



British Smaller Companies VCT plc

Annual Report

for the year ended 31 March 2022

bscfunds.com

Transforming small businesses

Financial Overview

- 02 Financial Highlights
- 03 Five Year Summary
- 03 Financial Calendar
- 04 Your Portfolio

Strategic Report

- 06 Chairman's Statement
- 10 Objectives and Key Policies
- 11 Processes and Operations
- 12 Key Performance Indicators
- 16 Portfolio Structure and Analysis
- 18 Investment Review
- 24 Case Studies
- 25 Portfolio Summary at 31 March 2022
- 26 Summary of Portfolio Movement since 31 March 2021
- 27 Investee Company Information
- 32 Risk Factors
- 35 Other Matters

Corporate Governance

- 37 Directors
- 38 Directors' Report
- 42 Corporate Governance
- 50 Directors' Remuneration Report
- 53 Directors' Responsibilities Statement

Independent Auditor's Report

- 54 Independent Auditor's Report

Financial Statements

- 60 Statement of Comprehensive Income
- 61 Balance Sheet
- 62 Statement of Changes in Equity
- 64 Statement of Cash Flows
- 65 Notes to the Financial Statements

Company Information

- 91 Notice of the Annual General Meeting
- 95 Form of Proxy Advisers to the Company

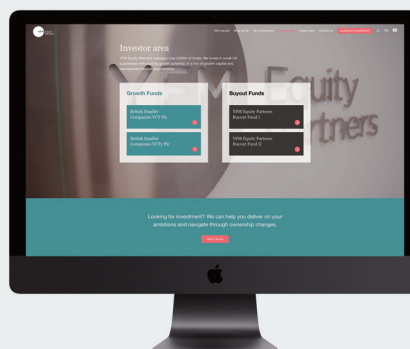
About us

British Smaller Companies VCT plc was formed in 1996. It aims to provide investors exposure to a diversified portfolio of UK businesses that offer opportunities in the application and development of innovation in their products and services, across established and emerging industries.

The portfolio has a valuation of £101.2 million as at 31 March 2022.

Registered Number:

03134749



Discover more about
British Smaller Companies VCT plc
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BRITISH SMALLER COMPANIES VCT PLC

Transforming small businesses

Manager

YFM Private Equity Limited (“the Manager”) is a wholly owned subsidiary of YFM Equity Partners LLP and is a small Authorised Investment Fund Manager (AIFM), authorised and regulated by the Financial Conduct Authority.

Investment Policy

The investment strategy of British Smaller Companies VCT plc (“the Company”) is to invest in UK businesses across a broad range of sectors that blends a mix of businesses operating in established and emerging industries that offer opportunities in the application and development of innovation in their products and services.

These investments will all meet the definition of a Qualifying Investment* and be primarily in unquoted UK companies. It is anticipated that the majority of these businesses will be re-investing their profits for growth and the investments will comprise mainly equity investments. Further details of the Company’s investment policy can be found in the Strategic Report on page 10.

Dividend Policy

Your Board remains committed to achieving the objective, over time, of paying tax free dividends from realised investment returns. This depends upon the level of investment income and realisations that the Company is able to make or achieve in any one period and cannot be guaranteed.

The tax reliefs that are available for an investment in a Venture Capital Trust are of particular benefit for shareholders as there is no income tax payable on the dividend received, or need to declare them in a tax return.

Share Buy-Backs

Share buy-backs enable shareholders to obtain some liquidity in an otherwise illiquid market when there is a need to dispose of shares. This policy is kept under active review to ensure that any decisions taken are in the interests of shareholders as a whole. The current rate of discount at which ordinary shares will be bought back is targeted to be no more than five per cent of the latest reported net asset value.

Dividend Re-Investment Scheme (“DRIS”)

The Company operates a DRIS which gives shareholders the opportunity to re-invest any cash dividends. Currently, dividends are re-invested at the latest reported net asset value as adjusted for the relevant dividend in question if this has not already been recognised. Any dividends that are re-invested by shareholders are eligible for income tax relief at 30 per cent of the amount invested, subject to an annual investment limit of £200,000, or, if lower, the amount of a shareholder’s income tax liability. The Finance Act 2014 confirmed that shares acquired at any time under dividend re-investment schemes will not impact tax relief on sales of, or subscriptions for, VCT shares, unless in the latter case it results in a breach of the £200,000 investment limit.

* Under Chapter 3 Part 6 of the Income Tax Act 2007.

Financial Highlights

TOTAL RETURN¹

252.1p

↑ **24.9%**

Increased by 18.9 pence per ordinary share

Since 31 March 2021 your Company's Total Return has increased by 18.9 pence, from 233.2 to 252.1 pence per ordinary share, which includes cumulative dividends paid of 166.4 pence per ordinary share. The increase is equivalent to a return of 24.9 per cent of the opening net asset value of 75.8 pence.

INVESTED

£9.8m

for 2021/22

Your Company completed a total of nine investments, of which two were new to the portfolio

DIVIDENDS PAID IN THE YEAR

9.0p

Total Dividends

Total dividends paid during the year ended 31 March 2022 were 9.0 pence per ordinary share, which equates to 11.9 per cent of the opening net asset value per ordinary share.

REALISATION PROCEEDS

£11.8m

↑ **£8.0m over cost**

Realisations of portfolio investments generated total proceeds of £11.8 million in the year, a gain of £5.1 million over the opening carrying value and £8.0 million over cost.

FUNDS RAISED

£33.2m

2021/22

A fully subscribed offer raised net proceeds of £33.2 million.

1. Total Return ("TR") is defined as an Alternative Performance Measure. The Board considers TR to be the primary measure of shareholder value; it is calculated as the total of current net asset value per ordinary share plus cumulative dividends paid since inception of the Company.

The Annual Report contains a number of Alternative Performance Measures ("APMs"). APMs are financial measures that are in addition to those defined or specified in the Company's financial reporting framework.

All stated figures above and throughout the annual report exclude the impact of any tax benefits that may arise to shareholders due to the Company's status as a Venture Capital Trust.

Five Year Summary

	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2018
Income £000	1,065	4,074	1,517	2,299	2,339
Profit (loss) before and after taxation £000	28,264	21,339	(5,091)	6,405	3,364
Net assets attributable to ordinary shares £000	159,534	110,360	88,961	82,023	86,137
Profit (loss) per ordinary share	18.22p	15.38p	(3.64p)	5.88p	3.10p
Dividends per ordinary share paid in the year	9.0p	4.0p	6.0p	11.0p	5.75p
Net asset value per ordinary share	85.7p	75.8p	64.5p	74.3p	79.6p
Total Return per ordinary share ¹	252.1p	233.2p	217.9p	221.7p	216.0p
Increase (decrease) in Total Return per ordinary share ¹	18.9p	15.3p	(3.8p)	5.7p	3.0p
Annualised return ¹	26.2%				
Cumulative 3 year increase in Total Return per ordinary share ¹	30.4p				
Annualised 3 year return ¹	13.4%				
Cumulative 5 year increase in Total Return per ordinary share ¹	39.1p				
Annualised 5 year return ¹	9.8%				

1. These are Alternative Performance Measures. The Board considers Total Return to be the primary measure of shareholder value. The annualised return comprises the cumulative dividends paid plus the NAV at 31 March 2022.

Financial Calendar

Ex-dividend date	9 June 2022
Record date	10 June 2022
Results announced	21 June 2022
DRIS election date	24 June 2022
Dividend paid	12 July 2022
Annual General Meeting	16 September 2022

Your Portfolio



QualityClouds

SaaS by Nature, Quality by Design



Chairman's Statement

I am pleased to present the Company's Annual Report and Accounts for the year ended 31 March 2022.

The UK economy has encountered significant headwinds, with rising inflation affecting the cost of living, interest rates on an upward trajectory and economic turmoil and uncertainty caused by Russia's invasion of Ukraine. Against this backdrop, it is pleasing to see the resilience of the Company's portfolio. The trend towards technology-enabled solutions which was accelerated by the pandemic has continued and the business to business component of the portfolio continues to benefit from this dynamic.

This has been a year of strong performance for the Company, which has generated an increase of 18.9 pence per share, equivalent to 24.9 per cent on the opening net asset value ("NAV") of 75.8 pence.

It was pleasing to see shareholders' continued enthusiasm for the Company's prospects, as demonstrated by our fundraising closing at full capacity after just seven weeks.

Financial Performance

With the 18.9 pence per ordinary share increase in Total Return in the year, the Company's overall Total Return is now 252.1 pence per ordinary share.

The year's increase derives from the portfolio, which generated a return of £30.5 million, 41.3 per cent over its opening value, of which £5.1 million was realised and £25.4 million is unrealised. New and follow-on investments totalling £9.8 million were completed in the year.

Realisations

Realisations of investments generated total proceeds of £11.8 million, a gain of £5.1 million over the opening carrying value and £8.0 million over the original cost, equivalent to a multiple of 3.1x cost. There were two significant realisations in the year: Deep Secure in July 2021 and the partial realisation of Matillion in October 2021. Additional proceeds of £1.4 million were generated from loan repayments.



The Deep Secure exit generated capital proceeds of £6.6 million, delivering a realised gain of £5.6 million above cost, and an uplift of £2.4 million on the carrying value at the beginning of the year. Including income, the total return from this investment was £7.7 million over a 12 year holding period, producing an internal rate of return of 23 per cent and a multiple of 7.7x cost.

The Company realised 15 per cent of its investment in Matillion as part of its Series E funding round; this valued the company at \$1.5 billion, affirming its "unicorn" status. The proceeds from this partial exit were £5.0 million, which represents an uplift on the carrying value at the beginning of the year of £2.6 million, and together with previous proceeds received represents a return to date of 2.7x the total cost of the Company's investment. The value of the Company's residual investment in Matillion is £28.1 million. This is an outstanding outcome to date, in a company which continues to experience fast growth.

New Investments

Two new investments were made in the year, totalling £5.1 million. We continue to fund growth in existing portfolio businesses, and hence seven companies received follow-on funding in the year, totalling £4.6 million in aggregate.

The new investments are:

Investment	Sector
Relative Insight	AI-based text data analytics platform
Vuealta	Business planning software and services

Financial Results

The combination of strong performance and realisations enabled the Board to pay interim dividends of 9.0 pence per ordinary share in respect of the year ended 31 March 2022, bringing the cumulative dividends paid to 31 March 2022 to 166.4 pence per ordinary share.

The movement in net asset value ("NAV") per ordinary share and the dividends paid are set out in the table below:

	Pence per ordinary share	£000
NAV at 31 March 2021	75.8	110,360
Increase in value	17.4	25,515
Gain on disposal of investments	3.4	5,131
Gain arising from the investment portfolio	20.8	30,646
Net operating costs	(1.2)	(1,761)
Incentive fee	(0.3)	(621)
Issue/(buy-back) of new shares	(0.4)	34,009
Total Return in year	18.9	62,273
NAV before the payment of dividends	94.7	172,633
Dividends paid	(9.0)	(13,099)
NAV at 31 March 2022	85.7	159,534
Cumulative dividends paid	166.4	
Total Return:		
at 31 March 2022	252.1	
at 31 March 2021	233.2	

Chairman's Statement (continued)

SHAREHOLDER RELATIONS

Annual General Meeting 16 September 2022

The Annual General Meeting of the Company will be held at 9:30 am on 16 September 2022 at 33 St James Square, London SW1Y 4JS. Full details of the agenda for this meeting are included in the Notice of the Annual General Meeting on page 91.

The charts on page 12 show in greater detail the movement in Total Return and Net Asset Value over time.

The portfolio investments held at the beginning of the financial year, amounting to £73.9 million, delivered a return over the year of £30.5 million, with an additional return of £0.1 million from other investments.

The current portfolio's net valuation increased by £25.4 million. Within this there were valuation gains of £31.0 million, offset by £5.6 million of downward movements.

The composition of the portfolio comprises predominantly younger, higher growth companies which are reinvesting earnings for further growth with ultimate returns deriving almost entirely from capital gains. As a result the proportion of the Company's return reported as income continues to reduce. During the year, income from the portfolio was £0.9 million, compared to £1.0 million (excluding the exceptional £2.9 million dividend received from ACC Aviation) in the previous financial year and £1.1 million in 2020. This trend is expected to continue as the proportion of new investments continues to grow.

Dividends

Dividends paid in the year totalled 9.0 pence per ordinary share. These comprised interim dividends of 9.0 pence per ordinary share for the year ended 31 March 2022. Cumulative dividends paid as at 31 March 2022 were 166.4 pence per ordinary share.

An interim dividend for the year ending 31 March 2023 of 2.0 pence per ordinary share will be paid on 12 July 2022, to shareholders on the register at 10 June 2022.

Dividend Re-investment Scheme ("DRIS")

The Company operates a DRIS, which gives shareholders the opportunity to re-invest any cash dividends and is open to all shareholders, including those who invested under the recent offers. The main advantages of the DRIS are:

- 1 the dividends remain tax free; and
- 2 any DRIS investment attracts income tax relief at the rate of 30 per cent.

For the financial year ended 31 March 2022, £3.4 million was re-invested by way of the DRIS, from overall dividend proceeds of £13.1 million.

Liquidity and Fundraising

Having previously assessed its expected cash requirements, the Company announced a new share offer on 22 September 2021, alongside British Smaller Companies VCT2 plc, with the intention of raising up to £60 million, in aggregate, which included an over-allotment facility of £20 million, in aggregate. This was fully subscribed and closed on 12 November 2021. The related allotment of 39,514,174 ordinary shares took place on 7 January 2022, following which the Company received net proceeds of £33.2 million.

At 31 March 2022, the Company's cash and other liquid reserves of £58.1 million represented 36.4 per cent of net assets.

Shareholder Relations

The electronic communications policy continues to be a success, with 82 per cent of shareholders now receiving communications in this way. Documents such as the annual report are published on the website www.bscfunds.com rather than by post, saving on printing costs, as well as being more environmentally friendly.

The Company's website, www.bscfunds.com, is refreshed on a regular basis and provides a comprehensive level of information in what I hope is a user-friendly format.

In 2021, we again had to change our plans for the Investor Workshops, subsequently holding two webinars in conjunction with British Smaller Companies VCT2 plc, on 25 June 2021 and 9 December 2021.

We are pleased to confirm the return of an in-person Investor Workshop for 2022. This will be held jointly with British Smaller Companies VCT2 plc on 29 June 2022 at 1 Great George Street, Westminster, London SW1P 3AA. After the popularity of the webinars over the past couple of years, we will also continue providing these once per year, with the next event planned for December 2022.

Post Balance Sheet Events

Following the year end one new investment and two follow-on investments totalling £1.9 million have been completed.

Board Composition

I am retiring as Chairman at the end of this year's AGM. I am delighted to announce that I will be succeeded by Rupert Cook who has served as a director and Chair of the Investment Committee for five years.

The Board has completed a successful recruitment process and Purvi Sapre joined the Board on 6 June 2022. Purvi has over 15 years' investment experience in the UK and international markets, investing on behalf of debt, equity and impact investment funds. I am delighted to welcome her and I am confident that she will be an excellent addition to the Board.

Ukraine

During the build up to and subsequent to the recent invasion of Ukraine by Russia, we have been closely monitoring the impact of the war on our portfolio. There is minimal direct impact, which has principally been felt in a small number of cases where investee company software development teams have been based in Ukraine. From a business perspective, continuity of supply and service has been secured, although we are aware of a small number of developers who we believe are directly caught in the conflict and our thoughts are with them and all those suffering the humanitarian impact of the war.

Outlook

The current challenges for the UK economy are undoubtedly driving markets towards more defensive positions, cooling some of the valuation multiples in the fast growth sectors in which the Company invests. In this environment, the quality and robustness of the portfolio is tested but is proving generally resilient.

Following the recent fundraise, the Company expects to continue to provide further investment to the portfolio to support investee companies' growth ambitions. The cooling of markets is also expected to provide further opportunities to add growing, innovative companies to the portfolio.

As I retire from the Board at the upcoming AGM, I am pleased with the position in which I leave the Company and wish it, and my Board colleagues, well for continued success in the future.



Helen Sinclair
Chairman

21 June 2022

Objectives and Key Policies

The Company's objective is to maximise Total Return and provide investors with a long-term tax free dividend yield whilst maintaining the Company's status as a venture capital trust.

Investment Policy

The investment strategy of the Company is to invest in UK businesses across a broad range of sectors that blends a mix of businesses operating in established and emerging industries that offer opportunities in the application and development of innovation in their products and services.

These investments will all meet the definition of a Qualifying Investment and be primarily in unquoted UK companies. It is anticipated that the majority of these businesses will be re-investing their profits for growth and the investments will comprise mainly equity investments.

The Company seeks to build a broad portfolio of investments in early stage companies focussed on growth with the aim of spreading the maturity profiles and maximising return as well as ensuring compliance with the VCT guidelines.

Borrowing

The Company does not borrow and has no borrowing facilities, choosing to fund investments from its own resources.

Co-investment

British Smaller Companies VCT plc and British Smaller Companies VCT2 plc (together "the VCTs") typically co-invest in investments, allocating such investments 60 per cent to the Company and 40 per cent to British Smaller Companies VCT2 plc. However, the Board of the Company has discretion as to whether or not to take up its allocation; where British Smaller Companies VCT2 plc does not take its allocation, the Board may opt to increase the Company's allocation in such opportunities.

The VCTs may invest alongside co-investment funds managed by YFM, the Manager of the VCTs. The VCTs have first choice on the initial £4.5 million of all equity investment opportunities meeting the VCT qualifying criteria. Amounts above £4.5 million are allocated two thirds to the VCTs and one third to YFM's co-investment funds.

Asset Mix

Cash which is pending investment in VCT-qualifying securities is primarily held in interest bearing instant access, short-notice bank accounts, money market funds and investment funds listed on a recognised stock exchange (including FCA authorised and regulated UCITS funds).

Remuneration Policy

The Company's policy on the remuneration of its directors, all of whom are non-executive, can be found on page 50.

Other Key Policies

Details of the Company's policies on the payment of dividends, the DRIS and the buy-back of shares are given on page 1. In addition to these the Company's anti-bribery and environmental and social responsibilities policies can be found on page 36.

Processes and Operations

The Manager is responsible for the sourcing and screening of investment opportunities, carrying out suitable due diligence investigations and making submissions to the Board regarding potential investments. Post investment, the Manager works intensively with the businesses and management teams in which the Company is invested, monitoring progress, effecting change and, where applicable, redefining strategies with a view to maximising values through structured exit processes.

The Board approves all investment and divestment decisions save in that new investments up to £250,000 in companies whose securities are traded on a regulated stock exchange and where the decision is required urgently, in which case the Chairman of the Board of Directors, if appropriate, may act in consultation with the Manager.

The Board regularly monitors the performance of the portfolio and the investment requirements set by the relevant VCT legislation. Reports are received from the Manager regarding the trading and financial position of each investee company and senior members of the Manager regularly attend the Company's Board meetings. Monitoring reports are also received at each Board meeting on compliance with VCT regulations so that the Board can monitor that the Venture Capital Trust status of the Company is maintained and take corrective action if appropriate. Monitoring reports carrying out an independent review of this compliance are received twice a year.

The Board reviews the terms of YFM Private Equity Limited's appointment as Manager on a regular basis.

YFM Private Equity Limited has performed investment advisory, management, administrative and secretarial services for the Company since its inception on 28 February 1996. The principal terms of the agreement under which these services are performed are set out in note 3 to the financial statements.

In the opinion of the directors, the continuing appointment of YFM Private Equity Limited as Manager is in the interests of the shareholders as a whole, in view of its experience in managing venture capital trusts and in making, managing and exiting investments of the kind falling within the Company's investment policies.

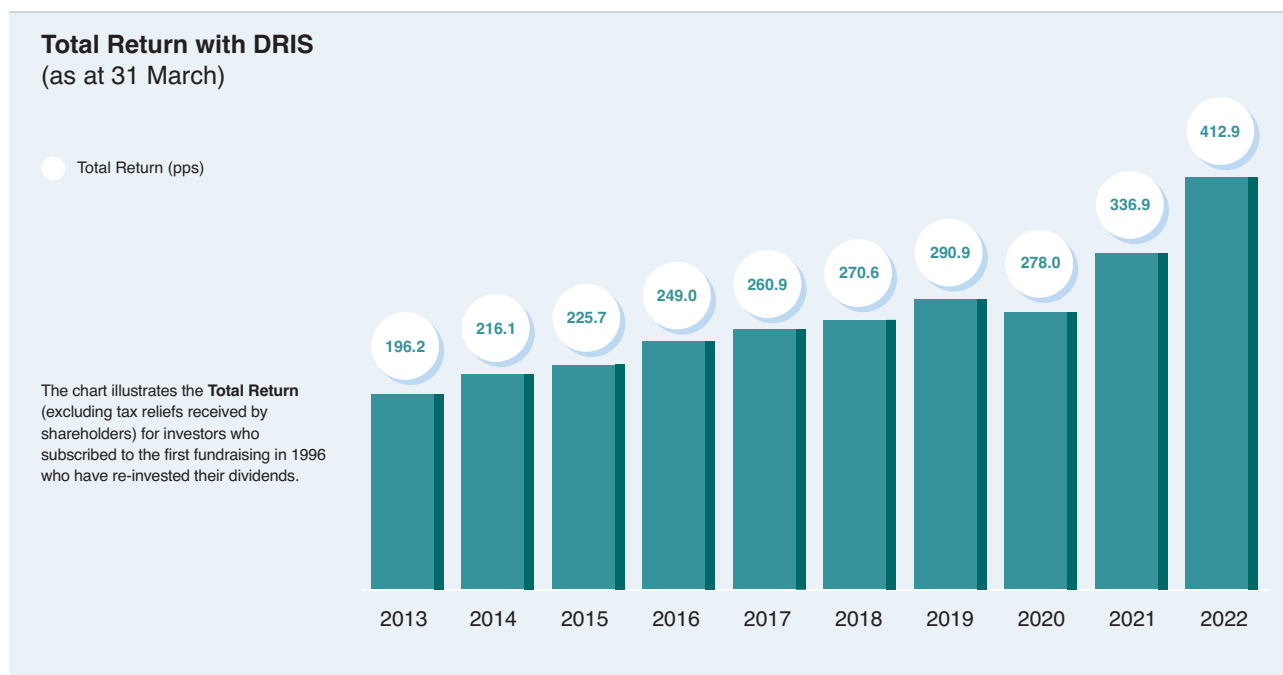
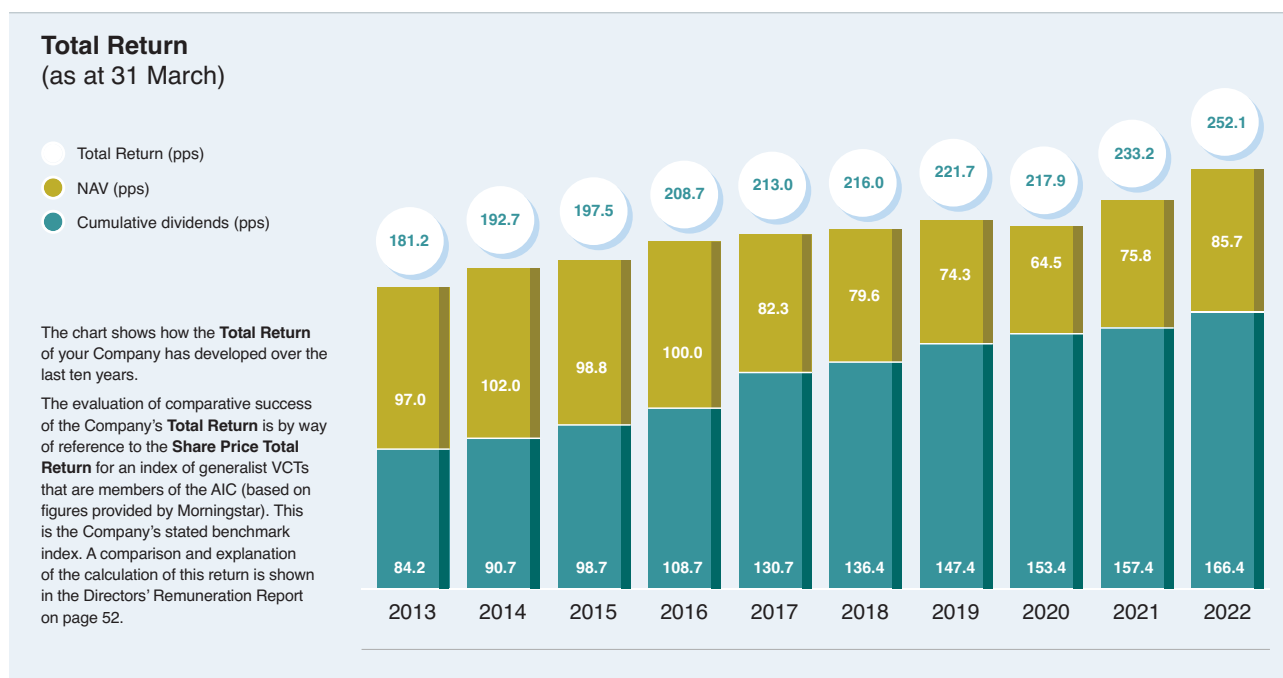
Administration of the Listed Investment Funds Quoted Portfolio

The Company holds a small portfolio of listed investment funds, the purpose of which is to optimise returns from liquid assets while preserving capital value. Reporting to the Manager, this portfolio is managed by Brewin Dolphin Limited on a discretionary basis. The Board receives regular reports on the make-up and market valuation of this portfolio.

Key Performance Indicators

Total Return¹, calculated by reference to the cumulative dividends paid plus net asset value (excluding tax reliefs received by shareholders), is the primary measure of performance in the VCT industry.

¹ Total Return is net of ongoing charges and other costs.



Shareholder Returns Excluding all Tax Reliefs

The Board considers Total Return to be the primary measure of shareholder value. The table below shows the cumulative dividends, the Total Return on each fundraising round per ordinary share and the Internal Rate of Return ("IRR") if a shareholder had not opted to participate in the Company's DRIS. The cumulative dividend, Total Return and IRR figures in this table exclude the benefits of all tax reliefs.

Year of issue	Offer price ¹ Pence	NAV at 31 March 2022 Pence	Cumulative dividends paid since fundraising Pence	Total Return to date ² Pence	IRR ³ %
1996	100.0	85.7	166.4	252.1	5.3%
1997	100.0	85.7	163.4	249.1	5.4%
1998	105.0	85.7	159.7	245.4	5.2%
2005 (C share) ⁴	100.0	96.4	148.3	244.7	7.9%
2006	99.5	85.7	136.0	221.7	8.0%
2007	102.5	85.7	131.5	217.2	8.0%
2008	106.3	85.7	126.5	212.2	7.9%
2010	97.3	85.7	116.5	202.2	10.3%
2011	128.0	85.7	110.2	195.9	6.2%
2012	99.8	85.7	87.2	172.9	8.1%
2013	95.8	85.7	82.2	167.9	9.3%
2014	100.8	85.7	75.7	161.4	8.7%
2015	99.5	85.7	67.7	153.4	9.1%
2016	102.3	85.7	57.7	143.4	7.8%
2017	84.6	85.7	35.7	121.4	9.0%
2019	76.0	85.7	19.0	104.7	12.4%

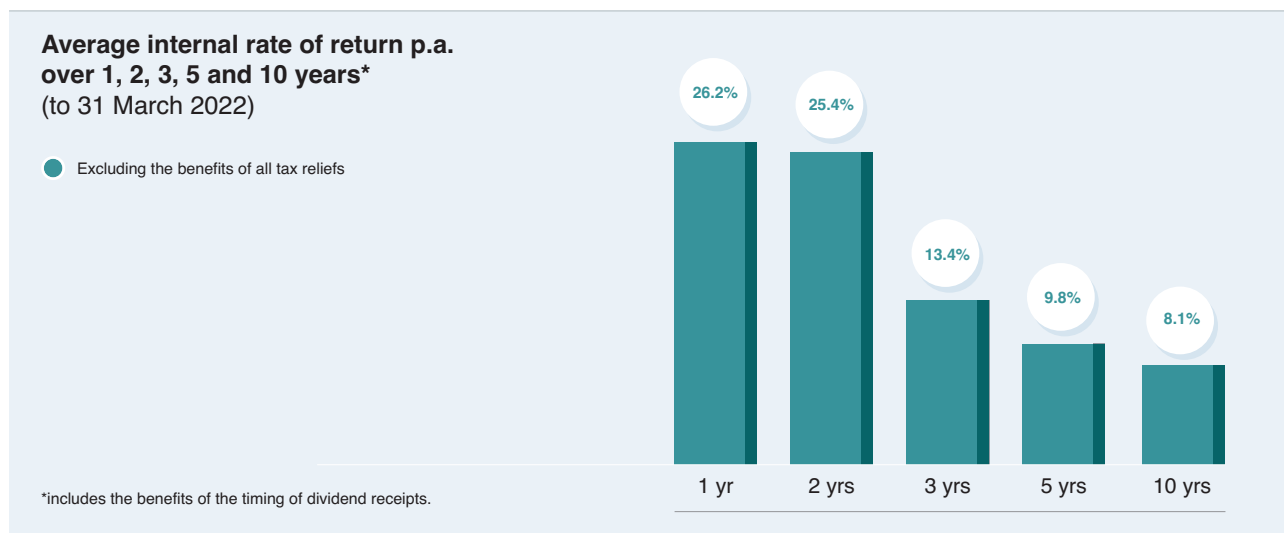
Notes

1. The offer price for the relevant year excluding the benefit of income tax relief available to investors at the time of the offer.
2. Total Return to date is cumulative dividends paid plus the 31 March 2022 net asset value in pence per ordinary share. This is an Alternative Performance Measure.
3. IRR is the unaudited annual rate of return that equates the offer price at the date of the original investment with the value of subsequent dividends plus the 31 March 2022 net asset value per ordinary share. This excludes the benefit of any initial tax relief.
4. All figures have been adjusted for conversion of C shares into ordinary shares in May 2007.

The IRRs shown above are based on fundraisings and offer prices during the relevant calendar year whilst the graph on page 14 shows IRRs over specific financial periods to 31 March 2022.

Key Performance Indicators (continued)

Set out below is the average annual internal rate of return (excluding all tax reliefs) over 1, 2, 3, 5 and 10 years up to 31 March 2022. The average annual internal rate of return is calculated with reference to the cumulative dividends paid plus the unaudited NAV at 31 March 2022.



Expenses

Ongoing Charges

The Ongoing Charges figure, as calculated in line with the AIC recommended methodology, is used by the Board to monitor expenses. This figure shows shareholders the costs of the recurring operational expenses expressed as a percentage of the average net asset value. Whilst based on historical information this provides an indication of the likely level of costs that will be incurred in managing the Company in the future.

	Year to 31 March 2022 (%)	Year to 31 March 2021 (%)
Ongoing Charges figure*	2.02	2.10

* Alternative Performance Measure.

The level of ongoing charges has fallen in the year due to the increased level of net assets and the agreement with the Manager to pay a lower level of management fee of 1 per cent on surplus cash. The ratio is one of the lowest in the industry.

Expenses Cap

The total costs incurred by the Company in the year (excluding any performance related fees, trail commission payable to financial intermediaries and VAT) is capped at 2.9 per cent of the total net asset value as at the relevant year end. The treatment of costs in excess of the cap is described in note 3 on page 71. There was no breach of the expenses cap in the current or prior year.

Compliance with VCT Legislative Tests

A principal risk facing the Company is the retention of its VCT qualifying status. The Board receives regular reports on compliance with the VCT legislative tests from its Manager. In addition, the Board receives formal reports from its VCT Tax Adviser (Philip Hare & Associates LLP) twice a year. The Board can confirm that during the period, all of the VCT legislative tests have been met.

Under Chapter 3 Part 6 of the Income Tax Act 2007, in addition to the requirement for a VCT's ordinary share capital to be listed in the Official List on a European regulated market throughout the period, there are further specific tests that VCTs must meet following the initial three year provisional period.

Income Test

The Company's income in the period must be derived wholly or mainly (70 per cent) from shares or securities.

Retained Income Test

The Company must not retain more than 15 per cent of its income from shares and securities.

Qualifying Investments Test

At least 80 per cent by value of the Company's investments must be represented throughout the period by shares or securities comprised in Qualifying Investments of investee companies.

For shares issued in accounting periods beginning on or after 6 April 2018, at least 30 per cent of those share issues must be invested in Qualifying Investments of investee companies by the anniversary of the accounting period in which those shares are issued.

Eligible Shares Test

At least 70 per cent of the Company's Qualifying Investments must be represented throughout the period by holdings of non-preferential shares.

Investments made before 6 April 2018 from funds raised before 6 April 2011 are excluded from this requirement.

At least 10 per cent of the Company's total investment in each Qualifying Investment must be in eligible shares.

In addition, monies are not permitted to be used to finance buy-outs or otherwise to acquire existing businesses or shares.

Investment Limits

There is an annual limit for each investee company which provides that they may not raise more than £5 million of state aided investment (including from VCTs) in the 12 months ending on the date of each investment (£10 million for Knowledge Intensive Companies).

There is also a lifetime limit that a business may not raise more than £12 million of state aided investment (including from VCTs); the limit for Knowledge Intensive Companies is £20 million.

Maximum Single Investment Test

The value of any one investment must not, at any time in the period, represent more than 15 per cent of the Company's total investment value. This is calculated at the time of investment and updated should there be further additions; as such, it cannot be breached passively.

The Board can confirm that during the period, all of the VCT legislative tests set out above have been met, where required.

Further restrictions placed on VCTs are:

Dividends from Cancelled Share Premium

The Finance Act 2014 introduced a restriction with respect to the use of monies in respect of VCTs. In particular, no dividends can be paid out of cancelled share premium arising from shares allotted on or after 6 April 2014 until at least three full financial years have elapsed from the date of allotment.

Other

No more than seven years can have elapsed since the first commercial sale achieved by the business (ten years in the case of a Knowledge Intensive Company), unless:

- a. The business has previously received an investment from a source that has received state aid; or
- b. The investment comprises more than 50 per cent of the average of the previous five years' turnover and the funds are to be used in the business to fund growth into new product markets and/or new geographies.

Wherever possible, the Company self-assures that an investment is a Qualifying Investment, subject to the receipt of professional advice.

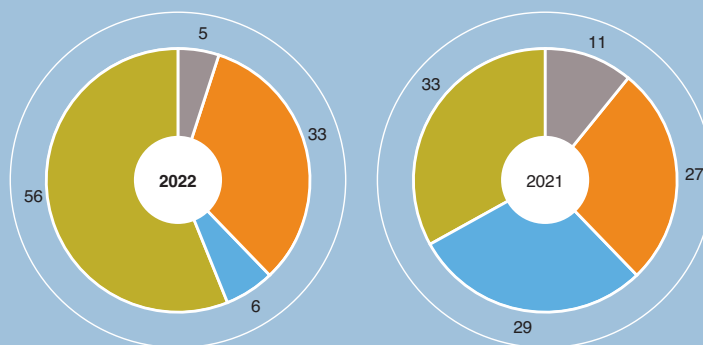
Portfolio Structure and Analysis

Portfolio Structure

This illustrates the broad range of the portfolio, with 62 per cent of the portfolio by valuation being held for more than three years, whilst 90 per cent is held at cost or above. 21 per cent of the portfolio's value is held in financial instruments, although loans now account for only five per cent of the value.

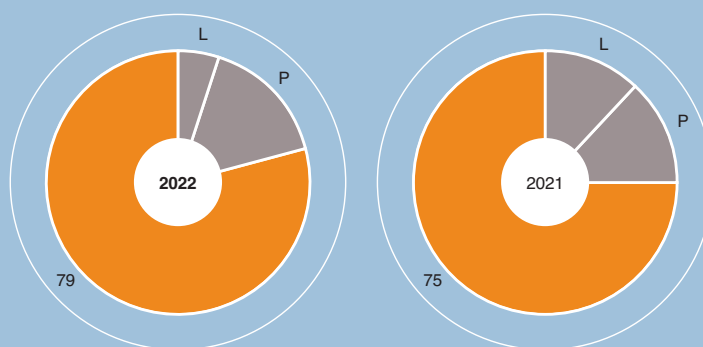
AGE OF INVESTMENTS (%)

- Less than 1 year
- Between 1 and 3 years
- Between 3 and 5 years
- Greater than 5 years



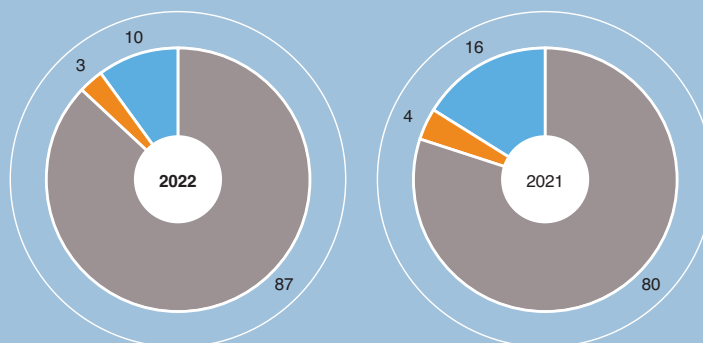
INVESTMENT INSTRUMENT (%)

- Loan
 - Preference shares
 - Ordinary shares
- } 2022 - 21%
} 2021 - 25%



VALUE COMPARED TO COST (%)

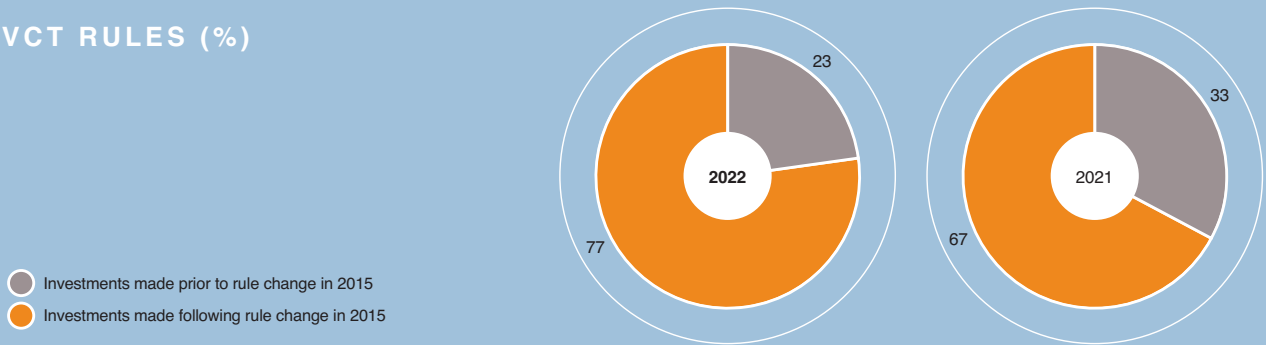
- Value above cost
- At cost
- Value below cost



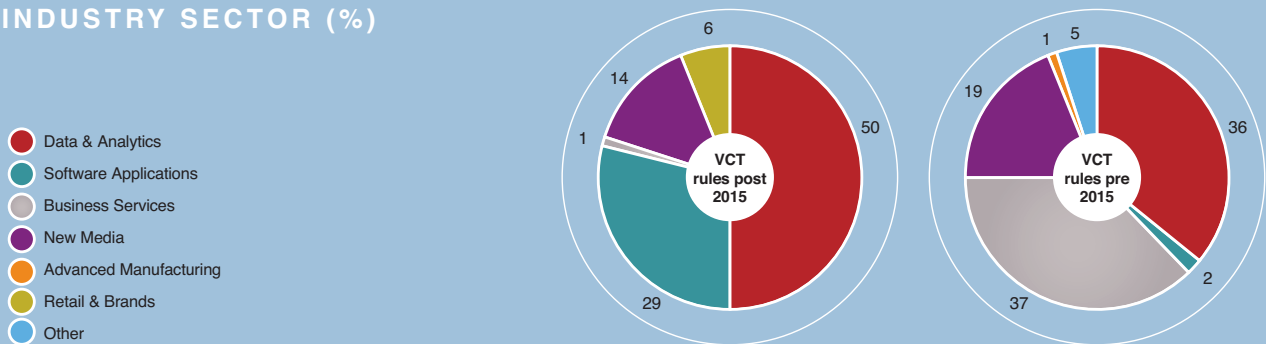
Portfolio Analysis

Also included below is a profile of the portfolio by industry sector and the breakdown of the portfolio between investments made before and after the VCT rule changes in 2015.

VCT RULES (%)



INDUSTRY SECTOR (%)



Investment Review

The portfolio delivered a strong performance in the year, with a return of £30.5 million on the opening value of £73.9 million.

The movements in the investment portfolio, are set out in Table A below:

Table A
Investment Portfolio

	Portfolio £million	Listed Investment Funds £million	Total £million
Opening fair value at 1 April 2021	73.9	4.8	78.7
Additions	9.8	0.8	10.6
Disposal proceeds*	(13.0)	(1.0)	(14.0)
Valuation movement including realised gains	30.5	0.1	30.6
Closing fair value at 31 March 2022	101.2	4.7	105.9

* excluding deferred consideration

At 31 March 2022 the portfolio was valued at £101.2 million, representing 63.4 per cent of net assets (67.0 per cent at 31 March 2021). The listed investment funds were valued at £4.7 million, representing 2.9 per cent of net assets (4.4 per cent at 31 March 2021). Cash, cash equivalents and current asset investments at 31 March 2022 of £53.4 million represented 33.5 per cent of net assets (27.3 per cent at 31 March 2021).

The Portfolio

<p>£101.2 million</p> <p>Fair value of the portfolio (2021: £73.9 million)</p>	<p>23</p> <p>Number of portfolio companies with a value of more than £1.0 million (2021: 21)</p>	<p>£0.9 million</p> <p>Income from the portfolio (2021: £1.0 million*)</p>	<p>£9.8 million</p> <p>Level of investment (2021: £8.5 million)</p>	<p>£30.5 million</p> <p>Return from portfolio (2021: £22.2 million*)</p>
--------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------

* excluding exceptional dividend of £2.9 million received from ACC Aviation.

The portfolio has performed well during the period, adding £30.5 million of value on the opening fair value of £73.9 million. The composition of investments continues to show its dynamism, with £9.8 million invested in the period and cash proceeds of £13.2 million received.

The top ten investments had a combined value of £72.0 million at 31 March 2022, 71.1 per cent of the total portfolio (65.4 per cent at 31 March 2021).

Fair value changes

Table B
Gain from Investment Portfolio

	£million	%
Gain in fair value from the portfolio	25.4	83
Gain on disposal over opening value from the portfolio	5.1	17
Gain arising from the portfolio	30.5	100
Gain in value of other investments	0.1	
Gain arising from the investment portfolio	30.6	

The current portfolio delivered a value gain of £25.4 million in the year. While Matillion has been a significant driver of value, it is pleasing to see the fair value increases arising across a range of companies, including established portfolio companies such as Springboard and DisplayPlan, tech-focused businesses such as Unbiased, Outpost, Force24, Elucidat and Wooshii as well as companies benefiting from the ongoing post-pandemic recovery of the retail sector, such as Tonkotsu and Frescobol. The case study on page 24 gives more information on the investment in Springboard.

Some decreases in value have been seen; Arraco and Arcus Global have both struggled somewhat over the past 12 months, but we continue to work closely with the companies' management teams to navigate their current challenges.

A further £5.1 million of value arose from investments which were realised in the year, including the partial realisation of Matillion (£2.6 million), and Deep Secure (£2.4 million).

Other Significant Investment Movements

Investments

During the year ended 31 March 2022, the Company completed nine investments, totalling £9.7 million. This comprised two new investments of £5.1 million and seven follow-on investments of £4.6 million. The analysis of these investments is shown in Table C. The case study on page 24 gives more information on the Company's recent investment, Relative Insight.

Table C
Investments

Company	New £million	Investments made Follow-on £million	Total £million
Relative Insight	3.0	-	3.0
Vuealta	2.1	-	2.1
Wooshii	-	1.5	1.5
SharpCloud	-	1.2	1.2
Sipsynergy	-	0.9	0.9
Other follow-on investments	-	1.0	1.0
Invested in the year	5.1	4.6	9.7
Capitalised income			0.1
Total portfolio additions in the year			9.8
Other investments			0.8
Total additions in the year			10.6

Investment Review (continued)

Disposal of Investments

During the year to 31 March 2022, the Company received proceeds from disposals and loan repayments from the portfolio of £13.2 million, a gain of £5.1 million over the opening carrying value and £7.8 million over cost. This included the very successful realisation of Deep Secure and the partial realisation of Matillion. The Company's investments in Friska and Harris Hill were disposed of for minimal proceeds; the investments had been fully written down in previous periods.

Table D
Disposal of Investments

	Net proceeds from sale of investments £million	Opening value 31 March 2021 £million	Gain on opening value £million
Unquoted investments	13.0	7.9	5.1
Deferred proceeds	0.2	0.2	-
Total from portfolio	13.2	8.1	5.1
Listed investment funds	1.1	1.1	-
Total from investment portfolio	14.3	9.2	5.1

Further analysis of all investments sold in the year can be found in note 7 to the financial statements on page 78.

Investment Portfolio Composition

As at 31 March 2022, the portfolio was valued at £101.2 million. An analysis of the movements in the year is shown on page 75.

The portfolio has 23 investments valued above £1.0 million, compared to 21 a year earlier, with the single largest investment, Matillion, representing 17.6 per cent of the net asset value.

The charts on pages 16 and 17 show the diversity of the portfolio, splitting it by industry sector, age of investment, investment instrument and the valuation compared to cost.

Under the revised VCT legislation it is no longer possible to deposit funds for longer than seven days which means that cash deposits must be available on very short notice. The Board and the Manager continually review opportunities to generate a higher level of income, without significantly changing the risk profile of the funds held.

As part of this, the Company holds a small diversified quoted portfolio of listed investment funds. During the period, this portfolio generated income for the Company of £0.1 million (2021: £0.1 million). At 31 March 2022,

this quoted portfolio was valued at £4.7 million, or 2.9 per cent of net assets (£4.8 million, or 4.4 per cent at 31 March 2021). The overall valuation increase during the year from the quoted portfolio was £0.1 million. Following a review of the composition of the quoted portfolio, assets with an original cost of £1.1 million were realised during the year for proceeds of £1.1 million, of which £0.8 million had been reinvested in the quoted portfolio at 31 March 2022.

In addition, the Company has also invested into a number of money market funds which can be converted back into cash with immediate notice. These funds are included within Current Asset Investments as disclosed in note 9 to the financial statements. At 31 March 2022, these funds were valued at £7.5 million, or 4.7 per cent of net assets (£2.5 million, or 2.3 per cent at 31 March 2021).

Valuation Policy

Unquoted investments are valued in accordance with both IFRS 13 'Fair Value Measurement' and International Private Equity and Venture Capital Guidelines, December 2018 edition (IPEV Guidelines).

Initially, at the first quarter-end following investment, unquoted investments are valued at the price of the funding round; following this, the valuation switches to a new primary basis for all subsequent periods.

The valuation methodology applied depends upon the facts and circumstances of each individual investment. This may be with reference to revenue multiples, earnings multiples, net assets, discounted cash flows or calibrated from the price of the most recent investment.

Quoted investments are valued at bid price.

The full valuation policy is set out in note 1 on pages 66 and 67.

Table E shows the value of unquoted investments within each valuation category as at 31 March 2022.

With continued investment in earlier stage businesses that are investing for growth, an increasing proportion of portfolio valuations are based on revenue multiples.

Table E
Valuation Policy

	Valuation £million	2022 % of portfolio by value	2021 % of portfolio by value
Revenue multiple	72.9	72	68
Earnings multiple	20.9	21	25
Cost or price of recent investment, reviewed for change in fair value	3.3	3	3
Discounted cashflow	2.2	2	-
Net assets, reviewed for change in fair value	1.9	2	4
Total – portfolio	101.2	100	100

Sustainable Investment and Environmental, Social and Governance (“ESG”) Management

The Company backs small UK businesses to help them to grow and produce strong financial returns for shareholders with the additional aim of building better businesses that are ultimately more sustainable.

In order to deliver more sustainable businesses, and to meet its commitments under the Principles for Responsible Investment (PRI), the Manager has continued to develop its processes in this area. The Manager’s approach is based on the belief that good businesses:

These aims are consistent with the Company’s financial aims because businesses which improve in these areas also strengthen their resilience and value creation potential through their increased attractiveness to customers, employees, suppliers and eventual future owners and investors.



Grow our economy



Improve our society



Value their people



Protect the environment

Investment Review (continued)

Sustainable Investment Principles

This set of principles guides the Manager's investment process:

- > To seek to understand the ESG related impacts and potential impacts of investments, aiming to grow and enhance positive impacts and to avoid, reduce or minimise any negative impacts over an investment's lifetime, leaving them overall better businesses;
- > To play a positive role in the investor, business and wider communities by promoting good practice in ESG management, and by being transparent in the way that investments are made and how the Manager behaves;
- > To increase focus on the challenge of climate change both as it may be affected by our investments, and as it may impact on them and their resilience to possible climate change scenarios;
- > To show leadership by managing the Manager's own business' ESG impacts to the best of their ability; and
- > To be a proactive signatory to the PRI and to integrate its principles into the Manager's business practices.

In line with the PRI the Manager has developed processes to help the portfolio businesses to be better in each of these spheres, by assessing them in terms of creating positive impacts and outcomes and preventing or minimising negative ones.

The Manager has more recently developed and integrated its ESG management processes, which are:

> Pre-investment Phase

Structured processes at the pre-investment stage to identify areas of potential ESG improvement as part of the due diligence and pre-investment deliberations. Appropriate data is collected and assessed on each business against ESG criteria at the point of investment as a benchmark against which to evaluate future progress.

> Portfolio Phase

For those investments made since 2020, based on the data collected at the point of investment at the start of the portfolio phase, bespoke areas for improvement are agreed with each management

team together with consequent objectives and targets. A similar process has been applied to the significant majority of investments made prior to 2020. Improvements are then measured and recorded against a set of ESG criteria using the Manager's bespoke ESG framework, refreshing targets annually and placing focus on any new issues as they become more material in the management of the company and in meeting the expectations of its stakeholders.

> Reporting

Annual reports will be produced, using the Manager's ESG framework for consistency, recording the relevant initiatives, impacts and ESG KPI performance of each company and providing an overview of progress across the Manager's portfolios.

Note that Investment Companies are not within scope for reporting under the Task Force on Climate-Related Financial Disclosures (TCFD); and the Company does not use more than 40,000kWh of energy and therefore is not required to report on its energy usage within Streamlined Energy and Carbon Reporting regulations.

ESG performance data and reporting

ESG KPI data analysis

The Manager has developed its ESG KPI data collation process. They have established a data set reflecting the above ESG themes and a means of collecting this to make year on year comparisons for each company and across the portfolio. Where possible baseline data has been collected from the date of investment with a view to showing where the Manager's support has made a difference during the hold period to the reporting date.

Annual company specific ESG performance progress report

The reviews that the Manager has been conducting enabled the identification of relative strengths and weaknesses and agreement of programmes of action with each business.

In 2021 the Manager has moved to recording annual updates and agreed actions in a more visual and detailed report on both qualitative and quantitative aspects of each company's progress. As well as using this for portfolio reporting to investors it will be used as an engagement tool with the senior management teams of each company.

2021 ESG KPI Report for Investments held in YFM's VCT funds



Growing our economy

- > £31.3 million of R&D investment during 2021
- > £37.8 million of export sales achieved in 2021



Improving our society

- > 95 per cent of companies were independently chaired in 2021
- > 40 per cent of companies had female directors on boards, with 25 per cent having a female CEO
- > 25 per cent of businesses had a designated board member with responsibility for improving ESG issues



Valuing our people

- > 30 per cent of the portfolio workforce was female in 2021
- > 866 new jobs were created from date of investment to 2021
- > 65 per cent had mental wellbeing programmes in place and 55 per cent held regular employee engagement surveys
- > Over 22,000 hours of training was given to employees



Protecting our environment

- > 60 per cent of companies had active carbon reduction strategies (up from 15 per cent at investment)
- > 25 per cent offset all or a defined portion of their carbon impact
- > But only 15 per cent formally measure their carbon footprint

Summary and Outlook

It has been pleasing to see the continued positive progression of the portfolio during the year, both from the continued growth of the Company's technology-enabled and software-focused investments, but also from the recovery of businesses which were heavily impacted by the pandemic.

We continue to help all of our companies navigate a fluid economic environment, with many facing obstacles relating to inflation, hiring of talent and an ever-changing political landscape.

Despite these challenges, we continue to see a strong pipeline of potential investments in a range of growth companies, as well as opportunities to further support the continued growth of the current portfolio. We thank investors for their ongoing support from the Company's January 2022 fundraising, and are looking forward to putting the funds raised to work.

David Hall
YFM Private Equity Limited

21 June 2022

Case Studies



AMOUNT INVESTED BY THE COMPANY

£3.0 million

THE BUSINESS AT INVESTMENT

AI-based text data analytics platform generating insights for digital marketing, consumer analytics and customer experience

THE INVESTMENT

Growth capital to expand operations in the US and strengthen new product development to drive new sales and upsell to brand and agency clients

RATIONALE FOR THE DEAL

A scaling SaaS business with a differentiated proposition in a large and rapidly growing market

SINCE INVESTMENT

We have introduced two sector experts to the board who have supplemented a strong executive team and will help management deliver their plans. We are also supporting the team in developing their plans to expand in the US and scale the organisation. In the year to 31 March 2022 the business has continued its strong growth nearly doubling ARR in a 12 month period

AMOUNT INVESTED BY THE COMPANY

£3.0 million

THE BUSINESS AT INVESTMENT

UK's market leading provider of retail footfall data for high streets, shopping centres and retail parks

THE INVESTMENT

Growth capital to expand into the US market and broaden the service and product offerings

RATIONALE FOR THE DEAL

To build a high growth and profitable international business with strong recurring revenues and providing strategic value to its customers through data insights

SINCE INVESTMENT

Revenues have more than doubled, with around 95 per cent now recurring and 35 per cent in the US, and 20 per cent EBITDA. They have developed AI camera technologies to provide reliable, valuable insights into consumer behaviour

Portfolio Summary

at 31 March 2022

Page No	Name of company	Date of initial investment	Location	Industry Sector	Current cost £000	Valuation at 31 March 2022 £000	Proceeds to date £000	Realised & unrealised value to date* £000
28	Matillion Limited	Nov-16	Manchester	Data & Analytics	1,778	28,053	7,071	35,124
28	Springboard Research Holdings Limited	Oct-14	Milton Keynes	Data & Analytics	2,822	6,638	180	6,818
29	Unbiased EC1 Limited	Dec-19	London	Software Applications	2,946	6,230	-	6,230
29	Wooshii Limited	May-19	London	New Media	3,660	5,098	-	5,098
29	Intelligent Office UK (IO Outsourcing Limited t/a Intelligent Office)	May-14	Alloa	Business Services	2,934	5,051	-	5,051
30	Elucidat Ltd	May-19	Brighton	Software Applications	2,700	4,634	-	4,634
30	DisplayPlan Holdings Limited	Jan-12	Stevenage	New Media	130	4,393	1,521	5,914
30	SharpCloud Software Limited	Oct-19	London	Data & Analytics	3,407	4,298	-	4,298
31	Force24 Ltd	Nov-20	Leeds	Software Applications	2,400	3,997	-	3,997
31	ACC Aviation Group Limited**	Nov-14	Reigate	Business Services	220	3,641	1,848	5,489
	Outpost VFX Limited	Feb-21	Bournemouth	New Media	1,500	3,310	-	3,310
	Relative Insight Limited	Mar-22	Lancaster	Data & Analytics	3,000	3,000	-	3,000
	Tonkotsu Limited	Jun-19	London	Retail & Brands	2,388	2,496	-	2,496
	Vuealta Group Limited	Sep-21	London	Software Applications	2,099	2,308	-	2,308
	Ncam Technologies Limited	Mar-18	London	New Media	2,512	2,213	131	2,344
	Vypr Validation Technologies Limited	Jan-21	Manchester	Data & Analytics	1,500	2,148	-	2,148
	Sipsynergy (via Hosted Network Services Limited)	Jun-16	Hampshire	Software Applications	2,654	2,096	-	2,096
	KeTech Enterprises Limited	Nov-15	Nottingham	Data & Analytics	10	1,926	1,775	3,701
	Frescobol Carioca Ltd	Mar-19	London	Retail & Brands	1,800	1,811	-	1,811
	Traveltek Group Holdings Limited	Oct-16	East Kilbride	Software Applications	1,715	1,549	-	1,549
	Arcus Global Limited	May-18	Cambridge	Software Applications	3,075	1,365	-	1,365
	Panintelligence (via Paninsight Limited)	Nov-19	Leeds	Data & Analytics	1,500	1,125	-	1,125
	e2E Engineering Limited	Sep-17	Welwyn Garden City	Business Services	900	1,078	-	1,078
	Other investments £0.75 million and below				11,615	2,701	8,469	11,170
	Current investments				59,265	101,159	20,995	122,154
	Full disposals to date				60,761	-	114,275	114,275
	Total portfolio				120,026	101,159	135,270	236,429

* represents proceeds received to date plus the unrealised valuation at 31 March 2022.

** additional ordinary dividends of £2.9 million have also been received.

Summary of Portfolio Movement

since 31 March 2021

Name of Company	Investment valuation at 31 March 2021 £000	Disposal proceeds £000	Additions including capitalised income £000	Valuation gains including profits (losses) on disposal £000	Investment valuation at 31 March 2022 £000
Matillion Limited	15,658	(4,967)	-	17,362	28,053
Unbiased EC1 Limited	4,026	-	-	2,204	6,230
Outpost VFX Limited	1,500	-	-	1,810	3,310
Force24 Ltd	2,902	-	-	1,095	3,997
Elucidat Ltd	3,587	-	-	1,047	4,634
Wooshii Limited	2,617	-	1,500	981	5,098
Tonkotsu Limited	1,551	-	-	945	2,496
Frescobol Carioca Ltd	907	-	-	904	1,811
Vypr Validation Technologies Limited	1,500	-	-	648	2,148
Traveltek Group Holdings Limited	1,111	-	-	438	1,549
e2E Engineering Limited	697	-	-	381	1,078
SharpCloud Software Limited	2,720	-	1,217	361	4,298
Vuealta Group Limited	-	-	2,099	209	2,308
Other investments £0.75 million and below	202	-	240	58	500
Panintelligence (via Paninsight Limited)	1,125	-	-	-	1,125
Relative Insight Limited	-	-	3,000	-	3,000
Ncam Technologies Limited	2,229	(131)	262	(147)	2,213
Sipsynergy (via Hosted Network Services Limited)	1,470	-	883	(257)	2,096
Arcus Global Limited	3,124	-	150	(1,909)	1,365
Arraco Global Markets Limited	2,297	-	300	(2,477)	120
Investments made after November 2015	49,223	(5,098)	9,651	23,653	77,429
Deep-Secure Ltd	4,121	(6,560)	-	2,439	-
Springboard Research Holdings Limited	4,180	-	89	2,369	6,638
DisplayPlan Holdings Limited	2,742	-	-	1,651	4,393
KeTech Enterprises Limited	2,725	(1,275)	-	476	1,926
Intelligent Office UK (IO Outsourcing Limited t/a Intelligent Office)	4,698	-	-	353	5,051
ACC Aviation Group Limited	3,298	-	-	343	3,641
Other investments £0.75 million and below	2,918	(72)	-	(765)	2,081
Investments made prior to November 2015	24,682	(7,907)	89	6,866	23,730
Total investments	73,905	(13,005)	9,740	30,519	101,159

Investee Company Information



Data & Analytics



Software Applications



New Media



Business Services



Retail and Brands



Advanced Manufacturing



Other



Portfolio

The top 10 investments had a combined value of £72.0 million, 71.1 per cent of the total portfolio.

Matillion Limited Manchester

Matillion is a leading provider of cloud-based data extraction and transformation tools. The company helps businesses interpret their data in the cloud for insight and decision making and is headquartered in Manchester with offices in Denver, Seattle and New York.

www.matillion.com



Cost:	£1,778,000
Valuation:	£28,053,000
Date of initial investment:	November 2016
Equity held:	2.4%
Valuation basis:	Revenue multiple



Year ended 31 December	2020 \$million	2019 \$million
Revenue	29.98	16.05
LBITA	(11.57)	(16.43)
Loss before tax	(11.89)	(15.53)
Retained losses	(36.88)	(24.83)
Net assets	22.89	33.18

Springboard Research Holdings Limited Milton Keynes

Springboard Research is the leading provider of performance insights for the retail industry across Europe and North America. The company has seen a significant increase in usage of its products as the industry reacts to the new retail environment created by Covid-19.

www.spring-board.info



Cost:	£2,822,000
Valuation:	£6,638,000
Date of initial investment:	October 2014
Equity held:	19.4%
Valuation basis:	Revenue multiple
Interest:	£69,306 (2021 £130,001)
Dividends:	£88,704 (2021 £88,704)



Year ended 31 December	2020 £million	2019 £million
Revenue	7.39	6.34
EBITA	1.77	0.50
Profit (loss) before tax	0.51	(0.70)
Retained losses	(3.14)	(3.46)
Net liabilities	(0.01)	(0.33)

Unbiased EC1 Limited

London

Unbiased is a technology-enabled marketplace that connects consumers to Independent Financial Advisers, Mortgage Brokers and Accountants. The company has a strong, well-established position and brand awareness in the IFA market with a high level of recurring subscription income from the thousands of professionals in their network.

www.unbiased.co.uk



Cost:	£2,946,000
Valuation:	£6,230,000
Date of initial investment:	December 2019
Equity held:	15.9%
Valuation basis:	Revenue multiple

Year ended 30 September	2021 £million	2020 £million
Revenue	5.73	5.02
LBITA	(0.58)	(0.84)
Loss before tax	(1.09)	(1.10)
Retained losses	(1.88)	(0.96)
Net assets	2.69	3.62

Wooshii Limited

London

Wooshii is a global video production agency using technology to manage a geographically distributed network of creative professionals. The company offers clients the convenience and quality of a traditional video marketing agency combined with cutting edge video management tools. It has an impressive client list including Coca Cola, Google, Microsoft and Amazon.

www.wooshiivideoagency.com



Cost:	£3,660,000
Valuation:	£5,098,000
Date of initial investment:	May 2019
Equity held:	19.9%
Valuation basis:	Revenue multiple
Dividends:	£151,755 (2021 £97,200)

Year ended 31 March	2021* £million	2020* £million
Revenue	2.63	2.18
LBITA	(1.07)	(1.73)
Loss before tax	(1.24)	(1.87)
Retained losses	(4.52)	(3.39)
Net liabilities	(2.95)	(1.83)

* Unaudited

Intelligent Office UK (IO Outsourcing Limited t/a Intelligent Office)

Alloa

Intelligent Office UK is a leading provider of support services to the legal sector. The company has more than 900 employees in over 60 client sites across the UK, as well as four onshore shared services centres.

www.intelligentofficeuk.com



Cost:	£2,934,000
Valuation:	£5,051,000
Date of initial investment:	May 2014
Equity held:	26.7%
Valuation basis:	Earnings multiple
Interest:	£58,973 (2021 £58,973)
Dividends:	£91,340 (2021 £91,090)

Year ended 30 September	2021 £million	2020 £million
Revenue	28.05	27.55
EBITA	1.23	1.42
Profit before tax	0.08	0.27
Retained losses	(4.04)	(3.90)
Net assets	1.51	1.64

Elucidat Ltd

Brighton

Elucidat provides a cloud-based e-learning authoring platform which allows its customers to drive down the cost of producing business-critical training. The company has impressive customer retention and a client list including Tesco, Target and Walmart.

www.elucidat.com



Cost:	£2,700,000
Valuation:	£4,634,000
Date of initial investment:	May 2019
Equity held:	12.2%
Valuation basis:	Revenue multiple
Interest:	£30,000 (2021 £8,712)



Year ended 31 December	2020 £million	2019* £million
Revenue	3.00	1.42
LBITA	(0.49)	(0.24)
Loss before tax	(0.92)	(0.41)
Retained losses	(1.12)	(0.40)
Net assets	2.41	3.12

* unaudited 7 months to 31 December 2019

DisplayPlan Holdings Limited

Stevenage

Displayplan specialises in creating and delivering permanent in-store “point of purchase” display and fixtures. It provides a complete retail display consultancy service from concept through to design, sourcing and final installation. Clients include M&S, Sainsburys and Nike.

www.displayplan.com

Cost:	£130,000
Valuation:	£4,393,000
Date of initial investment:	January 2012
Equity held:	22.3%
Valuation basis:	Earnings multiple
Dividends:	£136,500 (2021 £113,750)



Year ended 31 December	2020 £million	2019 £million
Revenue	18.01	14.78
EBITA	1.40	0.63
Profit before tax	1.22	0.46
Retained profits	6.54	5.85
Net assets	6.95	6.25

SharpCloud Software Limited

London

SharpCloud provides a leading decision making platform for managers. It provides the ability to aggregate fragmented data into easily interpretable top-down output that shortens decision making cycles and eliminates decision waste.

www.sharpcloud.com

Cost:	£3,407,000
Valuation:	£4,298,000
Date of initial investment:	October 2019
Equity held:	19.5%
Valuation basis:	Revenue multiple



Year ended 31 December	2020* £million	2019* £million
Revenue	1.65	1.24
LBITA	(2.09)	(0.58)
Loss before tax	(2.20)	(0.74)
Retained losses	(3.25)	(0.87)
Net assets	0.74	3.12

* Unaudited

Force24 Ltd
Leeds

Force24 provides personalised cloud-based marketing automation technology trusted by over 350 businesses including household brands such as Michelin, Tarmac and Children In Need.

www.force24.co.uk



Cost:	£2,400,000
Valuation:	£3,997,000
Date of initial investment:	November 2020
Equity held:	17.1%
Valuation basis:	Revenue multiple



Year ended 31 December	2020 £million	2019 £million
Revenue	3.48	2.98
(LBITA) EBITA	(0.38)	0.23
Loss before tax	(0.66)	(0.01)
Retained (losses) profits	(0.22)	0.63
Net assets	3.59	0.82

ACC Aviation Group Limited
Reigate

ACC Aviation is the market leader in airline-to-airline “wet lease” brokerage and associated services. The company serves clients globally in all aspects of aircraft charter, leasing, interiors, and aviation support.

www.accaviation.com



Cost:	£220,000
Valuation:	£3,641,000
Date of initial investment:	November 2014
Equity held:	27.6%
Valuation basis:	Earnings multiple
Dividends:	£nil (2021 £2,897,000)



Year ended 31 December	2020 £million	2019 £million
Revenue	34.91	175.90
(LBITA) EBITA	(0.67)	12.24
(Loss) profit before tax	(3.75)	9.27
Retained profits	12.28	8.04
Net assets	12.30	26.21

Risk Factors

The Board carries out a regular review of the risk environment in which the Company operates. The emerging and principal risks and uncertainties identified by the Board and techniques used to mitigate these risks are set out in this section.

The Covid-19 pandemic and the current conflict in Ukraine have created heightened uncertainty for the Company, but the Board does not consider that it has changed the nature of the principal risks. The Board considers that the present processes for mitigating those risks remain appropriate.

The Board seeks to mitigate its emerging and principal risks by setting policy, regularly reviewing performance and monitoring progress and compliance. In the mitigation and management of these risks, the Board rigorously applies the principles detailed in section 4: “Audit, Risk and Internal Control” of The UK Corporate Governance Code issued by the Financial Reporting Council in July 2018. Details of the Company’s internal controls are contained in the Corporate Governance Internal Control section on pages 48 and 49 and further information on exposure to risks, including those associated with financial instruments, can be found in note 17a of the financial statements.

Loss of Approval as a VCT

Risk – The Company must comply with Chapter 3 Part 6 of the Income Tax Act 2007, which allows it to be exempted from corporation tax on capital gains. Any breach of these rules may lead to the Company losing its approval as a VCT, which would result in qualifying shareholders who have not held their shares for the designated holding period having to repay the income tax relief they obtained, while future dividends paid by the Company would be subject to tax. The Company would also lose its exemption from corporation tax on capital gains.

Mitigation – One of the Key Performance Indicators monitored by the Company is the compliance with legislative tests. These tests are closely monitored by the Manager on an ongoing basis and regularly reported to and reviewed by the Board. The Company also makes use of external experts, who review the Company’s compliance with VCT rules on a regular basis. Details of how the Company manages these requirements can be found under the heading “Compliance with VCT Legislative Tests” on pages 14 and 15.

Economic

Risk – Events such as recession and interest rate fluctuations, which may include factors arising from geopolitical shocks, could affect investee companies’ performance and valuations.

Mitigation – As well as the response to the ‘Investment and Strategic’ risk on page 33, the Company has a clear investment policy (summarised on page 10) and a diversified portfolio operating in a range of sectors. The Manager actively monitors investee company performance, which provides quality information for monthly reviews of the portfolio. The Manager ensures that the portfolio has plans to manage the impact of economic risk.

Investment and Strategic

Risk – Inappropriate strategy, poor asset allocation or consistently weak stock allocation may lead to underperformance and poor returns to shareholders. The quality of enquiries, investments, investee company management teams and monitoring, and the risk of not identifying investee company difficulties may lead to underperformance by the Company and poor returns to shareholders.

Mitigation – The Board reviews strategy annually. At each of the Board meetings, the directors review the appropriateness of the Company's objectives and stated strategy in response to changes in the operating environment and peer group activity.

The Manager carries out due diligence on potential investee companies and their management teams and utilises external reports where appropriate to assess the viability of investee businesses before investing. Wherever possible, a non-executive director will be appointed to the board of the investee company on behalf of the Company.

Regulatory

Risk – The Company is required to comply with the Companies Act 2006, the rules of the UK Listing Authority, the Financial Conduct Authority's Prospectus Rules and UK adopted international accounting standards; it is also subject to the AIFMD EU Exit Regulations. Breach of any of these might lead to suspension of the Company's Stock Exchange listing, financial penalties or a qualified audit report.

Mitigation – The Manager and the Company Secretary have procedures in place to ensure recurring Listing Rules requirements are met and actively consult with brokers, solicitors and external compliance advisers as appropriate.

The Manager ensures that it hires suitably qualified members of staff who are experienced with regulatory requirements and relevant accounting standards.

The key controls around regulatory compliance are explained on pages 48 and 49.

Reputational

Risk – Inadequate or failed controls might result in breaches of regulations or loss of shareholder trust.

Mitigation – The Board is comprised of directors with suitable experience and qualifications who report annually to the shareholders on their independence. The Manager is well-respected, with a proven track record. It has a formal recruitment process to employ experienced investment staff. Allocation rules relating to co-investments with other funds managed by the Manager have been agreed between the Manager and the Company. Advice is sought from external advisors where required. Both the Company and the Manager maintain appropriate insurances.

Operational

Risk – Failure of the Manager's and administrator's accounting systems or disruption to its business might lead to an inability to provide accurate reporting and monitoring.

Mitigation – The Manager has a documented business continuity plan, which provides for back-up services in the event of a system breakdown. The Manager's systems are protected against viruses and other cyber-attacks. The Manager implemented its business continuity plan through the Covid-19 pandemic with no loss of service.

Risk Factors (continued)

Cyber/IT

Risk – Inadequate IT systems and controls might lead to business interruption, the inability of the Manager to provide accurate reporting and monitoring or the loss of Company records.

Mitigation – The Manager has in place significant cybersecurity controls, including two factor authentication, email protection software, monitored firewalls and regularly updated electronic devices. The Manager is Cyber Essentials Plus certified. Staff at the Manager regularly receive training in relation to their cybersecurity obligations.

Climate

Risk – The Company, the Manager and the portfolio companies may fail to positively contribute towards, and adapt to, the global transition towards decarbonisation, which could result in regulatory breaches, reduced investor and/or employee attraction and the reduced ability of portfolio companies to attract lending to fund their growth.

Mitigation – In 2021, the Manager published its first Sustainable Investment Report, detailing the steps it has taken in this area to date. The Manager is a signatory of the UN's Principles for Responsible Investment; it has published its Sustainable Investment Principles; and has rewritten its Ethical Policy. Its investment process now includes a set of over 50 thematic ESG KPIs, with which it is now tracking its portfolio over time across four key areas: Improve our Society; Protect our Environment; Grow our Economy; and Value our People. Further details can be found on pages 21 to 23.

Financial

Risk – Inadequate controls might lead to misappropriation of assets. Inappropriate accounting policies might lead to misreporting or breaches of regulations.

Mitigation – The Company's internal control and risk management processes are described on pages 48 and 49.

Market/Liquidity

Risk – Lack of liquidity in both the venture capital and public markets.

By their nature, investments in unquoted companies involve a higher degree of risk than investments in companies trading on public markets. In particular, smaller companies often have limited product lines, markets or financial resources; they may be dependent on a smaller number of key individuals.

For quoted companies, the fact that a share is traded on the public market does not guarantee its liquidity. The spread between the buying and selling price of such shares may be wide and thus the price used for valuation may not be achievable. In addition, smaller companies' shares are often less liquid than larger companies, bringing with it potential difficulties in acquiring, valuing and disposing of such stock.

Mitigation – Overall liquidity risks are monitored on an ongoing basis by the Manager and on a quarterly basis by the Board.

The Company's valuation methodology takes account of potential liquidity restrictions in the markets in which it invests.

For any publicly listed investments, accounting standards require an ongoing assessment of the liquidity of the stock.

The Manager regularly reviews its exit plans for investee companies to allow the assets to be optimised to identify a willing buyer. As part of a planned exit, the assistance of a third party adviser will normally be sought, with a view to identifying the largest number of possible purchasers.

Other Matters

Section 172 Statement

This Section 172 Statement should be read in conjunction with the other contents of the Strategic Report, on pages 6 to 36.

Section 172 of the Companies Act 2006 requires that a director must act in the way that they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- > The likely consequences of any decision in the long term;
- > The interests of the company's employees;
- > The need to foster the company's business relationships with suppliers, customers and others;
- > The impact of the company's operations on the community and the environment;
- > The desirability of the company maintaining a reputation for high standards of business conduct; and
- > The need to act fairly as between members of the company.

The Company takes a number of steps to understand the views of investors and other key stakeholders and considers these, along with the matters set out above, in Board discussions and decision making.

Key Stakeholders

As an investment company with no employees, the Company's key stakeholders are its investors, its service providers and its portfolio companies.

Investors

The Board engages and communicates with shareholders in a variety of ways.

The Company encourages shareholders to attend its Annual General Meeting.

Along with British Smaller Companies VCT2 plc, the Company normally holds an annual Investor Workshop, which is always well attended. Because of restrictions introduced by the UK Government during the recent Covid-19 pandemic, it was not possible to hold this in its normal format, so two online workshops were held, in June 2021 and December 2021, which were attended by almost 200 shareholders. The Manager also carried out a shareholder survey during 2021.

Maintaining the Company's status as a VCT is critical to meeting the Company's objective to maximise Total Return and provide investors with an attractive long-term tax-free dividend yield. The Company receives regular reports on this issue from the Manager and has taken various steps in the year to ensure that the relevant tests are met.

The Board also aims for investors to continue to have tax efficient opportunities to invest in the Company, and to generate tax-free returns from both capital appreciation and ongoing dividends.

On 22 September 2021, the Company issued a prospectus, alongside British Smaller Companies VCT2 plc, to raise up to £60 million in aggregate for the 2021/22 tax year. The related allotment took place on 7 January 2022, following which the Company received net proceeds of £33.2 million.

During the year the Board kept its arrangements for dividends, share buy-backs and the dividend re-investment scheme under constant review. Along with normal dividends totalling 4.0 pence per ordinary share, a special dividend of 5.0 pence per ordinary share was paid in November 2021, following the partial realisation of the Company's investment in Matillion.

Manager

The Company's most important service provider is its Manager. There is regular contact with the Manager, and members of the Manager's board attend all of the Company's Board meetings. There is also an annual strategy meeting with the Manager, alongside the board of British Smaller Companies VCT2 plc.

The Manager maintains strong relationships with relevant media publications and a wide range of distributors for the Company's shares, including wealth managers, independent financial advisers and execution-only brokers. RAM Capital acts as a promoter of the Company's shares to smaller distributors.

Other Matters (continued)

The Company is a member of the Association of Investment Companies, which promotes the interests of investment companies, including VCTs. The Manager is a founder member of the Venture Capital Trust Association, which promotes the interests of VCTs in a variety of ways.

Portfolio Companies

The Company holds minority investments in its portfolio companies and has delegated the management of the portfolio to the Manager. The Manager provides the Board with regular updates on the performance of each portfolio company at least quarterly and the Board is made aware of all major issues.

The Manager has a dedicated Portfolio team to assist the portfolio companies with the challenges that they face as fast-growing companies. The Manager promotes ongoing, sustainable growth within the businesses; this often involves improving systems and processes, as well as significant job creation.

The Covid-19 pandemic highlighted the Manager's ongoing commitment to support its portfolio companies. At the start of the pandemic, the Manager put in place weekly monitoring reviews, as well as providing the portfolio with regular updates on the availability of government funding initiatives. Cash flow forecasts were kept under constant review and additional funding was provided where appropriate.

Employees

The Company has no employees. The Board is composed of two female non-executive directors and three male non-executive directors. For a review of the policies used when appointing directors to the Board of the Company, please refer to the Directors' Remuneration Report.

Environment and Community

The Company seeks to ensure that its business is conducted in a manner that is responsible to the environment. The management and administration of the Company is undertaken by the Manager, YFM Private Equity Limited, who recognises the importance of its environmental responsibilities and has signed up to the United Nations' Principles for Responsible Investment.

More details of the work that the Manager has done in this area are set out on pages 21 to 23. Its Sustainable Investment Policy can be found at www.yfmep.com/who-we-are/our_impact/.

Business Conduct

The Company has a zero tolerance approach to bribery. The following is a summary of its policy:

- > It is the Company's policy to conduct all of its business in an honest and ethical manner. The Company is committed to acting professionally, fairly and with integrity in all its business dealings and relationships;
- > The directors of the Company, the Manager and any other service providers must not promise, offer, give, request, agree to receive or accept financial or other advantage in return for favourable treatment, to influence a business outcome or gain any business advantage on behalf of the Company or encourage others to do so;
- > The Company has communicated its anti-bribery policy to the Manager and its other service providers and, in turn, the Manager ensures that portfolio companies implement appropriate policies of their own; and
- > The Manager has its own Anti-Bribery and Anti-Slavery policies and ensures that portfolio companies adopt a similar policy.

The Strategic Report on pages 6 to 36 is approved by order of the Board.



Helen Sinclair
Chairman

21 June 2022

Directors



Helen Sinclair



Adam Bastin



Jonathan Cartwright



Rupert Cook



Purvi Sapre

Helen Sinclair *Chairman* (appointed 1 March 2008) has an MA in Economics from the University of Cambridge and an MBA from INSEAD Business School. After working in investment banking Helen spent nearly eight years at 3i plc focusing on MBOs and growth capital investments. She later co-founded Matrix Private Equity (which became Mobeus Equity Partners) in early 2000 raising Mobeus Income & Growth 2 VCT plc (formerly Matrix e-Ventures VCT plc). She subsequently became managing director of Matrix Private Equity before moving to take on a portfolio of non-executive director roles in 2005. She is currently a non-executive director of Blackrock Smaller Companies Trust plc, Octopus Future Generations VCT plc, Shires Income plc, North East Finance (Holdco) Limited and WH Ireland Group plc.

Adam Bastin (appointed 11 September 2019) is currently EVP, Strategy & Corporate Development of TA Associates-backed Unit4, an ERP software vendor, where he is responsible for strategic direction as well as the acquisition and integration of complementary businesses. Prior to Unit4, Adam spent eight years at Arm Limited, the world's largest semiconductor IP company, where he was VP, Corporate Development and before that Adam worked at BT Group and previously spent ten years in investment banking. Adam therefore brings a well-developed network in the technology sector in the UK and internationally, and brings a wealth of experience of investing in, acquiring and selling smaller companies. Adam is an experienced M&A, corporate finance and investment professional, a qualified management accountant (CIMA), and has served on the boards of various early-stage technology companies.

Jonathan Cartwright *Chairman of the Audit Committee* (appointed 1 October 2019) is currently Chairman of BMO Capital and Income Investment Trust plc and Mobeus Income & Growth 4 VCT plc. Jonathan is a chartered accountant and has significant experience of the investment trust and VCT sectors and of serving on the boards of both public and private companies in executive and non-executive roles.

Rupert Cook (appointed 1 August 2017) *Chairman of the Investment Committee*, specialises in strategy and corporate development, with 30 years' experience of technology companies, including 20 years in corporate finance and investment. He has led multiple fundraisings, acquisitions and sales of technology businesses as well as having co-founded and built up his own consultancy and training business through to sale to a UK plc. Earlier in his career, he was a senior manager at Cap Gemini plc, Director of Advisory Services at Interregnum plc and Head of Technology M&A at goetzpartners corporate finance. As well as being an active angel investor, both in the UK and the US, Rupert is currently Chair of Netacea Ltd and a non-executive director of Immersive Labs Ltd and Censornet Ltd.

Purvi Sapre (appointed 6 June 2022) is IMC qualified and holds a Master's degree in Chemical Engineering with Environmental Technology. Purvi is currently a Managing Director of Sustainable Development Capital LLP, the Investment Manager of SDCL Energy Efficiency Income Trust plc "SEEIT". She is the fund manager for SEEIT and is a member of the SEEIT Investment Committee. Purvi has over 15 years' investment experience in the UK and international capital markets, investing on behalf of debt, equity and impact investment funds, including in energy efficiency and renewable energy projects, across a range of financing structures. She has transacted and managed assets across a number of energy efficiency and renewable energy projects.

Secretary

The City Partnership (UK) Limited
110 George Street
Edinburgh EH2 4LH
Registered No: SC269164

Registered Office of the Company

5th Floor
Valiant Building
14 South Parade
Leeds LS1 5QS

Registered No:

03134749

Directors' Report

For the year ended 31 March 2022

The directors present their report and audited financial statements of British Smaller Companies VCT plc (the "Company") for the year ended 31 March 2022.

Principal Activity

The Company is a public limited company incorporated and domiciled in the United Kingdom. The address of the registered office and principal place of business is 5th Floor, Valiant Building, 14 South Parade, Leeds, LS1 5QS.

The Company has its primary, and sole, listing on the London Stock Exchange.

The principal activity of the Company is the making of long term equity and loan investments, mainly in unquoted businesses.

The Company operates as a venture capital trust ("VCT") and has been approved by HM Revenue & Customs as an authorised venture capital trust under Chapter 3 Part 6 of the Income Tax Act 2007. It is the directors' intention to continue to manage the Company's affairs in such a manner as to comply with Chapter 3 Part 6 of the Income Tax Act 2007.

Business Performance and Future Prospects

A detailed and fair review of the Company's business, its development, its financial performance during and at the end of the financial year, and its future prospects is set out in the Strategic Report on pages 6 to 36.

The principal risks and uncertainties the Company faces are detailed on pages 32 to 34.

Results and Dividends

The Statement of Comprehensive Income is set out on page 60. The profit before and after taxation for the year amounted to £28,264,000 (2021: 21,339,000).

During the year, the Company paid £13,099,000 in dividends (2021: £5,511,000) totalling 9.0 pence (2021: 4.0 pence) per ordinary share. A detailed review can be found in note 5 on page 73.

The directors have announced an interim dividend of 2.0 pence per ordinary share for the year ending 31 March 2023. The dividend will be paid on 12 July 2022 to shareholders on the register on 10 June 2022.

The net asset value per ordinary share at 31 March 2022 was 85.7 pence (2021: 75.8 pence). The transfer to and from reserves is given in the Statement of Changes in Equity on page 62.

Going Concern

The directors have carefully considered the issue of going concern in view of the Company's activities and associated risks. The Company has a well-diversified portfolio, with businesses in a variety of sectors, many of which are well funded. Some portfolio companies may require additional funding in the near- to medium-term; the Company is well placed to provide this, where appropriate.

The Company has a significant level of liquidity, enhanced by the recent fundraising. In addition, the Board has control over the Company's major outgoings, which predominantly comprise investments, dividends and share buy-backs.

The directors have also assessed whether material uncertainties exist and their potential impact on the Company's ability to continue as a going concern; They have concluded that no such material uncertainties exist.

The directors have carefully considered the issue of going concern and are satisfied that the Company has sufficient resources to meet its obligations as they fall due for a period of at least 12 months from the date of this report. As at 31 March 2022, the Company held cash balances, fixed term deposits and other liquid resources with a combined value of £58,105,000. Cash flow projections show the Company has sufficient funds to meet both its contracted expenditure and its discretionary cash outflows in the form of share buy-backs and the dividend policy. In the year ended 31 March 2022, the Company's costs and discretionary expenditures were:

	£'000
Administrative expenses (before incentive fee)	2,826
Share buy-backs	2,498
Dividends (before DRIS)	13,099
Total	18,423

Taking all of the above into consideration, the directors are satisfied that the Company has sufficient resources to meet its obligations for at least 12 months from the date of this report and therefore believe that it is appropriate to continue to apply the going concern basis of accounting in preparing the financial statements.

Statement on Long-term Viability

The AIC's Code of Corporate Governance requires the Board to assess the Company's viability over an appropriate period. The directors believe that a period of three years is appropriate to assess the Company's viability because the Company is required to invest funds raised within this timeframe in order to retain its status as a VCT.

In making their assessment, the directors have reviewed the types of investment that the Company will be able to make under the current VCT legislation and they believe that the existing portfolio and future investments will be able to deliver the Company's objective "to maximise total return and provide investors with a long-term tax free dividend yield whilst maintaining the Company's status as a venture capital trust".

The directors have also taken into account the emerging and principal risks and their mitigation identified in the strategic report on pages 32 to 34, the nature of the Company's business, including its substantial reserves of cash following the recent fundraising, the potential of its venture capital portfolio to generate returns in the future and, as noted above, the ability of the directors to minimise the level of cash outflows, should this be necessary.

Taking into account the Company's current position and principal risks, the directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over that period.

Corporate Governance

The statement on corporate governance set out on pages 42 to 49 is included in the Directors' Report by reference.

Directors' and Officers' Liability Insurance

As permitted by the Companies Act 2006, the Company has maintained insurance cover on behalf of the directors, indemnifying them against certain liabilities which may be incurred by any of them in relation to the Company.

Provision of Information to the External Auditor

The directors confirm that so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and that each of the directors has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Share Capital

As shown in note 11 to the financial statements, the Company has only one class of share, being ordinary shares of 10 pence each.

Buy-Back and Issue of Ordinary Shares

Under the existing authority, which expires on the conclusion of the Company's Annual General Meeting in 2023, or on 10 September 2023, whichever is the later, the Company has the power to purchase shares up to 14.99 per cent of the Company's issued ordinary share capital as at 24 June 2020, being 20,672,266 ordinary shares.

During the year, the Company purchased 3,148,801 ordinary shares of 10 pence each in the market (as disclosed in the table on page 40) for aggregate consideration (including costs) of £2,498,000. These shares are held in treasury. The buy-back was in accordance with the Company's buy-back policy, and under the authority set out above.

Directors' Report (continued)

Buy-back of Shares

Date	Number of Ordinary shares of 10p bought back	Percentage of issued share capital at that date	Consideration paid per ordinary share (pence)
24 June 2021	781,869	0.54%	70.61
27 September 2021	991,886	0.68%	82.39
15 December 2021	526,365	0.36%	80.21
29 March 2022	848,681	0.45%	81.73

The directors have unconditional authority to allot shares in the Company or to grant rights to subscribe for or to convert any security into ordinary shares in the Company up to an aggregate nominal amount of £7,000,000 (equivalent to 70,000,000 shares), expiring on the conclusion of the Company's Annual General Meeting in 2022, or on 10 December 2022, whichever is the later.

A resolution to replace this with a new authority, to issue shares up to an aggregate nominal amount of £8,000,000, will be tabled at this year's AGM.

39,514,174 shares were issued during the year arising from the Company's fundraising. Further details are given in note 11 on page 83.

The directors have a separate unconditional authority to allot shares in the Company in connection with the Company's DRIS which expires on the commencement of the AGM in 2023.

During the year to 31 March 2022, a total of 4,270,105 ordinary shares were issued under the Company's DRIS.

Capital Disclosures

The following information has been disclosed in accordance with Schedule 7 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended):

- > The Company's capital structure is summarised in note 11 to the financial statements. Each ordinary share carries one vote. There are no restrictions on voting rights or any agreement between holders of securities that result in restrictions on the transfer of securities or on voting rights;

- > There are no securities carrying special rights with regard to the control of the Company;
- > The Company does not have an employee share scheme;
- > The rules concerning the appointment and replacement of directors, amendments to the Articles of Association and powers to issue or buy-back the Company's shares are contained in the Articles of Association of the Company and the Companies Act 2006;
- > With the exception of the Manager's Incentive Agreement, there are no agreements to which the Company is party that take effect, alter or terminate upon a change in control following a takeover bid; and
- > There are no agreements between the Company and its directors providing for compensation for loss of office that may occur because of a takeover bid.

Environment

The Company is a low energy user and is therefore exempt from the reporting obligations under the Companies (Director's Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. The Company has no greenhouse gas emissions to report from the operations of the Company, nor does it have responsibility for any emissions producing sources including those within its underlying investment portfolio under part 7 of schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended.

Directors and their Interests

The directors of the Company at 31 March 2022, their interests and contracts of significance are set out in the Directors' Remuneration Report on pages 50 to 52.

Substantial Shareholdings

The directors are not aware of any substantial shareholdings representing three per cent or more of the Company's issued share capital, both as at 31 March 2022 and at the date of this report.

Independent Auditor

BDO LLP has indicated its willingness to continue in office and a resolution concerning its reappointment will be proposed at the Annual General Meeting.

The only audit-related service provided by BDO LLP during the year was a review of the unaudited interim report for the three months ended 30 June 2021.

Financial Instruments

Details of the financial instruments held by the Company and the risks associated with them are set out on pages 85 to 89 and this information is accordingly incorporated into the Directors' Report by reference.

Employment Policies

The employment policies of the Company are set out on page 51.

Annual General Meeting

Shareholders will find the Notice of the Annual General Meeting on pages 91 to 94 of these financial statements.

The ordinary business of the meeting includes a resolution (**Resolution 8**) proposed to ensure the directors retain the authority to allot shares in the Company until the date of the 2023 Annual General Meeting up to an aggregate nominal amount of £8,000,000 (representing approximately 43 per cent of the issued ordinary share capital of the Company as at 21 June 2022, excluding treasury shares).

Also included are the following special resolutions.

Resolution 9 is proposed to empower the directors to allot shares under the authority granted by resolution 8 and to sell treasury shares without regard to any rights of pre-emption on the part of the existing shareholders.

Resolution 10 will if passed, approve, subject to the sanction of the High Court, the cancellation of the amount standing to the credit of the share premium account of the Company at the date that the court order granting the cancellation is made. The amount by which the share premium account is reduced will be credited to a reserve of the Company. The directors consider it appropriate to obtain the approval of shareholders to cancel the share premium account (subject to the sanction of the High Court) to create further distributable reserves to fund distributions to shareholders and share buy-backs, to set off or write off losses and for other corporate purposes of the Company. Application to court will be made if and when the Board feels this is appropriate. This authority is being taken now to provide flexibility to the Board in the future without a further general meeting of the Company having to be convened.

This report was approved by the Board on 21 June 2022 and signed on its behalf by



Helen Sinclair
Chairman

British Smaller Companies VCT plc

Registered number 03134749

Corporate Governance

The Board is committed to the principle and application of sound corporate governance and confirms that the Company has taken steps, appropriate to a venture capital trust and relevant to its size and operational complexity, to comply with the principles and recommendations of the Association of Investment Companies' Code of Corporate Governance issued in February 2019 ("AIC Code") available on the AIC website www.theaic.co.uk

The AIC Code addresses all the principles set out in the UK Corporate Governance Code issued by the Financial Reporting Council ("FRC"), as well as setting out additional principles and recommendations on issues which are of specific relevance to the Company.

The UK Corporate Governance Code can be found on the website of the FRC at www.frc.org.uk.

The Board considers that reporting against the principles and recommendations of the AIC Code will provide better information to shareholders.

The Company is committed to maintaining the highest standards of corporate governance and during the year to 31 March 2022 complied with the recommendations of the AIC Code and relevant provisions of the UK Corporate Governance Code, except as set out below.

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

Role of the Board

An agreement between the Company and YFM Private Equity Limited sets out the matters over which the Manager has authority. This includes monitoring of the Company's assets and the provision of accounting, company secretarial, administration and some marketing services. All other matters are reserved for the approval of the Board. A formal schedule of matters reserved to the Board for decision has been approved. This includes determination and monitoring of the Company's investment objectives and policy and its future strategic direction, gearing policy, management of the capital structure, appointment and removal of third party service providers, review of key investment and financial data and the Company's corporate governance, risk control and custody arrangements.

The Board meets at least quarterly; additional meetings are arranged as necessary. Full and timely information is provided to the Board to enable it to function effectively and to allow directors to discharge their responsibilities.

The Board works together constructively as a team and Board meetings are conducted in an atmosphere of creative tension and in a manner which encourages open discussion and healthy debate, allowing each Board member to clearly add value to discussion and decisions.

There is an agreed procedure for directors to take independent professional advice if necessary, at the Company's expense. This is in addition to the access that every director has to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that applicable rules and regulations are complied with and that Board procedures are followed. The Company indemnifies its directors and officers and has purchased insurance to cover its directors. Neither the insurance nor the indemnity provide cover if the director has acted fraudulently or dishonestly.

The Board reviews the performance of the Manager on an ongoing basis and confirms that it is satisfied with the contractual arrangement in place. The Board considers that due to its small size, it would be unnecessarily burdensome to establish a separate management engagement committee as the Board fulfils this function.

Board Composition

Following the appointment of Ms P Sapre on 6 June 2022, the Board consists of five non-executive directors, all of whom are regarded by the Board as independent of each other and also of the Company's Manager,

including the Chairman. This will reduce to four non-executive directors following the retirement of Ms H Sinclair at the forthcoming AGM. The independence of the Chairman was assessed upon her appointment. Although The UK Corporate Governance Code presumes that the chairman of a company is deemed not to be an independent director, the remaining directors, having considered the nature of the role in the Company, are satisfied that Ms H Sinclair fulfils the criteria for independence as a non-executive director. The Board maintains a flexible approach to chair tenure to help the Company manage succession planning in the context of an investment company's circumstances while still addressing the need for regular refreshment and diversity. The directors have a breadth of investment, business and financial skills and experience relevant to the Company's business and provide a balance of knowledge and authority including recent and relevant financial experience. Brief biographical details of each director are set out on page 37.

A review of Board composition and balance is included as part of the annual performance evaluation of the Board, details of which are given below.

There are no executive officers of the Company. Given the structure of the Board and the fact that the Company's administration is conducted by YFM Private Equity Limited, the Company has not appointed a chief executive officer or a senior independent non-executive director. In addition, the directors consider that the role of a senior independent non-executive director is taken on by all of the directors. Shareholders are therefore able to approach any director with any queries they may have.

Boardroom Diversity

The Board is committed to ensuring that the Company is run in the most effective manner. Consequently, the Board monitors the diversity of all directors to ensure an appropriate level of experience and qualification.

The Board believes in the value and importance of diversity and inclusion in the boardroom and seeks to ensure, within the constraints of a small Board comprising only non-executive directors, that full weight is given to those goals.

In addition, diversity of thought, experience and approach are all important and the directors will always seek to appoint on merit against objective criteria such that such diversity is achieved.

Tenure

Directors are initially appointed until the following Annual General Meeting when, under the Company's Articles of Association, it is required that they be elected by shareholders. Thereafter, it is the Board's policy that a director's appointment will run for a term of one year, until the next Annual General Meeting. Subject to the performance evaluation carried out each year, the Board will agree whether it is appropriate for the director to seek a further term. The Board, when making a recommendation, will take into account the ongoing requirements of The UK Corporate Governance Code, including the need to refresh the Board and its Committees.

The Board seeks to maintain a balance of skills and the directors are satisfied that as currently composed the balance of experience and skills of the individual directors is appropriate for the Company, in particular with regards to investment appraisal and investment risk management.

The terms and conditions of directors' appointments are set out in formal letters of appointment, copies of which are available for inspection on request at the Company's registered office and at the Annual General Meeting. All appointments are terminable by the relevant director or the Company on three months' notice.

Ms H Sinclair is retiring at this year's Annual General Meeting. The directors recommend the re-election of Mr A C N Bastin, Mr J H Cartwright, Mr R Cook and Ms P Sapre at this year's Annual General Meeting, because of their commitment, experience and continued contribution to the Company.

Meetings and Committees

The Board delegates certain responsibilities and functions to Committees. Directors who are not members of Committees may attend at the invitation of the Chairman.

The table on page 44 details the number and function of the meetings attended by each director.

During the year there were nine formal Board meetings, four Audit Committee meetings, one Nominations and Remuneration Committee meeting, one General meeting and one Allotment Committee meeting. The directors met via telephone and electronic conferences on 24 other occasions, mainly Investment Committee calls.

Corporate Governance (continued)

Meetings attended

Director	Ms H Sinclair	Mr R Cook	Mr A C N Bastin	Mr J H Cartwright	Total
Board meetings	8	8	8	9	9
Audit Committee	4	3	4	4	4
Allotment Committee	-	-	1	1	1
Nominations and Remuneration Committee	1	1	1	1	1
General meeting	1	-	1	1	1
Telephone and electronic conferences	23	24	24	23	24
Total	37	36	39	39	40

In addition, there were three DRIS allotment meetings which the directors were not required to attend, but which were attended by the Company Secretary.

Training and Appraisal

On appointment, the Manager and Company Secretary provide all directors with induction training. Thereafter, regular briefings are provided on changes in regulatory requirements that affect the Company and its directors. Directors are encouraged to attend industry and other seminars covering issues and developments relevant to VCTs.

The performance of the Board has been evaluated during the financial year ended 31 March 2022. During the year the Board, led by Mr J H Cartwright, conducted a performance evaluation, which included issuing and evaluating the results of a questionnaire, to determine whether it and individual directors are functioning effectively.

The factors taken into account were based on the relevant provisions of The UK Corporate Governance Code and included attendance and participation at Board and Committee meetings, commitment to Board activities and the effectiveness of their contribution. The results of the overall evaluation process are communicated to the Board. Performance evaluation continues to be conducted on an annual basis.

The Chairman has confirmed that the performance of the other directors being proposed for re-election continues to be effective and that they continue to show commitment to the role. The independent directors have similarly appraised the performance of the Chairman. They considered that the performance of Ms H Sinclair continues to be effective.

Nominations and Remuneration Committee

The Company has a combined Nominations and Remuneration Committee. The Board considers that due to its small size it is appropriate for all non-executive directors, who are considered by the Board to be independent of the Manager, to be members of the Nomination and Remuneration Committee. Mr J H Cartwright is Chairman of the Nominations and Remuneration Committee. The Nominations and Remuneration Committee reviews the Company's remuneration policy so as to determine and agree the remuneration to be paid to each director of the Company and is responsible for the production of the Directors' Remuneration Report which may be found on pages 50 to 52.

In considering appointments to the Board, the Nominations and Remuneration Committee takes into account the ongoing requirements of the Company and the need to have a balance of skills and experience within the Board.

In appointing the new non-executive director, Ms P Sapre, on 6 June 2022, the Board made use of a leading recruitment firm, which provided a shortlist of suitable candidates equipped with the skills which the Board considered would further enhance the quality of the Board's performance. Following a thorough interviewing and referencing process, the Board unanimously agreed upon the chosen candidate.

Audit Committee

The Board considers that due to its small size it is appropriate for all non-executive directors to be members of the Audit Committee; the Company's Chairman confirmed their independence upon appointment and thus was eligible to join the Committee.

The Committee meets at least three times each year. The directors consider that it is appropriate that the Chairman of the Committee should be Mr J H Cartwright. The members of the Committee consider that they have the requisite skills and experience to fulfil the responsibilities of the Committee, and that the Chair of the Committee meets the requirements of The UK Corporate Governance Code as to recent and relevant financial experience.

The Audit Committee's terms of reference include the following roles and responsibilities:

- > Monitoring and making recommendations to the Board in relation to the Company's published financial statements (including in relation to the valuation of the Company's unquoted investments) and other formal announcements relating to the Company's financial performance;
- > Monitoring and making recommendations to the Board in relation to the Company's internal control (including internal financial control) and risk management systems;
- > Annually considering the need for an internal audit function;
- > Making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor;
- > Reviewing and monitoring the external auditor's independence and objectivity and effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;
- > Monitoring the extent to which the external auditor is engaged to supply non-audit services; and
- > Ensuring that the Manager has arrangements in place for the investigation and follow-up of any concerns raised confidentially by staff in relation to the propriety of financial reporting or other matters.

It reviews the terms of the investment agreement and examines the effectiveness of the Company's internal control and risk management systems, receives information from the Manager's compliance department and reviews the scope and results of the external audit, its cost effectiveness and the independence and objectivity of the external auditor.

The directors' statement on the Company's system of internal control is set out on pages 48 and 49.

The Audit Committee has written terms of reference which clearly define its responsibilities, copies of which are available for inspection on request at the Company's

registered office and at the Annual General Meeting, and also on the Company's website at www.bscfunds.com.

The Company does not have an independent internal audit function as it is not deemed appropriate given the size of the Company and the nature of its business. However, the Committee considers annually whether there is a need for such a function and, if so, would recommend this to the Board.

During the year ended 31 March 2022 the Audit Committee discharged its responsibilities by:

- > Reviewing and approving the external auditor's terms of engagement, remuneration and independence;
- > Reviewing the external auditor's plan for the audit of the Company's financial statements, including identification of key risks;
- > Reviewing YFM Private Equity Limited's statement of internal controls operated in relation to the Company's business and assessing the effectiveness of those controls in minimising the impact of key risks;
- > Reviewing reports on the effectiveness of the Manager's compliance procedures;
- > Reviewing the appropriateness of the Company's accounting policies;
- > Reviewing the Company's draft annual financial statements, half yearly results statement and interim management statements prior to Board approval, including the proposed fair value of investments as determined by the directors;
- > Reviewing the external auditor's detailed reports to the Committee on the annual financial statements; and
- > Recommending to the Board and shareholders the re-appointment of BDO LLP as the Company's external auditor.

The key areas of risk that have been identified and considered by the Audit Committee in relation to the business activities and financial statements of the Company are as follows:

- > Valuation of unquoted investments; and
- > Compliance with HM Revenue & Customs' conditions for maintenance of approved venture capital trust status.

These issues were discussed with the Manager and the auditor at the pre-year end audit planning meeting and at the conclusion of the audit of the financial statements.

Corporate Governance (continued)

Valuation of Unquoted Investments

The Audit Committee reviewed the estimates and judgements made in the investment valuations and was satisfied that they were appropriate. The Manager confirmed to the Audit Committee that the investment valuations had been carried out consistently with prior periods and in accordance with published industry guidelines, taking account of the latest available information about investee companies; current market data; and a report from the auditor, including key audit findings in respect of the valuations.

Venture Capital Trust Status

The Manager confirmed to the Audit Committee that the conditions for maintaining the Company's status as an approved venture capital trust had been complied with throughout the year. The position was also reviewed by the Company's advisers.

Financial Statements

The Manager confirmed to the Audit Committee that it was not aware of any material unadjusted misstatements. Having reviewed the reports received from the Manager and the auditor, the Audit Committee is satisfied that the key areas of risk and judgement have been appropriately addressed in the financial statements and that the significant assumptions used in determining the value of assets and liabilities and revenue recognition have been properly appraised and are sufficiently robust. The Committee considers that BDO LLP has carried out its duties as auditor in a diligent and professional manner.

Relationship with the Auditor

The Committee is responsible for overseeing the relationship with the external auditor, assessing the effectiveness of the external audit process and making recommendations on the appointment and removal of the external auditor. It makes recommendations to the Board on the level of audit fees and the terms of engagement for the auditor. The external auditor is invited to attend committee meetings, where appropriate, and also meets with the Committee and its Chairman without the representatives of the Manager being present.

The Committee undertakes a review of the external auditor's effectiveness of the audit process. The Committee considers whether the auditor has:

- > Demonstrated strong technical knowledge and clear understanding of the business;
- > Indicated professional scepticism in key judgements and raised any significant issues in advance of the audit process commencing;
- > Allocated an audit team that is appropriately resourced;
- > Demonstrated a proactive approach to the audit planning process and engaged with the Committee Chairman and other key individuals within the business;
- > Provided a clear explanation of the scope and strategy of the audit;
- > Demonstrated the ability to communicate clearly and promptly with the members of the Committee and the Manager and produce comprehensive reports on its findings;
- > Demonstrated that it has appropriate procedures and safeguards in place to maintain its independence and objectivity; and
- > Charged justifiable fees in respect of the scope of services provided.

The Board regularly reviews and monitors the external auditor's independence and objectivity. As part of this process it reviews the nature and extent of services supplied by the auditor to ensure that independence is maintained. It is the Company's policy to contract the external auditors to perform audit-related services only.

The auditor prepares an audit strategy document on an annual basis. This provides information on the audit team and timetable, audit scope and objectives, evaluation of materiality, initial assessment of key audit and accounting risks, confirmation of independence and proposed fees. This is reviewed and approved by the Committee with an opportunity to consider the audit approach and to raise any queries with the auditor.

The outcome of the review together with any actions that have arisen are formally minuted and a summary is submitted to the Board for consideration.

The Committee assesses the effectiveness of the external audit process annually and makes a recommendation to the Board on the re-appointment of the auditor. This is considered by the Board prior to agreeing the recommendation to shareholders for the re-appointment of the auditor at each Annual General Meeting of the Company. As part of its review, the Committee considers the performance of the auditor and whether it has met the agreed audit plan, the quality of its reporting in its management letter and the cost

effectiveness of the services provided as well as the manner in which it has handled key audit issues and responded to the Committee's questions.

As part of the review of audit effectiveness and independence, BDO LLP has confirmed that it is independent of the Company and has complied with applicable auditing standards. BDO LLP has held office for nine years; in accordance with professional guidelines the previous engagement partner was rotated off the audit after five years; as such, this is the first year of the current partner's tenure. The committee notes that the last tender process was performed in the year ended 31 March 2014.

Having completed its review, the Audit Committee is satisfied that BDO LLP remained effective and independent in carrying out its responsibilities up to the date of signing this report and its recommendation for reappointment is endorsed by the Board. The only audit-related assurance services provided by the BDO LLP during the year was a review of the unaudited interim report for the three months ended 30 June 2021.

Investment Committee

The Investment Committee currently consists of the non-executive directors. The Chairman of the Committee is Mr R Cook.

The Investment Committee is authorised to make investment decisions (including new investment, further investment, variation and realisation decisions) on behalf of the Board. Where an urgent decision is required in respect of a potential new quoted investment, the Manager in conjunction with the Chairman is permitted to make a decision up to an investment level of £250,000, provided that papers have first been circulated to at least the Chairman of the Committee. With regard to the realisation of quoted holdings, the Manager is authorised to implement the Company's existing strategy for the holding in question within parameters previously agreed by the directors.

The Investment Committee has written terms of reference which define clearly its responsibilities, copies of which are available for inspection on request at the Company's registered office and on the Company's website at www.bscfunds.com.

Allotment Committee

The Company has an Allotment Committee which consists of the directors who are considered by the Board to be independent of the Manager. The quorum for Committee meetings is one director, unless otherwise

determined by the Board. In addition the Company Secretary has an authority to allot shares under the DRIS.

The Committee considers and, if appropriate, authorises the allotment of shares. The Committee ensures that the total number of shares to be issued does not exceed the authority given by the shareholders. There are no written terms of reference.

Relations with Shareholders

The Board regularly monitors the shareholder profile of the Company. It aims to provide shareholders with a full understanding of the Company's activities and performance, and reports formally to shareholders twice a year by way of the Annual Report and the Interim Report. This is supplemented by the daily publication on its website of the Company's share price and the publication of the net asset value of the Company for the two quarters of the year where an Annual Report or an Interim Report is not issued (30 June and 31 December), through the London Stock Exchange.

All shareholders have the opportunity, and are encouraged, to attend the Company's Annual General Meeting, at which the directors and representatives of the Manager are available in person to meet with and answer shareholders' questions. In addition, representatives of the Manager periodically hold investor workshops which review the Company's performance and industry developments, and which give shareholders a further opportunity to meet members of the Board and chief executives or chairpersons of some of the investee companies. During the year, the Company's Manager has held regular discussions with shareholders. A shareholder survey was undertaken during the year and the directors are made fully aware of shareholders' views. The Chairman and directors make themselves available, as and when required, to address shareholder queries. The directors may be contacted through the Company Secretary, whose details are shown on page 37.

The Company's Annual Report is published in time to give shareholders at least 21 clear days' notice of the Annual General Meeting. Shareholders wishing to raise questions in advance of the meeting are encouraged to write to the Company Secretary at the address shown on page 37. Separate resolutions are proposed for each separate issue. Proxy votes will be counted and the results announced at the Annual General Meeting for and against each resolution.

Corporate Governance (continued)

Internal Control and Risk Management

Under an agreement dated 28 February 1996, as varied by agreements dated 1 July 2009, 16 November 2012, 17 October 2014, 24 August 2015 and 18 November 2019, certain functions of the Company have been sub-contracted to YFM Private Equity Limited. The Board receives operational and financial reports on the current state of the Company and on appropriate strategic, financial, operational and compliance issues. These matters include, but are not limited to:

- > A clearly defined investment strategy for the Manager of the Company;
- > All decisions concerning the acquisition or disposal of investments are taken by the Board, after due consideration of the recommendations made by the Manager, save for those in respect of quoted investments, which are taken by the Manager (as regards new investment, in conjunction with the Chairman of the Investment Committee) in accordance with the terms as set out on page 47;
- > Regular reviews of the Company's investments, liquid assets and liabilities, revenue and expenditure;
- > Regular reviews of compliance with the VCT regulations to retain status; and
- > The Board receives copies of the Company's management accounts on a regular basis showing comparisons with budget. These include a report by the Manager with a review of performance. Additional information is supplied on request.

The Board confirms the procedures to implement the guidance detailed in Principle O of the AIC Code were in place throughout the year ended 31 March 2022 and up to the date of this report. A detailed review of the risks faced by the Company and the techniques used to mitigate these risks can be found in the Strategic Report on pages 32 to 34.

The Board acknowledges that it is responsible for overseeing the Company's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board arranges its meeting agenda so that risk management and internal control is considered on a regular basis and a full robust risk and control assessment takes place no less frequently than twice a year. There is an ongoing process for identifying, evaluating and managing the significant risks faced by the Company. This process has been in place for longer than the year under review and up to the date of approval of the Annual Report. The process is formally reviewed bi-annually by the Board. However, due to the size and nature of the Company, the Board has concluded that it is not necessary at this stage to set up an internal audit function. This decision will be kept under review. The directors are satisfied that the systems of risk management that they have introduced are sufficient to comply with the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.

In particular the Board, together with the Audit Committee, is responsible for overseeing and reviewing internal controls concerning financial reporting. In addition to those controls sub-contracted, as listed above, the following controls have been in place throughout the year:

- > A robust system of internal control is maintained by the Manager over the preparation and reconciliation of investment portfolio valuations;
- > Monthly reconciliation of assets held as cash or on fixed term deposit;
- > Independent review of the valuations of portfolio investments by the Board (quarterly);
- > The Audit Committee review of financial reporting and compliance (as set out on pages 44 to 47);
- > The Board reviews financial information including the Annual Report, Interim Report and interim management statements prior to their external communication; and
- > The Board reviews the financial information in any prospectus or offer for subscription issued by the Company in connection with the issue of new share capital.

The Company was registered with the FCA as a Small Registered Alternative Investment Fund Manager until 24 March 2021 and up to that date held its own investments. From that date, the Manager became the Company's Alternative Investment Fund Manager and took over responsibility for the custody of the Company's investments. All certificates and other documents evidencing title (whether or not in registered form) will be received by the Company and will be held in the Company's name and held in custody by the Manager. No third party custodian has been appointed. The Company will take legal ownership of its assets.

The Board has reviewed the effectiveness of the Company's systems of internal control and risk management for the year and up to the date of this Report. The Board is of the opinion that the Company's systems of internal, financial, and other controls are appropriate to the nature of its business activities and methods of operation given the size of the Company, and the Board has a reasonable expectation that the Company will continue in operational existence for the foreseeable future.

Conflicts of Interest

The directors have declared any conflicts or potential conflicts of interest to the Board, which has the authority to authorise such situations if appropriate. The Company Secretary maintains the Register of Directors' Interests, which is reviewed quarterly by the Board, when changes are notified, and the directors advise the Company Secretary and the Board as soon as they become aware of any conflicts of interest. Directors who have conflicts of interest which have been approved by the Board do not take part in discussions or decisions which relate to any of their conflicts.

Corporate Governance in relation to Investee Companies

The Company delegates responsibility for monitoring its investments to its Manager. Its policy, which has been noted by the Board, is as follows:

YFM Private Equity Limited is committed to introducing corporate governance standards into the companies in which its clients invest. With this in mind, the Company's investment agreements contain contractual terms specifying the required frequency of management board meetings and of annual shareholders' meetings, and for representation at such meetings through YFM Private Equity Limited. In addition, provision is made for the preparation of regular and timely management information to facilitate the monitoring of an investee company performance in accordance with best practice in the private equity sector.

Co-investment

Typically, the Company invests alongside other venture capital funds and other private equity funds managed by the Manager, such syndication spreading investment risk. Details of the amounts invested in individual companies are set out in the Strategic Report. Co-investments are detailed in note 7 to the financial statements on pages 80 to 82.

Management

The Board has delegated the monitoring of the investment portfolio to the Manager.

This report was approved by the Board on 21 June 2022 and signed on its behalf by



Helen Sinclair

Chairman

British Smaller Companies VCT plc

Registered number 03134749

Directors' Remuneration Report

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

The law requires the Company's auditor, BDO LLP, to audit certain information included in this report. Where disclosures have been audited, they are indicated as such. The auditor's opinion is included in the Independent Auditor's Report on pages 54 to 59.

Directors' Remuneration Policy

This statement of the Directors' Remuneration Policy took effect following approval by shareholders at the AGM held on 10 September 2020. A resolution to approve the Directors' Remuneration Policy will be put to shareholders every three years.

The Board currently comprises five directors, all of whom are non-executive. This will reduce to four directors following the retirement of Ms H Sinclair at the forthcoming AGM. The Company currently has an independent Remuneration and Nominations Committee, which is comprised of the full Board and of which Mr J H Cartwright is the independent Chairman.

The Board has not retained external advisors in relation to remuneration matters but has access to information about directors' fees paid by other companies of a similar size and nature. Shareholders' views in respect of the directors' remuneration are communicated at the Company's AGM and are taken into consideration in formulating the Directors' Remuneration Policy.

At the last Annual General Meeting, over 94 per cent of shareholders who exercised their voting rights voted for the resolution approving the Directors' Remuneration Report, showing significant shareholder approval.

The Board's policy is that the remuneration of non-executive directors should reflect the experience of the Board as a whole, be fair and comparable to that of other relevant venture capital trusts that are similar in size and have similar investment objectives and structures. Furthermore, the level of remuneration should be sufficient to attract and retain the directors needed to properly oversee the Company and to reflect the duties and responsibilities of the directors and the value and amount of time committed to the Company's affairs.

It is not considered appropriate that directors' remuneration should be performance-related, and as such, the directors are not eligible for bonuses, share options, pension benefits, long-term incentive schemes or other benefits in respect of their services as non-executive directors of the Company.

It is the Board's policy that directors do not have service contracts, but new directors are provided with a letter of appointment. The terms of directors' appointments provide that directors should retire and be subject to election at the first Annual General Meeting after their appointment. Thereafter, it has been agreed that all directors will offer themselves for re-election on an annual basis. All directors have a three month notice period, and any director who ceases to hold office is not entitled to receive any payment other than accrued fees (if any) for past services. There were no payments for loss of office made during the period.

The policy will continue to be applied in the forthcoming year subject to approval at the forthcoming AGM.

Brief biographical notes on the directors are given on page 37.

Statement by the Chairman of the Nominations and Remuneration Committee

Directors' fees have not been increased since 2014, at which point the Chairman's Fee was set at £40,000 per annum and other non-executive directors were at £25,000 per annum. In accordance with the Directors' Remuneration Policy, the directors' fees were reviewed by the Board in June 2022. As noted, due to the fact that directors' fees have not been amended since 2014 and in the current inflationary environment, directors' fees were increased by 5 per cent to £42,000 per annum for the chairman and £26,250 for the other non-executive directors.

Directors' Remuneration for the year ended 31 March 2022 (audited)

The directors who served in the year and the previous year received the following emoluments in the form of fees, which represent the entire remuneration payable to directors (see Table A):

There are no executive directors (2021: none).

Table A
Total fees paid (audited)

	2022 £	2021 £
H Sinclair	40,000	40,000
R Cook	25,000	25,000
A C N Bastin	25,000	25,000
J H Cartwright	25,000	25,000
	115,000	115,000

There has been no change to the annual salaries of any of the directors in the year, but as noted on page 50, with effect from 1 April 2022, the annual salary of the chairman is £42,000 and the annual salary of the other non-executive directors is £26,250. The annual salary of Ms P Sapre is £26,250 from the date of her appointment.

Directors and their Interests (audited)

The directors of the Company at 31 March 2022 and their beneficial interests in the share capital of the Company (including those of immediate family members) were as shown in Table B:

Table B
Directors and their interests (audited)

	Number of ordinary shares at:		Percentage of voting rights:	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
H Sinclair	23,062	23,062	0.01%	0.02%
A C N Bastin	13,247	13,247	0.01%	0.01%
J H Cartwright	26,494	26,494	0.01%	0.02%
R Cook	215,960	38,562	0.12%	0.03%

None of the directors held any options to acquire additional shares at the year end. The Company has not set out any formal requirement or guidelines concerning their ownership of shares in the Company.

Relative Importance of Spend on Pay

Directors' remuneration, dividend distribution to shareholders and share buy-backs are shown in Table C.

TABLE C
Relative importance of pay

	2022 £	2021 £
Dividends	13,099,000	5,511,000
Share buy-backs	2,498,000	2,732,000
Total directors' fees	115,000	115,000

Consideration of Employment Conditions of Non-director Employees

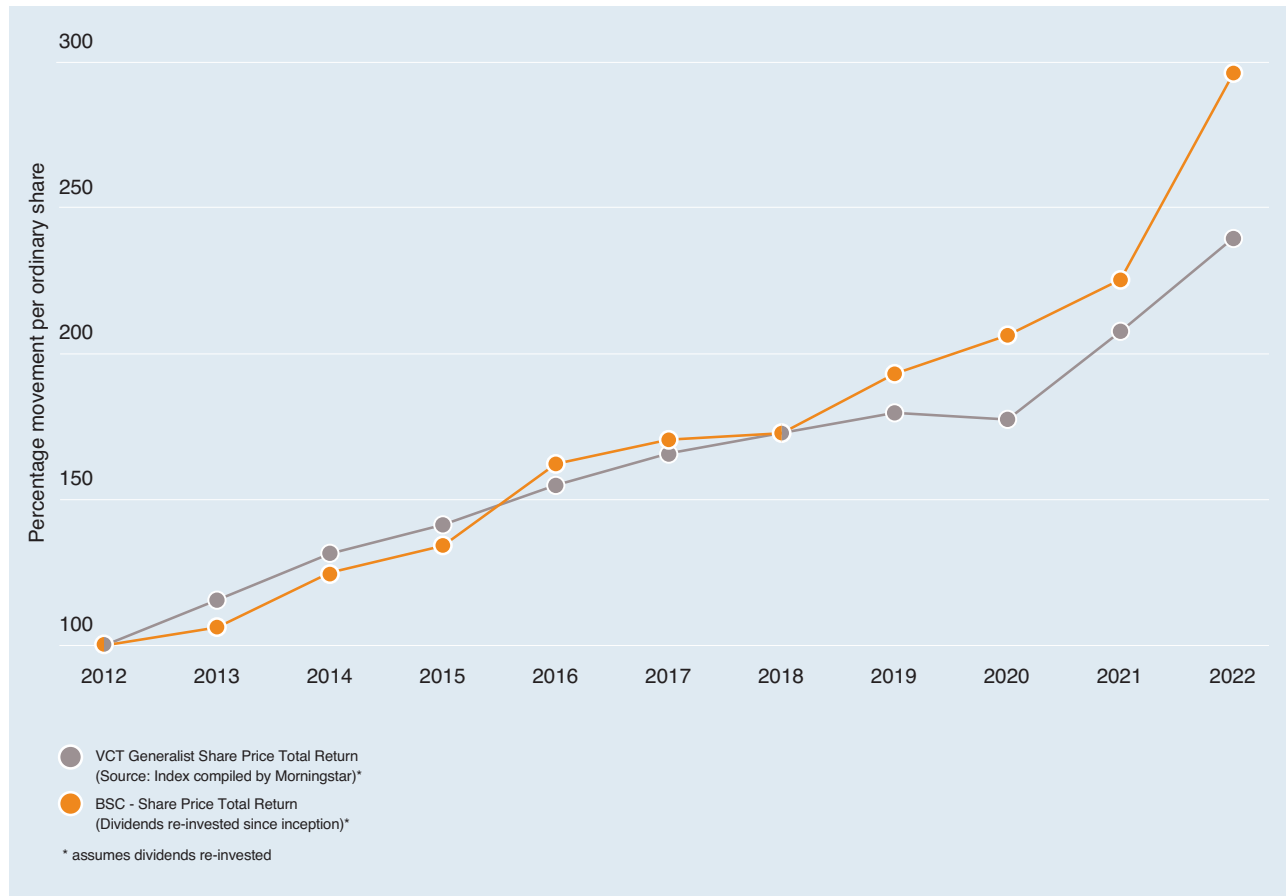
The Company does not have any employees. Accordingly, the disclosures required under paragraph 38 and 39 of Schedule 8 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended) are not required.

Company Performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to the Manager through the investment agreement, as referred to in the Directors' Report.

Net asset value Total Return (calculated by reference to the net asset value and cumulative dividends paid, as set out in note 13 of these financial statements and excluding tax reliefs received by shareholders) is the primary recognised measure of performance in the VCT industry. This measure is shown on page 12.

Directors' Remuneration Report (continued)



The graph above shows a comparison over the last ten years of the movements in both the Company's Share Price Total Return and the Share Price Total Return for an index of generalist VCTs which are members of the AIC (based on figures provided by Morningstar). In line with the index, all the relative performance measures have been rebased to 100 as at March 2012. The directors consider this to be the most appropriate published index on which to report on comparative performance.

This report was approved by the Board and signed on its behalf on 21 June 2022.

Helen Sinclair
Chairman

Directors' Responsibilities Statement

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

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

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

- > Select suitable accounting policies and then apply them consistently;
- > Make judgements and accounting estimates that are reasonable and prudent;
- > State whether they have been prepared in accordance with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- > Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- > Prepare a directors' report, a strategic report and directors' remuneration report which comply with the requirements of the Companies Act 2006.

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

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

Website Publication

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

The directors confirm to the best of their knowledge:

- > The financial statements have been prepared in accordance with UK adopted international accounting standards; and
- > The annual report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that they face.

The names and functions of all the directors are stated on page 37.

This statement was approved by the Board and signed on its behalf on 21 June 2022.



Helen Sinclair
Chairman

Independent Auditor's Report

to the members of British Smaller Companies VCT plc

Opinion on the financial statements

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 profit 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.

We have audited the financial statements of British Smaller Companies VCT plc (the 'Company') for the year ended 31 March 2022 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

Basis for opinion

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

Independence

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors and subsequently the shareholders at the AGM on 22 July 2014 to audit the financial statements for the year ending 31 March 2014 and subsequent financial periods. The period of total uninterrupted engagement including tenders and reappointments is 9 years, covering the years ending 31 March 2014 to 31 March 2022. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

Conclusions relating to going concern

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

- > Obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing the calculations therein to ensure that the Company was meeting its requirements to retain VCT status;
- > Consideration of the Company's expected future compliance with VCT legislation, the absence of bank debt, contingencies and commitments and any market or reputational risks;
- > Reviewing the forecasted cash flows that support the Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts, and assessing them for reasonableness. In particular, we considered the available cash resources relative to the forecast expenditure which was assessed against the prior year for reasonableness; and
- > Evaluating management's method of assessing the going concern in light of market volatility.

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

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

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

Overview

	2022	2021
Key audit matters		
Valuation of Unquoted Investments	✓	✓

Materiality

Company financial statements as a whole £2,000,000 (2021: £1,400,000) based on 2% (2021: 2%) of Gross investment

An overview of the scope of our audit

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

Key audit matters

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

Key audit matter

How the scope of our audit addressed the key audit matter

Valuation of unquoted investments (Note 1 and Note 7)

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

There is an inherent risk of management override arising from the unquoted investment valuations being prepared by the Manager, who is remunerated based on Net Asset Value.

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

For all investments in our sample we:

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

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

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

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

- > Challenged and corroborated the inputs to the valuation with reference to management information of investee companies, market data and our own understanding and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements;

Independent Auditor's Report (continued)

Key audit matter	How the scope of our audit addressed the key audit matter
	<ul style="list-style-type: none"> <li data-bbox="526 548 1410 638">> Reviewed the historical financial statements and any recent management information available to support assumptions about maintainable revenues, earnings or cash flows used in the valuations; <li data-bbox="526 649 1410 716">> Considered the revenue or earnings multiples applied and the discounts applied by reference to observable listed company market data; and <li data-bbox="526 728 1410 907">> Challenged the consistency and appropriateness of adjustments made to such market data in establishing the revenue, cash flow or earnings multiple applied in arriving at the valuations adopted by considering the individual performance of investee companies against plan and relative to the peer group, the market and sector in which the investee company operates and other factors as appropriate. <p data-bbox="526 918 1410 1064">Where appropriate, we performed a sensitivity analysis by developing our own point estimate where we considered that alternative input assumptions could reasonably have been applied and we considered the overall impact of such sensitivities on the portfolio of investments in determining whether the valuations as a whole are reasonable and free from bias.</p> <p data-bbox="526 1097 734 1131"><i>Key observations</i></p> <p data-bbox="526 1142 1410 1198">Based on the procedures performed we consider the investment valuations to be appropriate considering the level of estimation uncertainty.</p>

Our application of materiality

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

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

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

	Company financial statements	
	2022 £m	2021 £m
Materiality	2.0	1.4
Basis for determining materiality	2% of Gross investments (2021: 2% of Gross investments)	
Rationale for the benchmark applied	In setting materiality, we have had regard to the nature and disposition of the investment portfolio. Given that the VCT's portfolio is predominantly comprised of unquoted investments which would typically have a wider spread of reasonable alternative possible valuations, we have applied a percentage of 2% of Gross investments.	
Performance materiality	1.5	1.1
Basis for determining performance materiality	75% of materiality The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year.	

Lower testing threshold

We determined that for Revenue return before tax, a misstatement of less than materiality for the financial statements as a whole, could influence users of the financial statements as it is a measure of the Company's performance of income generated from its investments after expenses. As a result, we determined a lower testing threshold for those items impacting revenue return of £280,000 (2021: £210,000) based on 10% of total expenditure (2021: 10% of total expenditure).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £100,000 (2021: £74,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of

assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Corporate governance statement

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

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

Independent Auditor's Report (continued)

Going concern and longer-term viability

- > The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified; and
- > The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate.

Other Code provisions

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

Other Companies Act 2006 reporting

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

Strategic report and Directors' report

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

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

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

Directors' remuneration

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

Matters on which we are required to report by exception

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

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

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to compliance with Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") and updated in April 2021 with consequential amendments and the applicable financial reporting framework. We also considered the Company's qualification as a VCT under UK tax legislation.

Our procedures included:

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

We assessed the susceptibility of the financial statements to material misstatement including fraud and considered the fraud risk areas to be the valuation of unquoted investments and management override of controls.

Our tests included, but were not limited to:

- > The procedures set out in the Key Audit Matters section above;
- > Obtaining independent evidence to support the ownership of a sample of investments;

- > Recalculating investment management fees in total;
- > Obtaining independent confirmation of bank balances; and
- > Testing journals which met a defined risk criteria by agreeing to supporting documentation and evaluating whether there was evidence of bias by the Manager and Directors that represented a risk of material misstatement due to fraud.

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

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

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

Use of our report

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

Vanessa-Jayne Bradley (Senior Statutory Auditor)

For and on behalf of
BDO LLP,
Statutory Auditor
London, UK

21 June 2022

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

Statement of Comprehensive Income

For the year ended 31 March 2022

	Notes	Revenue £000	2022 Capital £000	Total £000	Revenue £000	2021 Capital £000	Total £000
Gain on disposal of investments	7	-	5,131	5,131	-	1,740	1,740
Gains on investments held at fair value	7	-	25,515	25,515	-	17,639	17,639
		-	30,646	30,646	-	19,379	19,379
Income	2	1,065	-	1,065	4,074	-	4,074
Total income		1,065	30,646	31,711	4,074	19,379	23,453
Administrative expenses:							
Manager's fee		(577)	(1,732)	(2,309)	(419)	(1,256)	(1,675)
Incentive fee		-	(621)	(621)	-	-	-
Other expenses		(517)	-	(517)	(439)	-	(439)
	3	(1,094)	(2,353)	(3,447)	(858)	(1,256)	(2,114)
(Loss) profit before taxation		(29)	28,293	28,264	3,216	18,123	21,339
Taxation	4	-	-	-	-	-	-
(Loss) profit for the year		(29)	28,293	28,264	3,216	18,123	21,339
Total comprehensive (expense) income for the year		(29)	28,293	28,264	3,216	18,123	21,339
Basic and diluted (loss) earnings per ordinary share	6	(0.02p)	18.24p	18.22p	2.32p	13.06p	15.38p

The accompanying notes on pages 65 to 90 are an integral part of these financial statements.

The Total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with UK adopted international accounting standards. The supplementary Revenue and Capital columns are prepared under the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' (issued in April 2021 – "SORP") published by the AIC.

Balance Sheet

At 31 March 2022

	Notes	2022 £000	2021 £000
ASSETS			
Non-current assets at fair value through profit or loss			
Investments	7	101,159	73,905
Listed investment funds	7	4,706	4,838
Financial assets at fair value through profit or loss	7	105,865	78,743
Accrued income and other assets	8	907	704
		106,772	79,447
Current assets			
Accrued income and other assets	8	150	971
Current asset investments	9	14,471	9,471
Cash and cash equivalents	9	38,928	20,657
		53,549	31,099
LIABILITIES			
Current liabilities			
Trade and other payables	10	(787)	(186)
Net current assets		52,762	30,913
Net assets		159,534	110,360
Shareholders' equity			
Share capital	11	20,510	16,131
Share premium account		62,123	29,995
Capital reserve		33,620	41,106
Investment holding gains and losses reserve		41,982	18,944
Revenue reserve		1,299	4,184
Total shareholders' equity		159,534	110,360
Net asset value per ordinary share	12	85.7p	75.8p

The accompanying notes on pages 65 to 90 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors and were signed on its behalf on 21 June 2022.



Helen Sinclair
Chairman

Statement of Changes in Equity

For the year ended 31 March 2022

	Share capital £000	Share premium account £000	Capital reserve £000	Investment holding gains and losses reserve £000	Revenue reserve £000	Total equity £000
Balance at 31 March 2020	14,950	22,838	49,624	375	1,174	88,961
<i>Revenue return for the year</i>	-	-	-	-	3,216	3,216
<i>Expenses charged to capital</i>	-	-	(1,256)	-	-	(1,256)
<i>Gain on investments held at fair value</i>	-	-	-	17,639	-	17,639
<i>Gain on disposal of investments in the year</i>	-	-	1,740	-	-	1,740
Total comprehensive income for the year	-	-	484	17,639	3,216	21,339
<i>Issue of share capital</i>	929	6,121	-	-	-	7,050
<i>Issue of shares – DRIS</i>	252	1,257	-	-	-	1,509
<i>Issue costs</i>	-	(221)	(35)	-	-	(256)
<i>Purchase of own shares</i>	-	-	(2,732)	-	-	(2,732)
<i>Dividends</i>	-	-	(5,305)	-	(206)	(5,511)
Total transactions with owners	1,181	7,157	(8,072)	-	(206)	60
Realisation of prior year investment holding losses	-	-	(930)	930	-	-
Balance at 31 March 2021	16,131	29,995	41,106	18,944	4,184	110,360
<i>Revenue loss for the year</i>	-	-	-	-	(29)	(29)
<i>Expenses charged to capital</i>	-	-	(2,353)	-	-	(2,353)
<i>Gain on investments held at fair value</i>	-	-	-	25,515	-	25,515
<i>Gain on disposal of investments in the year</i>	-	-	5,131	-	-	5,131
Total comprehensive income (expense) for the year	-	-	2,778	25,515	(29)	28,264
<i>Issue of share capital</i>	3,952	30,676	-	-	-	34,628
<i>Issue of shares – DRIS</i>	427	2,990	-	-	-	3,417
<i>Issue costs</i>	-	(1,538)	-	-	-	(1,538)
<i>Purchase of own shares</i>	-	-	(2,498)	-	-	(2,498)
<i>Dividends</i>	-	-	(10,303)	-	(2,796)	(13,099)
Total transactions with owners	4,379	32,128	(12,801)	-	(2,796)	20,910
Realisation of prior year investment holding gains	-	-	2,537	(2,477)	(60)	-
Balance at 31 March 2022	20,510	62,123	33,620	41,982	1,299	159,534

The accompanying notes on pages 65 to 90 are an integral part of these financial statements.

Statement of Changes in Equity (continued)

For the year ended 31 March 2022

Reserves available for distribution

Under the Companies Act 2006 the capital reserve and the revenue reserve are distributable reserves. The table below shows amounts that are available for distribution.

	Capital reserve £000	Revenue reserve £000	Total £000
Distributable reserves as opposite	33,620	1,299	34,919
Less : income not yet distributable	(231)	(1,299)	(1,530)
Reserves available for distribution¹	33,389	-	33,389

1. Following the circulation of the Annual report to Shareholders

The capital reserve and revenue reserve are both distributable reserves. The reserves total £34,919,000 representing a decrease of £10,371,000 during the year. The directors also take into account the level of the investment holding gains and losses reserve and the future requirements of the Company when determining the level of dividend payments.

Of the potentially distributable reserves of £34,919,000 shown above, £1,530,000 relates to income not yet distributable.

Statement of Cash Flows

For the year ended 31 March 2022

	Notes	2022 £000	2021 £000
Net cash (outflow) inflow from operating activities		(1,483)	1,004
Cash flows (used in) from investing activities			
Purchase of financial assets at fair value through profit or loss	7	(10,465)	(8,661)
Proceeds from sale of financial assets at fair value through profit or loss	7	14,069	1,813
Deferred consideration	7	240	489
Net cash inflow (outflow) from investing activities		3,844	(6,359)
Cash flows from (used in) financing activities			
Issue of ordinary shares		34,628	7,050
Costs of ordinary share issues*		(1,538)	(256)
Purchase of own ordinary shares		(2,498)	(2,732)
Dividends paid	5	(9,682)	(4,002)
Net cash inflow from financing activities		20,910	60
Net increase (decrease) in cash and cash equivalents		23,271	(5,295)
Cash and cash equivalents at the beginning of the year		23,158	28,453
Cash and cash equivalents at the end of the year		46,429	23,158

* Issue costs include both fundraising costs and expenses incurred from the Company's DRIS.

Cash and cash equivalents comprise

Money market funds	9	7,501	2,501
Cash at bank	9	38,928	20,657
Cash and cash equivalents at the end of the year		46,429	23,158

Reconciliation of Profit before Taxation to Net Cash (Outflow) Inflow from Operating Activities

	2022 £000	2021 £000
Profit before taxation	28,264	21,339
Increase (decrease) in trade and other payables	601	(19)
Decrease (increase) in accrued income and other assets	387	(848)
Gain on disposal of investments	(5,131)	(1,740)
Gains on investments held at fair value	(25,515)	(17,639)
Capitalised income	(89)	(89)
Net cash (outflow) inflow from operating activities	(1,483)	1,004

The accompanying notes on pages 65 to 90 are an integral part of these financial statements.

Notes to the Financial Statements

1. Principal Accounting Policies

Basis of Preparation

The accounts have been prepared on a going concern basis as set out in the Directors Report on page 38 and in accordance with UK adopted international accounting standards.

The financial statements have been prepared under the historical cost basis as modified by the measurement of investments at fair value through profit or loss.

The accounts have been prepared in compliance with the recommendations set out in the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued by the Association of Investment Companies (issued in April 2021 – "SORP") to the extent that they do not conflict with UK adopted international accounting standards.

The financial statements are prepared in accordance with UK adopted international accounting standards (IFRSs) and interpretations in force at the reporting date. New standards coming into force during the year and future standards that come into effect after the year-end have not had a material impact on these financial statements.

The Company has carried out an assessment of accounting standards, amendments and interpretations that have been issued by the IASB and that are effective for the current reporting period. The Company has determined that the transitional effects of the standards do not have a material impact.

The financial statements are presented in sterling and all values are rounded to the nearest thousand (£000), except where stated.

Financial Assets held at Fair Value through Profit or Loss

Financial assets designated as at fair value through profit or loss ("FVPL") at inception are those that are managed and whose performance is evaluated on a fair value basis, in accordance with the documented investment strategy of the Company. Information about these financial assets is provided internally on a fair value basis to the Company's key management. The Company's investment strategy is to invest cash resources in venture capital investments as part of the Company's long-term capital growth strategy. Consequently, all investments are classified as held at fair value through profit or loss.

All investments are measured at fair value on the whole unit of account basis with gains and losses arising from changes in fair value being included in the Statement of Comprehensive Income as gains or losses on investments held at fair value.

Transaction costs on purchases are expensed immediately through profit or loss.

Although the Company holds more than 20 per cent of the equity of certain companies, it is considered that the investments are held as part of the investment portfolio, and their value to the Company lies in their marketable value as part of that portfolio. These investments are therefore not accounted for using equity accounting, as permitted by IAS 28 'Investments in associates' and IFRS 11 'Joint arrangements' which give exemptions from equity accounting for venture capital organisations.

Under IFRS 10 "Consolidated Financial Statements", control is presumed to exist when the Company has power over an investee (whether or not used in practice); exposure or rights; to variable returns from that investee, and ability to use that power to affect the reporting entities returns from the investees. The Company does not hold more than 50 per cent of the equity of any of the companies within the portfolio. The Company does not control any of the companies held as part of the investment portfolio. It is not considered that any of the holdings represent investments in subsidiary undertakings.

Notes to the Financial Statements (continued)

1. Principal Accounting Policies (continued)

Valuation of Investments

Unquoted investments are valued in accordance with IFRS 13 “Fair Value Measurement” and, using the International Private Equity and Venture Capital Valuation Guidelines (“the IPEV Guidelines”) updated in December 2018. Quoted investments are valued at market bid prices. A detailed explanation of the valuation policies of the Company is included below.

Initial Measurement

The best estimate of the initial fair value of an unquoted investment is the cost of the investment. Unless there are indications that this is inappropriate, an unquoted investment will be held at this value within the first three months of investment.

Subsequent Measurement

Based on the IPEV Guidelines we have identified six of the most widely used valuation methodologies for unquoted investments. The Guidelines advocate that the best valuation methodologies are those that draw on external, objective market-based data in order to derive a fair value.

Unquoted Investments

- > **Revenue multiples.** An appropriate multiple, given the risk profile and revenue growth prospects of the underlying company, is applied to the revenue of the company. The multiple is adjusted to reflect any risk associated with lack of marketability and to take account of the differences between the investee company and the benchmark company or companies used to derive the multiple.
- > **Earnings multiple.** An appropriate multiple, given the risk profile and earnings growth prospects of the underlying company, is applied to the maintainable earnings of the company. The multiple is adjusted to reflect any risk associated with lack of marketability and to take account of the differences between the investee company and the benchmark company or companies used to derive the multiple.
- > **Net assets.** The value of the business is derived by using appropriate measures to value the assets and liabilities of the investee company.
- > **Discounted cash flows of the underlying business.** The present value of the underlying business is derived by using reasonable assumptions and estimations of expected future cash flows and the terminal value, and discounted by applying the appropriate risk-adjusted rate that quantifies the risk inherent in the company.
- > **Discounted cash flows from the investment.** Under this method, the discounted cash flow concept is applied to the expected cash flows from the investment itself rather than the underlying business as a whole.
- > **Price of recent investment.** This may represent the most appropriate basis where a significant amount of new investment has been made by an independent third party. This is adjusted, if necessary, for factors relevant to the background of the specific investment such as preference rights and will be benchmarked against other valuation techniques. In line with the IPEV Guidelines the price of recent investment will usually only be used for the initial period following the round and after this an alternative basis will be found.

Due to the significant subjectivity involved, discounted cash flows are only likely to be reliable as the main basis of estimating fair value in limited situations. Their main use is to support valuations derived using other methodologies and for assessing reductions in fair value.

One of the valuation methods described above is used to derive the gross attributable enterprise value of the company after which adjustments are then made to reflect specific circumstances, such as the impact of the coronavirus pandemic. This value is then apportioned appropriately to reflect the respective debt and equity instruments in the event of a sale at that level at the reporting date.

Quoted Investments and Listed Investment Funds

Quoted investments and listed investment funds are valued at active market bid price. An active market is defined as one where transactions take place regularly with sufficient volume and frequency to determine price on an ongoing basis. No methodology other than active market bid price has been applied as at 31 March 2022.

Income

Dividends and interest are received from financial assets measured at fair value through profit and loss and are recognised on the same basis in the Statement of Comprehensive Income. This includes interest and preference dividends rolled up and/or payable at redemption. Interest income is also received on cash, cash equivalents and current asset investments. Dividend income from unquoted equity shares is recognised at the time when the right to the income is established.

Expenses

Expenses are accounted for on an accruals basis. Expenses are charged through the Revenue column of the Statement of Comprehensive Income, except for the Manager's fee and incentive fees. Of the Manager's fees 75 per cent are allocated to the Capital column of the Statement of Comprehensive Income, to the extent that these relate to an enhancement in the value of the investments and in line with the Board's expectation that over the long term 75 per cent of the Company's investment returns will be in the form of capital gains. The incentive fee payable to the Manager (as set out in note 3) is charged wholly through the Capital column.

Tax relief is allocated to the Capital Reserve using a marginal basis.

Incentive Fee

The incentive fee is accounted for on an accruals basis. As further detailed in note 3, a performance incentive fee is payable to the Manager subject to the Company achieving both a target level of Total Return (the "Total Return Hurdle") and dividends ("Dividend Hurdle"). Subject to meeting the Total Return Hurdle, the Manager will receive an amount equivalent to 20 per cent of the amount by which dividends paid per share exceeds the Dividend Hurdle, multiplied by the number of shares in issue at the year end. The incentive fee in any financial year will be subject to a cap if the excess of dividends paid over the Dividend Hurdle is greater than the sum of the excess of the Total Return over the Total Return Hurdle divided by 1.2. At the end of each reporting period, an accrual is recognised based upon the dividends paid during the financial year to date and the Total Return at the end of the reporting period. The incentive fee is charged wholly through the Capital column.

Cash, Cash Equivalents and Current Asset Investments

Cash at bank comprises cash at hand and bank deposits with an original maturity of less than three months, readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

Current asset investments comprise money market funds and balances held in fixed term deposits which mature after three months.

Cash and cash equivalents include cash at hand, money market funds and bank deposits repayable on up to three months' notice as these meet the definition in IAS 7 'Statement of cash flows' of a short-term highly liquid investment that is readily convertible into known amounts of cash and subject to insignificant risk of change in value.

Balances held in fixed term deposits which mature after three months are not classified as cash and cash equivalents, as they do not meet the definition in IAS 7 'Statement of cash flows' of short-term highly liquid investments.

Cash and cash equivalents are valued at amortised cost, which equates to fair value.

Notes to the Financial Statements (continued)

1. Principal Accounting Policies (continued)

Cash flows classified as “operating activities” for the purposes of the Statement of Cash Flows are those arising from the Revenue column of the Statement of Comprehensive Income, together with the items in the Capital column that do not fall to be easily classified under the headings for “investing activities” given by IAS 7 ‘Statement of cash flows’, being management and incentive fees payable to the Manager. The capital cash flows relating to the acquisition and disposal of investments are presented under “investing activities” in the Statement of Cash Flows in line with both the requirements of IAS 7 and the positioning given to these headings by general practice in the industry.

Share Capital and Reserves

Share Capital

This reserve contains the nominal value of all shares allotted under offers for subscription.

Share Premium Account

This reserve contains the excess of gross proceeds less issue costs over the nominal value of shares allotted under offers for subscription, to the extent that it has not been cancelled.

Capital Reserve

The following are included within this reserve:

- > Gains and losses on realisation of investments;
- > Realised losses upon permanent diminution in value of investments;
- > Capital income from investments;
- > 75 per cent of the Manager’s fee expense, together with the related taxation effect to this reserve in accordance with the policy on expenses in note 1 of the financial statements;
- > Incentive fee payable to the Manager;
- > Capital dividends paid to shareholders;
- > Applicable share issue costs;
- > Purchase and holding of the Company’s own shares; and
- > Credits arising from the cancellation of any share premium account.

Investment Holding Gains and Losses Reserve

Increases and decreases in the valuation of investments held at the year-end are accounted for in this reserve, except to the extent that the diminution is deemed permanent.

Revenue Reserve

This reserve includes all revenue income from investments along with any costs associated with the running of the Company – less 75 per cent of the Manager’s fee expense as detailed in the Capital Reserve above.

Taxation

Due to the Company’s status as a venture capital trust and the continued intention to meet the conditions required to comply with Chapter 3 Part 6 of the Income Tax Act 2007, no provision for taxation is required in respect of any realised or unrealised appreciation of the Company’s investments which arises. Deferred tax is recognised on all temporary differences that have originated, but not reversed, by the balance sheet date.

Deferred tax assets are only recognised to the extent that they are regarded as recoverable. Deferred tax is calculated at the tax rates that are expected to apply when the asset is realised. Deferred tax assets and liabilities are not discounted.

Dividends Payable

Dividends payable are recognised only when an obligation exists. Interim and special dividends are recognised when paid and final dividends are recognised when approved by shareholders in general meetings.

Segmental Reporting

In accordance with IFRS 8 'Operating segments' and the criteria for aggregating reportable segments, segmental reporting has been determined by the directors based upon the reports reviewed by the Board. The directors are of the opinion that the Company has engaged in a single operating segment - investing in equity and debt securities within the United Kingdom - and therefore no reportable segmental analysis is provided.

Critical Accounting Estimates and Judgements

The preparation of financial statements in conformity with generally accepted accounting practice requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may ultimately differ from those estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are those used to determine the fair value of investments at fair value through profit or loss, as disclosed in note 7 to the financial statements.

The fair value of investments at fair value through profit or loss is determined by using valuation techniques. As explained above, the Board uses its judgement to select from a variety of methods and makes assumptions that are mainly based on market conditions at each balance sheet date.

The Board uses its judgement to select the appropriate method for determining the fair value of investments through profit or loss.

2. Income

	2022 £000	2021 £000
Dividends from unquoted companies*	504	3,336
Interest on loans to unquoted companies	359	522
Income from unquoted portfolio	863	3,858
Income from listed investment funds	129	124
Income from investments held at fair value through profit or loss	992	3,982
Interest on bank deposits/money market funds	73	92
	1,065	4,074

* 2021 includes an ordinary dividend of £2.9 million received from ACC Aviation.

Notes to the Financial Statements (continued)

3. Administrative Expenses

	2022 £000	2021 £000
Manager's fee	2,309	1,675
Administration fee	69	68
Total payable to YFM Private Equity Limited	2,378	1,743
Incentive fee	621	-
<i>Other expenses:</i>		
Directors' remuneration	124	126
General expenses	90	80
Trail commission paid to financial intermediaries	60	82
Listing and registrar fees	58	57
Auditor's remuneration (excluding irrecoverable VAT):		
– audit of the statutory financial statements	43	38
Printing	41	36
Irrecoverable VAT	32	31
	3,447	2,193
Fair value movement related to credit risk	-	(79)
	3,447	2,114
Ongoing charges figure	2.02%	2.10%

Directors' remuneration comprises only short term benefits including social security contributions of £9,000 (2021: £9,000).

The directors are the Company's only key management personnel.

No fees are payable to the auditor in respect of other services (2021: £nil), apart from costs of £12,000 (2021: £nil) for audit-related assurance services which were charged to the share premium account.

YFM Private Equity Limited provides management services to the Company under an agreement (IA) dated 28 February 1996 as varied by agreements dated 1 July 2009, 16 November 2012, 17 October 2014, 24 August 2015 and 18 November 2019. The agreement may be terminated by not less than 12 months' notice given by either party at any time. No notice has been issued to or by YFM Private Equity Limited terminating the contract as at the date of this Report.

Under an agreement dated 18 November 2019 YFM Private Equity Limited was appointed as the Company's Alternative Fund Manager. As a result the Company was de-registered by the Financial Conduct Authority as a Small Registered Alternative Investment Fund Manager on 24 March 2021 and responsibility for the custody of the Company's investments passed to YFM Private Equity Limited on that date.

The key features of the IA are:

- > YFM Private Equity Limited receives a Manager's fee, calculated at half-yearly intervals as at 31 March and 30 September, at the rate of 2.0 per cent of gross assets less current liabilities. The fee is allocated between capital and revenue as described in note 1. The fee is payable quarterly in advance;

- > With effect from 1 April 2019 the annual fee payable to the Manager is 1.0 per cent on all surplus cash, defined as all cash above £15 million, unless an incentive fee has been paid under the new agreement in which case the amount determined to be surplus will be the excess over £7.5 million. The annual fee on all other assets will be 2.0 per cent of net assets per annum. Based on the Company's net assets at 31 March 2022 of £159,534,000 and cash of £45,898,000 at that date, and the incentive payment for the year ended 31 March 2022 being made prior to 30 September 2022, this equates to approximately £2,844,000 per annum;
- > Under the IA YFM Private Equity Limited also provides administrative and secretarial services to the Company for a fee of £35,000 per annum (at 28 February 1996) plus annual adjustments to reflect movements in the Retail Prices Index. This fee is charged fully to revenue, and totalled £69,000 for the year ended 31 March 2022 (2021: £68,000); and
- > YFM Private Equity Limited shall bear the annual operating costs of the Company (including the fees set out above but excluding any payment of the performance incentive fee, details of which are set out below and excluding VAT and trail commissions payable to financial intermediaries) to the extent that those costs exceed 2.9 per cent of the net asset value of the Company. The excess expenses during the year payable to the Company from YFM Private Equity Limited amounted to £nil (2021: £nil).

When the Company makes investments into its unquoted portfolio the Manager charges that investee an advisory fee or arrangement fee, calculated by applying a percentage to the investment amount. The Company and the Manager have agreed that, if the average of the relevant fees during the Company's financial year exceeds 3.0 per cent of the total invested into new portfolio companies and 2.0 per cent into follow-on holdings this excess will be rebated to the Company. As at 31 March 2022, the Company was due a rebate from the Manager of £nil (2021: £nil).

The total remuneration payable to YFM Private Equity Limited under the IA in the period was £2,378,000 (2021: £1,743,000).

Monitoring and directors' fees the Manager receives from the investee companies are limited to a maximum of £40,000 (excluding VAT) per annum per company.

Under the IA, YFM Private Equity Limited is entitled to receive fees from investee companies in respect of the provision of non-executive directors and other advisory services. YFM Private Equity Limited is responsible for paying the due diligence and other costs incurred in connection with proposed investments which for whatever reason do not proceed to completion. In the year ended 31 March 2022 the fees receivable by YFM Private Equity Limited from investee companies which were attributable to advisory and directors' and monitoring fees amounted to £1,271,000 (2021: £1,158,000).

A performance incentive fee is payable to the Manager subject to the Company achieving both a target level of Total Return (the "Total Return Hurdle") and dividends ("Dividend Hurdle"). Subject to meeting the Total Return Hurdle, the Manager will receive an amount equivalent to 20 per cent of the amount by which dividends paid per share exceeds the Dividend Hurdle, multiplied by the number of shares in issue at the year end. The incentive fee in any financial year will be subject to a cap if the excess of dividends paid over the Dividend Hurdle is greater than the sum of the excess of the Total Return over the Total Return Hurdle divided by 1.2. With effect from 31 March 2019 the Total Return Hurdle was 228.6 pence per share and the annual increase is equivalent to 4.0 pence per share, as increased or decreased by the percentage increase or decrease (if any) in RPI from 1 April 2009. For the year ended 31 March 2022 the annual increase in the Total Return Hurdle was 5.6 pence per share.

The Dividend Hurdle was 4.0 pence per share (increasing in line with RPI) from 1 April 2009. For the year ended 31 March 2022 the Dividend Hurdle was 5.6 pence per share.

The Total Return Hurdle for the year ended 31 March 2021 was 244.8 pence per share while the Total Return at 31 March 2021 was 233.2 pence per share, a shortfall of 11.6 pence per share. The total dividends paid in the year were 4.0 pence per share. Consequently no incentive fee was paid for the year ended 31 March 2021.

Notes to the Financial Statements (continued)

3. Administrative Expenses (continued)

The Total Return Hurdle for the year ended 31 March 2022 was 250.4 pence per share. The Total Return as at 31 March 2022 (prior to the accrual for the subsequent incentive fee) was 252.4 pence per share, an excess of 2.0 pence. The Dividend Hurdle was 5.6 pence per share. The total dividends paid in the year were 9.0 pence per share. Consequently both Hurdles were exceeded, resulting in a performance related incentive fee being payable. This is calculated by taking the lower excess of the two hurdles, being 2.0 pence, divided by 1.2 to adjust for the impact of the fee due to be paid (1.67 pence); 20 per cent of this figure (0.33 pence) gives the resulting incentive fee per share in issue; with 186,260,145 shares in issue, this results in a total fee payable of £621,000.

The Total Return Hurdle for the year ending 31 March 2023 is 258.2 pence per share. The Dividend Hurdle is 6.1 pence per share.

If the annual incentive fee exceeds £5.0 million then the excess is deferred until following the next year's Annual General Meeting. Payment of the remainder is made five Business Days after the relevant Annual General Meeting at which the audited accounts are presented to shareholders.

The amount of the incentive payment paid to the Manager for any one year shall, when taken with all other relevant costs, ensure that the Company's total costs in a single year do not exceed 5 per cent of net assets. Any excess over the 5 per cent is carried forward to be included in the calculation of the amount that can be paid in future years. Except with shareholder approval the maximum fee payable in any 12 month period will not exceed £7,500,000.

There are also provisions for a compensatory fee in circumstances where the Company is taken over or the Incentive Agreement is terminated, which is calculated as a percentage of the fee that would otherwise be payable under the Incentive Agreement by reference to the accounting period following its termination. In this instance 80 per cent is payable in the first accounting period after such an event, 55 per cent in the second, 35 per cent in the third and nothing is payable thereafter.

Under the terms of the offer launched with British Smaller Companies VCT2 on 2 February 2021, YFM Private Equity Limited was entitled to 2.5 per cent of gross subscriptions, less the cost of re-investment of intermediary commission. The net amount paid to YFM Private Equity Limited under this offer amounted to £176,000.

Under the terms of the offer launched with British Smaller Companies VCT2 on 22 September 2021, YFM Private Equity Limited was entitled to 3.0 per cent of gross subscriptions (3.5 per cent for Applications received from Applicants who did not invest their money through a financial intermediary advisor and invested directly into the Company), less the cost of re-investment of intermediary commission. The net amount paid to YFM Private Equity Limited under this offer amounted to £1,019,000.

The Manager met all costs and expenses arising out of these offers out of these fees.

The details of directors' remuneration are set out in the Directors' Remuneration Report on page 51 under the heading "Directors' Remuneration for the year ended 31 March 2022 (audited)".

4. Taxation

	Revenue £000	2022 Capital £000	Total £000	Revenue £000	2021 Capital £000	Total £000
(Loss) profit before taxation	(29)	28,293	28,264	3,216	18,123	21,339
(Loss) profit before taxation multiplied by standard rate of corporation tax in UK of 19% (2021: 19%)	(6)	5,376	5,370	611	3,443	4,054
Effect of:						
UK dividends received	(103)	-	(103)	(644)	-	(644)
Non-taxable profits on investments	-	(5,823)	(5,823)	-	(3,682)	(3,682)
Deferred tax not recognised	109	447	556	33	239	272
Tax charge	-	-	-	-	-	-

The Company has no provided or unprovided deferred tax liability in either year.

Deferred tax assets of £4,077,000 (2021: £2,543,000) calculated at 25% (2021: 19%) in respect of unrelieved management expenses of £16.31 million as at 31 March 2022 (2021: £13.39 million) have not been recognised as the directors do not currently believe that it is probable that sufficient taxable profits will be available against which assets can be recovered.

Due to the Company's status as a venture capital trust and the continued intention to meet with the conditions required to comply with Section 274 of the Income Tax Act 2007, the Company has not provided for deferred tax on any capital gains or losses arising on the revaluation or realisation of investments.

5. Dividends

Amounts recognised as distributions to equity holders in the period to 31 March:

	Revenue £000	2022 Capital £000	Total £000	Revenue £000	2021 Capital £000	Total £000
Interim dividend for the year ended 31 March 2022 of 2.0p (2021: 2.0p) per ordinary share	2,796	116	2,912	206	2,537	2,743
Second interim dividend for the year ended 31 March 2022 of 5.0p (2021: 2.0p) per ordinary share	-	7,244	7,244	-	2,768	2,768
Third interim dividend for the year ended 31 March 2022 of 2.0p per ordinary share	-	2,943	2,943	-	-	-
	2,796	10,303	13,099	206	5,305	5,511
Shares allotted under DRIS			(3,417)			(1,509)
Dividends paid in Statement of Cash Flows			9,682			4,002

The first interim dividend of 2.0 pence per ordinary share was paid on 23 July 2021 to shareholders on the register as at 25 June 2021.

The second interim dividend of 5.0 pence per ordinary share was paid on 16 November 2021 to shareholders on the register as at 15 October 2021.

The third interim dividend of 2.0 pence per ordinary share was paid on 5 January 2022 to shareholders on the register as at 26 November 2021.

An interim dividend of 2.0 pence per ordinary share in respect of the year ending 31 March 2023 amounting to approximately £3.7 million has been announced. This dividend has not been recognised in the year ended 31 March 2022 as the obligation did not exist at the balance sheet date.

Notes to the Financial Statements (continued)

6. Basic and Diluted (Loss) Earnings per Ordinary Share

The basic and diluted earnings per ordinary share is based on the profit after tax attributable to shareholders of £28,264,000 (2021: £21,339,000) and 155,125,398 (2021: 138,775,882) ordinary shares being the weighted average number of ordinary shares in issue during the year.

The basic and diluted revenue (loss) earnings per ordinary share is based on the revenue loss for the year attributable to shareholders of £29,000 (2021: profit of £3,216,000) and 155,125,398 (2021: 138,775,882) ordinary shares being the weighted average number of ordinary shares in issue during the year.

The basic and diluted capital earnings per ordinary share is based on the capital profit for the year attributable to shareholders of £28,293,000 (2021: £18,123,000) and 155,125,398 (2021: 138,775,882) ordinary shares being the weighted average number of ordinary shares in issue during the year.

During the year the Company allotted 39,514,174 new ordinary shares from the fundraising, and 4,270,105 new ordinary shares in respect of its DRIS.

The Company has also repurchased 3,148,801 of its own shares in the year, and these shares are held in the Capital Reserve. The total of 18,834,982 treasury shares has been excluded in calculating the weighted average number of ordinary shares for the period. The Company has no securities that would have a dilutive effect and hence basic and diluted earnings per ordinary share are the same.

The Company has no potentially dilutive shares and hence the basic and diluted earnings per ordinary share are equivalent for both of the years ended 31 March 2022 and 31 March 2021.

7. Financial Assets at Fair Value through Profit or Loss

IFRS 13, in respect of financial instruments that are measured in the balance sheet at fair value, requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

Level 1: quoted prices in active markets for identical assets or liabilities. The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is defined as a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1 and comprise listed investment funds, AIM quoted investments and other fixed income securities classified as held at fair value through profit or loss.

Level 2: the fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The Company held no such instruments in the current or prior year.

Level 3: the fair value of financial instruments that are not traded in an active market (for example, investments in unquoted companies) is determined by using valuation techniques such as revenue or earnings multiples. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The majority of the Company's investments fall into this category at 31 March 2022.

Each investment is reviewed at least quarterly to ensure that it has not ceased to meet the criteria of the level in which it is included at the beginning of each accounting period. The change in fair value for the current and previous year is recognised through profit or loss.

There have been no transfers between these classifications in either period.

All items held at fair value through profit or loss were designated as such upon initial recognition.

Valuation of Investments

Full details of the methods used by the Company are set out in note 1 of these financial statements. Where investments are held in quoted stocks, fair value is set at the market bid price.

Movements in investments at fair value through profit or loss during the year to 31 March 2022 are summarised as follows:

IFRS 13 measurement classification	Level 3	Level 1	Total Investments £000
	Unquoted Investments £000	Listed Investment Funds £000	
Opening cost	54,954	4,845	59,799
Opening investment holding gain (loss)	18,951	(7)	18,944
Opening fair value at 1 April 2021	73,905	4,838	78,743
Additions at cost	9,651	814	10,465
Capitalised income	89	-	89
Disposal proceeds	(13,005)	(1,064)	(14,069)
Net profit on disposal*	5,112	10	5,122
Change in fair value	24,648	108	24,756
Foreign exchange	759	-	759
Closing fair value at 31 March 2022	101,159	4,706	105,865
Closing cost	59,265	4,618	63,883
Closing investment holding gain	41,894	88	41,982
Closing fair value at 31 March 2022	101,159	4,706	105,865

* The net profit on disposal in the table above is £5,122,000 whereas that shown in the Statement of Comprehensive Income is 5,131,000. The difference comprises the change in the value of deferred proceeds totalling £9,000 in respect of assets which have been disposed of and are not included within the investment portfolio at 1 April 2021.

There were no individual reductions in fair value during the year that exceeded 5 per cent of the total assets of the Company (2021: £nil).

Level 3 valuations include assumptions based on non-observable market data, such as discounts applied either to reflect changes in fair value of financial assets held at the price of recent investment, or to adjust revenue or earnings multiples. IFRS 13 requires an entity to disclose quantitative information about the significant unobservable inputs used. Of the Company's level 3 investments, 68 per cent are held on a revenue multiple basis and 25 per cent on an earnings multiple basis, and therefore have significant judgement applied to the valuation inputs.

The table on page 76 sets out the range of revenue multiples (RM), earnings multiples (EM) and discounts applied in arriving at investments valued on these bases. The remaining 7 per cent are valued based on discounted cash flows, or cost or net asset value reviewed for change in fair value.

Notes to the Financial Statements (continued)

7. Financial Assets at Fair Value through Profit or Loss (continued)

	Revenue Multiple inputs	New Media	Data & Analytics	Retail & Brands	Software Applications
2022	RM Range	8.00-8.90	4.60-20.90	0.97	4.60-8.90
	RM Weighted Average	8.55	16.09	0.97	7.43
2021	RM Range	8.00	4.10-18.00	1.60	4.10-10.00
	RM Weighted Average	8.00	14.21	1.60	7.98
2022	Combined RM and/or Marketability Discount Range	28%-60%	10%-72%	24%	52%-76%
	Combined RM and/or Marketability Discount Weighted Average	47%	24%	24%	56%
2021	Combined RM and/or Marketability Discount Range	60%-68%	32%-72%	68%	32%-85%
	Combined RM and/or Marketability Discount Weighted Average	68%	43%	68%	66%

	Earnings Multiple inputs	New Media	Data & Analytics	Business Services	Retail & Brands	Software Applications	Advanced Manufacturing
2022	EM Range	9.69	13.34	6.88-12.73	10.32	15.10	-
	EM Weighted Average	9.69	13.34	8.98	10.32	15.10	-
2021	EM Range	10.44-13.44	15.10	8.81-14.36	16.97-18.60	-	15.00
	EM Weighted Average	10.44	15.10	11.28	16.97	-	15.00
2022	Combined EM and/or Marketability Discount Range	52%	60%	20%-44%	32%	44%	-
	Combined EM and/or Marketability Discount Weighted Average	52%	60%	33%	32%	44%	-
2021	Combined EM and/or Marketability Discount Range	20%-68%	68%	20%-44%	52%-76%	-	72%
	Combined EM and/or Marketability Discount Weighted Average	40%	68%	34%	52%	-	72%

The standard also requires disclosure, by class of financial instruments, if the effect of changing one or more inputs to reasonably possible alternative assumptions would result in a significant change to the fair value measurement. Each unquoted portfolio company has been reviewed in order to identify the sensitivity of the valuation methodology to using alternative assumptions. Where discounts have been applied (for example to revenue levels, earnings levels, or RM/EM ratios) alternatives have been considered which still fall within the IPEV Guidelines (see page 66). For each unquoted investment, two scenarios have been modelled: more prudent assumptions (downside case) and more optimistic assumptions (upside case). Applying the downside alternative the value of the unquoted investments would be £5,445,000 or 5.4 per cent lower (2021: 5.2 per cent lower). Using the upside alternative the value would be increased by £5,742,000 or 5.7 per cent (2021: 5.5 per cent).

Movements in investments at fair value through profit or loss during the year to 31 March 2021 are summarised as follows:

IFRS 13 measurement classification	Level 3		Level 1	
	Unquoted Investments £000	Listed Investment Funds £000	Total Investments £000	
Opening cost	47,897	4,875	52,772	
Opening investment holding gain (loss)	461	(86)	375	
Opening fair value at 1 April 2020	48,358	4,789	53,147	
Additions at cost	8,511	150	8,661	
Capitalised income	89	-	89	
Disposal proceeds	(1,776)	(187)	(1,963)	
Net profit on disposal*	1,166	4	1,170	
Change in fair value	18,284	82	18,366	
Foreign exchange loss	(727)	-	(727)	
Closing fair value at 31 March 2021	73,905	4,838	78,743	
Closing cost	54,954	4,845	59,799	
Closing investment holding gain (loss)	18,951	(7)	18,944	
Closing fair value at 31 March 2021	73,905	4,838	78,743	

* The net profit on disposal in the table above is £1,170,000 whereas that shown in the Statement of Comprehensive Income is £1,740,000. The difference comprises the change in the value of deferred proceeds totalling £570,000 in respect of assets which have been disposed of and are not included within the investment portfolio at 1 April 2020.

Notes to the Financial Statements (continued)

7. Financial Assets at Fair Value through Profit or Loss (continued)

The following disposals and loan repayments took place in the year:

	Net proceeds from sale £000	Cost £000	Opening carrying value as at 1 April 2021 £000	Profit (loss) on disposal £000
Unquoted investments:				
Deep-Secure Ltd	6,560	1,000	4,121	2,439
Matillion Limited	4,967	269	2,349	2,618
KeTech Enterprises Limited	1,275	1,490	1,292	(17)
Ncam Technologies Limited	131	131	131	-
Harris Hill Holdings Limited	72	439	-	72
Friska Limited	-	2,100	-	-
Total from unquoted investments	13,005	5,429	7,893	5,112
<i>Deferred proceeds:</i>				
Bagel Nash Group Limited	150	-	150	-
Ness (Holdings) Limited	90	-	81	9
Total from deferred proceeds	240	-	231	9
Total from portfolio	13,245	5,429	8,124	5,121
Listed investment funds	1,064	1,041	1,054	10
Total from investment portfolio	14,309	6,470	9,178	5,131

The following disposals and loan repayments took place in the year to 31 March 2021:

	Net proceeds from sale £000	Cost £000	Opening carrying value as at 1 April 2020 £000	Profit on disposal £000
Unquoted investments:				
RMS Group Holdings Limited	1,446	180	430	1,016
Springboard Research Holdings Limited	180	180	180	-
Bagel Nash Group Limited	150	944	-	150
Macro Art Holdings Limited	-	239	-	-
Total from unquoted investments	1,776	1,543	610	1,166
<i>Deferred proceeds:</i>				
Business Collaborator Limited	474	-	-	474
Ness (Holdings) Limited	96	-	-	96
Total from deferred proceeds	570	-	-	570
Total from portfolio	2,346	1,543	610	1,736
Listed investment funds	187	180	183	4
Total from investment portfolio	2,533	1,723	793	1,740

The total from disposals in the table above is £2,533,000 whereas that shown in the Statement of Cash Flows (including deferred consideration) is £2,302,000. This is due to the timing differences between the recognition of the deferred income and its receipt in cash.

Significant Interests

YFM Private Equity Limited, the Company's Manager, also acts as Manager to certain other funds that have invested in some of the companies within the current portfolio of the Company. Details of these investments are summarised in the tables on pages 80 to 82.

Notes to the Financial Statements (continued)

7. Financial Assets at Fair Value through Profit or Loss (continued)

At 31 March 2022 the Company held a significant holding of at least 20 per cent of the issued ordinary share capital, either individually or alongside commonly managed funds, in the following companies:

Company	Principal activity	No of shares held by the Company	Percentage of class held by the Company*	Percentage of class held by commonly managed funds*
ACC Aviation Group Limited**	Business Services	220,000	28%	69%
Arcus Global Limited**	Software Applications	456,684	21%	37%
Biz2Mobile Limited	Data & Analytics	5,792,382	15%	26%
DisplayPlan Holdings Limited**	New Media	2,340	22%	34%
EL Support Services Limited**	Investment Company	3,500	50%	100%
Elucidat Ltd	Software Applications	3,452	12%	20%
Force24 Ltd	Software Applications	27,872	17%	34%
Intelligent Office UK (IO Outsourcing Limited t/a Intelligent Office)**	Business Services	159,913	27%	44%
KeTech Enterprises Limited	Data & Analytics	128,333	16%	47%
Macro Art Holdings Limited**	New Media	150,000	18%	30%
NB Technology Services Limited**	Investment Company	3,500	50%	100%
Ncam Technologies Limited**	New Media	1,780,373	22%	51%
OC Engineering Services Limited**	Investment Company	3,500	50%	100%
Outpost VFX Limited	New Media	3,584,229	12%	24%
Panintelligence (via Paninsight Limited)	Data & Analytics	34,068	15%	35%
Seven Technologies Holdings Limited	Advanced Manufacturing	648,482	14%	60%
SH Healthcare Services Limited**	Investment Company	3,500	50%	100%
SharpCloud Software Limited	Data & Analytics	39,514	20%	40%
Sipsynergy (via Hosted Network Services Limited)**	Software Applications	7,316,668	24%	62%
SP Manufacturing Services Limited**	Investment Company	3,500	50%	100%
Springboard Research Holdings Limited	Data & Analytics	257,840	19%	32%
Tonkotsu Limited	Retail & Brands	50,493	18%	38%
Traveltek Group Holdings Limited	Software Applications	41,420	17%	47%
Unbiased EC1 Limited	Software Applications	1,161,144	16%	30%
Vuealta Group Limited	Software Applications	3,310	11%	20%
Vypr Validation Technologies Limited	Data & Analytics	11,482	13%	22%
Wakefield Acoustics (via Malvar Engineering Limited)**	Advanced Manufacturing	74,400	22%	37%
Wooshii Limited	New Media	1,458,310	20%	38%

* Fully diluted holding. The percentage held by commonly managed funds includes the percentage held by the Company.

** The registered office of these significant holdings is given on the inside back page and related financial information on page 82.

The amounts shown below are the net cost of investments as at 31 March 2022 and exclude those companies which are in receivership or liquidation.

	British Smaller Companies VCT plc £000	British Smaller Companies VCT2 plc £000	Other commonly managed funds £000	Total £000
ACC Aviation Group Limited	220	145	185	550
Arcus Global Limited	3,075	2,050	-	5,125
Arraco Global Markets Limited	2,550	1,700	-	4,250
Biz2Mobile Limited	1,898	1,265	-	3,163
DisplayPlan Holdings Limited	130	70	-	200
e2E Engineering Limited	900	600	-	1,500
Eikon Holdco Limited	750	500	250	1,500
EL Support Services Limited	500	500	-	1,000
Elucidat Ltd	2,700	1,800	-	4,500
Force24 Ltd	2,400	1,600	800	4,800
Frescobol Carioca Ltd	1,800	1,200	-	3,000
Intamac Systems Limited	302	905	-	1,207
Intelligent Office UK (IO Outsourcing Limited t/a Intelligent Office)	2,934	1,956	-	4,890
KeTech Enterprises Limited	10	10	10	30
Macro Art Holdings Limited	481	321	-	802
Matillion Limited	1,778	1,456	549	3,783
NB Technology Services Limited	500	500	-	1,000
Ncam Technologies Limited	2,512	1,675	1,577	5,764
OC Engineering Services Limited	500	500	-	1,000
Outpost VFX Limited	1,500	1,000	500	3,000
Panintelligence (via Paninsight Limited)	1,500	1,000	1,000	3,500
Relative Insight Limited	3,000	2,000	-	5,000
Seven Technologies Holdings Limited	1,677	1,221	6,046	8,944
SH Healthcare Services Limited	500	500	-	1,000
SharpCloud Software Limited	3,407	2,271	1,322	7,000
SP Manufacturing Services Limited	500	500	-	1,000
Springboard Research Holdings Limited	2,822	1,881	-	4,703
Sipsynergy (via Hosted Network Services Limited)	2,654	2,045	1,551	6,250
TeraView Limited	377	377	-	754
Tonkotsu Limited	2,388	1,592	995	4,975
Traveltek Group Holdings Limited	1,715	1,163	3,577	6,455

Notes to the Financial Statements (continued)

7. Financial Assets at Fair Value through Profit or Loss (continued)

	British Smaller Companies VCT plc £000	British Smaller Companies VCT2 plc £000	Other commonly managed funds £000	Total £000
Unbiased EC1 Limited	2,946	1,964	640	5,550
Vuealta Group Limited	2,099	1,399	428	3,926
Vypr Validation Technologies Limited	1,500	1,000	-	2,500
Wakefield Acoustics (via Malvar Engineering Limited)	1,080	720	-	1,800
Wooshii Limited	3,660	2,440	591	6,691

Significant Holdings

	Profit (loss) before tax £million	Net assets (liabilities) £million
Arcus Global Limited	3.08	1.81
EL Support Services Limited	0.12	0.12
NB Technology Services Limited	0.15	(0.14)
OC Engineering Services Limited	-	(0.01)
SH Healthcare Services Limited	-	(0.01)
SP Manufacturing Services Limited	0.07	(0.32)
Macro Art Holdings Limited	(1.95)	(1.09)
Ncam Technologies Limited	(1.36)	(1.34)
Sipsynergy Limited (via Hosted Network Services Limited)	(0.76)	(0.04)
Wakefield Acoustics (via Malvar Engineering Limited)	(0.06)	0.45

8. Accrued Income and Other Assets

	2022 £000	2021 £000
Non-current assets:		
Accrued income on financial assets	907	704
Current assets:		
Accrued income on financial assets	98	399
Prepayments	52	572
	150	971

Non-current assets relates to income receivable on exit from the relevant investee company where this is expected to be more than one year from the balance sheet date.

The carrying amounts of the Company's accrued income are denominated in sterling.

9. Current Asset Investments and Cash and Cash Equivalents

	2022 £000	2021 £000
Money market funds	7,501	2,501
Bank deposits that mature after three months but are not immediately repayable	6,970	6,970
Current asset investments	14,471	9,471
Cash and cash equivalents	38,928	20,657
Cash and cash equivalents	38,928	20,657

10. Trade and Other Payables

	2022 £000	2021 £000
Amounts payable within one year:		
Accrued expenses	166	186
Performance incentive fee	621	-
	787	186

11. Called-up Share Capital

	2022 Allotted, called-up and fully paid £000	2021 Allotted, called-up and fully paid £000
Ordinary shares of 10 pence Issued: 205,095,127 (2021: 161,310,848) including 18,834,982 shares held in treasury (2021: 15,686,181).	20,510	16,131

The movements in the year were as follows:

		Price pence	Date	Number of shares	Share Capital £000
Total as at 1 April 2021				161,310,848	16,131
Issue of shares	DRIS	73.80	23 July 2021	1,022,316	102
Issue of shares	DRIS	81.20	16 November 2021	2,306,826	231
Issue of shares	DRIS	83.90	5 January 2022	940,963	94
Issue of shares	Fundraising	86.05-92.20	7 January 2022	39,514,174	3,952
As at 31 March 2022 (including treasury shares)				205,095,127	20,510
As at 31 March 2022 (excluding treasury shares)				186,260,145	

Notes to the Financial Statements (continued)

11. Called-up Share Capital (continued)

During the year the Company purchased 3,148,801 (2021: 4,093,191) of its own shares and these shares are held on the balance sheet in the Capital Reserve. Full details of the share purchases are set out in the Directors' Report under the heading 'Buy-back and Issue of Shares'. The treasury shares have been included in calculating the number of ordinary shares in issue, and excluded in calculating the number of ordinary shares with voting rights in issue at 31 March 2022 and 31 March 2021.

The movements in the previous year to 31 March 2021 were as follows:

		Price pence	Date	Number of shares	Share Capital £000
Total as at 1 April 2020				149,500,037	14,950
Issue of shares	DRIS	59.38	31 July 2020	1,254,024	125
Issue of shares	DRIS	60.42	5 October 2020	1,265,695	127
Issue of shares	Fundraising	75.487-75.590	8 March 2021	9,291,092	929
As at 31 March 2021 (including treasury shares)				161,310,848	16,131
As at 31 March 2021 (excluding treasury shares)				145,624,667	

12. Basic and Diluted Net Asset Value per Ordinary Share

The basic and diluted net asset value per ordinary share is calculated on attributable assets of £159,534,000 (2021: £110,360,000) and 186,260,145 (2021: 145,624,667) ordinary shares in issue at the year end.

The treasury shares have been excluded in calculating the number of ordinary shares in issue at 31 March 2022 and 31 March 2021.

The Company has no potentially dilutive shares and hence the basic and diluted net asset values per ordinary share are the same.

13. Total Return per Ordinary Share

The Total Return per ordinary share is calculated on cumulative dividends paid of 166.4 pence per ordinary share (2021: 157.4 pence per ordinary share) plus the net asset value as calculated per note 12.

14. Financial Commitments

There are no financial commitments at 31 March 2022 or 31 March 2021.

15. Related Party Transactions

Fees payable during the year to the directors and their interests in shares of the Company are disclosed within the Directors' Remuneration Report on pages 50 to 52. There were no amounts outstanding and due to the directors at 31 March 2022 (2021: £nil).

16. Events after the Balance Sheet Date

Following the year end one new investment and two follow-on investments totalling £1.9 million have been completed.

17. Financial Instruments

The Company has no derivative financial instruments and has no financial asset or liability for which hedge accounting has been used in either year. The Company classifies its financial assets as either fair value through profit or loss or at amortised cost, and its financial liabilities, primarily accrued expenses, at amortised cost.

It is the directors' opinion that the carrying value of financial assets and liabilities approximates their fair value. Therefore, the directors consider all assets and liabilities to be carried at a valuation which equates to fair value.

Investments are made in a combination of equity, fixed rate and variable rate financial instruments so as to comply with VCT legislation and provide potential future capital growth. Surplus funds are held in bank deposits or money market funds until suitable qualifying investment opportunities arise.

The Company has reviewed all contracts for embedded derivatives that are required to be separately accounted for if they do not meet certain criteria set out in the standard. No embedded derivatives have been identified by the Company.

The accounting policies for financial instruments have been applied to the items below:

Assets as per balance sheet

	2022		2021	
	Other assets at amortised cost £000	Assets at fair value through profit or loss £000	Other assets at amortised cost £000	Assets at fair value through profit or loss £000
Non-current assets at fair value through profit or loss				
Financial assets	-	106,772	-	79,447
Current assets				
Cash and cash equivalents	38,928	-	20,657	-
Cash on fixed term deposit	6,970	-	6,970	-
Current asset investments	7,501	-	2,501	-
Accrued income on financial assets	-	95	-	398
Accrued income on cash, cash equivalents and cash deposits	3	-	1	-
	53,402	106,867	30,129	79,845
Other assets – not financial instruments	52	-	572	-
	53,454	106,867	30,701	79,845

Notes to the Financial Statements (continued)

17. Financial Instruments (continued)

Liabilities as per balance sheet

	2022 Other financial liabilities £000	2021 Other financial liabilities £000
Trade and other payables	166	186
Performance incentive fee	621	-
	787	186

Assets classified as fair value through profit or loss were designated as such upon initial recognition.

The Company's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risk to which the Company is exposed are market risk, credit risk and liquidity risk. The nature and extent of the financial instruments outstanding at the balance sheet date and the risk management policies employed by the Company are discussed below. There have been no changes since last year in the objectives, policies, and processes for managing and measuring risks facing the Company.

17a Market Risk

Market Price Risk

The Company invests in new and expanding businesses, the shares of which may not be traded on the stock market. Consequently, exposure to market factors, in relation to many investments, stems from market based measures that may be used to value unlisted investments. The Company also holds a number of quoted investments.

The market also defines the value at which investments may be sold. Returns are therefore maximised when investments are bought or sold at appropriate times in the economic cycle.

Market price risk arises from uncertainty about the future prices of financial instruments held in accordance with the Company's investment objectives. It represents the potential loss that the Company might suffer through holding market positions in the face of market movements. In addition, the ability of the Company to purchase or sell investments is also constrained by requirements set down for VCTs.

Of the Company's financial assets through profit or loss, 4 per cent (2021: 6 per cent) are investment funds listed on the main market of the London Stock Exchange (including FCA authorised and regulated UCITS funds). A 5 per cent increase in stock prices as at 31 March 2022 would have increased the net assets attributable to the Company's shareholders and the total profit for the year by £235,000 (2021: £242,000). An equal change in the opposite direction would have decreased the net assets attributable to the Company's shareholders and the total profit for the year by an equal amount.

Of the Company's financial assets through profit or loss, 96 per cent are in unquoted companies held at fair value (2021: 94 per cent). The valuation methodology for these investments includes the application of externally produced revenue multiples and earnings multiples. Therefore the value of the unquoted element of the portfolio is also indirectly affected by price movements on the listed market. Investments have been valued in line with the Guidelines described within Note 1. Those using revenue and earnings multiple methodologies include judgements regarding the level of discount applied to that multiple. The effect of changing the level of discounts applied to the multiples is considered in note 7 on page 77.

Other valuations are valued at discounted cash flows or the price of recent investment, reviewed and discounted where the fair value of the investment no longer equates to the cost of the recent investment. A 10 per cent change in the discount applied would have altered the net assets attributable to the Company's shareholders and the total profit for the year by less than 0.1 per cent of net assets.

The largest single concentration of risk relates to the Company's investment in Matillion Limited which constitutes 17.6 per cent (2021: 14.2 per cent) of the net assets attributable to the Company's shareholders. The Board seeks to mitigate this risk by diversifying the portfolio and monitors the status of all investments on an ongoing basis. The average investment (excluding both those whose value has been reduced to nil and those managed on a discretionary basis by Brewin Dolphin Securities Limited) is 2.0 per cent (2021: 2.5 per cent) of the value of net assets.

Comparison of realised proceeds to unrealised valuations

The table below shows a comparison of the realised proceeds to the unrealised valuations one year prior to sale, for all disposals of unquoted investments over the last ten years.

Full disposal	Date of Disposal	Sale Proceeds £000	Valuation £000	Increase (decrease) £000
Primal Pictures Limited	Aug-12	537	307	230
Fishawack Limited	Mar-13	1,303	896	407
Waterfall Services Limited	Dec-14	3,854	1,952	1,902
President Engineering Group Limited	Jul-15	7,534	4,071	3,463
Insider Technologies (Holdings) Limited	Oct-15	1,159	880	279
Callstream Group Limited	Mar-16	785	773	12
GO Outdoors Topco Limited	Nov-16 & Apr-11	20,849	9,932	10,917
Cambrian Park & Leisure Homes Limited	Mar-17	-	1,876	(1,876)
Ness (Holdings) Limited	Mar-17	229	764	(535)
Selima Holding Company Ltd	May-17	2,811	923	1,888
Harvey Jones Holdings Limited	Aug-17	970	1,113	(143)
PowerOasis Limited	Aug-18	-	273	(273)
Gill Marine Holdings Limited	Dec-18	3,802	2,569	1,233
GTK (Holdco) Limited	Dec-18	3,751	2,738	1,013
Mangar Health Limited	Dec-18	5,513	3,962	1,551
Leengate Holdings Limited	Apr-19	1,936	1,769	167
Eikon Holdco Limited (partial realisation)	Oct-19	6,314	2,250	4,064
Business Collaborator Limited	Mar-20	8,085	3,662	4,423
RMS Group Holdings Limited	Jun-20	1,446	907	539
Bagel Nash Group Limited	Oct-20	150	607	(457)
Deep-Secure Ltd	Jul-21	6,560	2,956	3,604
Other	Dec-14 to Jan-17	94	-	94
		77,682	45,180	32,502

Notes to the Financial Statements (continued)

17. Financial Instruments (continued)

Interest Rate Risk

The Company's venture capital investments include £4,973,000 (2021: £8,537,000) of loan stock in unquoted companies. The majority of this loan stock at 31 March 2022 is at fixed rates to guard against fluctuations in interest rates. As a result the Company is exposed to cash flow interest rate risk on £611,000 (2021: £750,000) of its loan stock portfolio.

The Company has some exposure to interest rates as a result of interest earned on bank deposits. Other financial assets (being accrued income) and other financial liabilities (being accrued expenses) attract no interest. A sensitivity analysis has not been performed as the amounts involved are not considered to be significant.

	2022			2021		
	£000	Weighted average interest rate %	Weighted average time for which rate is fixed Months	£000	Weighted average interest rate %	Weighted average time for which rate is fixed Months
Fixed rate loan stock and preference shares	11,023	7.4%	11	12,750	8.7	12
Cash on fixed term deposit	6,970	0.6%	3	6,970	0.6	3
Combined	17,993	4.8%	5	19,720	5.9	9

Exchange Rate Risk

Of the Company's financial assets through profit or loss, 26 per cent (2021: 20 per cent) are denominated in US dollars. A 5% increase in the £:\$ exchange rate at 31 March 2022 would have decreased the net assets attributable to the Company's shareholders and the total profit for the year by £1,336,000 (2021: £746,000). An equal change in the opposite direction would have increased the net assets attributable to the Company's shareholders and the total profit for the year by £1,476,000 (2021: £824,000).

17b Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Manager has in place a monitoring procedure in respect of counterparty risk which is reviewed on an ongoing basis. The carrying amounts of financial assets excluding equity investments total £80,808,000 (2021: £77,285,000) which best represents the maximum credit risk exposure at the balance sheet date.

The Company does not invest in floating rate instruments other than, on occasion, unquoted loan stock. Credit risk on unquoted loan stock held within unlisted investments is considered to be part of market risk as disclosed above.

The fair value of the other assets is not regarded as having changed due to the changes in credit risk in either year.

Credit risk arising on transactions with brokers relates to transactions awaiting settlement. Risk relating to unsettled transactions is considered to be small due to the short settlement period involved and the high credit quality of the brokers used. The Board monitors the quality of service provided by the brokers used to further mitigate this risk. Bankruptcy or insolvency of the broker may cause the Company's rights with respect to securities held by the broker to be delayed or limited. The Manager monitors the Company's risk by reviewing the broker's internal control reports on a regular basis.

The only significant assets not held at fair value are cash and cash equivalents, cash on fixed term deposit and money market funds. The funds held by the Company are held across a number of financial institutions to spread the risk. Bankruptcy or insolvency of these financial institutions may cause the Company's rights with respect to the funds held by the financial institution to be delayed or limited. The financial institutions used by the Company are large and reputable. Should the credit quality or the financial position of the financial institutions deteriorate significantly the Manager will move the holdings to another financial institution. Any expected credit loss associated with the balances are considered to be highly immaterial.

The Company holds a number of listed investment funds. Market disruption could delay the Company's ability to redeem these investments and their values may fall. The Manager and the Board monitor these investments on a regular basis in conjunction with the Company's Financial Adviser. The holdings are intended as medium to long-term investments but they could be sold on the market if necessary.

The maturities of the loan stock portfolio are as follows:

	2022 £000			2021 £000			
	<1 year	1-2 years	2-5 years	<1 year	1-2 years	2-5 years	>5 years
Unquoted loan investments	2,800	887	1,286	5,957	600	1,501	479

An aged analysis of the unquoted loan investments included above, which are past due but not individually impaired, is set out below. For this purpose these loans are considered to be past due when any payment due date under the loan's contractual terms (such as payment of interest) is received late or missed. The full value of the loan is given even though, in some cases, the only default is in respect of interest.

	2022 £000		2021 £000
	<1 year	1-2 years	<1 year
Loans to investee companies past due	600	886	3,135

17c Liquidity Risk

The risk to the Company relates to liabilities which fall due within one year. These liabilities are deemed immaterial and as such the risk associated with them is minimal.

The Company needs to retain enough liquid resources to support the financing needs of its investment businesses. To meet this aim the Company places its surplus funds in a mixture of bank interest deposit accounts, money market funds and listed investment funds. Investments in liquid funds are held for the purpose of liquidity whilst waiting for suitable qualifying investment opportunities to arise. The money market funds and listed investment funds are closely monitored and could be realised at short notice if required, although there is some risk that redemptions could be suspended in extreme market conditions.

The Company's liquidity risk is managed on an ongoing basis by the Manager in accordance with policies and procedures in place. The cash requirements of the Company in respect of each investment are assessed at regular portfolio meetings.

The Company's overall liquidity risks are monitored on a quarterly basis by the Board. The Company maintains sufficient investments in cash and readily realisable securities to pay accounts payable and accrued expenses. Of the Company's assets 36.4 per cent (2021: 34.5 per cent) are in the forms of liquid cash and readily realisable securities. There are no undrawn committed borrowing facilities at either year end. The Company does not have a material amount of liabilities at the year end.

Notes to the Financial Statements (continued)

18. Capital Management

The Company's objectives when managing capital are:

- > To safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- > To ensure sufficient liquid resources are available to meet the funding requirements of its investments and to fund new investments where identified.

The Company has no external debt; consequently all capital is represented by the value of share capital, distributable and other reserves. Total shareholder equity at 31 March 2022 was £159.53 million (2021: £110.36 million).

In order to maintain or adjust its capital structure the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

There have been no changes in capital management objectives or the capital structure of the business from the previous year. The Company is not subject to any externally imposed capital requirements.

Notice of the Annual General Meeting

No: 03134749

BRITISH SMALLER COMPANIES VCT PLC

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 33 St James Square, London, SW1Y 4JS on 16 September 2022 at 9:30 am for the following purposes:

To consider and, if thought fit, pass the following resolutions:

Ordinary Resolutions

- (1) That the annual report and accounts for the year ended 31 March 2022 be received.
- (2) That the Directors' Remuneration Report for the year ended 31 March 2022 be approved other than the part of such report containing the Directors' Remuneration Policy.
- (3) That Mr A C N Bastin be re-elected as a director.
- (4) That Mr J H Cartwright be re-elected as a director.
- (5) That Mr R Cook be re-elected as a director.
- (6) That Ms P Sapre be re-elected as a director.
- (7) That BDO LLP be re-appointed as auditor to the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that the directors be authorised to fix their remuneration.
- (8) That the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £8,000,000, during the period commencing on the passing of this Resolution and expiring on the later of 15 months from the passing of this Resolution or the next Annual General Meeting of the Company (unless previously revoked, varied or extended by the Company in general meeting), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after such expiry and that all previous authorities given to the directors be and they are hereby revoked, provided that such revocation shall not have retrospective effect.

Special Resolutions

- (9) That the directors be and are hereby empowered in accordance with Section 570(1) of the Act during the period commencing on the passing of this

Resolution and expiring at the conclusion of the Company's next Annual General Meeting, or on the expiry of 15 months following the passing of this Resolution, whichever is the later, (unless previously revoked, varied or extended by the Company in general meeting), to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the general authority conferred upon the directors in Resolution 8 above as if Section 561 of the Act did not apply to any such allotment provided that this power is limited to the allotment of equity securities in connection with the allotment for cash of equity securities up to an aggregate nominal amount of £8,000,000, but so that this authority shall allow the Company to make offers or agreements before the expiry and the directors may allot securities in pursuance of such offers or agreements as if the powers conferred hereby had not so expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Act (treasury shares) as if in the first paragraph of this Resolution the words "pursuant to the general authority conferred upon the directors in Resolution 8 above" were omitted.

- (10) That, subject to the sanction of the High Court, the amount standing to the credit of the share premium account of the Company at the date an order is made confirming such cancellation by the Court, be and hereby is cancelled, and the amount by which the share capital is so reduced be credited to a reserve of the Company.

By order of the Board

The City Partnership (UK) Limited
Company Secretary

21 June 2022

Registered office:
5th Floor, Valiant Building, 14 South Parade, Leeds LS1 5QS

Information regarding the Annual General Meeting, including the information required by section 311A of the Companies Act 2006, is available from www.bscfunds.com.

Notice of the Annual General Meeting (continued)

Notes:

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. Any such appointment can only be made using the procedures set out in these notes and the notes of the Form of Proxy. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent their appointer. A member entitled to attend and vote at the Annual General Meeting may appoint the Chairman or another person as their proxy although the Chairman will not speak for the member. A member who wishes their proxy to speak for them should appoint their own choice of proxy (not the Chairman) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these notes. Please read note (k) below. Under section 319A of the Companies Act 2006, the Company must answer any question a member asks relating to the business being dealt with at the Annual General Meeting unless:
- answering the question would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.
- (b) To be valid, a Form of Proxy must be completed and signed and with the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded,
- the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at (and prior to the commencement of) the meeting at which the demand is made. If no voting indication is given in the Form of Proxy, your proxy will vote (or abstain from voting) as they think fit in relation to any matter put to the Annual General Meeting.
- (c) To be valid, any Form of Proxy or other instrument appointing a proxy, must be returned by no later than 9:30 am on 14 September 2022 through any one of the following methods:
- i) by post, courier or (during normal business hours only) hand to the Company's UK registrar at:
Link Group
PXS1
Central Square
29 Wellington Street
Leeds
LS1 4DL:
 - ii) electronically through the website of the Company's UK registrar at www.signalshares.com; or
 - iii) in the case of shares held through CREST, via the CREST system (see note (p) below);
- (d) If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
- (e) The return of a completed Form of Proxy, electronic filing or any CREST Proxy Instruction (as described in note (p) below) will not prevent a shareholder from attending the Meeting and voting in person if they wish to do so.
- (f) In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of

the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group before the Annual General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke their proxy appointment but the revocation is received after the time specified then, subject to note (g) below, the proxy appointment will remain valid.

- (g) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.
- (h) Copies of the directors' Letters of Appointment, the Register of Directors' Interests in the ordinary shares of the Company, and a copy of the current articles of association of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (weekends and public holidays excluded) from the date of this Notice, until the end of the Annual General Meeting and at the Annual General Meeting venue itself for at least 15 minutes prior to and during the meeting.
- (i) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at close of business on 14 September 2022 or, in the event that the Annual General Meeting is adjourned, on the Register of Members at close of business on the day two days before the time of any adjourned meeting, shall be entitled to attend and vote at the said Annual General Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on 14 September 2022 or, in the event that the Annual General Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.
- (j) As at 21 June 2022 the Company's issued share capital comprised 186,260,145 ordinary shares of 10 pence each with a further 18,834,982 shares held in treasury. Those treasury shares represented 9.2 per cent of the total issued share capital (including treasury shares) at the aforementioned date. Each ordinary share carries one voting right at the Annual General Meeting of the Company and so the total number of voting rights in the Company as at 21 June 2022 was 186,260,145.
- (k) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person"):
- you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the Annual General Meeting;
 - if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
 - your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
- (l) A company which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- (m) In the case of joint members, any one of them may sign the Form of Proxy. The vote of the person whose name stands first in the register of members of the Company will be accepted to the exclusion of the votes of the other joint holders.
- (n) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given on the Form of Proxy, the proxy will vote or abstain from voting at their discretion. The proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Annual General Meeting.

Notice of the Annual General Meeting (continued)

- (o) Members may not use any electronic address provided either in this Notice of Annual General Meeting, or any related documents (including the Chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.
- (p) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) not less than 48 hours (excluding weekends and public holidays) before the time of the Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

British Smaller Companies VCT plc

Form of Proxy

**To be used at the Annual General Meeting of the Company
to be held at 33 St James Square, London, SW1Y 4JS on 16 September 2022 at 9:30 am**

I / We

being a member/members of the above named Company entitled to attend and vote at the Annual General Meeting of the Company hereby appoint the Chairman of the Annual General Meeting or (see notes (2) to (6))

of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 16 September 2022 at 9:30 am and at any adjournment thereof.

Please tick here if this proxy is one of multiple proxy appointments being made (see note 2)

My/our proxy is to vote on the resolutions as indicated below. Please indicate with an "x" how you wish your vote to be cast. If no voting indication is given, your proxy will vote or abstain from voting on the resolutions at their discretion.

	For	Against	Withheld
Ordinary Resolutions			
1. To receive the annual report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr A C N Bastin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr J H Cartwright as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr R Cook as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Ms P Sapre as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint BDO LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
9. To waive pre-emption rights in respect of the allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To cancel, subject to the sanction of the High Court, the share premium account	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Dated

2022

Please refer to notes overleaf.

Please complete, sign and date, detach and return the Form of Proxy in the pre-paid envelope provided OR alternatively submit your proxy vote using the on-line facility at www.signalshares.com. You will be asked to enter your investor code, surname and postcode to be able to lodge your vote. Your investor code can be found on your share certificate or recent tax voucher.

Form of Proxy (continued)

NOTES

1. The Notice of the Annual General Meeting is set out on pages 91 to 94 of the annual report.
2. Any member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. Any such appointment can only be made using the procedures set out in these notes and set out in the Notice of the Annual General Meeting. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent their appointer. A member entitled to attend and vote at the Annual General Meeting may appoint the Chairman or another person as their proxy although the Chairman will not speak for the member. A member who wishes their proxy to speak for them should appoint their own choice of proxy (not the Chairman) and give instructions directly to that person.
3. If you wish to appoint a proxy of your own choice delete the words "the Chairman of the Annual General Meeting" and insert the name and address of the person whom you wish to appoint in the space provided.
4. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at (and prior to the commencement of) the meeting at which the demand is made. If you would like to submit your form of proxy using the web-based voting facility go to www.signalshares.com. You will be asked to enter your investor code, surname and postcode to be able to lodge your vote. Your investor code can be found on your share certificate or recent tax voucher.
5. Any alterations to the Form of Proxy must be initialled by the person who has signed the Form of Proxy.
6. In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Group before the Annual General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke their proxy appointment but the revocation is received after the time specified then, subject to Note 9 below, the proxy appointment will remain valid.
7. In the case of a company, this Form of Proxy must be executed under its common seal or signed on its behalf by its attorney or a duly authorised officer of the company.
8. In the case of joint shareholders, any one of them may sign. The vote of the person whose name stands first in the register of members will be accepted to the exclusion of the votes of the other joint holders.
9. Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at their discretion on any other matter which is put before the Annual General Meeting.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Please complete, sign and date, detach and return the Form of Proxy in the pre-paid envelope provided.

Advisers to the Company

Manager

YFM Private Equity Limited
5th Floor, Valiant Building
14 South Parade
Leeds
LS1 5QS

Registrars

Link Group
Central Square
29 Wellington Street
Leeds
LS1 4DL

Solicitors

Howard Kennedy LLP
No.1 London Bridge
London
SE1 9BG

Stockbrokers

Panmure Gordon (UK) Limited
One New Change
London
EC4M 9AF

Financial Adviser

Brewin Dolphin Limited
34 Lisbon Street
Leeds
LS1 4LX

Independent Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

VCT Tax Adviser

Philip Hare & Associates LLP
Hamilton House
1 Temple Avenue
London
EC4Y 0HA

Bankers

Santander UK plc
44 Merrion Street
Leeds
LS2 8JQ

Company Secretary

The City Partnership (UK) Limited
110 George Street
Edinburgh
EH2 4LH

Promoter

RAM Capital Partners LLP
4 Staple Inn
London
WC1V 7QH

Registered Offices of Significant Holdings

ACC Aviation Group Limited:

Belgrave House,
39-43 Monument Hill,
Weybridge, Surrey, KT13 8RN

Arcus Global Limited:

Future Business Centre,
Kings Hedges Road,
Cambridge, Cambridgeshire, CB4 2HY

DisplayPlan Holdings Limited:

Clare House, High Street,
Baldock, Hertfordshire, SG7 6BE

EL Support Services Limited, NB Technology Services Limited, OC Engineering Services Limited, SH Healthcare Services Limited, SP Manufacturing Services Limited:

5th Floor, Valiant Building,
14 South Parade,
Leeds, LS1 5QS

Intelligent Office UK (IO Outsourcing Limited t/a Intelligent Office):

60 Chiswell Street,
London, England, EC1Y 4AG

Macro Art Holdings Limited:

Eltisley Business Park,
Potton Road, Abbotsley,
St. Neots, Cambridgeshire,
PE19 6TX

Ncam Technologies Limited:

8/9 Carlisle Street,
London, W1D 3BP

Sipsynergy Limited (via Hosted Network Services Limited):

Wessex House,
Upper Market Street,
Eastleigh, Hampshire,
England, SO50 9FD

Wakefield Acoustics (via Malvar Engineering Limited):

Flush Mills Westgate,
Heckmondwike,
Wakefield, West Yorkshire, WF16 0EN



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14 South Parade
Leeds LS1 5QS

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bscfunds.com

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