such as controlling interest, historical and projected financial data, entity specific strengths and weaknesses, or model uncertainties, to the extent that the Company believes that a third party market participant would take them into account in pricing a transaction.

The Directors have satisfied themselves as to the methodology used, the discount rates and key assumptions applied, and the valuations. The level 3 assets comprise of a number of unlisted investments at various stages of development and each has been assessed based on its industry, location and business cycle. The valuation methodologies include net assets, discounted cash flows, cost of recent investment or last funding round, listed peer comparison or peer group multiple or milestone analysis as appropriate. Where applicable, the Directors have considered observable data and events to underpin the valuations. A discount has been applied, where appropriate, to reflect both the unlisted nature of the investments and business risks.

#### **Sensitivity of level 3 financial investments measured at fair value to changes in key assumptions.**

Level 3 inputs are sensitive to assumptions made when ascertaining fair value. While the Directors believe that the estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value. The sensitivities shown in the table below give an indication of the effect of applying reasonable and possible alternative assumptions.

The level of change selected is considered to be reasonable, based on observation of market conditions and historic trends. In addition to these observations, the risk weightings of investments also considered the impact of Covid-19 on the valuations. The valuations of fund interests are based on their managers' NAVs and these NAVs have been reviewed to ensure that the economic impact of Covid-19 has been considered. The impact on the valuations has been varied and largely linked to their relevant sectors and this has been reflected in the level of sensitivities applied.

## NOTES TO THE ACCOUNTS (continued)

The following table shows the sensitivity of the fair value of level 3 financial investments to changes in key assumptions.

### As at 31 March 2022

Investment	Investment type	Valuation methodology	Risk weighting	Sensitivity +/-	Carrying amount £'000s	Sensitivity £'000s
Petalite	Equity	Milestone analysis*	High	40%	17,621	7,048
UEM (HK) Limited - CGN Capital Partners Infra Fund 3	Loan	NAV	Low	10%	12,543	1,254
Conversant Pte Ltd	Equity	Last funding round	Medium	20%	7,267	1,453
Other investments	Equity	Various	Medium	20%	6,547	1,309
Other investments	Equity	Various	Low	10%	3,632	363
Other investments	Equity	Last funding round	High	30%	350	105
Other investments	Loans	Various	High	30%	150	45
<b>Total</b>					<b>48,110</b>	<b>11,577</b>

### As at 31 March 2021

Investment	Investment type	Valuation methodology	Risk weighting	Sensitivity +/-	Carrying amount £'000s	Sensitivity £'000s
UEM (HK) Limited - CGN Capital Partners Infra Fund 3	Equity	NAV	Low	10%	8,723	872
Conversant Pte Ltd	Equity	Last funding round	High	30%	3,372	1,012
East Balkan	Equity	Fair value of net assets	High	30%	2,854	856
Other investments	Equity	Various	Medium	20%	828	166
Other investments	Equity	Various	High	30%	4,542	1,363
Other investments	Loans	Various	High	30%	550	165
<b>Total</b>					<b>20,869</b>	<b>4,433</b>

#### \* Valuation of investment in Petalite

UEM has invested £1.5m in the prior two financial years in Petalite. Petalite is an unlisted electric vehicle (“EV”) charging infrastructure company based in the UK that has been developing a new technology which enables more reliable and cost-effective EV chargers. In the period since UEM’s investment, Petalite has achieved significant milestones including initial certification of the Power Core and delivery of test units to a blue-chip customer. Petalite is in commercial discussions with several large companies and is currently in advanced negotiations for further funding from new and existing investors. Reflecting such progress, UEM valued Petalite’s ordinary shares at £1,718 per share as at 31 March 2022. This share price valued UEM’s investment in Petalite at £17.6m at that date, representing a material uplift on UEM’s initial investment.

While the Directors believe that the estimate of Petalite’s fair value is appropriate, the Directors consider that this valuation was more challenging and required a higher degree of management judgement and estimation in the determination of its fair value. Petalite remains pre-revenue, has yet to achieve commercial rollout, and the valuation basis was made on assumptions which may not prove to be accurate. It is therefore likely that uncertainty is greater for this investment and, accordingly a higher sensitivity level of 40% has been applied to this valuation.

Subsequent to the year end, in June 2022, Petalite received £1.3m of equity funding from a new investor at a subscription price of £2,667 per share. This investment, equating to 1.3% of pre money share capital, valued Petalite at £97.5m. Had UEM valued its holding in Petalite at this share price, the value of UEM's investment would have been £27.4m, an increase of £9.8m on its 31 March 2022 carrying value.

#### (e) Capital risk management

The investment policy of the Company is stated as being to provide long-term total return through a flexible investment policy that permits it to make investments predominantly in infrastructure, utility and related sectors, mainly in emerging markets. The capital of the Company comprises ordinary share capital and reserves equivalent to the net assets of the Company. In pursuing the long-term investment policy, the Board has a responsibility for ensuring the Company's ability to continue as a going concern. It must therefore maintain an optimal capital structure through varying market conditions. This involves the ability to: issue and buyback share capital within limits set by the shareholders in general meeting; borrow monies in the short and long term (up to a limit of 25% of gross assets); and pay dividends to shareholders out of reserves. Changes to ordinary share capital are set out in note 16. Dividend payments are set out in note 9. Loans are set out in note 13.

## 27. FAIR VALUE HIERARCHY

IFRS 13 'Financial Instruments: Disclosures' require an entity to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following levels:

Level 1 reflects financial instruments quoted in an active market.

Level 2 reflects financial instruments whose fair value is evidenced by comparison with other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable markets.

Level 3 reflects financial instruments whose fair value is determined in whole or in part using a valuation technique based on assumptions that are not supported by prices from observable market transactions in the same instrument and not based on available observable market data.

The financial assets measured at fair value in the Statement of Financial Position are grouped into the fair value hierarchy as follows:

<b>As at 31 March 2022</b>	<b>Level 1 £'000</b>	<b>Level 2 £'000</b>	<b>Level 3 £'000</b>	<b>Total £'000</b>
Investments	519,853	3,723	48,110	571,686
<b>As at 31 March 2021</b>	<b>Level 1 £'000</b>	<b>Level 2 £'000</b>	<b>Level 3 £'000</b>	<b>Total £'000</b>
Investments	534,722	10,160	20,869	565,751

During the year one stock with value of £1.7m was transferred from level 1 to level 2 due to the investee company shares trading irregularly, three stocks with value of £8.0m were transferred from level 2 to level 1 due to the investee companies shares resuming regular trading in the year, one stock with value of £0.8m was transferred from level 3 to level 1 due to the investee company shares becoming listed and one stock transferred from level 1 to level 3 at nil value due to the investee company shares being suspended from trading. The book costs and fair values were transferred using the 31 March 2021 balances except for the stock that was suspended, the book cost and fair value transferred at the time of suspension.

## NOTES TO THE ACCOUNTS (continued)

A reconciliation of fair value measurements in level 3 is set out in the following table:

	2022 £'000	2021 £'000
Balance brought forward	20,869	13,878
Transfer to level 1	(828)	-
Purchases	7,205	8,423
Sales	(255)	(1,615)
(Losses)/gains on investments sold in the year	(1,764)	524
Gains/(losses) on investments held at end of year	22,883	(341)
<b>Balance as at 31 March</b>	<b>48,110</b>	<b>20,869</b>
<b>Analysed as at 31 March</b>		
Cost of investments	28,456	22,519
Gains/(losses) on investments	19,654	(1,650)
<b>Valuation</b>	<b>48,110</b>	<b>20,869</b>

Level 3 inputs are sensitive to assumptions made when ascertaining fair value. Of level 3 investments held as at 31 March 2022, 36% (Petalite) were valued using milestone analysis, 35% using fund NAV, 16% using cost of recent investment or last funding round, 9% using the fair value of the underlying net assets and 4% using a multiple of revenues.

## OTHER FINANCIAL INFORMATION (UNAUDITED)

### ALTERNATIVE INVESTMENT FUND MANAGERS DIRECTIVE (“AIFMD”)

In accordance with the AIFMD, information in relation to the Company's leverage and the remuneration of the Company's AIFM, ICMIM, is required to be made available to investors. Detailed regulatory disclosures including those on the AIFM's remuneration policy are available on ICM's website at [www.icm.limited/application/files/4815/6471/6027/2018.07\\_ICMIM\\_Pillar\\_3\\_Disclosure.pdf](http://www.icm.limited/application/files/4815/6471/6027/2018.07_ICMIM_Pillar_3_Disclosure.pdf)

The Company's maximum and actual leverage as at 31 March are shown below:

2022		
Leverage exposure	Gross method	Commitment method
Maximum permitted limit	300%	300%
Actual	105%	105%

2021		
Leverage exposure	Gross method	Commitment method
Maximum permitted limit	300%	300%
Actual	110%	110%

The leverage limits are set by the AIFM and approved by the Board. The AIFM is also required to comply with the gearing parameters set by the Board in relation to borrowings.

### SECURITIES FINANCING TRANSACTIONS (“SFT”)

The Company has not, in the years to 31 March 2022 and 31 March 2021, participated in any: repurchase transactions; securities lending or borrowing; buy-sell back transactions; margin lending transactions; or total return swap transactions (collectively called SFT). As such, it has no disclosure to make in satisfaction of the UK version of the EU regulation 2015/2365 on transparency of SFT which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Utilico Emerging Markets Trust plc will be held at The Royal Society of Chemistry, Burlington House, Piccadilly, London W1J 0BA on Tuesday, 20 September 2022 at 12.00 noon for the purpose of considering and, if thought fit, passing the following resolutions (which will be proposed in the case of resolutions 1 to 12, as ordinary resolutions and, in the case of resolutions 13 and 14, as special resolutions).

## ORDINARY BUSINESS

1. To receive and adopt the report of the Directors of the Company and the financial statements for the year ended 31 March 2022, together with the report of the auditor thereon.
2. To approve the Directors' Remuneration Policy.
3. To approve the Directors' Remuneration Report for the year ended 31 March 2022.
4. To approve the Company's dividend policy to pay four interim dividends per year.
5. To elect Mr Mark Bridgeman as a Director.
6. To elect Ms Isabel Liu as a Director.
7. To re-elect Mr John Rennocks as a Director.
8. To re-elect Ms Susan Hansen as a Director.
9. To re-elect Mr Eric Stobart as a Director.
10. To re-appoint KPMG LLP as auditor to the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
11. To authorise the Directors to determine the auditor's remuneration.

## SPECIAL BUSINESS

### Ordinary resolution

12. That, in substitution for all existing authorities, the Directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("Securities") up to an aggregate nominal amount of £105,000 (being 5% of the aggregate nominal amount of the issued share capital excluding treasury shares of the Company as at the date of this notice) provided

that this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2023 but so that the Company may, at any time before such expiry, make any offer or agreement which would or might require Securities to be allotted after such expiry pursuant to any such offer or agreement as if the authority hereby conferred had not expired.

### Special Resolutions

13. That, in substitution for all existing authorities and subject to the passing of resolution 12, the Directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted by resolution 12, and to sell equity securities held by the Company as treasury shares (as defined in section 724 of the Act) for cash, as if section 561(1) of the Act did not apply to any such allotments or sales of equity securities, provided that this power:
  - (a) shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2023, except that the Company may at any time before such expiry make offers or agreements which would or might require equity securities to be allotted or sold after such expiry and notwithstanding such expiry the Directors may allot or sell equity securities in pursuance of such offers or agreements;
  - (b) shall be limited to the allotment of equity securities and/or sale of equity securities held in treasury for cash up to an aggregate nominal amount of £105,000 (representing 5% of the aggregate nominal amount of the issued share capital, excluding treasury shares of the Company, as at the date of this notice); and
  - (c) shall be limited to the allotment of equity securities and/or the sale of equity securities held in treasury at a price of not less than the net asset value per share as close as practicable to the relevant allotment or sale.
14. That, in substitution for the Company's existing authority to make market purchases of ordinary shares of 1p in the Company ("Shares"), the Company be and is hereby authorised in accordance with section 701 of the Companies



Act 2006 (the "Act") to make market purchases of Shares (within the meaning of section 693 of the Act), provided that:

- (a) the maximum number of Shares hereby authorised to be purchased is 31,600,000 (being 14.99% of the Company's issued ordinary share capital, excluding treasury shares of the Company, as at the date of this notice);
- (b) the minimum price (exclusive of expenses) which may be paid for a Share shall be 1p being the nominal value per share;
- (c) the maximum price (exclusive of expenses) which may be paid for a Share shall be the higher of: (i) 5% above the average of the market value of a Share for the five business days immediately preceding the date of purchase as derived from the Daily Official List of the London Stock Exchange; and (ii) that stipulated by article 5(6) of the UK version of the EU Market Abuse Regulation (2014/596) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations 2019; and
- (d) unless renewed, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2023 save that the Company may, at any time prior to such expiry, enter into a contract to purchase Shares which will or may be completed or executed wholly or partly after such expiry and the Company may purchase Shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

All Shares purchased pursuant to the above authority shall be either: (i) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act; or (ii) cancelled immediately upon completion of the purchase.

By order of the Board  
**ICM Investment Management Limited**  
Company Secretary

17 June 2022

Registered Office:  
The Cottage, Ridge Court  
The Ridge  
Epsom, Surrey KT18 7EP

#### NOTES:

1. A member entitled to attend and vote at the meeting convened by the above Notice is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend, speak and vote in his/her place. A proxy need not be a member of the Company. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.
2. To appoint a proxy, you may use the form of proxy enclosed with this annual report. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarial certified or office copy of the same, must be completed and returned to the office of the Company's registrar in accordance with the instructions printed thereon as soon as possible and in any event by not later than 12:00 noon on 16 September 2022. Amended instructions must also be received by the Company's registrar by the deadline for receipt of forms of proxy. Alternatively, you can vote or appoint a proxy electronically by visiting [www.epoxyappointment.com/login](http://www.epoxyappointment.com/login). You will be asked to enter the Control Number, the Shareholder Reference Number and PIN which are printed on the form of proxy. The latest time for the submission of proxy votes electronically is 12:00 noon on 16 September 2022. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +44 (0370) 707 1375 or you may photocopy the form of proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned together in the same envelope.
3. Completion and return of the form of proxy will not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.
4. Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person") should note that the provisions

## NOTICE OF ANNUAL GENERAL MEETING (continued)

in Notes 1 and 2 above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only ordinary shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such agreement to give instructions to the member as to the exercise of voting rights at the meeting.

5. Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy the information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from the Nominated Person.
6. Pursuant to Regulation 41 (1) of The Uncertificated Securities Regulations 2001 and for the purposes of section 360B of the Companies Act 2006, the Company has specified that only shareholders registered on the register of members of the Company by not later than 6.00 p.m. two days prior to the time fixed for the meeting shall be entitled to attend and vote at the meeting in respect of the number of the ordinary shares registered in their name at such time. If the meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00 p.m. two days prior to the time of adjournment. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
8. Shareholders who hold their shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's registrar not later than 12:00 noon on 16 September 2022. Instructions on how to vote through CREST can be found by accessing the CREST manual via [www.euroclear.com](http://www.euroclear.com). Shareholders are advised that CREST and the internet are the only methods by which completed proxies can be submitted electronically.
9. If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare (ID number 3RA50) not later than 12:00 noon on 16 September 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of The Uncertificated Securities Regulations 2001.
10. If the Chairman, as a result of proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3% or more of the voting rights in the Company, who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and Financial Conduct Authority. Any such person holding 3% or more of the voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such person complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
11. Any questions relevant to the business of the meeting may be asked at the meeting by anyone permitted to speak at the meeting. A shareholder may alternatively

submit a question in advance by a letter addressed to the Company Secretary at the Company's registered office. Under section 319A of the Companies Act 2006, the Company must answer any question a shareholder asks relating to the business being dealt with at the meeting, unless (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
13. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company 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 meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006.

The Company may not require the 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 auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

14. As at 16 June 2022 (being the last practicable date prior to the publication of this Notice of Annual General Meeting), the Company's issued share capital consisted of 211,262,573 ordinary shares of 1p each, excluding shares held in treasury. Each ordinary share carries the right to one vote and therefore the total voting rights in the Company as at the date of this report are 211,262,573.
15. Further information regarding the meeting which the Company is required by section 311A of the Companies

Act 2006 to publish on a website in advance of the meeting, can be accessed at [www.uemtrust.co.uk](http://www.uemtrust.co.uk).

16. No service contracts exist between the Company and any of the Directors, who hold office in accordance with letters of appointment and the Articles of Association.
17. Copies of the letters of the appointment and deeds of indemnity between the Company and the Directors, a copy of the Articles of Association of the Company and the register of the Directors' holdings will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the meeting and also on the date of the meeting from 15 minutes prior to commencement of the meeting until the conclusion thereof.
18. Under sections 338 and 338A of the Companies Act 2006, members meeting with the threshold requirements in those sections have the right to require the Company: (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless:
  - (a) (in the case of a resolution only), it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
  - (b) it is defamatory of any person; or
  - (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 8 August 2022 (being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

19. Any electronic address provided either in this Notice or in any related documents (including the form of proxy) may not be used to communicate with the Company for any purpose other than those expressly stated.

# COMPANY INFORMATION

## **DIRECTORS**

John Rennocks (Chairman)  
Mark Bridgeman  
Susan Hansen  
Isabel Liu  
Anthony Muh  
Eric Stobart, FCA

## **REGISTERED OFFICE**

The Cottage  
Ridge Court  
The Ridge  
Epsom  
Surrey KT18 7EP  
Company Registration Number: 11102129  
Legal Entity Identifier: 2138005TJMCWR2394O39

## **AIFM, JOINT PORTFOLIO MANAGER AND COMPANY SECRETARY**

ICM Investment Management Limited  
PO Box 208  
Epsom  
Surrey KT18 7YF  
Telephone +44 (0)1372 271486  
Authorised and regulated in the UK by the Financial Conduct Authority

## **JOINT PORTFOLIO MANAGER**

ICM Limited  
34 Bermudiana Road  
Hamilton HM 11  
Bermuda

## **ADMINISTRATOR AND CUSTODIAN**

JPMorgan Chase Bank N.A. – London Branch  
25 Bank Street  
Canary Wharf  
London E14 5JP  
Authorised and regulated in the UK by the Financial Conduct Authority

## **BROKER**

Shore Capital and Corporate Limited  
Cassini House, 57 St James's Street  
London SW1A 1LD  
Authorised and regulated in the UK by the Financial Conduct Authority

## **LEGAL ADVISER TO THE COMPANY**

Norton Rose Fullbright LLP  
3 More London Riverside  
London SE1 2AQ

## **AUDITOR**

KPMG LLP  
15 Canada Square  
London E14 5GL  
Member of the Institute of Chartered Accountants in England and Wales

## **DEPOSITARY SERVICES PROVIDER**

JP Morgan Europe Limited  
25 Bank Street  
Canary Wharf  
London E14 5JP  
Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority

## **REGISTRAR**

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS13 8AE  
Telephone +44 (0370) 707 1375

## **COMPANY BANKER**

The Bank of Nova Scotia, London Branch  
201 Bishopsgate, 6th Floor  
London EC2M 3NS  
Authorised and regulated in the UK by the Financial Conduct Authority

## **PUBLIC RELATIONS**

Montford Communications Limited  
2nd Floor, Berkeley Square House  
Berkeley Square  
Mayfair  
London W1J 6BD  
Telephone + 44 (0)20 7887 6287

## ALTERNATIVE PERFORMANCE MEASURES

The European Securities and Markets Authority defines an Alternative Performance Measure as being a financial measure of historical or future financial performance, financial position or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework. The Company uses the following Alternative Performance Measures:

**Discount/Premium** – if the share price is lower than the NAV per share, the shares are trading at a discount. Shares trading at a price above NAV per share are said to be at a premium. As at 31 March 2022 the share price was 224.00p (2021: 197.50p) and the NAV per share was 254.22p (2021: 228.54p), the discount was therefore 11.9% (2021: 13.6%).

**Gearing** – represents the ratio of the borrowings less cash of the Company to its net assets.

Year to 31 March	page	2022 £'000s	2021 £'000s
Bank overdrafts	82	652	4,211
Bank loans	72	23,662	50,373
Cash	72	(1,104)	(1,027)
Total debt		23,210	53,557
Equity holders' funds	72	545,916	505,696
Gearing (%)		4.3	10.6

**NAV per share** – the value of the Company's net assets divided by the number of shares in issue (see note 22 to the accounts).

**NAV/share price total return** – the return to shareholders calculated on a per share basis by adding dividends paid in the year to the increase or decrease in the NAV or share price in the year. The dividends are assumed to have been re-invested in the form of net assets or shares, respectively, on the date on which the dividends were paid.

Year to 31 March 2022	Dividend rate (pence)	NAV (pence)	Share price (pence)
31 March 2021	n/a	228.54	197.50
23 June 2021	2.000	250.93	224.00
24 September 2021	2.000	248.92	220.00
17 December 2021	2.000	243.91	216.00
25 March 2022	2.000	247.03	214.00
31 March 2022	n/a	254.22	224.00
Total return (%)		14.9	17.6

Year to 31 March 2021	Dividend rate (pence)	NAV (pence)	Share price (pence)
31 March 2020	n/a	181.84	161.50
19 June 2020	1.925	214.19	182.50
18 September 2020	1.925	212.40	183.50
18 December 2020	1.925	222.48	194.00
24 March 2021	1.925	228.07	199.50
31 March 2021	n/a	228.54	197.50
Total return (%)		30.2	27.3

**NAV/share price total return since inception** – the return to shareholders calculated on a per share basis by adding dividends paid in the year and adjusting for the exercise of warrants and subscription shares in the year to the increase or decrease in the NAV/share price in the year. The dividends are assumed to have been re-invested in the form of net assets or shares on the date on which the dividends were paid. The adjustment for the exercise of warrants and subscription shares is made on the date the warrants and subscription shares were exercised.

## ALTERNATIVE PERFORMANCE MEASURES (continued)

	NAV 31 March 2022	Share price 31 March 2022	NAV 31 March 2021	Share price 31 March 2021
<b>Total return since inception</b>				
NAV/Share price 20 July 2005 (pence) <sup>(1)</sup>	98.36	100.00	98.36	100.00
Total dividend, warrants and subscription shares adjustment factor	1.82499	1.90409	1.76721	1.83592
NAV/Share price at year end (pence)	254.22	224.00	228.54	197.50
Adjusted NAV/Share price at year end (pence)	463.95	426.52	403.88	362.59
Total return (%)	371.7	326.5	310.6	262.6

<sup>(1)</sup> Date of admission to trading on the Alternative Investment Market of UEM Bermuda.

**Annual compound NAV total return since inception** – the annual return to shareholders calculated on the same basis as NAV total return, since inception.

Annual compound	31 March 2022	31 March 2021
Annual compound NAV total return since inception (%)	9.7	9.4

**Ongoing charges** – all operating costs expected to be regularly incurred and that are payable by the Company or suffered within underlying investee funds, expressed as a proportion of the average weekly net asset values of the Company (valued in accordance with its accounting policies) over the reporting period. The costs of buying and selling investments and derivatives are excluded, as are interest costs, taxation, non-recurring costs and the costs of buying back or issuing share.

Ongoing charges calculation (excluding performance fee)	Page	31 March 2022* £'000s	31 March 2021 £'000s
Management and administration fees	76	5,947	3,629
Other expenses	77	1,590	1,425
Total expenses for ongoing charges calculation		7,537	5,054
Average net asset values of the Company		532,661	474,748
Ongoing Charges (%)		1.4	1.1

Ongoing charges calculation (including performance fee)	Page	31 March 2022* £'000s	31 March 2021 £'000s
Management and administration fees	76	5,947	8,708
Other expenses	77	1,590	1,425
Total expenses for ongoing charges calculation		7,537	10,133
Average net asset values of the Company		532,661	474,748
Ongoing Charges (%)		1.4	2.1

\* changes to the management fee are set out in note 4 to the accounts

# HISTORICAL PERFORMANCE

as at 31 March	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
NAV total return per ordinary share <sup>(1)</sup> (annual) (%)	<b>14.9</b>	30.2	(24.9)	3.5	6.6	26.2	1.7	12.4	(3.4)	20.9	3.4
Share price total return per ordinary share <sup>(1)</sup> (annual) (%)	<b>17.6</b>	27.3	(23.2)	5.4	7.1	24.9	(1.8)	8.2	(2.6)	20.8	7.4
Annual compound NAV total return <sup>(1)</sup> (since inception) (%)	<b>9.7</b>	9.4	8.1	11.0	11.7	12.1	10.9	11.9	11.8	13.9	12.9
Undiluted NAV per ordinary share <sup>(1)</sup> (pence)	<b>254.22</b>	228.54	181.84	249.84	247.22	251.72	206.45	209.79	192.38	205.49	175.60
Diluted NAV per ordinary share (pence)	<b>254.22<sup>(2)</sup></b>	228.54 <sup>(2)</sup>	181.84 <sup>(2)</sup>	249.84 <sup>(2)</sup>	247.22 <sup>(2)</sup>	241.29	202.52	209.79 <sup>(2)</sup>	192.38 <sup>(2)</sup>	205.49 <sup>(2)</sup>	175.60 <sup>(2)</sup>
Ordinary share price (pence)	<b>224.00</b>	197.50	161.50	217.90	212.00	214.50	178.50	188.50	180.00	191.20	164.00
Discount <sup>(3)</sup> (%)	<b>(11.9)</b>	(13.6)	(11.2)	(12.8)	(14.2)	(11.1)	(11.9)	(10.1)	(6.4)	(7.0)	(6.6)
Earnings per ordinary share (basic)											
- Capital (pence)	<b>24.49</b>	45.73	(68.29)	(0.12)	4.66	44.46	(5.50)	18.53	(12.13)	30.71	1.19
- Revenue (pence)	<b>8.17</b>	8.13	7.88	7.47	9.27	7.80	8.23	4.98	4.80	5.20	4.12
Total (pence)	<b>32.66</b>	53.86	(60.41)	7.35	13.93	52.26	2.73	23.51	(7.33)	35.91	5.31
Dividends per ordinary share (pence)	<b>8.000</b>	7.775	7.575	7.200	7.000	6.650	6.400	6.100	6.100	5.800	5.500
Gross assets <sup>(4)</sup> (£m)	<b>569.6</b>	556.1	461.4	581.9	579.8	579.0	455.2	479.2	433.4	452.1	382.9
Equity holders' funds (£m)	<b>545.9</b>	505.7	414.3	574.2	579.8	532.2	436.6	447.4	410.2	442.9	378.5
Ordinary shares bought back (£m)	<b>13.9</b>	12.1	4.8	9.5	21.9	10.0	3.0	-	3.9	-	4.9
Net cash/(overdraft) (£m)	<b>0.5</b>	(3.2)	39.5	11.7	8.1	15.3	12.6	0.5	(0.9)	2.6	(1.8)
Bank loans (£m)	<b>(23.7)</b>	(50.4)	(47.1)	(7.8)	0.0	(46.8)	(18.7)	(31.9)	(23.1)	(9.2)	(4.4)
Net (debt)/cash (£m)	<b>(23.2)</b>	(53.6)	(7.6)	3.9	8.1	(31.5)	(6.1)	(31.4)	(24.0)	(6.6)	(6.2)
Net (gearing)/cash on net assets (%)	<b>(4.3)</b>	(10.6)	(1.8)	0.7	1.4	(5.9)	(1.4)	(7.0)	(5.9)	(1.5)	(1.6)
Management and administration fees and other expenses											
- excluding performance fee <sup>(5)</sup> (£m)	<b>7.3</b>	5.0	6.4	5.9	5.7	5.2	4.5	4.6	3.7	3.4	3.9
- including performance fee <sup>(5)</sup> (£m)	<b>7.3</b>	10.1	6.4	5.9	5.7	14.3	4.5	7.7	3.7	12.9	3.6
Ongoing charges figure <sup>(1)</sup>											
- excluding performance fee <sup>(5)</sup> (%)	<b>1.4</b>	1.1	1.1	1.0	1.0	1.1	1.1	1.1	0.9	0.8	0.9
- including performance fee <sup>(5)</sup> (%)	<b>1.4</b>	2.1	1.1	1.0	1.0	2.9	1.1	1.8	0.9	3.2	0.9

<sup>(1)</sup> See Alternative Performance Measures on pages 99 and 100

<sup>(2)</sup> There was no dilution

<sup>(3)</sup> Based on diluted NAV

<sup>(4)</sup> Gross assets less liabilities excluding loans

<sup>(5)</sup> Investment Management Agreement amended from 1 April 2021 and the performance fee discontinued

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