Mobeus Income & Growth 2 VCT plc

A Venture Capital Trust

Annual Report & Financial Statements
for the year ended 31 March 2022

Since 1857
Gresham House
Specialist asset management

Mobeus Income & Growth 2 VCT plc, ("the Company") is a Venture Capital Trust ("VCT") advised by Gresham House Asset Management Limited ("Gresham House"), investing primarily in established unquoted growth companies that meet the 'qualifying company' requirements of VCT legislation.

Objective of the Company

The objective of the Company is to provide investors with a regular income stream, arising both from the income generated by companies selected for the portfolio and from realising any growth in capital, while continuing at all times to qualify as a VCT.

Dividend Policy

The Company seeks to pay dividends at least annually out of income and capital as appropriate, and subject to fulfilling certain regulatory requirements. More details are provided on pages 4 to 5 of the Chairman's Statement and on page 10.

YOUR PRIVACY

We are committed to protecting and respecting your privacy. To understand how we collect, use and otherwise process personal data relating to you, or that you provide to us, please read our privacy notice, which can be found at www.mig2vct.co.uk.

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Financial Highlights

Results for the year ended 31 March 2022

As at 31 March 2022:
Net assets: **£77.51 million**
Net Asset Value ("NAV") per share: **96.37 pence**

- Net asset value ("NAV") total return[1] per share of 13.3%.
- Share price total return[1] per share of 23.4%.
- Dividends paid and declared in respect of the year amounted to 12.00 pence per share. Cumulative dividends paid[1] amount to 134.00 pence per share.
- £4.61 million was invested into three new growth capital investments and seven existing portfolio companies during the year.
- Strong portfolio performance generated £9.55 million of unrealised gains.
- The Company realised investments totalling £6.37 million of cash proceeds and generated net realised gains of £2.54 million.

[1] Definitions of key terms and alternative performance measures ("APMs")/Key Performance Indicators ("KPIs") shown above and throughout this report are provided in the Glossary of terms on page 86.

Performance Summary

The table below shows the recent past performance of the current share class, first raised in 2005/06 at an original subscription price of 100 pence per share, before the benefit of income tax relief. Performance data for all fundraising rounds are shown in the tables on pages 8 to 11 of this Annual Report.

Reporting date as at	Net assets (£m)	Net asset value (NAV) per share (p)	Share price[2] (mid-market price) (p)	Cumulative dividends paid per share (p)	Cumulative total return per share since launch[1] (NAV basis) (p)	Cumulative total return per share since launch[1] (Share price basis) (p)	Dividends paid and declared in respect of each year (p)
31 March 2022	77.51	96.37	87.50	134.00	230.37	221.50	12.00
31 March 2021	73.90	100.91	85.50	116.00	216.91	201.50	13.00
31 March 2020	43.57	72.99	70.50	109.00	181.99	179.50	26.00
31 March 2019	48.73	99.60	85.50	83.00	182.60	168.50	5.00
31 March 2018	47.60	96.54	86.50	78.00	174.54	164.50	16.00

[1] Definitions of key terms and alternative performance measures ("APMs")/Key Performance Indicators ("KPIs") shown above and throughout this report are provided in the Glossary of terms on page 86.
[2] Source: Panmure Gordon & Co (mid-market price).

Chairman's Statement

I am pleased to present the annual results of Mobeus Income & Growth 2 VCT plc for the year ended 31 March 2022.

Overview

Following on from last year's record performance, your Company has experienced another year of strong trading and growth in the value of its portfolio at 31 March 2022. The Company achieved an NAV total return per share of 13.3% for the year (2021: 47.8%).

Although the year under review was marked by many challenges, the portfolio proved to be resilient and adaptive in facing them. The threat from global supply issues in logistics, materials and labour resulting from COVID-19 disruption is expected to remain for some months and the unfolding geopolitical events relating to the war in Ukraine has added to the uncertainty. We are starting to see the impact of inflationary pressures on consumer confidence although, for the most part, trading for your Company's largely service and software-based portfolio remains robust.

Despite Brexit concerns and considerable COVID-19 related restrictions across the year, M&A activity remained buoyant and the Investment Adviser continues to see healthy deal flow. The Company deployed £4.61 million of investment capital and generated £6.37 million in realisation proceeds as, in that time, it realised two of its investments and added three new and seven follow-on investments to the portfolio.

Shareholders should note that following the listing on AIM of two portfolio companies shortly before the previous year-end 7.8% of the portfolio value is in AIM listed entities. This increases the potential volatility in the value of the Company's portfolio and subsequent NAV returns. The initial uplift in value following their IPOs in March 2021 has been eroded after a number of unfavourable trading statements led to a significant reduction in their share prices. The remainder of the portfolio largely demonstrated strong performance and growth over the same period.

We are witnessing a clear demonstration of the benefits of what is now a diverse and maturing portfolio. Following the 2015 VCT rule change, the revised investment strategy is bearing fruit as more of these young growth investments start to achieve significant scale and value. Several third-party investments have validated this view, resulting in significant positive re-ratings in values of portfolio businesses, such as MPB, MyTutor and Bella & Duke. The Company has also provided support for the scaling of investments such as Preservica, with significant further funding in November 2021. Additional information on value movements is given in the Investment Adviser's Review on pages 12 to 19.

The Company launched an Offer for Subscription on 20 January 2022 alongside the three other Mobeus VCTs ("Offers") and the Board was very pleased to see that unprecedented demand meant that the target of £7.5 million was reached in less than 24 hours, at which point no further applications were accepted. It was gratifying that approximately half of the applications received were from existing Shareholders in the Company. The subsequent allotment of shares has now bolstered the Company's capital to deploy in new and exciting investment opportunities.

The Board acknowledges that not all of our existing Shareholders were able to subscribe to the Offer due to the unexpectedly rapid response and were disappointed. Consequently, the Board will explore several options in order to give all Shareholders the same opportunity to invest whether electronically, by email or by post for any future fundraise.

Performance

NAV total return, expressed on a pence per share basis, was derived as follows:

Year ended 31 March	2022 (pence per share)	2021 (pence per share)
Net realised and unrealised gains on the investment portfolio	15.04	34.63
Income from the investment portfolio and liquid assets	1.34	2.32
Share buybacks and adjustments	0.89	0.07
Gross return	17.27	37.02
Less: Investment Adviser's fees and other expenses	(3.81)	(2.10)
Net return	13.46	34.92
NAV total return per share	**13.3%**	**47.8%**

The Company's NAV total return per share was 13.3% for the year to 31 March 2022 (2021: 47.8%) being the closing NAV per share of 96.37 pence plus 18.00 pence of dividends paid in the year (this includes 6.00p interim dividend for the year ended 31 March 2021), divided by the opening NAV per share of 100.91 pence. The share price total return was 23.4% (2021: 31.2%). The difference between the share price and NAV total returns arises principally due to the timing of NAV announcements, which are usually made on a date following the date to which they relate and is explained more fully under Performance in the Strategic Report on pages 8 to 11. The positive NAV total return for the year was principally the result of unrealised gains in the value of investments still held, as well as realised gains achieved via exits and partial realisations of several portfolio companies. The continued strong NAV performance, in addition to dividends paid in excess of the agreed target rate has resulted in a performance incentive fee amounting to £1,014,703 payable to the Investment Adviser for the year (for further details please refer to Note 4b on pages 61).

At the year-end, the Company was ranked 7th out of 41 Generalist VCTs over five years and 1st out of 31 Generalist VCTs over ten years, in the Association of Investment Companies' ("AIC") analysis of Cumulative NAV Total Return. Shareholders should note that the AIC's rankings are based on the latest available published NAVs and therefore did not reflect the NAV per share of the Company at 31 March 2022. For further details on the performance of the Company, please refer to the Strategic Report on pages 8 to 11.

Target Return

The Board's current target is to achieve an average NAV total return of 8.0% per annum. This year's 13.3% (2021: 47.8%) has contributed to an average over five years of 14.9% per annum, well in excess of the target.

The Board reminds Shareholders that investment portfolio returns and dividend payments should always be viewed over the longer term.

Dividends

The Board continues to be committed to providing an attractive dividend stream to Shareholders. In respect of the year ended 31 March 2022, the Company has declared and paid a dividend of 12.00 pence per share to Shareholders. This dividend was paid on 7 January 2022 to Shareholders on the register on 10 December 2021. To date, cumulative dividends paid since inception total 134.00 pence per share.

The Company has now met or exceeded the Board's annual dividend target of paying at least 5.00 pence per share, for the last twelve financial years.

As Shareholders have been advised previously, the gradual move of the portfolio to younger growth capital investments as well as the realisations of older, more mature companies that have provided a good income yield, are likely to make dividends harder to achieve from income and capital returns alone in any given year. The Board aims to distribute realised profits (such as income and gains from realisations) achieved in a year as dividends but notes that a reduction in income received by the Company was seen during the year. The Board, therefore, continues to monitor the sustainability of the annual dividend target. Shareholders should also note that there may continue to be circumstances where the Company is required to pay dividends in order to maintain its regulatory status as a VCT, for example, to stay above the minimum percentage of assets required to be held in qualifying investments. Such dividends paid in excess of net income and capital gains achieved will cause the Company's NAV per share to reduce by a corresponding amount.

Investment and portfolio performance

The portfolio movements across the year were as follows:

	2022 £mn	2021 £mn
Opening portfolio value	41.83	21.99
New and further investments	4.61	5.39
Disposal proceeds	(6.37)	(10.91)
Net realised gains	2.54	4.77
Valuation movements	9.55	20.59
Portfolio value at 31 March	**52.16**	**41.83**

During the year, the Company invested a total of £4.61 million into three new and seven existing portfolio companies (2021: £5.39 million; five new, eight existing). New investments totalling £1.73 million were made into Legatics (a SaaS LegalTech software business), Vet's Klinic (a veterinary clinic roll out) and Proximity Insight (a retail platform). This investment into Proximity Insight is the first investment made since the acquisition of the Mobeus VCT investment advisory business by Gresham House and the Company's investment was made alongside the other VCTs advised and managed by Gresham House (the three other Mobeus VCTs and the two Baronsmead VCTs). In accordance, with the agreed allocation policy, the Company contributed £0.56 million towards a total Gresham House supported investment of £5.00 million.

Additional funding of £2.88 million was provided across seven existing portfolio companies: Bella & Duke (a frozen raw dog food provider), Caledonian Leisure (a UK Leisure Breaks provider), Tapas Revolution (a Spanish restaurant chain), MyTutor (an online tutoring marketplace), Andersen EV (a producer of premium EV chargers), ActiveNav (a provider of enterprise-level file analysis software), and Preservica (a proprietary digital archiving software provider).

The Company generated £5.06 million in proceeds from the realisation of its investments in Proactive Group (£1.60 million) and Red Paddle (£3.46 million) during the year. In addition to proceeds received from the partial realisation of MyTutor (£0.52 million), together with loan repayments and deferred proceeds totalling £0.79 million, the Company generated total proceeds of £6.37 million in the year to 31 March 2022.

The portfolio has performed well over the Company's financial year. The portfolio achieved £12.09 million (2021: £25.36 million) in realised and unrealised gains in the year, being 28.9% (2021: 115.3%) of the opening portfolio value. The portfolio was valued at £52.16 million at the year-end (2021: £41.83 million).

Within net realised gains, the principal contributors were the full realised gains of Proactive Group and Red Paddle (total of £2.21 million). Total proceeds received over the life of investments in Proactive Group (£1.63 million) and Red Paddle (£3.86 million) generated multiples of cost of 2.6x (IRR: 33.0%) and 5.4x (33.2%) respectively. Further realised gains were also generated from the partial realisation of MyTutor (£0.26 million).

The portfolio's valuation at the year-end demonstrates the continued beneficial impact of changes in UK consumer and business behaviour brought on by the pandemic and lockdown restrictions, particularly for those businesses operating direct-to-consumer models. However, it also underscores the success of portfolio companies in adapting to a rapidly changing environment, becoming more efficient and diversifying their product offering in order to take advantage of opportunities that have arisen. This level of resilience has enabled the portfolio to continue to trade well in what have been challenging global market conditions in the second half of the Company's financial year.

As anticipated, the Company's quoted stocks such as Virgin Wines and Parsley Box are subject to stock market movements and have brought an additional level of volatility to a portion of the portfolio. In the second half of the year, these investments saw a significant value decline in the face of changing market sentiment and announcement of results which were below market expectations. Your Board remains confident in the future prospects of both these AIM quoted businesses.

In contrast, there have been pleasing unquoted valuation increases, supported by a sizeable further investment from the Mobeus VCTs in the case of Preservica, and by third-party investment transactions in the cases of MyTutor, MPB and Bella & Duke.

The portfolio achieved a net increase in unrealised valuations of £9.55 million for the year in investments still held, with the biggest value increases in Preservica, Bella & Duke and Media Business Insight partially offset by valuation falls at Virgin Wines and Parsley Box, as well as modest falls at Bleach London and ActiveNav. For further information on portfolio valuation movements, see the Investment Adviser's Review on pages 14 to 15.

Further details of the Company's investment activity (including transactions that have occurred after the year end) and the performance of the portfolio are contained in the Investment Adviser's Review and the Investment Portfolio Summary on pages 12 to 26.

Liquidity & Fundraising

Cash and cash equivalents held by the Company as at 31 March 2022 amounted to £26.26 million, or 33.9% of net assets.

On 20 January 2022, the Company launched an Offer for Subscription of £7.50 million, alongside Offers from the other Mobeus VCTs. As previously stated in my Overview on page 3, the Offers experienced unprecedented demand such that the Company received subscriptions amounting to the full amount sought within 24 hours of launching and was subsequently then closed to further applications. In accordance with the Offers' prospectus, the allotment of all shares under the offer took place on 9 March 2022, and generated net funds (after costs) of £7.26 million. In consideration of environmental factors and cost savings, the Company elected to release the Prospectus digitally, with hard copies available on request, and invite applications to be submitted online via a digital portal. This method provided increased security and efficiency in the application process and the Board strongly recommends that Shareholders wishing to subscribe to any future offers opt to submit their applications via the online facility.

Share buy-backs

During the year, the Company bought back and cancelled 697,498 of its own shares (2021: 387,471), representing 1.0% of the shares in issue at the beginning of the year (2021: 0.7%), at a total cost of £0.64 million, inclusive of expenses (2021: £0.29 million). It is the Company's policy to cancel all shares bought back in this way. The Board regularly reviews its buyback policy and currently seeks to maintain the discount at which the Company's shares trade at no more than 5% below the latest published NAV.

Shareholder Communications & Annual General Meeting

May I remind you that the Company's website is available at: www.mig2vct.co.uk.

The Investment Adviser held a virtual Shareholder Event on the morning of 25 February 2022. A presentation was provided by representatives of each of the Mobeus VCT Boards as well as the Investment Adviser and the key executives of two portfolio companies, Virgin Wines and Media Business Insight. A recording of the event is available here: https://mvcts.connectid.cloud/

Your Board is pleased to be able to hold the next Annual General Meeting ("AGM") of the Company in person at 11.00 am on Wednesday, 21 September 2022 at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR. A webcast will also be available at the same time for those Shareholders who cannot attend in person. However, please note that you will not be able to vote via this method and so are encouraged to return your proxy form before the deadline of 11:00 am on Monday, 19 September 2022. Information setting out how to join the meeting by virtual means will be shown on the Company's website. For further details, please see the Notice of the Meeting which can be found at the end of this Annual Report & Financial Statements, on pages 83 to 85.

Board Composition & Succession

The Board comprised three directors throughout the year. After considering and reviewing its composition, the Board agreed that the directors have the breadth and depth of relevant knowledge and experience plus the appropriate skill sets. The Board consists of two male and one female directors.

Adam Kingdon has advised of his wish to retire as a director of the Company immediately following the AGM in September 2022. Adam has provided an invaluable contribution to the Board whilst a director of the Company, for which we are very grateful. The Board will be considering its composition and succession in light of this.

Fraud Warning

We have been made aware that Shareholders are being contacted in connection with sophisticated but fraudulent financial scams which purport to come from the Company or to be authorised by it. This is often by a phone call or an email usually originating from outside of the UK, claiming or appearing to be from a corporate finance firm offering to buy your shares at an inflated price.

The Board strongly recommends Shareholders take time to read the Company's Fraud warning section, including details of who to contact, contained within the Information for Shareholders section on pages 78 to 79.

Environmental, Social and Governance ("ESG")

The Board and the Investment Adviser believe that the consideration of environmental, social and corporate governance ("ESG") factors throughout the investment cycle will contribute towards enhanced shareholder value.

Following the novation of the investment advisory agreement to Gresham House, who have a dedicated team which is focused on sustainability, the Board views this as an opportunity to enhance the Company's existing protocols and procedures through the adoption of the highest industry standards. Under the new enlarged investment team, each investment executive is responsible for their own individual ESG objectives in support of the wider overarching ESG goals of the Investment Adviser. For further details, Gresham House published its inaugural Sustainable Investment Report in 2022, which can be found on its website at: www.greshamhouse.com.

Your Board would like to assure Shareholders that ESG matters form a key consideration in investment decisions. The FCA reporting requirements consistent with the Task Force on Climate-related Financial Disclosures commencing from 1 January 2021 do not currently apply to the Company but will be kept under review, the Board being mindful of any recommended changes.

Outlook

The year under review can be characterised as a continuation of the challenging environment created for businesses by COVID-19 and Brexit. However, much in the same way that we were able to report on its remarkable recovery one year ago, the Company has continued to achieve success in creating opportunities and building on them. This has been exemplified by strong trading performances and value growth across the portfolio and continued strong levels of investment activity.

However, we anticipate that the indirect effects of the COVID-19 pandemic and Brexit will continue to impact the UK economy and bring an element of uncertainty for some time to come, most notably in the form of supply chain and inflationary pressures. More recently, the distressing invasion of Ukraine has sent shockwaves through global financial markets. Whilst the portfolio has limited direct exposure to Eastern Europe, Russia's action has introduced a disruptive factor which cannot yet be fully measured. This combination of factors is causing a shortage of many resources and supply chain disruption. Furthermore confidence is being eroded as inflation and interest rates increase. Nonetheless, despite its caution your Board considers that your Company is well positioned to adapt as necessary.

The Board was very pleased to have witnessed such a positive response to the launch of the Company's Offer for subscription in January and would like to thank all Shareholders for their interest in applying for the Company's shares. The Board has been satisfied with the Company's ability to maintain a high rate of investment in quality opportunities over the year. It believes that the additional fundraising will provide the necessary capital to continue to create value growth for Shareholders in what has, to date, proven to be a successful investment strategy.

I would like to take this opportunity once again to thank all Shareholders for your continued support and to extend a warm welcome to new Shareholders.

Ian Blackburn
Chairman

29 June 2022

Strategic Report

Company Objective and Business Model

Introduction

The Directors are pleased to present the Strategic Report of the Company for the year ended 31 March 2022. The purpose of this Report is to inform Shareholders and help them assess how the Directors have performed their duty to promote the success of the Company.

The Report has been prepared by the Directors in accordance with section 414A of the Companies Act 2006 ("the Act").

Objective

The Objective of the Company is to provide investors with a regular income stream, arising both from the income generated by the companies selected for the portfolio and from realising any growth in capital, while continuing at all times to qualify as a VCT.

Summary of Investment Policy

The Company's policy is to invest primarily in a diverse portfolio of UK unquoted companies. Investments are generally structured as part loan and part equity in order to produce a regular income stream and to generate capital gain from realisations.

The Company's cash and liquid funds are held in a portfolio of readily realisable interest bearing investments which can be of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

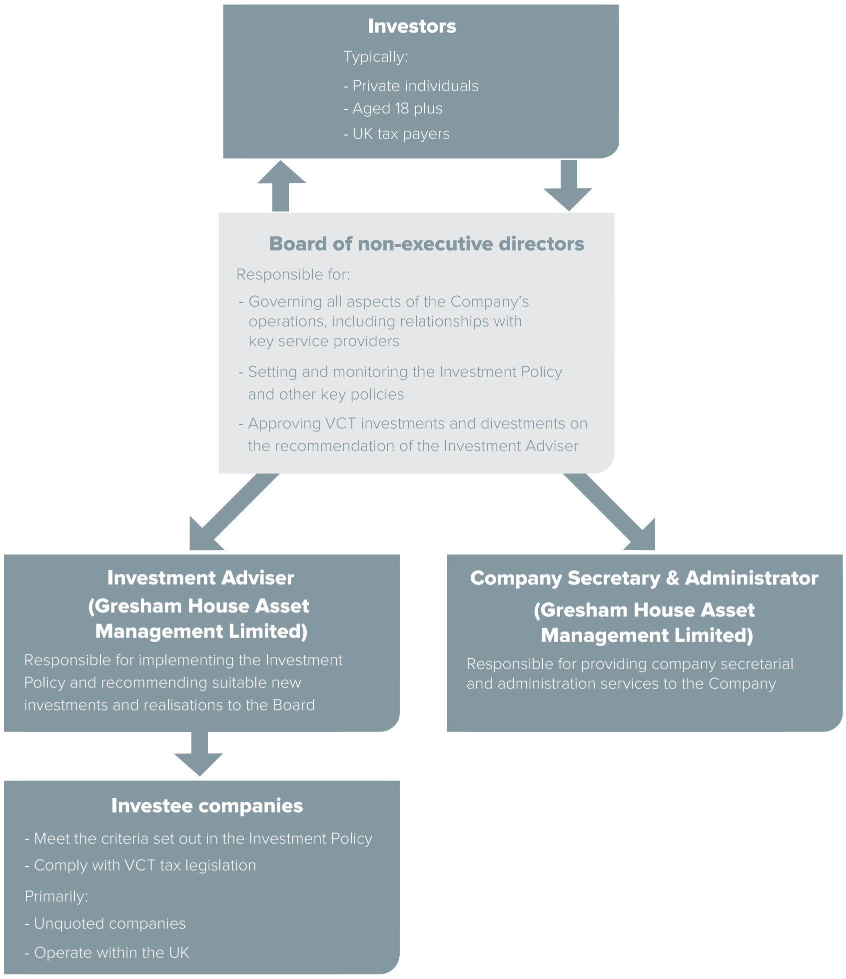
The Company will seek to make investments in accordance with the requirements of prevailing VCT legislation. A summary of this is set out overleaf, in the table "Summary of VCT Regulation".

The Company and its Business Model

The Company is a Venture Capital Trust. Its Objective and Investment Policy are designed to ensure that it continues to qualify as a VCT, and continues to be approved as such by HM Revenue & Customs, whilst maximising returns to Shareholders from both income and capital. A summary of the most important rules that determine VCT approval is contained in the panel headed "Summary of VCT Regulation" on the next page.

The Company is a fully listed company on the London Stock Exchange, which also fulfils a VCT regulatory requirement.

The Company's business model is set out in the diagram below.



It is therefore also required to comply with the Listing Rules governing such companies.

The Company is an externally advised Fund with a Board comprising Non-Executive Directors. The Board has overall responsibility for the Company's affairs including the determination of its Investment Policy (material changes to which are subject to approval by Shareholders). Investment advice and operational support are outsourced to external service providers (including the Investment Adviser, Company Secretary and Administrator and Registrar), with the key strategic and operational framework and key policies set and monitored by the Board. Investment and divestment proposals are originated, negotiated and recommended by the Investment Adviser and are then subject to review and approval by the Directors.

The Company previously invested alongside three other VCTs advised by Mobeus in proportion to the relative net assets of each VCT at the date the investment proposal submitted to each Board. Following the acquisition of the VCT investment advisory business of Mobeus Equity Partners LLP on 30 September 2021 by Gresham House, the Investment Manager of the two Baronsmead VCTs, the Company now will co-invest alongside the Baronsmead VCTs and the Mobeus VCTs in new unquoted VCT qualifying investments in proportion to the relative net assets of each VCT (excluding direct AIM investments).

The total percentage of equity held in each investment by all funds advised by Gresham House is shown in Note 9 on page 67.

Private individuals invest in the Company to benefit from both income and capital returns from the portfolio. By subscribing for shares in a VCT they also receive immediate income tax relief (currently 30% of the amount subscribed by an investor). Investors receive tax-free dividends from the Company and incur no capital gains tax upon the eventual sale of the shares. These tax benefits are subject to the VCT maintaining its approved VCT status and the shares being held for a minimum of five years from the date of subscription.

Page 82 contains information setting out the tax benefits for an investor in VCT shares.

The Company's investee companies are primarily unquoted businesses and operate in the UK. These businesses fulfil the criteria and characteristics as set out in the current Investment Policy.

Summary of VCT Legislation

To assist Shareholders, the following table contains a summary of the most important rules that determine VCT approval.

To maintain its status as a VCT, the Company must meet a number of conditions, the most important of which are that:

- the Company must hold at least 80%, by VCT tax value[1], of its total investments (shares, securities and liquidity) in VCT qualifying holdings, within approximately three years of a fundraising;
- all qualifying investments made by VCTs after 5 April 2018, together with qualifying investments made by funds raised after 5 April 2011 are, in aggregate, required to comprise at least 70% by VCT tax value in "eligible shares", which carry no preferential rights (save as may be permitted under VCT rules);
- no investment in a single company or group of companies may represent more than 15% (by VCT tax value) of the Company's total investments at the date of investment;
- the Company must pay sufficient levels of income dividend from its revenue available for distribution so as not to retain more than 15% of its income from shares and securities in a year;
- the Company's shares must be listed on a regulated European stock market;
- non-qualifying investments cannot be made, except for certain exemptions in managing the Company's short-term liquidity;
- VCTs are required to invest 30% of funds raised in an accounting period beginning on or after 6 April 2018 in qualifying holdings within 12 months of the end of the accounting period; and
- the period for reinvestment of proceeds on disposal of qualifying investments is 12 months.

To be a VCT qualifying holding, new investments must be in companies:

- which carry on a qualifying trade;
- which have no more than £15 million of gross assets at the time of investment and no more than £16 million immediately following investment from VCTs;
- whose maximum age is generally up to seven years (ten years for knowledge intensive businesses);
- that receive no more than an annual limit of £5 million and a lifetime limit of £12 million (for knowledge intensive companies the annual limit is £10 million and the lifetime limit is £20 million), from VCTs and similar sources of State Aid funding; and
- that use the funds received from VCTs for growth and development purposes.

In addition, VCTs may not:

- offer secured loans to investee companies, and any returns on loan capital above 10% must represent no more than a commercial return on the principal; and
- make investments that do not meet the 'risk to capital' condition (which requires a company, at the time of investment, to be an entrepreneurial company with the objective to grow and develop, and where there is a genuine risk of loss of capital).

[1] VCT tax value means as valued in accordance with prevailing VCT legislation. The calculation of VCT tax value is arrived at using tax values, based on the cost of the most recent purchase of an investment instrument in a particular company, which may differ from the actual cost of each investment shown in the Investment Portfolio Summary on pages 24 to 26.

Performance and Key Performance Indicators

The Board has identified six key performance indicators that are used in its own assessment of the Company's progress. Some of these are classified as alternative performance measures ("APMs") in line with Financial Reporting Council ("FRC") guidance. See Glossary of terms for details on page 86. APMs are measures of performance that are in addition to the data reported in the Financial Statements. It is intended that these will provide Shareholders with sufficient information to assess how the Company has performed against its Objectives in the year ended 31 March 2022, and over the longer-term, through the application of its investment and other principal policies:

1. Annual and cumulative returns per share for the year

The Company's objective is to generate long-term growth in capital and income. To assess this, the Board monitors the growth in total returns per share, both on a NAV basis and a share price basis, adjusted for dividends paid in the year. NAV basis reflects the net assets of the Company and share price basis reflects the price at which a Shareholder could expect to sell their shares. These are the most widely used measures of performance in the VCT sector.

Total returns per share for the year

The Net Asset Value and share price total returns per share for the year ended 31 March 2022 were 13.3% and 23.4% respectively, as shown below:

	NAV basis (p)
Closing NAV per share	96.37
Plus: dividend paid in year	18.00
NAV Total return for year	**114.37**
Less: opening NAV per share	100.91
Increase in NAV total return for year per share (Note 1)	**+13.46**
% NAV total return for year	13.3%

	Share price basis (p)
Closing share price	87.50
Plus: dividend paid in year	18.00
Share Price Total return for year	**105.50**
Less: opening share price	85.50
Increase in Share Price total return for year per share (Note 2)	**+20.00**
% Share Price total return for year	23.4%

The analysis of the source of the NAV total returns is set out below:

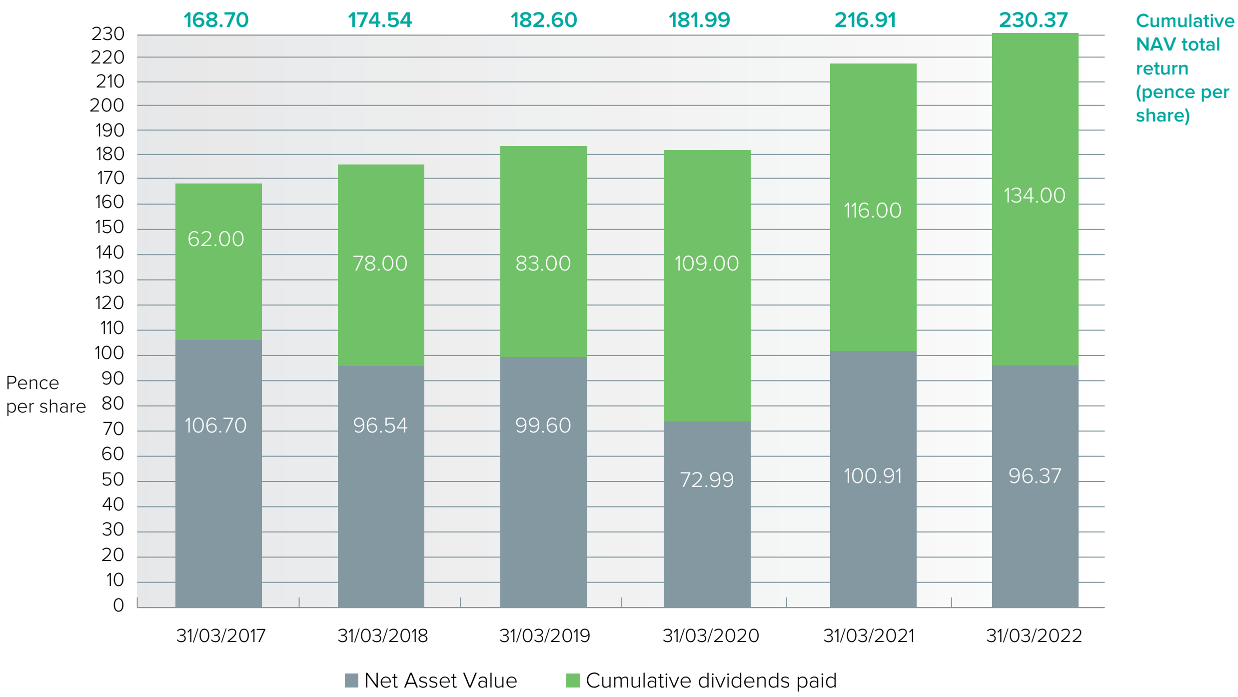
Note 1: NAV total return per share for the year is comprised of: Year ended 31 March	2022 (pence)	2021 (pence)
Gross portfolio capital returns	15.04	34.63
Gross income returns	1.34	2.32
Costs	(3.81)	(2.10)
Other movements	0.89	0.07
NAV return for the year as above	**13.46**	**34.92**

The contributions from portfolio returns and income are shown before deducting attributable costs. They are explained below under review of financial performance for the year. Costs are referred to in section 6 on page 11.

Note 2: The Share Price total return differs from the NAV total return because the share prices quoted are typically by reference to the latest announced NAV per share. In respect of the year to 31 March 2022, the share price total return is higher than the NAV total return because the opening share price at 31 March 2021 did not contain a 13.69 pence NAV per share increase that occurred in the final quarter of the year to 31 March 2021. The uplift was not reflected in the share price at 31 March 2021 until the year-end NAV was announced on 30 June 2021.

Cumulative total returns per share (NAV basis)

The longer term trend of performance on this measure is shown in the chart below:-



For similar performance data to that shown above for each allotment in each fundraising since the inception of the Company, please see the Performance Data on pages 80 to 81 of this Annual Report.

Review of financial results for the year ended 31 March 2022:

	2022 £mn	2021 £mn
Capital profit	9.84	24.50
Revenue profit	0.27	1.02
Total profit	**10.11**	**25.52**

The capital profit for the year of £9.84 million (12.24 pence of NAV return for the year per share, net of costs charged to capital) is primarily due to a net increase in the unrealised valuation of portfolio companies as well as realised gains from the full exit of Vian Marketing (trading as Red Paddle) and the partial realisation of MyTutorweb. The decrease in capital returns from £24.50 million is principally due to lower realised gains of existing portfolio companies compared to 2021 and a lower level of unrealised gains (£11.03 million fall).

The revenue profit for the year of £0.27 million (0.33 pence of NAV return for the year per share, net of costs charged to revenue) is derived from income, primarily loan interest, exceeding revenue expenses. The decrease from the previous year is mainly due to a fall in dividend income. The lower revenue return also resulted from higher expenses charged to revenue (mainly due to higher Investment Adviser fees arising from higher net assets over the year), partially offset by a reduction in the revenue tax charge.

2. The VCT's performance compared with its peer group performance

The Board places emphasis on benchmarking the Company's performance against a peer group of generalist VCTs and aims to maintain the Company's performance within the top quartile of this peer group.

Using the benchmark of NAV Cumulative total return on an investment of £100, performance is as follows:

Year to 31 March 2022	Ranking	Number of VCTs (AIC generalist VCTs)
10 years	1st	31
5 years	7th	41
3 years	6th	42
1 year	22nd	41

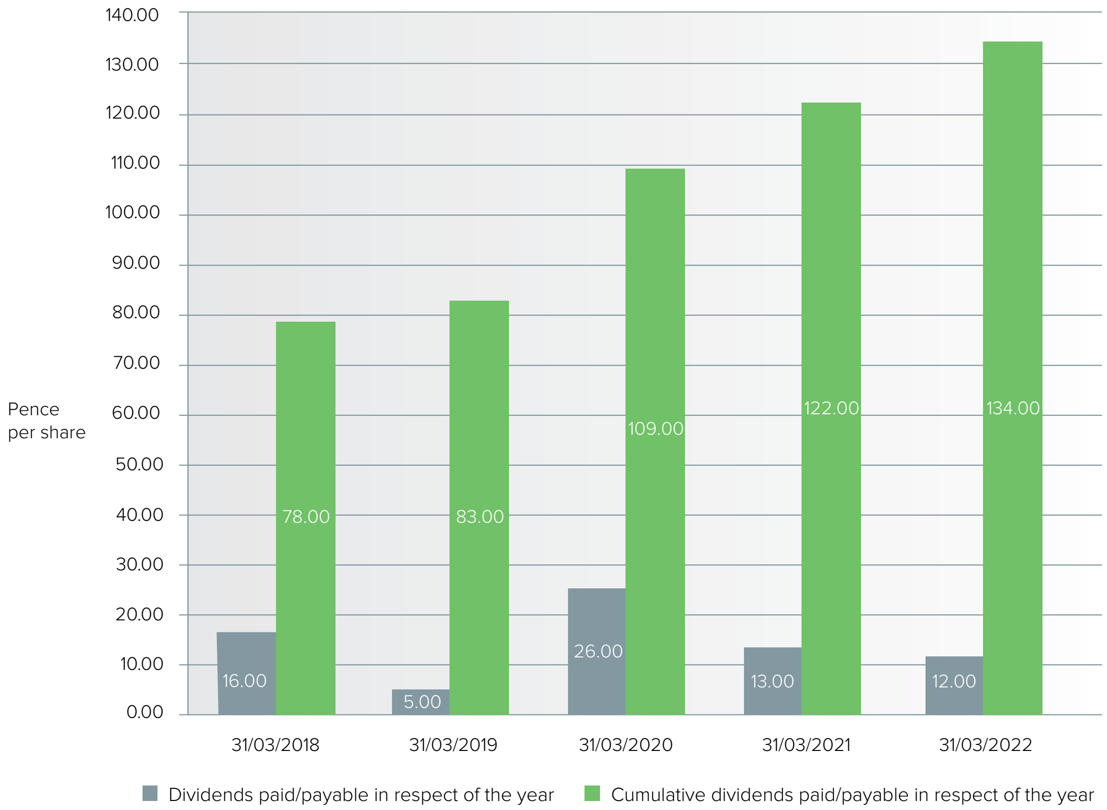
Source: Association of Investment Companies ("AIC") based on statistics prepared by Morningstar as at 31 March 2022.

The Company has maintained a ranking with the Board's target of being within the top quartile compared to a peer group of AIC Generalist VCTs across the 3, 5 and 10-year periods and will strive to improve the relative performance over the 1-year period. Shareholders should note that the 1-year performance figures are heavily impacted by the timing of results and therefore the rankings can be subject to a high degree of volatility.

3. Dividends paid compared with dividend target

The Board has set a target of paying a regular dividend of not less than 5.00 pence per share in respect of each financial year.

Whilst the Board cannot guarantee future payments, it believes this target is still achievable although, as the proportion of more established income generating investments in the portfolio reduces, it will become more challenging.



An interim dividend declared for the year ended 31 March 2022 of 12.00 pence per share, was paid on 7 January 2022 to Shareholders on the Register of Members as at the record date of 10 December 2021. The 12.00 pence dividend in respect of the year ended 31 March 2022 exceeded the Company's 5.00 pence dividend target for the year.

4. Compliance with VCT legislation

In making their investment in a VCT, Shareholders become eligible for several tax benefits under VCT tax legislation, as long as the Company also complies with VCT tax legislation. To achieve this, the Company must meet a number of tests set by the VCT tax legislation. The principal tests are summarised in the panel entitled 'Summary of VCT Legislation' on page 7. In respect of the year ended 31 March 2022, the Company continued to meet these tests.

5. Share price and discount to NAV

The Board recognises that Shareholders may wish to sell their shares from time to time and that the secondary market for VCT shares can be limited. The impact of this limited secondary market is that the Company's share price will typically trade at a level which is less than the Company's NAV per share. Subject to the Company having sufficient available funds and distributable reserves, it is the Board's current intention to pursue a buyback policy with the objective of maintaining the discount to the latest published NAV per share at which the shares trade at approximately 5% or less. It has succeeded in carrying out this objective in the year.

The discount for the Company's shares at 31 March 2022 was 4.9% (2021: 2.0%) based upon the share price shown in the Performance Summary on page 11 and the NAV at 28 February 2022 of 91.98 pence per share.

The Board considers that a 5% discount represents a fair balance between assisting investors who wish to sell shares and the majority of investors who wish to continue to invest in a portfolio of investments in unquoted shares. Any future purchases will be subject to the Company having appropriate authorities from Shareholders and sufficient funds available for this purpose. Share buybacks will also be subject to the Listing Rules and any applicable law at the relevant time. Shares bought back in the market are always cancelled. Continuing Shareholders benefit from the difference between the NAV and the price at which the shares are bought back and cancelled.

During the year ended 31 March 2022, Shareholders holding 0.70 million shares, expressed their desire to sell their investments. The Company instructed its brokers, Panmure Gordon (UK) Limited ("Panmure Gordon"), to purchase these shares at prices representing a discount of approximately 5% to the previously announced NAV per share. The Company subsequently purchased these shares at prices between 87.83 and 97.92 pence per share and cancelled them.

In total, during the year the Company bought back 1.0% of the issued share capital of the Company at the beginning of the year.

6. Costs

Shareholders will be aware there are a number of costs involved in operating a VCT. Although Shareholders do not bear ongoing costs in excess of the expense cap of 3.60%, the Board aims to maintain the ratio before any performance fees at not more than 3%.

The Board monitors costs using the Ongoing Charges Ratio which is set out in the table below:

	2022	2021
Ongoing charges	2.50%	2.36%
Performance fee	1.29%	0.00%
Ongoing charges plus accrued performance fee	**3.79%**	**2.36%**

The Ongoing Charges Ratio has been calculated using the Association of Investment Companies recommended methodology.

The ratio of 2.50% is well within the Board's target ratio of 3%. The increase in the ratio from 2.36% to 2.50% over the year reflects the rise in other expenses partially offset by higher average net assets over the year.

Investment Adviser fees and other expenses

Investment Adviser fees have increased from £1.20 million to £1.65 million, charged to both revenue (increase of £0.11 million) and capital (increase of £0.34 million). This was mainly due to the net asset value, upon which Investment Adviser's fees are calculated (quarterly in arrears) being higher for most of the year. Also, the Investment Adviser performance incentive fee targets were achieved during the year resulting in an accrued performance fee of £1.01 million. Other expenses (all charged to revenue) have increased by £0.06 million to £0.40 million. This resulted from a combination of a rise in professional, registrar and printing fees.

Further details of these are contained in Note 4 to the Financial Statements on pages 60 to 62 of this Annual Report.

Investment Adviser's Review

Portfolio Review

Having recovered from the COVID-19 related decline in value by the start of the Company's financial year, the portfolio continues on a positive trajectory.

Widespread volatility of global markets and negative sentiment have hampered the ability of businesses to sustain the exceptional performance of the previous financial year. Nevertheless, a continuation of steady underlying trading by the majority of investee companies bolstered by a small number of significant re-ratings has ensured that the portfolio has nonetheless been able to record portfolio value growth of 28.9% over the year, with combined net unrealised and realised gains of £12.09 million.

A limited number of portfolio companies experienced disruption as a result of the UK lockdowns, but it is pleasing to report that a significant proportion have benefited from what appears to be a structural change in consumer purchasing habits. Indeed, the majority of the portfolio companies are now trading above their pre COVID-19 levels.

Overall, the majority of the portfolio has demonstrated a high degree of resilience, with the vast majority of companies by number showing revenue and/or earnings progression over the previous two years. Investments classified as Retailers now comprise over 44% of the portfolio by value, all of which are demonstrating the success of the direct-to-consumer business model.

Significant positive re-ratings in the unquoted portfolio have been a consistent feature across the year, with third-party investment driving value uplifts in MPB (£0.63 million) and Bella & Duke (£3.00 million), and a sizeable further investment from the Mobeus VCTs doing the same in the case of Preservica (£5.02 million). Whilst the portfolio has limited exposure to more challenging sectors such as hospitality and overseas travel, software and other technology-enabled businesses have performed strongly. A small number of companies have struggled, though they are in the minority and their impact on overall shareholder return is minimal. Furthermore, some of these companies, such as Media Business Insight and RDL, have fundamentally re-engineered their businesses, which should provide a more positive outlook.

It is noted that Preservica and Bella & Duke currently account for a significant proportion of the invested portfolio's value (27.9% of the portfolio value, 18.8% of net assets), with 7.8% of the portfolio now held in AIM-listed investments (which equates to 5.2% of net assets). The AIM market has witnessed some volatility in the second half of the Company's financial year, with negative market sentiment compounding a period of challenging customer recruitment to result in value reductions for both Virgin Wines and Parsley Box. In line with market practice, in both cases the Company's shareholdings are subject to lock-up arrangements for a period post-flotation.

Strong trading activity levels have created investment opportunities for the Company as portfolio companies sought to enhance their positions by building capability in light of demand. A number of further investments were therefore made into the portfolio during the year. Gresham House continues to review the opportunities for follow-on investments. M&A sentiment also remained buoyant with a continuing stream of attractive realisations throughout the year. The outlook for both follow-on investment and realisations continues to be positive.

The Company made investments totalling £4.61 million (2021: £5.39 million), comprising £1.73 million (2021: £2.37 million) into three new investments and £2.88 million (2021: £3.02 million) into seven existing investments. This level of new and follow-on investment is pleasing given the continued uncertainty and lockdown restrictions during the year under review.

A strong track record for the growth investments has emerged which validates the strategic change arising from the amendment to VCT rules in 2015. Overall, it is reassuring to see that the more traditional investments, as well as the growth investments, are continuing to make good progress.

The portfolio's valuation changes in the year are summarised as follows:

Investment Portfolio Capital Movement	2022 £mn	2021 £mn
Increase in the value of unrealised investments	14.91	21.42
Decrease in the value of unrealised investments	(5.36)	(0.83)
Net increase in the value of unrealised investments	**9.55**	**20.59**
Realised gains	2.54	4.81
Realised losses	-	(0.04)
Net realised gains in the year	**2.54**	**4.77**
Net investment portfolio movement in the year	**12.09**	**25.36**

The portfolio movements in the year are summarised as follows:

	2022 £mn	2021 £mn
Opening portfolio value	41.83	21.99
New and further investments	4.61	5.39
Disposal proceeds	(6.37)	(10.91)
Net realised gains	2.54	4.77
Valuation movements	9.55	20.59
Portfolio value at 31 March	**52.16**	**41.83**

New Investments during the year

A total of £1.73 million was invested into three new investments during the year, as detailed below:

	Company	Business	Date of investment	Amount of new investment (£mn)
Legatics	Legatics	SaaS LegalTech software business	June 2021	0.61

Legatics (legatics.com) transforms legal transactions by enabling deal teams to collaborate and close deals in an interactive online environment. Designed by lawyers to improve legacy working methods and solve practical transactional issues, the legal transaction management platform increases collaboration, efficiency and transparency. As a result, Legatics has been used by around 1,500 companies, and has been procured by more than half of the top global banking and finance law firms, with collaborations having been hosted in approximately 50 countries. With this new funding round, Legatics will be looking to double the size of its team over the next 18 months and further develop its technology to deliver new features and use cases for a wider range of practice areas within new and existing customers.

	Company	Business	Date of investment	Amount of new investment (£mn)
Vet's Klinic – A new world of pet care	Vet's Klinic	Veterinary clinics	June 2021	0.56

Pets' Kitchen (trading as Vet's Klinic) is an established and profitable veterinary clinic providing veterinary services (vetsklinic.co.uk) as well as a premium pet food provider (vetskitchen.co.uk). Its primary Swindon 'super clinic' is a first opinion veterinary practice where pet owners can schedule consultations online and obtain real time feedback on in-patient care through its own technology platform. Without compromising on quality of care, this model enables a significantly higher transaction per vet compared to the industry average. This new investment will be used to roll out its unique clinic model to other sites along the M4 corridor.

	Company	Business	Date of investment	Amount of new investment (£mn)
proximityinsight	Proximity Insight	Retail Software	February 2022	0.56

Proximity Insight (proximityinsight.com) is a retail technology business that offers a 'Super-App' that is used by the customer-facing teams of brands and retailers to engage, inspire and transact with customers. Headquartered in London with offices in New York and Sydney, Proximity Insight has a global client base that includes over 20 brands, boutiques and department stores in fashion, beauty, jewellery, electronics and homewares. These clients use Proximity Insight's platform to blur the lines between physical and digital retail, enhancing the customer experience and improving the lifetime value of their customers by upwards of 35%. The business grew annual recurring revenue by 117% to £2.2m in 2021, and the investment will support Proximity Insight's continued product development and international growth. The investment was made across all six VCTs advised and managed by Gresham House, including the two Baronsmead VCTs.

Further investments during the year

A total of £2.88 million was invested into seven existing portfolio companies during the year, as detailed below:

	Company	Business	Date of investment	Amount of further investment (£mn)
Bella & Duke	Bella & Duke	Frozen raw dog food provider	May 2021	0.61

Bella & Duke (bellaandduke.com) is a direct-to-consumer subscription service, providing premium frozen raw dog food to pet owners in the UK. Founded in 2016, the business provides an alternative to standard meal options for dog owners by focusing on the well documented health benefits of a raw food diet. This area is a growing niche in the large and established pet food market and is being driven by the premiumisation of dog food. This follow-on investment from the Company, alongside a co-investment by the British Growth Fund and existing shareholders, will provide additional working capital enabling Bella & Duke to continue to scale.

	Company	Business	Date of investment	Amount of further investment (£mn)
Caledonian Leisure Ltd	Caledonian Leisure	UK leisure and experience breaks	April 2021-February 2022	0.39

Caledonian Leisure works with accommodation providers, coach businesses and other experienced providers (such as entertainment destinations and theme parks) to deliver UK-based leisure and experience breaks to its customers. It comprises two brands, Caledonian Travel (caledoniantravel.com) and UK Breakaways (ukbreakaways.com). The domestic leisure and experience travel market has been devastated by the COVID-19 pandemic, but the company is well-placed to expand as lockdown and travel restrictions have eased. A series of planned investment tranches has helped the company prepare for and capitalise on the strong demand for UK staycation holidays.

Investment Adviser's Review

	Company	Business	Date of investment	Amount of further investment (£mn)
TAPAS REVOLUTION	Tapas Revolution	Spanish restaurant chain	June 2021	0.05

Spanish Restaurant Group (trading as Tapas Revolution) (tapasrevolution.com) is a leading Spanish restaurant chain in the casual dining sector. At initial investment in January 2017, it was operating five sites and, subsequent to a further investment round in March 2018, had grown to 12 sites. Tapas was trading well and had a strong outlook up until the onset of COVID-19 which mandated the closure of much of its estate during the course of 2020 in response to the varying patterns of government restrictions. Costs were controlled well under the circumstances and this further investment provided financial headroom whilst the business re-opened its estate.

	Company	Business	Date of investment	Amount of further investment (£mn)
MyTutor	MyTutor	Digital marketplace for online tutoring	August 2021	0.52

MyTutorweb (trading as MyTutor) (mytutor.co.uk) is a digital marketplace that connects school pupils who are seeking private one-to-one tutoring with university students. The business is satisfying a growing demand from both schools and parents to improve pupils' exam results. This further investment, alongside other existing shareholders and Australian strategic co-investor, SEEK, who invested £30 million, aims to build and reinforce its position as a UK category leader in the online education market as well as to begin to develop a broader, personalised learning product. The company has been chosen as a Tutoring Partner for the National Tuition Programme where they will directly support 30,000 students in catching up on lost learning because of the COVID-19 pandemic.

	Company	Business	Date of investment	Amount of further investment (£mn)
ANDERSEN	Andersen EV	Provider of premium electric vehicle (EV) chargers	September 2021	0.16

Muller EV Limited (trading as Andersen EV) (andersen-ev.com) is a design-led manufacturer of premium electric vehicle chargers. Incorporated in 2016, this business has secured high profile partnerships with Porsche and Jaguar Land Rover, establishing an attractive niche position in charging points for the high end EV market. This follow-on funding is to further support its premium brand and product positioning whilst ensuring all new and existing products meet the most recent and highest safety and compliance standards. Andersen has continued its strong trading performance with revenue up over 300% year on year.

	Company	Business	Date of investment	Amount of further investment (£mn)
Preservica Active digital preservation	Preservica	Seller of proprietary digital archiving software	October/ November 2021	0.89

Preservica is a SaaS software business with blue chip customers and strong recurring revenues. It has developed market leading software for the long-term preservation of digital records, ensuring that digital content can remain accessible, irrespective of future changes in technology. This latest investment is to provide additional growth capital to finance the further development of the business. The business has seen annual recurring revenues nearly double over the last two financial years.

	Company	Business	Date of investment	Amount of further investment (£mn)
ACTIVENAV	ActiveNav	File analysis Software	December 2021	0.26

Data Discovery Solutions (trading as ActiveNav) (activenav.com) is a file analysis software solution which makes it easier for companies to clean up network drives, respond to new data protection laws and dispose of redundant and out dated documents. ActiveNav's solution is used by significant blue chip customers, particularly those in highly regulated industries such as energy and professional services, as well as government entities in the USA, Canada, Australia and the UK. This further funding is to market its nascent SaaS-based Hubble platform in order to generate company value.

Portfolio valuation movements

The portfolio generated net unrealised gains of £9.55 million in the year. The scale of the valuation increases was underpinned by the Company's growth portfolio, many of which have direct-to-consumer business models which have grown significantly since the onset of the COVID-19 pandemic. Despite ongoing uncertainties relating to COVID-19, Gresham House believes that the pandemic has accelerated existing trends in consumer behaviour and, in many cases, companies have experienced strong growth in demand. Over this period, some older style MBO portfolio companies with similar business practices have also benefited. However, the volatility of markets and fall in consumer confidence towards the end of the Company's financial year have had an impact on valuations of quoted assets as well as sector PE multiples, making this a more challenging environment for the portfolio. The portfolio has nevertheless proven to be resilient.

Total valuation increases were £14.91 million. The main valuation increases were:

- Preservica – £5.02 million
- Bella & Duke – £3.00 million
- Media Business Insight – £1.83 million
- MyTutor – £1.08 million
- Master Removers Group – £1.05 million

Preservica, Bella & Duke and MyTutor have benefitted from significant re-rating as part of a further funding rounds and increased scale. Media Business Insight has continued to reap the rewards of the success of its diversification to online income streams and a more flexible cost base, whilst Master Removers Group has been effective in taking advantage of strong property markets and a structural shift in demand for storage and logistics.

Total valuation decreases were £(5.36) million. The main valuation decreases were:

- Virgin Wines – £(3.02) million
- Parsley Box – £(1.72) million
- Bleach London – £(0.20) million
- ActiveNav – £(0.16) million

Virgin Wines and Parsley Box have been impacted by negative market sentiment compounded by more challenging customer recruitment over the year. Bleach has had a challenging year having had to delay its US launch and having experienced normalised D2C revenues post UK lockdown. Active Nav has had slower revenue growth than anticipated, but other avenues for sales growth are in the process of being established.

Portfolio Realisations during the year

The Company realised two of its investments during the year, as detailed below:

	Company	Business	Period of investment	Total cash proceeds over the life of the investment/ Multiple over cost
	Proactive Group	Provider of media services and investor conferences	January 2018 to September 2021	£1.63 million 2.6x cost

On 29 September 2021, the Company sold its investment in Proactive Group Holdings Inc ("Proactive"). The Company received £1.60 million in cash following the disposal of its equity and loan notes, contributing to a realised gain over cost over the life of the investment of £0.99 million. Total proceeds received over the nearly four-year life of the investment were £1.63 million, compared to an original cost of £0.64 million, which is **a multiple on cost of 2.6x and an IRR of 33.0%.**

	Red Paddle	Design and manufacturer of Stand up paddleboards	July 2015 to November 2021	£3.86 million 5.4x cost

The Company sold its investment in Vian Marketing (trading as Red Paddle) to Myers Family Office for £3.28 million (realised gain in the year: £2.22 million). Total proceeds received to date over the six-year life of the investment were £3.86 million compared to an original investment cost of £0.72 million, which is **a multiple on cost of 5.4x and an IRR of 33.2%.**

Loan stock repayments and other gains during the year

During the year, the Company received loan repayments from MPB (£0.27 million), Red Paddle (£0.18 million), and Media Business Insight (£0.50 million; realised gain of £0.04 million). There was also further partial realisation of MyTutor which generated £0.52 million proceeds for the Company and a realised gain in the year of £0.26 million. In addition to the above, the Company received further deferred proceeds of £0.02 million bringing the total proceeds received in the year to £6.37 million.

Portfolio income and yield

In the year under review, the Company received the following amounts in loan interest and dividend income:

Investment Portfolio Yield	2022 £mn	2021 £mn
Interest received in the year	0.79	0.84
Dividends received in the year	0.29	0.83
Total portfolio income in the year[1]	**1.08**	**1.67**
Portfolio value at 31 March	**52.16**	**41.83**
Portfolio Income Yield (Income as a % of Portfolio value at 31 March)	**2.1%**	**4.0%**

[1] Total portfolio income in the year is generated solely from investee companies within the portfolio.

Investment Adviser's Review

New investment made after the year-end

The Company made one new investment of £0.43 million after the year-end, as detailed below:

	Company	Business	Date of investment	Amount of new investment (£mn)
Bidnamic	Bidnamic	Retail Software	May 2022	0.43

Lads Store Limited (trading as Bidnamic) (www.bidnamic.com) is a marketing technology business that offers a SaaS platform for online retailers to optimise their search engine marketing ("SEM") spend. The technology was all developed internally, and uses bespoke machine learning algorithms to automate the management and optimisation of online retailers' Google shopping spend. The ARR of the business has grown substantially over the last two years and this is projected to continue. The investment round will be used to further enhance the product's capabilities, and drive continued ARR growth through expanding the sales & marketing team and building a presence in North America.

Further investments made after the year-end

The Company made further investments totalling £0.57 million into three existing portfolio companies after the year-end, as detailed below:

	Company	Business	Date of investment	Amount of further investment (£mn)
NORTHERN BLOC	Northern Bloc	Vegan and dairy-free ice cream producer	April 2022	0.12

Northern Bloc Ice Cream (northern-bloc.com) is an established food brand in the emerging and rapidly growing vegan market. By focusing on chef quality and natural ingredients, Northern Bloc has carved out an early mover position in the vegan ice cream sector. The company's focus on plant-based alternatives has strong environmental credentials as well as it being the first ice cream brand to move wholly into sustainable packaging. The investment is aimed at capitalising on the company's market position and accelerating growth. It has obtained key listings across several large supermarkets and is well placed to benefit from the food service recovery as it continues to secure menu placings. Northern Bloc has doubled its retail store facings in 2020 and saw a 60% increase in retail sales over the year. Current facings now stand at 1,800 across the UK.

ANDERSEN	Andersen EV	Provider of premium electric vehicle (EV) chargers	May 2022	0.27

Muller EV Limited (trading as Andersen EV) (andersen-ev.com) is a design-led manufacturer of premium electric vehicle chargers. Incorporated in 2016, this business has secured high profile partnerships with well-known car brands, establishing an attractive niche position in charging points for the high end EV market. This follow-on funding is to further support its premium brand and product positioning whilst ensuring all new and existing products meet the most recent and highest safety and compliance standards. Andersen has continued its strong trading performance with revenue up over 300% year on year.

rotageek	RotaGeek	Workforce management software	June 2022	0.18

RotaGeek is a provider of cloud-based enterprise software to help larger retail, leisure and healthcare organisations predict and meet demand to schedule staff effectively. Covid-19 resulted in some temporary disruption to its markets but also provided opportunities and the company is well placed to emerge stronger and has made significant commercial progress. The total further funding, along with additional funds from external parties, will enable RotaGeek to deliver on its growth plans and profitability.

Realisation after the year-end

The Company realised one of its investments after the year end, generating proceeds of £2.77 million, as detailed below:

	Company	Business	Period of investment	Total cash proceeds over the life of the investment/ Multiple over cost
MBI	Media Business Insight	Publishing and events business	January 2015 to June 2022	£4.47 million 2.2x cost

The Company sold its investment in Media Business Insight Holdings Limited to GlobalData plc for £2.77 million. Total proceeds received to date over the seven-year of the investment were £4.47 million compared to an original investment cost of £2.01 million, which is **a multiple on cost of 2.2x and an IRR of 13.7%**. Further proceeds held in escrow may be payable in due course.

Environmental, Social, Governance considerations

Following the novation of the advisory agreement to Gresham House on 30 September 2021, a market leader that is well-resourced with knowledge and expertise in sustainability, the Investment Advisor has moved to establish ESG procedures and protocols of the highest standards as set out and informed by Gresham House plc. The first tangible example of this revised approach is that that the individual members of the investment team now have their own individual ESG objectives set which align with the wider ESG goals of the Investment Adviser.

Gresham House is committed to sustainable investment as an integral part of its business strategy. During 2021, the Investment Adviser has taken further steps to formalise its approach to sustainability and has put in place several processes to ensure environmental, social and governance ("ESG") factors and stewardship responsibilities are built into asset management across all funds and strategies, including venture capital trusts.

Gresham House believes the "G" (Governance) of ESG is the most important factor in its investment processes. Board composition, governance, control, company culture, alignment of interests, shareholder ownership structure and remuneration policy are important elements that will feed into the analysis and the valuation of portfolio companies.

The "E" and "S" (Environmental and Social) will be assessed as risk factors during due diligence to screen companies that face environmental and social risks that cannot be mitigated through engagement and governance changes.

Where material ESG risks are identified, these will be reviewed by the Adviser and a decision on how to proceed will be documented. The Adviser will then proactively follow up with the investee company management team and ensure appropriate corrective and preventative action is taken and any material issues or incidents are recorded by the Adviser.

Gresham House published its second Sustainable Investment Report in April 2022 that, along with existing asset specific policies, including the Public Equity Policy, can be found on its website (www.greshamhouse.com). These reports and policies cover the Investment Adviser's sustainable investment commitments, how the investment processes meet these commitments and the application of the sustainable investment framework. The Gresham House Board and General Management Committee assess the adherence to the commitments in the Sustainable Investment Policies on an annual basis.

In a changing world, the Investment Adviser believes that this approach will contribute towards the enhancement of shareholder value going forward.

Outlook

Whilst the year under review has been marked with volatility and uncertainty as a result of a number of factors affecting both the global and UK economy, the portfolio has continued to trade well. Even so, negative market sentiment has impacted valuations towards the end of the year, particularly those of the AIM-listed stocks, and we are now for the first time starting to see a noticeable impact on consumer confidence. The tragic events unfolding in Ukraine have amplified the uncertainty and shocked financial markets around the world however there had been no material impact on the valuation of the portfolio at the year-end. In spite of these challenges, the Company has achieved a positive net return for the year and investment activity has remained buoyant. The Investment Adviser therefore remains cautiously optimistic that the portfolio is well positioned.

Gresham House Asset Management Limited
Investment Adviser

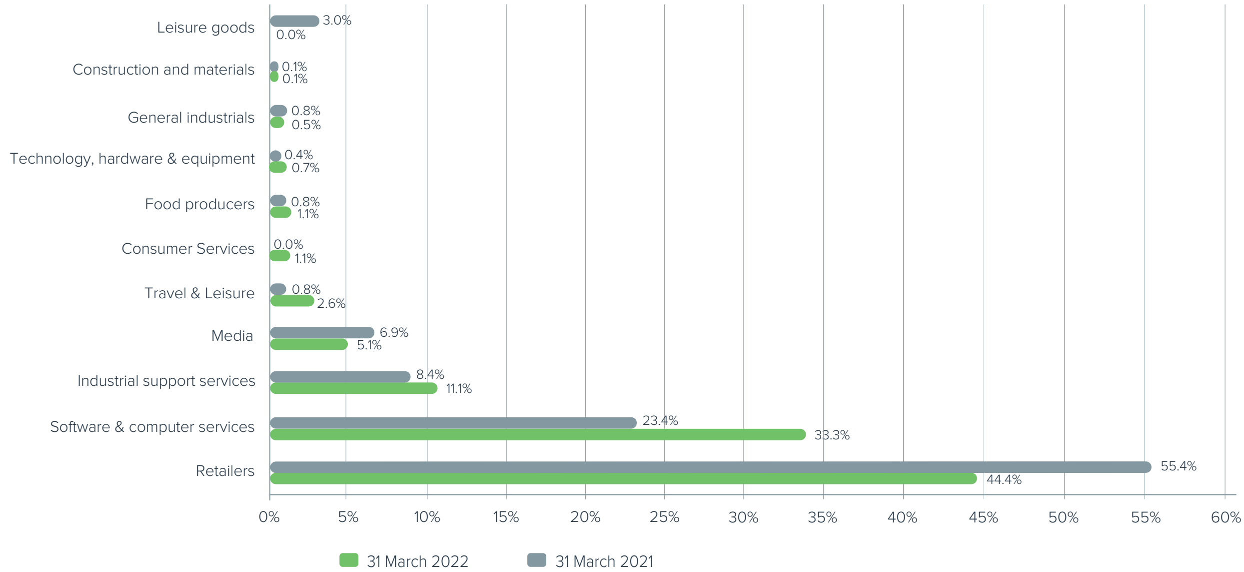
29 June 2022

Strategic Report

Investment Adviser’s Review

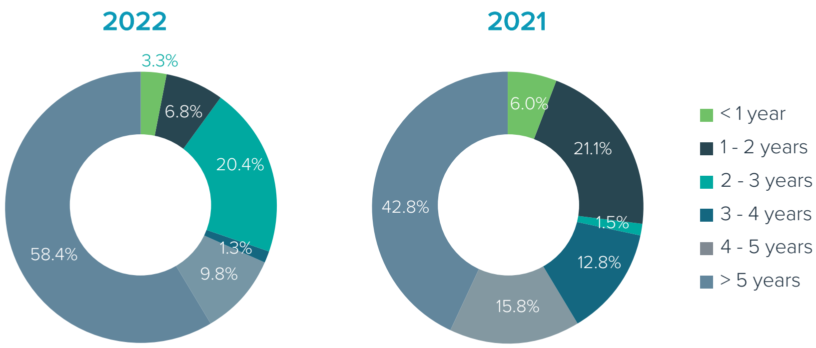
Investments by market sector

Investments by value remain spread across a number of sectors, primarily in retailers, software and computer services and industrial support services. Although the portfolio appears concentrated on three main sectors, the range of companies contained within these sectors is considered to be very diverse and the Investment Adviser continues to target further investments to complement these sectors.

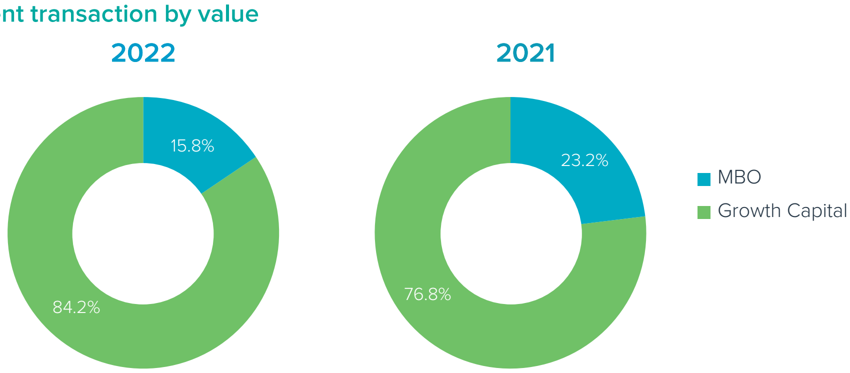


All of the retailers investments have branded online direct-to-consumer businesses with no physical high street retail presence, being Bella & Duke, Bleach London, Buster and Punch, EOTH (trading as RAB and Lowe Alpine), MPB Group, Parsley Box, Wetsuit Outlet, and Virgin Wines.

Age of the portfolio by value



Type of investment transaction by value



Growth Capital contains all investments made after the 2015 rule change which are young businesses using the Company’s investment for growth and development purposes (as defined under VCT legislation). This category also contains a small number of growth capital style investments made before the 2015 rule change under the Investment Adviser’s MBO strategy.

MBO contains MBO type investments made under the Investment Adviser’s previous MBO strategy. This typically includes companies which are more mature compared to those invested under the growth capital strategy.

Strategic Report

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Twelve largest investments in the portfolio

at 31 March 2022 by valuation

Preservica Limited

www.preservica.com

Cost	£2,429,000
Valuation	£8,602,000

Basis of valuation
Revenue multiple

Equity % held
9.4%

Income receivable in year
£44,517

Business
Seller of proprietary digital archiving software

Location
Abingdon, Oxfordshire

Original transaction
Growth capital

Audited financial information

Year ended	31 March 2021
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net liabilities	£(3,057,000)
Year ended	31 March 2020
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net liabilities	£(1,394,000)

Additions/disposals during the year

Follow-on investments made in October 2021 and November 2021.

Bella & Duke Limited

www.bellaandduke.com

Cost	£2,062,000
Valuation	£5,941,000

Basis of valuation
Revenue multiple

Equity % held
10.2%

Income receivable in year
£Nil

Business
A premium frozen raw dog food provider

Location
Edinburgh

Original transaction
Growth capital

Audited financial information

Year ended	31 March 2021
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£1,024,000
Year ended	31 March 2020
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£3,027,000

Additions/disposals during the year

None.

MPB Group Limited

www.mpb.com

Cost	£870,000
Valuation	£4,392,000

Basis of valuation
Revenue multiple

Equity % held
2.6%

Income receivable in year
£3,398

Business
Online marketplace for photographic and video equipment

Location
Brighton

Original transaction
Growth capital

Audited financial information

Year ended	31 March 2021
Turnover	£64,888,000
Operating loss	£(911,000)
Net assets	£31,267,000
Year ended	31 March 2020
Turnover	£44,179,000
Operating loss	£(311,000)
Net assets	£9,753,000

Additions/disposals during the year

Loan repayment in May 2021.

Virgin Wines UK plc

www.virginwines.co.uk

Cost	£31,000
Valuation	£3,848,000

Basis of valuation
Bid price (AIM quoted)

Equity % held
5.5%

Income receivable in year
£Nil

Business
Online wine retailer

Location
Norwich

Original transaction
Management buyout

Audited financial information

Year ended	30 June 2021
Turnover	£73,634,000
Operating profit	£3,468,000
Net assets	£17,627,000
Year ended	30 June 2020[1]
Turnover	£56,554,000
Operating profit	£4,759,000
Net assets	£6,137,000

[1] The financial information quoted is from unaudited financial information.

Additions/disposals during the year

None.

EOTH Limited (trading as Rab and Lowe Alpine)

www.equipuk.com

Cost	£817,000
Valuation	£3,774,000

Basis of valuation
Earnings multiple

Equity % held
1.5%

Income receivable in year
£246,308

Business
Branded outdoor equipment and clothing

Location
Alfreton, Derbyshire

Original transaction
Growth capital

Audited financial information

Year ended	31 January 2021
Turnover	£61,258,000
Operating profit	£8,241,000
Net assets	£32,711,000
Year ended	31 January 2020
Turnover	£65,230,000
Operating profit	£8,665,000
Net assets	£31,084,000

Additions/disposals during the year

None.

MyTutorWeb Limited (trading as MyTutor)

www.mytutor.co.uk

Cost	£1,847,000
Valuation	£3,377,000

Basis of valuation
Revenue multiple

Equity % held
4.0%

Income receivable in year
£Nil

Business
Provider of a digital marketplace connecting school pupils seeking one-to-one online tutoring

Location
London

Original transaction
Growth capital

Financial information (unaudited)

Year ended	31 December 2020
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£2,953,000
Year ended	31 December 2019
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£1,399,000

Additions/disposals during the year

Follow-on investment in August 2021, and subsequent partial realisation in August 2021.

Financial information above and opposite is derived from publicly available Report and accounts. The valuation of each investee company is derived in line with the valuation methodology detailed in Note 8 and is typically based upon each investee company's latest management accounts information not yet disclosed to public sources.

Further details of the investments in the portfolio may be found on the Gresham House website: www.greshamhouse.co.uk

Operating profit is stated before charging depreciation and amortisation, where appropriate, for all investee companies.

Strategic Report

End Ordinary Group Limited (trading as Buster and Punch)

www.busterandpunch.com

Cost	£1,232,000
Valuation	£2,718,000

Basis of valuation
Earnings multiple

Equity % held
6.4%

Income receivable in year
£Nil

Business
Industrial inspired lighting and interiors retailer

Location
Stamford

Original transaction
Growth capital

Financial information (unaudited)

Year ended	31 March 2021
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£5,614,000

Year ended	31 March 2020
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£1,679,000

Additions/disposals during the year

None.

Media Business Insight Holdings Limited

www.mb-insight.com

Cost	£1,510,000
Valuation	£2,646,000

Basis of valuation
Earnings multiple

Equity % held
11.6%

Income receivable in year
£223,842

Business
A publishing and events business focused on the creative production industries

Location
London

Original transaction
Management buyout

Financial information (unaudited)

Year ended	31 December 2020
Turnover	£8,342,000
Operating profit	£649,000
Net assets	£971,000

Year ended	31 December 2019
Turnover	£11,890,000
Operating profit	£1,493,000
Net liabilities	£(2,367,000)

Additions/disposals during the year

Part loan repayment made in November 2021 and January 2022. This investment was realised after the year-end. See Investment Adviser's review for further details.

Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van)

www.ward-thomas.co.uk

Cost	£252,000
Valuation	£2,154,000

Basis of valuation
Earnings multiple

Equity % held
4.8%

Income receivable in year
£111,422

Business
A specialist logistics, storage and removals business

Location
London

Original transaction
Growth capital

Audited financial information

Year ended	30 September 2020
Turnover	£26,984,000
Operating profit	£4,143,000
Net assets	£14,286,000

Year ended	30 September 2019
Turnover	£10,208,000
Operating profit	£1,775,000
Net assets	£14,690,000

Additions/disposals during the year

None.

Data Discovery Solutions Limited (trading as ActiveNav)

www.activenavigation.com

Cost	£1,207,000
Valuation	£1,988,000

Basis of valuation
Revenue multiple

Equity % held
6.6%

Income receivable in year
£Nil

Business
Provider of a global market leading file analysis software for information governance, security and compliance

Location
Winchester

Original transaction
Growth capital

Audited financial information

Year ended	29 June 2020
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£5,023,000
Year ended	29 June 2019
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£3,558,000

Additions/disposals during the year

None.

Manufacturing Services Investment Limited (trading as Wetsuit Outlet)

www.wetsuitoutlet.co.uk

Cost	£1,717,000
Valuation	£1,716,000

Basis of valuation
Earnings multiple

Equity % held
4.7%

Income receivable in year
£85,850

Business
Online retailer in the water sports market

Location
Southend on Sea, Essex

Original transaction
Growth capital

Financial information (unaudited)

Year ended	31 March 2021
Turnover	£25,149,000
Operating profit	£1,970,000
Net assets	£8,897,000
Year ended	31 March 2020
Turnover	£16,531,000
Operating loss	£(138,000)
Net assets	£8,803,000

Additions/disposals during the year

None.

Arkk Consulting Limited (trading as Arkk Solutions)

www.arkksolutions.com

Cost	£1,300,000
Valuation	£1,385,000

Basis of valuation
Revenue multiple

Equity % held
5.5%

Income receivable in year
£30,062

Business
Provider of services and software to enable organisations to remain compliant with regulatory reporting requirements

Location
London

Original transaction
Growth capital

Audited financial information

Year ended	31 December 2020
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net liabilities	£(428,000)
Year ended	31 December 2019
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Net assets	£347,000

Additions/disposals during the year

None.

Financial information above and opposite is derived from publicly available Report and accounts. The valuation of each investee company is derived in line with the valuation methodology detailed in Note 8 and is typically based upon each investee company's latest management accounts information not yet disclosed to public sources.

Further details of the investments in the portfolio may be found on the Gresham House website: www.greshamhouse.co.uk

Operating profit is stated before charging depreciation and amortisation, where appropriate, for all investee companies.

Investment Portfolio Summary

as at 31 March 2022

Green Growth focused portfolio
Blue MBO focused portfolio

	Date of first investment and Sector	Total Book cost at 31 March 2022 £	Valuation at 31 March 2021 £	Additions at cost £	Disposals at opening valuation £	Change in valuation for year £	Valuation at 31 March 2022 £	% of net assets by value
Qualifying investments								
Preservica Limited Seller of proprietary digital archiving software	**December 2015** Software & computer services	2,428,743	2,689,711	890,517	-	5,022,119	8,602,347	11.1%
Bella & Duke Limited A premium frozen raw dog food provider	**February 2020** Retailers	2,062,146	2,334,829	611,045	-	2,995,533	5,941,407	7.7%
MPB Group Limited Online marketplace for photographic and video equipment	**June 2016** Retailers	869,871	4,025,448	-	(267,318)	633,981	4,392,111	5.7%
Virgin Wines UK Plc (AIM quoted) Online wine retailer	**November 2013** Retailers	30,541	6,864,072	-	-	(3,016,498)	3,847,574	5.0%
EOTH Limited (trading as Equip Outdoor Technologies) Branded outdoor equipment and clothing (Rab and Lowe Alpine)	**October 2011** Retailers	817,185	3,142,002	-	-	631,862	3,773,864	4.9%
MyTutorweb Limited (trading as MyTutor) Digital marketplace connecting school pupils seeking one-to-one online tutoring	**May 2017** Industrial support services	1,846,886	2,033,227	524,434	(259,455)	1,078,424	3,376,630	4.4%
End Ordinary Group Limited (trading as Buster and Punch) Industrial inspired lighting and interiors retailer	**March 2017** Retailers	1,231,510	2,386,154	-	-	331,863	2,718,017	3.5%
Media Business Insight Holdings Limited A publishing and events business focused on the creative production industries	**January 2015** Media	1,447,188	760,342	-	-	1,823,213	2,583,555	3.3%
Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van) A specialist logistics, storage and removals business	**December 2014** Industrial support services	251,763	1,105,897	-	-	1,047,722	2,153,619	2.8%
Data Discovery Solutions Limited (trading as ActiveNav) Provider of global market leading file analysis software for information governance, security and compliance	**November 2019** Software & computer services	1,207,040	1,886,000	264,040	-	(161,945)	1,988,095	2.6%
Manufacturing Services Investment Limited (trading as Wetsuit Outlet) Online retailer in the water sports market	**July 2017** Retailers	1,412,992	1,411,876	-	-	(363)	1,411,513	1.8%
Arkk Consulting Limited (trading as Arkk Solutions) Provider of services and software to enable organisations to remain compliant with regulatory reporting requirements	**May 2019** Software & computer services	1,299,865	1,355,617	-	-	29,088	1,384,705	1.8%
Tharstern Group Limited Software based management Information systems	**July 2014** Software & computer services	789,815	812,315	-	-	379,593	1,191,908	1.5%
Connect Childcare Group Limited Nursery management software provider	**December 2020** Software & computer services	828,419	1,004,302	-		(49,420)	954,882	1.2%
Vivacity Labs Limited Provider of artificial intelligence & urban traffic control systems	**February 2021** Technology, hardware & equipment	876,541	876,541	-		-	876,541	1.1%
Caledonian Leisure Limited Provider of UK leisure and experience breaks	**March 2021** Travel & leisure	522,509	135,852	386,657		236,820	759,329	1.0%

Green Growth focused portfolio
Blue MBO focused portfolio

	Date of first investment and Sector	Total Book cost at 31 March 2022 £	Valuation at 31 March 2021 £	Additions at cost £	Disposals at opening valuation £	Change in valuation for year £	Valuation at 31 March 2022 £	% of net assets by value
Rota Geek Limited Workforce management software	**August 2018** Software & computer services	733,200	553,833	-		82,430	636,263	0.8%
Legatics Holdings Limited SaaS LegalTech software provider	**June 2021** Software & computer services	605,374	-	605,374	-	-	605,374	0.8%
Bleach London Holdings Limited Hair colourants brand	**December 2019** Retailers	539,682	789,520	-	-	(196,346)	593,174	0.8%
Spanish Restaurant Group Limited (trading as Tapas Revolution) Spanish restaurant chain	**January 2017** Travel & Leisure	947,645	198,550	45,147	-	331,196	574,893	0.7%
Pets' Kitchen Limited (trading as Vet's Klinic) Veterinary clinics	**June 2021** Consumer services	561,680	-	561,680	-	-	561,680	0.7%
Northern Bloc Ice Cream Limited Supplier of premium vegan ice cream	**December 2020** Food producers	303,000	317,369	-		241,482	558,851	0.7%
Proximity Insight Holdings Limited Super-App used by customer-facing teams of brands and retailers to engage, inspire and transact with customers	**February 2022** Software & computer services	555,000	-	555,000	-	-	555,000	0.7%
IPV Limited Provider of media asset software	**November 2019** Software & computer services	535,459	535,459	-	-	-	535,459	0.7%
Muller EV Limited (trading as Andersen EV) Provider of premium electric vehicle (EV) chargers	**June 2020** Technology, hardware & equipment	381,500	181,191	163,500		36,809	381,500	0.5%
CGI Creative Graphics International Limited Vinyl graphics to global automotive, recreation vehicle and aerospace markets	**June 2014** General industrials	999,568	336,016	-	-	(73,856)	262,160	0.3%
RDL Corporation Limited Recruitment consultants for the pharmaceutical, business intelligence and IT industries	**October 2010** Industrial support services	1,000,000	367,499	-	-	(112,280)	255,219	0.3%
Parsley Box Group Plc (AIM quoted) Supplier of home delivered, ambient ready meals targeting the over 60s	**May 2019** Retailers	520,549	1,937,524	-	-	(1,722,244)	215,280	0.3%
Kudos Innovations Limited Online platform that provides and promotes academic research dissemination	**November 2018** Software & computer services	277,950	82,823	-		(16,600)	66,223	0.1%
Jablite Holdings Limited (in members' voluntary liquidation) Manufacturer of expanded polystyrene products	**April 2015** Construction and materials	281,398	37,110	-	-	-	37,110	0.0%
Veritek Global Holdings Limited Maintenance of imaging equipment	**July 2013** Industrial support services	967,780	-	-	-	-	-	0.0%
Racoon International Group Limited Supplier of hair extensions, hair care products and training	**December 2006** Personal goods	906,935	-	-	-	-	-	0.0%
BookingTek Limited Software for hotel groups	**October 2016** Software & computer services	450,283	-	-	-	-	-	0.0%
Oakheath Limited (in members' voluntary liquidation) Online platform that connects people seeking home care from experienced independent carers	**March 2018** Industrial support services	384,720	-	-	-	-	-	0.0%

Strategic Report

Investment Portfolio Summary

as at 31 March 2022

Green	Growth focused portfolio
Blue	MBO focused portfolio

	Date of first investment and Sector	Total Book cost at 31 March 2022 £	Valuation at 31 March 2021 £	Additions at cost £	Disposals at opening valuation £	Change in valuation for year £	Valuation at 31 March 2022 £	% of net assets by value
Realised in year								
Proactive Group Holdings Inc Provider of media services and investor conferences for companies primarily listed on secondary public markets	**January 2018** Media	-	1,598,518	-	(1,598,518)	-	-	0.0%
Vian Marketing Limited (trading as Red Paddle Co) Design, manufacture and sale of stand-up paddleboards and windsurfing sails	**July 2015** Leisure goods	-	1,250,675	-	(1,250,675)	-	-	0.0%
Total qualifying investments		**28,874,737**	**41,010,272**	**4,607,394**	**(3,375,966)**	**9,552,583**	**51,794,283**	**66.8%[1]**
Non-qualifying investments								
Manufacturing Services Investment Limited (trading as Wetsuit Outlet) Online retailer in the water sports market	**July 2017** Retailers	304,000	304,000	-	-	-	304,000	0.4%
Media Business Insight Limited A publishing and events business focused on the creative production industries	**January 2015** Media	62,839	517,789	-	(459,881)	4,931	62,839	0.1%
365 Agile Group plc (formerly Iafyds plc) Development of energy saving devices for domestic use	**March 2001** Technology, hardware & equipment	254,586	-	-	-	-	-	0.0%
Racoon International Group Limited Supplier of hair extensions, hair care products and training	**December 2006** Personal goods	139,050	-	-	-	-	-	0.0%
Total non-qualifying investments		**760,475**	**821,789**	**-**	**(459,881)**	**4,931**	**366,839**	**0.5%**
Total investment portfolio per Note 8, page 65		**29,635,212**	**41,832,061**	**4,607,394**	**(3,835,847)**	**9,557,514**	**52,161,122**	**67.3%**
Cash and current asset investments[2]			30,019,758	-	-		26,259,504	33.9%
Total investments including cash and current asset investments		**29,635,212**	**71,851,819**	**4,607,394**	**(3,835,847)**	**9,557,514**	**78,420,626**	**101.2%**
Other current assets			2,218,906				260,786	0.3%
Current liabilities			(171,857)				(1,175,430)	(1.5)%
Totals		**29,635,212**		**4,607,394**	**(3,835,847)**			
Net assets at the year-end			**73,898,868**				**77,505,982**	**100.0%**
Total Investment Portfolio split by type								
Growth focused portfolio[3]		22,755,512	32,136,918	4,607,394	(3,375,966)	10,552,411	43,920,757	84.2%
MBO focused portfolio[3]		6,879,700	9,695,143	-	(459,881)	(994,897)	8,240,365	15.8%
Investment Adviser's Total		**29,635,212**	**41,832,061**	**4,607,394**	**(3,835,847)**	**9,557,514**	**52,161,122**	**100.0%**

[1] As at 31 March 2022, the Company held more than 80% of its total investments in qualifying holdings, and therefore complied with the VCT Qualifying Investment test. For the purposes of the VCT qualifying test, the Company is permitted to disregard disposals of investments for twelve months from the date of disposal. It also has up to three years to bring in new funds raised, before these need to be included in the qualifying investment test.

[2] Disclosed as Current asset investments and Cash at bank within Current assets in the Balance Sheet on page 55.

[3] The growth focused portfolio contains all investments made after the change in the VCT regulations in 2015 plus some investments that are growth in nature made before this date. The MBO focused portfolio contains investments made prior to 2015 as part of the previous MBO strategy.

Key policies

The Board has put in place the following policies to be applied to meet the Company's overall Objective and to cover specific areas of the Company's business.

Investment policy

The Investment Policy is designed to meet the Company's Objective:

Investments

The Company invests primarily in a diverse portfolio of UK unquoted companies. Investments are made selectively across a number of sectors, principally in established companies. Investments are usually structured as part loan stock and part equity in order to produce a regular income stream and to generate capital gains from realisations.

There are a number of conditions within the VCT legislation which need to be met by the Company and which may change from time to time. The Company will seek to make investments in accordance with the requirements of prevailing VCT legislation.

Asset allocation and risk diversification policies, including the size and type of investments the Company makes, are determined in part by the requirements of prevailing VCT legislation. No single investment may represent more than 15% (by VCT tax value) of the Company's total investments at the date of investment.

Liquidity

The Company's cash and liquid funds are held in a portfolio of readily realisable interest-bearing investments, deposit and current accounts, of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

Borrowing

The Company's Articles of Association permit borrowings of amounts up to 10% of the adjusted capital and reserves (as defined therein).

However, the Company has never borrowed and the Board would only consider doing so in exceptional circumstances.

Diversity Policy

The Directors have considered diversity in relation to the composition of the Board and have concluded that its membership is diverse in relation to gender and its breadth of experience. The Board comprises two male and one female directors. The Company does not have any senior managers or employees. The Board has made a commitment to always consider diversity in making future appointments.

Other policies

In addition to the Investment Policy, the Diversity Policy and the policies on payment of dividends and share buybacks, which are detailed earlier in this section, the Company has adopted a number of further policies relating to:

- Environmental and social responsibility;
- Human rights;
- Anti-bribery;
- Global greenhouse gas emissions;
- Whistleblowing; and
- Anti-Tax Evasion

These are set out in the Directors' Report on pages 35 to 36 of this Annual Report.

Stakeholder Engagement and Directors' Duties

The Board has discussed the discharge of their Director's duties under Section 172 of the Companies Act 2006 having regard to the factors set out under Provision 5 of the Association of Investment Companies (AIC) Code and in line with the UK Corporate Governance Code. The views of and the impact of the Company's activities on the key stakeholders are an important consideration for the Board when making relevant decisions. The Board, in normal circumstances, engages directly with stakeholder groups through either regular or annual meetings and investor presentations to assist the directors in understanding the issues to which they must have regard.

The table below sets out the interests of key stakeholders that have been considered throughout the year during the Board's discussions and in decision making.

Stakeholders	Engagement Type	Outcome
All Stakeholders	Change in management arrangements	After careful consideration and due diligence, the Board believe that consenting to the novation of the investment advisory arrangements was in the interests of the Company's Shareholders and stakeholders. The Board expected the creation of the enlarged VCT team to be well received by the market as creating an exciting and potent commercial force that should lead to enhanced prospects for Shareholders. In the context of a VCT sector that is evolving, this view is predicated on the following main factors: ● Scale Advantage – The integration of the Mobeus and Baronsmead VCT teams within Gresham House would create one of the largest VCT teams in the sector with the coverage, experience, contacts and know how to access more and higher quality investment opportunities. The greater breadth and depth of resource in portfolio and talent management should also be valuable in assisting the Mobeus VCTs' existing portfolio companies to grow successfully. ● Continuity – Trevor Hope and Clive Austin will continue to lead the VCT team. This management group is well known and has been highly regarded by Shareholders for a considerable period. The Boards are confident that the team will continue to build the Mobeus VCTs' portfolios and enhance their value. Gresham House's investment philosophy is similar to that developed over many years by Mobeus, and the procedure for undertaking due diligence and approving new investments will be substantially the same as before. ● Portfolio Diversification – The access to a much larger asset base and investment opportunities should enable the combined VCT investment team to build more diversified VCT portfolios across a broader range of sizes and stages of investment. The Board believes that this combined VCT investment team will be a major force in the supply of capital to the VCT sector and it is anticipated that the team's enhanced market position should attract strong deal flow. ● Investment in Capability – The Mobeus VCT investment team has delivered outstanding performance over many years, but it has become clear that the changing demands of the market mean that the requirement for additional investment in people, technology and processes could become constrained within the framework of the existing Mobeus partnership structure. The Board can confirm that, in the process of its novation, no material changes were made to the terms of the investment advisory arrangements. Shareholders can also be assured that the Board's track record of governance and independence will be maintained.

Stakeholders	Engagement Type	Outcome
Shareholders	The key mechanisms of Shareholder engagement is: • Annual General Meeting • Annual, Interim Reports and Interim Management Statements • Annual Investor Events • RNS Announcements • Website • Offer for subscription	• Whilst Shareholders would normally attend the AGM and engage with the Board and Investment Adviser, this was not possible under the COVID-19 restrictions for the 2021 AGM. However, given the relaxation of UK Government COVID restrictions, the 2022 AGM is planned to take place in person. There will also be a live stream providing access to view the meeting remotely, though only Shareholders physically attending will be able to formally take part in the meeting and vote on resolutions by a show of hands. Shareholders unable to attend are therefore encouraged to submit their votes on resolutions via proxy forms ahead of the meeting. • Shareholders are provided with Annual and Interim Reports in hard or soft copy according to their choice, which are also available on the Company's website. Voluntary Interim Management Statements are released in the quarters between reports to ensure that Shareholders are kept up to date with events. This was particularly important during the pandemic and the resultant uncertainty. The website is an important source of information for Shareholders and announcements are also regularly made through the London Stock Exchange. • The Share buyback programme has continued to be offered throughout the year. This provides Shareholders with liquidity if they wish to sell their shares, at a price close to the latest announced NAV per share, the Board having considered the interests of remaining Shareholders. Further details are contained in the Chairman's Statement on page 5 and in the Director's Report on page 35. • Shareholders are welcome to contact the Chairman or the Investment Adviser by email as advised on page 79 of this Report. • The Annual Shareholder Event was held as a virtual event and took place on 25 February 2022. A recording of the event is available via a link on the home page of the Company's website at www.mig2vct.co.uk for those Shareholders that were unable to join on the day. • The Company seeks to create value for Shareholders by generating good returns which are eventually distributed to Shareholders as dividends. The importance of tax-free dividends to Shareholders is recognised by the Board and considered at each quarterly meeting and a decision was made to declare an interim dividend of 12.00 pence per share for payment in January 2022. The Company's dividend target has consistently been achieved or exceeded as outlined in the Chairman's Statement on page 3 and in the Strategic Report. • The liquidity level of the Company has remained strong and is managed with the primary aim of preserving capital, as discussed at each Board meeting. Liquidity levels are managed after considering, inter alia, applicable annual dividend commitments as well as the provision of the buyback facility.

Stakeholders	Engagement Type	Outcome
		• The Board, along with the three other Mobeus VCTs, opened Offers for Subscription on 20 January 2022 having considered: the impact of dilution of Shareholder's holdings; the ability to adhere to the dividend policy of the Company; the effect on the Net Asset Value and the ability of the Company and its liquidity levels to be able to meet HMRC's VCT investment rules and timeline; the costs involved in issuing a prospectus and charged to Shareholders; the risk to performance and the equal treatment of investors across the four Mobeus VCTs and those investors that the Company co-invests with.
Suppliers	Including: Registrar, Broker, Auditor, Lawyer, Sponsor, Banker and the VCT Status Adviser	• The Investment Adviser regularly communicates with each of the professional advisers and secures an annual confirmation of the policies they have in place. The Board review the performance of each provider on an annual basis.
Government & Regulators	The Board is committed to conducting business in line with the appropriate laws and regulation. Mobeus Income & Growth 2 VCT plc does not provide financial contributions to political parties or lobby groups.	• As a UK listed company the Board and Investment Adviser comply with the Companies Act, the UKLA, HMRC, UK Accounting Standards and FCA regulatory requirements in addition to the Alternative Investment Fund Managers Directive, to ensure the Company can continue to trade. Non-compliance with the VCT regulations in particular is viewed as a principal risk for the Company. The Company continued to comply with these regulations throughout the year and to the date of this Report.
Investee Companies	The Board has delegated authority for the day-to-day management of the Company to the Investment Adviser and engages with the Investment Adviser in setting, approving and overseeing the execution of the business strategy and related policies.	• The Board aims to have a diverse mix of companies across a range of different sectors and regularly reviews the composition of the portfolio. • The Investment Adviser reports at the Company's quarterly Board meetings on each of the portfolio companies. Members of the Investment Adviser sit on the majority of the portfolio companies' boards. This is to provide input on key matters such as advancing the shareholder value agenda, ensuring class leading corporate governance and encouraging best practice in areas such as ESG. • Gresham House organises, when permitted in person and more recently by virtual means, seminars and events that involve portfolio companies to benefit from the Gresham House network.
Investment Adviser	The Investment Adviser's performance is vital for the Company to deliver its investment strategy, meeting its objectives and generating investment returns for Shareholders, and is a crucial relationship for the Board.	• The Investment Adviser meets with the Board at each quarterly meeting and is in frequent contact throughout the periods in between meetings e.g. to approve investment transactions. All key strategic and operational topics are discussed in detail and a close dialogue is maintained with the Board. The Board take an active interest in the challenges faced by the portfolio companies. The Board considers each potential disposal based on the company's performance, market conditions and the offer(s) in its decision to sell the Company's holding. The Investment Adviser's performance is evaluated annually and its re-appointment is dependent on the outcome of that evaluation.

Principal and emerging risks, management and regulatory environment

The Directors acknowledge the Board's responsibilities for the Company's internal control systems and have instigated systems and procedures for identifying, evaluating and managing the significant and emerging risks faced by the Company. This includes a key risk management review and robust assessment of the risks, which takes place at each quarterly board meeting. Further details of these are contained in the corporate governance section of the Directors' Report on page 39. The principal risks and the emerging risk identified by the Board are set out below:

Risk	Possible consequence	How the Board manages risk
Political and Economic	Events such as the war in Ukraine, the COVID-19 pandemic, the impact of Brexit, an economic recession, supply shortages or a movement in sterling or in interest rates, could affect trading conditions for smaller companies and consequently the value of the Company's qualifying investments. Movements in UK Stock Market indices may affect the valuation of the Company's investments, as well as affecting the Company's own share price and its discount to net asset value.	• The Board monitors the portfolio as a whole to (1) ensure that the Company invests in a diversified portfolio of companies; (2) ensure that developments in the macro-economic environment such as movements in interest rates are monitored; and (3) The Investment Adviser holds ongoing discussions with all the portfolio companies to ascertain where support is required. Cash comprises a significant proportion of the net assets of the Company, further to the successful realisations and the fund-raise earlier in the year giving the Company a strong liquidity position. The portfolio has minimal exposure to sectors such as leisure, hospitality and retail, and travel which are currently more at risk.
Investment and strategic	Investment in VCT qualifying earlier stage unquoted small companies involves a higher degree of risk than investment in fully listed companies. Smaller companies often have limited product lines, markets or financial resources, may not be profitable at the point of investment and may be dependent for their management on a smaller number of key individuals. This may leal to variable investment returns and the use of more subjective valuation methodologies.	• The Board regularly reviews the Company's investment strategy. • Careful selection and review of the investment portfolio on a regular basis. • The Investment Adviser has provided a growing pipeline of compliant investment opportunities and continues to strengthen its investment team. • The valuation of the investment portfolio and valuation methodologies are reviewed by the Board each quarter.
Loss of approval as a Venture Capital Trust	The Company must comply with section 274 of the Income Tax Act 2007 ("ITA") which allows it to be exempt from capital gains tax on investment gains. Any breach of these rules may lead to the Company losing approval as a VCT, qualifying Shareholders who have not held their shares for the designated holding period having to repay the income tax relief they obtained and future dividends paid by the Company becoming subject to tax. The Company would also lose its exemption from corporation tax on capital gains.	• The Company's VCT qualifying status is continually reviewed by the Investment Adviser. • The Board receives regular reports from its VCT Status Adviser who has been retained by the Board to monitor the Company's ongoing compliance with the VCT Rules.
VCT Regulatory Changes	The Company is required to comply with the VCT specific regulations relating to European State Aid regulations as enacted by the UK Government which still apply. Non-compliance would result in a loss of VCT status.	• The Board receives advice from PHA in respect of these requirements, including those that may arise from the withdrawal from the EU, and conducts its affairs in order to comply with these requirements.
Regulatory Changes	The Company is required to comply with the Companies Act, the Listing Rules of the UK Listing Authority and United Kingdom Accounting Standards. Changes to and breaches of any of these might lead to suspension of the Company's Stock Exchange listing, financial penalties or a qualified audit report.	• Regulatory and legislative developments are kept under review by the Company's solicitors and the Board.

Risk	Possible consequence	How the Board manages risk
Financial and operating	Failure of systems (including breaches of cyber security) at any of the third-party service providers that the Company has contracted with could lead to inaccurate reporting or monitoring. Inadequate controls could lead to the misappropriation or insecurity of assets. Outsourcing and the increase in remote working could give rise to cyber and data security risk and internal control risk.	● The Board carries out an bi-annual review of the internal controls in place and reviews the risks facing the Company at Board meetings and receives control reports by exception. ● The Board reviews the performance of the service providers annually and has obtained assurance that such providers have controls in place to reduce the risk of breaches of their cyber security.
Market	Movements in the valuations of the Company's investments will, inter alia, be connected to movements in UK Stock Market indices as well as affecting the Company's own share price and its discount to net asset value.	● The Board receives quarterly valuation reports from the Investment Adviser and remains focused on the investments being at fair value, after considering many factors, including the impact of market movements. ● The Investment Adviser alerts the Board of any adverse movements.
Asset liquidity	The Company's investments may be difficult to realise.	● The Board receives reports from the Investment Adviser and reviews the portfolio at each quarterly Board meeting. It carefully monitors investments where a particular risk has been identified.
Market liquidity	Shareholders may find it difficult to sell their shares at a price which is close to the net asset value given the limited secondary market in VCT shares.	● The Board has a share buyback policy which seeks to mitigate market liquidity risk.
Cyber and Data Security	The Company and its Shareholders may suffer losses in the event of the IT systems at principal suppliers being compromised by cyber attack.	● The Board monitors and seeks assurance from the Company's principal suppliers in respect of the systems and processes they have adopted to counter these risks.
Emerging Risk: Environmental, Social and Governance	Non-compliance with current and future reporting requirements could lead to a fall in demand from investors. That may affect the level of capital the Company has available to meet its investment objectives.	● ESG and climate change impacts are taken into account when considering new investment proposals. The Investment Adviser monitors the potential impact on investee companies of any proposed new legislation regarding environmental, social and governance matters and advises and adapts accordingly. ● The Board recognises that climate change is an important emerging risk which the Company is taking into account in their strategic planning although the Company itself has little direct impact on environmental issues. Measures had been introduced to decrease the amount of travel undertaken prior to the pandemic and working from home and to reduce the cost and environmental impact of providing paper copies of Shareholder correspondence, as mentioned elsewhere in the Annual Report.

The risk profile of the Company changed as a result of changes to VCT legislation 2015. As the Company is required to focus its new investment activity on growth capital investments in younger companies it is anticipated that investment returns will be more volatile and have a higher risk profile. The Board also discusses emerging risks as and when they arise, such as the war in Ukraine and COVID-19 pandemic, and puts in place mitigating actions to manage the risk. In an environment of low interest rates, returns on liquidity may impact overall performance. This factor is monitored by the Board with the objective of optimising returns on liquid funds whilst minimising capital risk.

Going concern and Long-Term viability of the Company

The Board is required to assess the Company's operation as a going concern. The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the preceding pages of this Strategic Report. The majority of companies in the portfolio are well funded and the portfolio taken as a whole remains resilient and well-diversified, although the impact of COVID-19, the war in Ukraine, Brexit and supplier shortages may still impose considerable demands on the liquidity of some of these companies in the near-term. The Board believes the recent fundraise will assist the Company in meeting those needs for liquidity, where justified. The major cash outflows of the Company (namely investments, share buybacks and dividends) are within the Company's control. Accordingly, the Board believes that the Company's cash position, noting the successful fundraise just prior to the year-end, is adequate to enable the Company to continue as a going concern under any plausible stress scenario. Further details of this assessment are shown within Note 2 on page 59. The Board's assessment of liquidity risk, and details of the Company's policies for managing financial risk and its capital, are shown in Notes 15 and 16 on pages 69 to 77. Accordingly, the Directors believe that it is appropriate to continue to apply the going concern basis of accounting in preparing the annual Financial Statements.

Furthermore, the Directors have considered whether there are any material uncertainties that the Company may face during the twelve months from the date of approval of the financial statements that may impact on its ability to operate as a going concern. In particular, the Directors have continued to consider the impact of changes to VCT legislation. No further material uncertainties have been identified by the Board.

Viability Statement

The UK Corporate Governance Code includes a requirement for companies to include a Viability Statement in the Annual Report addressed to Shareholders with the intention of providing an improved and broader assessment of long term solvency and liquidity. The Code does not define long term but expects the period to be longer than twelve months with individual companies choosing a period appropriate to the nature of their own businesses. The Directors have chosen a period of three years, as explained further below.

The Directors have carried out a robust assessment comprising the emerging risks, such as ESG and Climate Change as shown on page 32 and principal risks, facing the Company and the disclosure of the principal and emerging risks are listed on pages 31 to 32 and above. Subsequent to this review they have a reasonable expectation that the Company will continue to operate and meet its liabilities, as they fall due, for the next three years. The Directors believe that a three-year period is appropriate given the frequency with which it is necessary to review and assess the impact of past, current and proposed regulatory changes. A period greater than three years is considered to be too uncertain for it to be meaningful. The Directors' assessment has been made with reference to the Company's current position and prospects, the Company's present strategy, the Board's risk appetite and the Company's principal and emerging risks and how these are managed, as described on the previous pages. The Board is mindful of these risks but considers that its actions to manage those risks provide reasonable assurance that the Company's affairs are safeguarded for the stated period.

The Directors have reached this conclusion after giving careful consideration to the Company's strategy. They believe the Company's current strategy of "providing investors with a regular income stream by way of tax-free dividends and to generate capital growth through portfolio realisations" remains valid. The Board has focused upon the range of future investments that the Company will be permitted to fund under the current VCT legislation.

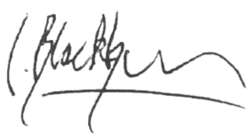
The Board expects that positive returns should continue to be achievable from future investments and from the existing portfolio. The Company has made three more new investments in compliance with the VCT rules introduced in 2015 and its revised Investment Policy, and the Investment Adviser continues to build a healthy pipeline of such investment opportunities. The Board will continue to monitor this assumption on a regular basis and is encouraged, in the current circumstances, by the returns generated from some of these investments to date.

The Board will continue to monitor returns from growth capital investments on a regular basis and the prospective returns thereon over the next three years. The Board considers that the Company has sufficient liquidity to maintain its present investment rate in the short to medium-term.

Shareholders should be aware that, under the Company's Articles of Association, it is required to hold a continuation vote at the next AGM falling after the fifth anniversary of last allotting shares. As shares were last allotted in March 2022 (under the Offer for Subscription), this factor has not affected the Board's assumptions for the next three years.

Future prospects

For a discussion of the Company's future prospects (both short and medium-term), please see the Chairman's Statement on page 5 and the Investment Adviser's Review on page 17.



Ian Blackburn
Chairman

29 June 2022

Board of Directors

Ian Blackburn

Independent, Non-executive Chairman and Chair of Nomination and Remuneration and Management Engagement Committees

Appointed to the Board: 1 July 2017.

Experience: Ian is an FCA who specialised in Corporate Finance at KPMG before building and selling two listed food groups. He has extensive UK and European strategic, operations and finance experience as CEO and FD of Perkins Foods Plc and Zetar Plc. Currently he is an active investor in a number of SMEs including Chairman and Non-Executive roles with Mood Foods Limited, SlimLine Wine Limited, Pink Prosecco Limited and Make it Plain Limited. He is also the treasurer of The Thomas Fryer Charity and a trustee of The Rutland Learning Trust (Multi Academy Trust).

Adam Kingdon

Independent, Non-executive Director and Chair of Audit Committee

Appointed to the Board: 29 September 2006.

Experience: Adam has over twenty years' experience as a turnaround specialist and of restoring companies to profitability. He has turned around more than ten loss-making engineering and technology companies in the UK, France, Germany, Holland and Belgium. In 2005 he founded i20 Water to develop innovative technology for the international water sector. In February 2015 he left i20 Water to found Utonomy, a supplier of intelligent utility networks.

Sally Duckworth

Independent, Non-executive Director and Chair of Investment Committee

Appointed to the Board: 1 January 2007.

Experience: Sally has worked in the financial services sector since 1990 and in the private equity industry since 2000. She has extensive C-suite, Chairman and VC experience in investing in, growing, restructuring and exiting early and development stage technology companies. After qualifying as an ACA with Price Waterhouse she moved to JP Morgan as an investment banker and then became an early stage technology investor at Quester Capital Management, as part of their VCT investment team. After leaving Quester she founded an angel network, Endeavour Ventures before becoming COFO for Redkite Financial Service Services; a business they exited to NASDAQ listed NICE Actimize. She then spent 3 years as CEO of You at Work, a full service employee benefits provider, helping to restructure the business. She has sat on a large number of boards and currently chairs StorMagic, which was a gold winner in two different categories of the 2021 Cybersecurity Excellence Awards. Sally was also shortlisted for the Private Equity Backed category of the 2021 Non-Executive Director Awards.

For details of the share interest and remuneration of the Directors please see page 46 of the Directors' Remuneration Report. Details of the attendance record of the Directors is also reported in the Directors' Remuneration Report on the same page.

Directors' Report

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

The Corporate Governance Statement on pages 39 to 41, including the Report of the Audit Committee on pages 42 to 43, form part of this Directors' Report.

The Board believes that the Annual Report and Financial Statements taken as a whole is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Company's performance, business model and strategy.

The Company is registered in England and Wales as a Public Limited Company (registration number 03946235).

The Company has satisfied the requirements for full approval as a Venture Capital Trust under section 274 of the Income Tax Act 2007 ("ITA"). It is the Directors' intention to continue to manage the Company's affairs in such a manner as to comply with section 274 of the ITA.

To enable capital profits to be distributed by way of dividends, the Company revoked its status as an investment company as defined in section 833 of the Companies Act 2006 ("the Companies Act") on 7 July 2005. The Company does not intend to re-apply for such status.

Share capital

The Company's Ordinary shares of 1.00 penny each ("shares") are listed on the London Stock Exchange ("LSE").

Buyback of shares

The following disclosure is made in accordance with Part 6 of Schedule 7 of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended in 2013).

The reason the Company makes market purchases of its own shares is to enhance the liquidity of the Company's shares and to seek to manage the level and volatility of the discount to Net Asset Value at which the Company's shares may trade.

At the Annual General Meeting of the Company held on 8 September 2021, Shareholders granted the Company authority, pursuant to section 701 of the Companies Act 2006, to make market purchases of up to 10,977,218 million of its own shares, representing 14.99% of the issued share capital of the Company at that date. Such authority has been in place through the year under review.

During the year under review, the Company bought back 697,498 (2021: 387,471) of its own shares at a total cost (including expenses) of £643,810 (2021: £292,568). These shares represented 1.0% of the issued share capital at the beginning of the year (2021: 0.7%). All shares bought back by the Company were subsequently cancelled.

Issued Share Capital

The issued share capital of the Company as at 31 March 2022 was £804,263 (2021: £732,303) and the number of shares in issue at this date was 80,426,321 (2021: 73,230,275).

Substantial interests

As at the date of the Report, the Company had not been notified of any beneficial interest exceeding 3% of the issued share capital.

Dividends

Shareholders received a dividend in respect of the year ended 31 March 2022 of 12.00 pence per share on 7 January 2022.

Directors

The names, dates of appointment and brief biographical details of each of the Directors are given on the previous page of this Annual Report.

Disclosure of Information to the Auditor

So far as each of the Directors in office at 31 March 2022 are aware, there is no relevant audit information of which the auditor is unaware. They have individually taken all the steps that they ought 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.

Director's indemnity and officers' liability insurance

The Directors have individually entered into Deeds of indemnity with the Company which indemnifies each Director, subject to the provisions of the Companies Act 2006 and the limitations set out in each deed, against any liability arising out of any claim made against him or her in relation to the performance of their duties as Directors of the Company. Copies of each Deed of indemnity entered into by the Company for the Directors are available at 5th floor, 80 Cheapside, London EV2V 6EE.

The Company maintains a Directors' and Officers' liability insurance policy. The policy does not provide cover for fraudulent or dishonest actions by the Directors.

Environmental and social responsibility policies

The Board recognises its obligations under Company law to provide information in this respect about environmental matters (including the impact of the Company's business on the environment), human rights and social and community issues, including information about any policies the Company has in relation to these matters and the effectiveness of these policies. The Board has recognised ESG and Climate Change as an emerging risk, as referenced on page 32, and takes full consideration of relevant factors within the overall assessment of potential investee companies. It is considered alongside investment assessments of potential investee companies.

The Board seeks to maintain high standards of conduct in respect of ethical, environmental, governance and social issues and to conduct the Company's affairs responsibly. It considers relevant social and environmental matters when appropriate and particularly with regard to investment decisions. The Investment Adviser encourages good practice within the companies in which the Company invests. The Board seeks to avoid investing in certain areas which it considers to be unethical and does not invest in companies which do not operate within relevant ethical, environmental and social legislation or otherwise fail to comply with appropriate industry standards. Following the novation of the advisory agreement to Gresham House on 30 September 2021, a market leader that is well-resourced with knowledge and expertise in sustainability, the Investment Adviser will align its current ESG procedures and protocols to the highest standards as set out and informed by Gresham House plc. The Investment Adviser believes that this approach will contribute towards the enhancement of shareholder value going forward.

The Company does not have any employees or officers and the Board therefore believes that there is limited scope for developing environmental, social or community policies. The Company has however adopted electronic communications for Shareholders as a means of reducing the volume of paper that the Company uses to produce its reports. It uses mixed source paper from well-managed forests as endorsed by the Forest Stewardship Council for the printing of its circulars and annual and

Directors' Report

Interim reports. The Investment Adviser is conscious of the need to reduce its impact on the environment and has taken a number of initiatives in its offices including recycling and the reduction of its energy consumption.

Global greenhouse gas emissions

The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013, (including those within the Company's underlying investment portfolio). The Company does not fall within the scope of The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 effective as of 1 April 2019 which implements the Government's policy on Streamlined Energy and Carbon Reporting, replacing the Carbon Reduction Commitment Scheme. The 2018 Regulations require companies that have consumed over 40,000 kilowatt-hours of energy to include energy and carbon information in their Directors' Report. This does not apply to the Company as it qualifies as a low energy user.

Human rights policy

The Board seeks to conduct the Company's affairs responsibly and gives full consideration to the human rights implications of its decisions, particularly with regard to investment decisions.

Anti-bribery policy

The Company has adopted a zero-tolerance approach to bribery and has established an anti-bribery policy and procedures, copies of which are available in the Corporate Governance section of the Company's website: www.mig2vct.co.uk

Whistleblowing policy

The Board has considered the recommendation made in the UK Corporate Governance Code with regard to a policy on whistleblowing and has reviewed the arrangements at the Investment Adviser under which staff may, in confidence, raise concerns. It has concluded that adequate arrangements are in place at the Investment Adviser for the proportionate and independent investigation of such matters and, where necessary, for appropriate follow-up action to be taken by the Investment Adviser. The Board has also asked each of its service providers to confirm that they have a suitable whistle-blowing policy in place.

Anti-Tax Evasion

The Company has also adopted a zero-tolerance approach to tax evasion in compliance with the Criminal Finance Act 2017 and the corporate criminal offence of failing to take reasonable steps to prevent the facilitation of tax evasion. The Company has applied due diligence procedures, taking an appropriate risk-based approach, in respect of persons who perform or will perform services on behalf of the Company, in order to mitigate risks.

Financial risk management

The main risks arising from the Company's financial instruments are due to fluctuations in market prices, investment risk, liquidity risk, interest rates and credit risk. The Board regularly reviews and agrees policies for managing these risks and full details can be found in Note 15 to the Financial Statements on pages 69 to 76 of this Annual Report.

Post balance sheet events

For a full list of the post balance sheet events that have occurred since 31 March 2022, please see Note 18 to the Accounts on page 77.

Articles of Association

The Company may amend its Articles of Association ("the Articles") by special resolution in accordance with section 21 of the Companies Act 2006. It is not the Company's intention to change its Articles at the forthcoming AGM.

Annual General Meeting

The Notice of the Annual General Meeting, which will be held at 11:00 am on Wednesday, 21 September 2022 at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR is set out on pages 83 to 85 of this Annual Report.

A proxy form for the meeting is enclosed separately with Shareholders' copies of this Annual Report. Proxy votes may be submitted electronically via the Link Group Signal Shares Portal at www.signalshares.com. Shareholders may also request a hard copy proxy form by contacting the Company's Registrar Link Group using their details as stated on page 87. Shareholders are encouraged to lodge their proxy vote and appoint the Chairman of the Meeting as their proxy, as soon as possible.

Shareholders will be able to attend the AGM in person this year. However, should this change, Shareholders will be notified by an RNS announcement as well as on the Company's website. Shareholders will also be able to join, (though not vote) at the meeting by virtual means and details of how to join will be shown on the Company's website. Shareholders may send any questions on the resolutions proposed to the following email address: AGM@greshamhouse.com and a response will be provided prior to the deadline for lodging your proxy vote. Voting on the resolutions will be conducted at the meeting on a show of hands.

Resolutions 1 to 6 are being proposed as ordinary resolutions requiring more than 50% of the votes cast at the meeting to be in favour and resolutions 7 and 8 will be proposed as special resolutions requiring the approval of at least 75% of the votes cast at the meeting.

The following is an explanation of the business to be proposed:

Resolution 1 – To receive the Annual Report and Financial Statements

The Directors are required to present the Financial Statements, Directors' report and Auditor's report for the financial year ended 31 March 2022 to the meeting.

Resolution 2 – To approve the Directors' Remuneration Report

Under section 420 of the Companies Act 2006 (the "Act"), the Directors must prepare an annual report detailing the remuneration of the Directors and a statement by the chairman of the Remuneration Committee (together the "Directors' Remuneration Report"). The Act also requires that a resolution be put to Shareholders each year for their approval of that report. The Directors' Remuneration Report can be found on pages 44 to 47 of this Annual Report and Financial Statements. Resolution 2 is an advisory vote only.

Full details of Directors' remuneration can be found in the Directors' Remuneration Report on page 45 of this Annual Report.

Resolutions 3 & 4 – To re-elect the Directors

The Company's Articles of Association require that each Director appointed to the Board shall retire and seek election at their first AGM following appointment and every three years thereafter. The Board considers that it is not appropriate for the Directors to be appointed for a specified term as recommended by principle 3 of the AIC Code.

The Board has previously agreed that each Director will retire and offer themselves for re-election annually after serving on the Board for more than nine years. However, following the publication of the revised UK Corporate Governance Code in July 2018, which applied to the Company from 1 January 2019 onwards, the Board has agreed to follow the recommendation of provision 18, namely that all directors be subject to annual re-election. Adam Kingdon has confirmed his intention to retire from the Board at the conclusion of the Annual General Meeting and therefore will not be offering himself for re-election at the meeting.

Ian Blackburn

Independent non-executive chairman

Following his annual performance review, the remaining Directors agree that Ian continues to carry out his duties effectively and makes a significant contribution to the Company's long-term sustainable success. The remaining Directors are confident that he is a strong and effective Chairman and director and have no hesitation in recommending his re-election to Shareholders.

Sally Duckworth

Independent non-executive director

Following a review of Sally's performance, the remaining Directors agree that she continues to make a significant contribution to the work of the Board and continues to demonstrate commitment to her role and as Chair of the Investment Committee. The other Directors have no hesitation in recommending her re-election to Shareholders. Sally has agreed to remain a director for another year.

The Directors believe that the Board comprises an appropriate balance of skills, experience and knowledge. However, they will be assessing the constitution of the Board following Adam Kingdon's retirement. Brief biographical details of the Directors are given on page 34 of this Annual Report.

Resolution 5 – To reappoint BDO LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditor.

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re- appointment of BDO LLP. This resolution also gives authority to the Directors to determine the remuneration of the auditor. For further information, please see the report of the Audit Committee on pages 42 and 43.

Resolution 6 – Authority for the Directors to allot shares in the Company and Resolution 7 – disapply the pre-emption rights of members

These two resolutions grant the Directors the authority to generally allot shares for cash to a limited and defined extent otherwise than pro rata to existing Shareholders.

Resolution 6 will enable the Directors to allot new shares up to an aggregate nominal value of £268,088, representing one-third of the existing issued share capital of the Company as at the publication date of the Notice convening the Annual General Meeting.

Under section 561(1) of the Act, if the Directors wish to allot new shares or sell or transfer treasury shares for cash they must first offer such shares to existing Shareholders in proportion to their current holdings. It is proposed by Resolution 7 to sanction the disapplication of such pre-emption rights in respect of the allotment of equity securities:

(i) with an aggregate nominal value of up to, but not exceeding, £120,640 of the issued share capital in connection with offer(s) for subscription; and

(ii) otherwise than pursuant to (i) above, with an aggregate nominal value of equity securities of up to 10 of the issued share capital of the Company from time to time,

in each case where the proceeds may be used in whole or part to purchase the Company's shares in the market.

The Company normally allots shares at prices based on the prevailing net asset value per share of the existing shares on the date of allotment (plus costs). The Directors thus seek to manage any potential dilution of existing shareholdings as a result of the disapplication of Shareholders' pre-emption rights proposed in resolution 7.

The Company does not currently hold any shares as treasury shares.

Both of these authorities, unless previously renewed, varied or revoked, will expire on the date falling fifteen months after the passing of the resolution or, if earlier, on the conclusion of the Annual General Meeting of the Company to be held in 2023. However, the Directors may allot securities after the expiry dates specified above in pursuance of offers or agreements made prior to the expiration of these authorities. Both resolutions generally renew previous authorities approved at the Annual General Meeting of the Company held on 8 September 2021.

Resolution 8 – Authority to purchase the Company's own shares

This resolution authorises the Company to purchase its own shares pursuant to section 701 of the Companies Act. The authority is limited to the purchase of an aggregate of 12,055,905 shares (representing approximately 14.99% of the issued share capital of the Company as at the date of the Notice of the Meeting) or, if lower, such number of shares (rounded down to the nearest whole share) as shall equal 14.99% of the issued share capital at the date the resolution is passed. The maximum price that may be paid for a share will be the higher of (i) an amount that is not more than 5% above the average of the middle market quotations of the shares as derived from the Daily Official List of the UK Listing Authority for the five business days preceding the date such shares are contracted to be purchased and (ii) the price stipulated by Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended). The minimum price that may be paid for a share is 1 penny, being the nominal value thereof.

Market liquidity in VCTs is normally very restricted. The passing of this resolution will enable the Company to purchase its own shares thereby providing a mechanism by which the Company may enhance the liquidity of its shares and seek to manage the level and volatility of the discount to NAV at which its shares may trade.

It is the Directors' intention to cancel any shares bought back under this authority. Shareholders should note that the Directors do not intend to exercise this authority unless they believe to do so would result in an increase in net assets per share which would be in the interests of Shareholders generally. This resolution will expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the Annual General Meeting of the Company to be held in 2023 except that the Company may purchase its own shares after this date in pursuance of a contract or contracts made prior to the expiration of this authority.

Recommendation

The Board recommends that Shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings of 54,172 shares (representing 0.07% of the issued share capital as at the date of publication).

Voting rights of Shareholders

At general meetings of the Company, Shareholders have one vote on a show of hands, and one vote per share held on a poll. No member shall be entitled to vote or exercise any rights at a general meeting unless all their shares have been paid up in full. Any instrument of proxy must be deposited at the place specified by the Directors no later than 48 hours before the time fixed for holding the meeting.

There are no restrictions on voting rights and no agreements between holders of securities that may prevent or restrict the transfer of securities or voting rights.

By order of the Board

Gresham House Asset Management Limited
Company Secretary

29 June 2022

Corporate Governance Statement

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

The Directors have adopted the Association of Investment Companies (AIC) Code of Corporate Governance 2019 ("the AIC Code") for the financial year ended 31 March 2022. The Board has considered the principles and recommendations of the AIC Code by reference to the AIC Corporate Governance Guide for investment companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code ("the UK Code"), as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Code), will provide the most appropriate information to Shareholders.

The AIC Code was endorsed by the Financial Reporting Council (FRC) in February 2019. In adopting the AIC Code, the Company will therefore meet its obligations in relation to the reporting requirements of the Financial Conduct Authority's Listing and Disclosure and Transparency Rules on Corporate Governance.

The AIC Code can be viewed on the AIC's website at www.theaic.co.uk/aic-code-of-corporate-governance

Statement of Compliance

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

The Board considers that the Company has complied with the recommendations of the AIC Code and relevant provisions of the UK Code throughout the year under review, except as explained in the following paragraphs. A table providing further explanations of how the Company has complied with the AIC Code during the year is available in the Corporate Governance section of the Company's website: www.mig2vct.co.uk.

As an externally managed VCT, most of the Company's operations are delegated to third parties and the Company has no executive directors, employees or internal operations. The Board has therefore concluded, for the reasons set out in the AIC Guide, that not all the provisions of the UK Code are relevant to the Company. Firstly, as the Company does not employ a chief executive, nor any executive directors, the provisions of the AIC Code relating to the rate of the chief executive and executive directors' remuneration are not relevant to the Company. Secondly, the systems and procedures of the Investment Adviser, the provision of VCT monitoring services by Philip Hare & Associates LLP, as well as the size of the Company's operations, give the Board full confidence that an internal audit function is not necessary. The Company has therefore not reported further in respect of these provisions.

Internal control

The Board acknowledges that it is responsible for the Company's system of internal control and for reviewing its effectiveness. Internal control systems are designed to manage the particular needs of the Company and the risks to which it is exposed and can by their nature only provide reasonable and not absolute assurance against material misstatement or loss.

The Company's internal control system aims to ensure the maintenance of proper accounting records, the reliability of the finance information used for publication and upon which business decisions are made, and that the assets of the Company are safeguarded. The financial controls operated by the Board include regular reviews of signing authorities, quarterly management accounts and the processes by which investments in the portfolio are valued. The Board also provides authorisation of the Investment Policy and regular reviews of the financial results and investment performance.

The Board has put in place ongoing procedures for identifying, evaluating and managing the significant risks faced by the Company. As part of this process an annual review of the control systems is carried out. The review covers a consideration of the key business, operational, compliance and financial risks facing the Company and includes a review of the risks in relation to the financial reporting process. The Board reviews a schedule of key risks and the management accounts at each quarterly Board meeting. It is assisted by the Audit Committee in respect of the Annual and Interim Reports and other published financial information.

The Board has delegated, contractually to third parties, the management of the investment portfolio, the day-to-day accounting, company secretarial and administration requirements and the registration services. Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of services offered, including the financial control systems in operation at the service providers in so far as they relate to the affairs of the Company. The Board regularly monitors these controls from a risk perspective and receives reports from the Registrar and Investment Adviser and Administrator when appropriate.

The Board, assisted by the Audit Committee, carries out separate assessments in respect of the Annual and Interim Reports and other published financial information. As part of these reviews, the Board appraises all the relevant risks ensuing from the internal control process referred to above. The main aspects of the internal controls which have been in place throughout the year in relation to financial reporting are:

Internal controls are in place for the preparation and reconciliation of the valuations prepared by the Investment Adviser.

Independent reviews of the valuations of investments within the portfolio are undertaken quarterly by the Board.

The information contained in the Annual Report and other financial reports is reviewed separately by the Audit Committee prior to consideration by the Board.

The Board reviews all financial information prior to publication.

The system of internal control and the procedure for the review of control systems has been in place and operational throughout the year under review and up to the date of this Report. The Audit Committee and the Board carried out an assessment of the effectiveness of internal controls in managing risk which was conducted on the basis of reports from the relevant service providers. The last review took place on 15 June 2022. The Board has identified no significant problems with the Company's internal control mechanisms.

Section 172 Director Duties

The Directors continue to have regard to the interests of the Company's Shareholders and other stakeholders, including the impact of its activities on the community, environment and the Company's reputation, when making decisions. The Directors, acting fairly and in good faith, consider what is most likely to promote the success of the Company for its members and

Corporate Governance Statement

stakeholders in the long-term. For further information on how the Directors have fulfilled their duties under Section 172 of the Companies Act 2006, please see pages 28 to 29.

Fees paid to the Investment Adviser

The fees paid to the Investment Adviser are set out in Note 4 to the Financial Statements on page 60.

In addition, the Investment Adviser received fees totalling £288,267 (2021: £315,137) during the year ended 31 March 2022, being £98,172 (2021: £137,298) for arrangement fees, and £190,095 (2021: £177,839) for acting as non-executive directors on a number of investee company boards. These amounts are the share of such fees attributable to investments made by the Company.

Alternative Investment Fund Manager ("AIFM")

The Board appointed the Company as its own AIFM in compliance with the European Commission's Alternative Investment Fund Management Directive with effect from 22 July 2014. The Company is registered as a small AIFM, and is therefore exempt from the principal requirements of the Directive. Gresham House continues to provide investment advisory and administrative services to the Company. However, in order for the Company to continue to discharge its safekeeping responsibilities for the documents of title to its investments, Gresham House company secretarial staff are now directly responsible to the Board, under its instruction, it has contracted a third-party, Apex Group, to act as custodian..

The Board and its Committees

The powers of the Directors have been granted by company law, the Company's Articles of Association and resolutions passed by the Company's members in general meeting. Resolutions are proposed annually at each annual general meeting of the Company to authorise the Directors to allot shares, disapply the pre-emption rights of members and buyback the Company's own shares on behalf of the Company. These authorities are currently in place and resolutions to renew them will be proposed at the Annual General Meeting of the Company to be held on 21 September 2022.

The Board has agreed a schedule of matters specifically reserved for decision by the Board. These include compliance with the requirements of the Companies Act 2006 and the Income Tax Act 2007, the UK Listing Authority and the London Stock Exchange; strategy and management of the Company; changes relating to the Company's capital structure or its status as a plc; financial reporting and controls; board and committee appointments as recommended by the Nomination and Remuneration Committee and terms of reference of committees; material contracts of the Company and contracts of the Company not in the ordinary course of business.

In regard to the Chairman of the Board's tenure, the length of service of all directors is considered on an ongoing basis, with the Nomination & Remuneration Committee giving consideration to succession and composition at its year-end meeting, in compliance with the AIC Code of Corporate Governance guidance.

Ian Blackburn was appointed by the Board on 1 July 2017, Sally Duckworth was appointed by the Board on 1 January 2007 and Adam Kingdon was appointed by the Board on 29 September 2006. Both Ian Blackburn and Sally Duckworth will be seeking re-election at the upcoming Annual General Meeting on 21 September 2022, whilst Adam Kingdon has confirmed his intention to retire from the Board at the conclusion of that meeting. The Board continues to consider its composition and appoint a successor to Adam as Chairman of the Audit Committee.

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 ability to carry out their duties effectively and from an independent perspective; the nature of the Company's business is such that an individual director's experience and continuity of non-executive board membership can significantly enhance the effectiveness of the Board as a whole.

Following the performance evaluation of the Directors during the year, the Board confirms that each of Ian Blackburn, Sally Duckworth and Adam Kingdon have and continue to demonstrate commitment to their roles and to be effective in carrying out their duties on behalf of the Company.

Copies of the directors' letters of appointment will be available for inspection at the place of the Annual General Meeting for at least 15 minutes before and during the Meeting.

Board Committees

The Board has established three Committees, the Nomination and Remuneration Committee, the Investment Committee and the Audit Committee, each with responsibilities for specific areas of its activity. Each of the Committees have written terms of reference, which detail their authority and duties. Shareholders may obtain copies of these by making a written request to the Company Secretary or by downloading these documents from the Company's website: www.mig2vct.co.uk.

The Board has satisfied itself that each of its Committees has sufficient resources to undertake its duties.

Audit Committee

The Audit Committee is chaired by Adam Kingdon and comprises himself, Ian Blackburn and Sally Duckworth. A full description of the work of the Audit Committee is set out in the Report of the Audit Committee on pages 42 and 43 of this Annual Report.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee is chaired by Ian Blackburn and comprises himself, Sally Duckworth and Adam Kingdon.

In considering nominations, the Committee is responsible for making recommendations to the Board concerning new appointments of Directors to the Board and its committees; the periodic review of the composition of the Board and its committees; and the annual performance review of the Board, the Directors and the Chairman. This includes the ongoing review of each Director's actual or potential conflicts of interest which may arise as a result of the external business activities of Board members. The Board remains committed to include consideration of gender and diversity for all future appointments.

A full description of the work of the Committee with regard to remuneration is included within the Directors' Remuneration Report on pages 44 to 47.

Investment Committee

The Investment Committee is chaired by Sally Duckworth and comprises all three Directors.

The Committee meets as necessary to consider the investment proposals put forward by the Investment Adviser. The Committee advises the Board on the development and implementation of the Investment Policy and leads the process for the ongoing monitoring of investee companies and the Company's investment therein. Investment guidance has been issued to the Investment Adviser and the Committee ensures that this guidance is adhered to. New investments and divestments are approved by the Committee following discussions between Committee members and are subsequently ratified by the Board. Investment matters are discussed at each Board meeting. During the year, the Committee formally approved all investments, divestments and variation decisions, meeting informally on numerous occasions.

The Committee considers and agrees, on the advice of the Investment Adviser for recommendation to the Board, all unquoted investment valuations.

Investments are valued in accordance with the International Private Equity and Venture Capital (IPEV) Valuation Guidelines under which investments are valued at fair value as defined in those guidelines. Any AIM or other quoted investment will be valued at the closing bid price of its shares as at the relevant reporting date, in accordance with generally accepted accounting practice.

Financial risk management

The main risks arising from the Company's financial instruments are due to investment risk, liquidity risk, credit risk, fluctuations in market prices (market price risk), cash flow interest rate risk and currency risk. The Board regularly reviews and agrees policies for managing these risks and full details can be found in Note 15 to the Accounts on pages 69 to 76 of this Annual Report.

Investment management and service providers

On 30 September 2021, Mobeus Equity Partners LLP, the investment adviser to the Mobeus VCTs, completed the sale of its VCT fund and investment management business to a subsidiary of Gresham House plc. As part of the sale, the Boards agreed to the novation of the investment advisory arrangements from Mobeus to Gresham House Asset Management Limited ("Gresham House").

Mobeus acted as Investment Adviser for six months of the year under review and provided administrative and company secretarial services to the Company up until the novation of the investment advisory agreement to Gresham House on 30 September 2021. With effect from 1 October 2021, the same team, now working under Gresham House, provides Investment Advisory, administrative and company secretarial services to the Company.

The Directors carry out an annual review of the performance of and contractual arrangements with the Investment Adviser. The annual review of the Investment Adviser forms part of the Board's overall internal control procedures discussed above. As part of this review, the Board considers the quality and continuity of the investment management team, investment performance, quality of information provided to the Board, remuneration of the Investment Adviser, the investment process and the results achieved to date. A review of the performance of the Company is included in the Strategic Report on pages 8 to 11. The Board concluded that the Investment Adviser had performed consistently well over the medium-term and has returned a good performance in respect of the year under review. The Company's investment portfolio has performed very well and the Investment Adviser has been proactive in ensuring the Company remains informed and well-positioned to maintain compliance with VCT tax legislation.

The Board places significant emphasis on the Company's performance against its peers and further information on this has been included in the Strategic Report on page 10. The Board further considered the Investment Adviser's commitment to the promotion of the Company and was satisfied that this was highly prioritised by the Investment Adviser as evidenced by, inter alia, the Mobeus VCT fundraisings which have taken place between 2010 and 2022 and annual Shareholder events.

The Board considers that the Investment Adviser continued to exercise independent judgement while producing valuations which reflect fair value.

Overall, the Board continues to believe that the Investment Adviser possesses the experience, knowledge and resources that are required to support the Board in achieving the Company's long term investment objectives. The Directors therefore believe that the continued appointment of the Investment Adviser to the Company on the terms currently agreed is in the interests of Shareholders, and this was formally approved by the Board on 15 June 2022.

The principal terms of the Company's Investment Advisory Agreement, amended and restated on 30 September 2016, and its Performance Incentive Fee Agreement, novated on 30 September 2021 to Gresham House are set out in Note 4 to the Financial Statements on page 61 of this Annual Report. The Board seeks to ensure that the terms of these agreements represent an appropriate balance between cost and the incentivisation of the Investment Adviser.

By order of the Board

Gresham House Asset Management Limited
Company Secretary

29 June 2022

Report of the Audit Committee

This Report of the Audit Committee forms part of the Directors' Report.

The Audit Committee is chaired by Adam Kingdon and comprises himself, Ian Blackburn and Sally Duckworth. Due to there only being three directors appointed to the Company, it was deemed appropriate that the Chairman, who was independent upon his appointment to the Board, should be a member of the Audit Committee.

The duties of the Committee are set out in the Terms of Reference which can be found on the website in the Corporate Governance section at: www.mig2vct.co.uk.

A summary of the Audit Committee's principal activities for the year to 31 March 2022 is provided below:

Financial statements

The Interim and Annual Reports to Shareholders were thoroughly reviewed by the Committee prior to submission to the Board for approval.

Internal control

The Committee has monitored the system of internal controls throughout the year under review as described in more detail in this Report on page 39. It receives a report by exception on the Company's progress against its internal controls at its Annual and Interim results meetings and reviews a schedule of key risks at each meeting. A full review of the internal controls in operation by the Company was undertaken by the Committee on 15 June 2022.

Valuation of investments

The Investment Adviser prepared valuations of the investments in the portfolio at the end of each quarter and these were considered in detail and agreed by the Investment committee for recommendation to the Board. The Audit Committee continued to monitor the adequacy of the controls over the preparation of these valuations. As part of this process, it focused on ensuring that both the bases of the valuations and any assumptions used were reasonable and in accordance with the IPEV Valuation Guidelines. The Committee received a review within a report from the external auditor as part of both the year-end audit process and the advanced audit procedures carried out by BDO LLP at the Half-Year. These reports were discussed in full by the Committee, the Investment Adviser and, with the Auditor as necessary, before a recommendation to approve the valuations was made to the Board.

Key issues considered by the Committee

The key accounting and reporting issues considered by the Committee in addition to those described above during the year included:

Going concern and long-term viability

The Committee monitors the Company's resources at each quarterly board meeting and has satisfied itself that the Company has an adequate level of resources for the foreseeable future. It has assessed the viability of the Company for three years and beyond. Consideration is given to the cash balances and holdings in money market funds, together with the ability of the Company to realise its investments. See page 33 of the Strategic Report for further details.

Recognition of impairment and realised losses

If an investment has been impaired such that there is no realistic expectation that there will be a full return from the investment, the loss is treated as a permanent impairment and is recognised as a realised loss in the Financial Statements. The Committee reviews the appropriateness and completeness of such impairments.

Compliance with the VCT tests

The Company engages the services of a VCT Status Adviser (Philip Hare & Associates LLP) to advise on its ongoing compliance with the legislative requirements relating to VCTs. A report on the Company's compliance supported by the tests carried out is produced by the VCT Status Adviser on a bi-annual basis and reviewed by the Committee for recommendation to the Board. The Committee has continued to consider the risk and compliance aspects of changes to the VCT Rules introduced by the Finance Act (No 2) 2015 and the Finance Act (No 2) 2018.

As an essential part of this work, the Committee has held ongoing discussions with the Company's VCT Status Adviser throughout the year.

Tax Compliance Services

Philip Hare & Associates LLP were appointed during the year ended 31 December 2018 and continued to provide such services during the year under review.

Income from investee companies

The Committee notes that revenue from loan stock and dividends may be uncertain given the type of companies in which the VCT invests. Dividends in particular may be difficult to predict. The payments received however have a direct impact on the level of income dividends the Company is able to pay to Shareholders. The Committee agrees policies for revenue recognition and reviews their application at each of its meetings. It considers schedules of income received and receivable from each of the investee companies and assesses, in consultation with the Investment Adviser, the likelihood of receipt of each of the amounts.

Key risks faced by the Company

The Board has identified the key risks faced by the Company and established appropriate controls (as disclosed in the Strategic Report on page 31). The Committee monitors these controls and reviews any incidences of non-compliance. Further details are set out in the section of this report that discusses the Company's system of internal controls (page 39).

Cyber Security

The Board sought and obtained assurances during the year from the Investment Adviser, the Registrar and the other service providers concerning their cyber security procedures and policies. Board papers are circulated and stored through an electronic platform providing additional cyber security protection.

Anti-tax evasion policy

In compliance with the Criminal Finance Act 2017 the Company adopted a zero tolerance towards the criminal facilitation of tax evasion. A summary of the policy is available on page 36 of the Annual Report.

Safekeeping of the Company's documents of title to its investments

The Committee has established procedures for the safekeeping of the Company's documents of title under a Safekeeping Agreement dated 17 February 2022 with Apex Fund and Corporate Services (Guernsey) Limited, for accessing and dealing with these documents.

Relationship with the external auditor and re-appointment

The Committee is responsible for

overseeing the relationship with the external Auditor, assessing the effectiveness of the external audit process and making recommendations on the appointment and removal of the external Auditor. It makes recommendations to the Board on the level of audit fees and the terms of engagement for the Auditor. The external Auditor is invited to attend Audit Committee meetings, where appropriate, and also has the opportunity to meet with the Committee and its Chairman without representatives of the Investment Adviser being present.

The Committee undertook an audit tender process in 2016 in compliance with the requirements on audit firm rotation under the European Audit Regulation Directive. As a consequence of that process, BDO LLP were reappointed. BDO LLP has been the independent auditor to the Company since 2008.

The Audit Committee also undertakes an annual review of the external Auditor and the effectiveness of the audit process on an annual basis. When assessing the effectiveness of the process, the Committee considers whether the Auditor:

- demonstrated strong technical knowledge and a clear understanding of the business;
- indicated professional scepticism in key judgements and raised any significant issues in advance of the audit process commencing;
- provided an audit team that is appropriately resourced;
- demonstrated a proactive approach to the audit planning process and engaged with the Committee Chairman and other key individuals within the business;
- provided a clear explanation of the scope and strategy of the audit;
- demonstrated the ability to communicate clearly and promptly with the members of the Committee and the Investment Adviser and produce comprehensive reports on its findings;
- demonstrated that it has appropriate procedures and safeguards in place to maintain its independence and objectivity;
- charged justifiable fees in respect of the scope of services provided; and
- handled key audit issues effectively and responded robustly to the Committee's questions.

This review constituted the Audit Committee's annual assessment of the effectiveness of the external audit process. The Audit Committee concluded that the re-appointment of BDO LLP is in the best interests of the Company and Shareholders and the Board recommends their re-appointment by Shareholders at the forthcoming Annual General Meeting.

Non-audit services

The Board regularly reviews and monitors the external Auditor's independence and objectivity. As part of this it reviews the nature and extent of services supplied by the Auditor to ensure that independence is maintained.

The Committee has reviewed the implications of the Financial Reporting Council's ("FRC") Revised Ethical Reporting Standard 2019 effective from 5 March 2020.

The Audit Committee, based upon the review of this 2019 Ethical Standard, has decided to purchase certain non-audit services, such as tax compliance services and iXBRL tagging, from separate firms. The auditor provides certain non-audit services in respect of the Half-Year Report, whereas Philip Hare & Associates LLP provide tax compliance services, and Arkk Consulting Limited, one of the Company's investee companies, provides the iXBRL Tagging Service.

Additional disclosures in the Directors' Report

Disclosures required by certain publicly-traded companies as set out in Part 6 of Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended 2013) are contained in the Directors' Report on page 35.

By order of the Board

Adam Kingdon
Chairman of the Audit Committee

29 June 2022

Directors' Remuneration Report

Introduction

This Report has been prepared by the Directors in accordance with the requirements of Schedule 8 of The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, the Companies Act 2006 and the Listing Rules of the UK Listing Authority ("the Listing Rules").

The Company's independent auditor is required to give its opinion on the information provided on Directors' emoluments and Director's interests on page 46 of this Annual Report and this is explained further in the Auditor's report to Shareholders on pages 49 to 53.

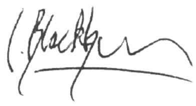
The resolution to approve the Directors' Remuneration Policy as set out in the Annual Report for the year ended 31 March 2020 was approved by Shareholders at the Annual General Meeting of the Company held on 9 September 2020. Full details of the Remuneration Policy can be found within this report in the adjacent column and on page 45.

The resolution to approve the Directors' Annual Remuneration Report, as set out in the Annual Report for the year ended 31 March 2021, was approved by Shareholders at the Annual General Meeting of the Company held on 8 September 2021. An ordinary resolution will be proposed at the forthcoming Annual General Meeting of the Company to be held on 21 September 2022 for the approval of the Annual Remuneration Report as set out below.

Remuneration statement by the Chairman of the Nomination and Remuneration Committee

This report sets out the Company's forward-looking Directors' Remuneration Policy and the Annual Remuneration Report which describes how this policy has been applied during the year.

As set out in the Directors' Remuneration Report, the Committee recommended an increase in Director's fees with effect from 1 April 2022; the first increase in Directors' remuneration since 1 October 2018. The Committee has reviewed the fees paid in the year ended 31 March 2022 and decided that, given its desire to recruit a successor to Adam Kingdon who will retire from the Board at the close of the Annual General Meeting on 21 September 2022, an increase in the level of remuneration was necessary to align with the current market rate for a VCT director with the requisite experience. As part of this review, the Committee considered information on the fees paid to directors of a peer group of VCTs of a similar size operating in its sector.



Ian Blackburn
Chairman of the Nomination and Remuneration Committee

29 June 2022

Directors' Remuneration Policy

The remuneration policy is set by the Board on the recommendation of the Nomination and Remuneration Committee and is unchanged from last year. In determining the Company's remuneration policy, the Committee seeks to determine a level of fees appropriate to attract and retain individuals of sufficient calibre to lead the Company in achieving its strategy. When considering the level of Directors' fees, it takes account of the required workload and responsibilities of each role and the value and amount of time that a Director is required to commit to the Company. It further considers remuneration levels elsewhere in the Venture Capital Trust industry for companies of a similar size and structure, together with other relevant information.

The level of fees paid to each of the Directors is reviewed annually by the Nomination and Remuneration Committee which makes recommendations to the Board.

The Committee has access to independent advice where and when it considers appropriate. In coming to a decision on the Board's remuneration, the Committee reviewed an analysis of VCT industry remuneration obtained from David Cartwright FCA.

The Committee agreed that an increase in remuneration from the previous year to £35,000 per annum paid to each Director, with the addition of a fee of £3,000 paid to the Chairman of the Board. The Directors may, at their discretion, pay additional sums in respect of specific tasks carried out by individual Directors on behalf of the Company.

Since all the Directors are Non-Executive, the Company is not required to comply with the executive director's provisions of the Listing Rules, the UK Corporate Governance Code and the AIC Code of Corporate Governance in respect of Directors' remuneration, except in so far as they relate specifically to Non-Executive Directors.

The Committee also took into account the additional work required in consideration of the change of investment advisory arrangements and, given the substantial additional time requirement, recommended to the Board that a discretionary payment of £3,000 be made to the Chairman and £1,000 to the other two directors of the Board, each to be paid in respect of the year under review. Both of these recommendations were subsequently reviewed and approved by the Board at its meeting on 24 November 2021.

Performance-related remuneration

Whilst it is a key element of this policy to recruit directors of the calibre required to lead the Company in achieving its short and long-term objectives no component of the fees paid is directly related to performance.

Pensions

All the Directors are non-executive and the Company does not provide pension benefits to any of the Directors.

Additional benefits

Whilst the Board agreed to pay a discretionary payment to each Director in respect of the change in investment advisory arrangements as mentioned previously, the Company does not have any other schemes in place to pay bonuses or benefits to the Directors. No arrangements have been entered into between the Company and the Directors to entitle any of the Directors to compensation for loss of office. None of the Directors receive pension benefits from the Company and the Company has not granted any Director any options over the share capital of the Company.

Recruitment remuneration

Remuneration of any new Director, who may subsequently be appointed to the Board, will be in line with the Remuneration Policy set out in this Report and the levels of remuneration stated therein, as modified from time to time.

Shareholders' views on remuneration

The Board prioritises the views of Shareholders and encourages an open discussion at general meetings of the Company. It takes Shareholders' views into account, where appropriate, when formulating its remuneration policy. Shareholders can contact the Chairman or the Company Secretary, Gresham House, at any time by email using the address: mobeusvcts@greshamhouse.com.

Directors' terms of appointment

In accordance with the 2019 AIC Code, Ian Blackburn and Sally Duckworth have agreed to offer themselves for re-election annually and will next seek re-election by Shareholders at the Company's Annual General Meeting on 21 September 2022. Adam Kingdon will not be seeking re-election and will retire at the conclusion of that meeting.

All of the Directors are Non-Executive and none of the Directors has a service contract with the Company.

All Directors receive a formal letter of appointment setting out the terms of their appointment and their specific duties and responsibilities and the fees pertaining to their appointment. A Director's appointment may be terminated on three months' notice being given by the Company and in certain other circumstances. Copies of the Directors' appointment letters will be available for inspection at the place of the Annual General Meeting on 21 September 2022 from 10.45 am. New Directors are asked to undertake that they have sufficient time to carry out their responsibilities to the Company and to disclose their other significant time commitments to the Board before appointment.

Shareholder approval of the Company's Remuneration Policy

This policy applied throughout the financial year ended 31 March 2022 and will continue to apply to the current financial year ending 31 March 2023.

A resolution to approve the Directors' Remuneration Policy, as set out in the Annual Report for the year ended 31 March 2020, was unanimously approved by Shareholders at the Annual General Meeting held on 9 September 2020. The Company received proxy votes in favour of the resolution representing 96.28% (including those who appointed the Chairman to vote at his discretion) of the votes received and 3.72% against.

The Board is required to ask Shareholders to approve the Remuneration Policy every three years. The Directors will therefore recommend that Shareholders approve the Policy again at the Annual General Meeting of the Company to be held in 2023.

Future Remuneration Policy

The table below illustrates how the Company's Objective is supported by its Remuneration Policy. It sets out details of each component of the pay package and the maximum amount receivable per annum by each Director. The Nomination and Remuneration Committee and the Board review the fees paid to Directors annually in accordance with the Remuneration Policy set out below and may decide that an increase in fees is appropriate in respect of subsequent years.

Director and Role	Components of Pay Package	Maximum Payment per annum	Performance Conditions
Ian Blackburn Chairman of the Board Chair of the Nomination and Remuneration Committee Chair of the Management Engagement Committee	Director's fee (incl. fee for acting as Chairman of the Board)	£38,000	None
Adam Kingdon Chair of the Audit Committee	Director's fee	£35,000	None
Sally Duckworth Chair of the Investment Committee	Director's fee	£35,000	None
Total maximum fees payable		**£108,000**	

Company Objective

To provide investors with a regular income stream, arising both from the income generated by companies selected for the portfolio and from realising any growth in capital, while continuing at all times to qualify as a VCT.

Remuneration Policy

To ensure that the levels of remuneration paid are sufficient to attract, retain and motivate directors of the quality and experience required to manage the Company in order to achieve the Company's Objective.

Directors' Remuneration Report

Nomination and Remuneration Committee

The Committee is chaired by Ian Blackburn with Sally Duckworth and Adam Kingdon as its other members. All members of the Committee were considered to be independent of the Investment Adviser during the year under review. The Committee meets at least once a year and is responsible for making recommendations to the Board on remuneration policy and reviewing the policy's ongoing appropriateness and relevance. It carries out an annual review of the remuneration of the Directors and makes recommendations to the Board on the level of Directors' fees. The Committee may, at its discretion, recommend to the Board that individual Directors should be awarded further payments in respect of additional work undertaken on behalf of the Company. It is responsible for the appointment of remuneration consultants, if this should be considered necessary, including establishing the selection criteria and terms of reference for such an appointment. The Committee met twice during the year under review with full attendance from all its members. The Committee's duties in respect of Nominations to the Board are outlined on page 40 of the Annual Report.

Total individual emoluments paid to the Directors during the year (audited)

	Year ended 31 March 2022 £	2021 £	Annual change 2022 (%)	2021 (%)
Ian Blackburn	39,000	36,000	8.3	0
Adam Kingdon	31,000	30,000	3.3	0
Sally Duckworth	31,000	30,000	3.3	0
Total	**101,000**	**96,000**		

No sums were paid to third parties in respect of any of the Director's services during the year under review.

Relative importance of spend on Directors' fees

	Year to 31 March 2022 £	Year to 31 March 2021 £
Total directors' fees	101,000	96,000
Dividends paid/payable in respect of the year	8,726,149	9,547,059
Share Buybacks	643,810	292,568
Directors fees as a share of:		
Closing net assets	0.1%	0.1%
Dividends paid and payable in respect of the year	1.2%	1.0%
Total fees and expenses[1]	3.3%	6.2%

1 - this figure is the combined total of Investment Adviser's fees (including performance fees) and Other expenses disclosed in the Income Statement.

Directors' remuneration: 5-year comparison

Director	2022 £	2017 £	Change
Chairman Fee*	39,000	26,000	50.0%
Directors' Fee (inc. committee chairman fee)*	31,000	23,000	34.8%

* A supplementary fee of £3,000 was paid to the Chairman and £1,000 payable to the other two directors in respect of the year ended 31 March 2022. In the financial year ended 31 March 2022, the Company no longer paid supplements to the chairmen of committees.

Directors' interests in the Company's shares (audited)

The Company does not require the Directors to hold shares in the Company.

The Directors, however, believe that it is in the best interests of the Company and its Shareholders for each Director to maintain an interest in the Company. The Directors who held office throughout the year under review and their interests as at 31 March 2022 were:

Director	31 March 2022 Shares held	31 March 2022 Percentage of issued share capital	31 March 2021 Shares held	31 March 2021 Percentage of issued share capital
Ian Blackburn	48,463	0.06%	48,463	0.13%
Adam Kingdon	5,709	0.01%	5,709	0.01%
Sally Duckworth	-	-	-	-

There have been no further changes to the Directors' share interests between the year-end and the date of this Annual Report. The remuneration of the Directors is fixed and contains no performance related variable element. As the Company has no employees, the directors do not consider it relevant to compare director fees against employee pay.

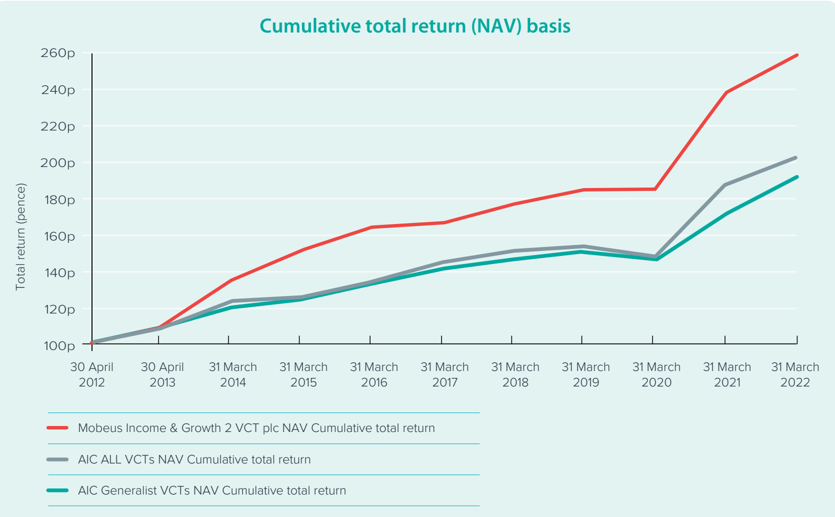
Directors' attendance at Board and Committee meetings in the financial year ended 31 March 2022

The table below sets out the Directors' attendance at quarterly Board meetings and Committee meetings held during the year to 31 March 2022. In addition to the quarterly Board meetings, the Board met on other occasions to consider specific issues as they arose.

Directors	Board Meetings (4)		Audit Committee Meetings (2)		Nomination and Remuneration Committee Meetings (2)	
	Eligible	Attended	Eligible	Attended	Eligible	Attended
Ian Blackburn	4	4	2	2	2	2
Adam Kingdon	4	4	2	2	2	2
Sally Duckworth	4	4	2	2	2	2

Company performance

The graph below charts the total shareholder return of the Company's shares on a share price basis (assuming all dividends are re-invested and excluding the tax relief available to Shareholders) over the past ten years compared with that of an index of all VCTs and an index of generalist VCTs which are members of the AIC (based on figures provided by Morningstar). The Board considers these indices to be the most appropriate to use to measure the Company's relative performance over the medium to long term. The total shareholder returns have each been rebased to 100 pence at 30 April 2012.



An explanation of the performance of the Company is given in the Chairman's Statement on page 3, the Performance section of the Strategic Report on pages 8 to 11 and in the Investment Adviser's Review and Investment Portfolio Summary on pages 12 to 26.

By order of the Board

Gresham House Asset Management Limited
Company Secretary

29 June 2022

Reports of the Directors

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the financial statements and have elected to prepare the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS 102') and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss for the company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the Financial Statements have been prepared in accordance with United Kingdom accounting standards, subject to any material departures disclosed and explained in the Financial Statements;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- prepare a Strategic Report, a Directors' Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial Statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Directors' responsibilities pursuant to Disclosure and Transparency Rule 4 of the UK Listing Authority

The Directors confirm to the best of their knowledge that:

(a) The Financial Statements, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and the profit of the Company.

(b) The Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

Having taken advice from the Audit Committee, the Board considers the Annual Report and Financial Statements, taken as a whole, as fair, balanced and understandable and that it provides the information necessary for Shareholders to assess the Company's position, performance, business model and strategy.

Neither the Company nor the Directors accept any liability to any person in relation to the Annual Report except to the extent that such liability could arise under English law. Accordingly, any liability to a person who has demonstrated reliance on any untrue or misleading statement or omission shall be determined in accordance with section 90A and schedule 10A of the Financial Services and Markets Act 2000.

The names and functions of the Directors are stated on page 34.

For and on behalf of the Board

Ian Blackburn
Chairman

29 June 2022

Independent Auditor's Report to the Members of Mobeus Income & Growth 2 VCT plc

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Mobeus Income & Growth 2 VCT plc ("the Company") for the year ended 31 March 2022 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 Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs

(UK)) and applicable law. Our responsibilities under those standards are further described in the

Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

Independence

Following the recommendation of the audit committee, we were appointed by the Board of Directors to audit the financial statements for the year ended 30 September 2004 and subsequent financial periods. The period of total uninterrupted engagement, including retenders and reappointments is 18 years, covering the years endied 30 September 2004 to 31 March 2022. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

Conclusions relating to going concern

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

- Obtaining the VCT compliance reports during the year and as at year end and reviewing the calculations therein to ensure that the Company was meeting its requirements to retain VCT status;
- Reviewing the forecasted cash flows that support the Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts, and assessing them for reasonableness. In particular, we considered the available cash resources relative to the forecast expenditure which was assessed against the prior year for reasonableness;
- Evaluating the Directors' method of assessing the going concern in light of market volatility and the present uncertainties in economic recovery created by the ongoing matters including the current situation in Ukraine/Russia; and
- Calculating financial ratios to ascertain the financial health of the Company.

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

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

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

Overview

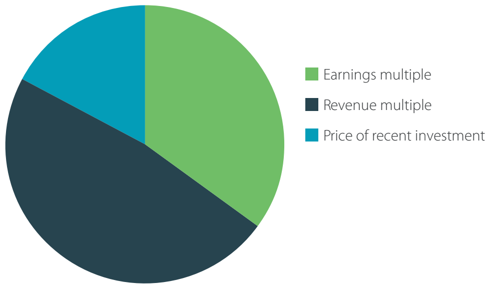
		2022	2021
Key audit matters	Valuation of unquoted investments	✓	✓
Materiality	£1,040,000 (2021:£830,000) based on 2% (2021: 2%) of Gross investments		

An overview of the scope of our audit

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. This matter was 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 this matter.

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of unquoted investments (Note 8)	We consider the valuation of unquoted investments to be the most significant audit area as investments is the most significant balance in the financial statements and there is a high level of estimation involved in the investment valuations. There is an inherent risk of management override arising from the investments valuations being prepared by the investment adviser, who is remunerated based on the net asset value of the company. For these reasons we considered the valuation of unquoted investments to be a key audit matter.	A breakdown of the investment portfolio valuation technique is shown below.  Our sample for the testing of the unquoted investments was stratified according to risk considering, inter alia, the value of the individual investments, the nature of the investments, the extent of the fair value movement and the subjectivity of the valuation technique. For investments in our sample we: Challenged whether the valuation methodology was the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") guidelines and applicable accounting standards; Recalculated the value attributable to the company, having regard to the application of enterprise value across the capital structures of the investee companies. For a sample of investments valued using less subjective valuation techniques (price of recent investment reviewed for changes in fair value) we: ● Agreed the cost or price of the recent investment to supporting documentation; ● Considered whether the investment was an arms length transaction through reviewing the parties involved in the transaction and checking whether or not they were already investors of the investee company; Considered whether there were any indications that the cost or price of the recent investment was no longer representative of fair value considering, inter alia the current performance of the investee company and the milestones and assumptions set out in the investment proposal; and Considered whether the price of the recent investment is supported by alternative valuation techniques. For a sample of investments that were valued using more subjective techniques (earnings and revenue multiples) we: ● Challenged and corroborated inputs to the valuation with reference to management information of investee companies and market data, including considering the impact of the Covid-19 pandemic and the current situation in Ukraine/Russia on the valuation. We assessed the impact of estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements; ● Reviewed the historical financial statements and any recent management information available to support assumptions about maintainable revenues and earnings used in the valuation; ● Considered the revenue or earnings multiples applied by reference to observable listed company market data; and ● Challenged the consistency and appropriateness of adjustments made to such market data in establishing the earnings or revenue multiple applied in arriving at the valuations adopted by agreeing the adjusted multiples to independent sources, the peer group, the market and sector in which the investee company operates and obtaining independent third party multiples.

Key audit matter		How the scope of our audit addressed the key audit matter
		Where appropriate, we performed a sensitivity analysis by developing our own point estimate where we considered that alternative input assumptions could reasonably have been applied and we considered the overall impact to such sensitivities on the portfolio of investments in determining whether the valuations as a whole are reasonable and free from bias. Key observations: Based on the procedures performed we did not identify any indicators to suggest that the investment valuations are inappropriate considering the level of estimation uncertainty, we have also not noted any indicators of management override in the final valuations.

Our application of materiality

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

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

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

Company financial statements	2022 £mn	2021 £mn
Materiality	£1.04	£0.83
Basis for determining materiality	2% of Gross investments	2% of Gross investments
Rationale for the benchmark applied	In setting materiality, we have had regard to the nature and disposition of the investment portfolio. Given that the VCT's portfolio is comprised of unquoted investments which would typically have a wider spread of reasonable alternative possible valuations, we have applied a percentage of 2% of gross investments, as asset values are the primary focus of the user of these financial statements	
Performance materiality	£0.78	£0.62
Basis for determining performance materiality	75% of materiality on the basis of our risk assessment, together with our assessment of the entities overall control environment, the expected total value of known and likely misstatements and the level of transactions in the year.	

Lower testing threshold

We determined that for Revenue return before tax, a misstatement of less than materiality for the financial statements as a whole, could influence users of the financial statements as it is a measure of the Company's performance of income generated from its investments after expenses. As a result, we determined a lower testing threshold for those items impacting revenue return of £104,000 (2021: £370,000) based on 10% of Materiality (2021: 10% of revenue) of revenue return before tax.

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £53,000 (2021: £41,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Corporate governance statement

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

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

Going concern and longer-term viability

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

Other Code provisions

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

Other Companies Act 2006 reporting

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

Strategic report and Directors' report

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

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

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

Directors' remuneration

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

Matters on which we are required to report by exception

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

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

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. The significant laws and regulations were considered to be the Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the AIC SORP and FRS102. We also considered the Company's qualification as a VCT under UK tax legislation as any breach of this would lead to the Company losing various deductions and exemptions from corporation tax.

Our procedures included:

- obtaining an understanding of the control environment in monitoring compliance with laws and regulations;
- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of the investment adviser and those charged with governance

relating to the existence of any non-compliance with laws and regulations;

- obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing their calculations to check that the Company was meeting its requirements to retain VCT status; and
- reviewing minutes of board meetings and legal correspondence and invoices throughout the period for instances of non-compliance with laws and regulations and fraud.

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

Our procedures included:

- the procedures set out in the Key audit matters section above;
- obtaining independent evidence to support the ownership of a sample of investments;
- recalculating investment management fees in total;
- made enquirires of the investment advisor about any known, suspected and alleged fraud;
- obtaining independent confirmation of bank balances; and
- testing journals which met a defined risk criteria by agreeing to supporting documentation and evaluating whether there was evidence of bias by the Investment Advisor and Directors that represented a risk of material misstatement due to fraud.

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

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

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

Use of our report

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

BDO LLP

Vanessa Jayne Bradley
(Senior Statutory Auditor)
For and on behalf of BDO LLP,
Statutory Auditor
London, UK

29 June 2022

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

Income Statement

for the year ended 31 March 2022

	Notes	Year ended 31 March 2022 Revenue £	Capital £	Total £	Year ended 31 March 2021 Revenue £	Capital £	Total £
Net investment portfolio gains	8	-	12,095,784	12,095,784	-	25,356,908	25,356,908
Income	3	1,080,796	-	1,080,796	1,698,434	-	1,698,434
Investment Adviser's fees	4a	(412,075)	(1,236,223)	(1,648,298)	(299,284)	(897,853)	(1,197,137)
Investment Adviser's performance fees	4b	-	(1,014,703)	(1,014,703)	-	-	-
Other expenses	4d	(403,366)	-	(403,366)	(339,113)	-	(339,113)
Profit on ordinary activities before taxation		265,355	9,844,858	10,110,213	1,060,037	24,459,055	25,519,092
Taxation on profit/(loss) on ordinary activities	5	-	-	-	(43,540)	43,540	-
Profit for the year and total comprehensive income		**265,355**	**9,844,858**	**10,110,213**	**1,016,497**	**24,502,595**	**25,519,092**
Basic and diluted earnings per ordinary share:	7	**0.36p**	**13.42p**	**13.78p**	**1.38p**	**33.37p**	**34.75p**

The revenue column of the Income Statement includes all income and expenses. The capital column accounts for the net investment portfolio gains (unrealised gains/(losses) and realised gains on investments) and the proportion of the Investment Adviser's fee and performance fee charged to capital.

The total column is the Statement of Total Comprehensive Income of the Company prepared in accordance with Financial Reporting Standards ("FRS"). In order to better reflect the activities of a VCT and in accordance with the 2014 Statement of Recommended Practice ("SORP") (updated in April 2021) by the Association of Investment Companies ("AIC"), supplementary information which analyses the Income Statement between items of a revenue and capital nature has been presented alongside the Income Statement. The revenue column of profit attributable to equity shareholders is the measure the Directors believe appropriate in assessing the Company's compliance with certain requirements set out in Section 274 Income Tax Act 2007.

All the items in the above statement derive from continuing operations of the Company. No operations were acquired or discontinued in the year.

The Notes on pages 59 to 77 form part of these Financial Statements.

Balance Sheet
as at 31 March 2022

Company No. 03946235

	Notes	31 March 2022 £	31 March 2021 £
Fixed assets			
Investments at fair value	8	52,161,122	41,832,061
Current assets			
Debtors and prepayments	10	260,786	2,218,906
Current asset investments	11	23,458,496	27,633,496
Cash at bank	11	2,801,008	2,386,262
		26,520,290	32,238,664
Creditors: amounts falling due within one year	12	(1,175,430)	(171,857)
Net current assets		25,344,860	32,066,807
Net assets		**77,505,982**	**73,898,868**
Capital and reserves			
Called up share capital	13	804,263	732,303
Share premium reserve		28,258,001	21,025,160
Capital redemption reserve		16,006	9,031
Revaluation reserve		24,455,488	16,598,524
Special distributable reserve		12,033,364	19,524,067
Realised capital reserve		10,521,719	13,397,234
Revenue reserve		1,417,141	2,612,549
Equity Shareholders' funds		**77,505,982**	**73,898,868**
Basic and diluted net asset value per ordinary share	14	**96.37p**	**100.91p**

The Financial Statements were approved and authorised for issue by the Board of Directors on 29 June 2022 and are signed on their behalf by:

Ian Blackburn
Chairman

The Notes on pages 59 to 77 form part of these Financial Statements.

Statement of Changes in Equity

for the year ended 31 March 2022

	Notes	Called up share capital £	Share premium reserve £	Capital redemption reserve £	Revaluation reserve £	Special distributable reserve (Note a) £	Realised capital reserve (Note b) £	Revenue reserve (Note b) £	Total £
		Non-distributable reserves				Distributable reserves			
At 1 April 2021		**732,303**	**21,025,160**	**9,031**	**16,598,524**	**19,524,067**	**13,397,234**	**2,612,549**	**73,898,868**
Comprehensive income for the year									
Profit for the year		-	-	-	9,557,514	-	287,344	265,355	10,110,213
Total comprehensive income for the year		**-**	**-**	**-**	**9,557,514**	**-**	**287,344**	**265,355**	**10,110,213**
Contributions by and distributions to owners									
Shares issued under Offer for Subscription (Note c)	13	78,935	7,421,065	-	-	-	-	-	7,500,000
Issue costs on Offer for Subscription (Note c)	13	-	(188,224)	-	-	(51,097)	-	-	(239,321)
Shares bought back (Note d)	13	(6,975)	-	6,975	-	(643,810)	-	-	(643,810)
Dividends paid	6	-	-	-	-	(4,544,870)	(7,114,335)	(1,460,763)	(13,119,968)
Total contributions by and distributions to owners		**71,960**	**7,232,841**	**6,975**	**-**	**(5,239,777)**	**(7,114,335)**	**(1,460,763)**	**(6,503,099)**
Other movements									
Realised losses transferred to special reserve (Note a)		-	-	-	-	(2,250,926)	2,250,926	-	-
Realisation of previously unrealised gains		-	-	-	(1,700,550)	-	1,700,550	-	-
Total other movements		**-**	**-**	**-**	**(1,700,550)**	**(2,250,926)**	**3,951,476**	**-**	**-**
At 31 March 2022		**804,263**	**28,258,001**	**16,006**	**24,455,488**	**12,033,364**	**10,521,719**	**1,417,141**	**77,505,982**

Notes

a): The Company's special reserve is available to fund buybacks of shares as and when it is considered by the Board to be in the interests of Shareholders, and to absorb any existing and future realised losses and for other corporate purposes. At 31 March 2022, the Company has a special reserve of £12,033,364, all of which arises from shares issued more than three years ago. Reserves originating from share issues are not distributable under VCT rules if they arise from share issues that are within three years of the end of an accounting period in which shares were issued. The total transfer of £2,250,926 from the realised capital reserve to the special distributable reserve above is the total of realised losses incurred by the Company in the year.

b): The realised capital reserve and the revenue reserve together comprise the Profit and Loss Account of the Company.

c): Under an Offer for Subscription launched on 20 January 2022, 7,893,544 ordinary shares were allotted on 9 March 2022, raising net funds of £7,260,679 for the Company. This figure is net of issue costs of £188,224 and facilitation fees of £51,097.

d): During the year, the Company purchased 697,498 of its own shares at the prevailing market price for a total cost of £643,810, which were subsequently cancelled.

The composition of each of these reserves is explained below:

Called up share capital

The nominal value of shares originally issued, increased for subsequent share issues either via an Offer for Subscription or reduced due to shares bought back by the Company.

Capital redemption reserve

The nominal value of shares bought back and cancelled is held in this reserve, so that the Company's capital is maintained.

The Notes on pages 59 to 77 form part of these Financial Statements.

Statement of Changes in Equity

for the year ended 31 March 2021

	Notes	Non-distributable reserves: Called up share capital £	Share premium reserve £	Capital redemption reserve £	Revaluation reserve £	Distributable reserves: Special distributable reserve £	Realised capital reserve £	Revenue reserve £	Total £
At 1 April 2020		**596,893**	**10,673,405**	**5,157**	**(3,206,720)**	**24,090,692**	**9,809,815**	**1,596,052**	**43,565,294**
Comprehensive income for the year									
Profit for the year		-	-	-	20,590,071	-	3,912,524	1,016,497	25,519,092
Total comprehensive income for the year		**-**	**-**	**-**	**20,590,071**	**-**	**3,912,524**	**1,016,497**	**25,519,092**
Contributions by and distributions to owners									
Shares issued via Offer for Subscription		139,284	10,622,489	-	-	-	-	-	10,761,773
Issue costs and facilitation fees on Offer for Subscription		-	(270,734)	-	-	(230,746)	-	-	(501,480)
Shares bought back		(3,874)	-	3,874	-	(292,568)	-	-	(292,568)
Dividends paid		-	-	-	-	(2,944,710)	(2,208,533)	-	(5,153,243)
Total contributions by and distributions to owners		**135,410**	**10,351,755**	**3,874**	**-**	**(3,468,024)**	**(2,208,533)**	**-**	**4,814,482**
Other movements									
Realised losses transferred to special reserve		-	-	-	-	(1,098,601)	1,098,601	-	-
Realisation of previously unrealised gains		-	-	-	(784,827)	-	784,827	-	-
Total other movements		**-**	**-**	**-**	**(784,827)**	**(1,098,601)**	**1,883,428**	**-**	**-**
At 31 March 2021		**732,303**	**21,025,160**	**9,031**	**16,598,524**	**19,524,067**	**13,397,234**	**2,612,549**	**73,898,868**

Notes - continued from previous page

Share premium reserve

This reserve contains the excess of gross proceeds less issue costs over the nominal value of shares allotted under recent Offers for Subscription.

Revaluation reserve

Increases and decreases in the valuation of investments held at the year-end are accounted for in this reserve, except to the extent that the diminution is deemed permanent. In accordance with stating all investments at fair value through profit and loss (as recorded in Note 8), all such movements through both revaluation and realised capital reserves are shown within the Income Statement for the year.

Special distributable reserve

This reserve is created from cancellations of the balances upon the Share premium reserve, which are transferred to this reserve from time to time. The cost of share buybacks and any realised losses on the sale or impairment of investments (excluding transaction costs) are charged to this reserve. 75% of the Investment Adviser fee expense, and the related tax effect, that are charged to the realised capital reserve are transferred to this reserve. This reserve will also be charged any facilitation payments to financial advisers, which arose as part of the Offer for Subscription.

Realised capital reserve

The following are accounted for in this reserve:

- Gains and losses on realisation of investments;
- Permanent diminution in value of investments;
- Transaction costs incurred in the acquisition and disposal of investments;
- 75% of the Investment Adviser's fee (subsequently transferred to the Special distributable reserve along with the related tax effect) and 100% of any performance fee payable, together with the related tax effect to this reserve in accordance with the policies, and
- Capital dividends paid.

Revenue reserve

Income and expenses that are revenue in nature are accounted for in this reserve as well as 25% of the Investment Advisor fee together with the related tax effect, as well as income dividends paid that are classified as revenue in nature.

The Notes on pages 59 to 77 form part of these Financial Statements.

Statement of Cash Flows

for the year ended 31 March 2022

	Notes	Year ended 31 March 2022 £	Year ended 31 March 2021 £
Cash flows from operating activities			
Profit for the financial year		10,110,213	25,519,092
Adjustments for:			
Net investment portfolio gains		(12,095,784)	(25,356,908)
Tax charge for the current year		-	-
Decrease in debtors		5,191	7,025
Increase/(decrease) in creditors and accruals		1,003,986	(18,957)
Net cash (outflow)/inflow from operations		(976,394)	150,252
Corporation tax paid		-	(134,947)
Net cash (outflow)/inflow from operating activities		**(976,394)**	**15,305**
Cash flows from investing activities			
Purchase of investments	8	(4,728,594)	(5,394,087)
Disposal of investments	8	8,447,833	8,838,927
Net cash inflow from investing activities		**3,719,239**	**3,444,840**
Cash flows from financing activities			
Net proceeds as part of Offers for subscription		7,500,000	10,761,773
Issue costs		(239,321)	(501,480)
Equity dividends paid	6	(13,119,968)	(5,153,243)
Purchase of own shares	13	(643,810)	(353,488)
Net cash (outflow)/inflow from financing activities		**(6,503,099)**	**4,753,562**
Net (decrease)/increase in cash and cash equivalents		**(3,760,254)**	**8,213,707**
Cash and cash equivalents at start of year		30,019,758	21,806,051
Cash and cash equivalents at end of the year		**26,259,504**	**30,019,758**
Cash and cash equivalents comprise:			
Cash equivalents	11	23,458,496	27,633,496
Cash at bank and in hand	11	2,801,008	2,386,262

The Notes on pages 59 to 77 form part of these Financial Statements.

Notes to the Financial Statements for the year ended 31 March 2022

1 Company Information

Mobeus Income and Growth 2 VCT plc is a public limited company incorporated in England, registration number 03946235. The registered office is 5 New Street Square, London, EC4A 3TW.

2 Basis of preparation

A summary of the principal accounting policies, all of which have been applied consistently throughout the year are set out at the start of the related disclosure throughout the Notes to the Financial Statements. All accounting policies are included within an outlined box at the top of each relevant Note.

These Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 ("FRS102"), with the Companies Act 2006 and the 2014 Statement of Recommended practice, 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' ('the SORP') (updated in April 2021) issued by the Association of Investment Companies ("AIC"). The Company has a number of financial instruments which are disclosed under FRS102 s11/12 as shown in Note 15.

After performing the necessary enquiries, the Directors have undertaken an assessment of the Company's ability to meet its liabilities as they fall due. The Company has significant cash and liquid resources and no external debt or capital commitments. The Company's cash flow forecasts, which consider levels of anticipated new and follow-on investment, as well as investment income and annual running cost projections, are discussed at each quarterly Board meeting and, in particular, have been considered in light of other factors such as the ongoing impact of the COVID-19 pandemic, the war in Ukraine and rising inflationary pressures. The Directors have also received assurances that the Company's key suppliers' ability to continue to service the Company has not been materially impacted by the COVID-19 pandemic. Following this assessment, the Directors have a reasonable expectation that the Company will have adequate resources to continue to meet its liabilities for at least 12 months from the date of these Financial Statements. The Directors therefore consider the preparation of these financial statements on a going concern basis to be appropriate.

3 Income

Dividends receivable on quoted equity shares are brought into account on the ex-dividend date. Dividends receivable on unquoted equity shares are brought into account when the Company's right to receive payment is established and there is no reasonable doubt that payment will be received.

Interest income on loan stock is accrued on a daily basis. Provision is made against this income where recovery is doubtful or where it will not be received in the foreseeable future. Where the loan stocks only require interest or a redemption premium to be paid on redemption, the interest and redemption premium is recognised as income or capital as appropriate once redemption is reasonably certain. When a redemption premium is designed to protect the value of the instrument holder's investment rather than reflect a commercial rate of revenue return, the redemption premium is recognised as capital. The treatment of redemption premiums is analysed to consider if they are revenue or capital in nature on a company by company basis. Accordingly, the redemption premium recognised in the year ended 31 March 2022 has been classified as capital and has been included within gains on investments.

	2022 £	2021 £
Income from bank deposits	1,306	1,477
Income from investments		
– from equities	279,501	830,882
– from overseas based OEICs	10,492	13,522
– from UK based OEICs	1,167	9,281
– from loan stock	788,330	795,761
– from interest on preference share dividend arrears	-	41,533
	1,079,490	**1,690,979**
Other income	-	5,978
Total income	**1,080,796**	**1,698,434**
Total income comprises		
Dividends	291,160	853,685
Interest	789,636	838,771
Other	-	5,978
	1,080,796	**1,698,434**

Total loan stock interest due but not recognised in the year was £336,436 (2021: £481,136). The decrease is due to the removal of a number of investee company provisions that were considered appropriate in the previous year in light of the COVID-19 pandemic.

Notes to the Financial Statements for the year ended 31 March 2022

4 Investment Adviser's fees and Other expenses

All expenses are accounted for on an accruals basis.

a) Investment Adviser's fees

25% of the Investment Adviser's fees are charged to the revenue column of the Income Statement, while 75% is charged against the capital column of the Income Statement. This is in line with the Board's expected long-term split of returns from the investment portfolio of the Company.

100% of any performance incentive fee payable for the year is charged against the capital column of the Income Statement. This is because although the incentive fee is linked to an annual dividend target, it is ultimately based upon the achievement of capital growth.

	Revenue £	Capital £	2022 Total £	Revenue £	Capital £	2021 Total £
Gresham House Asset Management Limited[1]						
Investment Adviser's fees	412,075	1,236,223	1,648,298	299,284	897,853	1,197,137
	412,075	**1,236,223**	**1,648,298**	**299,284**	**897,853**	**1,197,137**

[1] On 30 September 2021, Mobeus sold its VCT fund and Investment management business to Gresham House. As a result, the Company's Investment advisory arrangements have been novated from Mobeus to Gresham House. The entire core management, investment and operational teams involved with the Company all transferred to Gresham House in connection with this transaction.

Under the terms of a revised investment management agreement dated 10 September 2010, (as amended and restated on 15 September 2016) Mobeus (from 1 October 2021, Gresham House) provides investment advisory, administrative and company secretarial services to the Company, for a fee of 2% per annum calculated on a quarterly basis by reference to the net assets at the end of the preceding quarter, plus a fee of £113,589 per annum, the latter being subject to changes in the retail prices index each year. In 2013, Mobeus agreed to waive such further increases due to indexation, until otherwise agreed with the Board. In accordance with the policy statement published under "Management and Administration" in the Company's prospectus dated 10 May 2000, the Directors have charged 75% of the investment management expenses to the capital account. This is in line with the Board's expectation of the long-term split of returns from the investment portfolio of the Company.

Under the terms of the management agreement the total Investment Adviser and administration expenses of the Company excluding any irrecoverable VAT, exceptional costs and any performance incentive fee, are linked to a maximum of 3.6% of the value of the Company's closing net assets. For the year ended 31 March 2022, the expense cap has not been breached (2021: £nil).

In accordance with general market practice, the Investment Adviser earned arrangement fees and fees for supplying Directors and/or monitoring services from investee companies. The share of such fees attributable to the investments made by the Company were £98,172 (2021: £137,298) and £190,095 (2021: £177,839) respectively. The fees for supplying directors and/or monitoring services were from 33 (2021: 36) investee companies during the year.

b) Performance fees

	Revenue £	Capital £	2022 Total £	Revenue £	Capital £	2021 Total £
Gresham House Asset Management Limited	-	1,014,703	1,014,703	-	-	-

Performance incentive agreement

The following performance incentive fee arrangement dated 20 September 2005 continues to be in place, and operated as detailed below:

New Ordinary and former C share fund shares

Basis of Calculation

The performance incentive fee payable is calculated as an amount equivalent to 20 per cent of the excess of a "Target rate" comprising:-

i) an annual dividend target (indexed each year for RPI) and

ii) a requirement that any cumulative shortfalls below the annual dividend target must be made up in later years. Any excess is not carried forward, whether a fee is payable for that year or not.

Payment of a fee is also conditional upon the average Net Asset Value ("NAV") per share for each such year equalling or exceeding the average "Base NAV" per share for the same year. Base NAV commenced at £1 per share when C fund shares were first issued in 2005, which is adjusted for subsequent shares issued and bought back.

Any performance fee will be payable annually. It will be reduced to the proportion which the number of "Incentive Fee Shares" represent of the total number of shares in issue at any calculation date. Incentive Fees Shares are the only shares upon which an incentive fee is payable. They will be the number of C fund shares in issue just before the Merger of the two former share classes on 10 September 2010, (which subsequently became Ordinary shares) plus Ordinary shares issued under new fundraisings since the Merger. This total is then reduced by an estimated proportion of the shares bought back by the Company since the Merger, that are attributable to the Incentive Fee Shares.

Clarifications to the agreement

During the year ended 31 March 2016, the Board and the Investment Adviser agreed to confirm and clarify in more detail a number of principles and interpretations applied to the agreement. The principal ones are reflected in the paragraphs above and explained below:-

First, the incentive fee is paid upon dividends paid in a year, not declared and paid in a year, as the original agreement stated. Secondly, the average NAV referred to above is calculated on a daily weighted average basis throughout the year. In turn, this average NAV is compared to a Base NAV that is also calculated on a daily weighted average basis throughout the year. Thirdly, the methodologies to account for new shares issued and buybacks of shares, their inclusion in the incentive fee calculations and to identify the proportion of all shares upon which an incentive fee is payable have been clarified.

Finally, it has been agreed that any excess of cumulative dividends paid over the cumulative annual dividend target is not carried forward, whether a fee is paid for that year or not.

These clarifications have been incorporated in to the performance incentive agreement. The Board has been advised that, as these and a number of more minor clarifications, are clarifications of the Incentive Agreement, rather than changes to it, there was no need to seek Shareholder approval for them.

Position at 31 March 2022

The cumulative dividends paid exceeded the annual cumulative dividend target at 31 March 2022 by 7.62 Pence per share (£5,034,803 in aggregate being 91.5% of the total excess) at the year-end, (where 91.5% is the proportion of Incentive Fee Shares to the total number of shares in issue at the year-end date) and taking into account the target rate of dividends and the dividends paid to Shareholders.

The 6.00 pence annual dividend hurdle was 9.07 pence per share at the year-end after adjustment for RPI. The Base NAV was 98.26 pence per share at the year end, compared to an average NAV for the year of 102.25 pence per share.

Therefore there is an Incentive fee payable for the year of £1,014,703 (2021: £Nil).

Notes to the Financial Statements for the year ended 31 March 2022

c) Offer for subscription fees

	2022 £mn	2021 £mn
Funds raised by the Company	7.26	10.76
Offer costs payable to Gresham House at 3.00% of funds raised by the Company	**0.22**	**0.32**

Under the terms of an Offer for Subscription, with the other Mobeus VCTs, launched on 20 January 2022, Gresham House was entitled to fees of 3.00% of the investment amount received from investors. This amount totalled £1.05 million across all four VCTs, out of which all the costs associated with the allotment were met, excluding any payments to advisers facilitated under the terms of the Offer.

d) Other expenses

Expenses are charged wholly to revenue, with the exception of expenses incidental to the acquisition or disposal of an investment, which are written off to the capital column of the Income Statement or deducted from the disposal proceeds as appropriate.

	2022 £	2021 £
Directors' remuneration (including NIC of £6,278 (2021: £5,610)) (Note a)	107,278	101,610
IFA trail commission	67,648	66,663
Broker's fees	12,000	6,000
Auditor's fees – Audit of Company (Note b) (excluding VAT)	38,080	36,952
Registrar's fees	42,671	31,076
Printing	56,969	41,232
Legal & professional fees	22,768	4,074
VCT monitoring fees	8,400	8,400
Directors' insurance	9,659	7,378
Listing and regulatory fees	29,177	27,151
Sundry	8,716	8,577
Other expenses	**403,366**	**339,113**

a): Directors' remuneration is a related party transaction, see analysis of Directors' fees payable and their interests in the shares of the Company in the Directors' Remuneration Report on pages 45 to 46, which excludes NIC above. The key management personnel are the three non-executive Directors. The Company has no employees. There were no amounts outstanding and due to the Directors at 31 March 2022 (2021: £nil).

b): Included within this figure is £7,073 (2021: £6,868) relating to advanced audit procedures in respect of the Financial Statements carried out at the Half-Year. The Audit Committee reviews the nature and extent of these services to ensure that auditor independence is maintained.

5 Taxation on ordinary activities

The tax expense for the year comprises current tax and is recognised in profit or loss. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Any tax relief obtained in respect of Investment Adviser fees allocated to capital is reflected in the realised capital reserve and a corresponding amount is charged against revenue. The tax relief is the amount by which corporation tax payable is reduced as a result of these capital expenses.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the Financial Statements that arise from the inclusion of gains and losses in the tax assessments in periods different from those in which they are recognised in the Financial Statements.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis.

A deferred tax asset would be recognised only to the extent that it is more likely than not that future taxable profits will be available against which the asset can be utilised.

	2022 Revenue £	2022 Capital £	2022 Total £	2021 Revenue £	2021 Capital £	2021 Total £
a) Analysis of tax charge:						
UK Corporation tax on profits for the year	-	-	-	43,540	(43,540)	-
Total current tax charge	**-**	**-**	**-**	**43,540**	**(43,540)**	**-**
Corporation tax is based on a rate of 19% (2021: 19%)						
b) Profit on ordinary activities before tax	265,355	9,844,858	10,110,213	1,060,037	24,459,055	25,519,092
Profit on ordinary activities multiplied by small company rate of corporation tax in the UK of 19% (2021: 19%)	50,417	1,870,523	1,920,940	201,407	4,647,220	4,848,627
Effect of:						
UK dividends	(53,105)	-	(53,105)	(157,867)	-	(157,867)
Net investment portfolio gains not taxable/deductible	-	(2,298,199)	(2,298,199)	-	(4,817,813)	(4,817,813)
Unrelieved expenditure	2,688	427,676	430,364	-	127,053	127,053
Actual tax charge	**-**	**-**	**-**	**43,540**	**(43,540)**	**-**

Tax relief relating to Investment Adviser fees is allocated between revenue and capital where such relief can be utilised.

No asset or liability has been recognised for deferred tax in relation to capital gains or losses on revaluing investments as the Company is exempt from corporation tax in relation to capital gains or losses as a result of qualifying as a Venture Capital Trust.

There is no potential liability to deferred tax (2021: £nil). There is an unrecognised deferred tax asset of £733,172 (2021 (restated): £127,053). The deferred tax asset relates to unrelieved management expenses and is not recognised because the Company may not generate sufficient taxable income in the foreseeable future to utilise these expenses.

6 Dividends paid and payable

Dividends payable are recognised as distributions in the Financial Statements when the Company's liability to pay them has been established. This liability is established for interim dividends when they are paid, and for final dividends when they are approved by the Shareholders, usually at the Company's Annual General Meeting.

A key judgement in applying the above accounting policy is in determining the amount of minimum income dividend to be paid in respect of a year. The Company's status as a VCT means it has to comply with Section 274 of the Income Tax Act 2007, which requires that no more than 15% of the income from shares and securities in a year can be retained from the revenue available for distribution for the year.

Amounts recognised as distributions to equity Shareholders in the year:						
Dividend	Type	For year ended 31 March	Pence per share	Date paid	2022 £	2021 £
Interim	Capital	2021	3.00p	19/06/2020	-	2,208,533
Interim	Capital*	2021	4.00p	19/06/2020	-	2,944,710
Interim	Income	2021	1.25p	30/07/2021	915,378	-
Interim	Capital	2021	4.75p	30/07/2021	3,478,438	-
Interim	Income	2022	0.75p	07/01/2022	545,385	-
Interim	Capital	2022	5.00p	07/01/2022	3,635,897	-
Interim	Capital*	2022	6.25p	07/01/2022	4,544,870	-
					13,119,968	**5,153,243**

* These dividends were paid out of the Company's special distributable reserve.

Set out below are the total income dividends payable in respect of the financial year, which is the basis on which the requirements of section 274 of the Income Tax Act 2007 are considered.

Recognised income distributions in the Financial Statements for the year						
Dividend	Type	For year ended 31 March	Pence per share	Date paid/payable	2022 £	2021 £
Revenue available for distribution by way of dividends for the year					**265,355**	**1,016,497**
Interim	Income	2021	1.25p	30/07/2021	-	915,379
Interim	Income	2022	0.75p	07/01/2022	545,385	-
Total income dividends for the year					**545,385**	**915,379**

7 Basic and diluted earnings and return per share

	2022 £	2021 £
Total earnings after taxation:	10,110,213	25,519,092
Basic and diluted earnings per share (Note a)	**13.78p**	**34.75p**
Net revenue earnings from ordinary activities after taxation	265,355	1,016,497
Basic and diluted revenue earnings per share (Note b)	**0.36p**	**1.38p**
Net investment portfolio gains	12,095,784	25,356,908
Capital Investment Adviser's fees (net of taxation)	(1,236,223)	(854,313)
Investment Adviser's performance fee	(1,014,703)	-
Total capital earnings	9,844,858	24,502,595
Basic and diluted capital earnings per share (Note c)	**13.42p**	**33.37p**
Weighted average number of shares in issue in the year	73,353,491	73,424,532

Notes:

a) Basic earnings per share is total earnings after taxation divided by the weighted average number of shares in issue.

b) Basic revenue earnings per share is the revenue return after taxation divided by the weighted average number of shares in issue.

c) Basic capital earnings per share is the total capital return after taxation divided by the weighted average number of shares in issue.

d) There are no instruments that will increase the number of shares in issue in future. Accordingly, the above figures currently represent both basic and diluted returns.

8 Investments at fair value

The most critical estimates, assumptions and judgements relate to the determination of the carrying value of investments at "fair value through profit and loss" (FVTPL). All investments held by the Company are classified as FVTPL and measured in accordance with the International Private Equity and Venture Capital Valuation ("IPEV") guidelines, as updated in December 2018. This classification is followed as the Company's business is to invest in financial assets with a view to profiting from their total return in the form of capital growth and income.

Purchases and sales of unlisted investments are recognised when the contract for acquisition or sale becomes unconditional. For investments actively traded on organised financial markets, fair value is generally determined by reference to Stock Exchange market quoted bid prices at the close of business on the balance sheet date. Purchases and sales of quoted investments are recognised on the trade date where a contract of sale exists whose terms require delivery within a time frame determined by the relevant market. Where the terms of a disposal state that consideration may be received at some future date and, subject to the conditionality and materiality of the amount of deferred consideration, an estimate of the fair value discounted for the time value of money may be recognised through the Income Statement. In other cases, the proceeds will only be recognised once the right to receive payment is established and there is no reasonable doubt that payment will be received.

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

(i) Each investment is considered as a whole on a 'unit of account' basis, i.e. that the value of each portfolio company is considered as a whole, alongside consideration of:-

The price of new or follow-on investments made, if deemed to be made as part of an orderly transaction, are considered to be at fair value at the date of the transaction. The inputs that derived the investment price are calibrated within individual valuation models and at every subsequent quarterly measurement date, are reconsidered for any changes in light of more recent events or changes in the market performance of the investee company. The valuation bases used are the following:

- a multiple basis. The enterprise value of the investment may be determined by applying a suitable price-earnings ratio, revenue or gross profit multiple to that company's historic, current or forecast post-tax earnings before interest and amortisation, or revenue, or gross profit (the ratio used being based on a comparable sector but the resulting value being adjusted to reflect points of difference identified by the Investment Adviser compared to the sector including, inter alia, scale and liquidity).

or:-

- where a company's underperformance against plan indicates a diminution in the value of the investment, provision against the price of a new investment is made, as appropriate.

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

(iii) Where a multiple or the price of recent investment less impairment basis is not appropriate and overriding factors apply, a discounted cash flow, net asset valuation, realisation proceeds, or a weighted average of these bases may be applied.

Capital gains and losses on investments, whether realised or unrealised, are dealt with in the profit and loss and revaluation reserves and movements in the period are shown in the Income Statement. All figures are shown net of any applicable transaction costs incurred by the Company.

All investments are initially recognised and subsequently measured at fair value. Changes in fair value are recognised in the Income Statement.

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

Accounting standards classify methods of fair value measurement as Levels 1, 2 and 3. This hierarchy is based upon the reliability of information used to determine the valuation. All of the unquoted investments are Level 3, i.e. fair value is measured using techniques using inputs that are not based on observable market data.

Notes to the Financial Statements for the year ended 31 March 2022

Movements in investments during the year are summarised as follows:

	Traded on AIM Level 1	Unquoted equity shares Level 3 £	Unquoted preference shares Level 3 £	Unquoted Loan Stock Level 3 £	Total £
Cost at 31 March 2021	551,090	16,826,218	691,155	9,094,652	27,163,115
Permanent impairment at 31 March 2021	-	(1,790,358)	(170)	(139,050)	(1,929,578)
Unrealised gains/(losses) at 31 March 2021	8,250,506	9,983,516	63,770	(1,699,268)	16,598,524
Valuation at 31 March 2021	**8,801,596**	**25,019,376**	**754,755**	**7,256,334**	**41,832,061**
Purchases at cost (Note b)	-	2,875,970	957,890	773,534	4,607,394
Sale proceeds (Note b)	-	(4,864,601)	-	(1,509,516)	(6,374,117)
Reclassification at value (Note d)	-	453,891	-	(453,891)	-
Net realised gains on investments (Note a)	-	2,499,113	-	39,157	2,538,270
Net unrealised (losses)/gains on investments (Note c)	(4,738,742)	13,990,136	64,594	241,526	9,557,514
Valuation at 31 March 2022	**4,062,854**	**39,973,885**	**1,777,239**	**6,347,144**	**52,161,122**
Cost at 31 March 2022	551,090	19,279,388	1,649,045	8,155,689	29,635,212
Permanent impairment at 31 March 2022	-	(1,790,358)	(170)	(139,050)	(1,929,578)
Unrealised gains/(losses) at 31 March 2022	3,511,764	22,484,855	128,364	(1,669,495)	24,455,488
Valuation at 31 March 2022	**4,062,854**	**39,973,885**	**1,777,239**	**6,347,144**	**52,161,122**

Net realised gains on investments of £2,538,270 together with net unrealised gains on investments of £9,557,514 equal net investment portfolio gains of £12,095,784 shown on the Income Statement.

A breakdown of the increases and the decreases in unrealised valuations of the portfolio is shown in the Investment Portfolio Summary on pages 24 to 26.

Major movements in investments

Note a) Disposals of investment portfolio companies during the year were:

Company	Type	Investment Cost £	Disposal Proceeds £	Opening Valuation £	Net realised gain/(loss) in year £
Vian Marketing Limited (trading as Red Paddle Co)	Realisation	629,255	3,467,752	1,250,675	2,217,077
MyTutorweb Limited	Partial realisation	193,439	524,434	259,455	264,979
Media Business Insight Limited	Loan repayment	499,045	499,045	459,881	39,164
MPB Group Limited	Loan repayment	178,212	267,318	267,318	-
Proactive Holdings Inc.	Realisation	635,346	1,593,315	1,598,518	(5,203)
Other capital proceeds	Various	-	22,253	-	22,253
		2,135,297	**6,374,117**	**3,835,847**	**2,538,270**

Note b) The sale proceeds shown above of £6,374,117 is £2,073,716 less than that shown on the Statement of Cash Flows of £8,447,833 due to proceeds received from the partial realisations of MPB Group Limited and Parsley Box Group Plc (formerly Parsley Box Limited), as well as additional proceeds due from Vectair Holdings Limited at the beginning of this year.

The difference between the purchases at cost above of £4,607,394 and the cash flow statement of £4,728,594 is the follow-on investment in Northern Bloc Ice Cream Limited which completed shortly after the year-end.

Note c) The major components of the net increase in unrealised valuations of £9,557,514 in the year were increases of £5,022,119 in Preservica Limited, £2,995,533 in Bella & Duke Limited, £1,828,144 in Media Business Insight Holdings Limited, £1,078,424 in MyTutorWeb Limited (trading as MyTutor) and £1,047,722 in Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van). These increases were partly offset by falls of £3,016,498 in Virgin Wines UK Plc, £1,722,244 in Parsley Box Group plc and £196,346 in Bleach London Holdings Limited.

Note d) The amount of £453,891 transferred from unquoted loan stock to unquoted equity shares represents the conversion of the loans held in two portfolio companies into equity shares during the year.

9 Significant interests

At 31 March 2022 the Company held significant investments, amounting to 3% or more of the equity capital of an undertaking, in the following companies:

	Equity investment (Ordinary Shares) £	Investment in loan stock and preference shares £	Total investment (at cost) £	Percentage of investee company's total equity	% of equity held by all funds advised by Gresham House[1]
Preservica Limited	971,522	1,457,221	2,428,743	9.4%	57.9%
Bella & Duke Limited	2,062,146	-	2,062,146	10.2%	21.2%
MyTutorweb Limited (trading as MyTutor)	1,846,886	-	1,846,886	4.0%	22.6%
Manufacturing Services Investment Limited (trading as Wetsuit Outlet)	858,496	858,496	1,716,992	4.7%	27.5%
Media Business Insight Holdings Limited[2]	803,628	706,399	1,510,027	11.6%	67.5%
Arkk Consulting Limited (trading as Arkk Solutions)	545,395	754,470	1,299,865	5.5%	30.1%
End Ordinary Group Limited (trading as Buster & Punch)	1,231,510	-	1,231,510	6.4%	34.6%
Data Discovery Solutions Limited (trading as Active Navigation)	1,207,040	-	1,207,040	6.6%	35.1%
RDL Corporation Limited	173,932	826,068	1,000,000	8.9%	44.5%
CGI Creative Graphics International Limited	328,613	670,955	999,568	4.3%	26.9%
Veritek Global Holdings Limited	26,001	941,779	967,780	9.2%	65.6%
Spanish Restaurant Group Limited (trading as Tapas Revolution)	315,896	631,749	947,645	5.2%	29.0%
Vivacity Labs Limited	876,541	-	876,541	4.2%	20.0%
Connect Childcare Group Limited	414,219	414,200	828,419	3.0%	14.4%
Tharstern Group Limited	245,115	544,700	789,815	9.2%	55.0%
Rota Geek Limited	733,200	-	733,200	3.7%	20.3%
Legatics Limited	605,374	-	605,374	5.5%	27.3%
Pet's Kitchen Limited (trading as Vets' Klinic)	320,960	240,720	561,680	4.0%	20.0%
IPV Limited	535,459	-	535,459	4.8%	26.6%
Caledonian Leisure Limited	313,507	209,002	522,509	6.3%	30.0%
Muller EV Limited (trading as Andersen EV)	381,500	-	381,500	8.1%	37.0%
Northern Bloc Ice Cream Limited	303,000	-	303,000	5.5%	27.3%
Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van)	251,763	-	251,763	4.8%	28.0%
Virgin Wines UK plc[3]	30,541	-	30,541	5.5%	41.5%

[1] - The percentage of equity held for these companies is the fully diluted figure if, in the event that, management of the investee company exercises share options, where available.

[2] - Includes a loan of £62,839 to Media Business Insight Limited.

[3] - The proportion of equity held by the Mobeus VCTs is 36.1%. 5.4% is held by other funds held by Gresham House Asset Management.

It is considered that, under FRS102 s9.9, "Consolidated and Separate Financial Statements", the above investments are held as part of an investment portfolio and that accordingly, their value to the Company lies in their marketable value as part of that portfolio and as such are not required to be consolidated. Also, the above investments are considered to be associates that are held as part of an investment portfolio and are accounted for in accordance with FRS102 14.4B.

All of the above companies are incorporated in the United Kingdom.

Notes to the Financial Statements for the year ended 31 March 2022

10 Debtors

	2022 £	2021 £
Amounts due within one year:		
Accrued income	122,391	130,169
Prepayments	17,195	13,505
Other debtors	121,200	2,075,232
	260,786	**2,218,906**

Other debtors of £121,200 include a follow-on investment made into Northern Bloc Ice Cream Limited which completed shortly after the year-end. The balance of £2,075,232 at the previous year-end included proceeds generated from the partial realisations of Parsley Box Group plc and MPB Group Limited received during the year.

11 Current asset investments and Cash at bank

Cash equivalents, for the purposes of the Statement of Cash Flows, comprises bank deposits repayable on up to three months' notice and funds held in OEIC money-market funds. Current asset investments are the same but also include bank deposits that mature after three months. Current asset investments are disposable without curtailing or disrupting the business and are readily convertible into know amounts of cash at their carrying values at immediate of up to one year's notice. Cash, for the purposes of the Statement of Cash Flows is cash held with banks in accounts subject to immediate access. Cash at bank in the Balance Sheet is the same.

	2022 £	2021 £
OEIC Money market funds (Cash equivalents per Statement of Cash Flows)	23,458,496	27,633,496
Current asset investments	**23,458,496**	**27,633,496**
Cash at bank	**2,801,008**	**2,386,262**

12 Creditors: amounts falling due within one year

	2022 £	2021 £
Trade creditors	11,934	5,824
Other creditors	-	15,721
Accruals	1,163,496	150,312
	1,175,430	**171,857**

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13 Called up share capital

	2022 £	2021 £
Allotted, called-up and fully paid:		
Ordinary shares of 1p each: 80,426,321 (2021: 73,230,275)	**804,263**	**732,303**

Purchased	Date of purchase	Nominal value £
299,932	09 July 2021	2,999
212,438	27 September 2021	2,124
79,304	15 December 2021	793
64,157	09 March 2022	642
41,667	29 March 2022	417
697,498		6,975

Under the Offer for Subscription launched on 20 January 2022 7,893,544 ordinary shares were allotted on 9 March 2022 at an average effective offer price of 95.01 pence per share, raising net funds of £7,260,679.

During the year the Company repurchased 697,498 (2021: 387,471) of its own ordinary shares (representing 1.0% (2021: 0.7%) of the ordinary shares in issue at the start of the year) at the prevailing market price for a total cost of £643,810 (2021: £292,568). These shares were subsequently cancelled by the Company.

14 Basic and diluted net asset value per share

	As at 31 March 2022	As at 31 March 2021
Net assets	£77,505,982	£73,898,868
Number of ordinary shares in issue	80,426,321	73,230,275
Net asset value per share (pence)	**96.37p**	**100.91p**

15 Financial instruments

The Company's financial instruments predominantly comprise investments held at fair value through profit and loss, namely equity and preference shares and fixed and floating rate interest securities that are held in accordance with the Company's investment objective.

Other basic financial instruments are held at amortised cost comprising Cash at bank, Current asset investments and short term debtors and financial liabilities being creditors, all that arise directly from the Company's operations.

The principal purpose of these financial instruments is to generate revenue and capital appreciation for the Company's operations, although cash and current asset investments are held to yield revenue return only. The Company has no gearing or other financial liabilities apart from short-term creditors. It is, and has been throughout the year under review, the Company's policy that no trading in derivative financial instruments shall be undertaken.

The accounting policy for determining the fair value of investments is set out in Note 8 to the Financial Statements. The composition of investments held is shown below and in Note 8.

Other basic financial instruments such as cash at bank and current asset investments, and other financial liabilities are stated at amortised cost which the Directors consider is equivalent to fair value.

Notes to the Financial Statements for the year ended 31 March 2022

Classification of financial instruments

The Company held the following categories of financial instruments at 31 March 2022:

	2022 (Fair value) £	2021 (Fair value) £
Assets at fair value through profit and loss:		
Investment portfolio	52,161,122	41,832,061
Other basic financial assets held at amortised cost		
Current asset investments	23,458,496	27,633,496
Cash at bank	2,801,008	2,386,262
Accrued income	122,391	130,169
Other debtors	121,200	2,075,232
Financial liabilities held at amortised cost		
Other creditors	(1,175,430)	(171,857)
Total for financial instruments	77,488,787	73,885,363
Non financial instruments	17,195	13,505
Net assets	**77,505,982**	**73,898,868**

There are no differences between book value and fair value as disclosed above.

The investment portfolio principally consists of unquoted investments – 92.2% (2021: 79.0%) and AIM quoted stocks – 7.8% (2021: 21%). The investment portfolio has a 100.0% (2021: 100.0%) concentration of risk towards small UK based, sterling denominated companies, and represents 67.3% (2021: 56.6%) of net assets at the year-end.

Current asset investments are money market funds and bank deposits which, along with Cash at bank are discussed under credit risk below, which represent 33.9% (2021: 40.6%) of net assets at the year-end.

The main risks arising from the Company's financial instruments are the investment risk and the liquidity risk of the unquoted and quoted portfolio. Other important risks are credit risk, fluctuations in market prices (market price risk), and cash flow interest rate risk, although currency risk is also discussed overleaf. The Board regularly reviews and agrees policies for managing each of these risks and they are summarised overleaf. These have been in place throughout the current and preceding years.

Investment risk

The Company's investment portfolio is made up of predominantly UK companies which are not quoted on any recognised stock exchange, although two assets are AIM listed making up 7.8% of the portfolio value at the year-end. The companies held in the portfolio are usually smaller than those which are quoted on the main market of the London Stock Exchange. They are therefore usually regarded as carrying more risk compared to larger companies, as they are more sensitive to changes in key financial indicators, such as a reduction in its turnover or an increase in costs. The Board is of the view that the Investment Adviser mitigates this risk as the investment in an investee company is held as part of a portfolio of such companies so that the performance of one company does not significantly affect the value of the portfolio as a whole. The Investment Adviser also usually takes a seat on the Board of each investee company such that it is able to monitor its progress on a regular basis and contribute to the strategic direction of the company.

Liquidity risk

The investments in equity and fixed interest stocks of unquoted companies that the Company holds are not traded, and therefore they are not readily realisable. In the case of the Company's quoted portfolio, the shares of these companies are thinly traded and as such the prices are more volatile than those of more widely traded securities. The ability of the Company to realise the investments at their carrying value may at times not be possible if there are no willing purchasers and, as the Company owns minority stakes, could require a number of months and the co-operation of other shareholders to achieve at a reasonable valuation. The Company's ability to sell investments may also be constrained by the requirements set down for VCTs. The maturity profile of the Company's loan stock investments disclosed within the consideration of credit risk below indicates that these assets are also not readily realisable until dates up to five years from the year-end.

To counter these risks to the Company's liquidity, the Investment Adviser maintains sufficient cash and money market funds to meet running costs and other commitments. The Company invests its surplus funds in high quality money market funds and bank deposits of £26,259,504 (2021: £30,019,758) which are all accessible at varying points over the next 12 months. The Board also receives regular cash flow projections in order to manage this liquidity risk.

The table below shows a maturity analysis of financial liabilities:

Financial liabilities	<3 months £	3-6 months £	6-12 months £	over 12 months £	2022 Total £
Other creditors	**91,405**	**1,084,025**	-	-	**1,175,430**

Financial liabilities	<3 months £	3-6 months £	6-12 months £	over 12 months £	2021 Total £
Other creditors	**100,029**	**71,828**	-	-	**171,857**

The Company does not have any derivative financial liabilities.

Credit risk

Credit risk is the risk that a counterparty will fail to discharge an obligation or commitment that it has entered into with the Company.

The Company's maximum exposure to credit risk is:

	2022 £	2021 £
Loan stock investments	6,347,144	7,256,334
Preference shares	1,777,239	754,755
Current asset investments	23,458,496	27,633,496
Accrued income	122,391	130,169
Other debtors	121,200	2,075,232
Cash at bank	2,801,008	2,386,262
	34,627,478	**40,236,248**

The Company has an exposure to credit risk in respect of the loan stock investments it has made into investee companies, most of which have no security attached to them, and in a minority of cases, such security ranks beneath any bank debt that an investee company may owe. The loan stock is held in companies with turnover under £50 million, which may be considered less stable than larger, longer established businesses. The Investment Adviser undertakes extensive financial and commercial due diligence before recommending an investment to the Board. The Investment Adviser usually takes a seat on the Board of each investee company and the Board of the VCT receives regular updates on each company at each quarter end.

The accrued income shown above of £122,391 was all due within six months of the year-end.

The following table shows the maturity of the loan stock investments referred to above. In some cases, the loan maturities are not the contractual ones, but are the best estimate using management's expectations of when it is likely that such loans may be repaid.

Repayable within	2022 £	2021 £
0 to 1 year	836,849	1,257,927
1 to 2 years	2,795,761	589,400
2 to 3 years	706,399	2,401,487
3 to 4 years	1,304,194	1,115,498
4 to 5 years	494,939	1,892,022
> 5 years	209,002	-
Total	**6,347,144**	**7,256,334**

Notes to the Financial Statements for the year ended 31 March 2022

Included within loan stock investments above are loans at a carrying value of £2,960,395 (2021: £3,393,580) which are past their repayment date but have been renegotiated. A loan to one investee company with a value of £37,110 (2021: £37,110) is now past its repayment date but has not yet been renegotiated. These loan stock investments are made as part of the qualifying investments within the investment portfolio, and the risk management processes applied to the loan stock investments have already been set out under market price risk below.

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

	0-6 months £	6-12 months £	over 12 months £	2022 Total £
Loans to investee companies past due	-	-	1,256,736	1,256,736

	0-6 months £	6-12 months £	over 12 months £	2021 Total £
Loans to investee companies past due	-	-	1,851,469	1,851,469

Credit risk also arises from cash and cash equivalents, deposits with banks and amounts held in liquidity funds. There is a risk of liquidity fund defaults such that there could be defaults within their underlying portfolios that could affect the values at which the Company could sell its holdings. As the four OEIC money market funds holding £23,458,496 (2021: £27,633,496) are all triple A rated funds, along with bank deposits of £2,801,008 (2021: £2,386,262) at four well-known financial institutions with a minimum credit rating of A2, credit risk is considered to be relatively low in current circumstances. The Board manages credit risk in respect of these money market funds and cash by ensuring a spread of such investments such that none should exceed 15% of the company's total investment assets. The Company's current account included within the bank deposit figure above is held with NatWest Bank plc, so the risk of default is low.

There could also be a failure by counter parties to deliver securities which the Company has paid for, or pay for securities which the Company has delivered. This risk is considered to be small as most of the Company's investment transactions are in unquoted investments, where investments are conducted through solicitors, to ensure that payment matches delivery. In respect of any quoted investment transactions that are undertaken, the Company uses brokers with a high credit quality, and these trades usually have a short settlement period. Accordingly, counterparty risk is considered to be relatively low.

Market price risk

Market price risk arises from uncertainty about the future valuations of the unquoted portfolio held in accordance with the Company's investment objectives. These future valuations are determined by many factors but include the operational and financial performance of the underlying investee companies (Investment risk), as well as market perceptions of the future performance of the UK economy and its impact upon the economic environment in which these companies operate. This risk represents the potential loss that the Company might suffer through holding its investment portfolio in the face of market movements, which was a maximum of £52,161,122 (2021: £41,832,061) at the year-end, representing the fair value of the investment portfolio.

The investments in equity and fixed interest stocks of unquoted companies that the Company holds are not traded and as such the prices are more uncertain than those of more widely traded securities. As, in a number of cases, the unquoted investments are valued by reference to price earnings ratios prevailing in quoted comparable sectors (discounted for points of difference from quoted comparators), their valuations are exposed to changes in the price earnings ratios that exist in the quoted markets.

The Board's strategy in managing the market price risk inherent in the Company's portfolio of equities and loan stock investments is determined by the requirement to meet the Company's Objective, as set out on page [x] in the Strategic Report. As part of the investment management process, the Board seeks to maintain an appropriate spread of market risk, and also has full and timely access to relevant information from the Investment Adviser. No single investment is permitted to exceed 15% of total investment assets at the point of investment. The Investment Committee meets regularly and reviews the investment performance and financial results, as well as compliance with the Company's objectives. The Company does not use derivative instruments to hedge against market risk.

Market price risk sensitivity

The Board believes that the Company's assets are mainly exposed to market price risk, as the Company is required to hold most of its assets in the form of sterling denominated investments in small companies.

Although a small proportion of these assets are quoted on AIM, the majority of these assets are unquoted. All of the investments made by the Investment Adviser in unquoted companies, irrespective of the instruments the Company actually holds, (whether shares, preference shares or loan stock) carry a full market risk, even though some of the loan stocks may be secured on assets, but behind any prior ranking bank debt in the investee company.

The Board considers that the value of investments in equity and loan stock instruments are ultimately sensitive to changes in their trading performance (discussed under investment risk above) and to changes in quoted share prices, insofar as such changes eventually affect the estimated enterprise value of the portfolio's unquoted companies. The table below shows the impact on profit and net assets if there were to be a 20% (2021: 20%) movement in overall share prices, and has used a 20% change in the quoted market comparator multiple as a proxy for this.

The sensitivity analysis below assumes the actual portfolio of investments held by the Company is perfectly correlated to this overall movement in share prices. However, Shareholders should note that this level of correlation is unlikely to be the case in reality, particularly in the case small, unquoted companies which may have other factors which may influence the extent of the valuation change, e.g. a strong niche brand may limit the valuation fall compares to comparators, or may be more affected by external market factors than larger companies.

For each of the companies in the investment portfolio that are valued on a multiple basis, the calculation below has applied plus and minus 20% to the multiple (such as earnings or revenue) derived from quoted market comparators that are used to value the companies. The companies valued on a multiple basis represent £47.51 million of the total investment portfolio of £52.16 million. The remainder of the portfolio, valued at recent investment price or estimated realisation proceeds, has had a 20% variance applied. The impact of both calculations is shown below.

The impact of a change of 20% (2021: 20%) has been selected as this is considered reasonable given the level of volatility observed both on a historical basis and market expectations for future movement.

	2022 Profit and net assets £	2021 Profit and net assets £
If overall share prices rose/fell by 20% (2021: 20%), with all other variables held constant – increase/(decrease)	6,921,864 / (7,466,824)	4,695,166 / (4,514,267)
Increase/(decrease) in earnings, and net asset value, per ordinary share (in pence)	8.61p / (9.28)p	6.41p / (6.16)p

Cash flow interest rate risk

The Company's fixed and floating rate interest securities, its equity and preference equity investments and net revenue may be affected by interest rate movements. Investments are often in relatively small businesses, which are relatively high risk investments sensitive to interest rate fluctuations.

Due to the short time to maturity of some of the Company's floating rate investments, it may not be possible to re-invest in assets which provide the same rates as those currently held.

The Company's assets include fixed and floating rate interest instruments, as shown below. The rate of interest earned is regularly reviewed by the Board, as part of the risk management processes applied to these instruments, already disclosed under market price risk above.

Notes to the Financial Statements for the year ended 31 March 2022

The interest rate profile of the Company's financial net assets at 31 March 2022 was:

	Financial net assets on which no interest paid £	Fixed rate financial assets £	Variable rate financial assets £	Total £	Weighted average interest rate %	Average period to maturity (years)
Equity shares	44,036,739	-	-	44,036,739		
Preference shares	-	1,777,239	-	1,777,239	0.0	3.3
Loan stocks	-	6,347,144	-	6,347,144	10.2	2.3
Current asset investments	-	-	23,458,496	23,458,496	0.5	
Cash at bank	-	-	2,801,008	2,801,008	0.0	
Debtors	243,591	-	-	243,591		
Creditors	(1,175,430)	-	-	(1,175,430)		
Total for financial instruments	43,104,900	8,124,383	26,259,504	77,488,787		
Non-financial instruments	17,195	-	-	17,195		
Total net assets	**43,122,095**	**8,124,383**	**26,259,504**	**77,505,982**		

The interest rate profile of the Company's financial net assets at 31 March 2021 was:

	Financial net assets on which no interest paid £	Fixed rate financial assets £	Variable rate financial assets £	Total £	Weighted average interest rate %	Average period to maturity (years)
Equity shares	33,820,972	-	-	33,820,972		
Preference shares	-	754,755	-	754,755	0.0	3.7
Loan stocks	-	7,256,334	-	7,256,334	8.9	2.9
Current asset investments	-	-	27,633,496	27,633,496	0.0	
Cash at bank	-	-	2,386,262	2,386,262	0.0	
Debtors	2,205,401	-	-	2,205,401		
Creditors	(171,857)	-	-	(171,857)		
Total for financial instruments	35,854,516	8,011,089	30,019,758	73,885,363		
Non-financial instruments	13,505	-	-	13,505		
Total net assets	**35,868,021**	**8,011,089**	**30,019,758**	**73,898,868**		

Note: Weighted average interest rates above are derived by calculating the expected annual income that would be earned on each asset (but only for those sums that are currently regarded as collectible and would therefore be recognised), divided by the values for each asset class at the balance sheet date.

Floating rate cash earns interest based on SONIA rates.

The Company's investments in equity shares and similar instruments have been excluded from the interest rate risk profile as they have no maturity date and would thus distort the weighted average period information.

Cash flow interest rate sensitivity

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. However, as the Company has a substantial proportion of its assets in cash and money market funds, the table below shows the sensitivity of income earned to changes in interest rates in these instruments:

	2022 £ Profit and net assets	2021 £ Profit and net assets
If interest rates rose/fell by 2% (2021: 1%), with all other variables held constant – increase/(decrease)	425,404 / (425,404)	243,160 / (243,160)
If interest rates rose/fell by 2% (2021: 1%), with all other variables held constant – increase/(decrease)	0.53p / (0.53)p	0.33p / (0.33)p

Currency risk

All assets and liabilities are denominated in sterling and therefore there is no currency risk, although a number of investee companies do trade overseas, some do face some exposure to currency risk in their operations.

Fair value hierarchy

The tables below sets out fair value measurements using FRS 102 s11.27 fair value hierarchy.

Financial assets at fair value through profit and loss At 31 March 2022	Level 1 £	Level 2 £	Level 3 £	Total £
Equity investments	4,062,854	-	39,973,885	44,036,739
Preference shares	-	-	1,777,239	1,777,239
Loan stock investments	-	-	6,347,144	6,347,144
Total	**4,062,854**	**-**	**48,098,268**	**52,161,122**

Financial assets at fair value through profit and loss At 31 March 2021	Level 1 £	Level 2 £	Level 3 £	Total £
Equity investments	8,801,596	-	25,019,376	33,820,972
Preference shares	-	-	754,755	754,755
Loan stock investments	-	-	7,256,334	7,256,334
Total	**8,801,596**	**-**	**33,030,465**	**41,832,061**

There are currently no financial liabilities at fair value through profit and loss.

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

Level 1 – valued using quoted prices in active markets for identical assets

Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

The valuation techniques used by the Company are explained in the accounting policies in Note 8.

Notes to the Financial Statements for the year ended 31 March 2022

A reconciliation of fair value measurements is set out below:

	Equity investments £	Preference shares £	Loan stock investments £	Total £
Opening balance at 1 April 2021	25,019,376	754,755	7,256,334	33,030,465
Purchases	2,875,970	957,890	773,534	4,607,394
Sales	(4,864,601)	-	(1,509,516)	(6,374,117)
Reclassification at value	453,891	-	(453,891)	-
Total gains included in Income Statement:				
- on assets sold	2,499,113	-	39,157	2,538,270
- on assets held at the year-end	13,990,136	64,594	241,526	14,296,256
Closing balance at 31 March 2022	**39,973,885**	**1,777,239**	**6,347,144**	**48,098,268**

As detailed in the accounting policy for Note 8, where investments are valued on an earnings-multiple basis, the main input used for this basis of valuation is a suitable price-earnings ratio taken from a comparable sector on the quoted market, which is then appropriately adjusted for points of difference. Thus any change in share prices can have a significant effect on the fair value measurements of the Level 3 investments, as they may not be wholly offset by the adjustment for points of difference.

Level 3 unquoted equity and loan stock investments are valued in accordance with the IPEV guidelines as follows:

	2022 £	2021 £
Investment methodology		
Multiple of earnings, revenues or gross margin, as appropriate	47,124,658	31,782,412
Recent investment price subsequently calibrated as appropriate	936,500	1,012,393
Net asset value	-	198,550
Estimated realisation proceeds	37,110	37,110
	48,098,268	**33,030,465**

The unquoted equity investments had the following movements between valuation methodologies between 31 March 2021 and 31 March 2022:

Change in investment methodology (2021 to 2022)	Carrying value as at 31 March 2022 £	Explanatory note
Net asset basis to multiple basis	574,893	Multiple basis is a more appropriate basis for determining fair value.
Recent investment price to multiple basis	1,635,870	Multiple basis is a more appropriate basis for determining fair value.
Multiple basis to recent investment price	381,500	Recent investment price is a more appropriate basis for determining fair value.

The valuation will be the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the December 2018 IPEV guidelines. The Directors believe that, within these parameters, these are the most appropriate methods of valuation which would be reasonable as at 31 March 2022.

16 Management of capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for Shareholders and to provide an adequate return to Shareholders by allocating its capital to assets commensurate with the level of risk.

By its nature, the Company has an amount of capital, at least 80% (as measured under the tax legislation) of which is and must be, and remain, invested in the relatively high risk asset class of small UK companies within three years of that capital being subscribed. The Company accordingly has limited scope to manage its capital structure in the light of changes in economic conditions and the risk characteristics of the underlying assets. Subject to this overall constraint upon changing the capital structure, the Board may adjust the amount of dividends paid to shareholders, return capital to Shareholders, issue new shares, or sell assets if so required to maintain a level of liquidity to remain a going concern.

Although, as the Investment Policy implies, the Board would consider levels of gearing, there are no current plans to do so. It regards the net assets of the Company as the Company's capital, as the level of liabilities are small and the management of them is not directly related to managing the return to shareholders. There has been no change in this approach from the previous year.

17 Segmental analysis

The operations of the Company are wholly in the United Kingdom, from one class of business.

18 Post balance sheet events

On 6 April 2022, a further investment of £0.12 million was made into Northern Bloc Ice Cream Limited, an existing portfolio company.

On 5 May 2022, a new investment of £0.43 million was made into Lads Store Limited (trading as Bidnamic).

On 23 May 2022, a further investment of £0.27 million was made into Muller EV Limited (trading as Andersen EV), an existing portfolio company.

On 9 June 2022, the Company realised its investment in Media Business Insight Holdings Limited, generating proceeds of £2.77 million.

On 15 June 2022, a further investment of £0.18 million was made into Rota Geek Limited, an existing portfolio company.

Shareholder Information

Communication with Shareholders

We aim to communicate regularly with our Shareholders. The annual general meetings provide a useful platform for the Board to meet Shareholders and exchange views and we are pleased to be able to hold a physical meeting in 2022. We will also offer a facility whereby you can view the Board, the Investment Adviser's presentation and submit questions remotely via live stream. Your Board welcomes your attendance at the September Annual General Meeting to give you the opportunity to meet the Directors and representatives of the Investment Adviser. The Company releases Interim Management Statements in respect of those quarters where it does not publish interim or full year accounts via the London Stock Exchange RNS service. The Investment Adviser previously held an annual Shareholder event, though was unable to so during 2021 due to COVID-19 restrictions affecting prior plans. Gresham House was pleased present the Company's first virtual Shareholder event on 25 February 2022.

Shareholders wishing to follow the Company's progress can visit its website at www.mig2vct.co.uk. The website includes up-to-date details on fund performance and dividends as well as publicly available information on the Company's portfolio of investments and copies of company reports. There is also a link to the London Stock Exchange's website at: www.londonstockexchange.com, where Shareholders can obtain details of the share price and latest NAV announcements, etc.

Financial calendar

25 February 2022	Virtual Shareholder Event
29 June 2022	Announcement of Annual Results and circulation of Annual Report & Financial Statements for the year ended 31 March 2022 to Shareholders
21 September 2022	Annual General Meeting
December 2022	Announcement of Interim Results and circulation of Interim Report for the six months ended 30 September 2022 to Shareholders
31 March 2023	Year-end
TBC 2023	Shareholder Event

Gresham House website

Shareholders can check the performance of the VCT by visiting the Investment Adviser's website at www.greshamhouse.com. This is regularly updated with information on your investment including case studies of portfolio companies.

The website includes relevant Shareholder literature, including previous Annual and Interim Reports and the Company's Key Information Document ("KID") - Investors should note that the process for compiling the KID are prescribed by EU law and the Company has no discretion over the format or content of the document. The illustrated performance returns in the KID cannot be guaranteed and may not reflect figures for the Company derived using other methods. Accordingly, the Board recommends that investors also take account of information from other sources, including the Annual Reports.

Annual General Meeting

The Company's next Annual General Meeting will be held on **Wednesday, 21 September 2022 at 11.00 am at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London EC3V 0HR**. Shareholders will also be able to view the meeting remotely by registering for access to a web stream link which can be found on the Company's website at www.mig2vct.co.uk. Shareholders will be able to vote on a show of hands and the meeting. Those Shareholders will also be able to submit questions to the Board in advance of the meeting using the AGM@greshamhouse.com email address. Shareholders attending virtually will not be able to vote at the meeting and therefore you are encouraged to lodge your proxy form, which is included with Shareholders' copies of this Annual Report, or online at www.signalshares.com before 19 September 2022 at 11.00am for your votes to be valid. A copy of the Notice of the Meeting is included on pages 83 to 85.

Dividends

Shareholders who wish to have dividends paid directly into their bank account, rather than sent by cheque to their registered address, can complete a mandate for this purpose. Mandates can be obtained by contacting the Company's Registrar, Link Group, at the address given on page 87 or by completing the mandate form via www.mobeusvcts.co.uk under the 'How can I update my address details/dividend bank mandate' tab and returning the form to the Registrar.

Shareholders are encouraged to ensure that the Registrar maintains up-to-date details for their account and to check whether they have received all dividend payments. This is particularly important if a Shareholder has recently changed address or changed their bank. We are aware that a number of dividends remain unclaimed by Shareholders and whilst we will endeavour to contact them if this is the case, we cannot guarantee that we will be able to do so if the Registrar does not have an up-to-date postal or email address.

Selling your shares

The Company's Shares are listed on the London Stock Exchange and as such they can be sold in the same way as any other quoted company through a stockbroker. Shareholders are also advised to discuss their individual tax position with their financial advisor before deciding to sell their shares.

The Company is unable to buy back shares direct from Shareholders, so you will need to use a stockbroker to sell your shares. If you are considering selling your shares or trading in the secondary market, please contact the Company's Corporate Broker, Panmure Gordon (UK) Limited ("Panmure"). Panmure is able to provide details of close periods (when the Company is prohibited from buying in shares) and details of the price at which the Company has bought in shares.

Panmure can be contacted as follows:

Chris Lloyd	0207 886 2716	chris.lloyd@panmure.com
Paul Nolan	0207 886 2717	paul.nolan@panmure.com

Common Reporting Standard ("CRS") and Foreign Account Tax Compliance Act ("FATCA")

Tax legislation was introduced with effect from 1 January 2016 under the Organisation for Economic Co-operation and Development Common Reporting Standard for Automatic Exchange of Financial Account Information. The legislation requires investment trust companies to provide personal information to HMRC on certain investors who purchase shares. As an affected entity, the Company has to provide information annually to HMRC relating to a number of non-UK based certificated Shareholders who are deemed to be resident for tax purposes in any of the 90 plus countries who have joined CRS. All new Shareholders, excluding those whose shares are held in CREST, entered onto the share register from 1 January 2016 will be asked to provide the relevant information. Additionally, HMRC's policy on FATCA now means that, as a result of the restricted secondary market in VCT shares, the Company's shares are not considered to be "regularly traded". The Company is therefore also an affected entity for the purposes of this legislation and so has to provide information annually to HMRC relating to Shareholders who are resident for tax purposes in the United States.

For further information, please see HMRC's Quick Guide: Automatic Exchange of Information – information for account holders: https://www.gov.uk/government /publications/exchange-of-information-account-holders.

Managing your shareholding online

For details on your individual shareholding and to manage your account online, Shareholders may log into or register with the Link Group Shareholder Portal at: www.signalshares.com. You can use the Shareholder Portal to change and update your preferences including changing your address details, check your holding balance and transactions, view the dividends you have received, add and amend your bank details and manage how you receive communications from the Company.

Fraud Warning

Boiler Room fraud and unsolicited communications to Shareholders

We are aware of Shareholders being contacted in connection with sophisticated but fraudulent financial scams which purport to come from the Company or to be authorised by it. This is often by a phone call or an email usually originating from outside of the UK, often claiming or appearing to be from a corporate finance firm offering to buy your VCT shares at an inflated price.

Further information on boiler room scams and fraud advice plus who to contact, can be found first in the answer to a question "What should I do if I receive an unsolicited offer for my shares?" within the VCT Investor area of the Investment Adviser's website in the A Guide to VCTs section: www.mobeusvcts.co.uk and secondly, in a link to the FCA's ScamSmart site: www.fca.org.uk/scamsmart

We strongly recommend that you seek financial advice before taking any action if you remain in any doubt. You can also contact the Investment Adviser on 0207 382 0999, or email mobeusvcts@greshamhouse.com to check whether any claims made by a caller are genuine.

Shareholders are also encouraged to ensure their personal data is always held securely and that data held by the Registrar of the Company is up to date, to avoid cases of identity fraud.

Shareholder enquiries

For enquiries concerning the investment portfolio or the Company in general, please contact the Investment Adviser, Gresham House Asset Management Limited. To contact the Chairman or any member of the Board, please contact the Company Secretary, also Gresham House, in the first instance.

The Registrar, Link Group, may be contacted via their Shareholder portal, post or telephone for queries relating to your shareholding or dividend payments, dividend mandate forms, change of address etc.

Full contact details for each of Gresham House and Link Group are included under Corporate Information on page 87 of this Annual Report.

Performance Data at 31 March 2022

The two former 'C' and Ordinary classes of shares were merged on 10 September 2010, and the 'C' share class redesignated as Ordinary Shares. The following tables show, for all investors in the former share classes and in the more recent fundraisings, how their investments have performed since they were originally allotted shares in each fundraising.

Total return data, which includes cumulative dividends paid to date, is shown on both a share price and NAV basis as at 31 March 2022. The NAV basis enables Shareholders to evaluate more clearly the performance of the Investment Adviser, as it reflects the underlying value of the portfolio at the reporting date. This is the most widely used measure of performance in the VCT sector.

Ordinary Share Fund

Share price as at 31 March 2022 **87.50p[1]**

NAV per share as at 31 March 2022 **96.37p**

Allotment date(s)	Allotment price (p)	Net allotment price[2] (p)	Cumulative dividends paid per share[3] (p)	Total return per share to Shareholders since allotment (Share price basis) (p)	(NAV basis) (p)	% Change since 31 March 2021 (NAV basis)
Funds raised 2005/06						
Between 5 January 2006 and 5 April 2006	100.00	**60.00**	134.00	**221.50**	**230.37**	**6.2%**
Funds raised 2008/09						
Between 3 April 2009 and 5 May 2009	92.39	**64.67**	130.00	**217.50**	**226.37**	**6.3%**
Funds raised 2013/14						
9 January 2014	117.92[4]	**82.54**	116.00	**203.50**	**212.37**	**6.8%**
11 February 2014	118.22[4]	**82.75**	116.00	**203.50**	**212.37**	**6.8%**
31 March 2014	119.28[4]	**83.49**	111.00	**198.50**	**207.37**	**6.9%**
3 April 2014	119.82[4]	**83.87**	111.00	**198.50**	**207.37**	**6.9%**
4 April 2014	119.08[4]	**83.36**	111.00	**198.50**	**207.37**	**6.9%**
6 June 2014	118.66[4]	**83.06**	111.00	**198.50**	**207.37**	**6.9%**
Funds raised 2014/15						
14 January 2015	118.44[4]	**82.91**	97.00	**184.50**	**193.37**	**7.5%**
17 February 2015	124.35[4]	**87.05**	97.00	**184.50**	**193.37**	**7.5%**
10 March 2015	120.18[4]	**84.13**	92.00	**179.50**	**188.37**	**7.7%**
Funds raised 2017/2018						
28 September 2017	104.73[4]	**73.31**	65.00	**152.50**	**161.37**	**9.1%**
20 October 2017	105.07[4]	**73.55**	65.00	**152.50**	**161.37**	**9.1%**
09 November 2017	105.79[4]	**74.05**	65.00	**152.50**	**161.37**	**9.1%**
20 November 2017	107.44[4]	**75.21**	65.00	**152.50**	**161.37**	**9.1%**
21 November 2017	107.39[4]	**75.17**	65.00	**152.50**	**161.37**	**9.1%**
24 January 2018	97.81[4]	**68.47**	56.00	**143.50**	**152.37**	**9.7%**
13 March 2018	100.79[4]	**70.55**	56.00	**143.50**	**152.37**	**9.7%**
Funds raised 2019/20						
8 January 2020	93.03[4]	**65.12**	36.00	**123.50**	**132.37**	**11.3%**
2 April 2020	77.26[4]	**54.08**	25.00	**112.50**	**121.37**	**12.5%**
Funds raised 2022						
9 March 2022	95.01[4]	**66.51**	-	**87.50**	**96.37**	-

1 - Source: Panmure Gordon & Co (mid-price basis) based upon the latest NAV announced of 91.98p at 28 February 2022.

2 - Net allotment price is the allotment price less applicable income tax relief. The tax relief was 20% up to 5 April 2004, 40% from 6 April 2004 to 5 April 2006, and 30% thereafter.

3 - For derivation, see table on following page.

4 - Average effective offer price.

Information for Shareholders

Former Ordinary Share Fund

Share price as at 31 March 2022 **72.36p**

NAV per share as at 31 March 2022 **79.70p**

Shareholders in the former Ordinary Share Fund received 0.827 shares in the Company for each former Ordinary share that they held on 10 September 2010, when the two share classes merged. Both the share price and the NAV per share shown above have been adjusted using this merger ratio.

Allotment date(s)	Allotment price (p)	Net allotment price[1] (p)	Cumulative dividends paid per share[2] (p)	Total return per share to Shareholders since allotment (Share price basis) (p)	(NAV basis) (p)	% Change since 31 March 2021 (NAV basis)
Funds raised 2000/01[3]						
Between 30 May 2000 and 11 December 2000	100.00	**80.00**	132.68	**205.04**	**212.38**	**5.5%**

[1] - Net allotment price is the allotment price less applicable tax relief. The tax relief was 20% up to 5 April 2004.

[2] - For derivation, see table below.

[3] - Investors in this fundraising may also have enhanced returns if they had also deferred capital gains tax liabilities.

Cumulative dividends paid per share

	Funds raised 2000/01 (p)	Funds raised 2005/06 (p)	Funds raised 2008/09 (p)	Funds raised 2013/14 (p)	Funds raised 2014/15 (p)	Funds raised 2017/18 (p)	Funds raised 2019/20 (p)	Funds raised 2020/21 (p)	Funds raised 2022 (p)
7 January 2022	9.92	12.00	12.00	12.00	12.00	12.00	12.00	12.00	-
30 July 2021	4.96	6.00	6.00	6.00	6.00	6.00	6.00	6.00	
19 June 2020	5.79	7.00	7.00	7.00	7.00	7.00	7.00	7.00	
27 March 2020	9.10[1]	11.00	11.00	11.00	11.00	11.00	11.00		
20 September 2019	12.41[1]	15.00	15.00	15.00	15.00	15.00			
22 March 2019	4.14[1]	5.00	5.00	5.00	5.00	5.00			
22 January 2018	7.44[1]	9.00	9.00	9.00	9.00	9.00			
27 July 2017	5.79[1]	7.00	7.00	7.00	7.00				
31 March 2017	8.27[1]	10.00	10.00	10.00	10.00				
08 August 2016	4.14[1]	5.00	5.00	5.00	5.00				
18 March 2016	4.14[1]	5.00	5.00	5.00	5.00				
20 March 2015	4.14[1]	5.00	5.00	5.00	5.00				
20 October 2014	11.58[1]	14.00	14.00	14.00					
21 March 2014	4.14[1]	5.00	5.00	5.00					
19 April 2013	3.31[1]	4.00	4.00						
20 April 2012	3.31[1]	4.00	4.00						
20 April 2011	3.31[1]	4.00	4.00						
10 September 2010 - Merger of Ordinary Share Fund and C Share Fund									
13 August 2010	-	1.00	1.00						
19 September 2009	-	1.00	1.00						
23 July 2008	6.00	2.50							
19 September 2007	6.00	1.50							
8 February 2006	6.00								
20 October 2005	6.00								
24 September 2003	0.51								
16 September 2002	1.35								
10 September 2001	0.93								
Dividends Paid[2]	**132.68**	**134.00**	**130.00**	**116.00**	**97.00**	**65.00**	**36.00**	**25.00**	**-**

[1] - The dividends paid after the merger of the share classes on 10 September 2010 to former Ordinary Share Fund Shareholders have been restated to reflect the merger conversion ratio of approximately 0.827.

[2] - The above date relates to an investor in the first allotment of each fundraising. The precise amount of dividends paid to Shareholders by date of allotment is shown on page 80 and above.

VCT Tax Benefits for the Investor

Taxation benefits

VCTs provide investors with an attractive method of investing in small to medium-sized unquoted (including AIM listed) trading companies in the UK that would otherwise be difficult to invest in directly. The VCT is itself exempt from paying corporation tax on its chargeable gains. VCTs also offer substantial tax benefits to private investors.

Personal taxation benefits

The tax reliefs set out below are available to individuals aged 18 or over who subscribe for ordinary shares. Whilst there is no specific limit in the amount of an individual's acquisitions of shares in a VCT, each of the following tax reliefs will only be given to the extent that the individual's total acquisitions of shares in VCTs in any tax year do not exceed the specified limit, currently £200,000 (see below).

Tax reliefs currently available to VCT investors:

(1) Relief from income tax on investments

An investor subscribing for new ordinary shares in a VCT is entitled to claim income tax relief on amounts subscribed up to a maximum of £200,000 in any tax year. The relief is given at 30% of the amount subscribed provided that the relief is limited to the amount which reduces the investor's income tax liability to nil. Investments used as security for, or financed by, a loan may not qualify for relief depending on the circumstances. The income tax relief for investments in new VCT shares was decreased from 40% to 30% in relation to VCT shares issued on or after 6 April 2006. Tax relief on subscription for shares in a VCT is restricted where, within six months (before or after) that subscription, the investor disposes of shares in the same VCT, or a VCT which merges with that VCT at any time.

(2) Capital gains tax reinvestment relief

The ability to defer capital gains by reinvesting the gains in a VCT, where the VCT shares are issued in the two year period beginning twelve months before the gain arises, has been abolished in respect of shares issued on or after 6 April 2004. However, gains which were deferred by subscribing for VCT shares issued before 6 April 2004 remain deferred while the investor continues to hold those VCT shares.

(3) Dividend relief

An investor who acquires VCT shares within the specified limit (currently £200,000 per annum) will not be liable to income tax on dividends paid on those shares.

(4) Relief from capital gains tax on disposal

A disposal by an investor of ordinary shares in a VCT required within the annual limit of £200,000 will not be subject to UK capital gains tax.

(5) Purchases in the market

An individual purchaser of existing VCT shares in the market will be entitled to claim dividend relief but not relief from income tax on investment.

(6) Withdrawal of relief

Relief from income tax on subscription for shares in a VCT is withdrawn if the shares are disposed of (other than between spouses) within five years of issue or if the VCT loses its approval within this period.

The above is only an outline of the tax reliefs available under current legislation. Investors are recommended to consult an independent professional adviser as to the taxation consequences of investing in a VCT.

Company History

The Company was launched in May 2000 as **Matrix e-Ventures Fund VCT**. In October 2001 the Company changed its name to **Matrix Venture Fund VCT**. In September 2005, the Company adopted a broader investment strategy, to invest in established, profitable and cash generative businesses across any sector. It also changed its name to **Matrix Income & Growth 2 VCT plc**. In June 2012 the Company changed its name to **Mobeus Income & Growth 2 VCT plc** to reflect the Investment Adviser's change of name. In September 2016, the Company formally changed its investment strategy to invest in growth capital investments. On 30 September 2021, the Mobeus Equity Partners LLP VCT investment advisory business was acquired by Gresham House.

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Mobeus Income & Growth 2 VCT plc ("the Company") will be held at **11.00 am on Wednesday, 21 September 2022, at the offices of Shakespeare Martineau LLP, 6th Floor, 60 Gracechurch Street, London, EC3V 0HR**, for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions. An explanation of the main business to be proposed is included in the Directors' Report on pages 36 to 37 of this document:

1. To receive and adopt the annual report and financial statements of the Company for the year ended 31 March 2022 ("Annual Report"), together with the auditor's report thereon.
2. To approve the directors' annual remuneration report as set out in the Annual Report.
3. To re-elect Ian Blackburn as a director of the Company.
4. To re-elect Sally Duckworth as a director of the Company.
5. To re-appoint BDO LLP of 55 Baker Street, London W1U 7EU, London, EC1A 4AB as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine the remuneration of the auditor.
6. That, in substitution for any existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot Ordinary shares of 1.00 penny each in the capital of the Company ("Shares") and to grant rights to subscribe for, or convert, any security into Shares ("Rights") up to an aggregate nominal value of £268,088, provided that the authority conferred by this resolution shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2023, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors of the Company shall be entitled to allot Shares or grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.
7. That, subject to the passing of resolution 6 set out in this notice and in substitution for any existing authorities, the Directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority conferred upon them by resolution 6 set out in this notice, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities:
   (i) with an aggregate nominal value of up to, but not exceeding, £120,640 of the issued share capital of the Company from time to time in connection with offer(s) for subscription; and
   (ii) otherwise than pursuant to sub-paragraph (i) above, with an aggregate nominal value of up to 10% of the issued share capital from time to time,

   in each case where the proceeds of the allotment may be used, in whole or in part, to purchase the Company's Shares in the market and provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2023, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offers or agreements as if the power conferred by this resolution had not expired.
8. That, in substitution for any existing authorities, the Company be and hereby is authorised pursuant to and accordance with section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Shares provided that:
   (i) the aggregate number of Shares which may be purchased shall not exceed 12,055,905 or, if lower, such number of Shares (rounded down to the nearest whole Share) as shall equal 14.99% of the Shares in issue at the date of passing of this resolution;
   (ii) the minimum price which may be paid for a Share is 1 penny (the nominal value thereof);
   (iii) the maximum price which may be paid for a Share (excluding expenses) shall be the higher of (a) an amount equal to 5% above the average of the middle market quotations for a Share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased and (b) the amount stipulated in Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended);
   (iv) the authority conferred by this resolution shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2023; and
   (v) the Company may make a contract or contracts to purchase its own Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own Shares in pursuance of any such contract.

BY ORDER OF THE BOARD

Gresham House Asset Management Limited
Company Secretary

Registered Office
5 New Street Square
London
EC4A 3TW

Dated: 29 June 2022

Notice of the Annual General Meeting

Notes:

The following Notes explain your general rights as a Shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. A member is entitled to attend, speak and vote at the Meeting in person or to appoint one or more other persons as their proxy to exercise all or any of his rights on his behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the Notes below. Where a member intends to join the Meeting by means of the webcast, they shall be permitted to ask questions at the Meeting but shall not be entitled to vote on resolutions at the Meeting (and are, therefore, encouraged to submit their votes by way of proxy). Note 16 below will apply to those who join the meeting (which would be in attendance only) by means of the webcast.
2. To be entitled to attend the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast) and to be able to lodge your proxy votes, Shareholders must be registered in the Register of Members of the Company at close of trading on 19 September 2022. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend the Meeting and/or virtual meeting and vote by proxy.
3. In order for a proxy appointment to be valid it must be received by Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL by **11.00 am on 19 September 2022**.
4. A Shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. A form of proxy for use in connection with the Meeting is enclosed with the document of which this Notice forms part. If you do not have a form of proxy and would like a copy, please contact the Company's registrar, Link Group at 10th Floor Central Square, 29 Wellington Street, Leeds LS1 4DL ("Registrar"), or on 0371 664 0391. Completion and return of a form of proxy form will not legally prevent a Shareholder from attending and voting at the Meeting in person, or from joining the Meeting (which would be as an attendee only) by means of the webcast. The Company requests all Shareholders to vote by proxy on the resolutions set out in this Notice as soon as possible.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fits in relation to any other matter which is put before the Meeting.
8. You can also vote either:
   - by logging on to www.signalshares.com and following the instructions;
   - if you need help with voting online, please contact our Registrar, Link Group, on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link at shareholderenquiries@linkgroup.co.uk.
   - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

   We strongly recommend voting electronically at www.signalshares.com as your vote will automatically be counted. Given the ongoing situation, of people working from home and delays in the postal system, there is a risk that your vote may not be counted if you send a paper proxy.
9. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/ public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by **11.00 am on 19 September 2022**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

14. As at 28 June 2022 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 80,426,321 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 June 2022 are 80,426,321.

15. Under Section 527 of the Companies Act 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Financial Statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual Financial Statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the Shareholders propose to raise at the relevant meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

16. Any Shareholder attending the Meeting has the right to ask questions. Any Shareholder may submit questions in relation to the business to be transacted at the Meeting via email to: AGM@greshamhouse.com by 19 September 2022. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

17. Copies of the directors' letters of appointment will be available for inspection at the Company's registered office during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) and will also be available for inspection at the place of the Meeting for at least 15 minutes before and during the Meeting.

18. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.mig2vct.co.uk

Glossary of terms

Alternative performance measure ("APM")

A financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the Company's financial reporting framework. These APMs tend to be industry specific terms which help Shareholders to understand and assess the Company's progress. A number of terms contained within this Glossary have been identified as APMs.

Cumulative dividends paid (APM)

The total amount of dividend distributions by the Company over the time period specified. A list of all dividends paid since launch of the Company is shown on the Company's website www.mig2vct.co.uk. Dividends paid in the year and dividends paid/payable in respect of the year are shown in Note 6.

Cumulative total return (APM)

Cumulative total return per share comprises the NAV per share (NAV basis) or the mid-market price per share (Share price basis), plus cumulative dividends paid since launch of the existing share class in 2005.

Internal Rate of Return ("IRR")

The internal rate of return is the annual discount rate that equates the original investment cost with the value of subsequent cash flows (such as receipts/dividends or further investment) and the latest valuation/exit proceeds or net asset value. Generally speaking, the higher an investment's IRR, the more successful it is.

Net asset value or NAV

The value of the VCT's total assets less its total liabilities. It is equal to the total equity Shareholders' funds.

Net asset value per share or NAV per share

The net asset value per share is calculated as total equity Shareholders' funds divided by the number of Ordinary shares in issue at the year-end.

NAV Total Return (APM)

This measure combines two types of returns received by Shareholders. Firstly, as income in the form of dividends and secondly, as capital movements (net asset value) of the value of the Fund.

It is a performance measure that adjusts for dividends that have been paid in a period or year. This allows Shareholders to assess the returns they have received both in terms of the performance of the Company but also including dividends they have received from the Company which no longer form part of the Company's assets.

It is calculated as the percentage return achieved after taking the closing NAV per share and adding dividends paid in the year and dividing the total by the opening NAV per share. The Directors feel that this is the most meaningful method for Shareholders to assess the performance of the Company.

Ongoing charges ratio (APM)

This figure, calculated using the AIC recommended methodology, shows Shareholders the annual percentage reduction in shareholder returns as a result of recurring operational expenses, assuming markets remain static and the portfolio is not traded. Although the Ongoing Charges figure primarily is based upon historic information, it provides Shareholders with an indication of the likely level of costs that will be incurred in managing the Company in the future. This is calculated by dividing the Investment Adviser's fees of £1,648,298 and running costs of £403,366 (per Notes 4a and 4d on pages 60 and 62), the latter being reduced by IFA trail commission and one-off fees, by the average net assets throughout the year of £78,668,475.

Realised gains/(losses) in the year

This is the profit or loss that arises following the full or partial disposal of a holding in a portfolio company. It is calculated by deducting the value of the holding as at the previous year-end from the proceeds received in respect of such disposal.

Share Price Total Return (APM)

As NAV Total Return, but the Company's mid-market share price is used in place of NAV. This measure more accurately reflects the actual return a Shareholder will have earned, were they to sell their shares at the year/period end date. It includes the impact of any discounts or premiums at which the share price trades compared to the underlying net asset values of the Company. If the shares trade at a discount, the returns could be less than the NAV Total Return, but if trading at a premium, returns could be higher than the NAV Total Return.

Corporate Information

Directors (Non-executive)
Ian Blackburn
Sally Duckworth
Adam Kingdon

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