Northern Venture Trust PLC

Annual Report and Financial Statements
31 March 2024

Welcome

Northern Venture Trust PLC is a Venture Capital Trust (VCT) advised by Mercia Fund Management Limited.

The trust was one of the first VCTs launched on the London Stock Exchange in 1995. It invests mainly in unquoted venture capital holdings and aims to provide long-term tax-free returns to shareholders through a combination of dividend yield and capital growth.

Contents

Financial summary

	12m period ended 31 March 2024	Unaudited 12m period ended 31 March 2023	18m period ended 31 March 2023
Net assets	**£114.8m**	£102.5m	£102.5m
Net asset value per share	**60.3p**	62.1p	62.1p
Return per share			
Revenue	**0.6p**	(0.3)p	(0.3)p
Capital	**1.2p**	(2.1)p	(5.7)p
Total	**1.8p**	(2.4)p	(6.0)p
Dividend per share declared in respect of the period			
Interim dividend	**1.6p**	–	2.0p
Second interim dividend	**–**	2.0p	2.0p
Proposed final dividend	**1.6p**	2.0p	2.0p
Total	**3.2p**	4.0p	6.0p
Return to shareholders since launch			
Net asset value per share	**60.3p**	62.1p	62.1p
Cumulative dividends paid per share^*	**192.1p**	188.5p	188.5p
Cumulative return per share^	**252.4p**	250.6p	250.6p
Mid-market share price at end of period	**57.5p**	57.5p	57.5p
Share price discount to net asset value	**4.6%**	7.4%	7.4%
Annualised tax-free dividend yield^**	**5.2%**	5.8%	5.4%

* Excluding proposed final dividend payable on 23 August 2024.

** Based on net asset value per share at the start of the period.

^ Definitions of the terms and alternative performance measures used in this report can be found in the Glossary of terms on page 75.

Venture capital
portfolio summary

£82.6m
Portfolio valuations at 31 March 2024

£81.7m
Cost of investments

£15.9m
Proceeds from all realisations in year

4
Number of full realisations this year

£1.4m
Average current value of investment

£1.4m
Average cost of investment

59
Portfolio companies

5.4 years
Average age of investment

Key dates during 2024

Results announced
18 June

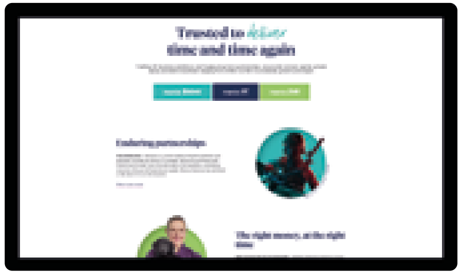
Shares quoted ex-dividend
25 July

Record date for final dividend
26 July

Annual General Meeting*
30 July 11:30am

Final dividend paid
23 August

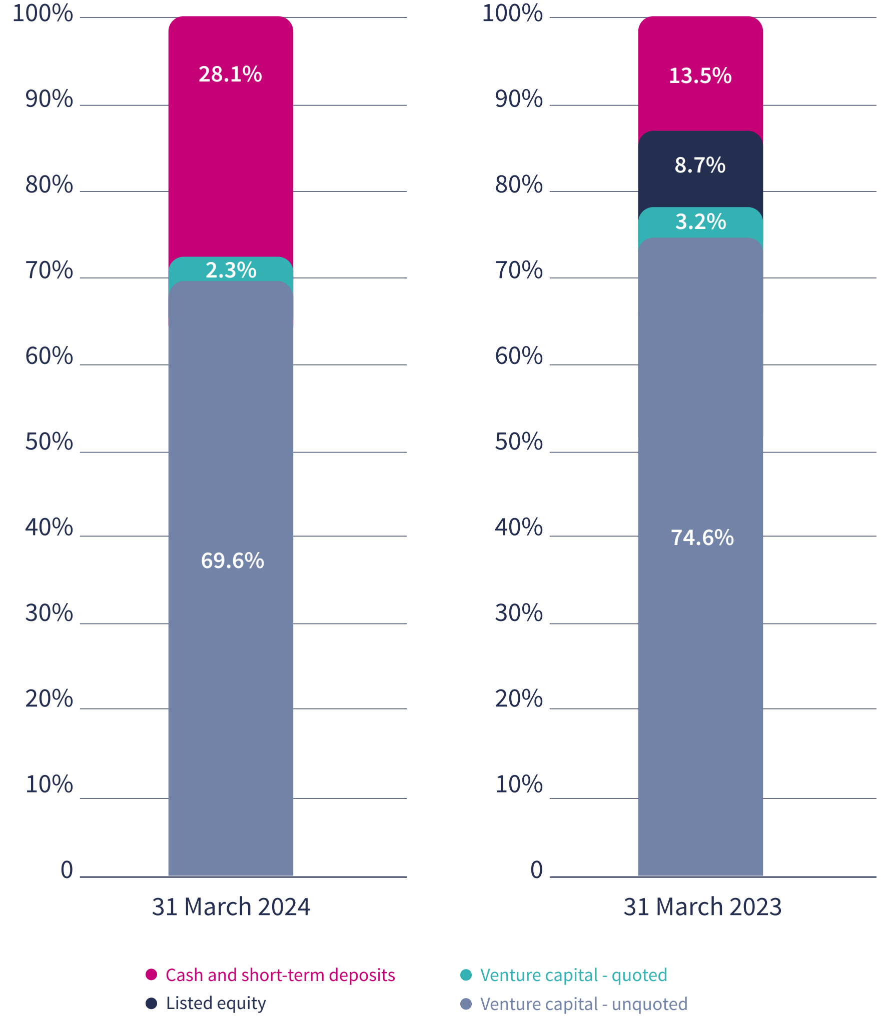
* To be convened at the offices of Howard Kennedy LLP, No. 1 London Bridge, London SE1 9BG, with optional remote access for shareholders through an online webinar facility



For additional information visit our investor area online
www.mercia.co.uk/vcts/nvt/

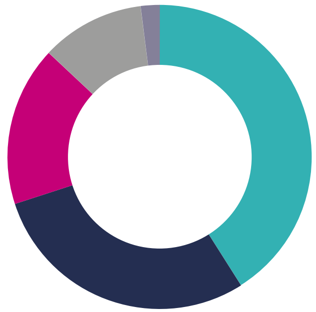
Venture capital portfolio summary *continued*

Asset allocation



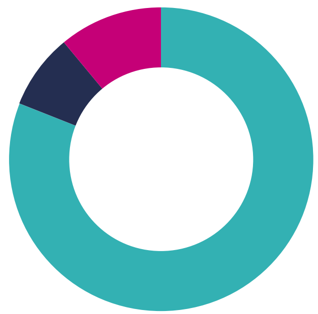
Age of investment

Up to 1 year	8%
1-3 years	36%
3-5 years	12%
5-7 years	20%
7+ years	24%



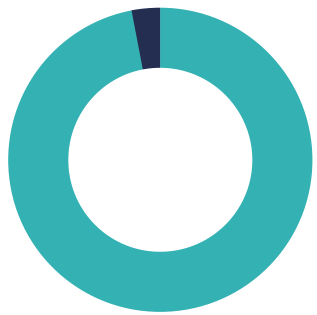
Industry sector

Software / electronics	41%
Healthcare / biotechnology	29%
Consumer	17%
Services	11%
Industrial / manufacturing	2%



Financing stage

Growth capital – post November 2015	81%
Growth capital – pre November 2015	8%
Management buyout – pre November 2015	11%



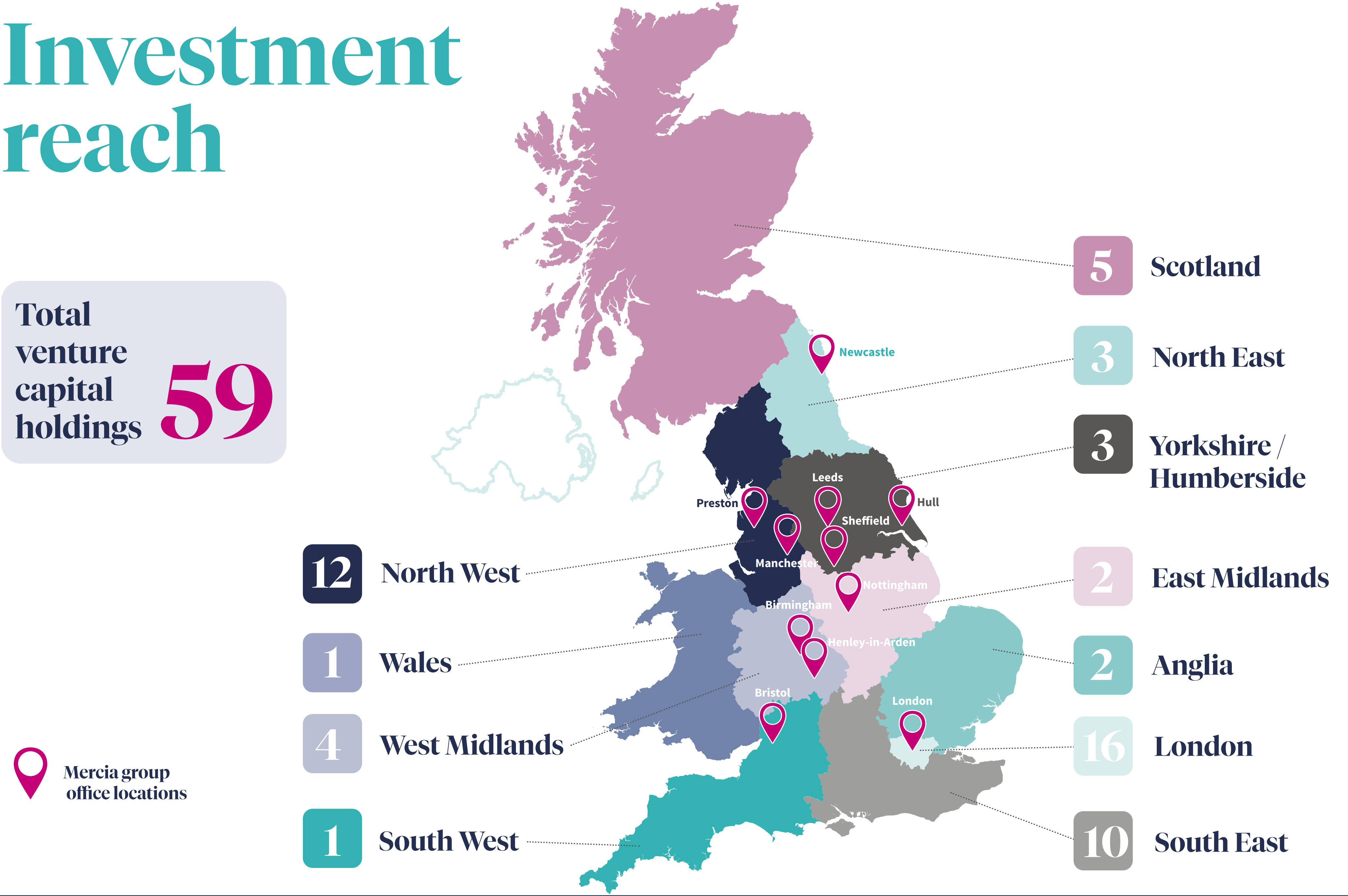
Quotation

Unquoted	97%
AIM	3%

Note: these charts are calculated by value of investments.

Investment reach

Total venture capital holdings **59**



Simon Constantine
Chair

Chair’s statement

> “The most notable exit was Evotix, sold for initial net proceeds of £12.7 million compared to an original cost of £2.8 million, a 4.6 times initial return.”

Overview

Over the past twelve months, the UK economy has faced challenging macroeconomic conditions, with inflationary pressures, higher interest rates, and a technical recession. Alongside this, uncertainties posed by geopolitical events and conflicts have created volatility in financial markets. Whilst some of these headwinds have shown signs of abating recently, the impact of this backdrop during the year created challenges and opportunities for the portfolio.

It is pleasing to note that the valuation of our unquoted portfolio has increased during the past year. Investment activity remained consistent with the previous two years, with £15.0 million invested in 6 new and 14 existing portfolio companies.

Despite difficult fundraising conditions, our share offer of £20 million was oversubscribed and I would like to thank existing shareholders for their continued support and warmly welcome new investors. Proceeds from the share offer together with sales proceeds from investments mean that the Company is well positioned both to pursue new opportunities to support small and medium businesses and to work with existing portfolio companies to realise their growth plans.

Results and dividend

In the year ended 31 March 2024 the Company delivered a return on ordinary activities of 1.8 pence per share (18-months ended 31 March 2023: minus 6.0 pence), representing a total return of 2.9% on the opening net asset value (NAV) per share. The NAV per share as at 31 March 2024, after deducting dividends paid during the year of 3.6 pence, was 60.3 pence, compared with 62.1 pence at 31 March 2023.

It was a quieter year for realisation activity, with the lower number of transactions reflecting the underlying tone of the market. The most notable realisation was Evotix, sold for initial net proceeds of £12.7 million compared to an original cost of £2.8 million, a 4.6 times initial return. As Evotix continued to meet its forecasts following its sale, contractual deferred proceeds of £0.8 million were also received after the balance sheet date and have been included in these results.

Investment income was higher than the prior period at £2.2 million (18-months ended 2023: £0.9 million), due largely to the increased interest rate environment resulting in a higher yield on the Company’s liquid cash deposits. During the year we made the decision to liquidate the Company’s portfolio of listed shares with RBC Brewin Dolphin, placing the cash in a money market fund attracting a higher yield.

In 2018 we revised our dividend policy in the light of the new VCT rules for investment introduced in 2015 and 2017, which we expected to result in more volatile returns. We introduced an annualised target dividend yield of 5% of opening NAV, which has been exceeded in every period since. Having already declared an interim dividend of 1.6 pence per share which was paid in January 2024, your Directors now propose a final dividend of 1.6 pence per share. The total of 3.2 pence per share is equivalent to 5.2% of the opening net asset value per share of 62.1 pence. The final dividend, if approved, will be paid on 23 August 2024 to shareholders on the register on 26 July 2024.

Our dividend investment scheme, under which dividends can be reinvested in new ordinary shares free of dealing costs and with the benefit of the tax reliefs available on new VCT share subscriptions, continues to operate with around 17% participation during the year. Instructions on how to join the scheme are included within the dividend section of our website, which can be found here: **mercia.co.uk/vcts/nvt/**.

Investment portfolio

The Company continues to be a generalist investor, with large allocations in the software, healthcare / life science and consumer sectors. Given the prevailing market sentiment towards consumer investments and a weaker market for software businesses over the past year, investment has been predominantly directed into a number of new healthcare / life science businesses, whilst we remained open to other opportunities as they arose.

Investment activity has remained strong, with £6.9 million of capital provided to six new venture capital investments and £8.1 million of follow-on capital invested into the existing portfolio. We also made progress in realising the Company's mature portfolio acquired under the previous VCT rules with the remaining such investments now valued at £16.0 million (31 March 2023: £17.3 million).

The value of the portfolio increased by £2.5 million (1.4 pence per share) in the year, with several portfolio companies enjoying significant growth – Pure Pet Food, Project Glow Topco (t / a Currentbody.com), Pimberly and Gentronix all increased in value by over £1 million. Against this there were some significant write-downs in the investments in Volumatic Holdings and Grip UK (t / a The Climbing Hangar). Additionally the value of musicMagpie, which is listed on AIM, fell by £0.8 million.

Share offers and liquidity

In April 2023 gross proceeds of £6.0 million were received from the fully subscribed 2022 / 23 share offer as 9,741,182 new ordinary shares were issued. The Board was also pleased to announce recently the successful subscription of the 2023 / 24 share offer, which amounted to £20 million. In relation to this offer, an interim allotment of 19,211,579 new ordinary shares was issued in December 2023, generating £12.2 million in gross subscriptions, and 12,234,307 new ordinary shares were issued in April 2024, yielding gross subscriptions of £7.8 million.

The Board continues to monitor liquidity carefully and will publish details of the plans to raise funds in the 2024 / 25 tax year in due course.

Share buy-backs

We have maintained our policy of being willing to buy back the Company's shares in the market when necessary, in order to maintain liquidity, at a 5% discount to NAV. During the year ended 31 March 2024 a total of 5,263,205 (18-months ended 31 March 2023: 7,335,532) shares were repurchased by the Company for cancellation at an average price of 58.0 pence (18-months ended 31 March 2023: 61.2 pence), representing 3.2% (18-months ended 31 March 2023: 4.6%) of the opening issued share capital.

Responsible investment

The Company is mindful of its Environmental, Social and Governance (ESG) responsibilities and we have outlined our evolving approach on pages 32 to 37.

VCT legislation and qualifying status

The Company has continued to meet the stringent and complex qualifying conditions laid down by HM Revenue & Customs for maintaining its approval as a VCT. The Investment Adviser monitors the position closely and reports regularly to the Board. Philip Hare & Associates LLP has continued to act as independent adviser to the Company on VCT taxation matters.

The Board was pleased to note the recognition by the UK Government of the vital role that VCTs perform, following the announcement of the extension to VCT tax relief for a further 10 years to 2035. The Board considers that the Company, and VCTs more generally, are successfully delivering in line with the Government's mandate, which is to invest and support higher-risk, early-stage businesses.

Whilst no further amendments to VCT legislation have been announced, it is possible that further changes will be made in the future. We will continue to work closely with our Investment Adviser to maintain compliance with the scheme rules at all times.

Chair's statement *continued*

Annual General Meeting

The Company's AGM will be held at 11.30am on 30 July 2024. The AGM provides an excellent opportunity for shareholders, the Directors and the Investment Adviser to meet in person, exchange views and comment. We will hold the AGM in person at Howard Kennedy LLP, No. 1 London Bridge, London SE1 9BG. Following positive feedback received from the last four years, we also intend to offer remote access for shareholders through an online webinar facility for those who would prefer not to travel. Full details and formal notice of the AGM are set out in a separate document. Please note that shareholders attending remotely must register their votes ahead of time, as it will not be possible to count votes from online participants at the AGM.

Board succession

We announced the appointment of Brigid Sutcliffe to the Board in April as Chair-elect of the Audit Committee in advance of Richard Green's retirement from the Board at the AGM. Brigid brings a wealth of experience in listed investment trusts, particularly in the areas of finance, audit and risk management governance. The Board continues to execute its succession plans, and expects to make one further appointment later this year.

Further biographical details for all the Directors can be found on pages 12 and 13.

On behalf of the Board and all shareholders, I would like to thank Richard for his very significant contribution to the Company. He has served as a Director for the past 10 years, most recently as Chair of the Audit Committee but his contribution goes way beyond that. His experience in managing and chairing private equity funds has been invaluable as we navigated the new rules on investing and the transfer of the Company's management contract to Mercia.

I will be retiring at this AGM, my tenth as Chair and so will not be standing for re-election. It has been a privilege to serve you as Chair during such an eventful decade. The EU's decision in 2015 that VCTs were not taking enough risk led to a significant re-focus and hiring of new resources within NVM, our Investment Adviser at the time. NVM's decision to sell our management contract to Mercia in 2019 led to numerous discussions and meetings as a board to ensure the Company's interests and opportunities were protected and indeed enhanced under the new ownership. Almost as soon as these arrangements were completed the pandemic struck in 2020, leading to months of uncertainty for many of our investee companies, which needed sustained support both from Mercia operationally and from ourselves as shareholders.

I would like to thank all my colleagues on the Board over the years for their considerable support, which has made my job as Chair possible. I leave the Board in good shape under the leadership of Deborah Hudson, who I am sure will be an excellent Chair. Finally thank you, our shareholders, for your support over the years. As a Board we are always cognisant that we represent you as the owners of this Company and have your best interests at the centre of our discussions and decisions.

Outlook

We are encouraged by the recent reductions in inflation and expectations of lower interest rates, which create a more favourable environment in the UK to provide capital and support to innovative early-stage businesses. The Directors remain optimistic about the resilience, diversity and growth potential of the portfolio and its ability to generate long-term shareholder value.

Simon Constantine
Chair
18 June 2024

> "Investment activity has remained strong, with £6.9 million of capital provided to six new venture capital investments and £8.1 million of follow-on capital invested into the existing portfolio."

Directors and advisers

Simon Constantine MA
Chair

has extensive business management experience at board level, particularly in the healthcare and life sciences sectors, and co-led the management buy-in and subsequent trade sale of Life Sciences International plc. He has served as a non-executive director of a number of venture capital and private equity-backed businesses and is currently chair of Capstone Foster Care Limited and a non-executive director of SourceBio International Limited. He was appointed to the Board in 2012 and became Chair in 2014.

Richard Green BA FCA CF
Chair of Audit Committee

joined Kleinwort Benson Development Capital in 1988 and was a founder in 2001 of the spin-out business which became August Equity LLP, where he was managing partner until 2009 and then chair until his retirement in 2014. He is a past chair of the British Private Equity & Venture Capital Association and is a member of the North East Fund Advisory Panel and a non-executive director of BGH Capital Offshore GP I Limited and BGH Capital Offshore GP II Limited. He was appointed to the Board in 2014.

Deborah Hudson MBA MEng MIET

has considerable operational and investment experience in technology and software businesses. She is a founding director of Shackleton Ventures, which specialises in secondary venture and development capital investments and has served on the boards of a number of their investments and other earlier stage companies. She was appointed to the Northern Venture Trust Board on 1 January 2022.

David Mayes

is an experienced investment professional and investor with a long-standing involvement in financial markets. He previously managed an emerging markets investment team for Credit Suisse Securities (Europe) Limited. He was formerly a trustee director of a major pension fund and vice chair of its investment committee and is a member of the Salvation Army International Trust Investment Board. He was appointed to the Northern Venture Trust Board in 2014.

Brigid Sutcliffe MBA ACA

has listed investment trust experience and has been a non-executive director for a variety of organisations in the public, private and third sectors over the past 20 years, including extensive audit committee chair experience. In her executive career, she worked in professional services and investment banking, and as a strategic change management consultant. Brigid also serves as a non-executive director and audit chair of Strategic Equity Capital plc and as a non-executive director of STS Global Income & Growth Trust plc. She is also a member of the finance committee of Newnham College, Cambridge and a trustee of Muscular Dystrophy UK. She was appointed to the Northern Venture Trust Board in April 2024.

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Solicitors
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Shareholder information

The Company

Northern Venture Trust PLC (the Company) is a Venture Capital Trust (VCT) which has been listed on the London Stock Exchange since 1995. The Company invests mainly in unquoted venture capital holdings, with its remaining assets predominantly invested in a portfolio of money market funds and bank deposits.

Northern Venture Trust PLC is advised by Mercia Fund Management Limited (Mercia), a wholly owned subsidiary of Mercia Asset Management PLC (MAM). MAM is a specialist alternative asset manager with over 15 years' experience of providing capital to high-growth UK SMEs, meeting a large, growing and under-served need for long-term investment capital. MAM offers high-growth UK SMEs a complete capital solution including private equity, debt, seed and venture capital (the latter category accounting for the majority of its investment activity). In being advised by Mercia, the VCTs have the opportunity to co-invest alongside MAM's own funds, or other funds managed by MAM and its subsidiaries, that are able to provide replacement capital and invest without the restrictions of the VCT Rules.

Mercia also acts as investment manager of Northern 2 VCT PLC and Northern 3 VCT PLC, in addition to various other investment funds. The Company, Northern 2 VCT PLC and Northern 3 VCT PLC are generally known in the market as the Northern VCTs and are the only VCTs which Mercia manages or advises.

Mercia Asset Management PLC is quoted on AIM (Alternative Investment Market).

Northern Venture Trust PLC is a member of the Association of Investment Companies (AIC).

Venture Capital Trusts

Venture Capital Trusts (VCTs) were introduced by the Chancellor of the Exchequer in the November 1994 Budget, the relevant legislation now being contained in the Income Tax Act 2007. VCTs are intended to provide a means whereby private individuals can invest in small unquoted trading companies in the UK, with an incentive in the form of a range of tax benefits. With effect from 6 April 2006, the benefits to eligible investors include:

- income tax relief at up to 30% on new subscriptions of up to £200,000 per tax year, provided the shares are held for at least five years;
- exemption from income tax on dividends paid by VCTs (such dividends may include the VCT's capital gains as well as its income); and
- exemption from capital gains tax on disposals of shares in VCTs.

In order to maintain approved status, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007; in particular, a VCT is required at all times to hold at least 80% by value of its investments in qualifying holdings, of which at least 70% must comprise eligible shares. For this purpose a 'qualifying holding' is an investment in new shares or securities of an unquoted company (which may however be quoted on AIM) which has a permanent establishment in the UK, is carrying on a qualifying trade, and whose gross assets and number of employees at the time of investment do not exceed prescribed limits.

The definition of 'qualifying trade' excludes certain activities such as property investment and development, financial services and asset leasing. The Finance (No 2) Act 2015 contained a number of significant changes to the VCT rules for investments completed after its introduction, designed to secure approval of the VCT scheme by the European Commission. A company whose trade is more than seven years old (ten years for 'knowledge intensive' companies) will generally only qualify for VCT investment if it has previously received State-aided risk finance before the end of the initial investing period or the new investment exceeds 10% of the total turnover for the past five years and the funds are used for new products and / or geographical markets; there is a lifetime limit of £12 million (£20 million for 'knowledge intensive' companies) on the amount of State-aid funding receivable by a company; and VCT funds may not be used by a company to acquire shares in another company or to acquire a business. A breach of the requirements may lead to a loss of VCT status.

The Finance Act 2018 contained further changes to the conditions for a VCT to maintain its approved status. The changes were designed to increase the level of qualifying investments made by VCTs. A non-exhaustive list of the main points is as follows:

- investments made from 15 March 2018 are only qualifying if they meet the risk-to-capital condition. This principles-based condition broadly requires the investee company to be an early-stage, higher-risk, entrepreneurial company which has the potential to grow in the long term;
- debt finance provided by VCTs must be made on an unsecured basis;
- a VCT must invest at least 30% of any funds raised in an accounting period commencing on or after 6 April 2018 in qualifying holdings within 12 months of the period end; and
- investments made from 6 April 2019 in qualifying holdings must comprise, in aggregate, at least 70% of eligible shares, regardless of when the money used to fund the investment was raised.

The Autumn Finance Bill 2023 contained an extension to the 'sunset clause', with shares issued by Venture Capital Trusts before 6 April 2035 now eligible for tax relief (was previously 2025).

Share price

The Company's share price is carried daily in the Financial Times and the Daily Telegraph.

A range of shareholder information is provided on the internet at https://northern-vcts.cityhub.uk.com/login by the Company's registrar, The City Partnership (UK) Limited, including details of shareholdings, indicative share prices and information on recent dividends (see page 13 for contact details for The City Partnership (UK) Limited).

Share price information can also be obtained via the Company's website.

Dividend investment scheme

The Company operates a dividend investment scheme, giving shareholders the option of investing their dividends in new ordinary shares in the Company with the benefit of the tax reliefs currently available to VCT subscribers. Instructions on how to join the scheme are included within the dividend section of our website, which can be found here: mercia.co.uk/vcts/nvt/.

Electronic communications

The Company continues to provide the option to shareholders to receive communications from the Company electronically rather than by paper copy. Shareholders who wish to change their preferences should visit the Hub (https://northern-vcts.cityhub.uk.com/login (operated by the Company's registrar, The City Partnership (UK) Limited), and select their preferred method of delivery of company communications. Alternatively, shareholders may contact the registrar directly to confirm their communication preference using the details on page 13.

Financial calendar

Subject to regular review by the Directors, the Company's financial calendar for the year ending 31 March 2025 is as follows:

November 2024

Half-yearly financial report for the six months ending 30 September 2024 announced

January 2025

Interim dividend paid

June 2025

Final dividend and results for year ending 31 March 2025 announced

June 2025

Annual report and financial statements published

July 2025

AGM; final dividend paid

Strategic report

This report has been prepared by the Directors in accordance with the requirements of Section 414 of the Companies Act 2006. The Company's independent auditor is required by law to report on whether the information given in the Strategic Report and Directors' Report is consistent with the financial statements. The auditor's report is set out on pages 51 to 55.

Corporate objective

The Company's objective is to provide long-term tax-free returns to investors through a combination of dividend yield and capital growth, by following its strategy of investing primarily in unquoted UK businesses which meet the Investment Adviser's key criteria of good growth potential, strong management and potential to generate cash in the medium to long term.

Investment policy

The Company's investment policy has been designed to enable the Company to achieve its objective whilst complying with the qualifying conditions set out in the VCT rules, as amended by HM Government from time to time.

The Directors intend that the long-term disposition of the Company's assets will be approximately 80% in a portfolio of VCT-qualifying unquoted and AIM-quoted investments, and 20% in other investments selected with a view to producing an enhanced return while avoiding undue capital volatility, 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 buy-backs.

Within the VCT-qualifying portfolio, investments will be 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. The selection of new investments will necessarily have regard to the VCT rules, which are designed to focus investment on earlier stage development capital opportunities. The portfolio will be diversified by investing in a broad range of VCT-qualifying industry sectors and by holding investments in companies at different stages of maturity in the corporate development cycle. The normal investment holding period is expected to be in the range from three to ten years.

No single investment will normally represent in excess of 3% of the Company's total assets at the time of initial investment. As investments are held with a view to long-term capital growth as well as income, 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 will normally be made using the Company's equity shareholders' funds and it is not intended that the Company will take on any long-term borrowings.

Co-investment arrangements

The Company operates within a co-investment and allocation policy that applies to all funds managed by the Mercia group. Under the terms of this policy, where an investment opportunity is VCT qualifying and the funding requirement is in excess of £3 million, the Company and the other VCTs managed by Mercia are the preferred lead investors. For these opportunities the Company is entitled to participate pro rata to net assets alongside the other VCT funds managed by Mercia; save where the investment opportunity is located in the West or East Midlands, Yorkshire, Humberside, Teesside or the North East, where minimum syndication requirements mean that certain other funds managed by Mercia can participate in the funding round alongside the Northern VCTs; with an allocation in proportion to each funds' relative net asset values. Where the funding round for a new opportunity is under £3 million the VCTs will not be the lead investors; but if any such deal is in excess of £2.5 million, the Northern VCT funds have the right to participate at a de minimis level of £0.5 million.

In relation to follow-on rounds of investment where the Company and other Northern VCTs are existing investors, the Company, alongside the other Northern VCT funds, shall have priority to determine how much they wish to invest, with no requirement to offer such investment opportunities to the other funds managed or advised by the Mercia group.

Under a co-investment scheme, members of the VCT investment team and certain key Mercia executives are required to invest personally alongside the funds in each VCT-qualifying investment on a predetermined basis.

Investment Adviser

Mercia Fund Management Limited (Mercia) acts as the Investment Adviser and has done so since the Company consented to the novation of its existing investment advisory agreement from NVM Private Equity LLP (NVM) effective on 23 December 2019.

The Board's Management Engagement Committee reviews the terms of Mercia's appointment as Investment Adviser on a regular basis. Further information about the terms of the management agreement with Mercia and the remuneration payable to Mercia is set out in the Directors' Report on page 38 and in Note 3 to the financial statements.

Table 1: Movements in net assets and net asset value per share

	£000	Pence per ordinary share
Net asset value at 31 March 2023	**102,497**	**62.1**
Net revenue (investment income less revenue expenses and tax)	1,142	0.6
Capital surplus arising on investments:		
Realised net gains on disposals	1,203	0.7
Movements in fair value of investments	2,499	1.4
Expenses allocated to capital account (net of tax)	(1,628)	(0.9)
Total return for the year as shown in the income statement	**3,216**	**1.8**
Proceeds of issues of new shares (net of expenses)	18,725	–
Shares repurchased for cancellation	(3,068)	–
Net movement for the year before dividends	**18,873**	**1.8**
Net asset value at 31 March 2024 before dividends recognised	**121,370**	**63.9**
Dividends paid in the financial year	(6,539)	(3.6)
Net asset value at 31 March 2024	**114,831**	**60.3**

Table 2: Venture capital portfolio cash flow

	New investment £000	Disposal proceeds £000	Net cash inflow / (outflow) £000
Year ended 30 September 2019	10,877	10,268	(609)
Year ended 30 September 2020	8,813	1,635	(7,178)
Year ended 30 September 2021	11,707	31,118	19,411
18-month period ended 31 March 2023	25,049	26,095	1,046
Year ended 31 March 2024	14,993	15,079	86
Total	**71,439**	**84,195**	**12,756**

Overview of the year

During the year under review Northern Venture Trust PLC delivered a total return, before dividends, of 1.8 pence per share, equivalent to 2.9% of the opening net asset value per share of 62.1 pence. The movement in total net assets and net asset value per share is summarised in Table 1.

Total income from investments during the year increased to £2.2 million (18-month period ended 31 March 2023: £0.9 million), reflecting the increased interest rates and resulting higher returns on the Company's cash reserves. The basic investment management fee payable to the Investment Adviser was £2.1 million (18-month period ended 31 March 2023: £3.2 million). There was no performance-related management fee payable in respect of the current year (18-month period ended 31 March 2023: nil).

In the year, the decision was made to liquidate the portfolio of listed securities managed by RBC Brewin Dolphin. Recent interest rate rises have meant that alternative investments are available which can generate similar returns with lower market risk. As a result, the funds were moved into a money market fund with a large, reputable counterparty.

The net cash outflow from the venture capital portfolio during the year was £0.1 million, comprising disposal proceeds of £15.1 million less investments of £15.0 million. Portfolio cash flow over the past five years is summarised in Table 2.

After taking account of other cash flows, including fundraising of £19.4 million and dividend payments of £6.5 million, the Company's total cash balances increased over the year by £17.5 million to £31.5 million.

The new investments completed in the year were:

Camena Bioscience (£1,594,000) Provider of synthetic DNA	
Risk Ledger (£1,412,000) Cyber security focused on supply chain risk	
Wobble Genomics (£968,000) Development of processes to identify, extract and sequence RNA	
iOpt (£941,000) Platform to remotely monitor property assets	
MIP Discovery (£1,025,000) Development of molecular imprinted polymers as alternative to antibodies	
Warwick Acoustics (£964,000) Development of flat and flexible electrostatic speakers	

Dividends

The Directors have declared or proposed dividends totalling 3.2 pence per share in respect of the year, comprising a 0.55 pence revenue dividend and a 2.65 pence capital dividend.

Venture capital investment portfolio

A review of the portfolio can be found in the Chair's statement on pages 8 to 11. The last twelve months have been impacted by continued inflationary pressures, higher interest rates and a global economic slowdown exacerbated by geopolitical instability and conflict. During the year our Investment Adviser has worked with portfolio management teams to navigate the fast-evolving landscape.

Venture capital investment activity

During the year ended 31 March 2024, six new venture capital investments were completed at a cost of £6.9 million and additional funding totalling £8.1 million was invested in 14 existing portfolio companies, by way of follow-on funding rounds. The proportion of follow-on investments is increasing in line with the evolution of the portfolio to earlier stage companies, which often require multiple rounds of growth finance to realise their potential. The portfolio at 31 March 2024 comprised 59 holdings with an aggregate value of £82.6 million. 19% by value of this portfolio is represented by management buy-out and growth capital investments acquired prior to November 2015 when the VCT rules were amended to promote earlier stage investment.

A summary of the venture capital holdings at 31 March 2024 is given on page 24, with information on the fifteen largest investments on pages 27 to 31.

Investment realisations

Details of investment disposals during the year are given in Note 9 on page 67. The most significant disposals (original cost or sales proceeds in excess of £1.0 million) are summarised in Table 3.

Evotix is a health and safety platform provider. In May 2023 the Company realised its investment for an initial £12.7 million, representing an initial return of 4.6x during the life of the investment. Contractual deferred proceeds of £0.8 million were received after the balance sheet date in June 2024, and have been included in these set of results, increasing the return to 4.9x.

Weldex (International) Offshore Holdings is a crawler crane hire company originally invested in in 1996. The Company partially exited its investment in 2010, with a portion of its proceeds being rolled into a new entity. The final divestment occurred in September 2023 for proceeds of £1.6 million. Despite the realisation of the final equity portion at a loss, the lifetime return on the investment, including the 2010 partial exit and interest received during the life of the investment, amounted to 9.9x.

Haystack Dryers is a provider of full body dryers to theme parks and care homes. The Company originally invested in 2012 and exited in December 2023 for £0.3 million, representing a return of 0.2x.

Medovate is a developer of medical devices. In November 2023 the Company realised its investment for proceeds of £0.1 million, representing a return of 0.1x.

Sorted Holdings provides software for parcel labelling and tracking. In February 2024 the Company sold its equity (which had been fully provided for in the previous financial year) for a nominal sum when Sorted Holdings was acquired, which represented a complete write off of the Company's equity holding. The Company maintains its debt holding.

Table 3: Significant investment realisations

Company	Date of original investment	Original cost £000	Sales proceeds £000	Realised surplus / (deficit) £000
Evotix (formerly SHE Software)*	2018	2,766	13,434	10,668
Weldex (International) Offshore Holdings	1996	3,262	1,606	(1,656)
Haystack Dryers	2012	1,661	276	(1,385)
Medovate	2017	1,770	90	(1,680)
Sorted Holdings (partial disposal)	2016	2,839	–	(2,839)

* Sales proceeds includes deferred proceeds received in June 2024.

Valuation policy

Unquoted investments are valued in accordance with the accounting policy set out on page 61, which follows the International Private Equity and Venture Capital Valuation (IPEV) guidelines, being the industry accepted best practice.

Where valuations are based on company earnings, audited historic results will be taken into account along with more recent unaudited information and projections where these are considered sufficiently reliable. For investments in earlier stage businesses, where a material arm's length transaction has recently been concluded, this is usually taken as the starting point for fair value, and subsequently tested and recalibrated to reflect changes in market conditions or company-specific performance. Performance is typically considered using a range of metrics such as annual recurring revenue, EBITDA, milestones achieved, customer wins, cash runway and budget accuracy. Provision against cost is made where an investment is under-performing significantly.

As at 31 March 2024 the number of venture capital investments falling into each valuation category was as shown in Table 4.

Maintenance of VCT-qualifying status

The Directors believe that the Company has at all times since inception complied with the VCT-qualifying conditions laid down by HM Revenue & Customs.

Table 4: Venture capital investment valuation by category

	Number of investments	Valuation £000	% of portfolio by value
Unquoted investments at the Directors' valuation			
Revenue / earnings multiple	30	49,544	60%
Price of a recent investment subsequently calibrated as appropriate	24	30,368	37%
Quoted investments at bid price			
Quoted on AIM	5	2,662	3%
Total	**59**	**82,574**	**100%**

Strategic report *continued*

Responsible investment

The Company's approach to Environmental, Social and Governance (ESG) responsibilities is set out on pages 32 to 37.

Key performance indicators

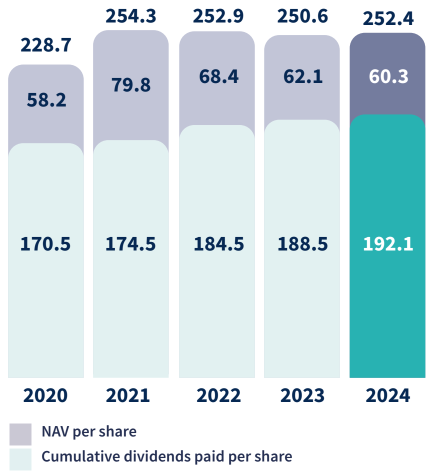
The Directors regard the following as the key indicators pertaining to the Company's performance:

Net asset value and total return to shareholders: the chart opposite shows the movement in net asset value and total return (net asset value plus cumulative dividends) per share over the past five financial years.

Dividend distributions: the chart opposite shows the dividends (including proposed final dividend) declared in respect of each of the past five financial years.

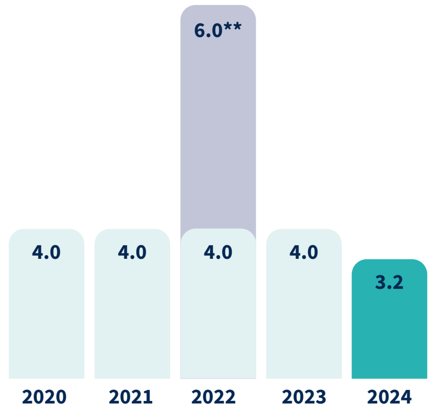
Ongoing charges: the charts opposite show total annual running expenses as a percentage of the average net assets attributable to shareholders for each of the past five financial years.

Net asset value plus cumulative dividends paid per share (pence)*



* excludes dividends proposed but not yet paid

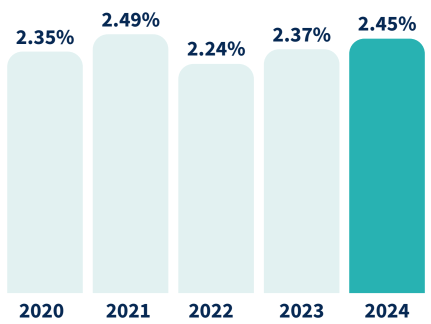
Dividends per share (pence)*



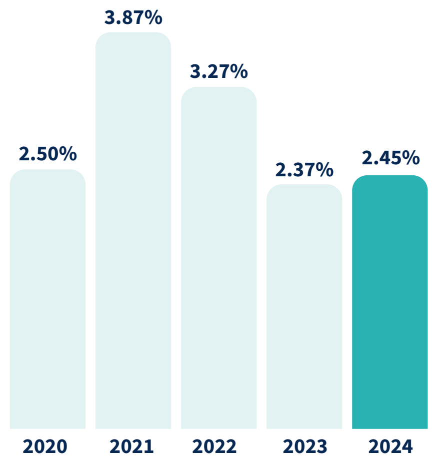
* includes dividends proposed but not yet paid

** special dividend

Ongoing charges excluding performance fees (% of average net assets)



Ongoing charges including performance fees (% of average net assets)



Risk management

The Board carries out a regular and robust assessment of the risk environment in which the Company operates and seeks to identify new risks as they emerge. The principal and emerging risks and uncertainties identified by the Board which might affect the Company's business model and future performance, and the steps taken with a view to their mitigation, are as follows:

Investment and liquidity risk: investment in smaller and unquoted companies, such as those in which the Company invests, involves a higher degree of risk than investment in larger listed companies because they generally have limited product lines, markets and financial resources and may be more dependent on key individuals. The securities of smaller companies in which the Company invests are typically unlisted, making them illiquid, and this may cause difficulties in valuing and disposing of the securities. The Company may invest in businesses whose shares are quoted on AIM – the fact that a share is quoted on AIM does not mean that it can be readily traded and the spread between the buying and selling prices of such shares may be wide.

Mitigation: the Directors aim to limit the risk attaching to the portfolio as a whole by careful selection, close monitoring and timely realisation of investments, by carrying out rigorous due diligence procedures and maintaining a wide spread of holdings in terms of financing stage and industry sector within the rules of the VCT scheme. The Board reviews the investment portfolio with the Investment Adviser on a regular basis.

Financial risk: most of the Company's investments involve a medium to long-term commitment and many are illiquid.

Mitigation: the Directors consider that it is inappropriate to finance the Company's activities through borrowing except on an occasional short-term basis. Accordingly they seek to maintain a proportion of the Company's assets in cash or cash equivalents in order to be in a position to pursue new unquoted investment opportunities and to make follow-on investments in existing portfolio companies. The Company has very little direct exposure to foreign currency risk and does not enter into derivative transactions.

Economic risk: events such as economic recession or general fluctuation in stock markets, exchange rates and interest rates may affect the valuation of investee companies and their ability to access adequate financial resources, as well as affecting the Company's own share price and discount to net asset value. The level of economic risk has been elevated most recently by inflationary pressures, interest rate increases, and supply shortages.

Mitigation: the Company invests in a diversified portfolio of investments spanning various industry sectors, and maintains sufficient cash reserves to be able to provide additional funding to investee companies where it is appropriate and in the interests of the Company to do so. The Investment Adviser typically provides an investment executive to actively support the board of each unquoted investee company. At all times, and particularly during periods of heightened economic uncertainty, the investment executives share best practice from across the portfolio with investee management teams in order to mitigate economic risk.

Stock market risk: some of the Company's investments are quoted on AIM and will be subject to market fluctuations upwards and downwards. External factors such as terrorist activity, political activity or global health crises, can negatively impact stock markets worldwide. In times of adverse sentiment there may be very little, if any, market demand for shares in smaller companies quoted on AIM.

Mitigation: the Company's AIM-quoted investments are actively managed by Mercia, and the Board keeps the portfolio and the actions taken under ongoing review.

Credit risk: the Company holds a number of financial instruments and cash deposits and is dependent on the counterparties discharging their commitment.

Mitigation: the Directors review the creditworthiness of the counterparties to these instruments and cash deposits and seek to ensure there is no undue concentration of credit risk with any one party.

Legislative and regulatory risk: in order to maintain its approval as a VCT, the Company is required to comply with current VCT legislation in the UK. Changes to UK legislation in the future could have an adverse effect on the Company's ability to achieve satisfactory investment returns whilst retaining its VCT approval.

Mitigation: the Board and the Investment Adviser monitor political developments and where appropriate seek to make representations either directly or through relevant trade bodies.

Internal control risk: the Company's assets could be at risk in the absence of an appropriate internal control regime which is able to operate effectively even during times of disruption.

Mitigation: the Board regularly reviews the system of internal controls, both financial and non-financial, operated by the Company and the Investment Adviser. These include controls designed to ensure that the Company's assets are safeguarded and that proper accounting records are maintained.

VCT-qualifying status risk: while it is the intention of the Directors that the Company will be managed so as to continue to qualify as a VCT, there can be no guarantee that this status will be maintained. A failure to continue meeting the qualifying requirements could result in the loss of VCT tax relief, the Company losing its exemption from corporation tax on capital gains, to shareholders being liable to pay income tax on dividends received from the Company and, in certain circumstances, to shareholders being required to repay the initial income tax relief on their investment.

Mitigation: the Investment Adviser keeps the Company's VCT-qualifying status under continual review and its reports are reviewed by the Board on a quarterly basis. The Board has also retained Philip Hare & Associates LLP to undertake an independent VCT status monitoring role.

The Board continually assesses and monitors emerging risks that could impact the Company's operations and strategic objectives. As part of the risk assessment process, the Board evaluates a wide range of potential threats and uncertainties that may arise from evolving market dynamics, regulatory changes, technological advancements, geopolitical developments, and other external factors. By remaining aware of emerging risks, the Board ensures that the Company is better equipped to anticipate challenges and adapt swiftly to changing circumstances.

Additional disclosures required by the Companies Act

Section 172 Statement

Section 172 of the Companies Act 2006 requires a director to promote the success of the Company. In doing this they must act in the way that they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing this our directors are required to have a regard, amongst other matters, to the:

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

In discharging their duties each director has regard to the factors set out above and to other factors which they consider relevant to the decision being made. Those factors may include, for example, the interests and views of our shareholders, suppliers and regulators. The Board's aim is to make sure that decisions are consistent and predictable. Details on how the Board operates and the way directors reach decisions, including some of the matters discussed and debated during the year, the key stakeholder considerations that were central to those discussions and the way in which directors had regard to the need to foster the Company's long-term relationship with shareholders and other stakeholders, are included in the Corporate Governance section of this report on pages 44 to 49. The tables opposite detail the key stakeholders and associated engagements with the Board and the key decisions reached in the year.

Key stakeholders

Decision	Detail regarding decision made
Shareholders	The Directors recognise the value of maintaining regular communications with shareholders. Formal reports are published at the half-year and year-end stages and the Investment Adviser publishes periodic shareholder newsletters. An opportunity is given to shareholders at each annual general meeting to question the Board and the Investment Adviser on matters relating to the Company's operation and performance. Shareholders are able to observe the annual general meeting virtually if they are not able to attend in person. The Investment Adviser holds an annual seminar to which shareholders are invited and the Directors attend. The Board welcomes the opportunity to engage with shareholders at these events. Regulatory News Service (RNS) announcements are published in accordance with the Listing Rules and the Disclosure Guidance and Transparency Rules.
Investment Adviser	The Company's most critical business relationship is with the Investment Adviser, Mercia. There is regular contact with Mercia and members of Mercia's senior leadership team attend the Company's Board meetings. The content discussed at each meeting is over a wide range of topics from Company strategy to issues faced by portfolio companies. The Management Engagement Committee and Board review the performance of the Investment Adviser on an ongoing basis.
Portfolio companies	The Company holds minority investments in its portfolio companies and it has appointed Mercia to manage the portfolio. Whilst day-to-day interaction with portfolio companies is delegated via the investment management agreement to Mercia, updates are received by the Board at least quarterly. The Directors take an active interest in the challenges faced by portfolio companies. More details can be found on page 37.
Suppliers	The Company has relationships with a number of key suppliers including its auditor, taxation advisers, solicitors, stockbrokers, banks and registrar. The Investment Adviser, with the oversight of the Board, monitors the performance of each of the Company's suppliers on a periodic basis and each have demonstrated continued effectiveness. During the year, the Company engaged The City Partnership (UK) Limited to act as the Company Registrar.
Community and environment	Alongside the Investment Adviser, the Company considers its impact on the community and environment. Full details regarding the Company's approach can be found within the Responsible Investment section of this report on pages 32 to 37.
Employees	The Company does not have any employees. The Board is comprised of non-executive Directors.

Key decisions

The Directors' decisions are intended to achieve the Company's corporate objective. Maintaining the Company's status as a VCT is a critical element of this.

Decision	Detail regarding decision made
Payment of dividends	The Company targets a dividend of at least 5% of the opening NAV per share in each year, subject to protecting the NAV from erosion over the medium term. Although the Company reported a total return of 1.8 pence per share in the year, which was below the dividends announced of 3.2 pence per share, the Board has sought to consider commitments previously made to shareholders, and assessed its short and medium-term liquidity requirements. In cash terms, the dividends announced in respect of the year to 31 March 2024 were fully covered by the realisation of Evotix in May 2023.
New performance-related management fee	A detailed review of the existing performance-related management fee arrangements was performed by the Board and the changes were approved by shareholders in July 2023. The new arrangements are designed to favour long-term sustainable growth over short-term volatility and seek to more closely align the interests of the Investment Adviser and shareholders.
Decision to fundraise	The decision was made to fundraise a total of £20 million for the Company including over-allotment facilities. The Company continues to actively invest in VCT-qualifying holdings, not only in new investment opportunities but also by providing additional rounds of funding for existing investee companies. This approach requires the Company to maintain a strong reserve of liquid assets, so that sufficient cash resources are available to meet expected future requirements over an extended period.
Liquidation of the listed securities portfolio managed by RBC Brewin Dolphin	The decision was made to liquidate the £8.9 million portfolio of listed securities managed by RBC Brewin Dolphin. The portfolio had been used to generate a yield on cash whilst there was a low interest rate environment. Over the period of investment this portfolio generated returns of more than 3% per annum. Interest rate rises meant that alternative investments became available which can generate similar returns with less market risk. As a result, the funds were moved into a money market fund with a large, reputable counterparty.

Future prospects

The challenges posed by the slower domestic and global economy, higher interest rates, and supply-side pressures persist for UK businesses. Nevertheless, our Directors find encouragement in the overall resilience demonstrated by our portfolio.

Our commitment to supporting the growth and success of entrepreneurial ventures in the UK remains unwavering. We are confident that our Company is well-positioned to support such endeavours.

By order of the Board

Mercia Company Secretarial Services Limited
Company Secretary
18 June 2024

Investment portfolio

Fifteen largest venture capital investments (see pages 27 to 31)		Cost £000	Valuation £000	Like for like valuation increase / (decrease) over year** £000	% of net assets by value
1	Gentronix	1,362	4,323	1,241	3.8%
2	Project Glow Topco (t / a Currentbody.com)	1,686	3,557	1,871	3.1%
3	Pimberly	2,060	3,480	1,420	3.0%
4	Tutora (t / a Tutorful)	3,305	3,305	(114)	2.9%
5	Newcells Biotech	3,011	3,257	206	2.8%
6	Pure Pet Food	1,774	3,210	1,366	2.8%
7	Rockar	1,877	3,166	371	2.8%
8	Adludio	2,629	2,639	10	2.3%
9	Netacea	2,631	2,631	–	2.3%
10	Grip-UK (t / a The Climbing Hangar)	3,885	2,607	(1,278)	2.3%
11	Buoyant Upholstery	1,173	2,569	674	2.2%
12	Biological Preparations Group	2,366	2,176	(92)	1.9%
13	Ridge Pharma	1,497	2,168	668	1.9%
14	Broker Insights	2,076	2,084	9	1.8%
15	Forensic Analytics	2,016	2,016	–	1.8%
Other venture capital investments					
16	Clarilis	1,972	1,972	–	1.7%
17	LMC Software Limited	1,950	1,950	–	1.7%
18	IDOX*	238	1,938	(32)	1.7%
19	Volumatic Holdings	216	1,921	(1,354)	1.7%
20	Locate Bio	1,753	1,753	–	1.5%
21	VoxPopMe	1,660	1,660	13	1.4%
22	Turbine Simulated Cell Technologies	1,433	1,621	188	1.4%
23	Camena Bioscience	1,594	1,594	–	1.4%

Other venture capital investments

		Cost £000	Valuation £000	Like for like valuation increase / (decrease) over year** £000	% of net assets by value
24	Social Value Portal	1,573	1,573	–	1.4%
25	Enate	1,516	1,516	–	1.4%
26	Administrate	2,374	1,495	(406)	1.3%
27	Risk Ledger	1,412	1,412	–	1.2%
28	Moonshot	1,329	1,329	–	1.2%
29	Optellum	1,276	1,276	–	1.1%
30	Centuro Global	1,038	1,038	–	0.9%
31	MIP Discovery	1,025	1,025	–	0.9%
32	Seahawk Bidco	513	993	525	0.9%
33	Send Technology Solutions	974	974	–	0.8%
34	Wobble Genomics	968	968	–	0.8%
35	Warwick Acoustics	964	964	–	0.8%
36	Axis Spine Technologies	955	955	–	0.8%
37	Wonderush Ltd (t / a Hownow)	947	947	–	0.8%
38	iOpt	941	941	–	0.8%
39	Oddbox	1,093	798	45	0.7%
40	Naitive Technologies	787	787	–	0.7%
41	Intuitive Holding	1,674	742	56	0.6%
42	Northrow	1,495	690	(108)	0.6%
43	Duke & Dexter	1,237	644	(602)	0.6%
44	Rego Technologies (t / a Upp)(formerly Volo)	2,369	568	98	0.5%
45	Synthesized	510	510	–	0.4%
46	Fresh Approach (UK) Holdings	924	478	(380)	0.4%
47	Thanksbox (t / a Mo)	1,685	415	(229)	0.4%
48	Atlas Cloud	704	387	(317)	0.3%

Investment portfolio *continued*

Other venture capital investments		Cost £000	Valuation £000	Like for like valuation increase / (decrease) over year** £000	% of net assets by value
49	RTC Group*	436	345	287	0.3%
50	musicMagpie*	238	302	(809)	0.3%
51	Sen Corporation	681	296	(384)	0.3%
52	Arnlea Holdings	1,305	238	11	0.2%
53	Sorted	182	182	(29)	0.2%
54	Customs Connect Group	1,525	112	(9)	0.1%
55	Angle*	131	45	(28)	0.0%
56	Velocity Composites*	90	32	(1)	0.0%
57	Quotevine	1,311	–	–	0.0%
58	Nutshell	734	–	(385)	0.0%
59	Ablatus	612	–	–	0.0%
	Total venture capital investments	**81,692**	**82,574**		**71.9%**
	Net current assets		**32,257**		**28.1%**
	Net assets		**114,831**		**100.0%**

* Listed on AIM.

** This change in 'like for like' valuations is a comparison of the 31 March 2024 valuations with the 31 March 2023 valuations (or where a new investment has been made in the year, the investment amount), having adjusted for any partial disposals, loan stock repayments or new and follow-on investments in the year.

15 largest venture capital investments

1 gentronix

Cost	Valuation
£1.4m	**£4.3m**
(2023: £1.4m)	(2023: £3.1m)

Basis of valuation	Revenue multiple
Equity held	34.9% (Mercia funds total 86.6%)
Business / location	Technology for carcinogenic drug identification, Manchester
History	Development capital financing, February 2007, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest £12,000

Key published information:

Year ended 31 August	2023 £m	2022 £m
Sales	7.5	3.7
EBITDA	1.0	(0.6)
Profit / (loss) before tax	0.5	(0.7)
Profit / (loss) after tax	0.9	(0.7)
Net assets	1.7	0.8

2 CURRENTBODY

THE BEAUTY TECH EXPERTS

Cost	Valuation
£1.7m	**£3.6m**
(2023: £1.7m)	(2023: £1.7m)

Basis of valuation	Earnings multiple
Equity held	7.0% (Mercia funds total 20.7%)
Business / location	Online retailer for home-use beauty devices, Stockport
History	Development capital financing, November 2021, led by Mercia Fund Management
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest nil

Key published information:

Period ended 31 January	2023 £m	2022 £m
Sales	64.6	38.9
EBITDA	5.7	2.2
Profit / (loss) before tax	(9.4)	0.9
Profit / (loss) after tax	(9.3)	0.5
Net assets	(8.7)	1.7

3 pimberly

Cost	Valuation
£2.1m	**£3.5m**
(2023: £1.0m)	(2023: £1.0m)

Basis of valuation	Price of a recent investment
Equity held	6.7% (Mercia funds total 51.0%)
Business / location	Cloud-based Product Information System, Manchester
History	Development capital financing, October 2021, led by Mercia Fund Management
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT, Mercia Investment Plan LP, NPIF YHTV Equity LP
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 30 June	2023 £m	2022 £m
Sales	4.2	3.0
EBITDA	(3.3)	(2.2)
Profit / (loss) before tax	(3.3)	(2.3)
Profit / (loss) after tax	(2.7)	(1.7)
Net assets	2.0	4.6

15 largest venture capital investments *continued*

4 tutorful

Cost	Valuation
£3.3m	**£3.3m**
(2023: £2.7m)	(2023: £2.8m)

Basis of valuation	Revenue multiple
Equity held	15.1% (Mercia funds total 42.7%)
Business / location	Online platform for private tutors, Sheffield
History	Development capital financing, October 2019, led by Mercia Fund Management
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest £141,000

Key published information:

Year ended 31 December	2022 £m	2021 £m
Sales	**3.1**	3.1
EBITDA	**(3.6)**	(3.6)
Profit / (loss) before tax	**(3.6)**	(2.7)
Profit / (loss) after tax	**(3.6)**	(2.6)
Net liabilities	**(2.1)**	(0.5)

5 NEWCELLS

IN VITRO MODELS TO PREDICT IN VIVO OUTCOMES

Cost	Valuation
£3.0m	**£3.3m**
(2023: £2.5m)	(2023: £2.5m)

Basis of valuation	Price of a recent investment
Equity held	15.7% (Mercia funds total 44.4%)
Business / location	Supplies assay products to the drug and chemical development markets, Newcastle
History	Development capital financing, June 2018, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest £89,000

Key published information:

Year ended 31 January	2023 £m	2022 £m
Sales	**2.2**	1.3
EBITDA	**(1.6)**	(2.0)
Profit / (loss) before tax	**(2.9)**	(2.4)
Profit / (loss) after tax	**(2.5)**	(2.1)
Net assets	**0.7**	2.8

6 PURE

Cost	Valuation
£1.8m	**£3.2m**
(2023: £1.8m)	(2023: £1.8m)

Basis of valuation	Revenue multiple
Equity held	23.3% (Mercia funds total 74.4%)
Business / location	Production of organic pet food, Halifax
History	Development capital financing, March 2019, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT, NPIF YHTV Equity LP
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 31 March	2023 £m	2022 £m
Sales	**4.6**	3.4
EBITDA	**(2.6)**	(1.7)
Profit / (loss) before tax	**(2.7)**	(1.7)
Profit / (loss) after tax	**(2.5)**	(1.5)
Net assets	**(1.4)**	1.1

7 Rockar

Cost £1.9m (2023: £1.9m) | **Valuation** £3.2m (2023: £2.8m)

Basis of valuation	Revenue multiple
Equity held	8.1% (Mercia funds total 23.0%)
Business / location	E-Commerce & fulfilment platform for the new car sales industry, Hull
History	Management buy-out financing, July 2016, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest £44,000

Key published information:

Year ended 31 December	2023 £m	2022 £m
Sales	8.1	7.5
EBITDA	2.1	1.7
Profit / (loss) before tax	–	0.8
Profit / (loss) after tax	0.4	1.2
Net assets	4.6	4.2

8 adludio

Cost £2.6m (2023: £2.1m) | **Valuation** £2.6m (2023: £2.1m)

Basis of valuation	Price of a recent investment
Equity held	12.9% (Mercia funds total 36.8%)
Business / location	Marketing services provider helping brands run online campaigns, London
History	Development capital financing, August 2021, led by Mercia Fund Management
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 31 December	2022 £m	2021 £m
Sales	1.9	2.0
EBITDA	(1.7)	(2.0)
Profit / (loss) before tax	(1.7)	(2.2)
Profit / (loss) after tax	(1.7)	(2.0)
Net assets	1.8	3.1

9 NETACEA

Cost £2.6m (2023: £1.8m) | **Valuation** £2.6m (2023: £1.8m)

Basis of valuation	Price of a recent investment
Equity held	5.9% (Mercia funds total 17.3%)
Business / location	Protects websites, mobile apps and APIs using an intelligent detection engine, Manchester
History	Development capital financing into Intechnica, December 2021, subsequent de-merger of Netacea, May 2022
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest £35,000

Key published information:

Year ended 31 March	2023 £m	2022 £m
Sales	4.5	3.5
EBITDA	(9.8)	(6.6)
Profit / (loss) before tax	(10.2)	(6.9)
Profit / (loss) after tax	(8.9)	(6.0)
Net assets	(23.6)	(14.7)

15 largest venture capital investments *continued*

10 The Climbing Hangar

Cost	Valuation
£3.9m	**£2.6m**
(2023: £3.5m)	**(2023: £3.5m)**

Basis of valuation	Earnings multiple
Equity held	20.1% (Mercia funds total 59.3%)
Business / location	Operator of indoor climbing and leisure facilities, Liverpool
History	Development capital financing, July 2018, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 30 September	2023 £m	2022 £m
Sales	**7.9**	5.7
EBITDA	**(0.4)**	(0.8)
Profit / (loss) before tax	**(1.7)**	(1.7)
Profit / (loss) after tax	**(1.6)**	(1.7)
Net assets	**3.5**	5.1

11 Buoyant Upholstery

Cost	Valuation
£1.2m	**£2.6m**
(2023: £1.2m)	**(2023: £1.9m)**

Basis of valuation	Earnings multiple
Equity held	12.8% (Mercia funds total 35.9%)
Business / location	Design and manufacture of upholstered furniture, Nelson
History	Development capital financing, July 2013, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends £153,000, loan stock interest £80,000

Key published information:

Year ended 30 September	2023 £m	2022 £m
Sales	**51.5**	51.4
EBITDA	**3.1**	1.1
Profit / (loss) before tax	**1.4**	(0.6)
Profit / (loss) after tax	**0.9**	(0.7)
Net assets	**5.0**	5.1

12 Biological Preparations

Cost	Valuation
£2.4m	**£2.2m**
(2023: £2.4m)	**(2023: £2.3m)**

Basis of valuation	Earnings multiple
Equity held	24.7% (Mercia funds total 69.5%)
Business / location	Developer and supplier of products based on microbial, antimicrobial, plant extract and enzyme technology, Cardiff
History	Management buy-out financing, March 2015, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 31 December	2022 £m	2021 £m
Sales	**10.0**	7.0
EBITDA	**(0.3)**	(0.4)
Profit / (loss) before tax	**(0.4)**	(0.5)
Profit / (loss) after tax	**(0.4)**	(0.4)
Net assets	**1.9**	2.2

13 Ridge Pharma

Cost | Valuation
£1.5m | **£2.2m**
(2023: £1.5m) | **(2023: £1.5m)**

Basis of valuation	Revenue multiple
Equity held	13.6% (Mercia funds total 38.6%)
Business / location	Sale of pharmaceuticals, Reading
History	Development capital financing, September 2018, led by NVM Private Equity
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 31 December	2023 £m	2022 £m
Sales	4.9	3.4
EBITDA	(0.2)	(0.4)
Profit / (loss) before tax	(0.2)	(0.4)
Profit / (loss) after tax	(0.2)	(0.4)
Net assets	0.7	0.9

14 Broker Insights

Cost | Valuation
£2.1m | **£2.1m**
(2023: £1.4m) | **(2023: £1.4m)**

Basis of valuation	Revenue multiple
Equity held	4.4% (Mercia funds total 12.9%)
Business / location	Commercial insurance platform, Dundee
History	Development capital financing, December 2021, led by Mercia Fund Management
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 31 January	2023 £m	2022 £m
Sales	2.6	2.6
EBITDA	(2.0)	(0.5)
Profit / (loss) before tax	(2.0)	(0.5)
Profit / (loss) after tax	(2.0)	(0.5)
Net assets	2.8	4.8

15 Forensic Analytics

Digital Forensic Experts

Cost | Valuation
£2.0m | **£2.0m**
(2023: £1.5m) | **(2023: £1.5m)**

Basis of valuation	Revenue multiple
Equity held	8.8% (Mercia funds total 25.1%)
Business / location	Forensic analysis and software, Letchworth
History	Development capital financing, October 2021, led by Mercia Fund Management
Other Mercia funds investing	Northern 2 VCT, Northern 3 VCT, Mercia Investment Plan LP
Income in year	Dividends nil, loan stock interest nil

Key published information:

Year ended 31 March	2023 £m	2022 £m
Sales	5.0	4.3
EBITDA	(2.6)	(0.7)
Profit / (loss) before tax	(2.6)	(0.7)
Profit / (loss) after tax	(1.8)	(0.6)
Net assets	3.2	3.1

Responsible investment

Environmental, social and governance

The Company is committed to conducting its affairs responsibly and, alongside the Investment Adviser, considers environmental, social and governance (ESG) issues as part of its operations.

In addition to its commitment to financial performance, the Board is mindful of the impact of the Company and its investments on the environment alongside its social and corporate governance responsibilities. We recognise that the ESG regulatory and reporting landscape is subject to rapid change, and therefore the Company works closely with the Investment Adviser to ensure compliance and develop initiatives.

The Company is required, under the Companies Act 2006, to provide details of environmental performance, social, human rights, employee, and community issues; including information about any policies it has in relation to these matters and the effectiveness of these policies. As the Company does not have any employees, nor its own premises, the Company does not maintain specific policies in relation to these matters, however the Investment Adviser maintains its own policies as appropriate.

Responsible investment ESG KPIs

92%
(FY23: 78%)

KPI:
Percentage of shareholders signed up for electronic communications

Impact:
Reducing the Company's carbon emissions from its own operations

Theme: Environmental

Impact Assessed

KPI:
The carbon emissions of the Investment Adviser were measured in the years to 31 March 2024 and 31 March 2023 and a long-term reduction plan is being enacted

Impact:
Reducing the carbon impact of our operations performed through the Investment Adviser

Theme: Environmental

Charter Signatory

KPI:
The Investment Adviser is formally signed up to HM Treasury's Women in Finance Charter and will start to report within the next financial year

Impact:
Pledging to support the progression of women into senior roles in financial services, set internal targets to improve diversity and publicly report on progress

Theme: Social

25%
(FY23: 20%)

KPI:
Proportion of the Board as at 31 March 2024 identifying as female (18 June 2024: 40%)

Impact:
Promoting diversity in leadership

Theme: Social

79%
(FY23: 74%)

KPI:
Proportion of portfolio's fair value made outside of London

Impact:
Improving access to capital across the UK, benefiting local communities

Theme: Social

70%
(FY23: 52%)

KPI:
Percentage of post-2015 portfolio companies that have completed a ESG_VC survey

Impact:
Increasing engagement with ESG issues within the Company's portfolio

Theme: Governance

37
(FY23: 36)

KPI:
Number of portfolio companies where the Investment Adviser has a member of staff as a statutory director

Impact:
Encouraging best practice directly at board level of each portfolio company

Theme: Governance

9
(FY23: 11)

KPI:
Number of portfolio companies where we have assisted in identifying board / c-suite members in the year

Impact:
Improving governance in portfolio companies

Theme: Governance

Highlights and initiatives

Below is a summary of some of the progress made this period:

Portfolio engagement

This was the third year that the Investment Adviser worked with portfolio companies to complete ESG surveys using the venture capital specific framework developed by ESG_VC. The questionnaire is designed to assist unquoted portfolio companies respond to ESG risks and opportunities and how these are considered as part of their operations. The survey asks portfolio companies a range of questions across key environmental, social and governance factors. It also asks them to indicate the relevance of those to their business, as well as their ability to influence those factors.

The Investment Adviser believes that this engagement with the portfolio is important due to the following reasons:

- It encourages early-stage portfolio companies to begin to engage with ESG, or if later-stage, map their current position and flag potential focus areas.
- It produces a data set for tracking our performance in influencing ESG factors within the portfolio, and changes on a portfolio basis over time.
- It enables comparison between portfolio companies, and when aggregated with the anonymised data of other venture capital portfolio companies, allows the Investment Adviser to determine how best to target its support.

Over time the Investment Adviser will use the insights gained from these questionnaires to inform how we target support for portfolio companies, and the types of investments it makes.

Shareholder communications

As part of the Board's ongoing commitment to serving its shareholders, improving communication channels and reducing the Company's carbon emissions, the Company's registrar was migrated from Equiniti to City Partnership in the year. This will make it easier for shareholders to access information on their shareholding, while reducing the requirement for hard copy documentation. By reducing the number of hard copy documents the Board aims to reduce the Company's emissions from printing and postage. As of the signing date of this report, 92% of shareholders are signed up for electronic communications.

Further investments into sustainability-focused companies

The Company continued to invest in a number of sustainability-focused and purpose-led opportunities in the year and follow-on investments were also made into the existing portfolio. A case study on the Company's investment in Biological Preparations is provided on page 35.

The Investment Adviser's approach to responsible investment

The Investment Adviser is committed to responsible investment, which is an investment approach that considers environmental, social, and governance (ESG) factors in the investment decision-making process. The Investment Adviser provides growth capital and tailored investment solutions to thriving regional businesses to create long-term shareholder value. It has formed a responsible investment committee, which meets monthly and comprises a number of employees from across the business, including a number from the VCT investment team.

The Investment Adviser's responsible investment committee ensures delivery against three guiding principles, inspired by the UN's Sustainable Development Goals (SDGs):

Sustainable economic growth

- Provide support for entrepreneurship and SME growth
- Support and promote job creation and talent development
- Focus on technological innovation

Reducing inequalities within our communities

- Reduce inequalities across the UK and within UK regions
- Empower and promote diversity and inclusion

Health & wellbeing for all

- Promote health and well-being
- Support R&D of effective and essential treatments and other healthcare services

Policies

The Investment Adviser has a number of ESG-focused policies, including:

- Origination and Investment Policy
- Portfolio Value Creation Policy
- Internal Values and Culture Policy
- Exclusion Policy
- Vulnerable Customers Policy

These policies guide the way in which we invest and engage with portfolio companies, outlining best practice. The Investment Adviser is currently in the process of refreshing these policies with a view to publishing them in the next financial year.

Investment process

ESG matters are considered when reviewing investment opportunities. Every investment paper has a section where the investment team consider any relevant ESG matters, which are then discussed, where relevant, by the investment committee before each investment is approved.

Embedding an 'ESG mindset'

All of the Investment Adviser's staff have ESG objectives that are agreed with their line manager as part of the annual performance appraisal process, and regular training sessions are organised to develop the investment team's awareness of key issues.

Outlook

The Investment Adviser will continue to support the Company to develop initiatives and support the Board's ESG agenda.

Case Study: Biological Preparations

Biological Preparations is an industry leader in environmental biotechnology. It replaces harmful, non-renewable chemical technology with environmentally, socially, and commercially beneficial solutions that meet the needs and demands of the modern world. Management's efforts are built around the three major categories of 'climate', 'resources' and 'improved life' which provide a roadmap that combines a sustainable future with commercial success.

Amount invested
The Northern VCTs have invested £6.4 million since July 2013.

Use of funds
Since investing, the company has continued to build its product lineup, utilising new technologies to improve its offering and become consistently profitable.

£6.4m

Invested since
July 2013
by the Northern VCTs

Environmental

The Company is committed to investing in companies that are aware of their impact on the environment. As part of the Investment Adviser's investment process, environmental risks associated with potential portfolio companies are evaluated. The Investment Adviser encourages portfolio companies to adopt environmentally friendly practices where possible by using the influence of its investment team on each of the portfolio company's boards.

Carbon emission reporting and SECR
The Streamlined Energy and Carbon Reporting (SECR) is a UK regulation that requires some large companies to report on their energy use, greenhouse gas emissions, and energy efficiency measures in their annual reports. The Company does not own or lease its own premises and does not employ any staff directly and as the Company consumes under 40MWh of energy per year, it is deemed a 'low energy user' and is therefore out of scope for SECR reporting. The Company's registered office is at the Investment Adviser's head office, who has measured its carbon emissions and offset them in the most recent financial year.

Investment Adviser's carbon emissions
The Investment Adviser's parent company, Mercia Asset Management PLC, is in the process of finalising its third annual review of corporate carbon emissions, in collaboration with Positive Planet. It offset its emissions for the year to March 2023. More information can be found in its annual report.

Task Force on Climate-related Financial Disclosures
The Company is not in scope for TCFD and the Investment Adviser, due to its total assets under management being under £5 billion, is also out of scope. The Company will seek to voluntarily adopt any recommendations made by the Task Force on Climate-related Financial Disclosures (TCFD) which fall within its investment mandate as soon as reasonably practical.

Portfolio carbon emissions reporting
Your Board is acutely aware of the importance of measuring and reporting the impact of the Company's complete carbon impact, including the impact of its investments in portfolio companies. Due to the early stage of its investee companies, many do not have the systems or resources in place to accurately record emissions. The Investment Adviser is therefore currently focused on engaging with management teams directly, raising engagement and awareness through initiatives such as the ESG_VC questionnaire. Instead of providing emissions data based on a large number of assumptions, the Investment Adviser will continue to monitor developments in carbon reporting frameworks and engage with third parties with the aim of reporting on portfolio company level activity once meaningful, auditable data can be provided for the majority of the portfolio.

Social

Diversity

Your Directors understand the importance of promoting diversity of the Company's Board. The ongoing Board succession plan seeks to create a diverse group of experienced individuals. The Board had 25% representation from female Directors as at 31 March 2024, and including Brigid Sutcliffe, who was appointed on 2 April 2024, this proportion was 40% as at this report's signing date.

The Investment Adviser has also committed to encouraging diversity, with several initiatives in place such as:

- Signing up to the Investing in Women Code, a commitment to support the advancement of female entrepreneurship in the United Kingdom by improving female entrepreneurs' access to tools, resources and finance from the financial services sector.
- Committing to improving diversity in its hiring practices, this has resulted in 50% (1 of 2) of new dedicated VCT investment team hires in the year to 31 March 2024 being female.
- Adhering to an Equal Opportunities policy which values and respects all employees, irrespective of role, gender, race, age, sexual orientation or religious belief.

National focus

The Investment Adviser has a network of 12 locations nationwide, enabling local access to its investment team by management teams. This enables the Company to invest in companies spread across the country, not just in London. In total, 79% of the Company's investment, measured by value, is outside of London.

Other initiatives

The Investment Adviser has a number of programmes designed to support social initiatives:

- It actively encourages employees to become involved in volunteering and charitable community projects through initiatives such as Mercia Spirit.
- It seeks to engage with outreach programmes to promote diversity and inclusion within communities.
- It seeks input from all of its employees to ensure ongoing balanced representation through a formal committee structure.

Governance

As providers of Venture Capital with a dedicated investment team of 14 professionals that attend portfolio company board meetings, governance is an area where your Board and the Investment Adviser strongly believe the Company can make a big impact.

Investment process

As part of our standard investment process we look for companies with independent and diverse boards, robust internal controls, and a commitment to ethical behaviour and transparency. Management due diligence is performed as part of the investment process, feeding into the decision process on whether to invest. In addition, each investment recommendation from the Investment Adviser includes a dedicated section discussing ESG-specific risks and value creation opportunities, encouraging the Investment Adviser's investment team and management teams to engage.

Portfolio talent and operating partners

The Investment Adviser has a Head of Portfolio Talent within its dedicated VCT investment team, which will strengthen the team's credentials appointing and retaining the most appropriate people in portfolio companies. This forms part of a wider strategy to create value, and aligns the Board's view that strong corporate governance is essential for long-term success. By supporting portfolio companies and surrounding them with experienced individuals we seek to strengthen each portfolio company's internal governance framework and provide a strong culture to 'do the right thing'.

Encouraging best practice and value creation

By attending board meetings and engaging with management teams, with several initiatives in place such as:

- Facilitated Networking and Collaboration: The Investment Adviser created opportunities for portfolio companies to network and collaborate with each other, as well as with sector experts and potential future funders. Hosting events, workshops, and networking sessions facilitated knowledge sharing for portfolio companies.
- Established Clear Performance Metrics: The Investment Adviser worked with many of our management teams to define key performance indicators (KPIs) aligned with the goals of each company. Regularly tracking and reviewing these metrics helped identify areas of improvement and encouraged portfolio companies to focus on activities that drove growth and profitability.
- Continuous Learning and Development: The Investment Adviser encouraged a culture of continuous learning and development within portfolio companies. Support for coaching and continuous improvement of each management team is targeted to foster positive outcomes, and ultimately a better investment return.

Directors' report

The Directors present their report and the audited financial statements for the year ended 31 March 2024.

Activities and status

The principal activity of the Company during the year was the making of long-term equity and loan investments, mainly in unquoted companies.

The Directors have managed the affairs of the Company with the intention of maintaining its status as an approved venture capital trust for the purposes of Section 274 of the Income Tax Act 2007. The Directors consider that the Company was not at any time up to the date of this report a close company within the meaning of Chapter 2 of Part 10 of the Corporation Tax Act 2010. The Company's registered number is 03090163.

A consideration of the environmental impact of the Company's activities is set out on page 36.

Corporate governance

The statement on Corporate Governance is set out on pages 44 to 49 and is included in the Directors' Report by reference.

Results and dividend

The return after tax for the year of £3,216,000 has been added to reserves.

The final dividend of 2.0 pence per share in respect of the 18-month period ended 31 March 2023, and the interim dividend of 1.6 pence per share, in respect of the year ended 31 March 2024 were paid during the year at a cost of £6,539,000 and have been charged to reserves.

The proposed final dividend of 1.6 pence per share for the year ended 31 March 2024 will, if approved by shareholders at the Annual General Meeting, be paid on 23 August 2024 to shareholders on the register on 26 July 2024.

Provision of information to the auditor

Each of the Directors who held office at the date of approval of this Directors' Report confirms that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware and that they have taken all the steps that they could reasonably be expected to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Statement on long-term viability

In accordance with the requirements of the AIC Code of Corporate Governance, the Directors have assessed the prospects of the Company over the three-year period to March 2027. The Directors consider that for the purpose of this exercise it is not practical or meaningful to look forward over a period of more than three years and that the period is appropriate for a business of the Company's nature and size.

In making their assessment the Directors have carried out a robust review of the risk environment in which the Company operates, including those risks which might threaten its business model or future performance and the steps taken with a view to their mitigation (see page 21 for further details on risk management). The Directors have considered the ability of the Company to comply on an ongoing basis with the conditions for maintaining VCT-approved status. The Directors have also considered the nature of the Company's business, including its substantial reserve of cash and near-cash investments, the potential of its venture capital portfolio to generate future income and capital proceeds, and the ability of the Directors to control the level of future cash outflows arising from share buy-backs, dividends and investments. When assessing the potential future cashflows of the Company, the Directors have considered various scenarios including a 'downside case' where potential cash inflows are severely impacted by economic disruption that equity funds raised, investment realisations and investment income all fall to nil. As detailed on page 47, the Management Engagement Committee has also considered the Company's relationship with the Investment Adviser, Mercia, by reference to the performance of the venture capital portfolio and the expertise demonstrated by Mercia in venture capital investment.

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

Going concern

The financial statements have been prepared on a going concern basis.

The Directors performed an assessment of the Company's ability to meet its liabilities as they fall due. In performing this assessment, the Directors took into consideration the uncertain economic outlook including:

- the investments and liquid resources held by the Company;
- the fact that the Company has no debt or capital commitments;
- the ability of the Company to meet all of its liabilities and ongoing expenses from its assets, including its period-end cash balance;
- revenue and operating cost forecasts for the forthcoming year;
- the ability of third-party service providers to continue to provide services; and
- potential downside scenarios including a fall in the valuation of the investment portfolio or levels of investment income.

Based on this assessment, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore determine the going concern basis to be appropriate.

An explanation of the significant post-balance sheet events are given in the investment realisations section of the Strategic Report and in Note 20 of the financial statements.

Directors

None of the Directors has a service contract with the Company but each director is provided with a letter of appointment. Except as mentioned below under the heading 'Management', no contract or arrangement subsisted during or at the end of the period in which any Director was materially interested and which was significant in relation to the Company's business. A list of each Director who has served during the period is given on page 42.

Director diversity

In accordance with Listing Rules 9.8.6R(10), 9.8.6I G, 14.3.33R(2) and 14.3.36G, the Company confirms that each of the Directors of the Company was asked to confirm the gender that they identify with and their ethnicity, as of 31 March 2024. The responses have been collated and reflect the following data:

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	3	75%	1	N / A	N / A
Women	1	25%	–	N / A	N / A
Non-binary	–	–	–	N / A	N / A
All other gender identities	–	–	–	N / A	N / A
Not specified / prefer not to say	–	–	–	N / A	N / A

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
White British or other White (including minority White groups)	4	100%	1	N / A	N / A
Mixed / multiple ethnic groups	–	–	–	N / A	N / A
Asian / Asian British	–	–	–	N / A	N / A
Black / African / Caribbean / Black British	–	–	–	N / A	N / A
Other ethnic group, including Arab	–	–	–	N / A	N / A
Not specified / prefer not to say	–	–	–	N / A	N / A

In accordance with Listing Rules 9.8.6R(9) and 14.4.33R(1), the Company confirms that it has not met the following targets:

- At least 40% of the Board are women.
- At least one of the senior board positions (Chair, Chief Executive Officer, Senior Independent Director or Chief Financial Officer) is a woman.
- At least one member of the Board is from a minority ethnic background, excluding those listed as coming from a White ethnic background.

The Board recognises the importance, value and strength of having a diverse membership. Although the key objective with any board appointment is to recruit the best person for the job, the Board has strengthened its diversity in the most recent Board appointment(s) and will continue to do so by ensuring the candidate search process utilises proven methods of appealing to a diverse mix of applicants. As at 18 June 2024, 40% of the Board are women.

The Board is exclusively non-executive and as such only the position of Chair is relevant to the Board. Further the Company has not elected to appoint a Senior Independent Director.

Directors' and officers' liability insurance

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

Management

Mercia took over as the Company's Investment Adviser on 23 December 2019 after the novation of the pre-existing management and investment advisory agreement (management agreement) between the Company and NVM Private Equity LLP (NVM), who had acted as Investment Adviser since the Company's inception. The principal terms of the Company's management agreement with Mercia are set out in Note 3 to the financial statements.

The Management Engagement Committee carries out a regular review of the terms of Mercia's appointment with a view to ensuring that Mercia's remuneration is set at an appropriate level, having regard to the nature of the work carried out and general market practice.

As required by the Listing Rules, the Directors confirm that in their opinion the continuing appointment of Mercia as Investment Adviser on the terms agreed is in the interests of the Company's shareholders as a whole. In reaching this conclusion the Directors have taken into account the performance of the investment portfolio and the efficient and effective service provided by Mercia to the Company.

Remuneration receivable by the Investment Adviser

The remuneration receivable by the Investment Adviser by virtue of the management agreement with the Company comprises the following:

Remuneration payable by the Company

Basic management fee: the Investment Adviser is entitled to receive a basic annual management fee equivalent to 2.06% of net assets, calculated half-yearly as at 31 March and 30 September. In consenting to the novation of the management and advisory agreement to Mercia in December 2019, it was agreed that the fee due on the value of liquid assets above the threshold of £20 million would continue to attract a reduced rate of 1% per annum on a permanent basis. In the year ended 31 March 2024 the basic annual management fee was £2,065,000 (18-month period ended 31 March 2023: £3,243,000).

Performance-related management fee: Performance-related management fees are payable on annual performance above the higher of the annual hurdle of 5% of opening NAV per share and the deficit to the high water mark total return brought forward (together, the 'Excess Return'). The performance-related management fee is calculated at 14% of the Excess Return and the payment of the performance-related management fee in any one year is capped to 2.25% of the net asset value at the start of the year with the balance being deferred. There was no performance-related management fee due for the year ended 31 March 2024 (18-month period ended 31 March 2023: nil).

Accounting and secretarial fee: the Investment Adviser is responsible for providing accounting, administrative and secretarial services to the Company for a fee for the year of £93,000 (18-month period ended 31 March 2023: £119,000), linked to the movement in the CPI.

The total remuneration payable in aggregate to the Investment Adviser by Northern Venture Trust PLC in respect of the year, comprising the basic management fee, the performance-related management fee and the accounting and secretarial fee, was £2,158,000 (18-month period ended 31 March 2023: £3,362,000).

Under current tax legislation the fees paid by the Company to the Investment Adviser are not subject to VAT. The total annual running costs of the Company, including the basic management fee and the accounting and secretarial fee but excluding the performance-related management fee, are capped at 2.9% of average net assets and any excess will be refunded to the Company by way of a reduction in the Investment Adviser's basic management fee. The annual running costs of the Company for the year ended 31 March 2024 were equivalent to 2.45% of average net assets (18-month period ended 31 March 2023: 2.37%).

Remuneration payable by investee companies

Under the management agreement, the Investment Adviser is entitled to receive fees from investee companies in respect of the arrangement of investments and the provision of non-executive directors and other advisory services. The Investment Adviser is responsible for paying the due diligence and other costs incurred in connection with proposed investments which for whatever reason do not proceed to completion. In the year ended 31 March 2024 the arrangement fees receivable by the Investment Adviser from investee companies which were attributable to investments made by Northern Venture Trust PLC amounted to £412,000 (18-month period ended 31 March 2023: £573,000), and directors' and monitoring fees amounted to £343,000 (18-month period ended 31 March 2023: £572,000).

Executive co-investment scheme

Since 2006 the Company has, together with the other VCT funds managed by Mercia, participated in a co-investment scheme with the objective of enabling the Investment Adviser to recruit, retain and incentivise its key investment personnel. Under the scheme executives are required to invest personally (and on the same terms as the Company and other VCT funds managed by Mercia) in the ordinary share capital of every unquoted investee company in which the Company invests. Since the novation of the management agreement to Mercia, Mercia has managed a new co-investment scheme. The shares held by executives can only be sold at such time as the VCT funds advised by Mercia sell their shares and any prior ranking loan notes or preference shares held by the funds having been repaid. The executives participating in the scheme jointly subscribe for 5.0% of the non-yielding ordinary shares available to the Northern VCT funds, except in the case of investments where there is no class of yielding securities, in which case the executives jointly subscribe for 1.0% of the non-yielding ordinary shares available to the Northern VCT funds. At 31 March 2024 the Mercia co-investment scheme held investments in 46 investee companies acquired at a total cost of £791,000, of which £255,000 was attributable to investments made by the Company.

Share capital – purchase of shares

During the year the Company purchased for cancellation 5,263,205 of its own shares, representing 3.2% of the called-up share capital of the Company at the beginning of the year, for a total consideration of £3,068,000. Purchases were made in line with the Company's policy of purchasing available shares at a discount to net asset value. At the annual general meeting held in July 2023 shareholders authorised the Company to purchase in the market up to 20,959,361 ordinary shares (equivalent to approximately 10% of the issued ordinary share capital of the Company following the issue of the ordinary shares pursuant to the 2023 / 24 share offer) at a minimum price of 25 pence per share and a maximum price per share of not more than 105% of the average market value for the ordinary shares in the Company for the five business days prior to the date on which the ordinary shares were purchased. As at 31 March 2024 this authority remained effective in respect of 16,591,404 shares; the authority will lapse at the conclusion of the Annual General Meeting of the Company on 30 July 2024.

Share capital – issue of shares

During the year the Company issued a total of 30,803,917 new ordinary shares, for a cash consideration of £18,725,000 (net of DRIS and share offer costs). At the 2023 annual general meeting, held on 21 July 2023, shareholders authorised the Company to allot shares specifically in relation to the 2023 / 24 share offer up to a maximum nominal value of £8,733,067.25 (being 34,932,269 ordinary shares) as if any rights of pre-emption did not apply to such allotment. As at 31 March 2024 this authority remained effective in respect of 15,720,690 shares; the authority lapsed on 30 April 2024. At the 2023 annual general meeting, held on 21 July 2023, shareholders authorised the Company to generally allot shares up to a maximum nominal value of £10,479,680.85 (being 41,918,723 ordinary shares) as if any rights of pre-emption did not apply to such allotment. As at 31 March 2024 this authority remained effective in respect of 40,067,567 shares; the authority will lapse at the conclusion of the 2024 Annual General Meeting of the Company on 30 July 2024.

Share capital – rights

The rights attaching to shares are detailed in the Corporate Governance section on page 48.

Fixed assets

Movements in fixed asset investments during the year are set out in Note 8 to the financial statements.

Financial Instruments

The Company's financial instruments comprise its investment portfolio, cash and cash equivalent balances, debtors and creditors that arise directly from its operations such as sales and purchases awaiting settlement and accrued income. The financial risk management objectives and policies arising from its financial instruments and the exposure of the Company to risk are disclosed in Note 17 to the financial statements.

Energy and carbon

The Company consumes under 40MWh of energy per year and is deemed a 'low energy user' for the Streamlined Energy and Carbon Reporting (SECR) UK regulation; see page 35 for more details.

Events after the balance sheet date

Details of events after the balance sheet date are in Note 20 of the financial statements on page 74.

Annual General Meeting

Notice of the 2024 Annual General Meeting to be held on 30 July 2024 is set out in a separate circular to shareholders along with explanatory comments on the resolutions.

Substantial shareholdings

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

Independent auditor

Forvis Mazars LLP have indicated their willingness to continue as auditor of the Company and resolutions to reappoint them and to authorise the Audit Committee to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board

Mercia Company Secretarial Services Limited
Company Secretary
18 June 2024

Directors' remuneration report

This report has been prepared by the Directors in accordance with the requirements of Section 420 of the Companies Act 2006. A resolution to approve the Directors' Remuneration Report will be proposed at the Annual General Meeting on 30 July 2024.

The Company's independent auditor, Forvis Mazars LLP, is required to give its opinion on certain information included in this report, as indicated below. The auditor's report on these and other matters is set out on pages 51 to 55.

Directors' remuneration policy

The Board currently comprises five Directors, all of whom are non-executive. Brigid Sutcliffe was appointed to the Board on 2 April 2024, after the year end. The Board does not have a separate Remuneration Committee, as the Company has no employees or executive directors. The Board has established a Nomination Committee, chaired by Mr S J Constantine and comprising all of the Directors, which meets annually (or more frequently if required) to consider the selection and appointment of directors and to make recommendations to the Board as to the level of directors' fees. The Board has not retained external advisers in relation to remuneration matters but has access to information about directors' fees paid by other companies of a similar size and type.

The Board considers that directors' fees should reflect the time commitment required and the high level of responsibility borne by directors. It is not considered appropriate that either new or existing Directors' remuneration should be performance-related, and none of the Directors are eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their services as non-executive Directors of the Company.

The articles of association place an overall limit (currently £200,000 per annum) on Directors' remuneration. The articles of association provide that Directors shall retire and be subject to re-election at the first annual general meeting after their appointment and that any Director who was not appointed or reappointed at one of the preceding two annual general meetings shall retire and be subject to re-election at each annual general meeting. As a matter of good practice, the Board has adopted the 2019 AIC Code recommendation that all Directors should seek annual re-election. None of the Directors have a service contract with the Company. On being appointed or re-elected, Directors receive a letter from the Company setting out the terms of their appointment and their specific duties and responsibilities. A Director's appointment may be terminated on three months' notice being given by the Company and in certain other circumstances. A Director who ceases to hold office is not entitled to receive any payment other than accrued fees (if any) for past services.

An ordinary resolution to approve the Directors' remuneration policy of the Company was approved by shareholders at the general meeting of the Company on 12 January 2023 and remains in force for a three-year period.

Table 1: Directors' fees

	Year ended 31 Mar 2024 £	18-month period ended 31 Mar 2023 £	Year ended 30 Sep 2021 £	Year ended 30 Sep 2020 £	**2024 change******	2023 change****	2021 change	2020 change
S J Constantine (Chair)	**40,000**	57,500	35,000	35,000	**4%**	**10%**	–	–
N J Beer*	**–**	7,269	27,000	27,000	**(100)%**	**(82)%**	–	–
R J Green	**35,000**	47,858	25,000	25,000	**10%**	**28%**	–	–
D N Hudson**	**30,000**	36,250	–	–	**24%**	**–**	–	–
T R Levett ***	**9,231**	30,000	–	–	**(54)%**	**–**	–	–
D A Mayes	**30,000**	42,500	25,000	25,000	**6%**	**13%**	–	–
H P Younger*	**–**	6,731	25,000	25,000	**(100)%**	**(82)%**	–	–
Total	**144,231**	**228,108**	**137,000**	**137,000**	**(5)%**	**11%**	**–**	**–**

* N J Beer and H P Younger resigned on 7 January 2022.
** D N Hudson was appointed on 1 January 2022.
*** T R Levett resigned on 21 July 2023.
**** 18-month period ended 31 March 2023 fees annualised for the purpose of this calculation.

Directors' remuneration for the year ended 31 March 2024 (audited information)

The fees paid to individual Directors in respect of the year ended 31 March 2024, the 18-months ended 31 March 2023, and the years ended 30 September 2021 and 30 September 2020 which represent the entire remuneration payable to the Directors, are shown in Table 1.

Directors' share interests (audited information)

The interests of the Directors of the Company (including the interests of their connected persons) in the issued ordinary shares of the Company, at the beginning of the year, at the end of the year and at the date of this report, are shown in Table 2.

All of the Directors' share interests were held beneficially.

The Company has not set out any formal requirements or guidelines to the Directors concerning their ownership of shares in the Company.

Table 2: Directors' interests in ordinary shares

	18 June 2024 Number of shares	31 March 2024 Number of shares	31 March 2023 Number of shares
S J Constantine (Chair)	498,428	498,428	376,335
R J Green	296,247	296,247	296,247
D N Hudson	121,890	121,890	42,086
T R Levett	N / A	N / A	467,785
D A Mayes	1,937,663	1,937,663	1,292,864
B A Sutcliffe	–	N / A	N / A

Relative importance of spend on pay

The below table is required to be included in accordance with The Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2008. It should be noted that the figures below are not directly comparable due to:

- The payment of the final dividend for the prior year within the current financial year; and
- The fundraising which was conducted in the year

	Year to 31 March 2024 £000	18-month period to 31 March 2023 £000	Percentage change*
Total Directors' fees	144	228	(5)%
Total expenses	2,706	4,039	(0)%
Total dividends paid	6,539	9,890	(1)%
Net asset value	114,831	102,497	12%

* 18-month period ended 31 March 2023 fees annualised for the purpose of this calculation.

Company performance

The graph below compares the total return (assuming re-investment of all dividends) to shareholders in the Company over the five years ended 31 March 2024 with the total return from a broad UK equity market index over the same period.

Statement of voting at annual general meeting

At the annual general meeting on 21 July 2023 the resolution to approve the Directors' Remuneration Report for the period ended 31 March 2023 was approved by a show of hands. 90.5% of the proxy votes received in relation to the resolution were either for or discretionary. 6.6% of the proxy votes received voted against the resolution. Communications received from shareholders in relation to the resolution were addressed by the Chair at the annual general meeting. Shareholders' views are always welcomed and considered by the Board.

Statement by the Chair of the Nomination Committee

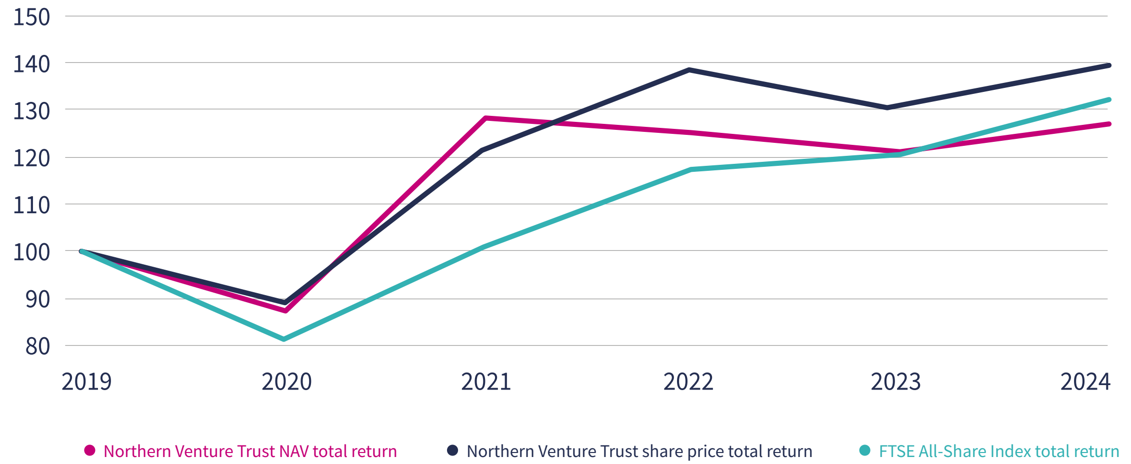
In accordance with the Directors' remuneration policy, Directors' fees were reviewed by the Nomination Committee during its meeting on 6 February 2024, when it was decided there would be no increase in Directors' fees which remain at the levels effective since 1 April 2022: £40,000 per annum for the Chair, £35,000 per annum for the Chair of the Audit Committee and £30,000 per annum for other Directors.

By order of the Board

S J Constantine
Chair of the Nomination Committee
18 June 2024

Return to shareholders in Northern Venture Trust PLC

Five years to 31 March 2024 (March 2019 = 100)



Corporate governance

The Board of Northern Venture Trust PLC has considered the Principles and Provisions of the Association of Investment Companies Code of Corporate Governance (AIC Code). The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code (the UK Code), as well as setting out additional Provisions on issues that are of specific relevance to the Company.

The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the Financial Reporting Council, provides more relevant information to shareholders than reporting against the UK Code.

The Company is committed to maintaining high standards in corporate governance and during the year ended 31 March 2024 has complied with the Principles and Provisions of the AIC Code, with the exception of provisions 13, 14, 24 and 25 which have not been applied on the occasions and for the reasons detailed below. The AIC Code is available on the AIC website (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 UK Corporate Governance Code includes provisions relating to the role of the chief executive, executive directors' remuneration and the need for an internal audit function. For the reasons set out in the AIC Code, and in the preamble to the UK Corporate Governance Code, the Board considers these provisions are not relevant to the position of Northern Venture Trust PLC, which is an externally administered venture capital trust. The Company has therefore not reported further in respect of these provisions.

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 Investment Adviser, Mercia Fund Management Limited (Mercia). The Board meets regularly in person or by conference call five times each year, and on other occasions as required. The Board is responsible to shareholders for the effective stewardship of the Company's affairs and has a formal schedule of matters specifically reserved for its decision which include:

- consideration of long-term strategic issues;
- valuation of the unquoted investment portfolio; and
- ensuring the Company's compliance with good practice in corporate governance matters.

A brief biographical summary of each Director is given on pages 12 and 13.

The Chair, Mr S J Constantine, 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 Board has established a formal process, led by the Chair, for the annual evaluation of the performance of the Board, its principal committees and individual directors. The Directors are made aware on appointment that their performance will be subject to regular evaluation. The performance of the Chair is evaluated by the other Board members under the leadership of Mr R J Green.

The Company Secretary, Mercia Company Secretarial Services Limited, is responsible for advising the Board through the Chair 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 Board.

Regarding provision 14 of the AIC Code, which recommends the appointment of a senior independent non-executive director to provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders, the Board has opted not to do so. The Board has concluded that given the size and composition of the Board (consisting entirely of experienced non-executive Directors), the appointment of a senior independent non-executive director is not appropriate:

1. The Chair has the ability to use each of the Directors as a sounding board as required from time to time.
2. The Board members have confirmed that given the access they have to the Chair, they do not require another director to act as an intermediary on their behalf. The Directors do not consider that appointing a senior non-executive would provide any benefit to shareholders, who already have the ability to contact the Company, Board and its Investment Adviser through a variety of channels. Providing another director as a point of access would not enhance this process.
3. Board members formally assess the Chair's performance annually without input from the Chair and there is no need to appoint a senior non-executive in respect of this process.

The articles of association provide that Directors shall retire and be subject to re-election at the first annual general meeting after their appointment and that any Director who was not appointed or reappointed at one of the preceding two annual general meetings shall retire and be subject to re-election at each annual general meeting. However the Board has as a matter of good practice adopted the AIC Code recommendation that all Directors should seek annual re-election.

Independence of directors

The Board regularly reviews the independence of its members and is satisfied that the Company's Directors are independent in character and judgement and there are no relationships or circumstances which could affect their objectivity.

Provision 13 of the AIC Code recommends that where a director has served for more than nine years, the board should state its reasons for believing that the individual remains independent. The Board is of the view that a term of service in excess of nine years is not in itself prejudicial to a director's or chair's ability to carry out their duties effectively and from an independent perspective; the nature of the Company's business is such that individual directors' experience and continuity of Board membership can significantly enhance the effectiveness of the Board as a whole. The AIC Code (provision 24) recommends determining and disclosing a policy on the tenure of the chair. The Company does not have a set limit on the tenure of the members of the Board or the Chair, however the Chair does follow provision 12 of the AIC Code, namely that they avoid relationships which might compromise independence throughout their tenure. The Board has as a matter of good practice adopted the AIC Code recommendation that all directors should seek annual re-election, and acknowledges that regular refreshment of its membership is desirable.

Board committees

The Board has appointed three standing committees to make recommendations to the Board in specific areas. The Board does not have a separate Remuneration Committee, as the Company has no employees or executive directors. Detailed information relating to the remuneration of Directors is given in the Directors' Remuneration Report on pages 42 and 43.

Audit Committee

During the year, the Audit Committee comprised:

Mr R J Green (Chair)
Mr S J Constantine
Ms D N Hudson
Mr T R Levett (resigned 21 July 2023)
Mr D A Mayes

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

- monitoring and making recommendations to the Board in relation to the Company's published financial statements and other formal announcements relating to the Company's financial performance;
- monitoring and making recommendations to the Board in relation to the valuation of the Company's unquoted investments;
- monitoring 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;
- making recommendations to the Board in relation to the appointment, reappointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;
- monitoring the extent to which the external auditor is engaged to supply non-audit services; and
- ensuring that the Investment Adviser has arrangements in place for the investigation and follow-up of any concerns raised confidentially by staff in relation to the propriety of financial reporting or other matters.

The Audit Committee reviews its terms of reference and its effectiveness annually 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 and on the Company's website. The Audit Committee ordinarily meets four times per year and has direct access to Forvis Mazars LLP, the Company's external auditor. The Board considers that the members of the Audit Committee are independent and have collectively the skills and experience required to discharge their duties effectively, and that the Chair of the Audit Committee meets the requirements of the UK Corporate Governance Code as to recent and relevant financial experience. We note that the Chair of the Board,
Mr S J Constantine, is a member of the Audit Committee. Whilst this is not compliant with the provisions of the 2018 UK Corporate Governance Code, it is compliant with the provisions of the AIC Code. As all members of the Audit Committee are independent non-executive Directors, we believe that this is appropriate.

Corporate governance *continued*

During the year ended 31 March 2024 the Company did not have an independent internal audit function as it is not deemed necessary given the size of the Company and the nature of the Company's business. However, the Audit Committee considers annually whether there is a need for such a function and makes a recommendation to the Board.

During the year ended 31 March 2024 the Audit Committee discharged its responsibilities by:

- reviewing and approving the external auditor's terms of engagement, remuneration and independence;
- reviewing the external auditor's plan for the audit of the Company's financial statements, including identification of key risks and confirmation of auditor independence;
- reviewing the Investment Adviser's statement of internal controls operated in relation to the Company's business and assessing the effectiveness of those controls in minimising the impact of key risks;
- reviewing periodic reports on the effectiveness of the Investment Adviser's compliance procedures;
- reviewing the appropriateness of the Company's accounting policies;
- reviewing the Company's draft annual financial statements and half-yearly results statement prior to Board approval, including the proposed fair value of investments;
- reviewing the external auditor's detailed reports to the Audit Committee on the annual financial statements;
- reviewing the taxation advisers' VCT status monitoring and compliance reports; and
- considering the effectiveness of the external audit process.

The key area of risk that has been identified and considered by the Audit Committee in relation to the business activities and financial statements of the Company is the valuation and existence of unquoted investments, particularly in light of economic uncertainty caused by inflationary pressures, higher interest rates, global economic slowdown and geopolitical tensions. Another important area of risk that is considered by the Audit Committee is compliance with HM Revenue & Customs conditions for maintenance of approved venture capital trust status.

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

Valuation of unquoted investments: the Investment Adviser confirmed to the Audit Committee that the investment valuations had been carried out consistently with prior periods and in accordance with published industry guidelines, taking account of the latest available information about investee companies and current market data. The Audit Committee reviewed the estimates and judgements used in the investment valuations and was satisfied that the final valuations are appropriate.

Venture capital trust status: the Investment Adviser confirmed to the Audit Committee that the conditions for maintaining the Company's status as an approved venture capital trust had been complied with throughout the year. The position was also confirmed and reported on by Philip Hare & Associates LLP in its capacity as adviser to the Company on taxation matters and the relevant report was reviewed by the Audit Committee.

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

Following a detailed review of the draft annual report, the Audit Committee concluded that, taken as a whole, it was considered to be fair, balanced and understandable. The Audit Committee recommended to the Board that the Directors' responsibilities statement in respect of the annual report and the financial statements should be signed accordingly.

The Audit Committee regularly reviews and monitors the auditor's effectiveness and independence. Forvis Mazars LLP has confirmed that it is independent of the Company and has complied with the applicable auditing standards. In accordance with professional guidelines the engagement leader is rotated after at most five years; this is the fourth year that the current partner has served. As part of its review, the Audit Committee considers the nature and extent of non-audit services supplied by the auditor, all of which must be approved by the Audit Committee. There were no non-audit services contracted for during the year.

Nomination Committee

During the year the Nomination Committee comprised:

Mr S J Constantine (Chair)
Mr R J Green
Ms D N Hudson
Mr T R Levett (resigned 21 July 2023)
Mr D A Mayes

The Nomination Committee considers the selection and appointment of directors and makes annual recommendations to the Board as to the level of the Directors' fees. The Nomination Committee monitors the balance of skills, knowledge, diversity and experience offered by Board members, and satisfies itself that they are able to devote sufficient time to carry out their role efficiently and effectively. When recommending new appointments to the Board the Nomination Committee draws on its members' extensive business experience and range of contacts to identify suitable candidates and would consider the use of formal advertisements and external consultants where appropriate. The Nomination Committee recognises the benefits of diversity in the constitution of the Board and it is the Nomination Committee's intention that the diversity of representation on the Board will continue to increase over time. New Directors are provided with briefing material relating to the Company, its Investment Adviser and the venture capital industry as well as to their own legal responsibilities as Directors. The

Nomination Committee has written terms of reference which are reviewed annually and are available on request from the Company Secretary and on the Company's website.

The Nomination Committee met during the year to commence the search process that resulted in the appointment of Brigid Sutcliffe. The search was exclusively assisted by Lisa Ward, Head of Portfolio Talent at Mercia Fund Management Limited, drawing candidates from Mercia's extensive network of non-executive directors. No fee was paid to the Investment Adviser in respect of this project. AIC Code provision 25 states that open advertising and / or an external search consultancy should generally be used for the appointment of non-executive directors. The Committee was satisfied that the search process carried out by the Investment Adviser was sufficiently broad and delivered an exceptional pool of candidates, such that it was acceptable not to comply with the Code on this occasion. In anticipation of the retirement from the Board of Simon Constantine and Richard Green, the Nomination Committee assessed the skillset and experience of the remaining Board members and sought to recruit candidates with complementary experience to ensure a balanced and appropriately qualified Board. The Nomination Committee also instructed that the search should draw a diverse pool of candidates. Candidates were subject to a two-stage interview process and the offer made to the successful candidate was formally approved by the Board of Directors.

Management Engagement Committee

During the year the Management Engagement Committee comprised:

Mr S J Constantine (Chair)
Mr R J Green
Ms D N Hudson
Mr T R Levett (resigned 21 July 2023)
Mr D A Mayes

The Management Engagement Committee undertakes a periodic review of the performance of the Investment Adviser, Mercia, and of the terms of the management agreement including the level of fees payable and the length of the notice period. The principal terms of the agreement are set out in Note 3 to the financial statements on page 63.

Following the latest review by the Management Engagement Committee, the Board concluded that the continuing appointment of Mercia was in the interests of the Company and its shareholders as a whole. Mercia has demonstrated its commitment to, and expertise in, venture capital investment since their appointment. Mercia has also performed its company secretarial and accounting duties efficiently and effectively.

Attendance at board and committee meetings

Table 1 sets out the number of substantive board and committee meetings held during the year ended 31 March 2024 and the number attended by each Director compared with the maximum possible attendance.

Table 1: Directors' attendance at meetings

	Board	Audit Committee	Nomination Committee	Management Engagement Committee
Number of meetings held	5*	4	2	1
Attendance (actual / possible):				
S J Constantine (Chair)	5 / 5	4 / 4	2 / 2	1 / 1
R J Green	5 / 5	4 / 4	2 / 2	1 / 1
D N Hudson	5 / 5	4 / 4	2 / 2	1 / 1
T R Levett (resigned 21 July 2023)	1 / 2	1 / 2	N / A	N / A
D A Mayes	5 / 5	4 / 4	2 / 2	1 / 1

* In addition to the five meetings of the Board held in person during the year, there were a further 19 meetings held by conference call.

Corporate responsibility

The Board aims to ensure that the Company takes a positive approach to corporate responsibility, in relation both to itself and to the companies it invests in. This entails maintaining a responsible attitude to ethical, environmental, governance and social issues, and the encouragement of good practice in investee companies. The Board seeks to avoid investing in companies which do not operate within relevant ethical, environmental and social legislation or otherwise fail to comply with appropriate industry standards.

Investor relations

In fulfilment of the Chair's obligations under the UK Corporate Governance Code, the Chair gives feedback to the Board on any issues raised with him by shareholders with a view to ensuring that members of the Board develop an understanding of the views of shareholders about the Company. The Board recognises the value of maintaining regular communications with shareholders. Formal reports are sent to shareholders at the year-end in accordance with their communication preferences, and an opportunity is given to shareholders at each annual general meeting to question the Board and the Investment Adviser on matters relating to the Company's operation and performance. The Investment Adviser holds an annual VCT investor seminar to which shareholders are invited. Proxy voting figures for each resolution are announced at general meetings and are made available publicly following the relevant meeting.

Further information can also be obtained via the Company's website found at www.mercia.co.uk/vcts/nvt/.

Internal control

The Directors have overall responsibility for ensuring that there are in place robust systems of internal control, both financial and non-financial, and for reviewing their effectiveness. The purpose of the internal financial controls is to ensure 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 provide only reasonable and not absolute assurance against material misstatement or loss. The Board regularly reviews financial performance and results with the Investment Adviser. Responsibility for accounting and secretarial services has been contractually delegated to Mercia under the management agreement. Mercia has established its own system of internal controls in relation to these matters, details of which have been reviewed by the Audit Committee.

Non-financial internal controls include the systems of operational and compliance controls maintained by the Investment Adviser in relation to the Company's business as well as the management of key risks as referred to in the section headed 'Risk management' below.

The Directors confirm that by means of the procedures set out above, and in accordance with 'Guidance on Risk Management, Internal Control and Related Financial and Business Reporting', published by the Financial Reporting Council, they have established a continuing process for identifying, evaluating and managing the significant potential risks faced by the Company and have reviewed the effectiveness of the internal control systems. This process has been in place throughout, and subsequent, to the accounting year under review.

Risk management

Risk management is discussed in the Strategic Report on page 21.

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

As at 31 March 2024 there were 190,460,878 ordinary shares in issue (as at that date none of the issued shares were held by the Company as treasury shares). 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 (other than the Company in respect of any treasury shares) the following principal rights:

(a) the right to receive out of profits available for distribution 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 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 12 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 Section 793 of the Companies Act 2006 (notice by 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 the Companies Act 2006.

A member may choose whether their 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 their 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 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 Sections 974 to 991 of the Companies Act 2006.

Amendment of articles of association

The Company's articles of association may be amended by the members of the Company by special resolution (requiring a majority of at least 75% of the persons voting on the relevant resolution).

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 reappointed as a Director at any general meeting unless he or she is recommended by the Directors or, not less than seven or 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 reappointment 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 their 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 annual general meeting of the Company following their appointment. At each annual general meeting of the Company, any Director who was not appointed or reappointed at one of the preceding two annual general meetings shall retire and be subject to re-election. As a matter of good practice, the Board has adopted the AIC Code recommendation that all directors should seek annual re-election.

The Companies Act 2006 allows shareholders in general meeting 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 they resign in writing, cease to be a director by virtue of any provision of the Companies Act, become prohibited by law from being a Director, become 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 they become subject to relevant procedures under the mental health laws, as set out in the Company's articles of association.

Powers of the Directors

The Company's articles of association specify that, subject to the provisions of the Companies Act 2006 and articles of association of the Company and any directions given by shareholders by special resolution, 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, except where the Companies Act 2006 or the articles of association of the Company otherwise require. 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 2023 annual general meeting to make market purchases of up to 20,959,361 ordinary shares at any time up to the 2024 Annual General Meeting and otherwise on the terms set out in the relevant resolution, and authority is being sought at the Annual General Meeting to be held on 30 July 2024 as set out in a separate circular.

By order of the Board

Mercia Company Secretarial Services Limited
Company Secretary
18 June 2024

Directors' responsibilities statement

The Directors are responsible for preparing the annual report and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they are required to prepare the financial statements in accordance with UK accounting standards, 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 of the Company and of its profit or loss for the year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that complies with that law and those regulations.

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

Responsibility statement of the Directors in respect of the annual report and financial statements for the year ended 31 March 2024

We confirm that to the best of our knowledge:

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

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

By order of the Board

Mercia Company Secretarial Services Limited
Company Secretary
18 June 2024

Independent auditor's report

Opinion

We have audited the financial statements of Northern Venture Trust PLC ('the Company') for the year ended 31 March 2024 which comprise the income statement, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies.

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

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2024 and of the Company's return 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.

Basis for opinion

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our audit procedures to evaluate the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the Company's ability to continue as a going concern;
- Reviewing the Directors' going concern assessment that includes the analysis of the Company's, medium-term viability over the three years to 31 March 2027, as well as a 'most likely' (base case) scenario and a 'downside case' scenario, as approved by the Board of Directors on 28 May 2024;
- Making enquiries of the Directors to understand the year of assessment they considered, the assumptions made, the completeness of adjustments made, and the implication of those when assessing the 'base case' scenario and the 'downside case' scenario. This included examining the minimum cash inflow and committed outgoings;
- Assessing the cash flow forecasts for the 'base case' and 'downside case' scenarios and evaluating whether the Directors' conclusion on the liquidity position of the Company under both scenarios is reasonable;
- Considering the consistency of the Directors' forecasts with other areas of the financial statements and our audit; and
- Evaluating the appropriateness of the Directors' disclosures in the financial statements on going concern.

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.

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

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

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

We summarise below the key audit matters in forming our audit opinion above, together with an overview of the principal audit procedures performed to address each matter and key observations arising from those procedures.

These matters, together with our findings, were communicated to those charged with governance through our Audit Completion Report.

Key Audit Matter	How our scope addressed this matter
Valuation and existence of the unquoted investments portfolio (as described on page 46 in the Audit Committee Report and as per the accounting policy set out on page 61) Unquoted investments held as of 31 March 2024 were valued at £79,912,500 as at 31 March 2024 (period ended March 2023: £76,444,900). The company has a significant portfolio of unquoted investments. These investments are measured at fair value, which is established in accordance with the International Private Equity and Venture Capital Valuation Guidelines by using measurements of value such as price of recent transactions subsequently calibrated, earnings multiples and nets assets. Within these valuations there are a significant level of judgements made in ascertaining the fair value. There is therefore a risk that the judgements made under each methodology may lead to a material misstatement of the investment values. Additionally, there is a risk that investments recorded might not exist or might not be owned by the Company. We therefore identified the valuation and existence of unquoted investments as a key audit matter, as it had a significant effect on our overall audit strategy and our allocation of resources.	Our audit work included but was not limited to: • Understanding and evaluating management's process around investment recording and valuations; • Engaging our internal valuation specialists in considering whether the techniques and methodologies applied for valuing unquoted investments are in accordance with published guidance, and specifically the International Private Equity and Venture Capital Valuation Guidelines. Their involvement included the challenge of the assumptions used by investment managers of Mercia when deriving the fair value of investments, including the calibration / appropriateness of results based on investment progress and results achieved by investee companies; • For investments valued using the recent transaction method, we have obtained an understanding of the circumstances surrounding the transaction and whether it is considered to be carried out on an arms' length basis (being therefore a suitable input into the valuation); • Examining past date comparison points to understand variations in data and valuation model drivers; • Ascertaining the existence of investment holdings by agreeing the holdings to share certificates and loan certificates, and reviewing the Companies House documentation to verify total share capital of the investees; and • Reviewing the adequacy and appropriateness of disclosures of unquoted investments in accordance with the relevant accounting standards, including the considerations of the potential effect of changing one or more inputs to reasonably possible alternative valuation assumptions, including within the sensitivity disclosures prepared by Northern Venture Trust PLC. **Our observations** Based on the work performed and evidence obtained, we noted no issues in the existence & valuation of unquoted investments as at 31 March 2024 to be reasonable and are performed in accordance with the guidelines stated above.
Risk of fraud in revenue recognition (as per the accounting policy set out on page 61) The Company has recognised significant income earned on its investments in its income statement. According to the Statement of Recommended Practice issued by the Association of Investment Companies ('AIC SORP'), recognition of revenue relies upon evidence such as dividend announcements and distribution notices, with an emphasis on timely recognition on an accruals basis and accurate separation between capital and income items. We therefore identified accuracy, completeness and cut-off of revenue as a key audit matter, as it had a significant effect on our overall audit strategy and our allocation of resources, including the involvement of more senior members of the audit team.	Our audit work included but was not limited to: • Understanding and assessing the management's process for revenue recognition, including considering whether the processes for revenue recognition are in accordance with the requirements of UK GAAP and AIC SORP; • For income from quoted investments, forming an expectation for a selected sample of revenues using dividend announcements on recognised stock exchanges where applicable and checking the point of the recognition, including further detailed testing on dividend announcements one month either side of the year-end to verify that dividends are recorded in the correct year; • For income from unquoted investments, agreeing the dividends to distribution notices from the investees and cash receipts during the year directly from investees' funds; • For interest income earned on interest-bearing unquoted investments, verifying the key input data and reperforming the calculation of income received, as well as agreeing revenues to cash receipts; • Testing the realised movements on investments by agreeing the proceeds on sales to the bank statements and investment sale agreements, as well as recalculating the movements based on book cost and proceeds; • Performing cut-off testing to verify that dividend income and any investments sales during the year are recognised in the appropriate period. **Our observations** Based on the work performed and evidence obtained, we consider the methodology used in recognising revenue to be appropriate.

Our application of materiality and an overview of the scope of our audit

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

Overall materiality	£1,145,000 (period ended March 2023: £998,000)
How we determined it	The overall materiality level has been calculated with reference to the Company's net assets, of which it represents approximately 1%. (period ended March 2023: approximately 1% of net assets)
Rationale for benchmark applied	Rationale for benchmark appliedNet assets have been identified as the principal benchmark within the financial statements as they are considered to be the main focus of the shareholders. The significant degree of judgements underpinning the valuation of unquoted investments is the main rationale behind the risk of error we identified in the valuations that could give rise to a material misstatement. 1% has been chosen as it is a generally accepted auditing practice for investment trust audits and the Company is a public interest entity.
Performance materiality	Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. Based on our risk assessments, together with our assessment of the overall control environment and the consideration of our previous audit experience with the Company, our performance materiality was set at £859,000 (period ended March 2023: £749,000), which is 75% of overall materiality (period ended March 2023: 75% of overall materiality).
Reporting threshold	We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £34,000 (Period ended March 2023: £30,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the Directors made subjective judgements such as making assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the Company, its environment, controls and critical business processes, to consider qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information. 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.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Independent auditor's report *continued*

Matters on which we are required to report by exception

In 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; or
- 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 of the FCA Rules.

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

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

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 Association of Investment Companies Code of Corporate Governance ("AIC 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:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 38;
- Directors' explanation as to its assessment of the entity's prospects, the period this assessment covers and why the period is appropriate set out on page 38.
- Directors' statement on fair, balanced and understandable set out on page 50;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 48;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 21; and;
- The section describing the work of the Audit Committee set out on page 45.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 50, 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

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.

Based on our understanding of the Company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: the Data Protection Act 2018 and the UK GDPR, the Bribery Act 2010, and anti-money laundering regulations.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Gaining an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considering the risk of acts by the Company which were contrary to the applicable laws and regulations, including fraud;

- Inquiring of the Directors, management and, where appropriate, those charged with governance, as to whether the Company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence with relevant licensing or regulatory authorities, including HMRC and FCA;
- Reviewing minutes of Directors' meetings in the year; and
- Discussing amongst the engagement team the laws and regulations listed above, and remaining alert to any indications of non-compliance.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as the Listing Rules, HMRC Investment Trust rules, the UK Corporate Governance Code, the AIC code of Corporate Governance, the Companies Act 2006 and UK tax legislation. We identified the risk of non-compliance with the provisions of Section 274 of the Income Tax Act 2007, as well as the conditions under the Finance Act 2018 for the maintenance of the VCT approved status, as the principal area of laws and regulations that could have a material impact on the continuance of the Company.

In addition, we evaluated the Directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to the valuation of unquoted investments, revenue recognition (which we pinpointed to accuracy, cut-off and completeness assertions), and significant one-off or unusual transactions.

Our procedures in relation to fraud included but were not limited to:

- Making enquiries of the Directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

The primary responsibility for the prevention and detection of irregularities, including fraud, rests with both those charged with governance and management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

The risks of material misstatement that had the greatest effect on our audit are discussed in the "Key audit matters" section of this report.

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.

Other matters which we are required to address

Following the recommendation of the Audit Committee, we were appointed by the Audit Committee on 22 December 2020 to audit the financial statements for the year ended 30 September 2021 and subsequent financial years. The year of total uninterrupted engagement is three years, covering the year ended 30 September 2021, period ended 31 March 2023, and year ended 31 March 2024.

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

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

Use of the audit 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.

Stephen Eames (Senior Statutory Auditor)
for and on behalf of Forvis Mazars LLP
Chartered Accountants and Statutory Auditor
The Pinnacle
160 Midsummer Boulevard
Milton Keynes
MK9 1FF

18 June 2024

Income statement

for the year ended 31 March 2024

		Year ended 31 March 2024			18-month period ended 31 March 2023		
	Notes	**Revenue £000**	**Capital £000**	**Total £000**	Revenue £000	Capital £000	Total £000
Gain / (loss) on disposal of investments	8	**–**	**1,203**	**1,203**	**–**	**2,944**	**2,944**
Unrealised fair value gains / (losses) on investments	8	**–**	**2,499**	**2,499**	**–**	**(9,776)**	**(9,776)**
		–	3,702	3,702	–	(6,832)	(6,832)
Dividend and interest income	2	2,220	–	2,220	948	–	948
Investment management fee	3	(516)	(1,549)	(2,065)	(811)	(2,432)	(3,243)
Other expenses	4	(641)	–	(641)	(796)	–	(796)
Return before tax		**1,063**	**2,153**	**3,216**	**(659)**	**(9,264)**	**(9,923)**
Tax on return	5	79	(79)	–	181	(181)	–
Return after tax		**1,142**	**2,074**	**3,216**	**(478)**	**(9,445)**	**(9,923)**
Return per share	7	**0.6p**	**1.2p**	**1.8p**	**(0.3)p**	**(5.7)p**	**(6.0)p**

- The total column of the income statement is the statement of total comprehensive income of the Company prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The supplemental revenue return and capital return columns have been prepared in accordance with the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued in July 2022 by the Association of Investment Companies ('AIC SORP').
- There are no recognised gains or losses other than those disclosed in the income statement.
- All items in the above statement derive from continuing operations.
- No items were recognised in other comprehensive income during the current year or prior period.
- The accompanying notes are an integral part of this statement.

Balance sheet

as at 31 March 2024

	Notes	31 March 2024 £000	31 March 2023 £000
Fixed assets			
Investments	8	82,574	88,609
Current assets			
Debtors	12	951	70
Cash and cash equivalents		31,497	14,001
		32,448	**14,071**
Creditors (amounts falling due within one year)	13	**(191)**	**(183)**
Net current assets		**32,257**	**13,888**
Net assets		**114,831**	**102,497**
Capital and reserves			
Called-up equity share capital	14	47,615	41,230
Share premium	15	30,418	19,394
Capital redemption reserve	15	6,658	5,342
Capital reserve	15	28,099	34,433
Revaluation reserve	15	882	1,698
Revenue reserve	15	1,159	400
Total equity shareholders' funds		**114,831**	**102,497**
Net asset value per share	16	**60.3p**	**62.1p**

The accompanying notes are an integral part of this statement.

The financial statements on pages 56 to 74 were approved by the Directors on 18 June 2024 and are signed on their behalf by:

S J Constantine
Director

Statement of changes in equity

for the year ended 31 March 2024

		Non-distributable reserves				Distributable reserves		
	Notes	Called-up share capital £000	Share premium £000	Capital redemption reserve £000	Revaluation reserve* £000	Capital reserve £000	Revenue reserve £000	Total £000
At 31 March 2023		**41,230**	**19,394**	**5,342**	**1,698**	**34,433**	**400**	**102,497**
Return after tax		–	–	–	(816)	2,890	1,142	3,216
Dividends paid	6	–	–	–	–	(6,156)	(383)	(6,539)
Net proceeds of share issues	15	7,701	11,024	–	–	–	–	18,725
Shares purchased for cancellation	15	(1,316)	–	1,316	–	(3,068)	–	(3,068)
At 31 March 2024		**47,615**	**30,418**	**6,658**	**882**	**28,099**	**1,159**	**114,831**

for the 18-month period ended 31 March 2023

		Non-distributable reserves				Distributable reserves		
	Notes	Called-up share capital £000	Share premium £000	Capital redemption reserve £000	Revaluation reserve* £000	Capital reserve £000	Revenue reserve £000	Total £000
At 30 September 2021		**40,268**	**14,608**	**3,508**	**21,430**	**38,325**	**1,159**	**119,298**
Return after tax		–	–	–	(19,732)	10,287	(478)	(9,923)
Dividends paid	6	–	–	–	–	(9,609)	(281)	(9,890)
Net proceeds of share issues	15	2,796	4,786	–	–	–	–	7,582
Shares purchased for cancellation	15	(1,834)	–	1,834	–	(4,570)	–	(4,570)
At 31 March 2023		**41,230**	**19,394**	**5,342**	**1,698**	**34,433**	**400**	**102,497**

* The revaluation reserve is generally non-distributable other than that part of the reserve relating to gains or losses on readily realisable quoted investments, which is distributable.

The accompanying notes are an integral part of this statement.

Statement of cash flows

for the year ended 31 March 2024

	Notes	Year ended 31 March 2024 £000	18-month period ended 31 March 2023 £000
Cash flows from operating activities			
Return before tax		**3,216**	**(9,923)**
Adjustments for:			
(Gain) / loss on disposal of investments	8	(1,203)	(2,944)
Movements in fair value of investments	8	(2,499)	9,776
(Increase) / decrease in debtors	12	(103)	238
Increase / (decrease) in creditors	13	8	(2,496)
Net cash inflow / (outflow) from operating activities		**(581)**	**(5,349)**
Cash flows from investing activities			
Purchase of investments	8	(15,351)	(27,450)
Proceeds on disposal of investments	8, 12	24,310	28,572
Net cash inflow / (outflow) from investing activities		**8,959**	**1,122**
Cash flows from financing activities			
Issue of ordinary shares		19,353	7,796
Share issue expenses	15	(628)	(214)
Purchase of ordinary shares for cancellation	15	(3,068)	(4,570)
Equity dividends paid	6	(6,539)	(9,890)
Net cash inflow / (outflow) from financing activities		**9,118**	**(6,878)**
Increase / (decrease) in cash and cash equivalents		**17,496**	**(11,105)**
Cash and cash equivalents at beginning of year		14,001	25,106
Cash and cash equivalents at end of year		**31,497**	**14,001**

Notes to the financial statements

1. Accounting policies

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

(a) Basis of accounting

The financial statements have been prepared under FRS 102 ‘The Financial Reporting Standard applicable in the UK and Republic of Ireland’ and in accordance with the Statement of Recommended Practice ‘Financial Statements of Investment Trust Companies and Venture Capital Trusts’ issued in July 2022 by the Association of Investment Companies (‘AIC SORP’).

The financial statements are prepared in sterling which is the functional and presentational currency of the Company and rounded to the nearest £000.

The financial statements have been prepared on a going concern basis under the historical cost convention except investments which are stated at their fair value.

The Directors performed an assessment of the Company’s ability to meet its liabilities as they fall due. In performing this assessment, the Directors took into consideration the uncertain economic outlook including:

- the investments and liquid resources held by the Company;
- the fact that the Company has no debt or capital commitments;
- the ability of the Company to meet all of its liabilities and ongoing expenses from its assets, including its year-end cash balance;
- revenue and operating cost forecasts for the forthcoming year;
- the ability of third-party service providers to continue to provide services; and
- potential downside scenarios including a fall in the valuation of the investment portfolio or levels of investment income.

Based on this assessment, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore determine the going concern basis to be appropriate.

(b) Significant estimates and judgements

Disclosure is required of judgements and estimates made by management in applying the accounting policies that have a significant effect on the financial statements. While estimates are based on best judgement using information and financial data available, the actual outcome may differ from these estimates. A price sensitivity analysis is provided in the other price risk sensitivity section of Note 17 on page 71.

The key estimate in the financial statements is the determination of the fair value of the unlisted investments by the Directors as it significantly impacts the valuation of the unlisted investments at the balance sheet date. The fair valuation process involves estimates using inputs that are unobservable. The fair value of the unlisted investments at the balance sheet date was £79,912,000.

The key judgement in the valuation of the unquoted investments process is the Directors’ determination of the appropriate application of the International Private Equity and Venture Capital (‘IPEV’) guidelines to each unlisted investment. The judgement applied in the selection of the methodology used for determining the fair value of each unlisted investment can have a significant impact upon the valuation.

(c) Valuation of investments

Purchases and sales of investments are recognised in the financial statements at the date of transaction (trade date).

As permitted by FRS 102 chapters 11 and 12, the Company's investments are recorded at fair value at the point of acquisition and are measured at subsequent reporting dates at fair value, with any changes being recognised in profit or loss. The fair value of the investments held at 31 March 2024 is £82,574,000 (31 March 2023: £88,609,000). In the case of investments quoted on a recognised stock exchange, fair value is established by reference to the closing bid price on the relevant date or the last traded price, depending on the convention of the exchange on which the investment is quoted. In the case of unquoted investments, fair value is established in accordance with IPEV guidelines by using measurements of value such as calibrating to the price of recent investment and earnings or revenue multiples; where no reliable fair value can be estimated using such techniques, unquoted investments are carried at cost subject to provision for impairment where necessary. This process is used for both the valuation of unquoted equity and debt investments. In the case of debt investments, debt, including both principal and any accrued interest is valued with reference to their recoverability upon eventual sale of the Company's investment. The key assumption when using the price of a recent investment as an input to the valuation is that the price obtained remains a reasonable proxy for fair value for a period of time such that an enterprise value can be inferred and subsequently recalibrated where necessary to take account of changes to either the prevailing market conditions or performance of the investee. The price of a recent investment is not a default position for establishing fair value as at the measurement date and when this technique is employed, the resultant valuations are cross-checked for reasonableness by employing an alternative valuation technique. The key assumptions for the multiples approach are the selection of the most appropriate earnings or revenue measure (historic or forecast) and the selection of the multiple itself which may be influenced by the multiples achieved by a range of comparable companies in either private or public transactions.

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 revaluation reserve. Transaction costs attributable to the acquisition or disposal of investments are charged to capital return within the income statement.

The disclosure requirements relating to capital management under Section 34 paragraph 31 of FRS 102 are met in the Strategic Report on pages 16 to 23 and in Note 8 to the financial statements.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits, including short-term highly liquid investments and money market funds readily convertible to known amounts of cash.

(e) Income

Dividends receivable on quoted equity shares are recognised on the ex-dividend date. Dividends receivable on unquoted equity shares are recognised when the Company's right to receive payment is established and there is no reasonable doubt that payment will be received. Fixed income returns on non-equity shares and debt securities are recognised on an effective interest rate basis, provided there is no reasonable doubt that payment will be received in due course.

(f) Expenses

All expenses are accounted for on an accruals basis. Expenses are charged to revenue return within the income statement except that:

- expenses which are incidental to the acquisition or disposal of an investment are allocated to capital return as incurred; and
- expenses are split and allocated partly to capital return where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated, and accordingly the basic element of the investment management fee has been allocated 25% to revenue return and 75% to capital return, in order to reflect the Directors' expected long-term view of the nature of the investment returns of the Company. The performance-related element of the investment management fee is charged 100% to capital return.

(g) Revenue and capital

The revenue column of the income statement includes all income and revenue expenses of the Company. The capital column includes realised and unrealised gains and losses on investments and that part of the investment management fee which is allocated to capital return.

Notes to the financial statements *continued*

(h) Taxation
UK corporation tax payable is provided on taxable profits at the current rate. The tax charge for the year is allocated between revenue return and capital return on the 'marginal basis' as recommended in the SORP. Provision is made for deferred taxation on all timing differences calculated at the current rate of tax relevant to the benefit or liability.

(i) Dividends payable
Dividends payable are recognised as distributions in the financial statements when the Company's liability to make payment has been established.

(j) Provisions
A provision is recognised in the balance sheet when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. No provision is established where a reliable estimate of the obligation cannot be made. Provisions are allocated to revenue or capital depending on the nature of the circumstances.

(k) Share capital account
The share capital account represents the nominal value of all shares issued by the Company.

(l) Share premium account
The share premium account represents the value paid by shareholders for shares above the nominal value.

(m) Capital redemption reserve
The capital redemption reserve is a non-distributable reserve into which amounts are transferred following the redemption or purchase of a company's own shares.

(n) Revaluation reserve
Changes in the fair value of investments are dealt with in this reserve.

(o) Capital reserve
The following are accounted for in the capital reserve: gains or losses on the realisation of investments; the cost of repurchasing ordinary shares, including stamp duty and transaction costs; and other capital charges and credits charged to this account in accordance with the above policies.

(p) Revenue reserve
The revenue reserve comprises the retained earnings of a business from profits made in the current and prior periods.

(q) Segmental reporting
The Company has a single operating segment carrying out the investment activity of the Company. All venture investments are based in the UK.

2. Income

	Year ended 31 March 2024 £000	18-month period ended 31 March 2023 £000
Dividends from unquoted companies	377	105
Dividends from quoted companies and investment funds	39	191
Money market funds*	965	66
Bank deposits*	423	35
Loans to unquoted companies	416	551
	2,220	**948**

* Denotes income arising from investments not designated as fair value through profit or loss.

3. Investment management fee

	Year ended 31 March 2024			18-month period ended 31 March 2023		
	Revenue £000	**Capital £000**	**Total £000**	Revenue £000	Capital £000	Total £000
Investment management fee						
Basic	516	1,549	2,065	811	2,432	3,243
Performance-related fee	–	–	–	–	–	–
	516	**1,549**	**2,065**	**811**	**2,432**	**3,243**

Mercia Fund Management (Mercia) provides investment advisory, secretarial and administrative services to the Company under an agreement dated 20 December 1999, which may be terminated at any time by not less than twelve months' notice being given by either party. The agreement was novated from the previous Investment Adviser, NVM Private Equity LLP to Mercia on 23 December 2019.

The Investment Adviser receives a basic management fee, payable quarterly in advance, at the rate of 2.06% per annum of net assets calculated half-yearly as at 31 March and 30 September. The fee due on the value of liquid assets above the threshold of £20 million attracts a reduced rate of 1% per annum. The Investment Adviser also arranges the administrative and secretarial services for the Company for a fee of £93,000 per annum (linked to the movement in the CPI). This fee is included in other expenses (see Note 4).

The Investment Adviser is entitled to receive an annual performance-related management fee. The fee is calculated on annual performance above the higher of the annual hurdle of 5% of opening NAV per share and the deficit to the high water mark total return brought forward (together, the 'Excess Return'). The performance-related management fee is calculated at 14% of the Excess Return and the payment of the performance-related management fee in any one year is capped to 2.25% of the net asset value at the start of the year with the balance being deferred. There were no performance-related management fees due in respect of the year ended 31 March 2024 (2023: nil).

The total running costs of the Company for each financial period, excluding performance-related management fees, are capped at 2.9% of its net assets and the Investment Adviser has agreed that any excess will be refunded by way of a reduction in its management fees.

Notes to the financial statements *continued*

4. Other expenses

	Year ended 31 March 2024 £000	18-month period ended 31 March 2023 £000
Administrative and secretarial services	93	119
Directors' remuneration	144	228
National Insurance contributions	20	31
Auditor's remuneration – audit services	63	60
Auditor's remuneration – non-audit services	–	–
Legal and professional expenses	60	31
Share issue promoter's commission	36	63
Other expenses	225	264
	641	**796**

Information on Directors' remuneration is given in the Directors' Remuneration Report on pages 42 and 43.

5. Tax on return

	Year ended 31 March 2024			18-month period ended 31 March 2023		
	Revenue £000	**Capital £000**	**Total £000**	Revenue £000	Capital £000	Total £000
(a) Analysis of charge / (credit) for the year						
UK corporation tax payable / (recoverable) on the return for the year	(79)	79	–	(181)	181	–
(b) Tax reconciliation						
Return before tax	1,063	2,153	3,216	(659)	(9,264)	(9,923)
Return multiplied by the standard rate of UK corporation tax of 25.0% (2023: 19.0%)	266	538	804	(125)	(1,760)	(1,885)
Effect of:						
Dividends not subject to tax	(345)	–	(345)	(56)	–	(56)
Capital returns not subject to tax	–	(301)	(301)	–	(559)	(559)
Movements in fair value of investments not subject to tax	–	(625)	(625)	–	1,858	1,858
Increase in surplus management expenses	–	467	467	–	642	642
Tax charge / (credit) for the year	**(79)**	**79**	**–**	**(181)**	**181**	**–**

(c) Factors which may affect future tax charges

The Company has not recognised a deferred tax asset in respect of surplus management expenses carried forward of £11,460,000 (31 March 2023: £9,527,000), as the Company may not generate sufficient taxable income in the foreseeable future to utilise these expenses. There is no other unprovided deferred taxation.

Approved venture capital trusts are exempt from tax on capital gains within the Company. Since the Directors intend that the Company will continue to conduct its affairs so as to maintain its approval as a venture capital trust, no deferred tax has been provided in respect of any capital gains or losses arising on the revaluation or disposal of investments.

6. Dividends

	Year ended 31 March 2024			18-month period ended 31 March 2023		
	Revenue £000	**Capital £000**	**Total £000**	Revenue £000	Capital £000	Total £000
(a) Recognised as distributions in the financial statements						
Previous year's final dividend	–	3,475	3,475	281	2,932	3,213
Current year's interim dividend	383	2,681	3,064	–	6,677	6,677
	383	**6,156**	**6,539**	**281**	**9,609**	**9,890**
(b) Paid and proposed						
Interim – 1.6p (2023: 4.0p) per share	383	2,681	3,064	–	6,677	6,677
Final proposed – 1.6p (2023: 2.0p) per share	667	2,381	3,048	–	3,298	3,298
	1,050	**5,062**	**6,112**	**–**	**9,975**	**9,975**

The revenue dividends paid and proposed in respect of the year form the basis for determining whether the Company has complied with the requirements of Section 274 of the Income Tax Act 2007 as to the distribution of investment income.

7. Return per share

The calculation of the return per share is based on the return after tax for the year of £3,216,000 (2023: minus £9,923,000) and on 179,260,563 (2023: 165,209,895) shares, being the weighted average number of shares in issue during the period.

8. Investments

All investments are accounted for as fair value through profit or loss on initial recognition, therefore all gains and losses arising on these investments are reflected through the profit or loss.

FRS 102, including subsequent amendments, requires an entity to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following classifications:

- Level 1 – unadjusted quoted prices in an active market for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 – inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.
- Level 3 – inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

	31 March 2024 £000	31 March 2023 £000
Level 1		
Quoted venture capital investments	2,662	3,253
Listed equity investment funds	–	8,912
Level 3		
Unquoted venture capital investments	79,912	76,444
	82,574	**88,609**

Notes to the financial statements *continued*

Movements in investments during the year are summarised as follows:

	Venture capital – unquoted Level 3 £000	Venture capital – quoted Level 1 £000	Listed equity Level 1 £000	Total £000
Book cost at 31 March 2023	77,906	1,146	7,859	86,911
Fair value adjustment at 31 March 2023	(1,462)	2,107	1,053	1,698
Fair value at 31 March 2023	76,444	3,253	8,912	88,609
Movements in the year:				
Purchases at cost	14,993	–	358	15,351
Disposals - proceeds	(15,849)	(8)	(9,231)	(25,088)
- net realised gains on disposal	1,240	–	(37)	1,203
Movements in fair value	3,084	(583)	(2)	2,499
Fair value at 31 March 2024	**79,912**	**2,662**	**–**	**82,574**
Comprising:				
Book cost at 31 March 2024	80,559	1,133	–	81,692
Fair value adjustment at 31 March 2024	(647)	1,529	–	882
	79,912	**2,662**	**–**	**82,574**
Equity shares	61,078	2,662	–	63,740
Preference shares	8,181	–	–	8,181
Interest-bearing securities	10,653	–	–	10,653
	79,912	**2,662**	**–**	**82,574**

The gains and losses included in the above table have all been recognised in the income statement on page 56. The listed equity category in the table above comprises quoted investment funds which hold listed equity securities.

FRS 102 requires disclosure, by class of financial instrument, if the effect of changing one or more inputs to reasonably possible alternative assumptions would result in a significant change to the fair value measurement. The information used in determination of the fair value of Level 3 investments is chosen with reference to the specific underlying circumstances and position of each investee company. See Note 17 for details of the impact of sensitivity analysis on the financial statements.

Details of movements in the venture investment portfolio during the year is provided in the Investment Portfolio section on page 24.

At 31 March 2024 there were no commitments (31 March 2023: nil) in respect of investments approved by the Investment Adviser but not yet completed.

9. Investment disposals

Disposals of venture capital investments during the year were as follows:

	Original cost £000	Carrying ' valuation at 31 March 2023 £000	Disposal proceeds £000	Realised gain / (loss) against carrying value £000
Evotix – disposal of entire holding	2,766	12,658	13,434	776
AVID Technology Group – deferred proceeds	–	–	196	196
Knowledgemotion (t / a Boclips) – deferred proceeds	–	–	156	156
Intechnica Holdings – deferred proceeds	–	–	36	36
S&P Coil – deferred proceeds	–	–	14	14
Fresh Approach (UK) Holdings – partial disposal	41	41	41	–
Velocity Composites plc – partial disposal	13	5	8	3
Haystack Dryers – disposal of entire holding	1,661	242	276	34
Weldex (International) Offshore Holdings – disposal of entire holding	3,262	1,137	1,606	469
Medovate – disposal of entire holding	1,770	534	90	(444)
Sorted Holdings – partial disposal	2,839	–	–	–
	12,352	**14,617**	**15,857**	**1,240**

10. Unquoted investments

The cost and carrying value of material investments in unquoted companies held at 31 March 2024 are shown in the table on page 24.

Notes to the financial statements *continued*

11. Significant interests

At 31 March 2024 the Company held significant investments, amounting to 20% or more of the equity capital of an undertaking, in the following companies:

Company	Registered office address	Investment type	Equity £000	Debt £000	Total investment cost £000
GRIP-UK (t / a The Climbing Hangar)	12 Jordan Street, Liverpool L1 0BP	Unquoted	3,530	354	3,885
Gentronix	Block 23 Mereside, Alderley Park, Alderley Edge, Cheshire SK10 4TG	Unquoted	1,240	122	1,362
Biological Preparations Group	Unit 12 A-C Pantglas Industrial Estate, Bedwas, Caerphilly CF83 8DR	Unquoted	607	1,759	2,366
Volumatic Holdings	Taurus House, Endemere Road, Coventry CV6 5PY	Unquoted	216	–	216
Pure Pet Food	Unit 4 Chain Bar Road, Cleckheaton BD19 3QF	Unquoted	1,419	355	1,774

During the year Northern Venture Trust PLC received loan note interest totalling £12,000 from Gentronix and dividend income totalling £185,000 from Volumatic Holdings. No amounts were received from the other significant investments.

12. Debtors

	31 March 2024 £000	31 March 2023 £000
Accrued income	140	39
Due from investment sales	778	–
Prepayments	33	31
	951	**70**

13. Creditors (amounts falling due within one year)

	31 March 2024 £000	31 March 2023 £000
Accruals and deferred income	191	183
	191	**183**

14. Called-up equity share capital

	31 March 2024 £000	31 March 2023 £000
Allotted and fully paid:		
190,460,878 (2023: 164,920,166) ordinary shares of 25p	**47,615**	**41,230**

The capital of the Company is managed in accordance with its investment policy with a view to the achievement of its investment objective, as set out on page 16.

The Company is not subject to externally imposed capital requirements.

During the year the Company issued 30,803,917 (18-month period ended 31 March 2023: 11,185,395) ordinary shares of 25 pence for cash at an average premium of 37.8 (2023: 43.6) pence per share. 5,263,205 (2023: 7,335,532) ordinary shares were repurchased for cancellation during the year at a cost of £3,068,000 (18-month period ended 31 March 2023: £4,570,000).

15. Reserves

	Share premium £000	Capital redemption reserve £000	Capital reserve £000	Revaluation reserve £000	Revenue reserve £000
At 31 March 2023	**19,394**	**5,342**	**34,433**	**1,698**	**400**
Premium on issue of ordinary shares	11,652	–	–	–	–
Share issue expenses	(628)	–	–	–	–
Shares purchased for cancellation	–	1,316	(3,068)	–	–
Realised on disposal of investments	–	–	1,203	–	–
Transfer on disposal of investments	–	–	3,315	(3,315)	–
Movements in fair value of investments	–	–	–	2,499	–
Management fee charged to capital net of associated tax	–	–	(1,628)	–	–
Revenue return after tax	–	–	–	–	1,142
Dividends recognised in the year	–	–	(6,156)	–	(383)
At 31 March 2024	**30,418**	**6,658**	**28,099**	**882**	**1,159**

At 31 March 2024, distributable reserves amounted to £29,258,000 (31 March 2023: £35,886,000), comprising the capital reserve, the revenue reserve and that part of the revaluation reserve relating to gains or losses on readily realisable quoted investments.

16. Net asset value per share

The calculation of net asset value per share as at 31 March 2024 is based on net assets of £114,831,000 (31 March 2023: £102,497,000) divided by the 190,460,878 (31 March 2023: 164,920,166) shares in issue at that date.

17. Financial instruments

The Company's financial instruments comprise equity and interest-bearing investments, cash balances and liquid resources including debtors and creditors. The Company holds financial assets in accordance with its investment policy of investing mainly in a portfolio of VCT-qualifying unquoted and AIM-quoted securities whilst holding a proportion of its assets in cash or near-cash investments in order to provide a reserve of liquidity.

Fixed asset investments (see Note 8) are valued at fair value. For quoted investments this is either bid price or the latest traded price, depending on the convention of the exchange on which the investment is quoted. Unquoted investments are carried at fair value as determined by the Directors in accordance with current venture capital industry guidelines. The fair value of all other financial assets and liabilities is represented by their carrying value in the balance sheet, due to the short term nature of these instruments.

In carrying on its investment activities, the Company 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 the Company are market risk, credit risk and liquidity risk. The Company'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

The Company's strategy for managing investment risk is determined with regard to the Company's investment objective, as outlined in the Strategic Report on page 16. The management of market risk is part of the investment management process and is a central feature of venture capital investment. The Company's portfolio is managed in accordance with the policies and procedures described in the Corporate Governance statement on pages 44 to 49, having regard to the possible effects of adverse price movements, with the objective of maximising overall returns to shareholders. Investments in unquoted companies, by their nature, usually involve a higher degree of risk than investments in 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 the Company's assets is monitored by the Board on a quarterly basis.

Details of the Company's investment portfolio at the balance sheet date are set out on page 24. An analysis of investments between debt and equity instruments is given in Note 8.

2.3% (31 March 2023: 3.2%) by value of the Company's net assets comprises equity securities listed on the London Stock Exchange or quoted on AIM. A 5% increase in the bid prices of securities as at 31 March 2024 would have increased net assets and the total return for the year by £133,000 (31 March 2023: £608,000); a corresponding fall would have reduced net assets and the total return for the year by the same amount.

Other price risk sensitivity

69.6% (2023: 74.6%) by value of the Company's net assets comprises investments in unquoted companies held at fair value. A sensitivity analysis is provided below which recognises that the valuation methodologies employed involve subjectivity in the selection of the key inputs, as described in the valuation policy on page 61. Although the Directors believe that the estimates of fair value are appropriate, the use of different methodologies or assumptions regarding the inputs could lead to different measurements of fair value. Each portfolio company has been categorised as being subject to potentially higher or lower estimation uncertainty by considering a range of factors and the availability and extent of cash resources. A greater sensitivity factor has been applied to those investments assessed as being susceptible to higher estimation uncertainty. Whilst the sensitivities applied illustrate the impact of varying the key inputs by the levels specified, it is possible that applying reasonable alternative assumptions to individual investments could lead to measurements of fair value which vary to a greater extent than that illustrated.

			Impact: increase*		Impact: decrease*	
As at 31 March 2024 **Valuation basis**	**Fair value of unquoted investments £000**	**Variable input sensitivity**	**£000***	**% of net assets**	**£000***	**% of net assets**
Earnings / revenue multiple						
Higher sensitivity	23,163	+ / – 20%	4,150	3.6%	3,793	3.3%
Lower sensitivity	26,381	+ / – 10%	1,958	1.7%	2,065	1.8%
Price of a recent investment subsequently calibrated as appropriate						
Higher sensitivity	14,077	+ / – 20%	1,569	1.4%	666	0.6%
Lower sensitivity	16,291	+ / – 10%	689	0.6%	662	0.6%
Total unquoted investments	**79,912**		**8,366**	**7.3%**	**7,186**	**6.3%**
As at 31 March 2023						
Valuation basis						
Earnings / revenue multiple						
Higher sensitivity	1,741	+ / – 20%	276	0.3%	168	0.2%
Lower sensitivity	20,916	+ / – 10%	1,521	1.5%	1,856	1.8%
Price of a recent investment subsequently calibrated as appropriate						
Higher sensitivity	16,550	+ / – 20%	679	0.7%	495	0.5%
Lower sensitivity	37,237	+ / – 10%	3,155	3.1%	2,958	2.9%
Total unquoted investments	**76,444**		**5,631**	**5.6%**	**5,477**	**5.4%**

* Impact on net assets and net return after taxation.

Notes to the financial statements *continued*

Interest rate risk

Some of the Company's financial assets are interest-bearing, of which some are at fixed rates and some variable. As a result, the Company is exposed to fair value interest rate risk due to fluctuations in the prevailing levels of market interest rates.

(a) Fixed rate investments

The table below summarises weighted average effective interest rates for the Company's fixed rate interest-bearing financial instruments:

	31 March 2024			31 March 2023		
	Total fixed rate portfolio £000	**Weighted average interest rate %**	**Weighted average period for which rate is fixed Years**	Total fixed rate portfolio £000	Weighted average interest rate %	Weighted average period for which rate is fixed Years
Fixed rate investments in unquoted companies	**9,673**	**10.4%**	**1.4**	**9,798**	**8.4%**	**2.2**

Although the Company holds investments in loan stocks that pay interest, the Board does not consider it appropriate to assess the impact of interest rate changes in isolation upon the value of the unquoted investment portfolio, as interest rate changes are only one factor affecting the market price movements that are discussed above under market price risk.

(b) Floating rate investments

The Company's floating rate investments comprise floating rate loans to unquoted companies and cash held in interest-bearing deposit accounts. The benchmark rate which determines the rate of interest receivable is the UK bank base rate for interest-bearing deposit accounts, which was 5.25% at 31 March 2024 (31 March 2023: 4.25%) and the LIBOR three-month GBP rate for floating rate loans to unquoted companies, which was 5.30% at 31 March 2024 (31 March 2023: 4.42%). It is considered that an increase or decrease of 100 basis points in interest rates as at the reporting date would not have a significant effect on the Company's net assets or total return for the year. The amounts held in floating rate investments at the balance sheet date were as follows:

	31 March 2024 £000	31 March 2023 £000
Floating rate loans to unquoted companies	980	3,422
Interest-bearing deposit accounts	31,497	14,001
	32,477	**17,423**

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 the Company. The Investment Adviser 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 March 2024 the Company's financial assets exposed to credit risk comprised the following:

	31 March 2024 £000	31 March 2023 £000
Fixed rate investments in unquoted companies (above)	9,673	9,798
Floating rate loans to unquoted companies (above)	980	3,422
Interest-bearing deposit accounts	31,497	14,001
Accrued dividends and interest receivable	140	39
	42,290	**27,260**

Credit risk relating to loans and preference shares in unquoted companies is considered to be part of market risk.

Those assets of the Company which are traded on recognised stock exchanges and quoted investment funds are held on the Company's behalf by a third party custodian, a nominee company of Brewin Dolphin Limited. Bankruptcy or insolvency of a custodian could cause the Company's rights with respect to securities held by the custodian to be delayed or limited.

The Company's interest-bearing deposit accounts are maintained with major banks of high creditworthiness. There was no significant concentration of credit risk to counterparties at 31 March 2024 or 31 March 2023.

Liquidity risk

The Company'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, the Company 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 a deterioration in the creditworthiness of any particular issuer.

The Company's liquidity risk is managed on a continuing basis by the Investment Adviser in accordance with policies and procedures laid down by the Board. The Company's overall liquidity risks are monitored on a quarterly basis by the Board.

The Company maintains sufficient cash and readily realisable securities to pay accounts payable and accrued expenses. At 31 March 2024 these holdings were valued at £31,497,000 (31 March 2023: £22,913,000).

Notes to the financial statements *continued*

18. Contingencies

At 31 March 2024 contingent assets not recognised in the financial statements in respect of potential deferred proceeds from the sale of investee companies amounted to approximately £753,000 (31 March 2023: £1,048,000). The extent to which these amounts will become receivable in due course is dependent on future events.

The Company had no contingent liabilities at 31 March 2024 or 31 March 2023.

19. Related party transactions

Fees payable during the year to the Directors and their interest in shares of the Company are disclosed within the Directors' Remuneration Report on pages 42 and 43. There were no amounts outstanding and due to the Directors as at 31 March 2024 (31 March 2023: nil). Transactions with the Investment Adviser are disclosed in Note 3.

20. Post balance sheet events

After the year end, on 4 April 2024, the Company issued 12,234,307 ordinary shares for a net consideration of £7,439,000, as a result of a prospectus share offer launched during the year ended 31 March 2024.

On 5 April 2024, the Company invested £1,049,000 in existing portfolio company, Naitive Technologies, by way of a follow-on funding round.

On 11 June 2024, the Company invested £298,000 in existing portfolio company, Adludio, by way of a follow on funding round.

On 14 June 2024, final consideration of £786,000 was received in respect of the realisation of Evotix.

On 17 June 2024, the Company invested £1,404,000 in Ski Zoom (t / a Heidi Ski), a booking platform for flexible winter mountain breaks.

Glossary of terms

Alternative performance measure or APM
APMs are not prescribed by accounting standards but are industry-specific performance measures which help users of the annual accounts and financial statements to better interpret and understand performance. Some of the terms in this glossary have been identified as APMs.

Annualised tax-free dividend yield (APM)
The sum of dividends proposed or paid in respect of the last 12 months as at a given date expressed as a percentage of the net asset value per share at the start of the year. We use this measure as it shows the dividend income receivable by shareholders over a 12-month period expressed as a theoretical yield based on acquiring a single share at the NAV per share at the start of the period. The dividend yield as at 31 March 2024 is calculated by dividing the dividend per share paid or proposed over the preceding 12 months of 3.2 pence (12 months ended 31 March 2023: 4.0 pence) by the NAV per share at the start of the year of 62.1 pence (2023: 68.4 pence) giving a result of 5.2% (2023: 5.8%).

Cumulative return per share (APM)
The sum of the published NAV per share plus cumulative dividends paid per share since the Company was launched. We use this measure as it enables comparisons to be made between different VCTs over the whole life of each fund. The cumulative return per share for Northern Venture Trust as at 31 March 2024 comprises the NAV per share of 60.3 pence (2023: 62.1 pence) plus the cumulative dividends paid of 192.1 pence (2023: 188.5 pence) giving a result of 252.4 pence per share (2023: 250.6 pence per share).

Cumulative dividends paid per share
The total amount of shareholder dividend distributions paid per share since the Company was launched.

Distributable reserves
The sum of the capital reserve, revenue reserve and that part of the revaluation reserve which is related to readily realisable investments.

Ex-dividend date
The date immediately preceding the record date for a given dividend. Shareholders who acquire their shares on or after the ex-dividend date will not be eligible to receive the relevant dividend.

Gain / loss on disposal of investments
The profit or loss on the sale of an investment during the year calculated by reference to the proceeds received on sale of the investment less the valuation of the investment at the last annual report date.

NAV total return (APM)
The theoretical return to a shareholder over a given period based on acquiring shares at the start of the period at the latest published NAV per share then utilising the proceeds of each dividend paid during the period to acquire further shares at the latest published NAV per share as at each ex-dividend date. We use this measure as it enables comparisons to be drawn against an investment index in order to benchmark performance. The result is plotted on page 43 and the calculation follows the method prescribed by the Association of Investment Companies.

	Year ended 31 March 2024	**Year ended 31 March 2023**	18m period to 31 March 2023	Calculation
Closing NAV per share (p)	60.3p	62.1p	62.1p	a
Dividends paid out (p)	3.6p	4.0p	6.0p	b
Adjusted NAV per share (p)	**63.9p**	**66.1p**	**68.1p**	c = a + b
Opening NAV per share (p)	62.1p	68.4p	74.1p	d
NAV total return (%)	**2.9%**	**(3.4)%**	**(8.1)%**	= (c / d) – 1

Glossary of terms *continued*

Net asset value or NAV
The amount by which total assets of the Company exceed its total liabilities. It is equal to the total equity shareholders' funds.

Net asset value per share or NAV per share
Net asset value divided by the number of ordinary shares.

Ongoing charges excluding performance-related management fees (APM)
The total of investment management fees and other expenses as shown in the income statement, as a percentage of the average net asset value. This measure is disclosed to provide information to shareholders, in line with industry best practice.

	Year ended 31 March 2024	Year ended 31 March 2023	18m period to 31 March 2023
Investment management fee	2,065	2,139	3,243
Other expenses	641	542	796
Total expenses (a)	**2,706**	**2,681**	**4,039**
Annualised average net assets (b)	110,610	110,981	113,753
Ongoing charges (a) / (b) (expressed as a percentage)	**2.45%**	**2.42%**	**2.37%**

Record date
The cut-off date on which a shareholder needs to be beneficially entitled to a share on the share register of the Company in order to qualify for a forthcoming dividend.

Share price total return (APM)
The theoretical return to a shareholder over a given period based on acquiring shares at the start of the period at the prevailing mid-market share price then utilising the proceeds of each dividend paid during the period to acquire further shares at the share price as at each ex-dividend date. We use this measure as it enables comparisons to be drawn against an investment index in order to benchmark performance. The result is plotted on page 43 and the calculation follows the method prescribed by the Association of Investment Companies.

	Year ended 31 March 2024	Year ended 31 March 2023	18m period to 31 March 2023	Calculation
Closing price per (p)	57.5p	57.5p	57.5p	a
Dividends paid out (p)*	3.6p	4.0p	6.0p	b
Adjusted price per share (p)	**61.1p**	**61.5p**	**63.5p**	c = a + b
Opening price per share (p)	57.5p	66.0p	70.3p	d
Share price total return %	**6.3%**	**(6.8)%**	**(9.7)%**	= (c / d) – 1

Total return for the year
The total income, gain or loss on disposal of investments and movements in the fair value of investments less ongoing charges for the year, as shown in the income statement.

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