Octopus Apollo VCT plc | Annual Report 2025

Octopus Apollo VCT plc

Annual Report 2025

octopus investments

A brighter way

Octopus Apollo VCT plc ('Apollo' or the 'Company') is a Venture Capital Trust (VCT) which aims to provide shareholders with attractive tax-free dividends and long-term capital growth by investing in a diverse portfolio of predominantly unquoted companies.

The Company is managed by Octopus Investments Limited ('Octopus' or the 'Portfolio Manager') via its investment team, Octopus Ventures.

Octopus Investments' awards

Find it fast

Strategic report

Governance

Financials

Key dates

Second interim dividend payment date	8 May 2025
Annual General Meeting	10 July 2025
Interim results to 31 July 2025 published	October 2025

Spotlight on the team
p.6

Portfolio Manager's review
p.14

Financials
p.62

Highlights

Net assets (£'000)	Profit/(loss) after tax (£'000)	Net asset value (NAV) per share[1]
£482,563	**£24,110**	**50.5p**
2024: £390,294	2024: £(435)	2024: 50.5p

Cumulative dividends paid since launch	Total value per share[2]	Dividends paid in the year
90.0p	**140.5p**	**2.6p**
2024: 87.4p	2024: 137.9p	2024: 2.7p

Dividend yield[3]	Dividend declared	Total return per share %[4]
5.1%	**1.3p**	**5.1%**
2024: 5.1%	2024: 1.3p	2024: 0.0%

[1] NAV per share is calculated as net assets divided by total number of shares, as described in the glossary of terms.

[2] Total value per share is calculated by adding together NAV per share and cumulative dividends paid since launch.

[3] Dividend yield is calculated as dividends paid in the period, divided by the NAV per share at the beginning of the period.

[4] Total return per share % is an alternative performance measure (APM) calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period, as described in the glossary of terms.

Chair's statement

Apollo's total return for the year to 31 January 2025 was 5.1% with the net assets at the end of the period totalling £483 million.

Performance

I am pleased to present the annual results for Apollo for the year ended 31 January 2025. The NAV plus cumulative dividends per share at 31 January 2025 was 140.5p, an increase of 2.6p per share from 31 January 2024. During the year the NAV per share remained stable at 50.5p which represents, after adding back the 2.6p of dividends paid in the year, a total return for the year of 5.1% compared to 0% in the previous year. This outcome highlights the Company's overall resilience and positive performance, despite the uncertain macro environment. I also note several exciting new investments have been made in the period, showing that the Company is successfully growing the overall size of the portfolio.

In the twelve months to 31 January 2025, we utilised £86.1 million of our cash resources, comprising £47.1 million in new and follow-on investments, £17.8 million in dividends (net of the Dividend Reinvestment Scheme (DRIS)), £8.6 million in management fees, £9.0 million in share buybacks, and £3.6 million in other running costs such as accounting and administration services and trail commissions. The cash and liquid resources balance of £95.7 million at 31 January 2025 represented 19.8% of net assets at that date, compared to £61.3 million, which represented 15.7% at 31 January 2024. Cash and liquid resources comprises cash at bank, money market funds (MMFs) and open ended investment companies (OEICs).

Performance incentive fees

Apollo's performance since 31 January 2024 has given rise to a performance fee being payable to Octopus of £6.1 million. The performance fee is calculated as 20% on all gains above the High-Water Mark, the highest total return as at previous year ends, of 137.9p as at 31 January 2024. See Notes 3 and 19 of the financial statements for further details.

Dividends

It is your Board's policy to maintain a regular dividend flow where possible to take advantage of the tax-free distributions a VCT can provide, and work towards the targeted 5% annual dividend yield policy.

Highlights

Apollo's latest fundraise:	Total return over five years:	Dividends paid in 2025:
£75 million	**45.3%**	**2.6p**

Murray Steele
Chair

Chair's statement → continued

I am pleased to confirm that the Board declared a second interim dividend of 1.3p per share in respect of the year ended 31 January 2025. This second interim dividend, in addition to the 1.3p per share interim dividend paid in December 2024 brings the total dividends declared to 2.6p per share in respect of the year ended 31 January 2025. The dividend was paid on 8 May 2025 to shareholders on the register at 22 April 2025. Since inception, we have paid a total of 91.3p in tax-free dividends per share, comprising 90.0p in previous distributions and an additional 1.3p paid in May. Considering dividends paid during 2024 (totalling 2.6p), the total dividend yield for the year is 5.1%, therefore meeting the Company's target.

Apollo's DRIS was introduced in November 2014 and currently 20.7% of shareholders take advantage of it as it is an attractive scheme for investors who would prefer to benefit from additional income tax relief on their reinvested dividend. I hope that shareholders will find this scheme beneficial. During the year to 31 January 2025, 10,800,892 shares were issued under the DRIS, equating to a reinvested amount of £5.3 million.

5.1%
Dividend yield

90.0p
Dividends paid to reporting date

Fundraise and share buybacks

On 19 March 2024, the Company closed its offer to raise £50 million, which led the Board to increase the offer by a further £35 million. I am pleased to report that we successfully raised the full £85 million, closing the offer on 24 September 2024.

Following on from this, on 23 October 2024, the Company launched an offer to raise a further £50 million with an over-allotment facility for a further £25 million. I am delighted to report that we raised the full £75 million, so the offer closed fully subscribed on 21 March 2025. We would like to take this opportunity to welcome all new shareholders and thank all existing shareholders for their continued support.

Apollo has continued to buy back and cancel shares as required. Subject to shareholder approval of resolution 10 at the forthcoming Annual General Meeting (AGM), this facility will remain in place to provide liquidity to investors who may wish to sell their shares, subject to the Board's discretion. Details of the share buybacks undertaken during the year can be found in the Directors' Report on page 60 and in Note 14 to the financial statements on page 90.

Dividends, whether paid in cash or reinvested under the DRIS, and share buybacks are always at the discretion of the Board, are never guaranteed and may be reviewed when necessary.

VCT sunset clause

In November 2023, a ten-year extension was announced to the 'sunset clause' (a retirement date for the VCT scheme), meaning VCT tax reliefs will be available until 5 April 2035. This extension passed through Parliament in February 2024 and on 3 September 2024 His Majesty's Treasury brought the extension into effect through The Finance Act 2024.

Board of Directors

Alex Hambro, having originally been appointed to the Board of Octopus Eclipse VCT 3 and 4 PLC in 2005, and then continuing as a Director following the merger with the Octopus Apollo VCTs in 2016, has decided to retire from the Board and will not be seeking re-election at the forthcoming AGM. It has been a pleasure to work with Alex, and I would like to take this opportunity to thank him on behalf of the Board and the shareholders for his substantial contribution over the years and help in guiding Apollo through its different phases of growth.

A new Non-Executive Director will be appointed at the completion of a structured recruitment process, which is already underway. All the other Directors have indicated their willingness to remain on the Board, and both Chris Powles and Gillian Elcock will be seeking re-election at the AGM.

Alternative Investment Fund (AIF)

As announced on 30 September 2024, the Company is now classified as a full scope AIF under the European Union's AIF Managers Directive (AIFMD). This is due to the Company's success and continued growth in assets under management (AUM). This regulation is in place to ensure greater transparency and risk mitigation to protect investors. It is an exciting milestone for the Company, and the Board is working closely with Octopus to ensure all reporting requirements and management protocols are adopted.

Chair's statement → continued

Portfolio Manager

As reported in the half-yearly unaudited report, Richard Court (previously Apollo's Lead Fund Manager), took on a new role in the period as Head of VCTs and Enterprise Investment Schemes (EIS) at Octopus Ventures. Paul Davidson, a Partner in the Octopus Ventures team, has replaced Richard as Lead Fund Manager as of September 2024. Paul brings with him eight years of experience, focusing on Apollo, and has worked closely with the Board (alongside Richard) for the last three years. The Board would like to take this opportunity to reiterate its congratulations to Paul on his new role and to again thank Richard for his contribution to the Company and wish him well in his new position. In January 2025, Erin Platts was appointed as new Chief Executive Officer (CEO) of Octopus Ventures. More can be read about her background on page 7.

AGM

The AGM will be held on 10 July 2025 at 10am. Full details of the business to be conducted at the AGM are given in the Notice of the Meeting on pages 104 to 107. We will have a Portfolio Manager's update at the AGM, supported by a filmed update from the Portfolio Manager which will be available on the website at: **https://octopusinvestments.com/apollovct/**.

Shareholders' views are important, and the Board encourages shareholders to vote on the resolutions by using the proxy form, or electronically at: **www.investorcentre.co.uk/eproxy**.

The Board has carefully considered the business to be approved at the AGM and recommends shareholders vote in favour of all the resolutions being proposed.

Outlook

I am pleased with the positive performance over the last six months, especially whilst the geo-political and economic landscape has been extremely challenging for portfolio companies to navigate. The uncertain conditions which have prevailed for the last couple of years have meant we have seen portfolio companies' growth rates slow as trading conditions have become tougher and sales cycles have become more protracted. Companies have also looked to reduce their cash burn and focus on achieving profitability due to the scarcity and higher cost of capital. Some protection against these external factors has been offered by the contracted recurring revenue models that businesses within the portfolio have.

Over the past 12 months, we have observed a recovery in the Company's investment rate, with twice as many new investments being completed when comparing 2025/24 to 2024/23. Market data supports this trend, showing more deals completed in the Series B and onwards space in 2024 compared to the prior year[1]. The investment team is experiencing an increase in deal flow, especially in the last six months of 2024, and the current pipeline of opportunities looks very promising. In addition to the higher deal cadence, we are pleased that the Company concluded three profitable realisations, compared to one in the prior year.

VCTs have long provided a compelling opportunity for UK investors to invest in businesses in a tax-efficient way, and we look forward to Apollo continuing to do so in the coming year. I would like to conclude by thanking both the Board and the Octopus team on behalf of all shareholders for their hard work.

Murray Steele

Murray Steele
Chair

22 May 2025

[1] https://carta.com/uk/en/data/vc-concentration-2024/

Spotlight on the team

The Company is managed by Octopus Investments via its investment team, Octopus Ventures.

Apollo is managed by a specialist investment team of 15 that sits within Octopus Ventures. This team has been expanded in the year by over a third to ensure that it is adequately resourced and scaling in line with the funds under management.

The investment team has extensive experience in sourcing investment opportunities, executing new investments, and managing portfolio companies that operate within the business-to-business (B2B) software sector. This specialism means they are able to attract some of the most exciting companies operating within this segment of technology and then help them grow.

Evidence of this growth can be seen with:

£95 million

having been raised in investment rounds that Apollo participated in

74%

portfolio companies have grown their revenue in calendar year 2024 compared to 2023

The investment team is one of the most established investors in this area. Apollo launched in 2006 and today has a diverse portfolio of over 40 companies. The Apollo portfolio companies were asked in our annual survey what factors informed their decision to partner with Octopus Ventures and 54% of responders answered it was due to the relationship that they had built with the team, closely followed by 46% saying sector expertise and the team's network also influenced their decision.

Octopus Ventures network and reach

As part of Octopus Ventures, the Apollo VCT investment team can draw on the resources, knowledge and experience of the wider Ventures team. Octopus Ventures has a global network and a high profile in the global venture capital industry, which makes it a magnet for attractive deals. This means it can be highly selective about making the right investments for the portfolio. This structure also means that investment opportunities can be passed between the teams managing our different VCTs - for example, if a company seeking investment is a better fit for that portfolio.

People and Talent

The investment team is supported by the People and Talent team which specialise in unlocking potential within our portfolio companies and their founders. Of the Apollo portfolio companies that responded to our annual survey, a quarter stated that this team informed their decision to partner with Octopus Ventures, as they add value beyond just finance. The support the team offers varies as they provide additional operational value beyond just capital. This can include supporting key recruitment and retention initiatives, designing new processes, and establishing robust policies. It may also involve leading specialist workshops, introducing coaches and consultants, and offering a wide array of support services and relevant introductions to enhance management teams' understanding and help foster engaged cultures. These types of programs support a company as it scales and allow it to focus in on its priorities.

Spotlight on the team → continued

New CEO

The Octopus Ventures team welcomed a new CEO in January 2025, Erin Platts.

Erin previously held the role of CEO at HSBC Innovation Banking UK, formerly Silicon Valley Bank UK. Over two decades in leadership roles with the institution, she established Silicon Valley Bank UK as a standalone, regulated subsidiary before leading the organisation through the transition period following its sale to HSBC in 2023. In that time, she scaled its operations to over 800 people, across six countries and into the market leading position across the sector.

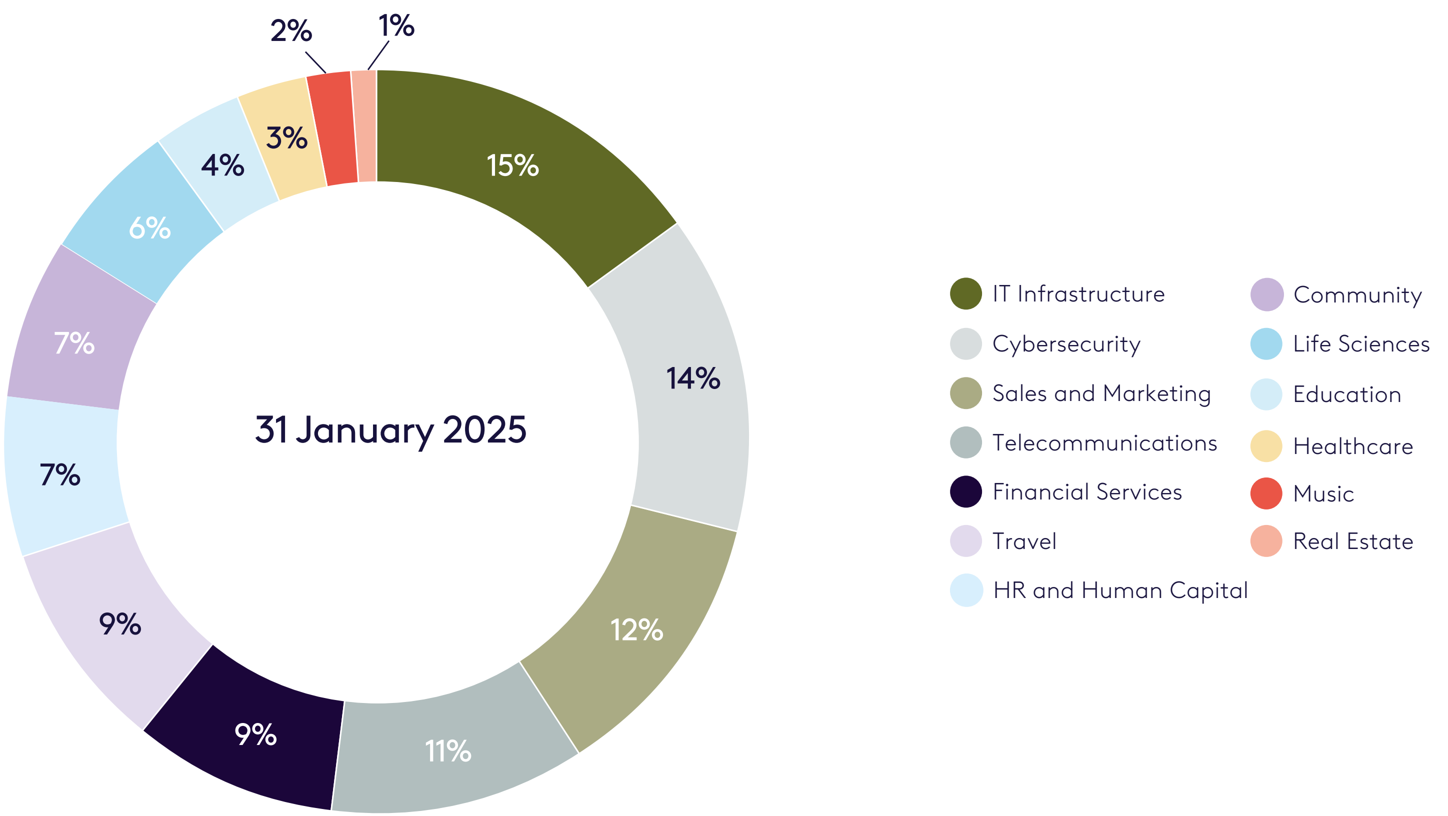
With a career spent in the US, UK and European tech ecosystems, Erin is an active and vocal spokesperson, championing Diversity, Equity and Inclusion through partnerships with organisations including Tech Nation, Founder's Forum and the Newton Venture Program.

She's been celebrated as a Top Woman in Fintech by Innovate Finance, and selected by Computer Weekly as one of the top 200 Most Influential Women in Tech.

Sector breakdown

B2B software sector analysis

The chart below shows the sectors within B2B software that Apollo is invested in and their respective proportions as a percentage of total value of B2B software investments. B2B software makes up 99% of total fixed asset investments.



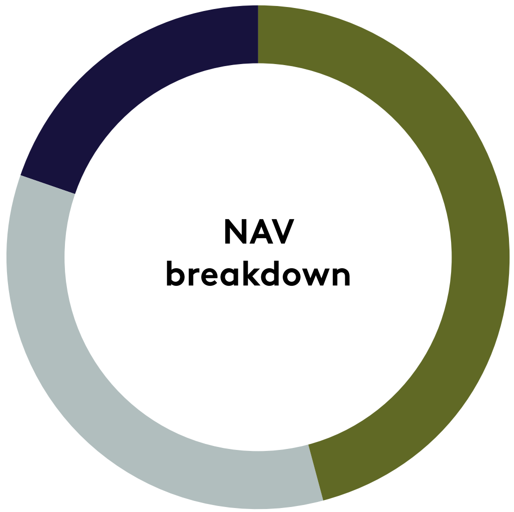
How Apollo works

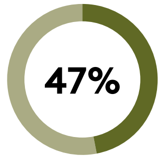
By owning shares in Apollo you gain access to a portfolio of over 40 companies predominantly within the B2B software-as-a-service (SaaS) sector.

What's in a share

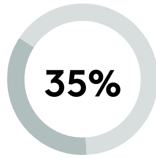
NAV is the combined value of all the assets owned by Apollo after deducting the value of its liabilities. The NAV is comprised of different elements, as shown in the diagram. 82% is derived from the value of the underlying investments. 20% is held as highly liquid cash in the bank, MMFs and OEICs which is required for investments, dividends, buybacks and other expenses. The upcoming pipeline of investments is closely monitored to make sure that there is always cash available for making new investments or to follow-on into existing portfolio companies. The remaining balance represents a 2% decrease to NAV and is the value of debtors less creditors (net liabilities).

Read more in the Financials section on pages 62 to 95.

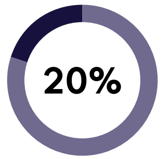




Top ten
Value of the top ten investments as at 31 January 2025



Other investments
Value of remaining portfolio investments as at 31 January 2025



Cash and liquid resources*
Value of cash in bank, MMFs and OEICs

Net liabilities

* Cash, for the purpose of the Cash Flow Statement, comprises cash at bank, applications cash and MMFs. Investments in OEICs are also considered liquid resources for the purpose of fund management.

Measuring our performance

Key Performance Indicators (KPIs)

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

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

For further details see the Glossary of terms on page 102

1 Total return per share[1]

Total return per share is calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period. Total return on the NAV per share enables shareholders to evaluate more clearly the performance of Apollo, as it reflects the underlying value of the portfolio at the reporting date. This is the most widely used measure of performance in the VCT sector. Apollo's target is to maintain a 5% annual dividend yield.

2023	2024	2025
11.2%	0.0%	5.1%

Performance over the year

The total return per share, after adding back dividends paid, increased by 5.1%.

2 NAV per share

The NAV per share of Apollo is the sum of the underlying assets less the liabilities of Apollo divided by the total number of shares in issue. Apollo is ideally targeting to grow its NAV per share period-on-period.

2024	2025	2025 change
50.5p	50.5p	0%

Performance over the year

The NAV per share remains unchanged from last year's value of 50.5p. In periods where the total return per share equals the dividend yield, the NAV remains flat, which is generally considered satisfactory performance.

[1] These KPIs are defined as APMs and are explained in more detail in the Glossary of terms on page 102.

Measuring our performance → continued

3 Dividends per share paid in the year

Apollo has a target of paying an annual dividend of 5% yield based on the opening NAV per share.

2024	2025	2025 change
5.1%	5.1%	0%
2.7p	2.6p	-0.1p

Performance over the year

Apollo paid 2.6p of dividends in the current year compared to 2.7p in the prior year. The dividend of 2.6p represents an annual yield of 5.1% based on the NAV per share of 50.5p at the beginning of the year, which meets the Board's policy of the targeted 5% annual dividend yield.

4 Total ongoing charges[1]

The ongoing charges ratio has been calculated using the AIC recommended methodology and excludes performance fees, exceptional costs and trail commission. This is capped at 2.75% of the NAV.

2024	2025	2025 change
2.4%	2.4%	0%

Performance over the year

The ongoing charges ratio has remained the same over the year.

5 Qualifying % under VCT rules

Apollo must comply with VCT legislation laid down by HMRC. A key requirement is to maintain at least an 80% qualification investment level.

2024	2025	2025 change
100%	100%	0%

Performance over the year

100% (as measured by HMRC rules) by value of Apollo's investments has been achieved throughout the period by shares or securities comprised of qualifying holdings of Apollo. The qualification level remains consistent with the prior year.

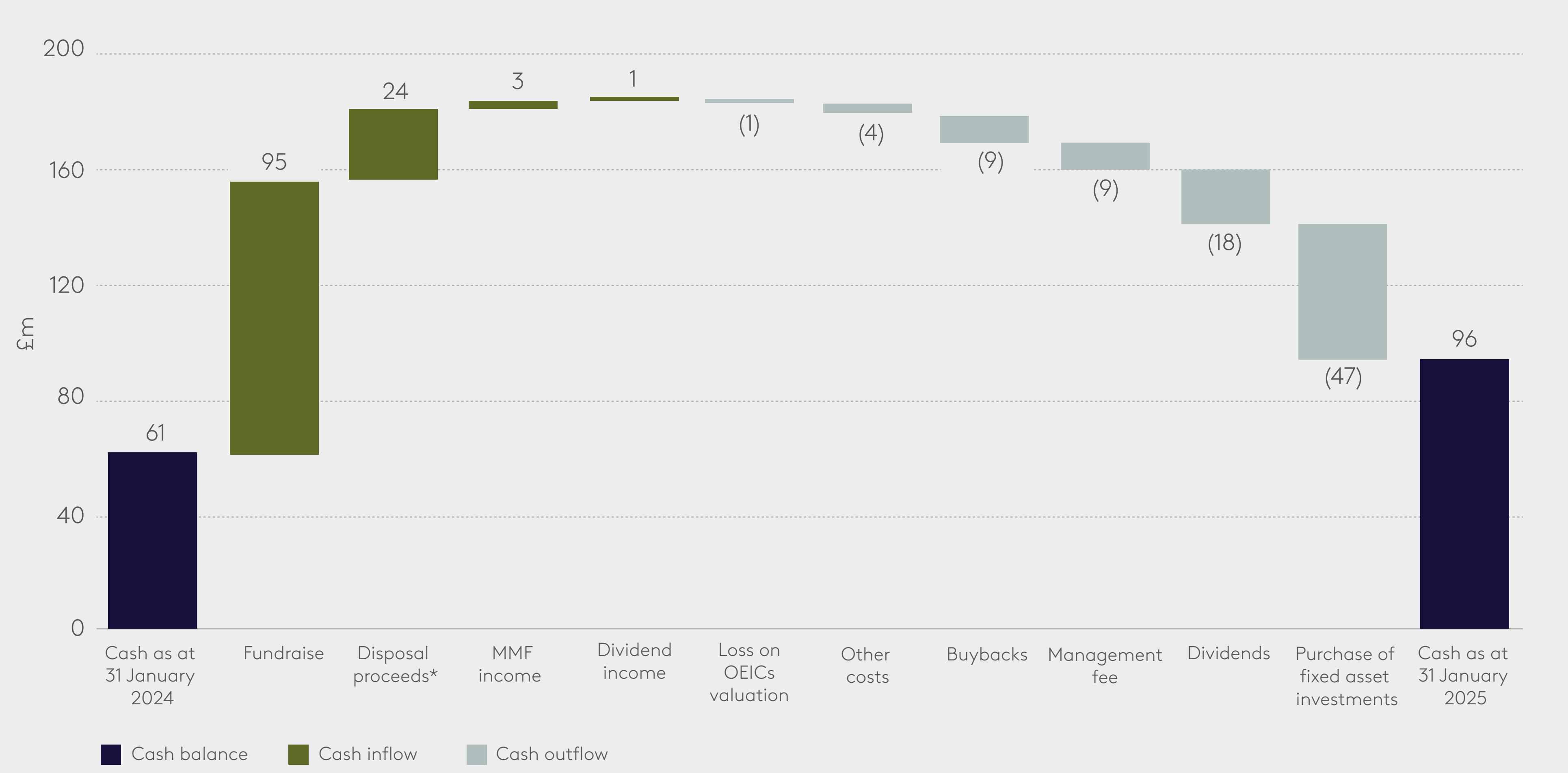
Apollo has continued to meet the 80% qualification investment level. There continue to be sufficient investment opportunities to enable the Portfolio Manager to comply with these ratios.

[1] These KPIs are defined as APMs and are explained in more detail in the Glossary of terms on page 102.

Cash and value movements during the year

Cash deployment

The following graph shows Apollo's cash inflows and outflows during the year to demonstrate the movement from the opening to closing cash and liquid resources. The cash and liquid resources balance includes cash at bank, MMFs and OEICs.

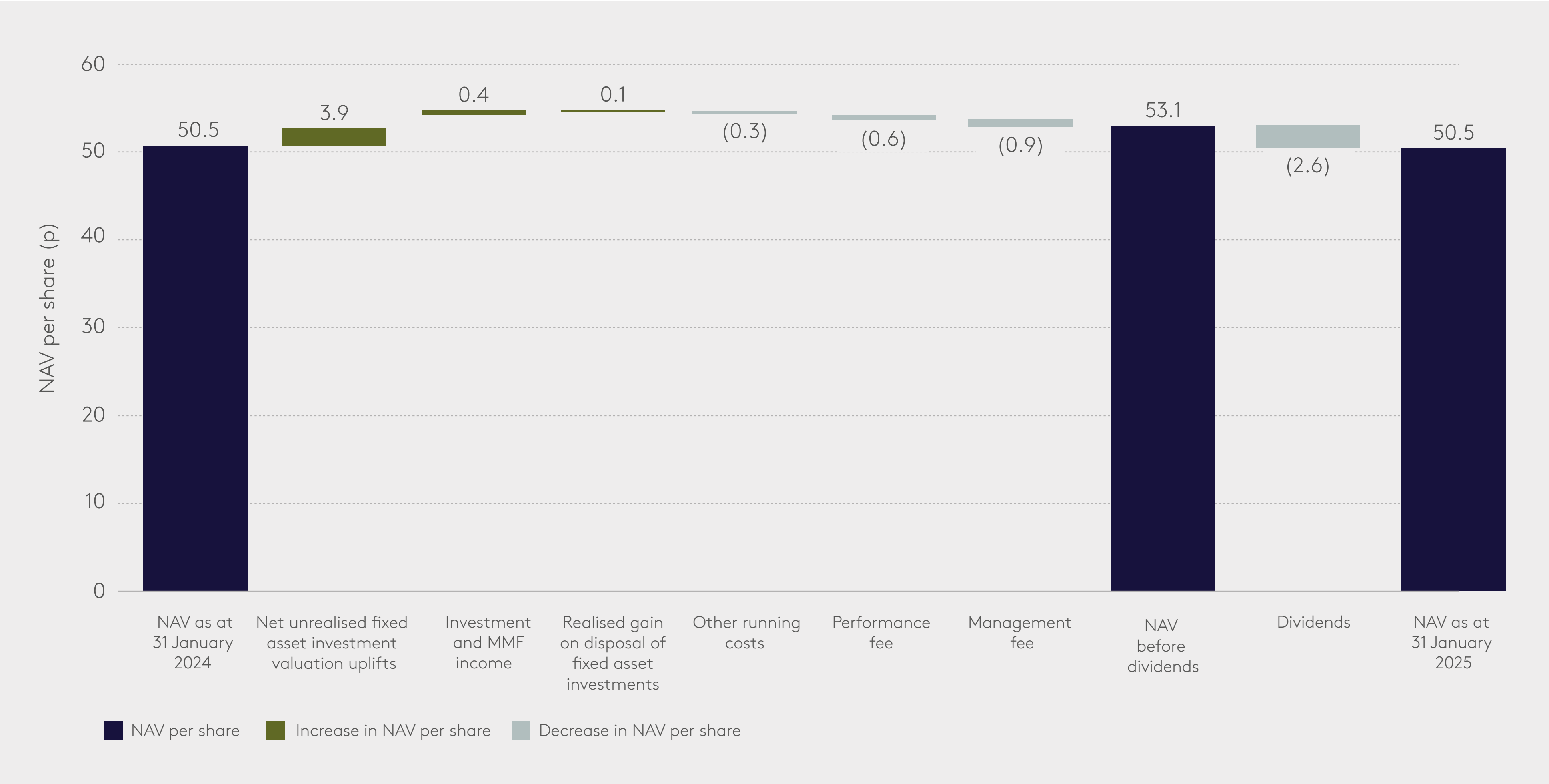


*This includes deferred proceeds received in relation to prior year disposals as well as loan interest received in relation to current year disposals.

Cash and value movements during the year → continued

Total value movement

The following graph shows the increases and decreases contributing to the movement in the NAV per share during the year.



Portfolio Manager's review

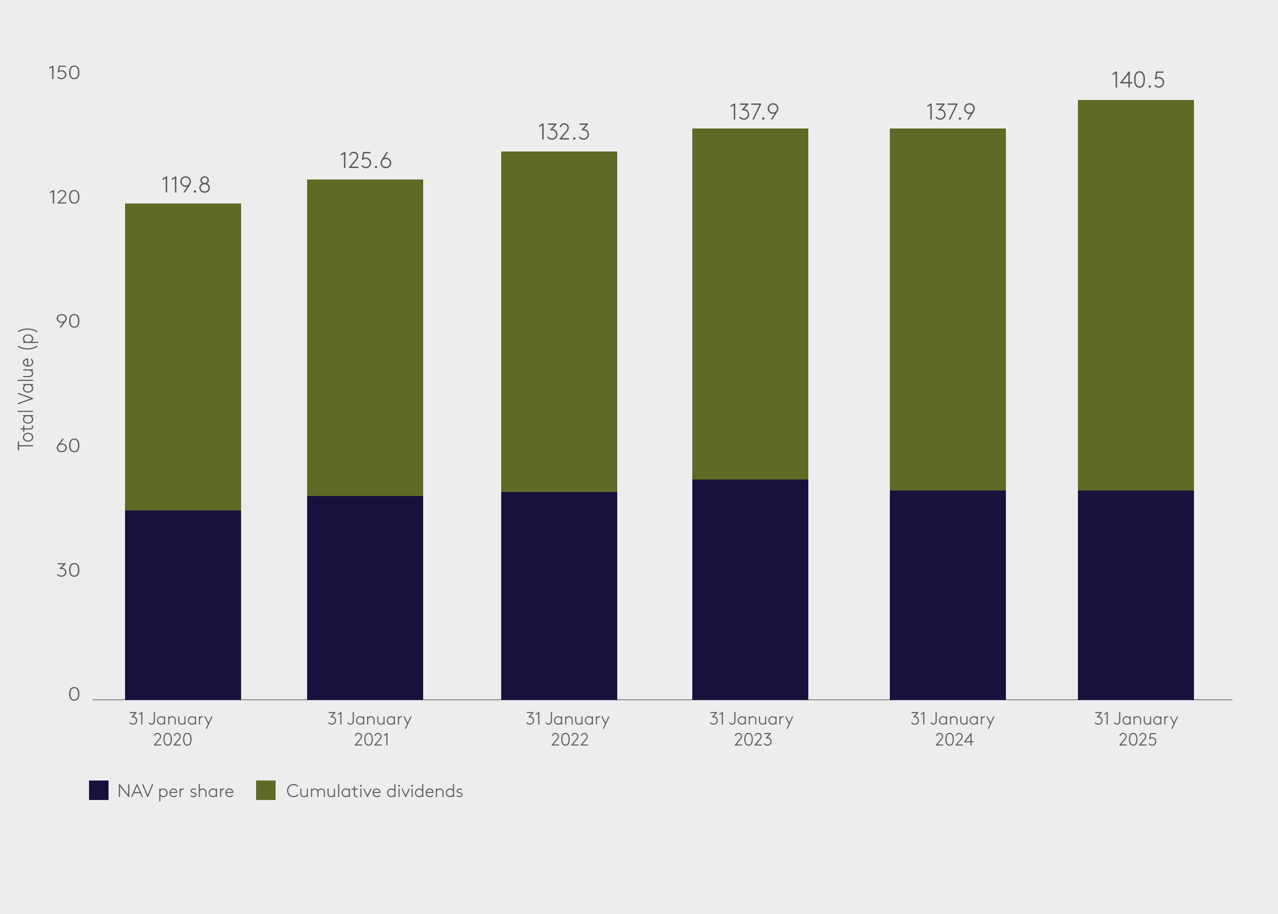
At Octopus our focus is on managing your investments and providing open communication. Our annual and half-year updates are designed to keep you informed about the progress of your investment.

Investment strategy

In general, we invest in technology companies in the SaaS space that have recurring revenues from a diverse base of customers. We also seek to invest in companies that will provide an opportunity for Apollo to realise its investment typically within three to seven years.

Apollo total value growth

The graph to the right shows the performance of Apollo since the year to 31 January 2020. The graph shows the performance in net asset value (NAV) plus cumulative dividends paid which equals the total value. The total value has seen a significant increase over the five years, as shown on the graph, from 119.8p to 140.5p at 31 January 2025. This increase in total value of 20.7p represents a 45.3% increase on the NAV of 45.7p as at 31 January 2020. Over the last five years, a total of more than £92.4 million has also been distributed back to shareholders in the form of tax-free dividends. This includes dividends reinvested as part of the DRIS.



Portfolio Manager's review

Focus on performance

In the year to 31 January 2025, the NAV total return (NAV plus cumulative dividends) increased to 140.5p per share, giving a total return of 5.1% for the period. We are pleased with this modest uplift in total value, considering the challenging macroeconomic backdrop that our portfolio companies continued to navigate their way through over the last 12 months.

The performance over the five years to 31 January 2025 is shown below:

Year Ended	NAV	Dividends paid in year	Cumulative dividends	NAV + cumulative dividends	Total return %
31 January 2021	49.2p	2.3p	76.4p	125.6p	12.7%
31 January 2022	50.2p	5.7p	82.1p	132.3p	13.6%
31 January 2023	53.2p	2.6p	84.7p	137.9p	11.2%
31 January 2024	50.5p	2.7p	87.4p	137.9p	0.0%
31 January 2025	50.5p	2.6p	90.0p	140.5p	5.1%

Over the year, including disposals, there have been valuation increases across 29 portfolio companies, delivering a collective increase of £62 million. These increases reflect businesses which have successfully managed to grow revenues through the period. The strongest performers have generally exhibited improving profitability levels and revenue growth from their customer base and some of the top performers include Definely, Lodgify and TRI.

Conversely, 20 companies saw a decrease in valuation, collectively totalling £23 million. The businesses that saw the most significant reductions were Edge10, Synchtank and Peak Data. Growth has decelerated or in some cases revenues have declined in several portfolio companies and they have experienced decreases in their valuation. This has mainly been due to continued challenges in selling their software products into corporates who have experienced declining software expense budgets. There have also been some company-specific performance issues impacting a small number of companies in the portfolio.

In aggregate, this resulted in a net increase in portfolio company valuations of £39 million.

As part of ongoing liquidity management, Apollo regularly invests in and withdraws from MMFs in order to meet cash requirements. During the year, an additional £35.6 million (including interest) was invested in MMFs. Apollo also holds an investment in the Sequoia Economic Infrastructure Fund (SEQI), but no further investment was made in this fund during the year. These investments, in combination with the previously held investments in SEQI and the MMFs, took the total liquid investments as at 31 January 2025 to £91.5 million (including interest earned during the year on MMF deposits).

Disposals

Three profitable disposals were completed in the year. All of these investments were made prior to the change of investment focus to B2B SaaS businesses. The first exit was Dyscova Ltd (trading as Care & Independence (C&I)) which was acquired by GBUK Group, a company which designs, develops and distributes a portfolio of own and third-party branded acute-setting medical devices. Apollo first invested in C&I in 2016 and the exit resulted in Apollo achieving a 1.7x total return on its investment.

In September 2024, we were pleased to exit our holding in Countrywide Healthcare Supplies Holdings which was acquired by Personnel Hygiene Services Ltd, a hygiene services provider. The Company first invested in 2014, and the exit resulted in a 4.4x return on our initial investment, which is an excellent outcome.

In November 2024, nCino, a cloud-based software company that provides a platform for financial institutions to manage their business, acquired FullCircl. This acquisition will enhance nCino's data and automation capabilities and allow it to expand its reach across the UK and Europe. Apollo made its initial investment in 2011, and the disposal resulted in a positive return for the Company.

One disposal during the year resulted in a partial loss on investment when Ryte GmbH, a marketing software technology platform, was acquired by Semrush Holdings Inc. Two companies were placed into administration in the year, Rotolight and Origami Energy. However, given the underlying holding valuations of these companies at the time of them going into administration, this did not have a material impact on the Company's performance during the year. In aggregate, the investment cost of the companies placed into administration totalled £5.3 million. The underperformance of a portfolio company is always disappointing for Apollo and shareholders alike, but it is an inevitable feature of a venture capital portfolio, and we believe that successful exits will continue to outweigh any losses that could arise over the medium to long term of managing the portfolio. In the year, all disposals, including loan repayments, collectively returned £21.7 million in cash to Apollo, with the aggregate investment cost totalling £15.4 million.

	Year ended 31 January 2021	Year ended 31 January 2022	Year ended 31 January 2023	Year ended 31 January 2024	Year ended 31 January 2025	**Total**
Dividends paid in the year (£'000)	7,471	28,366[1]	14,323	19,165	23,097	**92,423**
Disposal proceeds (£'000)	3,356	53,939	3,591	18,292	21,713	**100,981**

[1] Dividends paid to shareholders in the year ended 31 January 2022, including a special dividend of 3.1p per share.

As illustrated in the table above, we are pleased to have paid dividends from disposal proceeds over the past 5 years. The nature and timing of realising investments in a venture capital portfolio means it can affect our ability to do so. The Company also tries to maximise the outcome of the underlying holdings in an exit scenario which may not always align with a specific financial period.

Portfolio Manager's review

New and follow-on investments

During the year, in-line with the broader private capital market, the Company demonstrated increasing new investment activity with Apollo investing £34.1 million into eight new opportunities (this includes second tranches of prior year new investments) as compared to four new investments completing in the prior year, totalling £15.2 million. For follow-on investments, we also saw an increased number with £13 million being invested into nine companies compared to seven follow-on investments completing in the year to 31 January 2024 adding up to £17.8 million invested.

Apollo's new investments were in several exciting B2B software companies operating in a variety of end-markets:

Definely	Switchee	Cambri	Vyntelligence	Semble	bsport	Threatmark
£2.8 million	**£2.5 million**	**£4.2 million**	**£4.5 million**	**£2.5 million**	**£8.4 million**	**£6.1 million**
An AI based legal tech software company supporting legal professionals in drafting and reviewing contractual documentation.	A smart thermostat hardware and software provider focused on social housing and housing associations.	An insights software platform that increases the quality, speed and cost effectiveness of producing research for new product launches.	A video intelligence and AI-driven data capture platform addressing inefficiencies in communication, reporting and operational workflows within large infrastructure sectors.	An all-in-one platform for healthcare practices, enhancing patient care and streamlining operations.	An all-in-one software platform designed to manage boutique fitness and wellness studios.	A fraud prevention platform that uses real-time behavioural data to accurately identify payment fraud.

Portfolio Manager's review

Q&A

Q. How do we think about exiting our positions?

A. In traditional venture capital, a relatively small number of investments generate a significant proportion of the fund's performance. However, for Apollo we try to construct a portfolio where the majority of the portfolio delivers the majority of the Company's performance. The investment team takes an active role to try and optimise each specific situation. This means we have certain situations where companies may be held for longer if we think it is in the best interest of investors and the Company. Conversely, there are other situations where we may seek to exit earlier if market conditions permit. This means we maintain good portfolio management discipline to make sure realised proceeds materially contribute towards financing the Company's ongoing running costs and meeting its dividends targets.

Private markets are illiquid, and as a result, the opportunities to sell all or some of our holding in a particular company can be unpredictable and governed by prevailing market conditions. We work closely with each portfolio company to understand and optimise its growth plans, with the goal of it maintaining flexibility over exit timing with the best interests of its shareholders in mind.

Wider macroeconomic conditions often influence exits as much as company specific factors. We also recognise that timing may not always be right to exit a position, and patience can allow for greater value growth. In such cases, we will continue to support portfolio companies, stay alert to opportunities, and help create them proactively through our network.

Q. When do we start to think about exits?

A. We look to understand who the likely acquirers are from the outset and throughout the holding period. This can help inform important strategic decisions which contribute to value creation for shareholders. It is healthy for our portfolio companies to maintain relationships with key potential acquirers. These can often be commercial partners before becoming acquirers, and as such this activity can be highly productive.

We know not all companies will be as successful as we hoped at the time of the initial investment. We therefore seek to realise investments in companies which are underperforming and unlikely to generate a meaningful return. It can also help to find a "soft landing" for the company's employees where the alternative may be placing the business into administration. However, to date this has only been in a very small minority of cases. Although generally not meaningful to investor returns, our behaviour in these scenarios is important.

Q. How do we work with portfolio company boards?

A. We believe that it is important to be an active and supportive investor, so we typically appoint a Non-Executive Director or observer to the board of our portfolio companies. This allows us to offer ongoing support at the top level of the business and be involved in key decisions. It also gives us the opportunity to share any expertise and insights that we may have. Even very experienced founders may only sell a business once or twice in their career, whereas as investors, we may be involved in a few such transactions each year. We therefore look to support our portfolio companies by sharing the learnings and experience gathered across our team, all with the objective of obtaining the best outcome for our investors and shareholders in the Company overall.

Paul Davidson
Partner and Apollo Lead Fund Manager

Valuations

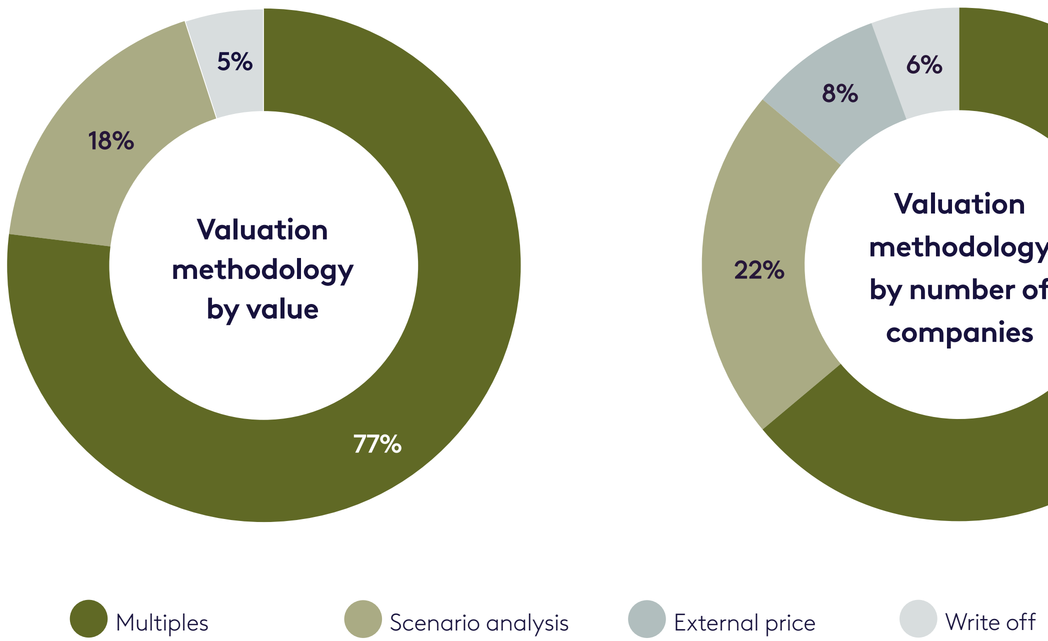
The pie charts on the right illustrate the distribution of valuation methodologies used across Apollo's B2B software investments (shown as a percentage of portfolio value and number of companies). B2B software accounts for 99% of Apollo's total fixed asset investments. Methodologies include:

- **'External price'** includes valuations based on funding rounds that typically completed by the year end or shortly after the year end, and exits of companies where terms have been agreed or proposed with an acquirer;
- **'Multiples'** is predominantly used for valuations that are based on a multiple of revenue or EBITDA for portfolio companies;
- **'Scenario analysis'** is utilised where there is uncertainty around the potential outcomes available to a company, so a probability-weighted scenario analysis is considered.

Having arrived at a valuation of the portfolio company, to distribute the equity value within a portfolio company's capital structure, taking into account the priority of financial instruments and the economic rights of debt and shares Apollo holds, the Current Value Method (CVM) is typically employed. This method allocates the equity value to different equity interests as if the business were sold on the reporting date, thereby reflecting the effects of the distribution waterfall.

For further information please see Note 10 in notes to the financial statements.

If you would like to find out more regarding the IPEV guidelines, please visit their website at www.privateequityvaluation.com



Portfolio Manager's review

→ continued

Case studies

definely | definely.com

LegalTech solution helping lawyers at every pre-execution stage of the contract lifecycle

Definely, founded in 2020, is a UK LegalTech company created to make legal documents easier to read, edit and understand. Definely was founded by two former Magic Circle lawyers, one of whom is registered blind. They set out to make legal documents more accessible to those with visual impairments and soon realised that their solution solved a problem faced by all lawyers, daily. Headquartered in London, it has over 75 employees located globally.

Fuelled by investment from Apollo, the company is now focused on adding to its existing base of 40,000 active users from the largest companies and law firms in the UK, US, Canada and Australia. In 2023, the company was named in the top 25 of the prestigious Deloitte UK Technology Fast50. Customers include AO Shearman, Slaughter and May, Dentons and Deloitte.

40,000
active users

top 25
of the prestigious Deloitte UK Technology Fast50

75
employees located globally

CAMBRI | cambri.io

Helping brands innovate iteratively to bring successful products to market fast

Cambri is an AI consumer insights and innovation platform which addresses a major industry problem – that of the high failure rate of product launches. Traditional market research, consumer insights, and prediction models are outdated, static, and notoriously inaccurate, typically delivering just 40% prediction accuracy. This means brands waste time and resources developing and launching products that consumers don't need. By contrast, Cambri's proprietary AI engine predicts the likelihood of a product's success and provides actionable insights to help improve products before launch.

Cambri's AI models are two to three times more accurate than traditional methods, enabling its customers to regularly achieve over 80% prediction accuracy for product launch success - contributing to Cambri's 68% year-over-year annual recurring revenue (ARR) growth. Household food and beverage brands such as Coca-Cola and Nestle already utilise the platform.

80%
prediction accuracy for product launch success

68%
year-over-year ARR growth

Portfolio Manager's review

→ continued

Top 10

Top 10 investments by value as at 31 January 2025

Here, we set out the cost and valuation of the top ten holdings, which account for over 57% of the value of the portfolio.

	Portfolio	Investment cost (£'000)	Fair value of investment (£'000)
1	natterbox	£18,990	£44,419
2	LODGIFY	£12,611	£33,912
3	UBISECURE	£9,075	£25,811
4	TRI	£3,800	£22,070
5	interact	£308	£20,658
6	SOVA	£12,250	£19,266
7	FableData	£8,600	£15,780
8	ValueBlue	£10,071	£15,031
9	mentionme	£15,000	£15,000
10	fuseuniversal	£8,000	£14,394

Top 10

1 N2JB Limited (trading as Natterbox)

Natterbox is a London-based provider of business-to-business cloud telephone services that are uniquely integrated into Customer Resource Management (CRM) software platforms, most notably Salesforce.

www.natterbox.com

Investment date	**March 2018**
Equity held	**9.0%** (2024: 8.5%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**£177,000** (2024: £150,000)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**£19,289,000** (2022: £17,092,000)
Consolidated loss before tax	**£(644,000)** (2022: £(2,568,000))
Consolidated net assets	**£646,000** (2022: £1,022,000)

2 Codebay Solutions Limited (trading as Lodgify)

Lodgify provides a SaaS platform for vacation rental hosts and property managers to manage their business and process their bookings.

www.lodgify.com

Investment date	**September 2022**
Equity held	**15.3%** (2024: 11.9%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**n/a** (2024: n/a)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**€14,508,000** (2022: €9,315,000)
Consolidated loss before tax	**€(7,462,000)** (2022: €(6,239,000))
Consolidated net assets	**€10,390,000** (2022: €16,946,000)

3 Ubisecure Holdings Limited

Ubisecure is a provider of customer identity access management software.

www.ubisecure.com

Investment date	**May 2018**
Equity held	**73.4%** (2024: 33.3%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**£179,000** (2024: £197,000)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**£8,674,000** (2022: £6,923,000)
Consolidated loss before tax	**£(3,091,000)** (2022: £(2,135,000))
Consolidated net liabilities	**£(3,053,000)** (2022: £(287,000))

4 Triumph Holdings Limited (TRI)

TRI has developed a risk based quality management and monitoring platform for the life sciences industry.

www.tritrials.com

Investment date	**October 2018**
Equity held	**52.0%** (2024: 52.0%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**£174,000** (2024: £171,000)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**Not available[1]** (2022: Not available[1])
Consolidated profit before tax	**Not available[1]** (2022: Not available[1])
Consolidated net assets	**£2,758,000** (2022: £2,875,000)

5 Hasgrove Limited

Hasgrove is the holding company for Interact, a SaaS business which provides an intranet product which focuses on the communication and collaboration requirements of large organisations.

www.interactsoftware.com

Investment date	**December 2016**
Equity held	**5.9%** (2024: 5.7%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**n/a** (2024: n/a)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**£37,032,000** (2022: £29,388,000)
Consolidated profit before tax	**£9,907,000** (2022: £8,099,000)
Consolidated net assets	**£13,344,000** (2022: £13,136,000)

6 Sova Assessment Limited

Sova Assessment is a UK based end-to-end digital candidate assessment SaaS platform targeting large blue-chip organisations conducting large volumes of hiring.

www.sovaassessment.com

Investment date	**November 2020**
Equity held	**37.2%** (2024: 37.2%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**£104,000** (2024: £93,000)
Last submitted accounts	**31 March 2024**
Consolidated turnover	**£6,780,000** (2023: £5,611,000)
Consolidated loss before tax	**£(3,685,000)** (2023: £(5,360,000))
Consolidated net liabilities	**£(5,460,000)** (2023: £(3,593,000))

7 Fable Data Limited

Fable Data provides anonymised, pan-European consumer transaction data and analysis to institutional investors, businesses, governments and academics.

www.fabledata.com

Investment date	**December 2022**
Equity held	**14.2%** (2024: 6.2%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**n/a** (2024: n/a)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**Not available[1]** (2022: Not available[1])
Consolidated profit before tax	**Not available[1]** (2022: Not available[1])
Consolidated net liabilities	**£(1,720,000)** (2022: £(2,111,000))

8 Value Blue B.V.

Value Blue is a provider of enterprise architecture management software, that is growing in the UK. The product allows companies to map their existing technology architecture in a single location to easily plan, collaborate and execute both large scale transformational and everyday IT projects.

www.valueblue.com

Investment date	**January 2022**
Equity held	**20.3%** (2024: 20.3%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**£317,000** (2024: £19,000)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**Not available**[1] (2022: Not available[1])
Consolidated loss before tax	**€(7,412,000)** (2022: €(9,185,000))
Consolidated net liabilities	**€(6,189,000)** (2022: €(4,595,000))

9 Mention Me Limited

Mention Me is a referral engineering SaaS platform that helps business to consumer (B2C) businesses acquire new customers more successfully through their referral channel.

www.mention-me.com

Investment date	**December 2021**
Equity held	**19.4%** (2024: 19.4%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**n/a** (2024: n/a)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**£11,561,000** (2022: £10,244,000)
Consolidated loss before tax	**£(5,175,000)** (2022: £(5,621,000))
Consolidated net assets	**£5,302,000** (2022: £10,173,000)

10 Fuse Universal Limited

Fuse is a business-to-business software provider of a cloud-based learning technology platform for corporates, founded in 2008 and based in London (with further offices in South Africa and Australia).

www.fuseuniversal.com

Investment date	**August 2019**
Equity held	**0%** (2024: 0%)
Valuation basis	**Revenue multiple**
Income received in year to 31 January 2025	**£56,000** (2024: £100,000)
Last submitted accounts	**31 December 2023**
Consolidated turnover	**£7,997,000** (2022: £9,338,000)
Consolidated loss before tax	**£(1,044,000)** (2022: £(2,816,000))
Consolidated net liabilities	**£(2,468,000)** (2022: £(3,682,000))

[1]These numbers are not available per the latest public filings on Companies House or the company is non-UK.

Portfolio Manager's review

Outlook

It has been a challenging few years for the broader technology sector, with both geopolitical and economic factors impacting the ability of portfolio companies to grow and perform as successfully as forecast. Against this backdrop, I am pleased to report a stable NAV as portfolio companies have shown great resilience in the face of these challenges. Companies have been operating more efficiently in terms of their capital requirements and in several cases we are seeing top-line revenue growth returning steadily, albeit not to the same degree as experienced prior to the beginning of this more turbulent period. The slowdown in revenue growth observed across the portfolio occurred alongside companies striving to preserve cash and move towards profitability to extend their cash runways.

The nature of the current portfolio and the characteristics of the technology-focused businesses means that several companies have had some degree of protection from the full impact of these more challenging macroeconomic conditions. This is due to recurring revenues and long-term contracts being key features of their business models.

As mentioned in the Chair's Statement, we were delighted and grateful for the support we've received from the Company's new and existing investors, with the latest fundraise closing fully subscribed, including the over-allotment facility. These funds will allow the Company to continue to support the existing portfolio in their growth plans and to invest in new opportunities which have the potential to become successful and deliver great returns to shareholders in the years to come.

We were also pleased that the Company benefitted from three profitable disposals in the period, which together returned £18.9 million in proceeds to the Company. We are hopeful that this could indicate an improvement in the mergers and acquisitions (M&A) market, providing more opportunities for exits and offering the Company sustainable growth prospects.

Despite the macroeconomic climate remaining uncertain, we believe that the rapid pace of change and advancements being made with the development and adoption of AI technology will create many new businesses seeking growth capital. This provides us with a degree of optimism about the Company's future investment prospects and for its current well-diversified portfolio as the component companies seek to take advantage of these advancements in AI. Hence, I am confident that the Company is well-positioned to capitalise on these market opportunities as they arise and that they will be able to offer further growth potential for the Company's continued success.

Operating responsibly

Apollo has a policy in place, set by the Board, to make sure Octopus Ventures considers responsible investment (RI) within investment decisions, including environmental, social and governance risks.

Octopus Ventures is responsible for implementing Apollo's RI policy. As the nature of RI and the wider business environment evolves, the policy will be reviewed, and, if necessary, updated. The policy ensures Octopus Ventures follows a three-step approach to RI.

Please view Apollo's RI policy here:

https://octopusinvestments.com/apollo-responsible-investment-policy/

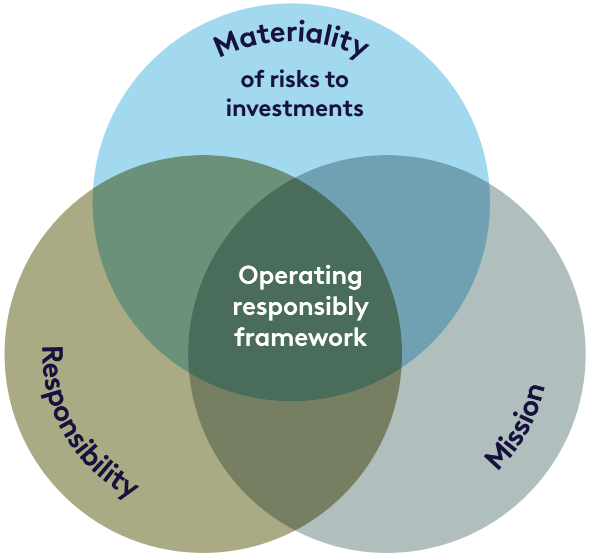
Octopus is an accredited B Corp and signatory to the internationally recognised Principles for Responsible Investment, demonstrating Octopus' commitment to responsible investment and to creating a more sustainable financial system.

PRI Principles for Responsible Investment

The Directors consider responsible investment to be important and believe portfolio companies should implement a framework to support best practices, which in turn can help create long-term value in the business.

This framework considers:

1. **Mission:** the mission of an investment;
2. **Materiality of risks to investments:** the materiality of sustainability issues in Apollo's underlying portfolio;
3. **Responsibility:** a portfolio company's values, culture, and behaviour.



Operating responsibly
→ continued

Mission

Whilst Apollo doesn't target specific sustainability goals or objectives, Octopus tracks the number, amount invested and the value of companies in Apollo's portfolio that are aligned with Octopus Group's three sustainable themes: building a sustainable planet, revitalising healthcare and empowering people.

Materiality of risks to investments

Environmental, social and governance risks of Apollo's underlying portfolio are considered during the investment process and any sustainability issues that could impact the financial performance of an investment are identified. To do this, an RI tool is used which utilises guidance from the Sustainability Accounting Standards Board (SASB) to help identify and manage any issues.

Once identified, the investment team consider the exposure to these risks and engage directly with the portfolio companies to understand how appropriately they are managing the risks. Given the nature of these tech-enabled businesses, the most material risks identified include data security, data privacy, and recruiting and managing a global, diverse and skilled workforce.

Responsibility

Apollo will not invest in any business whose activities or practices appear on Octopus Ventures' Exclusion List, which includes sectors such as tobacco, arms, fossil fuels, gambling and deforestation.

The Octopus Ventures team make sure that all portfolio companies:

- provide safe and healthy working conditions;
- treat people fairly, irrespective of race, gender, identity, sexual orientation, nationality, disability, political or religious beliefs;
- do not accept or pay bribes; and
- uphold high standards of business integrity at all times.

Octopus has created an Engagement Tool which is sent to all of Apollo's portfolio companies to help the Octopus Ventures team understand whether a portfolio company considers its wider stakeholders (community, customers, people, planet and shareholders) within decision-making, and provides tools and guidance to help them adopt responsible practices.

The Octopus Ventures team also collect data on diversity within the portfolio and actively work with portfolio companies to support talent management, recruitment and diversity.

Climate-related risks and opportunities

Octopus Investments has chosen to continue evolving its responsible investment disclosures in alignment with industry-recognised regulatory and reporting frameworks, such as the Task Force on Climate-related Financial Disclosures (TCFD). Importantly, due to its structure, Apollo is voluntarily disclosing this information, as opposed to it being a mandated 'in-scope' fund. In alignment with the spirit of the TCFD framework, some initial disclosures have been outlined under the categorisations below, but do not cover the full set of requirements as per the TCFD framework. Future changes are anticipated as regulatory and reporting frameworks continue to evolve.

Operating responsibly

→ continued

Governance

Octopus Investments

Sets and maintains Octopus' RI governance structure.

Impact and Sustainability team

Works with Octopus Ventures to implement responsible investment processes, and provide training, tools and support around disclosures and reporting.

Octopus Ventures team

Accountable for the delivery of the RI policies for the funds they manage. Responsible investment therefore forms part of the investment process.

Octopus Responsible Investment (RI) Committee

Comprised of senior stakeholders and board representation from across Octopus.

Provides RI oversight and makes sure that appropriate action has been taken to address any concerns raised by the Octopus Ventures Investment Committee.

Apollo Board

Considers RI as an integrated element of Apollo's investment strategy, and oversight of climate-related risks and opportunities forms part of the existing risk management process. The board sets this approach through the Apollo VCT RI policy.

Strategy

With the transition to a lower carbon economy, the Octopus Impact and Sustainability team are taking 'transition climate risks' and 'physical climate risks' into consideration to understand what could potentially be material to portfolio company financial performance in the short, medium and long term, and in both best (1.5 degree centigrade temperature change) and worst case (4 degree centigrade temperature change) climate scenarios.

Where risks are identified as being relevant to portfolio companies they will be addressed, for example:

- **Energy management:** future increases in energy prices relating to carbon taxes, carbon pricing or supply could impact costs and therefore profitability. Recognising that every company can reduce their energy usage, the Octopus Ventures team are working with the portfolio companies to understand and reduce carbon emissions.

Risk management

The investment team use guidance from the SASB to identify climate-related risks in portfolio companies. Where potential material climate-related risks have been identified, the investment team assess how well the risk is managed by the company. Where appropriate, this is raised to the Investment Committee as part of the investment process and is continually monitored.

Operating responsibly → continued

Metrics and targets

Apollo recognises the need to conduct its business, including investment decisions, in a manner that is responsible to the environment wherever possible. Apollo does not produce any reportable emissions as the fund management is outsourced to Octopus, with no physical assets or property held by Apollo. As Apollo has no employees or operations, it is not responsible for any direct emissions, and as it uses less than 40,000 kWh of energy during the reporting year it is exempt from Streamlined Energy and Carbon Reporting (SECR) reporting requirements.

In 2021, Octopus set a 2040 Net Zero target, more of which can be read here;

https://octopusgroup.com/net-zero-plan/

To understand the carbon emissions of the Apollo portfolio, the Octopus Ventures team have taken steps to measure the portfolio companies' Scope 1 and 2 (GHG) emissions by providing them with access to a carbon measurement tool that will provide the companies with details of their carbon footprint (page 30). Scope 1 emissions are those directly from company-owned and controlled resources. Scope 2 emissions are indirect emissions from the generation of purchased energy from a utility provider. Scope 3 emissions are the result of activities from assets not owned or controlled by the reporting organisation, but that the organisation indirectly affects in its value chain. Whilst Octopus supports portfolio companies in measuring some Scope 3 emissions, such as purchased goods and services and business travel, this is an area where it is looking to grow its capability to support the portfolio companies that are looking to measure their full scope.

Human rights issues

The Board seeks to conduct Apollo's affairs responsibly. Apollo is required by company law to provide details of employee, human rights, social and community issues, including information about any policies it has in relation to these matters and the effectiveness of such policies. As an externally managed investment company with no employees, Apollo does not maintain specific policies in relation to these matters.

Whistleblowing

In accordance with the recommendations of the Association of Investment Companies Code of Corporate Governance, the Board has considered the arrangements in place to encourage staff of the Portfolio Manager or Secretary of Apollo to raise concerns, in confidence, within their organisation about possible improprieties in matters of financial reporting or other matters. It is satisfied that adequate arrangements are in place to allow an independent investigation, and follow-on action where necessary, to take place within the organisation.

Bribery Act

The Portfolio Manager has an Anti-Bribery policy with robust procedures to ensure full compliance with the Bribery Act 2010 and to make sure that the highest standards of professional ethical conduct are maintained. All employees and those working for, or on behalf of, the Portfolio Manager are aware of their legal obligations when conducting company business.

Operating responsibly → continued

Octopus Ventures' initiatives:

Female diversity pledge

By 2025, 30% of all new founder pitches to the Octopus Ventures investment team should be businesses led or co-led by a woman and by 2027, this will increase to 50%.

- Between 1 February 2024 and 31 January 2025, 10% of all the companies the Apollo VCT's investment team met with had at least one founder who identified as female.
- As at 31 January 2025, 23% of the portfolio companies have at least one female founder.
- Based on the annual engagement survey, on average, the responding portfolio companies reported that 27% of their senior management positions were held by women and 35% of the workforce was female.

Greenhouse gases (GHG)

Octopus Ventures will engage with all portfolio companies on their greenhouse gases and give them access to appropriate complimentary tools to support their understanding of their carbon footprint.

- The long-term goal is to reduce portfolio emissions to minimise climate-related risks (see page 29). Of the 36 companies contacted in 2024 requesting their participation, 18 companies have supplied their 2023 emissions data. 2024 data is currently being requested. Below is a breakdown of GHG emissions reported on the carbon monitoring tool provided by Octopus to the portfolio companies. An explanation for the different scopes can be read on page 29:

GHG emissions in tonnes tCO_2e

	2024 (based on 2023 full year data, 18 companies measured)	2023 (based on 2022 full year data, 13 companies measured)
Scope 1 and 2	760.44	258.10

The increase seen in the Scope 1 and 2 emissions is due to a 38% increase in the number of portfolio companies utilising the carbon accounting tool. The increase seen in scope 1 and 2 emissions is also not to be unexpected, as the portfolio companies collectively grew their revenue in 2024 by 14%, and as such scaled the companies to support this growth. Where there are company year-on-year comparisons in data available to assess whether there have been any specific increases in emissions, these will be analysed to ascertain the reasons and whether any actions need to be taken.

Whilst scope 3 emissions data is collected from portfolio companies, it is not reported on as these indirect emissions are extremely complex to report on, and therefore the data provided may not be a true representation of their indirect emissions. Scope 3 category materiality assessments have not been carried out at the portfolio company level, and all calculations use readily available data.

Section 172 statement

This report sets out how the Directors have had regard to promoting the success of Apollo for the benefit of its shareholders as a whole, and in making their decisions to have regard to, but not limited to, a list of six factors contained within this section of the Companies Act 2006:

- the likely consequence 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 between members of the Company.

Business strategy

The success of Apollo is driven by its investment policy and liquidity strategy which is set out in the Business Review on page 39. The Portfolio Manager prepares a detailed cash flow which is approved by the Board on an annual basis and reviewed regularly, and forms the basis for Apollo's resource planning and deployment decisions.

When considering business strategy, the Board also considers other matters such as the interests of its various stakeholders and the long-term impact of its actions on Apollo's future and reputation.

The Board

The Board adopts the 2019 AIC Code of Corporate Governance which provides a framework for the governance of investment companies such as Apollo.

It is normal practice for Venture Capital Trusts to delegate authority for day-to-day management of the Company to a Portfolio Manager, and to outsource administration, accounting and company secretarial services. The Board then engages with the Portfolio Manager in setting, approving and overseeing the execution of the business strategy and related policies.

At every Board meeting a review of financial and operational performance, as well as legal and regulatory compliance, is undertaken. The Board also reviews other areas over the course of the financial year including Apollo's business strategy, key risks, stakeholder-related matters, diversity and inclusivity, environmental matters, corporate responsibility and governance, compliance and legal matters. The Board has set financial KPIs relating to portfolio performance. The Board formally reviews the performance of the Portfolio Manager on an annual basis.

Matters reserved for the Board include, but are not limited to, all shareholder communication, the setting of investment policy, investment of cash reserves, the raising of capital and the allotment and issue of shares, the buyback of shares, dividend policy, Director appraisal and succession, financial reporting, RIS announcements, compliance with UK Listing Authority rules and FCA regulations.

Culture

The Directors seek to apply the Responsible Investment principles adopted by Octopus Ventures and these values help to define the culture and relationship with the investment team. There is a general principle of openness and transparency in dealings between Octopus Ventures and the Directors, and clear policies covering, for instance, investment process and conflicts, providing a clear operating framework. Generally, the culture should contribute to the purpose of producing consistent returns over the long term and achieving the agreed KPIs, which will deliver, most importantly, good returns to shareholders.

Section 172 statement

→ continued

Business ethics and governance

The Board is responsible for ensuring that the activities of Apollo and its various investments are conducted in compliance with the law and applicable governance and regulatory regimes, and in adherence with prevailing best practice for the relevant industry. This includes reviewing internal controls, ensuring that there is an appropriate balance of skills and experience represented on the Board, and ensuring that the financial statements give a true and fair view of the state of affairs of Apollo. Further detail can be found in the Directors' responsibilities statement on page 64. In the year to 31 January 2025, no areas of concern have been flagged in this regard.

Relations with key stakeholders

The requirement for Apollo to consider the interests of its key stakeholders is limited as it does not have any employees. The Board considers Octopus to be its key business partner as it has responsibility for the provision of investment management, administration, custody and company secretarial services. As Apollo is now classified as a full-scope Alternative Investment Fund under the Alternative Investment Fund Managers Directive (the 'AIFM Directive'), it has in place an agreement with Octopus AIF Management Limited to act as Manager (an authorised alternative investment fund manager responsible for ensuring compliance with the AIFM Directive). Octopus AIF Management Limited has in turn appointed Octopus Investments Limited to act as Portfolio Manager to Apollo (responsible for portfolio management and the day-to-day running of the Company). The AIF Manager's main focus is risk management and the review of the valuation of Apollo's portfolio.

The Board works with Octopus in the selection of third-party providers such as the registrars, corporate broker and VCT status adviser. Its selection is made on the basis of quality of service, accuracy and price. Any errors or delays reflect badly on Apollo, but more importantly can cause inconvenience, and potential loss, for shareholders. The performance of third-party providers is reviewed at least annually.

Key decisions

Some of the key decisions made during the year that required the Board to take into consideration Section 172 factors include:

- in line with the Company's objectives, the Board issued an offer for subscription of shares on 23 October 2024 to raise up to £50.0 million, with an over-allotment facility of £25.0 million. This was discussed with the Portfolio Manager, and allowed new and existing shareholders to invest in the Company;
- the Company continued to buy back shares, balancing the interests of both remaining and selling shareholders by providing adequate liquidity;
- the Board declared dividends of 2.6p per share in accordance with the Company's dividend policy;
- the Board monitored investment decisions and the Company's ability to meet the requirements of HMRC's VCT investment rules; and
- the Board considered and approved the Company's valuations and net asset value (NAV) at the half year and year end.

Section 172 statement

→ continued

Our key stakeholders

Shareholders

Why we engage

The Board recognises the critical importance of open and timely communications with shareholders. Their support is fundamental to raising further capital which is dependent on Apollo's performance and clear reporting on portfolio progress. Shareholders are encouraged to attend and vote at shareholder meetings and to raise questions in relation to Apollo's progress.

How we engage

The annual and half-yearly reports, prospectus and other shareholder information are published on the Octopus Investments website **octopusinvestments.com**. Details of the portfolio, the investment team and other insights are published on the Octopus Ventures website **octopusventures.com**. Shareholder enquiries are handled promptly by Octopus Investments. The Chair responds to communications addressed to the Board. The Directors aim to make sure that the annual report and financial statements are fair, balanced and understandable, and that sufficient information is provided to shareholders to assess Apollo's performance, business approach and strategy.

Portfolio companies

Why we engage

Apollo's performance and the performance of its underlying portfolio companies are directly and intrinsically linked. The Portfolio Manager monitors the portfolio companies through a programme of regular company meetings as part of its investment process.

How we engage

The Board has also given Octopus discretionary authority to vote on portfolio company resolutions on its behalf as part of its approach to corporate governance, and encourages it to do so. As part of the portfolio valuation review, the Board is provided with sufficient information and support to scrutinise the performance of the portfolio companies.

Octopus and suppliers

Why we engage

Apollo is reliant on Octopus as the key provider of investment management and non-investment services. In addition, third parties such as Computershare (Apollo's registrar), Panmure Liberum (Apollo's corporate broker), as well as lawyers and tax advisers provide key services for Apollo and shareholders. Apollo works with our suppliers to make sure that it can provide an appropriate level of service and regulatory compliance function. Apollo is focused on ensuring that we have the right suppliers and relationships that can effectively deliver the right services for the business in line with applicable laws, regulations and best practice.

How we engage

Apollo engages with Octopus and its third-party suppliers on the basis of proven track record with observance of minimum levels of performance, ethics and governance in order to create value and mitigate risk. Octopus attends all Board meetings with regular updates on investment performance, risks and non-investment services activities as well as ad hoc analysis as requested by the Board. The Board has a positive and open relationship with Octopus and annually, following a review, votes on retaining Octopus as the Portfolio Manager. A variety of independent professional advisers are utilised by Apollo to help with certain activities, including regulatory and legal compliance, for example lawyers, tax advisers, corporate brokers and auditors.

Section 172 statement

continued

Our key stakeholders continued

Community and environment

Why we engage

The Board considers it important that Apollo has a responsible approach to investing as set out in the framework on page 26, taking account of environmental, social and governance matters. Apollo's investment operations create employment, aid economic growth, generate tax revenues and produce wealth, thus benefitting the community and economy overall.

How we engage

Apart from the Board's recognition that the Responsible Investment policy should help to mitigate the impacts of climate change, the Board has moved to a largely paperless operation over the past three years and utilises conferencing platforms where appropriate.

The Board requires that Octopus collects data on diversity within the portfolio and actively works with our portfolio companies on an ongoing basis to support their talent management and recruitment, staff well-being and diversity policies and initiatives. A condition of our investment is that the company must have in place a Diversity and Inclusion policy, as well as an Anti-Harassment and Discrimination policy.

Government and regulators

Why we engage

Good governance and compliance with applicable regulations is vital in ensuring the continued success of Apollo and the regimes within which it operates.

Octopus, on behalf of the Board, actively engages with HMRC and HMT to seek changes in VCT legislation, lobbying the government to highlight the economic benefits of VCTs.

How we engage

The Board encourages openness and transparency and promotes proactive compliance with new regulation.

Apollo, through its Portfolio Manager, engages with government and regulatory bodies at regular intervals as well as participating in focus groups and research with industry bodies.

Government and regulatory policy informs strategic decision-making at Board level with consideration given to the impact Apollo has on the sector.

Risks and risk management

The Board assesses the risks faced by Apollo and, as a board, reviews the mitigating controls and actions, and monitors the effectiveness of these controls and actions.

Emerging and principal risks, and risk management

The Board is mindful of the ongoing risks and will continue to make sure that appropriate safeguards are in place, in addition to monitoring the cash flow forecasts to make sure that the Company has sufficient liquidity.

The Board carries out a regular review of the risk environment in which the Company operates.

Emerging risks

The Board has considered emerging risks. The Board seeks to mitigate emerging risks and those noted below by setting policy, regular review of performance and monitoring progress and compliance. In the mitigation and management of these risks, the Board applies the principles detailed in the Financial Reporting Council's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.

The following are some of the potential emerging risks management and the Board are currently monitoring:

- adverse changes in global macroeconomic environment;
- artificial intelligence;
- geopolitical tensions; and
- climate change.

Further details of the Company's financial risk management policies are provided in Note 16 to the financial statements.

Principal risks

Risk	Mitigation	Change[1]
Investment performance: The focus of Apollo's investments is in unquoted, small and medium-sized VCT qualifying companies which, by their nature, entail a higher level of risk and may have lower cash reserves than investments in larger quoted companies. Poor performance across these investments may impact Apollo's ability to raise new funds from investors.	Octopus has significant experience and a strong track record of investing in unquoted companies, and appropriate due diligence is undertaken on every new investment. A member of the Octopus Ventures team is typically appointed to the board of a portfolio company subject to an evaluation using a risk based approach that considers the size of the company within the Apollo portfolio and the engagement levels of other investors. Regular board reports are prepared by the portfolio company's management and examined by the Portfolio Manager. This arrangement, in conjunction with its Portfolio Talent team's active involvement, allows Apollo to play a prominent role in a portfolio company's ongoing development and strategy. Although investment strategy is focused on B2B software, the overall risk in the portfolio is mitigated by diversifying investment across a wide spread of holdings in terms of the underlying sub-sector served by the portfolio companies, and their financing stage, age, industry sector and business models. The Board reviews the investment portfolio with the Portfolio Manager on a regular basis. The Portfolio Manager is incentivised to make sure Apollo performs well, via a Performance Incentive Fee (charged annually) for exceeding certain performance hurdles, as detailed in Notes 3 and 19 to the financial statements.	= Increased exposures reflected in the previous period remain unchanged due to the continuing difficult macro environment and challenging trading conditions for some portfolio companies continuing.

[1]. Since 31 January 2024, = indicates no change, ↑ indicates an increase and ↓ indicates a decrease.

Risks and risk management → continued

Risk	Mitigation	Change[1]
VCT qualifying status risk: Apollo is required at all times to observe the conditions for the maintenance of HMRC-approved VCT status. The loss of such approval could lead to Apollo and its investors losing access to the tax benefits associated with VCT status and, in certain circumstances, to investors being required to repay the initial income tax relief on their investment.	Prior to making an investment, the Portfolio Manager seeks assurance from Apollo's VCT status adviser that the investment will meet the legislative requirements for VCT investments. On an ongoing basis, the Portfolio Manager monitors Apollo's compliance with VCT regulations on a current and forecast basis to ensure ongoing compliance with VCT legislation. Regular updates are provided to the Board throughout the year. The VCT status adviser formally reviews Apollo's compliance with VCT regulations on a bi-annual basis and reports its results to the Board.	VCT status monitoring by independent advisers continues to reduce the risk of an issue causing a loss of VCT status. =

Risk	Mitigation	Change[1]
Operational – reliance on third parties: The Board is reliant on the Portfolio Manager to manage investments effectively, and manage the services of a number of third parties, in particular the registrar and tax advisers. A failure of the systems or controls at the Portfolio Manager or third-party providers could lead to an inability to provide accurate reporting and to ensure adherence to VCT and other regulatory rules.	The Board reviews the system of internal control, both financial and non-financial, operated by the Portfolio Manager (to the extent the latter are relevant to Apollo's internal controls). These include controls that are designed to ensure that Apollo's assets are safeguarded and that proper accounting records are maintained, as well as any regulatory reporting. Feedback on other third-parties is reported to the Board on at least an annual basis, including adherence to Service Level Agreements where relevant. During the year a depositary has been appointed. This increases the number of key third parties involved in the running of the Company, but also adds additional layers of oversight of the Portfolio Manager.	No overall change in risk exposure on balance. =

Risk	Mitigation	Change[1]
Information security: A lack of suitable controls could result in a data breach and fines and/or business disruption. The Board is reliant on the Portfolio Manager and third parties to take appropriate measures to prevent a loss of confidential customer information or other malicious events.	Annual due diligence is conducted on third parties, which includes a review of their controls for information security. The Portfolio Manager has a dedicated information security team and a third party is engaged to provide continual protection in this area. A security framework is in place to help prevent malicious events. The Portfolio Manager reports to the Board on an annual basis to update it on relevant information security arrangements. Significant and relevant information security breaches are escalated to the Board when they occur.	No overall change on balance, although cyber threat remains a significant risk area faced by all service providers. The appropriateness of mitigants in place are continuously reassessed to adapt to new risk exposures, such as those posed by artificial intelligence. =

[1]. Since 31 January 2024, = indicates no change, ↑ indicates an increase and ↓ indicates a decrease.

Risks and risk management → continued

Risk	Mitigation	Change[1]
Economic: Events such as an economic recession, movement in interest rates, fluctuations in foreign exchange rates, inflation, political instability and rising living costs could adversely affect some smaller companies' valuations, as they may be more vulnerable to changes in trading conditions or the sectors in which they operate. This could result in a reduction in the value of Apollo's assets.	Apollo invests in a portfolio of companies serving markets across a diverse range of sectors, which helps to mitigate against the impact of performance in any one sector. Apollo also maintains adequate liquidity to make sure that it can continue to provide follow-on investment to those portfolio companies that require it and which is supported by the individual investment case. The Portfolio Manager monitors the impact of macroeconomic conditions on an ongoing basis and provides updates to the Board at least quarterly.	↑ Increased exposures reflected in the previous periods remain and have heightened further as economic uncertainty persists through interest rate changes, the risk of recession and other economic factors.

Risk	Mitigation	Change[1]
Legislative: A change to the VCT regulations could adversely impact Apollo by restricting the companies Apollo can invest in under its current strategy. Similarly, changes to VCT tax reliefs for investors could make VCTs less attractive and impact Apollo's ability to raise further funds. Failure to adhere to other relevant legislation and regulation could result in reputational damage and/or fines. We are also pleased that the sunset clause in place for April 2025, regarding eligibility of VCTs for tax relief, has been extended to 2035.	The Portfolio Manager engages with HM Treasury and industry bodies to demonstrate the positive benefits of VCTs in terms of growing UK companies, creating jobs and increasing tax revenue, and to help shape any change to VCT legislation. The Portfolio Manager employs individuals with expertise across the legislation and regulation relevant to Apollo. Individuals receive ongoing training and external experts are engaged where required.	↓ Risk exposure has continued to reduce since the previous period following the extension of the sunset clause to 2035 being agreed.

[1]. Since 31 January 2024, = indicates no change, ↑ indicates an increase and ↓ indicates a decrease.

Risks and risk management → continued

Risk	Mitigation	Change[1]
Liquidity: Apollo invests in smaller unquoted companies, which are inherently illiquid as there is no readily available market for these shares. Therefore, these may be difficult to realise for their fair market value at short notice.	The Portfolio Manager prepares cash flow forecasts to make sure cash levels are maintained in accordance with policies agreed with the Board. Apollo's overall liquidity levels are monitored on a quarterly basis by the Board, with close monitoring of available cash resources. Apollo maintains sufficient cash and readily realisable securities, including MMFs and OEICs, which can be accessed at short notice. At 31 January 2025, 91% of current asset investments were held in MMFs, realisable within one business day, and 9% in OEICs, realisable within seven business days.	Risk exposure remains unchanged from the previous period. =

Risk	Mitigation	Change[1]
Valuation: While investments within the portfolio are valued in accordance with International Private Equity and Venture Capital (IPEV) valuation guidelines, for smaller companies establishing a fair value can be difficult due to the lack of readily available market data for similar shares, resulting in a limited number of external reference points.	Valuations of portfolio companies are performed by appropriately experienced staff, with detailed knowledge of both the portfolio company and the market in which it operates. These valuations are then subject to review and approval by the Octopus Valuations Committee, comprised of staff who are independent of Octopus Ventures and with relevant knowledge of unquoted company valuations. The Board reviews valuations after they have been agreed by the Octopus Valuations Committee.	Risk exposure remains unchanged from the previous period due to economic uncertainty within valuation modelling. =

[1]. Since 31 January 2024, = indicates no change, ↑ indicates an increase and ↓ indicates a decrease.

Business review

The objective of the Company is to invest in a diversified portfolio of smaller unquoted UK companies which meet the relevant criteria for VCTs in order to generate income and capital growth over the long term. Investments are made selectively, primarily in the Technology sector, in companies that have the potential to grow and enhance their value. The Company's investments are managed by Octopus.

Investment policy

The Company's investment policy is designed to enable the Company to comply with the VCT qualifying conditions. It invests predominantly in unquoted smaller companies and expects that this will continue to make up the significant majority of the portfolio. It will also retain holdings in cash or near-cash investments to provide a reserve of liquidity, which will maximise the Company's flexibility as to the timing of investment acquisitions and disposals, dividend payments and share buybacks.

Unquoted investments are structured using various investment instruments, including ordinary and preference shares, loan stocks and convertible securities, to achieve an appropriate balance of income and capital growth, having regard to the VCT legislation. Although the Company invests primarily in the Technology sector, the portfolio is diversified by investing in a broad range of sub-sectors. The normal investment period into portfolio companies is typically expected to be between the range of three to seven years. Any uninvested funds are held in cash, MMFs and OEICs.

Although the Directors cannot be sure of the overall impact of macroeconomic and geopolitical uncertainties on the investment portfolio and performance over the medium term, the Company spreads the risk of the portfolio by investing in companies operating in a diverse range of sub-sectors, using a variety of securities. Concentration risk is mitigated by ensuring that at the point of investment no more than 15% of the Company by value will be in any one investment, complying with HMRC rules.

The value of individual investments is expected to increase over time as a result of trading progress and a continuous assessment is made of investments' suitability for sale to make sure we optimise the timing of such sale. The Company's VCT qualifying investments are held with a view to long-term capital growth as well as income generation and will often have limited marketability. As a result, it is possible that individual holdings may grow in value to the point where they represent a significantly higher proportion of total assets prior to a realisation opportunity being available.

Investments are made using shareholders' funds and it is not currently intended that the Company will take on any long-term borrowings.

No material changes may be made to the Company's investment policy described above without the prior approval of shareholders by the passing of an Ordinary Resolution. The Directors monitor the investment process and ensure compliance with the investment policy.

A review of the investment portfolio and of market conditions during the year is included in the Chair's Statement and Portfolio Manager's Review which form part of the Strategic Report on pages 3 to 25. This Business Review also forms part of the Strategic Report on pages 39 to 40.

Co-investment policy

Where one or more of the companies or funds managed or advised by Octopus wishes to participate in an investment opportunity, allocations will be made by Octopus in how they split this across their funds as at the date of the investment. In the event of a conflict of interest on the part of Octopus or where co-investment is proposed to be made other than on a pro-rata basis, such an investment requires the approval of the Board.

Business review → continued

Liquidity strategy

The Board's strategy is to maintain an appropriate level of liquidity in the Balance Sheet to continue to achieve the following four targets:

- to support further permissible investment in existing portfolio companies if required;
- to take advantage of new investment opportunities as they arise;
- to support the target dividend flow; and
- to provide liquidity to investors through the ability to buy back the Company's shares as they become available.

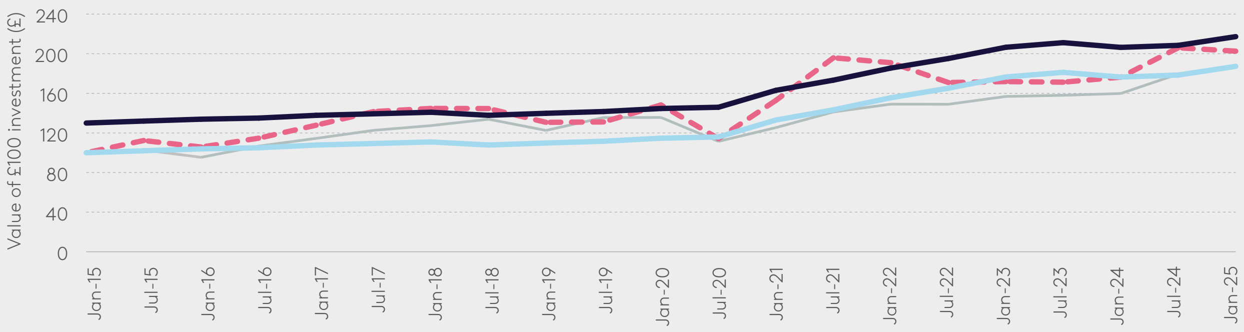
Liquidity in Apollo is primarily driven by profitable exits and fundraising activities. Liquidity is considered in detail as part of the Board's review of viability and going concern as detailed on page 45, along with various other factors.

VCT regulation

Compliance with the required VCT rules and regulations is considered when all investment decisions are made. Octopus measure this on a continuous basis and it is reviewed by external advisers every six months who perform a comprehensive validation exercise. The primary purpose of the investment policy is to make sure the Company continues to qualify and is approved as a VCT by HMRC. The main criteria to which the Company must adhere are detailed on page 98.

The Portfolio Manager will continue to monitor the Company's compliance with the VCT rules to make sure it meets the requirements at all times.

Net asset value and share price total return



- NAV Total Return (gross dividend re-invested) + 30% up front income tax relief, based on a notional investment of £100 on 31 January 2015
- FTSE Small-Cap ex Investment trusts total return, based on £100 notional investment on 31 January 2015 and the reinvestment of all income
- FTSE All-Share total return, based on £100 notional investment on 31 Janaury 2015 and the reinvestment of all income
- NAV Total Return (gross dividend re-invested), based on a notional investment of £100 on 31 January 2015

Performance

The Board is responsible for setting the Company's investment strategy and performance, although the management of the investment portfolio is delegated to Octopus through the Investment Management Agreement, as referred to in the Directors' report on page 58.

The graph below compares NAV total return (gross dividends reinvested) of the Company over the period from January 2015 to January 2025 with the total return from a notional investment in relevant indices over the same period (all rebased to £100). These indices are considered to be the most appropriate broad equity market indices for comparative purposes, given the nature of the underlying investments. The Board wishes to point out that VCTs are not able to make investments in companies quoted on the Main Market in their observance of the VCT rules.

The Strategic Report was approved by the Board on 22 May 2025 and signed on its behalf by:

Murray Steele
Chair

22 May 2025

Governance

Board of Directors

Murray Steele

A N M ●

Chair

Murray was appointed as Director and Chair on completion of the merger of Octopus Apollo VCT 1 plc, Octopus Apollo VCT 2 plc and Octopus Apollo VCT 4 plc with the Company on 28 September 2012. Murray has had a broad range of experience as a Director of a number of companies. Currently he is Chair of Surface Generation Limited, a hi-tech engineering company. Murray has Bachelor's and Master's degrees in mechanical engineering from the University of Glasgow, an MBA from Cranfield School of Management and holds an accounting qualification. Murray was formerly a Director of Octopus Apollo 4 VCT plc.

Claire Finn

A N M ●

Senior Independent Director

Claire was appointed as a Director on 21 September 2021. Claire has spent the majority of her professional career working for BlackRock, where she held a variety of leadership positions. Claire now has a portfolio of Non-Executive Director roles. Her other current roles include being Chair of UBS Asset Management Life Limited and Non-Executive Director of Artemis Fund Managers Limited, The Law Debenture Corporation plc, Sparrows Capital Limited and Baillie Gifford Shin Nippon plc. Claire has a BA Hons degree from Leeds University and a Master's degree in Finance from the University of London.

Christopher Powles

A N M ●

Non-Executive Director

Chris was appointed as a Director on completion of the merger of Octopus Apollo VCT 1 plc, Octopus Apollo VCT 2 plc and Octopus Apollo VCT 4 plc with the Company on 28 September 2012. Chris was the principal founder of Pi Capital, a private client fund management company that specialised in investing in smaller unquoted companies. Subsequently he was the Finance Director of an AIM-traded company, as well as a Non-Executive Director of both listed and private companies. Currently, he is involved in a major renewable energy and development project in central Africa. Chris is a Chartered Accountant, having qualified at what is now part of PwC, and has a BA Hons degree from the University of Oxford. Chris was formerly a Director of Octopus Apollo 4 VCT plc.

Key: A Audit Committee N Nomination and Remuneration Committee M Management Engagement Committee ● Independent ○ Chair

Board of Directors → continued

Alex Hambro

Non-Executive Director

A N M

Alex was formerly Chair of Octopus Eclipse VCT plc and was appointed as a Director on 19 December 2016, on completion of the merger of Octopus Eclipse VCT plc with the Company. Alex has spent the last 29 years in the venture capital and private equity sector. As a Director of Hambro Group Investments, he was responsible for the establishment and operations of the Hambro Private Equity Group, which sponsored nine Fund Managers in the UK, Europe, the US and Australia. Alongside his responsibilities with the Company, Alex also sits on the board of Judges Scientific Plc, Oberon Investments Group plc and Cloudified Holdings Limited and is a Non-Executive Director of several private companies.

Gillian Elcock

Non-Executive Director

A N M

Gillian was appointed as a Director on 1 December 2023. Gillian is the founder of Denny Ellison, an independent investment research and training company, and was its Managing Director for ten years. Prior to this, she worked as an equity research analyst for several years at Putnam Investments and Insight Investment. Gillian is a Non-Executive Director of Melrose Industries plc, International Biotechnology Trust plc and STS Global Income & Growth Trust plc. She was previously a member of the board of the CFA Society of the UK. Gillian holds an MBA from the Harvard Business School and MEng and BSc degrees from the Massachusetts Institute of Technology.

Key: A Audit Committee N Nomination and Remuneration Committee M Management Engagement Committee ● Independent ○ Chair

Corporate governance report

The Board of Apollo has considered the principles and provisions of the Association of Investment Companies Code of Corporate Governance (the 'AIC Code').

The AIC Code addresses the principles and provisions set out in the UK Corporate Governance Code (the 'UK Code'), issued by the Financial Reporting Council (FRC) in July 2018, as well as setting out additional provisions on issues that are of specific relevance to the Company. The FRC has confirmed that members of the AIC, who report against the AIC Code, will be meeting their obligations in relation to the UK Code and the associated disclosure requirements under paragraph 6.6.6 of the UK Listing Rules. The AIC Code is available on the AIC website at: **www.theaic.co.uk**. It includes an explanation of how the AIC Code adapts the principles and provisions set out in the UK Code to make them relevant for investment companies. The Board is aware of the revisions to the UK Corporate Governance Code, announced in January 2024, and will be reporting against these in due course.

Corporate governance within the closed-ended investment company industry differs from that of other companies. In addition, VCTs differ from most other investment companies in that they have developed, over many years, a complex range of additional legal, tax and regulatory requirements.

Apollo, as a VCT and closed-ended investment company, has particular factors which have an impact on its governance arrangements. Apollo:

- outsources all day-to-day activities (such as portfolio management, administration, accounting, custody and company secretarial). This means that it is governed entirely by a Board of Non-Executive Directors. In these circumstances, the proper oversight of these relationships is the key aspect of achieving good corporate governance;
- does not have executive directors or employees. As a consequence, significant 'corporate memory' comes from the Non-Executive Directors; and
- does not have customers, only shareholders.

The AIC Code deals with matters such as the relationship with the manager and other service providers.

In practice, most of the time spent by the board of a well-functioning investment company should be spent on matters of general corporate governance (e.g. the investment strategy, policy and performance), which applies to Apollo.

The Company is committed to maintaining high standards in corporate governance. The Directors consider that the Company has, throughout the period under review, complied with the provisions set out in the AIC Code, with the exception of the items outlined below:

- the Chair is a member of the Audit and Risk Committee, which is considered appropriate based on the limited number of Directors;
- the Chair is also Chair of the Nomination and Remuneration Committee, of which all Directors are members. The Directors consider this appropriate given the size of the Board;
- the Company has no major shareholders with a notifiable interest. Shareholders have an opportunity to meet with the Non-Executive Directors at the AGM. Shareholders are welcome to contact the Board or Octopus at any time; and
- the Directors do not all stand for annual re-election. This is to make sure experience is retained on the Board and that the Company has at least two Directors at all times. As highlighted earlier, the Board considers all the Directors to be independent of the Portfolio Manager.

Corporate governance report → continued

Viability statement

In accordance with provision 36 of the AIC Code of Corporate Governance, the Directors have assessed the prospects of the Company over a period of five years, consistent with the expected investment holding period of a VCT investor. Under VCT rules, subscribing investors are required to hold their investment for a five-year period in order to benefit from the associated tax reliefs. The Board regularly considers strategy, including investor demand for the Company's shares, and a five-year period is considered to be a reasonable time horizon for this.

The Board carried out a robust assessment of the emerging and principal risks facing the Company and its current position.

This includes risks which may adversely impact its business model, future performance, solvency or liquidity, and focused on the major factors which affect the economic, regulatory and political environment. Particular consideration was given to the Company's reliance on, and close working relationship with, the Portfolio Manager. The principal risks faced by the Company and the procedures in place to monitor and mitigate them are set out on pages 35 to 38.

The Board has carried out robust stress testing of cash flows which included assessing the resilience of portfolio companies, including the requirement for any future financial support and the ability to pay dividends and buybacks.

The Board has additionally considered the ability of the Company to comply with the ongoing conditions to make sure it maintains its VCT qualifying status under its current investment policy.

Based on the above assessment the Board confirms that it has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five-year period to 31 January 2030. The Board is mindful of the ongoing risks and will continue to make sure that appropriate safeguards are in place, in addition to monitoring the cash flow forecasts to make sure that the Company has sufficient liquidity.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report, on pages 2 to 40. Further details on the management of financial risk may be found in Note 16 to the financial statements.

The Board receives regular reports from the Portfolio Manager and the Directors believe that, as no material uncertainties leading to significant doubt about going concern have been identified, it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

As mentioned in the Business Review, the Board has considered the Company's cash flow projections, including performing stress tests and found these to be realistic and reasonable.

The assets of the Company include holdings in MMFs and OEICs which are readily realisable, as well as cash. As at 31 January 2025 cash and current asset investments made up 20% of net assets and, accordingly, the Company has adequate financial resources to continue in operational existence for at least the next twelve months from the date of this report.

Leadership and purpose

Board of Directors

The Company has a Board of five Non-Executive Directors, all of whom are considered to be independent of the Company's Portfolio Manager, Octopus Investments.

The Board meets a minimum of five times per annum, and on other occasions as required, to review the investment performance and monitor compliance with the investment policy laid down by the Board.

The Board has a formal schedule of matters specifically reserved for its decision, which includes:

- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- consideration of corporate strategy;
- approval of the appropriate dividend to be paid to the shareholders;
- the appointment, evaluation, removal and remuneration of the Portfolio Manager;
- the performance of the Company, including monitoring of the discount of the net asset value to the share price; and
- monitoring shareholder profiles and considering shareholder communications.

The Chair leads the Board in the determination of its strategy and in the achievement of its objectives. The Chair is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda, and has no involvement in the day-to-day business of the Company. He facilitates the effective contribution of the Directors and ensures that they receive accurate, timely and clear information and that they communicate effectively with shareholders. The Company Secretary is responsible for advising the Board on all governance matters. All of the Directors have access to the advice and services of the Company Secretary, who has administrative responsibility for the meetings of the Board and its Committees. Directors may also take independent professional advice at the Company's expense where necessary in the performance of their duties.

The Company's Articles of Association and the schedule of matters reserved to the Board for decision provide that the appointment and removal of the Company Secretary is a matter for the full Board.

During the year the following meetings were held:

	Board meeting attendance	Audit and Risk Committee meeting attendance	Nomination and Remuneration Committee meeting attendance	Management Engagement Committee meeting attendance
Murray Steele (Chair)	**5/6**	4/5	2/2	1/1
Christopher Powles	**6/6**	5/5	2/2	1/1
Alex Hambro	**6/6**	5/5	2/2	1/1
Claire Finn	**6/6**	5/5	2/2	1/1
Gillian Elcock	**6/6**	5/5	2/2	1/1

Additional meetings not included above were held as required to address specific issues including considering recommendations from the Portfolio Manager, allotments and share repurchases. A brief biographical summary of each Director is given on pages 42 to 43.

Division of responsibilities

Powers of the Directors

Subject to the provisions of the Companies Act, the Memorandum and Articles of Association of the Company and any directions given by shareholders by Special Resolution, the Articles of Association specify that the business of the Company is to be managed by the Directors, who may exercise all the powers of the Company, whether relating to the management of the business or not. In particular the Directors may exercise on behalf of the Company its powers to purchase its own shares to the extent permitted by shareholders. Authority was given at the Company's AGM held on 10 July 2024 to make market purchases of up to 126,493,699 Ordinary shares, as per the terms set out in the relevant resolution. Renewed authority is being sought at the 2025 AGM as set out in the notice of meeting.

Board committees

The Board has appointed three committees to make recommendations to the Board in specific areas.

The Audit and Risk Committee, chaired by Christopher Powles, consists of all five Directors. The independence of the Audit and Risk Committee is not impaired by this and due to the structure of Apollo the Board considers this to be appropriate. The Audit and Risk Committee believes Mr Powles possesses appropriate and relevant financial experience as per the requirements of the AIC Code of Corporate Governance. The Board considers that the members of the Committee are independent and have collectively the skills and experience required to discharge their duties effectively. The Audit and Risk Committee Report is given on pages 50 to 52.

The Management Engagement Committee assists the Board in evaluating the performance of the Portfolio Manager and other third-party service providers engaged by the Company. The Management Engagement Committee is chaired by Claire Finn and comprises all five Directors.

The Nomination and Remuneration Committee, comprising all five Directors and chaired by Murray Steele, considers the selection and appointment of Directors to the Board and its committees. The Committee considers composition and succession, appointing new members on merit, measured against objective criteria with due regard for the benefits of gender and diversity. The Committee also has responsibility for setting the remuneration policy for the Non-Executive Directors. All Directors are members of the Committee. The Directors consider this appropriate given the size of the Board. Detailed information relating to the remuneration of Directors is given in the Directors' Remuneration Report on pages 54 to 57.

Composition, succession and evaluation

As reported previously, the Board has decided that each year two Directors will offer themselves for re-election. The Board believes that this is in the best interests of shareholders as it complies with the Company's Articles of Association, the Companies Act for a listed company and the UK Listing Rules to have a minimum of two Directors. Directors appointed by the Board will stand for election at the next AGM following appointment.

The Director rotation for re-election is as follows:

	Date of Original Appointment	Due Date for Election/ Re-election
Murray Steele (Chair)	**28/09/2012**	AGM 2026
Christopher Powles	**28/09/2012**	AGM 2025
Alex Hambro	**19/12/2016**	N/A
Claire Finn	**21/09/2021**	AGM 2026
Gillian Elcock	**01/12/2023**	AGM 2025

Independence

The Directors believe that, in line with the AIC Code, all members of the Board are independent and as such are identified as independent in character and judgement with respect to their duties to the shareholders.

The Directors note the beneficial shareholding of the Chair in shares of Octopus Group Holdings Limited ('OGHL'), the parent company of the Manager, representing 0.1% of the issued share capital of OGHL, but are satisfied that he has no significant influence and therefore his independence is not impacted. The Directors also note that the Chair provides periodic training courses to Octopus Investments Limited for which he receives a fee. These courses are in the normal course of business and are not considered material so again have no impact on his independence.

Length of service of the Chair and other Directors is one of a number of factors taken into account when considering the contribution and ongoing independence of the Board, both individually and in terms of overall composition. The Board considers the experience, range of skills, knowledge of Apollo and its operating environment and diversity of the Directors. Accordingly, the Board's policy on tenure is that the term the Chair and other Directors serve on the Board should not be restricted to a fixed time limit in order to ensure sufficient corporate memory and consistent adherence to strategy.

Board succession

The Directors recognise the importance of ensuring the Board remains independent, and collectively has sufficient breadth of experience and expertise to appropriately represent Apollo's shareholders' best interests. As part of succession planning, Trust Associates Limited, who are independent of Apollo, have been engaged in the recruitment of a Non-Executive Director to replace Alex Hambro. The recruitment process is currently underway and an announcement will be made once a Non-Executive Director has been appointed to the Board of Directors.

Performance evaluation

Each year a formal performance evaluation is undertaken of the Board as a whole, its Committees and the Directors in the form of a questionnaire. The Directors were made aware of the annual performance evaluation on their appointment. The Chair provides a summary of the findings to the Board, which are discussed at the next meeting and an action plan agreed. There were no issues requiring action in the period. The performance of the Chair was evaluated by the other Directors led by the Senior Independent Director.

The Board also conducts an evaluation of Octopus, as the Portfolio Manager, and feedback of the results of the evaluation is provided to Octopus. Further details can be found in the Report of the Management Engagement Committee on page 53.

Gender and diversity

The Board of Directors comprises two female and three male Non-Executive Directors with considerable experience of the VCT and investment management industries, and investment in early-stage growth companies. The diversity and composition of the Board is reviewed on an annual basis. As per UK Listing Rule 6.6.6R (9)(a) 40% of individuals on the Company's Board were women as at 31 January 2025.

As the Company is externally managed the roles of CEO or CFO do not exist. The Company considers the role of Senior Independent Director as a senior Board position. This position is held by a woman. Furthermore, 20% of the Board is comprised of a person from a minority ethnic background.

The tables on the following page which report on gender identity/sex and ethnic background are included for completeness.

Composition, succession and evaluation → continued

Gender identity or sex	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)[1]
Men	3	60%	1
Women	2	40%	1
Not specified/prefer not to say	–	–	–

[1] The Company is externally managed and therefore does not have executive management functions, specifically it does not have a CEO or CFO. The Company considers that the role of Chair and Senior Independent Director are senior positions. Of these two senior positions, one is performed by a man and one by a woman.

Ethnic background	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)[2]
White British or Other White (including minority white groups)	4	80%	2
Mixed/Multiple Ethnic Groups	–	–	–
Asian/Asian British	–	–	–
Black/African/Caribbean/Black British	1	20%	–
Other ethnic group	–	–	–
Not specified/prefer not to say	–	–	–

[2] The Company is externally managed and therefore does not have executive management functions, specifically it does not have a CEO or CFO. The Company considers that the role of Chair and Senior Independent Director are senior positions. Of these two senior positions, one is performed by a man and one by a woman.

Appointment and replacement of Directors

A person may be appointed as a Director of the Company by the shareholders in a general meeting by Ordinary Resolution (requiring a simple majority of the persons voting on the relevant resolution) or by the Directors; no person, other than a Director retiring by rotation or otherwise, shall be appointed or re-appointed a Director at any general meeting unless he or she is recommended by the Directors or, not less than seven nor more than 42 clear days before the date appointed for the meeting, notice is given to the Company of the intention to propose that person for appointment or re-appointment in the form and manner set out in the Company's Articles of Association. Each Director who is appointed by the Directors (and who has not been elected as a Director of the Company by the members at a general meeting held in the interval since his or her appointment as a Director of the Company) is to be subject to election as a Director of the Company by the members at the first AGM of the Company following his or her appointment. At each AGM of the Company one-third of the Directors for the time being, or if their number is not three or an integral multiple of three the number nearest to but not exceeding one-third, are to be subject to re-election. The Companies Act allows shareholders in meetings by Ordinary Resolution (requiring a simple majority of the persons voting on the relevant resolution) to remove any Director before the expiration of his or her period of office, but without prejudice to any claim for damages which the Director may have for breach of any contract of service between him or her and the Company. A person also ceases to be a Director if he or she resigns in writing, ceases to be a Director by virtue of any provision of the Companies Act, becomes prohibited by law from being a Director, becomes bankrupt or is the subject of a relevant insolvency procedure, or becomes of unsound mind, or if the Board so decides following at least six months' absence without leave or if he or she becomes subject to relevant procedures under the mental health laws, as set out in the Company's Articles of Association.

The Board does not have a policy limiting the tenure of any Director, including the Chair, as the Board does not consider that a Director's length of service reduces their ability to act independently of the Portfolio Manager.

Audit, risk and internal control

Audit and Risk Committee report

This report is submitted in accordance with the AIC Code of Corporate Governance in respect of the year ended 31 January 2025 and describes the work of the Audit and Risk Committee in discharging its responsibilities.

The Committee's key objective is the provision of effective governance of the appropriateness of the Company's financial reporting, the performance of the auditor and the management of the internal control and business risks systems. The Directors forming the Audit and Risk Committee can be found on pages 42 to 43.

Matters considered by the Audit and Risk Committee

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

- reviewing and making recommendations to the Board in relation to the Company's published financial statements and other formal announcements relating to the Company's financial performance;
- advising the Board on whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable;
- reviewing the viability and going concern assessment;
- advising the Board on whether the Annual Report and Accounts provides necessary information for shareholders to assess position and performance, business model and strategy;
- reviewing and making recommendations to the Board in relation to the Company's internal control (including internal financial control) and risk management systems;
- periodically considering the need for an internal audit function;
- reviewing the valuations of the investments portfolio;
- 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 the external auditor's audit plan;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK regulatory requirements;
- monitoring the extent to which the external auditor is engaged to supply non-audit services; and
- ensuring that the Portfolio Manager has arrangements in place for the investigation and follow-up of any concerns raised confidentially by staff in relation to propriety of financial reporting or other matters.

As part of the process of working with the Board to maximise effectiveness, meetings of the Committee usually take place immediately prior to a Board meeting and a report is provided on relevant matters to enable the Board to carry out its duties.

The Committee reviews its terms of reference and its effectiveness periodically and recommends to the Board any changes required as a result of the review. The terms of reference are available on request from the Company Secretary. The Committee meets at least twice each year and on an ad hoc basis as necessary and has direct access to BDO LLP, the Company's external auditor.

Auditor appointment

When considering whether to recommend the appointment or re-appointment of the external auditor, the Committee takes into account the tenure of the current auditor in addition to comparing the fees charged by similar sized audit firms. The current auditor was appointed on 12 July 2018 following a competitive tender process. Elizabeth Hooper was appointed as audit partner for the 2024 year-end audit following rotation requirements for the previous audit partner to be rotated off. The year ended 31 January 2025 represents Elizabeth Hooper's second year as audit partner.

Audit, risk and internal control → continued

Auditor independence and objectivity

The Committee reviews the information and assurances provided by the auditor on its compliance with the relevant ethical standards. No non-audit services were provided by the auditor during the period. The auditor confirmed that they have not identified any other relationships or threats that may reasonably be thought to bear on their objectivity and independence which was agreed by the Audit and Risk Committee.

Auditor evaluation

The effectiveness of the external audit is assessed as part of the Board evaluation conducted annually and by the quality and content of the audit plan and report provided to the Committee by the Auditor and the resultant discussions on topics raised. The Committee also challenges the Auditor when present at a Committee meeting if appropriate. In accordance with guidance issued by the Financial Reporting Council the audit partner is rotated every five years to make sure that objectivity and independence is not impaired.

Internal audit

The Company does not have an independent internal audit function as it is not deemed necessary given the nature of the Company's business. However, the Committee considers annually whether there is a need for such a function and, if so, would recommend this to the Board. Octopus has an internal audit team which is supported, as required, by external consultants. Octopus' Compliance Department reports to the Board on the outcome of the internal audits that have taken place, in so far as these relate to the Company, and confirms the absence of any issues relating to internal audit, of which the Board should be aware.

Octopus undertakes to immediately raise to the Committee any significant issues arising from the Octopus internal audit that affect the Company. The Committee is satisfied with the level of reporting.

The Committee will monitor the significant risks at each meeting and Octopus will work closely with the Board to mitigate the risks and the resultant impact.

Discharge of responsibilities

During the period ended 31 January 2025, the Audit and Risk Committee discharged its responsibilities by:

- reviewing and amending the Committee's terms of reference;
- reviewing and updating the Company's risk register;
- reviewing and approving the external auditor's terms of engagement and remuneration;
- reviewing the external auditor's plan for the audit of the Company's financial statements, including identification of key risks and confirmation of auditor independence;
- reviewing the Octopus statement of internal controls in relation to the Company's business and assessing the effectiveness of those controls in minimising the impact of key risks;
- reviewing periodic reports on and the effectiveness of the Octopus compliance and internal audit procedures;
- reviewing the valuations of the investment portfolio;
- reviewing the appropriateness of the Company's accounting policies;
- reviewing the Company's draft annual financial and half-year results statements prior to Board approval;
- reviewing the external auditor's Audit Findings Report to the Committee on the annual financial statements; and
- reviewing the Company's going concern status as referred to on page 45.

The Committee has considered the Annual Report and Accounts for the year ended 31 January 2025 and has reported to the Board that it considers them to be fair, balanced and understandable and providing the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Financial reporting matters

The Audit and Risk Committee is responsible for considering significant issues that arise in relation to the financial statements. The Committee has identified the most significant financial reporting matter for the Company as:

- Valuation of investment portfolio: the Committee gives special audit consideration to the valuation of investments and the supporting data provided by the Portfolio Manager. The impact of this risk could be a large movement in the Company's net asset value. The valuations are supported by portfolio companies' and third-party evidence. These give comfort to the Audit and Risk Committee.

Audit, risk and internal control → continued

The Audit and Risk Committee has identified the following as a further financial reporting matter:

- Management override of financial controls: the Committee reviews all significant accounting estimates that form part of the financial statements and consider any material judgements applied by management during the preparation of the financial statements.

These issues were discussed with the Portfolio Manager and the Auditor at the conclusion of the audit of the financial statements.

The Audit and Risk Committee is also responsible for considering and reporting on any significant issues that arise in relation to the audit of the financial statements. The Audit and Risk Committee can confirm that there were no significant issues to report to the shareholders in respect of the audit of the financial statements for the year ended 31 January 2025.

Internal controls

The Directors have overall responsibility for keeping under review the effectiveness of the Company's systems of risk management and internal controls. The purpose of these controls is to make sure that proper accounting records are maintained, the Company's assets are safeguarded and the financial information used within the business and for publication is accurate and reliable; such a system can only provide reasonable and not absolute assurance against material misstatement or loss. The system of risk management and internal control is designed to manage rather than eliminate the risk of failure to achieve the business objectives.

The Portfolio Manager is engaged to carry out the accounting function and retains physical custody of the documents of title relating to unquoted investments. Quoted investments are held in CREST. The Portfolio Manager regularly reconciles the client asset register with the physical documents.

The Directors confirm that they have established a continuing process throughout the period and up to the date of this report for identifying, evaluating and managing the significant potential risks faced by the Company and have reviewed the effectiveness of the risk management and internal control systems. As part of this process an annual review of the risk management and internal control systems is carried out in accordance with the Financial Reporting Council guidelines. The Board does not consider it appropriate to have an internal audit function due to the nature of Apollo's transactions as this would not be an appropriate control for a VCT.

The risk management and internal control systems relevant to financial reporting include the production and review of monthly bank reconciliations and management accounts. All outflows made from the Company's accounts require the authority of two signatories from the Portfolio Manager. Further to this, the Audit Partner has open access to the Directors of the Company and the Portfolio Manager is subject to regular review by the Octopus Compliance and Octopus Internal Audit Departments.

Financial risk management

The Company is exposed to the risks arising from its operational and investment activities. Further details can be found on pages 35 to 38 and in Note 16 to the financial statements.

Christopher Powles
Audit and Risk Committee Chair

22 May 2025

Management Engagement Committee

Management Engagement Committee report

The Board established a Management Engagement Committee to help evaluate the performance of the Manager and other third-party service providers engaged by Apollo. The Committee is chaired by Claire Finn, and comprises all five Directors.

The Committee's responsibilities are:

- to review, at least annually, the contractual relationships with the Portfolio Manager and terms of the Investment Management Agreement, to make sure they are competitive and in the interests of shareholders as a whole, making recommendations to the Board on any variation to the terms which it considers necessary or appropriate;
- to review, at least annually, the performance of the Portfolio Manager and describe its decisions and rationale in the annual report;
- to consider whether the appointment of the Portfolio Manager continues to be in the interests of shareholders;
- to consider whether it is necessary or appropriate, to negotiate/re-negotiate terms with the Portfolio Manager;
- to review the standard of services provided by the Portfolio Manager under the terms of the Investment Management Agreement, which covers investment and non-investment services (administrative, finance, company secretarial, sales and marketing activities);
- to review, monitor and evaluate, at least annually, the performance of the Company's third-party service providers in meeting their obligations under their respective agreements and to ensure their continued competitiveness and effectiveness, making recommendations on any variation to the terms of their appointment which it considers necessary or appropriate;
- to assess the Company's third-party service providers in their role as stakeholders and whether there is an appropriate level of engagement with them; and
- to consider any conflicts of interest which may arise for the providers of services to the Company.

The Committee met subsequent to the period end and confirmed the continued appointment of Octopus, under the currently agreed terms, was in the interests of shareholders.

Claire Finn
Management Engagement Committee Chair

22 May 2025

Directors' remuneration report

Introduction

This report is submitted in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 in respect of the year ended 31 January 2025. The reporting obligations require that two sections be included, a Directors' Remuneration Policy Report and an Annual Remuneration Report, which are presented below.

The Company's auditor, BDO LLP, is required to give its opinion on certain information included in this report; this comprises the Directors' emoluments section and share information below. Their report on these and other matters is set out on pages 64 to 72.

Consideration by the Directors of matters relating to Directors' remuneration

During the year ended 31 January 2025, the Board appointed the Nomination and Remuneration Committee to consider remuneration; historically this was considered by the Board.

The Board has not sought advice or services from any external person in respect of its consideration of Directors' remuneration during the year, although the Directors expect from time to time to review the fees against those paid to the boards of Directors of other VCTs. The Company does not have a Chief Executive Officer, Senior Management or any employees.

Directors' remuneration policy report

The Board consists entirely of Non-Executive Directors, who meet at least five times a year and on other occasions as necessary, to deal with important aspects of the Company's affairs. Directors are appointed with the expectation that they will serve for, at least, a period of three years. All Directors retire at the first general meeting after election and thereafter at least two Directors are subject to retirement by rotation at subsequent AGMs. Re-election will be recommended by the Board but is dependent upon the shareholder vote.

Each Director receives a letter of appointment. A Director may resign by notice in writing to the Board at any time giving three months' notice. None of the Directors are entitled to compensation payable upon early termination of their contract other than in respect of any unexpired notice period.

The maximum level of Directors' remuneration is fixed by the Company's Articles of Association, not to exceed £250,000 per annum in aggregate; any amendment to this is by way of an Ordinary Resolution subject to the approval of shareholders in a general meeting.

The Company's policy is that the fees payable to the Directors should reflect the time spent by the Board on the Company's affairs and the responsibilities borne by the Directors. They should be sufficient to attract candidates of high calibre to be recruited.

The policy is for the Chair of the Board and the Chair of the Audit and Risk Committee to be paid higher fees than the other Directors in recognition of their more onerous roles. The policy is to review these rates from time to time, although such review will not necessarily result in any changes. Due to the nature of the Company, there are no employees other than the Directors and therefore there are no employee remuneration issues to consider when determining the Directors' remuneration.

The Company's policy is for the Directors to be remunerated in the form of fees, payable quarterly in arrears. The fees are not specifically related to the Directors' performance, either individually or collectively. There are no long-term incentive schemes, share option schemes or pension schemes in place. No other remuneration or compensation was paid or payable by the Company to any of the Directors during the period.

An Ordinary Resolution to approve the Directors' Remuneration Policy of the Company was put to shareholders at the 2023 AGM and remains in force for a three-year period.

Annual remuneration report

This section of the report is subject to approval by a simple majority of shareholders at the 2025 AGM, as in previous years.

Directors' remuneration report → continued

Statement of voting at the Annual General Meeting

The most significant portion of the votes cast against a resolution at the 2024 AGM were for the resolutions relating to the approval of the Directors' Remuneration Report (4.81%) and the re-appointment of BDO LLP as auditor (3.66%). No communication was received from shareholders giving reasons for the votes against the resolutions. Shareholders' views are always welcomed and considered by the Board.

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 Portfolio Manager through the Investment Management Agreement, as referred to in the Directors' Report. The performance graph on page 40 shows the performance of the Company.

Directors' fees (audited)

The amount of each Director's fees, as audited, were:

	Year ended 31 January 2025 £	Year ended 31 January 2024 £
Murray Steele (Chair)	**44,000**	40,000
Christopher Powles	**38,500**	35,000
Alex Hambro	**33,000**	30,000
Claire Finn	**33,000**	30,000
Gillian Elcock (appointed on 1 December 2023)	**33,000**	5,000
Total	**181,500**	140,000

The Directors do not receive any other form of emoluments in addition to the Directors' fees; their total remuneration is fixed and not linked to the performance of the Company and no bonuses were or will be paid to the Directors.

The Chair of the Company and Audit Chair receive additional remuneration over the basic Director's fee in recognition of the additional responsibilities and time commitment of their roles. Directors' fees are considered annually. These were last increased with effect from 1 February 2024. There has been no increase in Directors' fees in the reporting period.

Directors' remuneration report → continued

Directors' fees annual percentage change (annualised)

	2025 % change	2024 % change	2023 % change	2022 % change	2021 % change
Murray Steele (Chair)	**10%**	0%	33%	0%	0%
Christopher Powles	**10%**	0%	40%	0%	0%
James Otter (resigned on 31 July 2021)	**n/a**	n/a	n/a	(50%)	0%
Alex Hambro	**10%**	0%	33%	0%	0%
Claire Finn (appointed on 21 September 2021)	**10%**	0%	33%	n/a	n/a
Gillian Elcock (appointed on 1 December 2023)	**10%**	n/a	n/a	n/a	n/a
Total	**10%**	3.7%	35%	(1.9%)	0%

Relative importance of spend on pay

The actual expenditure in the current year is as follows:

	Year to 31 January 2025 £'000	Year to 31 January 2024 £'000	% change
Total buybacks	**8,981**	6,743	33%
Total dividends paid	**23,097**	19,165	21%
Total management and performance fees	**14,728**	7,463	97%
Total Directors' fees[1]	**182**	140	30%

1 The Total Directors' fees has increased as the Board now comprises 5 Non-Executive Directors rather than 4 with effect from 1 December 2023.

There were no other significant payments during the year relevant to understanding the relative importance of spend on pay.

Directors' interests in shares (audited)

There are no guidelines or requirements for Directors to own shares in the Company. The interests of the Directors, and their connected persons, in shares of the Company during the year (in respect of which transactions are notifiable under Disclosure Guidance and Transparency Rule 3.1.2) in the issued Ordinary share of 0.1p each are shown in the table below:

	As at 31 January 2025	As at 31 January 2024
Murray Steele (Chair)[1]	**455,783**	465,577
Christopher Powles	**47,048**	44,790
Alex Hambro	**112,164**	106,420
Claire Finn	**43,094**	40,887
Gillian Elcock	**–**	–

1 Murray Steele participated in the share buyback on 26 June 2024 where he sold 54,451 Ordinary shares that had been held in excess of five years.

In the period 31 January 2025 to the date of this report, the Directors' share interests have increased as follows:

On 1 April 2025, Murray Steele acquired 60,279 Ordinary shares.

On 8 May 2025, Directors were allotted shares in accordance with Apollo's Dividend Reinvestment Scheme as follows: Murray Steele and his spouse 10,433 and 3,202 Ordinary shares respectively; Christopher Powles 1,243 Ordinary shares; Alex Hambro 1,486 Ordinary shares; and Claire Finn 1,138 Ordinary shares.

All of the Directors' shares were held beneficially. Any information required by legislation in relation to executive directors (including a Chief Executive Officer) or employees has been omitted because the Company has neither and therefore it is not relevant.

Shareholders proxy voting information

As required by Schedule 8:23 of the Regulations, the votes received at the AGM held on 10 July 2024 were as follows:

	For		Discretion		Against	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Approval of Directors' Remuneration Report	9,510,204	85.42	1,087,823	9.77	535,578	4.81

The votes received for the approval of the Directors' Remuneration Policy at the AGM held in 2023 were as follows:

	For		Discretion		Against	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Approval of Directors' Remuneration Policy	9,202,124	78.79	1,278,087	10.95	1,198,786	10.26

By Order of the Board

Murray Steele

Murray Steele
Chair

22 May 2025

Directors' report

The Directors present their report and the audited financial statements for the year to 31 January 2025.

The Corporate Governance Report on pages 44 to 45, and the Audit and Risk Committee Report on pages 50 to 52 form part of this Directors' Report.

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

Directors

Brief biographical notes on the Directors are given on pages 42 to 43.

The Board has previously reported the decision that each year two Directors will offer themselves for re-election. Accordingly, Mr Powles and Ms Elcock will retire as Directors at the AGM, and being eligible, offer themselves for re-election.

The Board has considered provisions of the Association of Investment Companies Code of Corporate Governance and, following a formal performance evaluation as part of the Board evaluation, believes that Mr Powles and Ms Elcock continue to be effective and demonstrate commitment to their role, the Board and the Company. The Board therefore has no hesitation in recommending them for re-election at the forthcoming AGM. Further details can be found in the Corporate Governance report on pages 44 to 45.

Directors' and Officers' liability insurance

The Company has, as permitted by the Companies Act 2006, maintained insurance cover on behalf of the Directors and Company Secretary indemnifying them against certain liabilities which may be incurred by them in relation to the Company.

Management

The Company has in place an agreement with Octopus to act as Portfolio Manager, which is central to the ability of the Company to continue in business. The principal terms of the Company's management agreement with Octopus are set out in Notes 3 and 19 to the financial statements. Octopus also provides secretarial, administrative and custodian services to the Company.

There are no other contracts which are deemed to be essential to the business of the Company.

As required by the UK Listing Rules, the Directors confirm that, in their opinion, the continuing appointment of Octopus as Portfolio Manager is in the best interests of the shareholders as a whole. In reaching this conclusion, the Directors who are all independent of the Portfolio Manager, have taken into account the performance of the investment portfolio and the ability of the Portfolio Manager to produce satisfactory investment performance in the future. They also considered the twelve-month notice period of the management agreement and fees payable to Octopus, together with the standard of other services provided which include secretarial and accounting services. Details of the fees paid to Octopus in respect of services provided are detailed in Notes 3 and 19 to the financial statements.

No Director has an interest in any contract to which the Company is party.

The Company has established a performance incentive scheme whereby the Portfolio Manager is entitled to an annual performance related incentive fee in the event that certain performance criteria are met. Further details of this scheme are disclosed within Note 19 to the financial statements.

The Board has delegated the routine management decisions such as the payment of standard running costs to the Portfolio Manager. The Portfolio Manager also has authority for investment decisions.

Whistleblowing

Please refer to page 29 for our statement on whistleblowing.

Bribery Act

Please refer to page 29 for our statement on the Bribery Act.

Directors' report → continued

VCT regulation

Compliance with required rules and regulations is considered when all investment decisions are made. The Company is further monitored on a continual basis to ensure compliance. The main criteria which the Company must adhere to are detailed on page 98.

Apollo will continue to ensure its compliance with the qualification requirements.

Environmental matters and greenhouse gas emissions

Refer to pages 26 to 30 in the Strategic Report for our Responsible Investment policy and greenhouse gas emissions.

Streamlined Energy and Carbon Reporting ('SECR')

As the Company has no employees and primarily conducts its business at the London offices of the Portfolio Manager, the Company is not directly responsible for the consumption of electricity and gas in the UK, nor is the Company responsible for greenhouse gas emissions related to transport in the UK.

As the Company did not consume more than 40,000 kWh of energy during the year ended 31 January 2025, it has nothing to report under the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulation 2018.

Share capital and rights attaching to the shares and restrictions on voting and transfer

The Company's Ordinary share capital as at 31 January 2025 was 956,172,843 Ordinary shares of 0.1p (2024: 772,743,612). No shares were held in Treasury. Subject to any suspension or abrogation of rights pursuant to relevant law or the Company's Articles of Association, the shares confer on their holders the following principal rights:

(a) the right to receive out of returns available for distribution to each share class such dividends as may be agreed to be paid (in the case of a final dividend in an amount not exceeding the amount recommended by the Board as approved by each class of shareholders in general meeting or in the case of an interim dividend in an amount determined by the Board). All dividends unclaimed for a period of twelve years after having become due for payment are forfeited automatically and cease to remain owing by the Company;

(b) the right, on a return of assets on a liquidation, reduction of capital or otherwise, to share in the surplus assets of the Company remaining after payment of its liabilities pari passu with the other holders of Ordinary shares; and

(c) the right to receive notice of and to attend and speak and vote in person or by proxy at any general meeting of the Company. On a show of hands every member present or represented and voting has one vote and on a poll every member present or represented and voting has one vote for every share of which that member is the holder; the appointment of a proxy must be received not less than 48 hours before the time of the holding of the relevant meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the relevant meeting or adjourned meeting, be received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

These rights can be suspended. If a member, or any other person appearing to be interested in shares held by that member, has failed to comply within the time limits specified in the Company's Articles of Association with a notice pursuant to s793 of the Companies Act 2006 (notice by the Company requiring information about interests in its shares), the Company can, until the default ceases, suspend the right to attend and speak and vote at a general meeting and, if the shares represent at least 0.25% of their class, the Company can also withhold any dividend or other money payable in respect of the shares (without any obligation to pay interest) and refuse to accept certain transfers of the relevant shares. Shareholders, either alone or with other shareholders, have other rights as set out in the Company's Articles of Association and in company law.

A member may choose whether his shares are evidenced by share certificates (certificated shares) or held in electronic (uncertificated) form in CREST (the UK electronic settlement system). Any member may transfer all or any of his shares, subject in the case of certificated shares to the rules set out in the Company's Articles of Association or in the case of uncertificated shares to the regulations governing the operation of CREST (which allow the Directors to refuse to register a transfer as therein set out); the transferor remains the

Directors' report → continued

holder of the shares until the name of the transferee is entered in the register of members. The Directors may refuse to register a transfer of certificated shares in favour of more than four persons jointly or where there is no adequate evidence of ownership or the transfer is not duly stamped (if so required). The Directors may also refuse to register a share transfer if it is in respect of a certificated share which is not fully paid up or on which the Company has a lien provided that, where the share transfer is in respect of any share admitted to the Official List maintained by the UK Listing Authority, any such discretion may not be exercised so as to prevent dealings taking place on an open and proper basis, or if in the opinion of the Directors (and with the concurrence of the UK Listing Authority) exceptional circumstances so warrant, provided that the exercise of such power will not disturb the market in those shares. Whilst there are no squeeze-out and sell-out rules relating to the shares in the Company's Articles of Association, shareholders are subject to the compulsory acquisition provisions in s974 to s991 of the Companies Act 2006.

Share issues and open offers

During the year under review 10,800,892 shares were issued to those shareholders who elected to receive shares under the DRIS as an alternative to dividends. This raised £5.3 million for the Company. See Note 14 to the financial statements for details.

On 23 October 2024, a prospectus offer was launched to raise up to £50 million, with a £25 million over-allotment facility. This prospectus closed to further applications on 21 March 2025 being fully subscribed.

Share buybacks and redemptions

During the period the Company purchased for cancellation 18,817,722 Ordinary shares, with a nominal value of £18,818, at a weighted average price of 47.7p per share for total consideration of £8,980,905 (2024: £13,332,183 shares at a weighted average price of 50.6p per share). The shares were repurchased in accordance with the Company's share buyback policy to provide liquidity in the shares. See Note 14 of the financial statements for details. The Board received authority at the Annual General meeting held on 10 July 2024 to buy back up to 14.99% of the share capital, such authority to expire 15 months after the passing of the resolution. Renewal of this authority will be sought at the forthcoming AGM. The Board's policy is to apply up to a 5% discount to buybacks of Ordinary shares.

Post-balance sheet events

A full list of post balance sheet events since 31 January 2025 can be found in Note 17 to the financial statements on page 94.

Directors' authority to make market purchases of its own shares

The authority proposed under Resolution 10 is required so that the Directors may make purchases of up to 158,528,240 Ordinary shares, representing approximately 14.99% of the Company's issued share capital as at the date of the notice of AGM. Any shares bought back under this authority will be at a price determined by the Board, (subject to a minimum price of 0.1p (being the nominal value of such shares) and a maximum price of 5% above the average mid-market quotation for such shares on the London Stock Exchange and the applicable regulations thereunder) and may be cancelled or held in Treasury as may be determined by the Board. The authority conferred by Resolution 10 will expire 15 months after the passing of the Resolution or, if earlier, the conclusion of the next AGM of the Company unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities. This power will be exercised only if, in the opinion of the Directors, a repurchase would be in the best interests of shareholders as a whole.

Cancellation of share premium account

The Board considers it appropriate to obtain shareholders' approval for the cancellation of the amount outstanding to the share premium account of Apollo to create (subject to Court approval) a pool of distributable reserves. This is considered on an annual basis to ensure that the target dividend payments, as well as any special dividends, can be made. A special resolution to this effect is being proposed at Resolution 11.

Substantial shareholdings

As at the date of this report, no disclosures of major shareholdings had been made to the Company under Disclosure Guidance and Transparency Rule 5 (Vote Holder and Issuer Notification Rules).

Directors' report → continued

Independent auditor and disclosure of information to auditor

BDO LLP is the appointed auditor of the Company and offer themselves for re-appointment as auditor.

A Resolution to re-appoint BDO LLP as auditor and to authorise the Directors to determine their remuneration will be proposed at the forthcoming AGM.

Financial risk management

Apollo is exposed to the risks arising from its operational and investment activities. Further details can be found in the principal risks detailed on pages 35 to 38, and in Note 16 of the financial statements.

Directors' authority to allot shares and to disapply pre-emption rights

The authority proposed under Resolution 6 is required so that the Directors may offer existing shareholders the opportunity to add to their investment or to offer potential shareholders an opportunity to invest in the Company in a cost-efficient manner. Any consequent modest increase in the size of the Company will, in the opinion of the Directors, be in the interests of shareholders generally. Any issue proceeds will be available for investment in line with the Company's investment policy and may be used, in part, to purchase Ordinary shares in the market.

Resolution 6 renews the Directors' authority to allot Ordinary shares. Such authority would expire 15 months after the date of the passing of the Resolution or, if earlier, the conclusion of the next AGM of the Company, giving the Directors authority to allot up to 30% of the Company's issued share capital at the date of the Notice of AGM. This authority is in addition to existing authorities. The Board intends to utilise this authority in respect of the Company's fundraising activities. Any shares allotted under this authority would be issued at prices at or above NAV.

Resolution 7 authorises the Directors to allot Ordinary shares in connection with the Dividend Reinvestment Scheme (DRIS), up to 7% of the Company's issued share capital at the date of the Notice of AGM. Such authority would expire 15 months after the date of the passing of the Resolution or, if earlier, the conclusion of the next AGM of the Company.

Resolutions 8 and 9 renew and extend the Directors' authority to allot equity securities for cash without pre-emption rights applying in certain circumstances. These resolutions would authorise the Directors, until the date falling 15 months after the date of the passing of the Resolution or, if earlier, the conclusion of the next AGM of the Company, to issue Ordinary shares for cash without pre-emption rights applying by way of an offer to existing shareholders, or re-issuing shares out of Treasury up to a maximum of Ordinary shares (representing approximately 10% of the Company's issued share capital as at the date of this report). These powers will be exercised only if, in the opinion of the Directors, it would be in the best interests of shareholders, as a whole. Any shares allotted under this authority would be issued at prices at or above NAV.

Relations with shareholders

The Portfolio Manager will provide an update on Apollo's activities and future plans at the AGM to be held on 10 July 2025. This will also provide an opportunity for shareholders to ask questions of the Board relating to the AGM resolutions and annual report and accounts.

The Board is also happy to respond to any written queries made by shareholders during the course of the year and can be contacted at 33 Holborn, London, EC1N 2HT. Alternatively, the team at Octopus is available to answer any questions that a shareholder may have and can be contacted on **0800 316 2295**.

Consumer Duty

The Directors are aware of the Portfolio Manager's obligations to comply with the FCA's Consumer Duty rules and principles which came into force in 2023. Firms subject to Consumer Duty must ensure they are acting to deliver good outcomes for consumers and that this is reflected in their strategies, governance, leadership, and policies. The Company is not directly captured by Consumer Duty, however the Directors will continue to receive updates on how the Portfolio Manager is meeting its obligations.

Information given in the Strategic Report

Information on dividends and likely future developments has not been given in the Directors' Report as equivalent disclosure has been made in the Strategic Report.

On behalf of the Board

Murray Steele

Murray Steele
Chair

22 May 2025

Financials

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' Report, the Directors' Remuneration Report and the Financial Statements in accordance with applicable law and regulations. They are also responsible for ensuring that the Annual Report and Accounts include information required by the Listing Rules of the Financial Conduct Authority.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws) including FRS 102 – "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 and profit or loss of 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 applicable UK accounting standards have been followed, 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 Strategic Report, a Directors' 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 make sure that the financial statements and the Directors' Remuneration Report 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.

Insofar as each of the Directors is aware:

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

The Directors are responsible for preparing the annual report in accordance with applicable law and regulations. Having taken advice from the Audit and Risk Committee, the Directors consider the annual report and the financial statements, taken as a whole, provide the information necessary to assess the Company's position, performance, business model and strategy and is fair, balanced and understandable.

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

The Directors confirm that, to the best of their knowledge:

- the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Annual Report and Accounts (including the Strategic Report), give a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

Murray Steele

Murray Steele
Chair

22 May 2025

Independent auditor's report

To the members of Octopus Apollo 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 January 2025 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Octopus Apollo VCT plc (the 'Company') for the year ended 31 January 2025 which comprise of the Income statement, the Balance sheet, the Statement of the changes in equity, the Cash flow statement and notes to the financial statements, including a summary of Principal Accounting Policies. The Financial Reporting Framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. 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 on 12 July 2018 to audit the financial statements for the year ended 31 January 2019 and subsequent financial periods. The period of total uninterrupted engagement is seven years, covering the years ended 31 January 2019 to 31 January 2025. 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 check that the Company was meeting its requirements to retain VCT status;
- consideration of the Company's expected future compliance with VCT legislation, the absence of bank debt as well as contingencies and commitments;
- reviewing the forecasted cash flows that support the Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts, and assessing them for reasonableness. In particular, we considered the available cash resources relative to the forecast expenditure which was assessed against the prior year for reasonableness; and
- evaluating the Directors' method of assessing the going concern in light of market conditions.

Independent auditor's report → continued

To the members of Octopus Apollo VCT plc

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

		2025	2024
Key audit matters	Valuation of Unquoted Investments	✓	✓
Materiality	**Company financial statements as a whole** £9,650,000 (2024: £7,800,000) based on 2% (2024: 2%) of net assets.		

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.

To the members of Octopus Apollo VCT plc

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of unquoted investments (Note 10 to the financial statements)	We consider the valuation of unquoted 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 Portfolio Manager, who is remunerated based on the value of the net assets of the fund, as shown in Notes 3 and 19.	We assessed the design and implementation of controls relating to the valuation of unquoted investments. This included obtaining an understanding of the sources of key inputs, judgements and significant estimates used as well as the oversight and governance structures in relation to the valuation process. 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 and the subjectivity of the valuation technique. For all unquoted investments in our sample we: Challenged whether the valuation methodology was the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines and the applicable accounting standards. We have recalculated the value attributable to the Company, having regard to the application of enterprise value across the capital structures of the investee companies. For investments sampled that were valued using less subjective valuation techniques (external offers and price of recent investment reviewed for indicators of changes in fair value since the funding round) 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.

Independent auditor's report → continued

To the members of Octopus Apollo VCT plc

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of unquoted investments (continued) (Note 10 to the financial statements) (continued)		For investments sampled that were valued using more subjective techniques (multiples and scenario analysis) we: • challenged and corroborated the inputs to the valuation with reference to management information of investee companies, market data and our own understanding and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements; • reviewed the historical financial statements and any recent management information available to support assumptions about maintainable revenues or cash flows used in the valuations; • considered the revenue multiples applied and the discounts applied by reference to observable listed company market data; and • challenged the consistency and appropriateness of adjustments made to such market data in establishing the revenue multiples and cash flow 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. Where appropriate, we performed a sensitivity analysis by developing our own point estimate where we considered that alternative input assumptions could reasonably have been applied and we considered the overall impact of such sensitivities on the portfolio of investments in determining whether the valuations as a whole are reasonable and free from bias. **Key observations** Based on the procedures performed and considering the level of estimation uncertainty, we consider the investment valuations to be appropriate.

Independent auditor's report → continued

To the members of Octopus Apollo VCT plc

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	
	2025	2024
Materiality	**£9,650,000**	£7,800,000
Basis for determining materiality	2% of net assets	
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 comprised of unquoted investments which would typically have a spread of reasonable alternative possible valuations, we have applied a percentage of 2% of net assets.	
Performance materiality	**£7,230,000**	£5,800,000
Basis for determining performance materiality	75% of materiality	
Rationale for the percentage applied for performance 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.	

To the members of Octopus Apollo VCT plc

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £480,000 (2024: £390,000). 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.

Going concern and longer-term viability

- The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 45; and
- The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 45.

Other Code provisions

- Directors' statement on fair, balanced and understandable set out on page 58;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 35-38;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems set out on page 52; and
- The section describing the work of the Audit Committee set out on pages 50-52.

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.

To the members of Octopus Apollo VCT plc

Corporate governance statement

In our opinion, based on the work undertaken in the course of the audit the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Guidance and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has 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 this information.

In our opinion, based on the work undertaken in the course of the audit, information about the Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.

We have nothing to report arising from our responsibility to report if a corporate governance statement has not been prepared by the Company.

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.

Non-compliance with laws and regulations

We gained an understanding of the Company and the industry in which it operates and held discussions with the Portfolio Manager and those charged with governance in order to obtain an understanding of the Company's policies and procedures regarding compliance with

To the members of Octopus Apollo VCT plc

laws and regulations. We have therefore considered the significant laws and regulations to be the Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ('the SORP') and updated in 2022 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 in respect of the above 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 the Portfolio Manager and those charged with governance relating to the existence of any non-compliance with laws and regulations;
- obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing their calculations to check that the Company was meeting its requirements to retain VCT status; and
- reviewing minutes of meetings of those charged with governance and a sample of legal invoices throughout the period for instances of non-compliance with laws and regulations.

Fraud

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

Our risk assessment procedures included:

- enquiry with the Portfolio Manager and those charged with governance regarding any known or suspected instances of fraud;
- review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- discussion amongst the Management Engagement Team as to how and where fraud might occur in the financial statements; and
- considering management fees and performance targets and the related financial statement areas impacted by these.

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

Our procedures in respect of the above included:

- in addressing the risk of valuation of unquoted investments, the procedures set out in the Key Audit Matter section in our report were performed;
- in addressing the risk of management override of control, we:
  - considered the opportunity and incentive to manipulate accounting entries and target tested relevant adjustments made in the period end financial reporting process;
  - reviewed for significant transactions outside the normal course of business;
  - reviewed the significant judgements made in the unquoted investment valuations and considering whether the valuation methodology is the most appropriate;
  - considered any indicators of bias in our audit as a whole; and
  - performed a review of unadjusted audit differences, if any, for indications of bias or deliberate misstatement.

To the members of Octopus Apollo VCT plc

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

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

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

Elizabeth Hooper (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, United Kingdom

22 May 2025

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

Income statement

	Notes	Year ended 31 January 2025			Year ended 31 January 2024		
		Revenue £'000	**Capital £'000**	**Total £'000**	Revenue £'000	Capital £'000	Total £'000
Realised gain/(loss) on disposal of fixed asset investments	10	**–**	**1,226**	**1,226**	–	(876)	(876)
Change in fair value of fixed asset investments	10	**–**	**37,666**	**37,666**	–	9,317[1]	9,317[1]
Change in fair value of current asset investments		**–**	**(574)**	**(574)**	–	16	16
Investment income	2	**4,082**	**–**	**4,082**	2,576[1]	–	2,576[1]
Investment management fees	3	**(2,147)**	**(6,442)**	**(8,589)**	(1,862)	(5,587)	(7,449)
Performance fee	3	**–**	**(6,139)**	**(6,139)**	–	(14)	(14)
Other expenses	4	**(3,555)**	**–**	**(3,555)**	(4,006)	–	(4,006)
Foreign currency translation		**(7)**	**–**	**(7)**	1	–	1
Profit/(loss) before tax		**(1,627)**	**25,737**	**24,110**	(3,291)[1]	2,856[1]	(435)
Tax	6	**–**	**–**	**–**	–	–	–
Profit/(loss) after tax		**(1,627)**	**25,737**	**24,110**	(3,291)[1]	2,856[1]	(435)
Earnings/(loss) per share – basic and diluted	8	**(0.2p)**	**3.0p**	**2.8p**	(0.5p)[1]	0.4p[1]	(0.1p)

- The 'Total' column of this statement is the profit and loss account of Apollo; the revenue return and capital return columns have been prepared under guidance published by the Association of Investment Companies.
- All revenue and capital items in the above statement derive from continuing operations.
- Apollo has only one class of business and derives its income from investments made in shares and securities and from money market funds.

1 The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

Apollo has no other comprehensive income for the period.

The accompanying notes are an integral part of the financial statements.

Balance sheet

	Notes	As at 31 January 2025		As at 31 January 2024	
		£'000	£'000	£'000	£'000
Fixed asset investments	10		**395,018**		331,878[1]
Current assets:					
Investments	11	**7,912**		8,486	
Money market funds	11	**83,544**		47,950	
Debtors	12	**1,424**		244[1]	
Cash at bank		**4,251**		4,868	
Applications cash		**16,780**		8,852	
Total current assets		**113,911**		70,400[1]	
Current liabilities	13	**(26,366)**		(11,984)	
Net current assets			**87,545**		58,416[1]
Net assets			**482,563**		390,294
Share capital	14		**956**		773
Share premium			**62,281**		27,476
Special distributable reserve			**299,284**		266,132
Capital redemption reserve			**191**		172
Capital reserve realised			**(25,949)**		(15,275)
Capital reserve unrealised			**153,438**		117,027[1]
Revenue reserve			**(7,638)**		(6,011)[1]
Total shareholders' funds			**482,563**		390,294
Net asset value per share – basic and diluted	9		**50.5p**		50.5p

1 The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

The statements were approved by the Directors and authorised for issue on 22 May 2025 and are signed on their behalf by:

Murray Steele

Murray Steele
Chair

Company number: 05840377
The accompanying notes are an integral part of the financial statements.

Statement of changes in equity

	Share capital £'000	Share premium £'000	Special distributable reserves[1] £'000	Capital redemption reserve £'000	Capital reserve realised[1] £'000	Capital reserve unrealised £'000	Revenue reserve[1] £'000	Total £'000
As at 1 February 2024	**773**	**27,476**	**266,132**	**172**	**(15,275)**	**117,027[2]**	**(6,011)[2]**	**390,294**
Total comprehensive income for the year	–	–	–	–	(11,355)	37,092	(1,627)	24,110
Total contributions by and distributions to owners:	–	–	–	–	–	–	–	–
Repurchase and cancellation of own shares	(19)	–	(8,981)	19	–	–	–	(8,981)
Issue of shares	202	106,017	–	–	–	–	–	106,219
Share issue cost	–	(5,982)	–	–	–	–	–	(5,982)
Dividends paid	–	–	(23,097)	–	–	–	–	(23,097)
Total contributions by and distributions to owners:	183	100,035	(32,078)	19	–	–	–	68,159
Other movements:								
Prior year fixed asset gains now realised	–	–	–	–	681	(681)	–	–
Cancellation of Share Premium	–	(65,230)	65,230	–	–	–	–	–
Total other movements	–	(65,230)	65,230	–	681	(681)	–	–
Balance as at 31 January 2025	**956**	**62,281**	**299,284**	**191**	**(25,949)**	**153,438**	**(7,638)**	**482,563**

1 Included within these reserves is an amount of £265,697,000 (2024: £244,846,000) which is considered distributable to shareholders under Companies Act rules. The Income Taxes Act 2007 restricts distribution of capital from reserves created by the conversion of the share premium account into a special distributable reserve until the third anniversary of the share allotment that led to the creation of that part of the share premium account. As at 31 January 2025, £19,920,000 (2024: £34,910,000) of the special reserve is distributable under this restriction.

2 The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

The accompanying notes are an integral part of the financial statements.

Statement of changes in equity → continued

	Share capital £'000	Share premium £'000	Special distributable reserves[1] £'000	Capital redemption reserve £'000	Capital reserve realised[1] £'000	Capital reserve unrealised £'000	Revenue reserve[1] £'000	Total £'000
As at 1 February 2023	**657**	**78,440**	**174,061**	**159**	**(20,136)**	**119,032**	**(2,720)**	**349,493**
Total comprehensive income for the year	–	–	–	–	(6,477)	9,333[2]	(3,291)[2]	(435)
Total contributions by and distributions to owners:								
Repurchase and cancellation of own shares	(13)	–	(6,743)	13	–	–	–	(6,743)
Issue of shares	129	70,927	–	–	–	–	–	71,056
Share issue cost	–	(3,912)	–	–	–	–	–	(3,912)
Dividends paid	–	–	(19,165)	–	–	–	–	(19,165)
Total contributions by and distributions to owners:	116	67,015	(25,908)	13	–	–	–	41,236
Other movements:								
Prior year fixed asset losses now realised	–	–	–	–	11,338	(11,338)	–	–
Cancellation of Share Premium	–	(117,979)	117,979	–	–	–	–	–
Total other movements	–	(117,979)	117,979	–	11,338	(11,338)	–	–
Balance as at 31 January 2024	**773**	**27,476**	**266,132**	**172**	**(15,275)**	**117,027[2]**	**(6,011)[2]**	**390,294**

1 Reserves considered distributable to shareholders per the Companies Act.

2 The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

The accompanying notes are an integral part of the financial statements.

Cash flow statement

	Notes	Year to 31 January 2025 £'000	Year to 31 January 2024 £'000
Cash flows from operating activities			
Profit/(loss) before tax		**24,110**	(435)
Adjustments for:			
Decrease/(increase) in debtors[1]	12	**(10)[1]**	4,622[2]
(Decrease)/increase in creditors	13	**6,454**	(8,490)
(Gain)/loss on disposal of fixed asset investments	10	**(1,226)**	876
Gain on valuation of fixed asset investments	10	**(37,666)**	(9,317)[2]
Loss/(Gain) on valuation of current asset investments		**574**	(17)
Transfer of accrued loan interest receivable[2]	2	**–**	(1,824)[2]
Net cash utilised in operating activities		**(7,764)**	(14,585)
Cash flows from investing activities			
Purchase of fixed asset investments	10	**(47,131)**	(32,975)
Proceeds on sale of fixed asset investments	10	**21,713**	18,292
Purchase of current asset investments		**–**	(4,499)
Net cash utilised in investing activities		**(25,418)**	(19,182)
Cash flows from financing activities			
Movement in applications account	13	**7,928**	(409)
Purchase of own shares	14	**(8,981)**	(6,743)
Proceeds from share issues	14	**100,951**	66,543
Cost of share issues	14	**(5,982)**	(3,912)
Dividends paid (net of DRIS)	7	**(17,829)**	(14,653)
Net cash generated from financing activities		**76,087**	40,826
Increase in cash and cash equivalents		**42,905**	7,059
Opening cash and cash equivalents		**61,670**	54,611
Closing cash and cash equivalents		**104,575**	61,670
Cash and cash equivalents comprise			
Cash at bank		**4,251**	4,868
Applications cash		**16,780**	8,852
Money market funds		**83,544**	47,950
Closing cash and cash equivalents		**104,575**	61,670

The accompanying notes are an integral part of the financial statements.

1 Movement in debtors, adjusted for £1,170,000 of deferred consideration proceeds.
2 The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

Notes to the financial statements

1. Significant accounting policies

Apollo is a Public Limited Company (plc) incorporated in England and Wales and its registered office is 33 Holborn, London, EC1N 2HT.

Apollo's principal activity is to invest in a diverse portfolio of predominantly unquoted companies with the aim of providing shareholders with attractive tax-free dividends and long-term capital growth.

Basis of preparation

The financial statements have been prepared under the historical cost convention, except for the measurement at fair value of certain financial instruments, and in accordance with UK Generally Accepted Accounting Practice (GAAP), including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' (FRS 102), and with the Companies Act 2006 and the Statement of Recommended Practice (SORP) 'Financial Statements of Investment Trust Companies and Venture Capital Trusts (issued 2014 and updated in July 2022)'.

The significant accounting policies have remained unchanged since those set out in Apollo's 2024 Annual Report and Accounts. A summary of the significant accounting policies is set out below.

FRS 102 sections 11 and 12 have been adopted with regard to Apollo's financial instruments. Apollo held all fixed asset investments at fair value through profit or loss (FVTPL); therefore all gains and losses arising from such investments held are attributable to financial assets held at FVTPL. Accordingly, all interest income, fee income, expenses and gains and losses on investments are attributable to assets held at FVTPL.

Going concern

After reviewing Apollo's forecasts and expectations, the Directors have a reasonable expectation that Apollo has adequate resources to continue in operational existence for the foreseeable future. The annual expenses of Apollo are around £12.1 million and Apollo had £87.8 million in cash and MMFs at the year end. Therefore if there was a serious downturn, Apollo could continue by choosing to retain cash in order to pay these expenses as they fall due. The ability to retain cash is largely in our control as we can shift investment strategy to make sure we have a sufficient cash buffer, subject to VCT rules. Apollo therefore continues to adopt the going concern basis in preparing its financial statements. See Directors' Report on page 58 to 61 for further details.

Key judgements and estimates

The preparation of the financial statements requires the Board to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Estimates and assumptions applied mainly relate to the fair valuation of the unquoted fixed asset investments. Estimates are based on historical experience and other assumptions that are considered reasonable under the circumstances. The estimates and the assumptions applied are under continuous review with particular attention paid to the carrying value of the investments.

Investment valuation policies are important to the depiction of Apollo's financial position and require the application of subjective and complex judgements, notably with regards to unquoted holdings, often as a result of the need to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods. The main accounting and valuation policies used by Apollo are disclosed below.

Investments are regularly reviewed to make sure that the fair values are appropriately stated. Unquoted investments are valued in accordance with current IPEV guidelines, although this does rely on subjective estimates such as appropriate sector revenue multiples, forecast results of portfolio companies, asset values of the subsidiary companies of portfolio companies and liquidity or marketability of the investments held. Quoted investments are valued at the closing bid price on the year-end date.

Although Apollo believes that the assumptions concerning the business environment and estimates of future cash flows are appropriate, changes in estimates and assumptions could require changes in the stated values. This could lead to additional changes in fair value in the future (see Note 10).

Revenue and capital

Apollo presents its Income Statement in a three column format to give shareholders additional details of the performance of Apollo, split between items of a revenue or capital nature as required by the SORP.

Notes to the financial statements → continued

1. Significant accounting policies (continued)

The revenue column of the Income Statement includes revenue income and revenue expenses of Apollo. The capital column includes changes in fair value of investments, as well as gains and losses on disposal and any capital dividends received. Gains and losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement. Investment Management fees are split between the revenue (25%) and capital (75%) in the same way that the income streams are derived.

Cash and liquid resources

For the purpose of the Cash Flow Statement, cash and cash equivalents comprises cash at bank, Applications cash and money market funds. Liquid resources are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market. Investments in OEICs and MMFs are subject to insignificant changes in fair value.

Financing strategy and capital structure

We define capital as shareholders' funds and our financial strategy in the medium term is to manage a level of cash that balances the risks of the business with optimising the return on equity. Apollo currently has no borrowings nor does it anticipate that it will have any borrowing facilities in the future to fund the acquisition of investments.

Apollo does not have any externally imposed capital requirements.

The Board considers the distributable reserves and the total return for the year when recommending a dividend. In addition, the Board is authorised to make market purchases up to a maximum of 14.99% of the issued Ordinary share capital in accordance with Special Resolution 11 in order to maintain sufficient liquidity in Apollo's shares.

Financial instruments

Apollo's principal financial assets are its investments and the policies in relation to those assets are set out above and in Note 10. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities. Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Apollo's trade receivables are initially recognised at fair value which is normally transaction cost and subsequently measured at amortised cost.

Reserves

Share capital: represents the nominal value of shares that have been issued.

Share premium: includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Special distributable reserves: includes cancelled share premium available for distribution.

Capital redemption reserve: includes nominal share capital which has been bought back by Apollo for cancellation and cannot be distributed to shareholders.

Capital reserve realised: when an investment is sold, any balance held in Capital reserve unrealised is transferred to Capital reserve realised on disposal, as a movement in reserves. The portion of the management fee allocated to capital expenditure is also included in this reserve. This reserve is available for distribution.

Capital reserve unrealised: when Apollo revalues the investments still held during the period, any gains or losses arising are credited/charged to Capital reserve unrealised.

Revenue reserve: includes all net revenue profits and losses of Apollo.

Functional and presentational currency

The financial statements are presented in Sterling (£). The functional currency is also Sterling (£).

Notes to the financial statements → continued

2. Investment income

Accounting policy

Fixed returns on non-equity shares and debt securities are recognised on a time apportionment basis (including time amortisation of any premium or discount to redemption), so as to reflect the effective interest rate, provided it is considered probable that payment will be received in due course. Income from fixed-interest securities and deposit interest is accounted for on an effective interest rate method. Investment income includes interest earned on MMFs. Dividend income is shown net of any related tax credit.

Dividends receivable are brought into account when Apollo's right to receive payment is established and it is probable that payment will be received. Fixed returns on debt are recognised provided it is probable that payment will be received in due course. The nature of dividends received is assessed to establish whether they are revenue or income dividends.

Disclosure

	31 January 2025 £'000	31 January 2024 £'000
Loan note interest receivable[1]	**163**	–[1]
Dividends receivable	**741**	576
MMF interest income	**3,178**	2,000
	4,082	2,576[1]

[1] The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts.

3. Investment management and performance fees

	31 January 2025			31 January 2024		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	**2,147**	**6,442**	**8,589**	1,862	5,587	7,449
Investment performance fee	**–**	**6,139**	**6,139**	–	14	14
	2,147	**12,581**	**14,728**	1,862	5,601	7,463

For the purpose of the revenue and capital columns in the Income Statement, the management fee has been allocated 25% to revenue and 75% to capital, in line with the Board's expected long-term split of returns in the form of income and capital gains respectively from Apollo's investment portfolio. The investment performance fee, explained below, is allocated 100% to capital as it is deemed that capital appreciation on investments has primarily driven the total return of Apollo above the required hurdle rate at which the performance fee is payable. The management fee, administration and accountancy fees are calculated based on the NAV which is then multiplied by the number of shares in issue, calculated on a daily basis.

Octopus provide investment management, accounting and administration services and company secretarial services to Apollo under a management agreement which may be terminated at any time thereafter by not less than twelve months' notice given by either party. No compensation is payable in the event of terminating the agreement by either party, if the required notice period is given. The fee payable, should insufficient notice be given, will be equal to the fee that would have been paid should continuous service be provided. The basis upon which the management fee is calculated is disclosed within Note 19 to the financial statements.

Notes to the financial statements → continued

3. Investment management fees (continued)

Apollo has established a performance incentive scheme whereby the Portfolio Manager is entitled to an annual performance related incentive fee in the event that certain performance criteria are met. Further details of this scheme are disclosed within Note 19 to the financial statements and in the Chair's statement. As at 31 January 2025 £6,139,076 was due to the Portfolio Manager by way of an annual performance fee (2024: £14,000).

4. Other expenses

Accounting policy

All expenses are accounted for on an accruals basis. Expenses are charged wholly to revenue, apart from management fees charged 75% to capital and 25% to revenue, performance fees charged wholly to capital and transaction costs. Transaction costs incurred when purchasing or selling assets are written off to the Income Statement in the period that they occur.

Disclosure

	31 January 2025 £'000	31 January 2024 £'000
Accounting and administration services	**1,288**	1,117
Ongoing trail commission	**1,130**	1,011
Directors' fees	**182**	140
Registrars' fees	**120**	106
Audit fees	**103**	85
Legal fees	**50**	12
Bad debt provision	**0**	953
Other administration expenses	**682**	582
	3,555	4,006

The ongoing charges ratio of Apollo for the year to 31 January 2025 was 2.4% (2024: 2.4%). Total annual running costs are capped at 2.75% of average net assets (2024 cap: 2.75% of average net assets). This figure excludes any extraordinary items, adviser charges, impairment of interest and performance fees.

No non-audit services were provided by Apollo's auditor.

5. Directors' remuneration

Total Directors' fees paid during the year were £181,500 (2024: £140,000). This excludes Employer's National Insurance contributions of £18,800 (2024: £14,000) which have been included within other administration expenses. The highest paid director received £44,000 (2024: £40,000). None of the Directors received any other remuneration or benefit from Apollo during the year. Apollo has no employees other than Non-Executive Directors. The average number of Non-Executive Directors in the year was five (2024: four).

6. Tax

Accounting policy

Current tax is recognised for the amount of income tax payable in respect of the taxable profit/(loss) for the current or past reporting periods using the current UK corporation tax rate. The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue return on the "marginal" basis as recommended in the SORP.

Deferred tax is recognised in respect of all timing differences at the reporting date. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes to the financial statements → continued

6. Tax (continued)

Disclosure

	31 January 2025			31 January 2024		
	Revenue £'000	**Capital £'000**	**Total £'000**	Revenue £'000	Capital £'000	Total £'000
Profit/(loss) before tax[1]	**(1,627)**	**25,737**	**24,110**	2,856[1]	(3,290)[1]	(435)
Tax at 25% (2024: 24%)[1]	**(407)**	**6,434**	**6,027**	686[1]	(791)[1]	(104)
Effects of:						
Non-taxable dividend income	**(9)**	**–**	**(9)**	(16)	–	(16)
Non-taxable capital gains on valuations and disposals[1]	**–**	**(9,579)**	**(9,579)**	–	(2,032)[1]	(2,032)[1]
Expenses not deductible for tax purposes	**–**	**12**	**12**	–	14	14
Excess management expenses on which deferred tax not recognised[1]	**416**	**3,133**	**3,549**	1,332[1]	806[1]	2,138[1]
Total tax charge	**–**	**–**	**–**	–	–	–

[1] The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

Approved VCTs are exempt from tax on chargeable gains. Since the Directors intend that Apollo will continue to conduct its affairs so as to maintain its approval as a VCT, no deferred tax has been provided in respect of any capital gains or losses arising on the revaluation or disposal of investments based on a prospective tax rate of 25%. Unrelieved tax losses of £64,803,000 (2024: £51,785,000) are estimated to be carried forward at 31 January 2025 (subject to completion of Apollo's tax return) and are available for offset against future taxable income, subject to agreement with HMRC. Apollo has not recognised the deferred tax asset of £16,201,000 (2024: £12,946,000) in respect of these tax losses because there is insufficient forecast taxable income in excess of deductible expenses to utilise these losses carried forward. There is no expiry period on these deductible expenses under the UK HMRC legislation.

7. Dividends

Accounting policy

Dividends payable are recognised as distributions in the financial statements when Apollo's liability to make payment has been established. This liability is established on the record date, the date on which those shareholders on the share register are entitled to the dividend. Interim dividends to equity shareholders are declared by the Directors.

Disclosure

	31 January 2025 £'000	31 January 2024 £'000
Dividends paid in the year		
Second interim dividend: 1.3p per share paid 2 May 2024 (2024: 1.3p per share) in respect of prior year	**10,901**	8,739
Interim dividend: 1.3p per share paid 20 December 2024 (2024: 1.4p) in respect of the current year	**12,196**	10,426
	23,097	19,165

7. Dividends (continued)

	31 January 2025 £'000	31 January 2024 £'000
Dividends in respect of the year		
Interim dividend: 1.3p per share paid 20 December 2024 (2024: 1.4p)	**12,196**	10,426
Second interim dividend: 1.3p paid 8 May 2025 (2024: 1.3p per share)	**13,663**	10,901
	25,859	21,327

The figures above include dividends elected to be reinvested through the DRIS. In the year to 31 January 2025, the net proceeds reinvested through the DRIS totalled £5,268,000 (2024: £4,513,000).

8. Earnings per share

	31 January 2025			31 January 2024		
	Revenue	**Capital**	**Total**	Revenue	Capital	Total
Profit/(loss) attributable to ordinary shareholders (£'000)[1]	**(1,627)**	**25,737**	**24,110**	(3,291)[1]	2,856[1]	(435)[1]
Earnings per ordinary share (p)[1]	**(0.2p)**	**3.0p**	**2.8p**	(0.5p)[1]	0.4p[1]	(0.1p)[1]

[1] The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

The earnings per share is based on 867,758,701 Ordinary shares (2024: 709,769,066), being the weighted average of shares in issue during the year.

There are no potentially dilutive capital instruments in issue and, as such, the basic and diluted earnings per share are identical.

9. Net asset value per share

	31 January 2025 Ordinary shares	31 January 2024 Ordinary shares
Net assets (£)	**482,563,000**	390,294,000
Shares in issue	**956,172,843**	772,743,612
Net asset value per share (p)	**50.5**	50.5

There are no potentially dilutive capital instruments in issue and, as such, the basic and diluted NAV per share are identical.

10. Fixed asset investments at fair value through profit or loss

Accounting policy

Apollo's principal financial assets are its fixed asset investments and the policies in relation to those assets are set out below. Purchases and sales of investments are recognised in the financial statements at the date of the transaction (trade date).

Investments are made in accordance with a documented investment strategy, and are valued in accordance with a documented valuation policy at fair value. Information about them is provided internally on that basis to the Board. Accordingly, as permitted by FRS 102, the investments are measured as being at fair value through profit or loss (FVTPL) on the basis that they qualify as a group of assets managed, and whose performance is evaluated, on a fair value basis in accordance with a documented investment strategy. Apollo's investments are measured at subsequent reporting dates at fair value.

In the case of unquoted investments, fair value is established by using measures of value such as price of recent transaction, earnings or revenue-based multiples, discounted cash flows and net assets. This is consistent with IPEV capital valuation guidelines. Where price of recent transaction is used, the valuation is calibrated to a valid methodology.

Notes to the financial statements → continued

10. Fixed asset investments at fair value through profit or loss (continued)

Gains and losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement and allocated to the capital reserve unrealised. Fixed returns on non-equity shares and debt securities which are held at fair value are computed using the effective interest rate, to distinguish between the interest income receivable (which is disclosed as interest income within the revenue column of the Income Statement) and other fair value movements arising on these instruments (which are disclosed as holding gains within the capital column of the Income Statement).

Investments deemed to be associates due to the shareholding and level of influence exerted over the portfolio company are measured at fair value using a consistent methodology to the rest of Apollo's portfolio as permitted by FRS 102 and highlighted in the SORP (paragraph 32).

In preparation of the valuations of assets the Directors are required to make judgements and estimates that are reasonable and incorporate their knowledge of the performance of the portfolio companies.

Fair value hierarchy

Paragraph 34.22 of FRS 102 recognises a hierarchy of fair value measurements, for financial instruments measured at fair value in the balance sheet, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). This methodology is adopted by Apollo and requires disclosure of financial instruments to be dependent on the lowest significant applicable input, as laid out below.

Level 1: The unadjusted, fully accessible and current quoted price in an active market for identical assets or liabilities that an entity can access at the measurement date. The Company's quoted investments are included in Level 1.

Level 2: Inputs for similar assets or liabilities other than the quoted prices included in Level 1 that are directly or indirectly observable, which exist for the duration of the period of investment. Apollo holds no such investments in the current or prior year.

Level 3: This is where inputs are unobservable, where no active market is available and recent transactions for identical instruments do not provide a good estimate of fair value for the asset or liability. Apollo's unquoted investments are included in Level 3 in the current and prior year.

During the last year, there have been no transfers across the various Levels throughout the portfolio. Note, there are only four assets which are valued using Level 1 inputs.

All items held at fair value through profit or loss were designated as such upon initial recognition. Movements in investments at fair value through profit or loss during the year to 31 January 2025 are summarised below and in Note 11.

The most critical estimates, assumptions and judgements relate to the determination of the carrying value of investments at 'fair value through profit and loss' (FVTPL). All investments held by Apollo are classified as FVTPL and measured in accordance with the International Private Equity and Venture Capital Valuation (IPEV) guidelines, as updated in December 2022. For investments actively traded on organised financial markets, fair value is generally determined by reference to Stock Exchange market quoted bid prices at the close of business on the balance sheet date.

Unquoted investments are stated at fair value by the Directors at each measurement date in accordance with appropriate valuation techniques, which are consistent with the IPEV guidelines:

(i) the price of a recent investment (PRI), if resulting from an orderly transaction, is assumed to represent fair value as of the transaction date. At every subsequent measurement date, the PRI may remain an appropriate indicator of fair value, however as its validity is eroded over time, adequate consideration will be given to the current facts and circumstances, including, but not limited to, changes in the market or changes in the performance of the portfolio company. This may result in calibrating the PRI to account for the aforementioned factors. Where necessary, we may rely on PRI for certain investments where other valuation methodologies may not be possible, or calibration confirms the PRI is appropriate, notably where there are no current or short-term future revenues expected, and no other valuation approach is appropriate;

10. Fixed asset investments at fair value through profit or loss (continued)

(ii) where a recent transaction is not deemed to be representative of fair value, a market approach may be considered. This technique involves the application of an appropriate multiple to a performance measure (typically revenue, but potentially also earnings before interest, tax, depreciation and amortisation (EBITDA)) in order to derive the value of the business:

- appropriate multiples will usually be derived by reference to a peer group of current market-based multiples, as reflected in market valuations of comparable quoted companies or the price at which comparable companies have changed ownership, to the extent this information is publicly available; or
- calibration to the PRI validates the valuation techniques using contemporaneous market inputs. In deriving the relevant market-based multiples, consideration will be given to any relevant control premiums which are applicable in order to account for the level of control over investments, whilst also accounting for any discounts when comparing differing levels of marketability in the underlying investments. This approach will notably help capture any risks associated with a lack of liquidity in the minority holding of an unquoted investment and may be further adjusted to reflect the trading performance of the portfolio company versus expectations as at the investment;

(iii) premiums, to the extent that they are considered capital in nature, and that they will be received upon repayment of loan stock investments, are accrued at fair value when Apollo receives the right to the premium and when considered recoverable; and

(iv) where a number of discreet outcomes can be expected for an investment, a simplified probability-weighted expected return model may be used to determine fair value.

Capital gains and losses on investments, whether realised or unrealised, are dealt with in the profit and loss and revaluation reserves and movements in the period are shown in the Income Statement. All figures are shown net of any applicable transaction costs incurred by Apollo. All investments are initially recognised at transaction price and subsequently measured at fair value. Changes in fair value are recognised in the Income Statement.

A key judgement made in applying the above accounting policy relates to investments that are permanently written off. Where the value of an investment has fallen permanently below the price of recent investment, the loss is treated as a realised loss, even though the investment is still held. The Board assesses the portfolio for such investments and, after agreement with the Portfolio Manager, will agree the values that represent the extent to which an investment loss has become realised. This is based upon an assessment of objective evidence of that investment's future prospects, to determine whether there is potential for the investment to recover in value.

The table on the following page summarises the various valuation methodologies used to value Level 3 instruments, the inputs and the sensitivities applied and the impact of those sensitivities to the unobserved inputs.

To ensure the accuracy and robustness of fair value assessments for fixed assets, particularly those involving Level 3 inputs, a dedicated Valuation Committee independently reviews all portfolio company valuations. The Valuation Committee rigorously challenges the independent Valuation Team's assumptions and methodologies, leveraging the expertise of its members, who include both internal and external professionals with the necessary technical knowledge and experience to provide robust oversight and guidance.

Notes to the financial statements → continued

10. Fixed asset investments at fair value through profit or loss (continued)

Valuation basis/ methodology	Number of companies valued by approach	Percentage of companies valued by approach	Inputs to be sensitised	Fair value at 31 January 2025 £m	Fair value impact of sensitivities
Price of Recent Investment (External price)	3	5%	n/a	20.2	n/a
Calibrated Price of Recent Investment (Multiples)[1]	9	17%	n/a	65.7	n/a
Market Approach – revenue (Multiples)	14	60%	Market multiple +/- 10%	233.5	11.2m/(11.2m)
Probability Weighted Approach (Scenario analysis)[2]	8	18%	n/a	71.9	n/a
Write-off	2	0%	n/a	Nil	n/a

[1] Sensitivity analysis has not been provided for inputs to the Calibrated Price of Recent Investment valuation methodology as it references external pricing datapoints in recent investment rounds. If the Fair Value of the investments valued using Calibrated Price of Recent Investment is sensitised by +/- 10% the Fair Value would increase or decrease by £6.6 million.

[2] Sensitivity analysis has not been provided for inputs to the Probability Weighted Approach valuation methodology as each investment valued using this approach has a unique set of expected outcomes and probability weightings. If the Fair Value of the investments valued using Probability Weighted Approach is sensitised by +/- 10% the Fair Value would increase or decrease by £7.2 million.

Disclosure

	Level 1: AIM-quoted investments £'000	Level 3: Unquoted investments £'000	Total £'000
Cost at 1 February 2024	1,828	212,442	214,270
Unrealised (loss)/gain at 1 February 2024[1]	(46)	117,654[1]	117,608[1]
Valuation at 1 February 2024	1,782	330,096[1]	331,878[1]
Movement in the year:			
Purchases at cost	–	47,131	47,131
Disposal proceeds	(63)	(22,820)	(22,883)
Gain on realisation of investments	50	1,176	1,226
Change in fair value in year	(334)	38,000	37,666
Closing valuation at 31 January 2025	1,435	393,583	395,018
Cost at 31 January 2025	1,413	239,013	240,426
Unrealised gain at 31 January 2025	22	154,570	154,592
Valuation at 31 January 2025	1,435	393,583	395,018

[1] The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts. This had no impact on the overall loss for the year presented or net asset value.

The investment portfolio is managed with capital growth as the primary focus. The loan and equity investments are considered to be one instrument due to the legal binding stated within the investment agreements and so they are combined in the table shown above.

Level 1 valuations are valued in accordance with the closing bid-price on the relevant date. Further details of the fixed asset investments held by Apollo are shown within the Portfolio Manager's Review.

Notes to the financial statements → continued

10. Fixed asset investments at fair value through profit or loss (continued)

Unquoted investments in the portfolio are considered Level 3 assets, such that their values are not directly observable but are estimated using a combination of valuation methodologies which notably extrapolate from observable market data for comparable assets. Further details in respect of the methods and assumptions applied in determining the fair value of the investments are disclosed in the Portfolio Manager's Review.

The loan and equity investments are considered to be one instrument due to them being bound together when assessing the portfolio's returns to shareholders. This is consistent with Apollo's investment policy.

Exits

Name of company	Year of investment	Acquirer	Date of exit
Renalytix	Oct-18	No named acquirer – public market disposal	Mar-24
Dyscova Ltd	Jul-16	GBUK Group	Jul-24
Ryte GmbH	Dec-20	Semrush Holdings Inc.	Jul-24
Countrywide Healthcare Supplies Holdings	Apr-14	Personnel Hygiene Services Ltd	Sep-24
FullCircl	Dec-11	nCino	Nov-24

Including deferred proceeds, the company received £22.9 million (2024: £18.3 million) from investments sold in the year. The book cost of these investments when they were purchased was £15.4 million (2024: £8.3 million). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

Subsidiaries

The following company is deemed to be a subsidiary of Apollo because Apollo owns more than 50% of the voting rights in that company:

Portfolio company	Country of incorporation	Sector	Profit/ (loss) before tax £'000	Net assets/ (liabilities) £'000	% equity held by Octopus Apollo VCT plc	Voting rights held by Octopus Apollo VCT plc
Superior Heat Limited*	United Kingdom	Ground source heat	13	(261)	100	100

*Registered address: 33 Holborn, London, EC1N 2HT.

By virtue of FRS 102 section 9.9, Apollo does not have to produce consolidated financial statements owing to the fact that its interests in subsidiaries are all held as part of an investment portfolio (as defined by FRS 102), and therefore its interests in subsidiaries are excluded from consolidation. They have therefore been treated in the same way as other portfolio companies and are held at fair value. These financial statements are therefore separate financial statements to those of its subsidiaries.

11. Current asset investments, cash and cash equivalents

Accounting policy

For the purpose of the Cash Flow Statement, cash and cash equivalents comprise of cash at bank, applications cash and money market funds. Cash equivalents are money market funds which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market. They are also subject to insignificant risk of valuation changes.

Current asset investments on the Balance Sheet comprise OEICs, which are valued on a FVTPL basis. Gains and losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement and allocated to the capital reserve unrealised. Realised gains and losses on disposals are allocated to the capital reserve realised.

Notes to the financial statements → continued

11. Current asset investments, cash and cash equivalents (continued)

Money market funds are carried at fair value at the latest published price.

The current asset investments are readily convertible into cash at the option of Apollo, within seven days. The current asset investments are held for trading, are actively managed and the performance is evaluated in accordance with a documented investment strategy.

Disclosure

As at 31 January 2025 and 31 January 2024, current asset investments (OEICs) and MMFs fall into Level 1 of the fair value hierarchy as defined in the fixed asset investment accounting policy in Note 10 above.

	Level 1 investments £'000
Cost at 1 February 2024	55,015
Unrealised gain at 1 February 2024	1,421
Valuation at 1 February 2024	**56,436**
Movement in the year:	
Additions	141,569
Disposal proceeds	(105,975)
Change in fair value in the year	(574)
Closing valuation at 31 January 2025	**91,456**
Cost at 31 January 2025	87,431
Unrealised gain at 31 January 2025	4,025
Valuation at 31 January 2025	**91,456**

	31 January 2025 £'000	31 January 2024 £'000
OEICs:		
Sequoia Economic Infrastructure Fund (SEQI)	**7,912**	8,486
Total current asset investment	**7,912**	8,486
MMFs:	**83,544**	47,950
Total current asset investments and money market funds	**91,456**	56,436
Cash at bank	**4,251**	4,868
Applications cash	**16,780**	8,852
Total current asset investments and cash	**112,487**	70,156

Notes to the financial statements → continued

12. Debtors

	31 January 2025 £'000	31 January 2024 £'000
Deferred consideration (current)[1]	**675**	–
Deferred consideration (non-current)[2]	**495**	–
Prepayments	**78**	68
Accrued income[3]	**–**	–[3]
Other debtors	**176**	176
	1,424	244[1]

[1] Proceeds on exits made during the period which are due to be received by 31 January 2026.

[2] Proceeds on exits made during the period which are due to be received after 31 January 2026.

[3] The presentation and classification of £3.5 million of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts.

13. Current liabilities

	31 January 2025 £'000	31 January 2024 £'000
Other accruals	**1,143**	1,129
Accrued performance fee	**6,139**	14
Accrued management fees	**2,295**	1,989
Trade creditors	**9**	–
Applications cash	**16,780**	8,852
	26,366	11,984

At 31 January 2025, there were £16,780,000 (2024: £8,852,000) of funds to be allotted as shares. This applications cash is cash received from investors but not yet allotted. The movement in the applications cash creditor is reflected in the Cash Flow Statement as movement in applications account.

14. Share capital

	31 January 2025 £'000	31 January 2024 £'000
Allotted and fully paid up:		
956,172,843 Ordinary shares of 0.1p (2024: 772,743,612 Ordinary shares of 0.1p)	**956**	773

Apollo purchased for cancellation the following shares during the year:

Date	Number of shares	Price per share (p)	Total cost of shares repurchased (£'000)
27 March 2024	4,261,161	48.5	2,066
26 June 2024	3,792,273	47.3	1,793
17 October 2024	6,676,869	47.7	3,183
4 December 2024	4,087,419	47.4	1,939
Totals	18,817,722		8,981

The Ordinary shares repurchased for cancellation during the year were cancelled at a weighted average price of 47.7p. The total nominal value of the shares repurchased for cancellation was £18,818 representing 2% of the issued share capital.

Notes to the financial statements → continued

14. Share capital (continued)

Apollo issued the following Ordinary shares during the year:

Date	Number of shares	Price per share (p)	Net proceeds from share issues (£'000)
28 March 2024	70,069,746	53.5	35,219
2 May 2024 (DRIS)	5,084,140	49.2	2,501
8 May 2024	217,562	49.2	107
4 July 2024	42,534,639	52.1	20,888
22 October 2024	27,132,610	52.6	13,423
2 December 2024	39,170,082	52.6	19,390
23 December 2024	12,321,422	51.3	5,942
23 December 2024 (DRIS)	5,716,752	48.4	2,767
Totals	202,246,953		100,237

The Ordinary shares issued during the year were issued at a weighted average price of 49.6p. Excluding the value of shares issued under the DRIS, the total value of shares issued net of share issue costs was £94,969,000 (2024: £62,631,000). This is shown in the Cash Flow Statement. The total amount reinvested under the DRIS was £5.3 million.

The capital of Apollo is managed in accordance with its investment policy with a view to the achievement of its investment objective as set out on pages 39 to 40. Apollo is not subject to any externally imposed capital requirements.

Capital management is monitored and controlled using the internal control procedures set out on page 52 of this report. The capital being managed includes equity and fixed-interest investments, cash balances and cash equivalents including debtors and creditors.

15. Reconciliation of movements in equity

	31 January 2025 £'000	31 January 2024 £'000
Shareholders' funds at start of year	**390,294**	349,493
Profit/(loss) after tax	**24,110**	(435)
Shares bought for cancellation	**(8,981)**	(6,743)
Issue of shares (net of issue costs)	**100,237**	67,144
Dividends paid	**(23,097)**	(19,165)
Shareholders' funds at end of year	**482,563**	390,294

When Apollo revalues its investments during the year, any gains or losses arising are credited/charged to the Income Statement. Unrealised gains/(losses) are then transferred to the 'Capital reserve unrealised'. When an investment is sold, any balance held on the 'Capital reserve unrealised' is transferred to the 'Capital reserve realised' as a movement in reserves.

Reserves available for potential distribution under the Companies Act by way of a dividend are:

	£'000
As at 1 February 2024[1]	244,846[1]
Movement in the year	20,851
As at 31 January 2025	**265,697**

[1] The presentation and classification of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts.

Notes to the financial statements → continued

15. Reconciliation of movements in equity (continued)

This is the maximum value of reserves available for potential distribution under the Companies Act, which will be impacted by the future convertibility, into cash, of gains and losses included in the Capital reserve unrealised. Amounts available for distribution may be lower under HMRC Distributable Reserves restrictions.

The purpose of the special distributable reserve is to create a reserve which will be capable of being used by Apollo to pay dividends and for the purpose of making repurchases of its own shares in the market with a view to narrowing the discount to net asset value at which Apollo's Ordinary shares trade. Apollo cancelled the share premium balance (£65.2 million) as at 30 June 2024 after obtaining a court order on 20 September 2024 (in the year to 31 January 2024 a share premium balance of £117.8 million after obtaining a court order on 25 September 2023).

16. Financial instruments and risk management

Apollo's financial instruments comprise equity investments, unquoted loans, cash balances and cash equivalents including debtors and creditors. Apollo holds financial assets in accordance with its investment policy of investing mainly in a portfolio of VCT qualifying unquoted securities whilst holding a proportion of its assets in cash or near-cash investments in order to provide a reserve of liquidity.

Classification of financial instruments

Apollo held the following categories of financial instruments, all of which are included in the Balance Sheet at fair value, at 31 January 2025 and 31 January 2024:

	31 January 2025 £'000	31 January 2024 £'000
Financial assets at fair value through profit or loss		
Fixed asset investments[1]	**395,018**	331,878[1]
Current asset investments		
OEICs	**7,912**	8,486
MMFs	**83,544**	47,950
Total	**486,474**	388,314[1]
Financial assets at amortised cost		
Cash at bank	**4,251**	4,868
Applications cash	**16,780**	8,852
Debtors	**1,424**	244
Accrued income[1]	**-**	–[1]
Total	**22,454**	13,964[1]
Financial liabilities at amortised cost		
Accruals and other creditors	**26,366**	11,984
Total	**26,366**	11,984

[1] The presentation and classification of accrued loan interest was updated to be part of the fair value of investments. This balance is therefore an amendment to the balance presented in the 31 January 2024 accounts.

Fixed and current asset investments (see Notes 10 and 11) are valued at fair value. For quoted investments this is bid price. Unquoted investments are carried at fair value as determined by the Directors in accordance with IPEV guidelines as detailed within the Portfolio Manager's Review. The fair value of all other financial assets and liabilities are represented by their carrying value in the Balance Sheet. The Directors believe that the fair value of the assets held at the year end is equal to their carrying value.

Notes to the financial statements → continued

16. Financial instruments and risk management (continued)

In carrying on its investment activities, Apollo is exposed to various types of risk associated with the financial instruments and markets in which it invests. The most significant types of financial risk facing Apollo are market risk, interest rate risk, credit risk and liquidity risk. Apollo's approach to managing these risks is set out below together with a description of the nature and amount of the financial instruments held at the Balance Sheet date.

Market risk

Apollo's strategy for managing investment risk is determined with regard to Apollo's investment objective, as outlined on pages 39 to 40. The management of market risk is part of the investment management process and is a central feature of venture capital investment. Apollo's portfolio is managed in accordance with the policies and procedures described in the Directors' Report on pages 58 to 61, having regard to the possible effects of adverse price movements, with the objective of maximising overall returns to shareholders. Investments in smaller companies, by their nature, usually involve a higher degree of risk than investments in larger companies quoted on a recognised stock exchange, though the risk can be mitigated to a certain extent by diversifying the portfolio across business sectors and asset classes. The overall disposition of Apollo's assets is regularly monitored by the Board.

Details of Apollo's investment portfolio at the Balance Sheet date are set out on pages 96 and 97.

81.6% (2024: 83.7%) by value of Apollo's net assets comprises investments in unquoted companies held at fair value. A 20% overall decrease in the valuation of the unquoted investments at 31 January 2025 would have decreased net assets and the total profit for the year by £78,716,000 (2024: £65,318,000 at 20%). An equivalent change in the opposite direction would have increased net assets and the total profit for the year by the same amount.

Sensitivity analyses were carried out on 99.4% of unquoted investments (excluding immaterial unquoted holdings) to assess the potential impact of changes in revenue-based multiples and foreign exchange rates. Please refer to the table in Note 10 on page 86 for this analysis.

31.7% of net assets (38.9% of portfolio value) is exposed to changes in the foreign exchange rate. An increase in the rate of 10% would increase the net asset value by 8.5% (£12,815,578). Conversely, a decrease in the rate of 10% would decrease the net asset value by 6.9% (£10,485,473). The 10% sensitivity used provides the most meaningful impact of average foreign exchange rate changes across the portfolio.

Current asset investments comprised 19% of Apollo's net assets by value (2024: 14.5%). A 20% decrease (2024: 20%) in the price of these securities at 31 January 2025 would have decreased net assets by £18,291,000 (2024: £11,287,000 decrease); an equivalent change in the opposite direction would have increased net assets for the year by the same amount.

Interest rate risk

Some of Apollo's financial assets and current asset investments are interest-earning. As a result, Apollo is exposed to fair value interest rate risk due to fluctuations in the prevailing levels of market interest rates.

Fixed rate

The table below summarises weighted average effective interest rates for the interest-bearing loans made to portfolio companies:

	31 January 2025			31 January 2024		
	Total loan portfolio by value £'000	**Weighted average interest rate %**	**Weighted average time for which rate is fixed Years**	Total loan portfolio by value £'000	Weighted average interest rate %	Weighted average time for which rate is fixed Years
Fixed rate investments in unquoted companies	**18,020**	**14.4**	**3.5**	14,247	12.5	4.5

16. Financial instruments and risk management (continued)

Floating rate

Apollo's floating rate investments comprise cash held within interest-bearing money market funds. The benchmark rate which determines the rate of interest receivable on such investments is the bank base rate, which was 4.75% at 31 January 2025 (31 January 2024: 5.25%). The amounts held in floating rate investments at the Balance Sheet date were as follows:

	31 January 2025 £'000	31 January 2024 £'000
Money market funds	**83,544**	47,950

Every 1% increase or decrease in the base rate would increase or decrease income receivable from these investments and the total profit for the year by £835,440 (2024: £479,497).

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with Apollo. The Portfolio Manager and the Board carry out a regular review of counterparty risk. The carrying values of financial assets represent the maximum credit risk exposure at the Balance Sheet date.

At 31 January 2025, Apollo's financial assets exposed to credit risk comprised the following:

	31 January 2025 £'000	31 January 2024 £'000
Money market funds	**83,544**	47,950
Fixed rate investments in unquoted companies	**18,020**	14,247
Applications cash	**16,780**	8,852
OEICs	**7,912**	8,486
Cash at bank	**4,251**	4,868
	130,507	84,403

Credit risk relating to listed money market funds is mitigated by investing in a portfolio of investment instruments of high credit quality, comprising securities issued by the UK Government and major UK institutions. Credit risk relating to loans and preference shares in unquoted companies is considered to be part of market risk. The investments in OEICs are uncertified.

Credit risk arising on the sale of investments is considered to be small due to the short settlement and the contracted agreements in place with the settlement lawyers.

Apollo's current accounts are maintained with HSBC Bank plc. Should the credit quality or the financial position of HSBC Bank plc deteriorate significantly the Portfolio Manager will move the cash holdings to another bank.

Liquidity risk

Apollo's financial assets include investments in unquoted equity securities which are not traded on a recognised stock exchange and which generally may be illiquid. As a result, Apollo may not be able to realise some of its investments in these instruments quickly at an amount close to their fair value in order to meet its liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer.

Apollo's liquidity risk is managed on a continuing basis by the Portfolio Manager in accordance with policies and procedures laid down by the Board. Apollo's overall liquidity risks are monitored on a quarterly basis by the Board.

Apollo maintains sufficient investments in cash and readily realisable securities to pay accounts payable and accrued expenses. At 31 January 2025 these investments were valued at £95,707,000 (2024: £61,305,000).

Notes to the financial statements → continued

17. Events after the end of the reporting period

The following events occurred between the Balance Sheet date and the signing of these financial statements:

- 94.8 million shares were issued at an allotment price of 53.5p per share on 1 April 2025;
- Apollo invested a total of £15.3 million in 3 new and 2 follow-on investments;
- A dividend of £13,663 million was paid on 8 May 2025; and
- 6.3 million shares were issued at an allotment price of 49.2p under the DRIS on 8 May 2025.

18. Contingencies, guarantees and financial commitments

There were no contingencies or guarantees as at 31 January 2025. There are no committed follow-on investments (2024: £3.6 million).

19. Transactions with the Portfolio Manager

Apollo has employed Octopus throughout the year as the Portfolio Manager. Apollo has incurred £8,589,000 (2024: £7,449,000) in management fees due to the Portfolio Manager in the year. At 31 January 2025 there was £2,295,000 outstanding (2024: £1,989,000). The management fee is payable quarterly in arrears and is based on 2% of the NAV calculated daily from 31 January.

The Portfolio Manager is entitled to an annual performance-related incentive fee, subject to the total return (NAV plus cumulative dividends paid) per share being at least 100p at the end of the relevant period. This performance fee is equal to 20% of the amount by which the NAV plus cumulative dividends paid per share exceeds the higher of:

- The highest total return in previous accounting periods. This is currently the return in the year to 31 January 2024 (137.9p).
- The total return as at 1 February 2012, plus the average Bank of England interest rate to date, commencing 1 February 2012.

The Board considers that the liability becomes due at the point that the performance criteria are met, which has happened at the end of this financial year. In the year, Apollo incurred performance fees of £6,139,076 (2024: £14,000). At 31 January 2025 there were £6,139,076 of outstanding performance fees to be paid (2024: £14,000).

The Portfolio Manager also provides accounting and administrative services to Apollo, payable quarterly in arrears, for a fee of 0.3% of the NAV calculated daily. During the year £1,288,000 (2024: £1,117,000) was paid to the Portfolio Manager, of which £344,000 (2024: £298,000) was outstanding at the Balance Sheet date, for the accounting and administrative services. In addition, the Portfolio Manager also provides company secretarial services for a fee of £20,000 per annum (2024: £20,000).

Several members of the Octopus investment team hold Non-Executive Directorships as part of their monitoring roles in Apollo's portfolio companies, but they have no controlling interests in those companies. The Portfolio Manager receives transaction fees and directors' fees from these portfolio companies. During the year ended 31 January 2025, Directors' fees of £788,000 attributable to the investments of Apollo were received by the Portfolio Manager (2024: £821,000).

Octopus AIF Management Limited remuneration disclosures (unaudited)
Quantitative remuneration disclosures required to be made in this annual report in accordance with the FCA Handbook FUND 3.3.5 are available on the website: **https://www.octopusinvestments.com/remuneration-disclosures/**.

20. Related party transactions

As at 31 January 2025, Octopus Investments Nominees Limited (OINL) held 315 shares (2024: 315) in Apollo as beneficial owner, having purchased these from shareholders to protect their interests after delays or errors with shareholder instructions and other similar administrative issues. Throughout the period to 31 January 2025 OINL purchased nil shares (2024: 315) at a cost of nil (2024: £163) and sold nil shares (2024: 173,900) for proceeds of nil (2024: £87,993). This is classed as a related party transaction as per the Listing Rules, as Octopus, the Portfolio Manager, and OINL are part of the same group of companies. Any such future transactions, where OINL takes over the legal and beneficial ownership of Company shares will be announced to the market and disclosed in annual and half-yearly reports.

Details of the Directors and their remuneration can be found in the Directors' Remuneration Report on pages 54 to 57.

Notes to the financial statements → continued

21. Material changes within the reporting period

On 30 September 2024, Apollo became a full scope AIF under the European Union's AIF Managers Directive (AIFMD) and moved under the management of Octopus AIF Management Limited. The investment management agreement between the Company and Octopus Investments Limited ('Octopus'), the Company's investment manager, has been assigned by way of the deed of novation from Octopus to Octopus AIF and subsequently amended and restated by way of a deed of variation and restatement in order to reflect Octopus AIF's status as a full scope AIFM. A sub-management agreement has been entered between Octopus AIF and Octopus pursuant to which Octopus will continue to provide portfolio management services to the Company and the Company has appointed NatWest Trustee and Depositary Services Limited as its depositary.

Investment portfolio

The table below sets out the investment cost and the amount invested in the year for the portfolio as at 31 January 2025. Details of the top ten investments can be found on pages 21 to 24.

Fixed asset investments	Investment cost as at 31 January 2025 (£'000)	Amount invested in the year to 31 January 2025 (£'000)
N2JB Limited (trading as Natterbox)	18,990	1,500
Mention Me Limited	15,000	-
Codebay Solutions Limited (trading as Lodgify)	12,611	3,071
Sova Assessment Limited	12,250	-
ValueBlue BV	10,071	-
Turtl Surf & Immerse Limited	10,000	-
Intigriti NV	9,639	-
Ubisecure Holdings Limited	9,075	3,500
Delio Ltd	8,699	1,000
Fable Data Limited	8,600	2,600
Bsport	8,413	8,413
Fuse Universal Limited	8,000	-
Wazoku Limited	8,000	-
Adway AB	7,012	-
Synchtank Limited	7,000	1,000
Vaultspeed NV	6,506	-
Threatmark Inc.	6,145	6,145
Edge10 (UK) Limited	5,718	1,968
Perfect Ward Ltd (trading as Tendable)	5,672	362
Fergus Software Limited	5,563	-
Pollen Technology Limited (trading as APLYiD)	5,265	-
Zapnito Ltd	5,000	-
Fiscal Technologies Ltd	4,607	-
Human Learning Ltd (trading as Vyntelligence)	4,450	4,450
Cambri OY	4,209	4,209
Zipline Cloud Pty Ltd (trading as Pendula)	3,934	-

Investment portfolio → continued

Fixed asset investments	Investment cost as at 31 January 2025 (£'000)	Amount invested in the year to 31 January 2025 (£'000)
Triumph Holdings Limited	3,800	-
Homesearch Digital Limited	3,433	433
Peak Data AG	3,171	680
Defeyene Legal Solutions Ltd (trading as Definely)	2,800	2,800
Dudy Solutions SL (trading as Harbiz)	2,586	-
Semble Technology Limited	2,500	2,500
Switchee Limited	2,500	2,500
MagicOrange Group Limited	2,200	-
Superior Heat Limited	1,961	-
Secret Escapes Limited	1,181	-
Trafi Limited	727	-
EKF Diagnostics plc	678	-
CurrencyFair Limited (trading as Zai)	657	-
Vertu Motors plc	639	-
Segura Systems Limited	393	-
Ecrebo Limited	366	-
Hasgrove Limited (trading as Interact)	308	-
Trellus Health plc	62	-
Verici Dx plc	34	-
Total	240,426	47,131

Shareholder information and contact details

Apollo, formerly named Octopus Apollo VCT 3 plc, was launched in July 2006. On 27 September 2012, the Company acquired the net assets of Octopus Apollo VCT 1 plc, Octopus Apollo VCT 2 plc and Octopus Apollo VCT 4 plc. On the same day, the Company was renamed Octopus Apollo VCT plc. On 28 November 2015 the Company acquired the net assets of Octopus VCT plc (OVCT) in consideration for the issue of 52,035,840 C Ordinary shares. On 27 January 2016 the Company acquired the net assets of Octopus VCT 2 plc in consideration for the issue of 19,082,726 D Ordinary shares. On 19 December 2016 the Company acquired the net assets of Octopus Eclipse VCT plc in consideration for the issue of 35,349,838 Ordinary 10p shares.

The Company was incorporated on 7 June 2006. During the period from launch to 5 April 2007 over £27.1 million (£25.9 million net of expenses) was raised through an Offer for Subscription. Since then the Company has raised additional investment through further fundraises as follows:

- £29.3 million (£27.8 million net of expenses) during the year to 31 January 2013;
- £22.4 million (£20.6 million net of expenses) during the year to 31 January 2014;
- £8.7 million (£8.3 million net of expenses) during the year to 31 January 2015;
- £31.2 million (£30.3 million net of expenses) during the year to 31 January 2016;
- £37.4 million (£35.9 million net of expenses) during the year to 31 January 2017;
- £16.6 million (£16.1 million net of expenses) during the year to 31 January 2018;
- £21.7 million (£21.0 million net of expenses) during the year to 31 January 2020;
- £28.1 million (£27.6 million net of expenses) during the year to 31 January 2021;
- £106.1 million (£101.9 million net of expenses) during the year to 31 January 2022;
- £79.0 million (£74.5 million net of expenses) during the year to 31 January 2023;
- £71.1 million (£67.2 million net of expenses) during the year to 31 January 2024; and
- £106.2 million (£100.2 million net of expenses) during the year to 31 January 2025.

The objective of the Company is to invest in a diversified portfolio of UK smaller companies in order to generate income and preserve capital over the long term.

Further details of the Company's progress are discussed in the Chair's Statement and Portfolio Manager's Review on pages 3 to 5 and pages 14 to 25, respectively.

Venture Capital Trusts (VCTs)

VCTs were introduced in the Finance Act 1995 to provide a means for private individuals to invest in unquoted companies in the UK. Subsequent Finance Acts have introduced changes to VCT legislation. The tax benefits currently available to eligible new investors in VCTs include:

- up to 30% up-front income tax relief;
- exemption from income tax on dividends paid; and
- exemption from capital gains tax on disposals of shares in VCTs.

The Company has been approved as a VCT by HMRC. In order to maintain its approval the Company must comply with certain requirements of the Income Tax Act 2007 on a continuing basis, specifically the provisions of chapter 3 and, in particular, s280A:

- at least 80% of the Company's investments must comprise 'qualifying holdings'* (as defined in the legislation);
- for cash raised in accounting periods beginning on or after 5 April 2018, at least 30% of the funds raised must be invested in qualifying holdings within twelve months of the end of the accounting period in which they were raised;
- no single investment made can exceed 15% of the total Company value; and
- a minimum of 10% of each qualifying investment must be in Ordinary shares with no preferential rights.

***A 'qualifying holding' consists of up to £5 million invested in any one year (£10 million for knowledge intensive companies) in new shares or securities in an unquoted UK company (or companies traded on AIM or Aquis) which is carrying on a qualifying trade and whose gross assets do not exceed a prescribed limit at the time of investment. The definition of a 'qualifying trade' excludes certain activities such as property investment and development, financial services and asset leasing.**

The Company invests in a diversified portfolio of AIM-traded and smaller unquoted UK companies in order to preserve capital over the long term as well as to deliver an attractive tax-free dividend stream.

The Directors have managed the affairs of the Company with the intention of maintaining its status as a VCT.

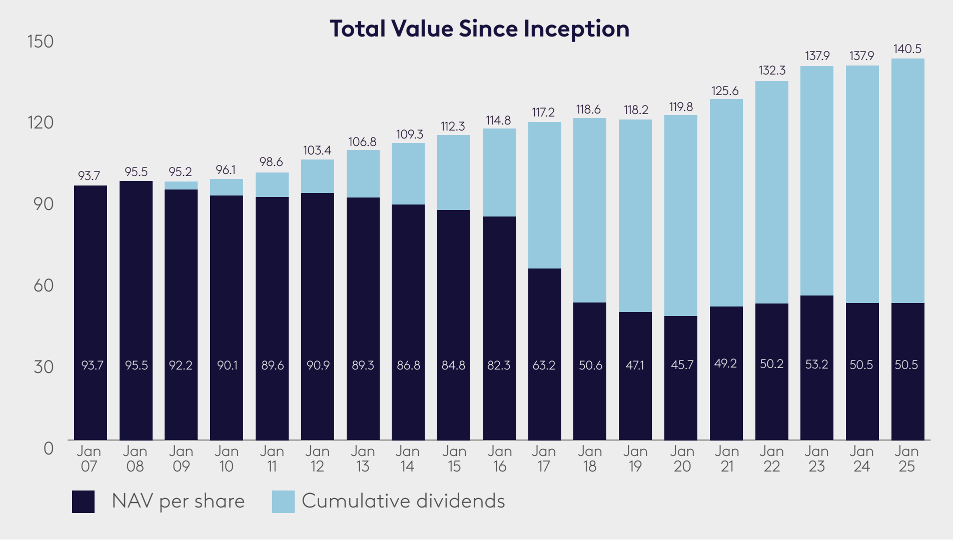
Shareholder information and contact details → continued

Dividends

Dividends are paid by Computershare Investor Services PLC ('Computershare') on behalf of the Company. Shareholders who wish to have dividends paid directly into their bank account rather than by cheque to their registered address can complete a mandate form for this purpose or complete an instruction electronically by visiting the Computershare Investor Centre at: **www.uk.computershare.com/investor/.**

Queries relating to dividends, shareholdings or requests for mandate forms should be directed to Computershare by calling **0370 703 6327** (calls to this number cost the same as a normal local or national landline call and may be included in your service providers tariff. Calls outside the United Kingdom will be charged at the applicable international rate. Computershare are open between 8.30am-5.30pm, Monday to Friday excluding public holidays in England and Wales), or by writing to them at:

The Registrar
Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol BS99 6ZZ



The following table shows the net asset value (NAV) per Ordinary share and lists the dividends that have been paid since the launch of Apollo:

Year ended	NAV	Dividends Paid in Year	Cumulative Dividends Paid	NAV + Cumulative Dividends
31 January 2008	95.5p	–	–	95.5p
31 January 2009	92.2p	3.0p	3.0p	95.2p
31 January 2010	90.1p	3.0p	6.0p	96.1p
31 January 2011	89.6p	3.0p	9.0p	98.6p
31 January 2012	90.9p	3.5p	12.5p	103.4p
31 January 2013	89.3p	5.0p	17.5p	106.8p
31 January 2014	86.8p	5.0p	22.5p	109.3p
31 January 2015	84.8p	5.0p	27.5p	112.3p
31 January 2016	82.3p	5.0p	32.5p	114.8p
31 January 2017	63.2p	21.5p	54.0p	117.2p
31 January 2018	50.6p	14.0p	68.0p	118.6p
31 January 2019	47.1p	3.1p	71.1p	118.2p
31 January 2020	45.7p	3.0p	74.1p	119.8p
31 January 2021	49.2p	2.3p	76.4p	125.6p
31 January 2022	50.2p	5.7p	82.1p	132.3p
31 January 2023	53.2p	2.6p	84.7p	137.9p
31 January 2024	50.5p	2.7p	87.4p	137.9p
31 January 2025	50.5p	2.6p	90.0p	140.5p

The second interim dividend of 1.3p per Ordinary share was paid on 8 May 2025 to shareholders on the register on 22 April 2025.

Shareholder information and contact details → continued

At the General Meeting held in November 2014 shareholders approved a Dividend Reinvestment Scheme (DRIS) and gave the Directors authority to offer shareholders the right to elect to receive Ordinary shares instead of a cash dividend. Any shareholder wishing to reinvest their dividends, and who has not already elected to do so, can request a DRIS mandate form by calling Computershare on **0370 703 6327**. The DRIS mandate form can also be found on the Octopus website: **www.octopusinvestments.com**.

Share price

The Company's share price can be found on various financial websites including **www.londonstockexchange.com**, with the following TIDM/EPIC code:

	Ordinary shares
TIDM/EPIC code	OAP3
Latest share price 21 May 2025	46.5p per share

Buying and selling shares

The Company's Ordinary shares can be bought and sold in the same way as any other company quoted on the London Stock Exchange via a stockbroker. There may be tax implications in respect of selling all or part of your holdings, so shareholders should contact their independent financial adviser if they have any queries.

Buyback of shares

The Company operates a policy of buying its own shares for cancellation as they become available. The Company is, however, unable to buy back shares directly from shareholders. If you are considering selling your shares or trading in the secondary market, please contact the Company's Corporate Broker, Panmure Liberum Limited ('Panmure').

Panmure is able to provide details of close periods (when the Company is prohibited from buying its own shares) and details of the price at which it has bought shares. Panmure can be contacted as follows:

Chris Lloyd	020 7886 2716	chris.lloyd@panmureliberum.com
Paul Nolan	020 7886 2717	paul.nolan@panmureliberum.com

Secondary market

UK income tax payers, aged 18 or over, can purchase shares in the secondary market and benefit from:

- tax-free dividends;
- realised gains not being subject to capital gains tax (although any realised losses are not allowable);
- no minimum holding period; and
- no need to include VCT dividends in annual tax returns.

The UK tax treatment of VCTs is on a first in and first out basis and therefore tax advice should be obtained before shareholders dispose of their shares.

Notification of change of address

Communications with shareholders are mailed to the registered address held on the share register. In the event of a change of address or other amendment, this should be notified to the Company's registrar, Computershare, under the signature of the registered holder or via the Computershare Investor Centre at: **www.uk.computershare.com/investor/**. Computershare's contact details are provided on page 103.

Shareholder information and contact details → continued

Other information for shareholders

Previously published Annual Reports and Half-yearly Reports are available for viewing on the Portfolio Manager's website at **www.octopusinvestments.com**. Other statutory information about the Company can also be found here.

Electronic communications

Reports and accounts and all other correspondence are published electronically. This cuts the cost of printing and reduces the impact on the environment. If, in future, you would prefer to receive an email telling you a report is available to view or to receive documents by email, please contact Octopus on **0800 316 2295** or Computershare on **0370 703 6327**. Alternatively you can sign up to receive e-communications via the Computershare Investor Centre at: **www.uk.computershare.com/investor/**.

Warning to shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas based 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be wary of any unsolicited advice, offer to buy shares at a discount or offers for free company reports.

Please note that it is very unlikely that the Company, the Portfolio Manager or the Registrar would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment advice.

If you are in any doubt about the authenticity of an unsolicited phone call, please call Octopus on **0800 316 2295**.

The Financial Conduct Authority has also issued guidelines on how to avoid share fraud and further information can be found on their website:
www.fca.org.uk/consumers/scams/investment-scams/share-fraud-and-boiler-room-scams.
You can report any share fraud to them by calling **0800 111 6768**.

Glossary of terms

Alternative performance measure (APM)

APMs are financial measures of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework. These APMs will help shareholders to understand and assess Apollo's progress. A number of terms within this Glossary have been identified as APMs.

Dividend yield

Dividend yield is calculated as dividends paid per share in the period divided by the opening NAV per share.

Net asset value or NAV

NAV is the value of the VCT's total assets less liabilities. It is equal to the total shareholders' funds.

Net asset value per share or NAV per share

The NAV per share of Apollo is the sum of the underlying assets less the liabilities of Apollo divided by the total number of shares in issue.

Ongoing charges ratio (APM)

The ongoing charges ratio has been calculated using the AIC recommended methodology and excludes irrecoverable VAT, exceptional costs and trail commission. The figure shows the annual percentage reduction in shareholder returns as a result of recurring operational expenses. It informs shareholders of the likely costs that will be incurred in managing the fund in the future.

This is calculated by dividing expenses of £10,964,000, which includes investment management fees, the expenses listed out in Note 4 on page 83, and excludes performance fee, exceptional costs and trail commission by average net assets of £436,428,000.

Total return (APM)

Total return is calculated as movement in NAV per share in the period plus dividends paid in the period. Total return per share enables shareholders to evaluate more clearly the performance of Apollo, as it includes the underlying value of the portfolio at the reporting date.

Total return per share % (APM)

Total return % is calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period. Total return % on the NAV per share enables shareholders to evaluate more clearly the performance of Apollo, as it includes the underlying value of the portfolio at the reporting date.

Total value per share (APM)

Total value per share is calculated as NAV plus cumulative dividends paid since launch.

Money market fund (MMF)

A mutual fund that invests in highly liquid, short term instruments. These instruments include cash, cash equivalent securities, and high credit rating debt based securities with a short term maturity. They are intended to offer investors high liquidity with a low level of risk.

Open ended investment company (OEIC)

A type of investment fund that invests in equities, bonds, and other securities. The price of the shares is based on the underlying assets of the fund. These are highly liquid as new shares can be created to meet investor demand and the fund will cancel shares of investors who exit the fund.

Directors and advisers

Board of Directors
Murray Steele (Chair)
Christopher Powles
Alex Hambro
Claire Finn
Gillian Elcock

Company Number
Registered in England & Wales
No. 05840377

Legal Entity Identifier (LEI)
213800Y3XEIQ18DP3O53

Secretary and Registered Office
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33 Holborn
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Manager
Octopus AIF Management Limited
33 Holborn
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EC1N 2HT
Tel: 0800 316 2295
www.octopusinvestments.com

Portfolio Manager
Octopus Investments Limited
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EC1N 2HT
Tel: 0800 316 2295
www.octopusinvestments.com

Corporate Broker
Panmure Liberum Limited
Ropemaker Place, Level 12
25 Ropemaker Street
London
EC2Y 9LY
Tel: 020 3100 2000

Independent Auditor
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55 Baker Street
London
W1U 7EU

Tax Adviser
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Reading Bridge House
George Street
Reading
Berkshire
RG1 8LS

VCT Status Adviser
Shoosmiths LLP (appointed 22 February 2022)
Apex Plaza
Forbury Road
Reading
RG1 1SH

Bankers
HSBC Bank plc
31 Holborn
London
EC1N 2HR

Registrars
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ
Tel: 0370 703 6327

(calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate).
www.computershare.com/uk
www.uk.computershare.com/investor/

Depositary
Natwest Trustee and Depositary Services Limited
250 Bishopsgate
London
EC2M 4AA

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Octopus Apollo VCT plc ('Apollo') will be held at 33 Holborn, London, EC1N 2HT on 10 July 2025 at 10am for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 to 11 will be proposed as Special Resolutions:

Ordinary Business

1. To receive and adopt the Annual Report and Accounts and the audited financial statements for the year to 31 January 2025.
2. To approve the Directors' Remuneration Report.
3. To re-elect Christopher Powles as a Director.
4. To re-elect Gillian Elcock as a Director.
5. To re-appoint BDO LLP as auditor of Apollo and to authorise the Directors to determine their remuneration.

Special Business

To consider and if thought fit, pass Resolutions 6 and 7 as Ordinary Resolutions and Resolutions 8 to 11 as Special Resolutions:

6. Authority to allot relevant securities

THAT, in addition to existing authorities, the Directors be and are generally and unconditionally authorised in accordance with s551 of the Companies Act 2006 (the 'Act') to exercise all the powers of Apollo to allot shares in Apollo up to a maximum nominal amount of £317,268 (representing approximately 30% of the Ordinary share capital in issue at the date of this Notice) such authority to expire at the earlier of the conclusion of Apollo's AGM next following the passing of this Resolution and the expiry of 15 months from the passing of the relevant Resolution (unless previously renewed, varied or revoked by Apollo in a general meeting) but so that such authority allows Apollo to make offers or agreements before the expiry thereof, which would or might require relevant securities to be allotted after the expiry of such authority.

7. Authority to allot relevant securities under the DRIS

THAT in addition to existing authorities, the Directors of Apollo be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of Apollo to allot shares in Apollo up to a maximum nominal amount of £74,029 in connection with Apollo's dividend reinvestment scheme (representing approximately 7% of the Ordinary share capital in issue as at the date of this Notice) provided that the authority conferred by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of Apollo's next AGM following the passing of this Resolution (unless previously renewed, varied or revoked by Apollo in general meeting) save that this authority shall allow Apollo to make, before the expiry of this authority, any offers or agreements which would or might require Shares to be allotted or rights to be granted after such expiry and the Directors may allot Shares in pursuance of any such offer or agreement notwithstanding the expiry of such authority.

8. Empowerment to make allotments of equity securities

THAT, conditional upon the passing of Resolution 6, and in addition to existing authorities, the Directors of Apollo be and are hereby empowered pursuant to s571 of the Act to allot or make offers or agreements to allot equity securities (as defined in s560(1) of the said Act) for cash pursuant to the authority granted by Resolution 6 as if s561 of the Act did not apply to any such allotments and so that:

(a) reference to allotment in this Resolution shall be construed in accordance with s560(2) of the Act; and

(b) the power conferred by this Resolution shall enable Apollo to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power.

The power provided by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of Apollo's next AGM following the passing of this Resolution (unless previously renewed, varied or revoked by Apollo in general meeting).

Notice of Annual General Meeting → continued

9. Empowerment to make allotments of equity securities under the DRIS

THAT, conditional upon the passing of Resolution 7, and in addition to existing authorities, the Directors of Apollo be and are hereby empowered pursuant to s571 of the Act to allot or make offers or agreements to allot equity securities (as defined in s560(1) of the said Act) for cash pursuant to the authority granted by Resolution 7 as if s561 of the Act did not apply to any such allotments and so that:

(a) reference to allotment in this Resolution shall be construed in accordance with s560(2) of the Act; and

(b) the power conferred by this Resolution shall enable Apollo to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power.

The power provided by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of Apollo's next AGM following the passing of this Resolution (unless previously renewed, varied or revoked by Apollo in general meeting).

10. Authority to make market purchases

THAT, in addition to existing authorities, Apollo be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Act) of Ordinary shares of 0.1p each in Apollo ('Ordinary shares') provided that:

(a) the maximum number of Ordinary shares so authorised to be purchased shall not exceed 158,528,240 Ordinary shares, representing approximately 14.99% of Apollo's issued share capital at the date of this Notice;

(b) the minimum price which may be paid for an Ordinary share shall be its nominal value;

(c) the maximum price, exclusive of expenses, which may be paid for an Ordinary share is an amount equal to the higher of: (i) 105% of the average of the middle market quotation for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased; and (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation;

(d) the authority conferred comes to an end at the conclusion of the next AGM of Apollo or upon the expiry of 15 months from the passing of this Resolution, whichever is the earlier; and

(e) that Apollo may enter into a contract to purchase its Ordinary shares under this authority prior to the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority.

11. Cancellation of share premium account

THAT, subject to the sanction of the High Court, the amount standing to the share premium account of Apollo, at the date the order is made confirming such cancellation by the Court, be and is hereby cancelled, and the amount by which the share capital is so reduced be credited to the reserves of Apollo.

By Order of the Board

Murray Steele

Murray Steele
Chair

22 May 2025

Notice of Annual General Meeting → continued

Notes:

(a) A member entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member.

(b) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of Apollo at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

(c) A form of proxy is enclosed which, to be effective, must be completed and delivered to Apollo's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or alternatively, you may register your proxy electronically at **www.investorcentre.co.uk/eproxy**, in each case, so as to be received by no later than 48 hours before the time the AGM is scheduled to begin. To vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed on your proxy form.

Appointment of a proxy, or any CREST proxy instruction (as described in paragraph (d) below) will not preclude a member from subsequently attending and voting at the meeting should he or she choose to do so. This is the only acceptable means by which proxy instructions may be submitted electronically.

(d) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. Apollo may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

(e) Any person receiving a copy of the Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person') should note that the provisions in Notes (a) and (b) above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.

(f) Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the AGM which relates to the business of the meeting although no answer need be given (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on Apollo's website; or (c) if it is undesirable in the best interests of Apollo or the good order of the meeting.

Questions from our shareholders in relation to the AGM can be sent via email to **ApolloAGM@octopusinvestments.com**. Apollo may, however, elect to provide answers to questions raised within a reasonable period of days after the conclusion of the AGM.

(g) Members satisfying the thresholds in section 527 of the Companies Act 2006 can require Apollo to publish a statement on its website setting out any matter relating to (a) the audit of Apollo's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstances connected with an auditor of Apollo ceasing to hold office since the last AGM, that the members propose to raise at the meeting. Apollo cannot require the members requesting the publication to pay its expenses. Any statement required to be placed on the website must also be sent to Apollo's auditors no later than the time it makes its statement available on the

Notice of Annual General Meeting → continued

website. The business which may be dealt with at the meeting includes any statement that Apollo has been required to publish on its website.

(h) Under sections 338 and 338A Companies Act 2006, members meeting the threshold requirements in those sections have the right to require Apollo:

(i) to give, to members of Apollo entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting, and/or

(ii) to include the business to be dealt with at the meeting any matters (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

(i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or Apollo's constitution or otherwise);

(ii) it is defamatory of any person; or

(iii) it is frivolous or vexatious.

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

(i) A copy of the Notice of AGM and the information required by Section 311A Companies Act 2006 is included on Apollo's website, **www.octopusinvestments.com** under Venture Capital Trusts. Copies of the Directors' Letters of Appointment, the Register of Directors' Interests in the Ordinary shares of Apollo kept in accordance with the Listing Rules and a copy of the Memorandum and Articles of Association of Apollo will be available for inspection at the registered office of Apollo during usual business hours on any weekday from the date of this notice until the AGM, and at the place of that meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.

(j) As at 20 May 2025 (being the last practicable date prior to the publication of this Notice) Apollo's issued share capital consists of 1,057,559,973 Ordinary shares, carrying one vote each. Therefore, the total voting rights in Apollo as at 20 May 2025 are 1,057,559,973.

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