

Albion Venture Capital Trust PLC

Annual Report and Financial
Statements for the year
ended 31 March 2021

2021

AlbionCapital

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Company information

Company number

03142609

Directors

Richard Glover, Chairman
John Kerr ACMA
Ann Berresford ACA
Richard Wilson

Country of incorporation

United Kingdom

Legal form

Public Limited Company

Manager, company secretary, AIFM and registered office

Albion Capital Group LLP
1 Benjamin Street
London, EC1M 5QL

Registrar

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

Auditor

BDO LLP
55 Baker Street
London, W1U 7EU

Corporate broker

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

Taxation adviser

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

Legal adviser

Bird & Bird LLP
12 New Fetter Lane
London, EC4A 1JP

Depository

Ocorian Depository (UK) Limited
Level 5, 20 Fenchurch Street
London, EC3M 3BY

Albion Venture Capital Trust PLC is a member of The Association of Investment Companies (www.theaic.co.uk).

Shareholder information

For help relating to dividend payments, shareholdings and share certificates please contact Computershare Investor Services PLC:

Tel: 0370 873 5849 (UK National Rate call, lines are open 8.30am – 5.30pm; Mon – Fri, calls are recorded)

Website: www.investorcentre.co.uk

Shareholders can access holdings and valuation information regarding any of their shares held with Computershare by registering on Computershare's website.

Shareholders can also contact the Chairman directly on: AAVCchair@albion.capital

Financial adviser information

For enquiries relating to the performance of the Company, and information for financial advisers, please contact the Business Development team at Albion Capital Group LLP:

Email: info@albion.capital

Tel: 020 7601 1850 (lines are open 9.00am – 5.30pm; Mon – Fri; calls are recorded)

Website: www.albion.capital

Please note that these contacts are unable to provide financial or taxation advice.

Investment policy

Albion Venture Capital Trust PLC (the “Company”) is a Venture Capital Trust and the investment policy is intended to produce a regular dividend stream with an appreciation in capital value.

Investment policy

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies. Investments may take the form of equity or a mixture of equity and loans.

Allocation of funds will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company. Funds held pending investment or for liquidity purposes will be held as cash on deposit.

Risk diversification and maximum exposures

Risk is spread by investing in a number of different businesses within Venture Capital Trust qualifying industry sectors. The maximum amount which the Company will invest in a single portfolio company is 15 per cent. of the Company’s assets at cost, thus ensuring a spread of investment risk. The value of an individual investment may increase over time as a result of trading progress and it is possible that it may grow in value to a point where it represents a significantly higher proportion of total assets prior to a realisation opportunity being available.

Gearing

The Company’s maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves.

Financial calendar

Record date for first interim dividend and special dividend	9 July 2021
Payment of first interim dividend and special dividend	30 July 2021
Annual General Meeting	Noon on 7 September 2021
Announcement of Half-yearly results for the six months ending 30 September 2021	December 2021
Payment of second dividend (subject to Board approval)	31 January 2022

Financial highlights

7.10p

Basic and diluted total return per share for the year ended 31 March 2021[†]

4.24p

Total tax-free dividend per share paid during the year ended 31 March 2021

73.13p

Net asset value per share as at 31 March 2021

237.17p

Total shareholder value to 31 March 2021[†]

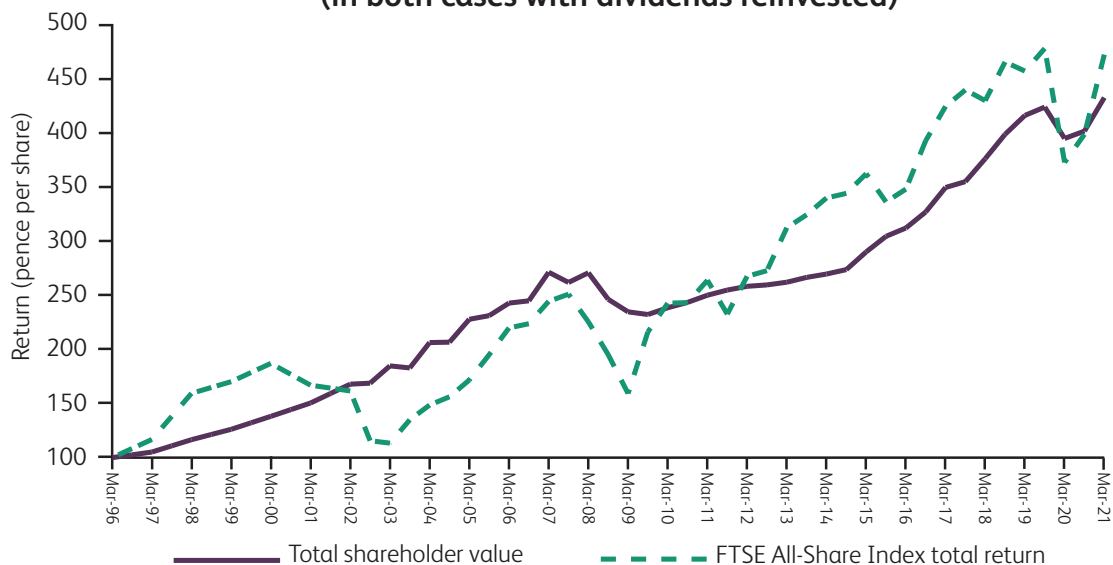
15.00p

Special dividend declared of 15.00 pence per share payable on 30 July 2021 to shareholders on the register on 9 July 2021

6.3%

Annualised return since launch (without tax relief)

Total shareholder value relative to the FTSE All-Share Index total return (in both cases with dividends reinvested)



Source: Albion Capital Group LLP

Methodology: Total shareholder value, including original amount invested (rebased to 100) from launch, assuming that dividends were reinvested at net asset value of the Company at the time the shares were quoted ex-dividend. Transaction costs are not taken into account.

[†] These are considered APMs, see note 2 on page 12 for further explanation.

Financial highlights continued

	31 March 2021 (pence per share)	31 March 2020 (pence per share)
Opening net asset value	70.13	79.00
Capital return/(loss)	5.64	(5.98)
Revenue return	1.46	1.88
Total return/(loss)	7.10	(4.10)
Impact from share capital movements	0.14	0.23
Dividends paid	(4.24)	(5.00)
Net asset value	73.13	70.13

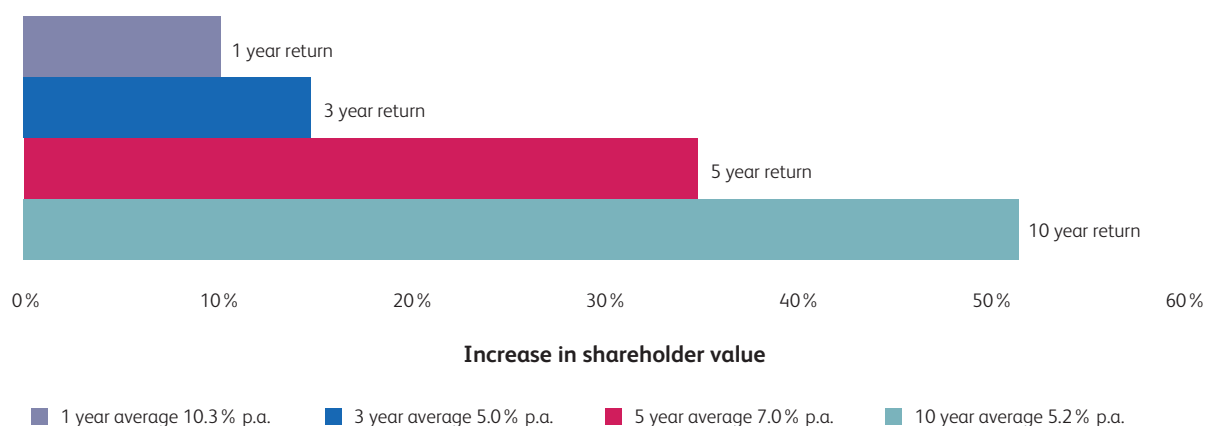
Total dividends paid to 31 March 2021	164.04
Net asset value on 31 March 2021	73.13
Total shareholder value to 31 March 2021	237.17

A more detailed breakdown of the dividends paid per year can be found at www.albion.capital/funds/AAVC under the 'Dividend History' section.

The financial summary above is for the Company, Albion Venture Capital Trust PLC Ordinary shares only. Details of the financial performance of the C shares and Albion Prime VCT PLC, which have been merged into the Company, can be found at www.albion.capital/funds/AAVC under the 'Financial summary for previous funds' section.

In addition to the dividends summarised above, the Board has declared a first dividend for the year ending 31 March 2022 of 1.83 pence per share to be paid on 30 July 2021 to shareholders on the register on 9 July 2021. The Board has also declared a special dividend of 15.00 pence per share, also payable on 30 July 2021 to shareholders on the register on 9 July 2021. Further details can be found in the Chairman's statement on page 6.

Albion Venture Capital Trust PLC – Performance data



The graph above shows the one year, three year, five year and ten year total return to shareholders. This return comprises of dividends paid and the change in net asset value over the relevant periods.

Source: Albion Capital Group LLP

Chairman's statement



Richard Glover
Chairman

Introduction

I am delighted to announce that your Company has achieved a positive total return for the year of 7.10 pence per share representing a 10.12% return on opening Net Asset Value (“NAV”). This is against the backdrop of a very challenging year for many businesses as a result of the Coronavirus pandemic which continues to disrupt our economy. This result was primarily due to the sale of the Company’s three care homes for the elderly generating proceeds of £29.6 million in March 2021, which the Manager successfully managed to negotiate with a 2.4x return on exit against the worst conditions the care home sector has experienced in many years. Although the full implications of the Covid-19 pandemic are still unknown, I am optimistic that our portfolio companies will continue to add value, and we can still find new investment opportunities which will increase shareholder value over the longer term.

Results and dividends

As at 31 March 2021, the NAV was £72.7 million or 73.13 pence per share, compared to £70.6 million or 70.13 pence per share as at 31 March 2020, after the payment of total tax-free dividends of 4.24 pence per share. The total return before taxation was £7.3 million compared to a loss of £3.8 million for the previous year. The positive progress of several of our portfolio companies is discussed later in this statement and in the Strategic report on page 11.

In line with the variable dividend policy targeting around 5% of NAV per annum, announced last year, the Company paid dividends totalling 4.24 pence per share during the year to 31 March 2021 (31 March 2020: 5.00 pence per share).

The successful sale of the Company’s three care homes generated substantial cash proceeds for the Company. These disposals represented a significant proportion of the Company’s NAV and thus, their disposal has increased the cash balances of the Company to £43.6 million at 31 March 2021, representing 61% of NAV.

It is clear to the Board that whilst it is important for a Venture Capital Trust, which by its nature has illiquid investments, to hold sufficient cash to manage operating costs, to service dividends and buy-backs and, most importantly, to make follow on and new investments as opportunities arise, this must be balanced against the requirements of a Venture Capital Trust to meet a minimum threshold of 80% invested in qualifying investments.

As a result of these significant disposals and the additional liquidity they generated, to maintain the Company’s qualifying VCT status, the Board has concluded that a substantial special dividend should be paid to shareholders. The Board is therefore pleased to declare a special dividend of 15.00 pence per share

which will be paid in addition to the first interim dividend for the year ending 31 March 2022 of 1.83 pence per share to be paid on 30 July 2021 to shareholders on the register on 9 July 2021. The combined dividend will result in a total of £16.7 million being paid to shareholders, which is 23% of the 31 March 2021 NAV.

Whilst this reduces the Company’s assets, it provides a significant return to shareholders and, for those that wish to take it, an opportunity to re-invest the combined special dividend and first interim dividend in the Company via the Dividend Reinvestment Scheme (“DRIS”) as described below.

The Board will continue to monitor the Company’s qualifying holdings requirement throughout the year in order to maintain its status under VCT legislation. If required, any additional special dividend will be announced in December 2021 as part of the Half-yearly Report to 30 September 2021. This will provide the Board more time to clarify the Company’s cash position in the context of the HMRC qualifying holdings requirements, which is dependent on several factors, including the new investment rate, the level of share buybacks and the operating expenses of the Company.

Investment realisations

The strong return for the year was primarily driven by a number of successful exits which generated proceeds of £31.9 million for the Company. As noted above, the bulk of the proceeds came from the sale of the Company’s three care homes for the elderly; Active Lives Care, Ryefield Court Care, and Shinfield Lodge Care. The first investments in the homes were made over 5 years ago and the sale generated proceeds of £29.6 million which represents a 2.4x return on cost (including interest received), an excellent result for the Company. The homes were trading at mature occupancy levels.

The sale of G.Network Communications was also completed in December 2020, with a strong headline total return on all monies

invested of 3.8x cost, although the terms of the sale will see proceeds being received in three years' time. In the current year, this still reflects a substantial £1.1 million of realised gains. In addition to this, Clear Review was sold during the year, generating 2.1x return on cost. Further details on realisations can be found in the table on page 26.

Investment performance and progress

Some of our portfolio companies have performed well despite the Covid-19 pandemic and this, including realised gains on disposals, has contributed to the total uplift in value of £6.5 million to the Company's investments for the year. Our women's health clinic, The Ewell (Harley Street), has been trading well following its re-opening in May 2020 and contributed to a £1.0 million uplift for the year. Other investments with uplifts in the year were Phrased (€0.9 million) which continues to trade well and Healius (£0.3 million) which has been revalued due to a recent funding round.

Not surprisingly our hotel at Stansted Airport, owned by Kew Green (VCT) Stansted, continues to be affected by the ongoing international travel disruption caused by the Covid-19 pandemic. As a result of this, the valuation has been written down by a further £0.5 million. In addition to this, the valuation of Avora has been written down by £0.5 million due to its progress being behind plan.

The Company has been an active investor during the year with £5.0 million invested into portfolio companies, of which £3.5 million was invested across five new portfolio companies, all of which are expected to require further investment as the companies prove themselves and grow. These are:

- £1.3 million into Threadneedle Software Holdings (trading as Solidatus), a provider of data lineage software to enterprise customers in regulated sectors, which allows them to rapidly discover, visualise, catalogue and understand how data flows through their systems;
- £0.9 million into Seldon Technologies, a software company that enables enterprises to deploy Machine Learning models in production;

- £0.7 million into The Voucher Market (trading as WeGift), a cloud platform that enables corporates to purchase digital gift cards and to distribute them to employees and customers;
- £0.3 million into uMedeor (trading as uMed), a software platform that enables life science organisations to use patient data, in a compliant way, to recruit participants for clinical trials; and
- £0.3 million into TransFICC, a provider of a connectivity solution, connecting financial institutions with trading venues via a single API.

Following these new and follow on investments made, software and other technology now accounts for 33% of our portfolio (excluding cash), an increase from 22% last year.

A full list of the Company's investments and disposals, including their movements in value for the year, can be found in the Portfolio of investments section on pages 25 and 26 of the full Annual Report and Financial Statements.

Risks and uncertainties

The wide reaching implications of the Covid-19 crisis continues to be the key risk facing the Company, including its impact on the UK and Global economies. There may still also be further potential implications of the UK's departure from the European Union which may adversely affect our underlying portfolio companies. The Manager is continually assessing the exposure to such risks for each portfolio company, and where possible appropriate mitigating actions are being taken.

A detailed analysis of the other risks and uncertainties facing the business is shown in the Strategic report on pages 18 and 20.

Dividend Reinvestment Scheme ("DRIS")

The Company continues to offer a DRIS whereby shareholders can elect to receive dividends in the form of new shares. For shareholders not currently in the DRIS, the Company is offering shareholders the option to elect for a one-off sign up to have this combined special dividend and first interim dividend reinvested into new shares through the DRIS. Shareholders can take advantage of

“ total return for the year of 7.10 pence per share representing a 10.12% return on opening Net Asset Value ”



“ successfully sold our first technology investment which generated a 2.1 times return ”

‘ a number of successful exits which generated proceeds of £31.9 million for the Company ’



‘ The Board is therefore pleased to declare a special dividend of 15.00 pence per share ’

this by emailing AAVCchair@albion.capital before midday on 14 July 2021. To elect for the reinvestment, please ensure your email contains your full name, Shareholder Reference Number, telephone number and confirms you have read the DRIS terms and conditions.

By re-investing the combined special dividend and first interim dividend in the capital of the Company, shareholders would be expected to broadly maintain the level of relative income they have been receiving from the Company under the variable dividend policy. The terms and conditions for the DRIS can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the Fund reports section.

Share buy-backs

It remains the Board's policy to buy-back shares in the market, subject to the overall constraint that such purchases are in the Company's interest. This includes the maintenance of sufficient cash resources for investment in new and existing portfolio companies and the continued payment of dividends to shareholders.

It is the Board's intention that such buy-backs should be at around a 5% discount to net asset value, in so far as market conditions and liquidity permit. The Board continues to review the use of buy-backs and is satisfied that it is an important means of providing market liquidity for shareholders.

Details of the Company's share buy-backs during the year can be found in note 15.

Annual General Meeting

The Board has been considering the current rules around the Covid-19 pandemic on the arrangements for our forthcoming Annual General Meeting ("AGM"). These arrangements may be subject to change, and we will keep shareholders up to date on our Manager's website at www.albion.capital/vct-hub/agms-events.

We are required by law to hold an AGM within six months of our financial year end. Whilst the roadmap announced by the government gives a new delayed target of 19 July 2021 as the date all legal limits on mixing will be lifted, it is clear that data rather than dates are the true

driver of restrictions. The Board is also acutely aware that this is a fast-moving situation, with new variants further complicating any removal on restrictions in the short and medium term. Given the level of uncertainty still being experienced and likely to continue throughout 2021, and noting the success of last year's live streamed AGM with some 3 times more engagement than in previous years, in the interests of continued caution, the Board has decided to repeat the process again this year. The AGM will be held at noon on 7 September 2021, at the registered office being 1 Benjamin Street, London, EC1M 5QL. Shareholders will be able to attend the event via the free platform, Hopin.

Full details of the business to be conducted at the Annual General Meeting are given in the Notice of the Meeting on pages 69 to 70 and in the Directors' report on pages 35 and 36.

As with last year's AGM, the Directors will attend in person to meet the quorum and allow the continuation of this AGM. There will also be a representative of Albion Capital Group LLP as Company Secretary. At least two weeks prior to the AGM registration details will be sent to all shareholders who have an email address registered with Computershare. Shareholders who do not have an email address registered with Computershare should get in touch with marketing@albion.capital for information. In order to maximise shareholder engagement, the AGM will include a presentation from the Manager, the formal business of the AGM and answering questions we receive from shareholders.

Shareholders can submit their questions to the Board in advance of the AGM up until noon on 6 September 2021 by emailing AAVCchair@albion.capital. Alternatively there is a facility on the Hopin platform to submit questions whilst attending the event. The Chairman will cover as many questions as possible in the time allocated. Following the AGM, a summary of responses will be published on the Managers website at www.albion.capital/funds/AAVC.

Chairman's statement continued

Shareholders' views are important, and the Board encourages shareholders to vote on the resolutions using the proxy form enclosed with this Annual Report and Financial Statements, or electronically at www.investorcentre.co.uk/eproxy. The Board has carefully considered the business to be approved at the Annual General Meeting and recommends shareholders to vote in favour of all the resolutions being proposed.

Outlook and prospects

As a result of the significant investment disposals and special dividend detailed above, the Board undertook a detailed review of the various options available to the Company for the best interests of shareholders as a whole. Through this detailed review, the Board concluded that it was in the best interest of shareholders to continue to operate as a smaller independent VCT and grow its NAV through continued positive investment performance and future fundraisings. The Company has delivered strong returns for shareholders over 25 years, and we continue to invest in exciting businesses that have not only shown resilience through the current healthcare pandemic, but in many cases growth, with many of our companies continuing to provide products and services that are considered innovative and essential by their customers. Having successfully sold our first technology investment during the year in Clear Review, which generated a 2.1 times return in the space of 17 months, this illustrated the potential future returns we could deliver to shareholders through focussing on our investment policy over the medium to long term.

Over time our portfolio will be both diversified and targeted at sectors such as software and healthcare which have proved resilient during the Covid-19 pandemic. Although there is still much uncertainty around the longer-term impact of the pandemic, I am confident that our portfolio companies are well positioned to grow, providing products and services critical to their customers, and therefore well placed to continue to deliver long term value to our shareholders.

Richard Glover

Chairman

21 June 2021

Strategic report

Investment policy

The Company will invest in a broad portfolio of smaller, unquoted growth businesses across a variety of sectors including higher risk technology companies. Investments may take the form of equity or a mixture of equity and loans.

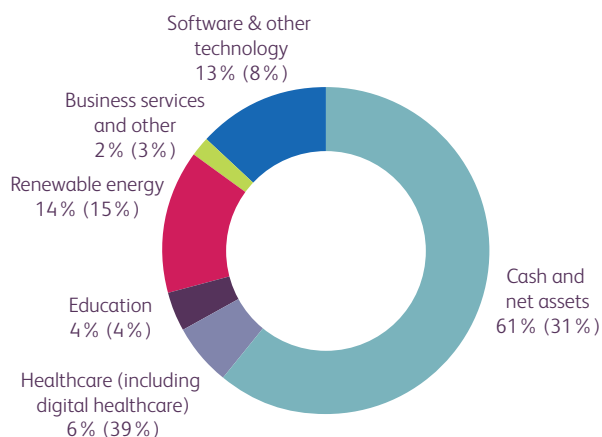
Allocation of funds will be determined by the investment opportunities which become available but efforts will be made to ensure that the portfolio is diversified both in terms of sector and stage of maturity of company. Funds held pending investment or for liquidity purposes will be held as cash on deposit.

The full investment policy can be found on page 2.

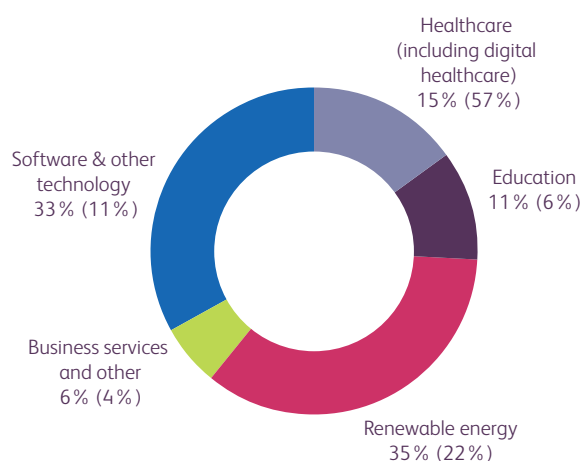
Current portfolio analysis

The following pie charts show the split of the portfolio valuation as at 31 March 2021 by: sector; sector (excluding cash and net assets); stage of investment; and number of employees. This is a useful way of assessing how the Company and its portfolio is diversified across sector, investee companies' maturity measured by revenues and their size measured by the number of people employed. Details of the principal investments made by the Company are shown in the Portfolio of investments on pages 25 and 26.

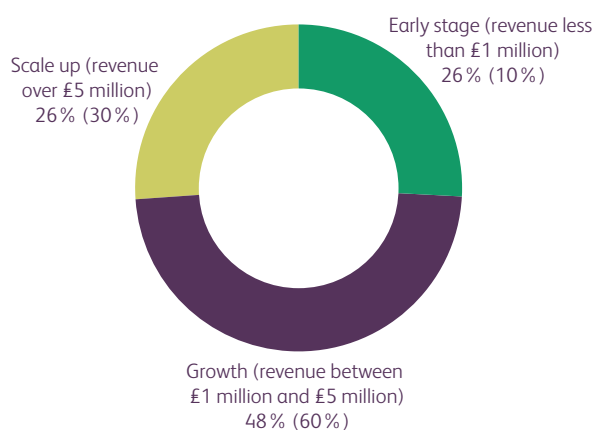
Split of portfolio by sector



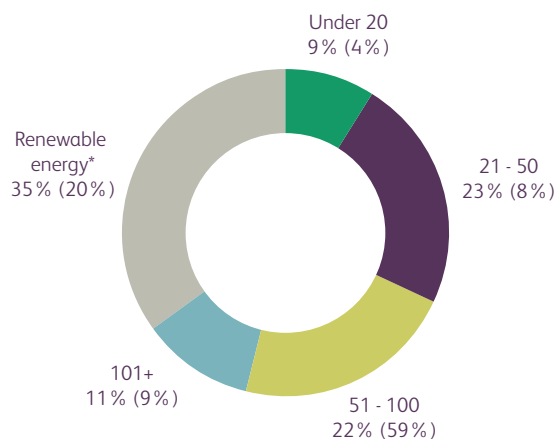
Split of portfolio by sector excluding cash



Portfolio analysis by stage of investment



Portfolio analysis by number of employees



*Renewable energy companies have no employees
Comparatives for 31 March 2020 are shown in brackets
Source: Albion Capital Group LLP

Direction of portfolio

During the year the Company sold a number of its asset-backed businesses which has resulted in asset-based investments decreasing as a proportion of the portfolio. The cash proceeds received from the disposals during the year was £30.6 million. These disposals have resulted in cash and cash equivalents accounting for 61% of the net asset value as at 31 March 2021 (2020: 30%). As outlined in the Chairman's statement, a first interim dividend and a special dividend have been declared for a total of 16.83 pence per share. The quantum of this dividend is c.£16.7 million (23% of the net assets) and will be paid to shareholders on 30 July 2021.

In line with the Company's investment policy, the majority of the remaining funds will be invested into healthcare (including digital healthcare) and software and other technology businesses. These areas represent 48% of the portfolio (excluding cash) and we expect this percentage to continue to increase in the coming years.

Further details on portfolio companies can be found in the Portfolio of investments on page 25.

Results and dividends

	Ordinary shares
	£'000
Net capital return for the year ended 31 March 2021	5,690
Net revenue return for the year ended 31 March 2021	1,468
Total return for the year ended 31 March 2021	7,158
Dividend of 2.50 pence per share paid on 31 July 2020	(2,541)
Dividend of 1.74 pence per share paid on 29 January 2021	(1,745)
Unclaimed dividends returned to the Company	23
Transferred to reserves	2,895
Net assets as at 31 March 2021	72,688
Net asset value as at 31 March 2021 (pence per share)	73.13

The Company paid dividends totalling 4.24 pence per share during the year ended 31 March 2021 (2020: 5.00 pence per share). The Board has declared a first dividend for the year ending 31 March 2022, of 1.83 pence per share, and a special dividend of 15.00 pence per share to be paid on 30 July 2021 to shareholders on the register on 9 July 2021.

As shown in the Company's Income statement on page 51, the total return for the year was 7.10 pence per share (2020: loss of 4.10 pence per share). Investment income decreased to £2,467,000 (2020: £2,858,000). The Company will continue to receive income from its renewable energy portfolio for the foreseeable future, however investment income is expected to be much lower over the next few years as a result of the care homes sale.

The capital return on investments for the year of £6,508,000 (2020: loss of £4,925,000), has been discussed in the Chairman's statement on pages 6 and 7. This has led to an increase in net asset value to 73.13 pence per share (2020: 70.13 pence per share), which can be seen on the Balance sheet on page 52. This increase in net asset value is after taking account of the payment of 4.24 pence per share of dividends during the year.

There was a net cash inflow for the Company of £21,782,000 for the year (2020: net inflow of £15,577,000), from the disposal of fixed asset investments, offset by the investment in fixed asset investments, dividends paid, operating activities and the buy-back of shares.

Review of business and future changes

A detailed review of the Company's business during the year is contained in the Chairman's statement on pages 6 and 7. The total return before tax for the year was £7.3 million (2020: loss of £3.8 million).

There is a continuing focus on growing the healthcare (including digital healthcare) and software and other technology sectors. The majority of these investment returns are delivered through equity and capital gains and therefore, coupled with the sale of our three care homes, we expect our investment income to significantly reduce in future years.

Details of significant events which have occurred since the end of the financial year are listed in note 19. Details of transactions with the Manager are shown in note 5.

Future prospects

After the payment of a substantial special dividend, the Company's portfolio remains well balanced across sectors and risk classes, and has largely weathered the pandemic so far. Although there remains much uncertainty, the Manager has a strong pipeline of investment opportunities in which the Company's cash can be deployed. The Board considers that the current portfolio and the pipeline of opportunities should enable the Company to maintain a predictable stream of dividend payments to shareholders, as well as delivering long term growth for shareholders.

Key performance indicators (“KPIs”) and Alternative Performance Measures (“APMs”)

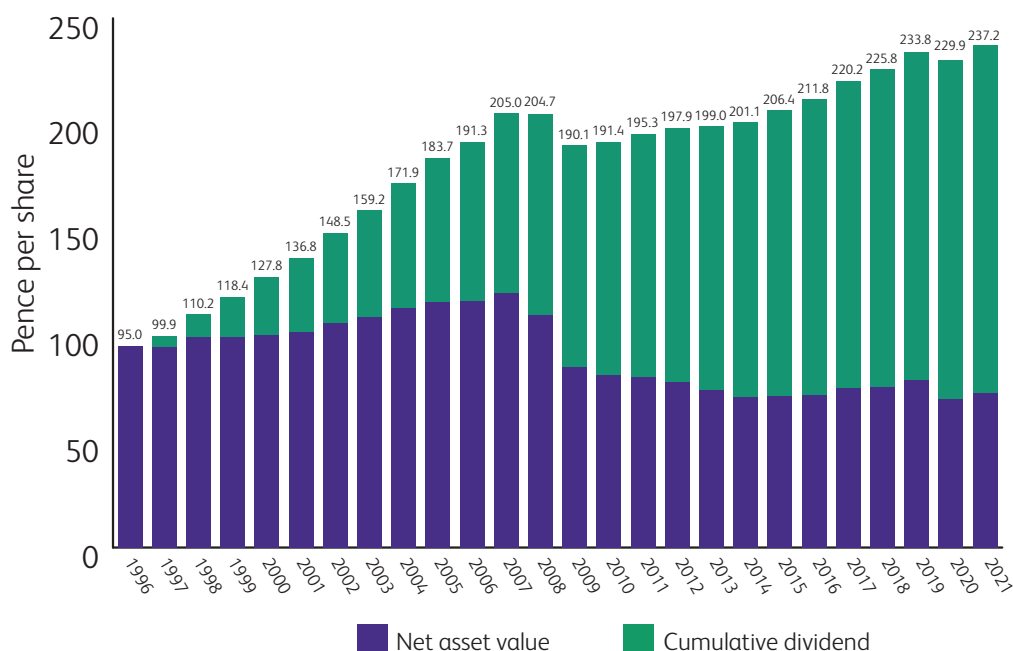
The Directors believe that the following KPIs and APMs, which are typical for Venture Capital Trusts, used in its own assessment of the Company, will provide shareholders with sufficient information to assess how effectively the Company is applying its investment policy to meet its objectives. The Directors are satisfied that the results shown in the following KPIs and APMs give a good indication that the Company is achieving its investment objective and policy. These are:

1. Total shareholder value relative to FTSE All Share Index total return

The graph on page 4 shows the Company’s total shareholder value relative to the FTSE All-Share Index total return, with dividends reinvested. The FTSE All-Share index is considered a reasonable benchmark as the Company is classed as a generalist UK VCT investor, and this index includes over 600 companies listed in the UK, including small-cap, covering a range of sectors. Details on the performance of the net asset value and return per share for the year are shown in the Chairman’s statement.

2. Net asset value per share and total shareholder value

Net asset value per share and total shareholder value*



* Total shareholder value is net asset value plus cumulative dividends paid since launch.

Total shareholder value increased by 7.24 pence per Ordinary share for the year ended 31 March 2021 (gain of 10.3 per cent. on opening net asset value).

3. Shareholder value in the year†

The graph on page 5 shows the Company’s total shareholder return over the previous ten years, five years, three years and the past year, and the annual returns for the same period are detailed out below.

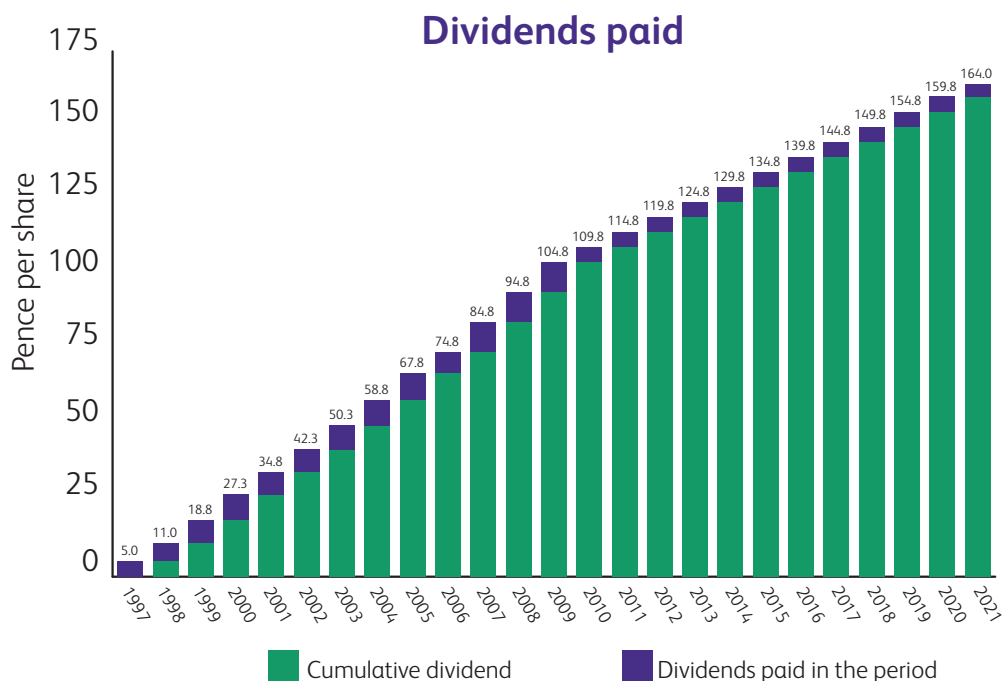
2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
3.2%	1.4%	2.8%	7.4%	7.5%	11.8%	7.4%	10.5%	(4.9)%	10.3%

Source: Albion Capital Group LLP

† Methodology: Shareholder return is calculated by the movement in total shareholder value for the year divided by the opening net asset value.

4. Dividend distributions

The chart that follows shows the dividends paid in each year and the cumulative dividends paid since launch.



Dividends paid in respect of the year ended 31 March 2021 were 4.24 pence per share (2020: 5.00 pence per share). Cumulative dividends paid since inception amount to 164.04 pence per Ordinary share.

5. Ongoing charges

The ongoing charges ratio for the year ended 31 March 2021 was 2.4% (2020: 2.4%). The ongoing charges ratio has been calculated using The Association of Investment Companies' ("AIC") recommended methodology. This figure shows shareholders the total recurring annual running expenses (including investment management fees charged to capital reserve) as a percentage of the average net assets attributable to shareholders. The Directors expect the ongoing charges ratio for the year ahead to increase slightly to approximately 2.5% due to the reduction in the net asset value of the Company after the payment of the significant special dividend. The cap on the ongoing charges ratio is 2.5%.

6. VCT compliance*

The investment policy is designed to ensure that the Company continues to qualify and is approved as a VCT by HMRC. In order to maintain its status under Venture Capital Trust legislation, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007, details of which are provided in the Directors' report on page 33.

The relevant tests to measure compliance have been carried out and independently reviewed for the year ended 31 March 2021. These showed that the Company has complied with all tests and continues to do so.

* VCT compliance is not a numerical measure of performance and thus cannot be defined as an APM.

Gearing

As defined by the Articles of Association, the Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. The Directors do not currently have any intention to utilise gearing for the Company.

Operational arrangements

The Company has delegated the investment management of the portfolio to Albion Capital Group LLP, which is authorised and regulated by the Financial Conduct Authority. Albion Capital Group LLP also provides company secretarial and other accounting and administrative support to the Company.

Management agreement

Under the Management agreement, the Manager provides investment management, secretarial and administrative services to the Company. The Management agreement can be terminated by either party on 12 months' notice. The Management agreement is subject to earlier termination in the event of certain breaches or on the insolvency of either party. The Manager is paid an annual fee equal to 1.9 per cent. of the net asset value of the Company, and an annual secretarial and administrative fee of £54,000 (2020: £53,000) increased annually by RPI. These fees are payable quarterly in arrears. Total annual expenses, including the management fee, are limited to 2.5% of the net asset value.

In line with common practice, the Manager is also entitled to an arrangement fee, payable by each new portfolio company, of approximately 2 per cent. on each new investment made and any applicable monitoring fees.

Management performance incentive

In order to align the interests of the Manager and the shareholders with regards to generating positive returns, the Manager is entitled to charge an incentive fee in the event that the returns exceed minimum target levels.

The performance hurdle requires that the growth of the aggregate of the net asset value per share and dividends paid by the Company compared with the previous accounting date exceeds RPI plus 2%. The hurdle will be calculated every year, based on the previous year's closing NAV per Share. The starting NAV is 79.00 pence per share, being the audited net asset value at 31 March 2019. If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable.

There was no management performance incentive fee payable during the year. As at 31 March 2021 the cumulative shortfall of the target return was 2.72 pence per share (31 March 2020: shortfall of 7.53 pence per share) and this amount needs to be made up in following accounting periods before an incentive fee becomes payable.

Investment and co-investment

The Company co-invests with other Venture Capital Trusts and funds managed by Albion Capital Group LLP. Allocation of investments is on the basis of an allocation agreement which is based, inter alia, on the ratio of funds available for investment.

Evaluation of the Manager

The Board has evaluated the performance of the Manager based on the returns generated by the Company, the continuing achievement of the 80 per cent. qualifying holdings investment requirement for Venture Capital Trust status, the long term prospects of the current portfolio of investments, a review of the Management agreement and the services provided therein, and benchmarking the performance of the Manager to other service providers including the performance of other VCTs that the Manager is responsible for managing.

The Board believes that it is in the interests of shareholders as a whole, and of the Company, to continue the appointment of the Manager for the forthcoming year.

Alternative Investment Fund Managers Directive ("AIFMD")

The Board appointed Albion Capital Group LLP as the Company's AIFM in 2014 as required by the AIFMD. The Manager is a full-scope Alternative Investment Fund Manager under the AIFMD. Ocorian Depository (UK) Limited is the appointed Depository and oversees the custody and cash arrangements and provides other AIFMD duties with respect to the Company.

Companies Act 2006 Section 172 Reporting

Under Section 172 of the Companies Act 2006, the Board has a duty to promote the success of the Company for the benefit of its members as a whole in both the long and short term, having regard to the interests of other stakeholders in the Company, such as suppliers, and to do so with an understanding of the impact on the community and environment and with high standards of business conduct, which includes acting fairly between members of the Company.

The Board is very conscious of these wider responsibilities in the ways it promotes the Company's culture and ensures, as part of its regular oversight, that the integrity of the Company's affairs is foremost in the way the activities are managed and promoted. This includes regular engagement with the wider stakeholders of the Company and being alert to issues that might damage the Company's standing in the way that it operates. The Board works very closely with the Manager in reviewing how stakeholder issues are handled, ensuring good governance and responsibility in managing the Company's affairs, as well as visibility and openness in how the affairs are conducted.

The Company is an externally managed investment company with no employees, and as such has nothing to report in relation to employee engagement but does keep close attention to how the Board operates as a cohesive and competent unit. The Company also has no customers in the traditional sense and, therefore, there is also nothing to report in relation to relationships with customers.

The table below sets out the stakeholders the Board considers most relevant, details how the Board has engaged with these key stakeholders and the effect of these considerations on the Company's decisions and strategies during the year.

Stakeholders	Engagement with Stakeholders	Decision outcomes based on engagement
Shareholders	<p>The key methods of engaging with Shareholders are as follows:</p> <ul style="list-style-type: none"> • Annual General Meeting (“AGM”) • Shareholder seminar • Annual report, Half-yearly financial report, and Interim management statements • RNS announcements for all key decisions including appointment of a new Director • Website redesigned in the year to make it more user accessible 	<ul style="list-style-type: none"> • Shareholders’ views are important and the Board encourages Shareholders to exercise their right to vote on the resolutions at the AGM. The Company’s AGM is typically used as an opportunity to communicate with investors, including through a presentation made by the investment management team. However, due to the impact of Covid-19 last year, there were special circumstances for last year’s AGM, which will continue on into this year. A live stream of the AGM was held last year, and the Board were able to take questions from Shareholders. This enabled maximum shareholder engagement in the absence of a face-to-face event. • Shareholders are also encouraged to attend the annual Shareholders’ Seminar. The seminar includes some of the portfolio companies sharing insights into their businesses and also presentations from Albion executives on some of the key factors affecting the investment outlook, as well as a review of the past year and the plans for the year ahead. Representatives of the Board attend the seminar. The Board considers this an important interactive event, and therefore in 2020, although Covid-19 restrictions did not allow for face-to-face meetings, this was also held as a live stream event. • Shareholders receive either a hard or soft copy of the Annual report, and the Half-yearly financial report, depending on their preference. These reports are also available on the website, and announcement is made on the London Stock Exchange. The Company also provides voluntary Interim management statements to keep Shareholders up to date quarterly. • During the year, there was a net asset value announcement outside of the normal quarterly reporting cycle, as the Board realised the importance of information sharing during the period of uncertainty caused by the pandemic. • The Share buy-back policy is an important means of providing market liquidity for Shareholders, and has been offered throughout the year. The Board monitors closely the discount to the net asset value to ensure this is in the region of 5%. • The Board seeks to create value for Shareholders by generating strong and sustainable returns to provide shareholders with regular dividends and the prospect of capital growth. • Cash management and liquidity of the Company are key quarterly discussions amongst the Board, with focus on deployment of cash for future investments, dividends and share buy-backs. This resulted in the Board declaring a special dividend alongside the first dividend for the year ended 31 March 2022. • Shareholders can contact the Chairman using the email AAVCchair@albion.capital.

Stakeholders	Engagement with Stakeholders	Decision outcomes based on engagement
Suppliers	<p>The key suppliers with regular engagement from the Manager are:</p> <ul style="list-style-type: none"> • Corporate broker • VCT taxation advisor • Depositary • Registrar • Auditor • Lawyer 	<ul style="list-style-type: none"> • The Manager is in regular contact with the suppliers and the contractual arrangements with all the principal suppliers to the Company are reviewed regularly and formally once a year, alongside the performance of the suppliers in acquitting their responsibilities. • The Board reviews the performance of the providers annually in line with the Manager.
Manager	<p>The performance of Albion Capital Group LLP is essential to the long term success of the Company, including achieving the investment policy and generating returns to shareholders, as well as the impact the Company has on Environment, Social and Governance practice.</p>	<ul style="list-style-type: none"> • The Manager meets with the Board at least quarterly to discuss the performance of the Company, and is in regular contact in between these meetings, e.g. to share investment papers for new and follow on investments. All strategic decisions are discussed in detail and minuted, with an open dialogue between the Board and the Manager. • The performance of the Manager in managing the portfolio and in providing company secretarial, administration and accounting services is reviewed in detail each year, which includes reviewing comparator engagement terms and portfolio performance. Further details on the evaluation of the Manager, and the decision to continue the appointment of the Manager for the forthcoming year, can be found in this report. • Details of the Manager’s responsibilities can be found in the Statement of corporate governance on page 39.
Portfolio companies	<p>The portfolio companies are considered key stakeholders, not least because they are principal drivers of value for the Company. However, as discussed in the Environmental, Social and Governance (“ESG”) section on page 17, the portfolio companies’ impact on their stakeholders is also important to the Company.</p>	<ul style="list-style-type: none"> • The Board aims to have a diversified portfolio in terms of sector and stage of investment. Further details of this can be found in the pie charts on page 10. • In most cases, an Albion executive has a place on the board of a portfolio company, in order to help with both business operation decisions, as well as good ESG practice. • The Manager ensures good dialogue with portfolio companies, and often puts on events in order to help portfolio companies benefit from the Albion network.
Community and environment	<p>The Company, with no employees, has no effect itself on the community and environment. However, as discussed above, the portfolio companies’ ESG impact is extremely important to the Board.</p>	<ul style="list-style-type: none"> • The Board receives reports on ESG factors within its portfolio from the Manager as it is a signatory of the UN Principles for Responsible Investment (“UN PRI”). Further details of this are set out in the ESG section below. ESG, without its specific definition, has always been at the heart of the responsible investing that the Company engages in and in how the Company conducts itself with all of its stakeholders.

Environmental, Social, and Governance (“ESG”)

The Company’s Manager, Albion Capital Group LLP, takes the concept of sustainable and responsible investment very seriously for existing investments and in reviewing new investment opportunities. In turn, the Board is kept apprised of ESG issues in connection with both the portfolio and in how Company affairs are conducted more generally as a regular part of Board oversight.

Albion Capital Group LLP is a signatory of the UN PRI. The UN PRI is the world’s leading proponent of responsible investment, working to understand the investment implications of ESG factors and to support its international network of investor signatories in incorporating these factors into their investment and ownership decisions.

The Board and Manager have exercised conscious principles in making responsible investments throughout the life of the Company, not least in providing finance for promising companies in a variety of important sectors such as technology, healthcare and renewable energy. In making the investments, the Manager is directly involved in the oversight and governance of these investments, including ensuring standards of reporting and visibility on business practices, all of which are reported to the Board of the Company. By its nature, not least in making qualifying investments which fulfil the criteria set by HMRC, the Company has focused on sustainable and longer-term investment propositions, some of which will fail (in the nature of all small companies), but some of which will grow and serve important societal demands. One of the most important drivers of performance is the quality of the investment portfolio, which goes beyond the individual valuations and examines the prospects of each of the portfolio companies, as well as the sectors in which they operate – all requiring a longer-term view.

In the nature of venture capital investment, Albion Capital Group LLP is more intimately involved in the affairs of portfolio companies than might be the case for funds invested in listed securities. As such, Albion Capital Group LLP is in a position to influence good governance and behaviour in the portfolio companies, many of which are relatively small companies without the support of a larger company’s administration and advisory infrastructure.

The Company adheres to the principles of the AIC Code of Corporate Governance and is also aware of other governance and corporate conduct guidance which it meets as far as practical, including in the constitution of a diversified and independent Board capable of providing constructive challenge.

The Company’s portfolio is currently invested in healthcare, renewable energy, education, software and other technology (which includes cyber security and data protection), with the most significant percentage of the Company’s portfolio invested in

sectors and companies which would be seen by many measures to be both sustainable and socially aware on the services they render.

Albion Capital Group LLP incorporates ESG considerations into its investment decisions. These form part of its process to create value for investors and develop sustainable long-term strategies for portfolio companies. Albion Capital Group LLP reports ESG criteria to UN PRI annually and to the Board quarterly.

ESG principles are integrated at the pre-investment, investment and exit stages. This is reflected in transparency of reporting, governance principles adopted by the Company and the portfolio companies, and increasingly in the positive environmental or socially impactful nature of investments made. Albion Capital Group LLP, where relevant, considers climate-specific issues in its investment policies and activities. However, as the majority of the Company’s portfolio consists of small (2-250 full time employees), private, typically software companies with limited environmental impact, climate change is not considered to be a significant risk, and actions are proportionate to that risk.

Pre-investment stage

An exclusion list is used to rule out investments in unsustainable areas, or in areas which might be perceived as socially detrimental. ESG due diligence is performed on each potential portfolio company to identify any sustainability risks associated with the investment. Identified sustainability risks are ranked from low to high and are reported to the relevant investment committee. The investment committee considers each potential investment. If sustainability risks are identified, mitigations are assessed and, if necessary, mitigation plans are put in place. If this is not deemed sufficient, the committee would consider the appropriate level and structure of funding to balance the associated risks. If this is not possible, investment committee approval will not be provided, and the investment will not proceed.

Investment stage

All new and existing portfolio companies are asked to report against an ESG Balanced Score Card annually. The ESG Balanced Score Card contains a number of sustainability factors against which a portfolio company will be assessed in order to determine the potential sustainability risks and opportunities arising from the investment. The score cards form part of the Manager’s internal review meetings alongside discussions around other risk factors, and any outstanding issues are addressed in collaboration with the portfolio companies’ senior management.

Exit stage

Albion Capital Group LLP aims to ensure that good ESG practices remain in place following exit. For example, by ensuring that the company creates a self-sustaining ESG management system during our period of ownership, wherever feasible.

Social and community issues, employees and human rights

The Board recognises the requirement under section 414C of the Act to detail information about social and community issues, employees and human rights; including any policies it has in relation to these matters and effectiveness of these policies. As an externally managed investment company with no employees, the Company has no formal policies in these matters, however, it is at the core of its responsible investment strategy as detailed above.

Further policies

The Company is not required to have any formal policies, however it has adopted a number of further policies relating to:

- Environment
- Global greenhouse gas emissions
- Anti-bribery
- Anti-facilitation of tax evasion
- Diversity

and these are set out in the Directors' report on pages 33 and 34.

The Directors have carried out a robust assessment of the Company's principal risks and uncertainties, and explain how they are being mitigated as follows. They are satisfied that there has not been a material change in the Company's exposure against each of the identified risks below.

General Data Protection Regulation

The General Data Protection Regulation has the objective of unifying data privacy requirements across the European Union, and continues to apply in the United Kingdom after Brexit. The Manager continues to take action to ensure that the Manager and the Company are compliant with the regulation.

Risk management

The Board carries out a regular review of the risk environment in which the Company operates, together with changes to the environment and individual risks. The Board also identifies emerging risks which might impact on the Company. In the period the most noticeable risk has been the global pandemic which has impacted not only public health and mobility but also has had an adverse impact on the economy, the full impact of which is likely to be uncertain for some time.

Risk	Possible consequence	Risk management
Investment, performance and valuation risk	<p>The risk of investment in poor quality businesses, which could reduce the returns to shareholders and could negatively impact on the Company's current and future valuations.</p> <p>By nature, smaller unquoted businesses, such as those that qualify for Venture Capital Trust purposes, are more volatile than larger, long established businesses.</p> <p>The Company's investment valuation methodology is reliant on the accuracy and completeness of information that is issued by portfolio companies. In particular, the Directors may not be aware of or take into account certain events or circumstances which occur after the information issued by such companies is reported.</p>	<p>To reduce this risk, the Board places reliance upon the skills and expertise of the Manager and its track record over many years of making successful investments in this segment of the market. In addition, the Manager operates a formal and structured investment appraisal and review process, which includes an Investment Committee, comprising investment professionals from the Manager for all investments, and at least one external investment professional for investments greater than £1 million in aggregate across all the Albion managed VCTs. The Manager also invites and takes account of comments from non-executive Directors of the Company on matters discussed at the Investment Committee meetings. Investments are actively and regularly monitored by the Manager (investment managers normally sit on portfolio company boards), including the level of diversification in the portfolio, and the Board receives detailed reports on each investment as part of the Manager's report at quarterly board meetings. The Board and Manager regularly review the deployment of investments and cash resources available to the Company in assessing liquidity required for servicing the Company's buy-backs, dividend payments and operational expenses.</p> <p>The unquoted investments held by the Company are designated at fair value through profit or loss and valued in accordance with the International Private Equity and Venture Capital Valuation Guidelines updated in 2018. These guidelines set out recommendations, intended to represent current best practice on the valuation of venture capital investments. The valuation takes into account all known material facts up to the date of approval of the Financial Statements by the Board.</p>

Risk	Possible consequence	Risk management
VCT approval risk	The Company must comply with section 274 of the Income Tax Act 2007 which enables its investors to take advantage of tax relief on their investment and on future returns. Breach of any of the rules enabling the Company to hold VCT status could result in the loss of that status.	To reduce this risk, the Board has appointed the Manager, which has a team with significant experience in Venture Capital Trust management, used to operating within the requirements of the Venture Capital Trust legislation. In addition, to provide further formal reassurance, the Board has appointed Philip Hare & Associates LLP as its taxation adviser, who report quarterly to the Board to independently confirm compliance with the Venture Capital Trust legislation, to highlight areas of risk and to inform on changes in legislation. Each investment in a new portfolio company is also pre-cleared with our professional advisers or H.M. Revenue & Customs. The Company monitors closely the extent of qualifying holdings and addresses this as required.
Regulatory and compliance risk	The Company is listed on The London Stock Exchange and is required to comply with the rules of the Financial Conduct Authority, as well as with the Companies Act, Accounting Standards and other legislation. Failure to comply with these regulations could result in a delisting of the Company's shares, or other penalties under the Companies Act or from financial reporting oversight bodies.	Board members and the Manager have experience of operating at senior levels within or advising quoted companies. In addition, the Board and the Manager receive regular updates on new regulation from its auditor, lawyers and other professional bodies. The Company is subject to compliance checks through the Manager's compliance officer, and any issues arising from compliance or regulation are reported to its own board on a monthly basis. These controls are also reviewed as part of the quarterly Board meetings, and also as part of the review work undertaken by the Manager's compliance officer. The report on controls is also evaluated by the internal auditors.
Operational and internal control risk	The Company relies on a number of third parties, in particular the Manager, for the provision of investment management and administrative functions. Failures in key systems and controls within the Manager's business could put assets of the Company at risk or result in reduced or inaccurate information being passed to the Board or to shareholders.	<p>The Company and its operations are subject to a series of rigorous internal controls and review procedures exercised throughout the year, and receives reports from the Manager on its internal controls and risk management, including on matters relating to cyber security.</p> <p>The Audit Committee reviews the Internal Audit Reports prepared by the Manager's internal auditors, PKF Littlejohn LLP and has access to the internal audit partner of PKF Littlejohn LLP to provide an opportunity to ask specific detailed questions in order to satisfy itself that the Manager has strong systems and controls in place including those in relation to business continuity and cyber security.</p> <p>Ocorian Depositary (UK) Limited is the Company's Depositary, appointed to oversee the custody and cash arrangements and provide other AIFMD duties. The Board reviews the quarterly reports prepared by Ocorian Depositary (UK) Limited to ensure that Albion Capital is adhering to its policies and procedures as required by the AIFMD.</p> <p>In addition, the Board annually reviews the performance of its key service providers, particularly the Manager, to ensure they continue to have the necessary expertise and resources to deliver the Company's investment objective and policy. The Manager and other service providers have also demonstrated to the Board that there is no undue reliance placed upon any one individual.</p>

Risk	Possible consequence	Risk management
Economic, political and social risk	<p>Changes in economic conditions, including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events, and other factors could substantially and adversely affect the Company's prospects in a number of ways. This also includes risks of social upheaval, including from infection and population re-distribution, as well as economic risk challenges as a result of healthcare pandemics/infection.</p> <p>The political risk with the most uncertainty for the future of the UK economy, which the Company largely operates in, is Brexit.</p> <p>The current significant exogenous risk to the Company, the wider population and economy, is the Covid-19 pandemic.</p>	<p>The Company invests in a diversified portfolio of companies across a number of industry sectors and in addition often invests in a mixture of instruments in portfolio companies and has a policy of minimising any external bank borrowings within portfolio companies.</p> <p>At any given time, the Company has sufficient cash resources to meet its operating requirements, including share buy-backs and follow-on investments.</p> <p>In common with most commercial operations, exogenous risks over which the Company has no control are always a risk and the Company does what it can to address these risks where possible, not least as the nature of the investments the Company makes are long term.</p> <p>The Company largely operates within the UK, and increasingly the US, and therefore impacts from Brexit are reduced as there are few cross-border transactions with Europe. Since 2016, the portfolio of companies has not seen any significant impacts from the uncertainty around Brexit, nor since the end of the transition period (1 January 2021).</p> <p>The Board and Manager are continuously assessing the resilience of the portfolio, the Company and its operations and the robustness of the Company's external agents during the health crisis, as well as considering longer term impacts on how the Company might be positioned in how it invests and operates. Ensuring liquidity in the portfolio to cope with exigent and unexpected pressures on the finances of the portfolio and the Company is an important part of the risk mitigation in these uncertain times. The portfolio is structured as an all-weather portfolio with c.35 companies which are diversified as discussed above. Exposure is relatively small to at-risk sectors that include leisure, hospitality, retail and travel.</p>
Emerging risks	<p>The Board meets at least four times a year to discuss current affairs and any potential emerging risks which could affect the Company.</p> <p>The key emerging risk affecting the Company is the Environmental (including climate change), Social and Governance requirements, both from a regulatory and investor preferences standpoint. There is the risk of loss of funding from investors, as well as the risk of penalties from regulatory non-compliance.</p>	<p>The ESG section on page 17 details the Company's work towards these risks, and highlights the importance of these, above the statutory reporting requirements, to the Company.</p> <p>Whilst the Company itself has limited impact on climate change, due to no employees nor greenhouse gas emissions, the Board works closely with the Manager to ensure the Manager themselves are working towards reducing their impact on the environment and that the Manager takes account of ESG factors, including climate change, when making new investment decisions. With specific respect to the Company, a key operation is increasing the use of electronic communications with Shareholders, where that preference has been specified.</p>
Market value of Ordinary shares	<p>The market value of Ordinary shares can fluctuate. The market value of an Ordinary share, as well as being affected by its net asset value and prospective net asset value, also takes into account its dividend yield and prevailing interest rates. As such, the market value of an Ordinary share may vary considerably from its underlying net asset value. The market prices of shares in quoted investment companies can, therefore, be at a discount or premium to the net asset value at different times, depending on supply and demand, market conditions, general investor sentiment and other factors. Accordingly, the market price of the Ordinary shares may not fully reflect their underlying net asset value.</p>	<p>The Company operates a share buy-back policy, which is designed to limit the discount at which the Ordinary shares trade to around 5% to net asset value, by providing a purchaser through the Company in absence of market purchasers. From time to time buy-backs cannot be applied, for example when the Company is subject to a close period, or if it were to exhaust any buy-back authorities. The Company's corporate broker, appointed during the year, helps to ensure that the discount is appropriate.</p> <p>New Ordinary shares are issued at sufficient premium to net asset value to cover the costs of issue and to avoid asset value dilution to existing investors.</p>
Reputational risk	<p>The Company relies on the judgement and reputation of the Manager which is itself subject to the risk of loss.</p>	<p>The Board regularly questions the Manager on its ethics, procedures, safeguards and investment philosophy, which should consequently result in the risk to reputational damage being minimised.</p>

Viability statement

In accordance with the FRC UK Corporate Governance Code published in 2018 and principle 36 of the AIC Code of Corporate Governance, the Directors have assessed the prospects of the Company over three years to 31 March 2024. The Directors believe that three years is a reasonable period in which they can assess the future of the Company to continue to operate and meet its liabilities as they fall due and is also the period used by the Board in the strategic planning process and is considered reasonable for a business of our nature and size. The three year period is considered the most appropriate given the forecasts that the Board requires from the Manager and the estimated timelines for finding, assessing and completing investments. The three year period also takes account of the potential impact of new regulations, should they be imposed, and how they may impact the Company over the longer term, and the availability of cash, but cannot take into account the full extent of the exogenous risks that are impacting on global economies at the date of these accounts.

The Directors have carried out a robust assessment of the emerging and principal risks facing the Company as explained above, including those that could threaten its business model, future performance, solvency or liquidity. The Board also considered the procedures in place to identify emerging risks and the risk management processes in place to avoid or reduce the impact of the underlying risks. The Board focused on the major factors which affect the economic, regulatory and political environment, including any potential impact from Brexit. The Board, after careful consideration, believes that Brexit will have no major impact on the going concern of the Company, primarily due to the markets our portfolio companies target, which in most cases are the UK and increasingly, the US, for our software and technology businesses. Portfolio companies targeting European markets have also shown resilience so far. The coronavirus (Covid-19) pandemic therefore remains the largest uncertainty impacting on the Company. In light of this continuing uncertainty, robust stress tested cashflows, process resilience and contingencies have been examined in trying to deal with the principal risks faced by the Company.

The Board assessed the ability of the Company to raise finance and deploy capital, as well as the existing cash resources of the Company. The portfolio is well balanced and geared towards long term growth, delivering dividends and capital growth to shareholders. In assessing the prospects of the Company, the Directors have considered the cash flow by looking at the Company's income and expenditure projections and funding pipeline over the assessment period of three years and they appear realistic.

Taking into account the processes for mitigating risks, monitoring costs, share buy-backs and issuance, the Manager's compliance with the investment objective, policies and business model and the balance of the portfolio, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period to 31 March 2024.

This Strategic report of the Company for the year ended 31 March 2021 has been prepared in accordance with the requirements of section 414A of the Companies Act 2006 (the "Act"). The purpose of this report is to provide shareholders with sufficient information to enable them to assess the extent to which the Directors have performed their duty to promote the success of the Company in accordance with Section 172 of the Act.

Richard Glover

Chairman

21 June 2021

The Board of Directors

The following are the Directors of the Company, all of whom operate in a non-executive capacity:

Richard Glover (appointed 8 November 2017), Chairman

Richard Glover spent 15 years in industrial relations and HR management roles in the 1970s and 1980s first with ICI and then with Grand Metropolitan. Since 1990 he has been involved with two private equity backed businesses in the service sector: first, in 1990 the British School of Motoring (BSM), where, as MD and later CEO, he took the company through flotation and then sale to RAC; and in 2000, the accountancy training company ATC International, where he became the majority shareholder in 2003, running the business in Eastern Europe until it was sold in 2011. He has also held a number of non-executive director positions in the service sector and remains extensively involved with the Worshipful Company of Haberdashers and its education activities.

John Kerr ACMA (appointed 9 February 1996)

John Kerr has worked as a venture capitalist and also in manufacturing and service industries. He held a number of finance and general management posts in the UK and USA, before joining SUMIT Equity Ventures, an independent Midlands based venture capital company, where he was managing director from 1985 to 1992. He then became chief executive of Price & Pierce Limited, which acted as the UK agent for overseas producers of forestry products, before leaving in 1997 to become finance director of Ambion Brick, a building materials company bought out from Ibstock PLC. Since retiring in 2002, he has worked as a consultant.

Ann Berresford BSc (Hons), ACA (appointed 8 November 2017)

Ann Berresford is a chartered accountant with a background in the financial services and energy sectors. She holds a degree in Organic Chemistry and trained as an accountant with Grant Thornton, qualifying in 1984. After a period in audit, she moved into industry and spent over twenty years working in financial management and treasury roles, initially with Clyde Petroleum plc and then with the Bank of Ireland Group. Since 2006, she has held a number of non-executive roles, including positions at Bath Building Society, the Pensions Protection Fund, Triodos Renewables plc, Hyperion Insurance Group and the Pensions Regulator. She is currently a non-executive director of Secure Trust Bank plc.

Richard Wilson, (appointed 1 May 2020)

Richard Wilson is highly experienced in the asset management sector and was CEO of BMO Global Asset Management and previously CEO of F&C Asset Management plc, where he led the company's acquisition by BMO Financial Group and subsequent integration into BMO Global Asset Management. Richard began his asset management career in 1988 as a U.K. equity manager with HSBC Asset Management (formerly Midland Montagu). He then joined Deutsche Asset Management (formerly Morgan Grenfell), where he rose to managing director, global equities. From Deutsche, Richard moved to Gartmore Investment Management in 2003 as head of international equity investments before joining F&C in 2004. Richard is also an independent non-executive director of Insight Investment Management.

All Directors are members of the Audit Committee and John Kerr is Chairman.

All Directors are members of the Nomination Committee and Richard Glover is Chairman.

All Directors are members of the Remuneration Committee and Ann Berresford is Chairman.

Ann Berresford is the Senior Independent Director.

Albion Capital Group LLP, is authorised and regulated by the Financial Conduct Authority and is the Manager of Albion Venture Capital Trust PLC. In addition, it manages a further five Venture Capital Trusts, the UCL Technology Funds, Albion Real Assets Fund, Albion Community Power and provides administration services to Albion Care Communities Limited. Albion Capital currently has total assets under management or administration of approximately £800 million.

The following are specifically responsible for the management and administration of the Venture Capital Trusts managed by Albion Capital Group LLP:

Will Fraser-Allen, BA (Hons), FCA, is the managing partner of Albion Capital. Will is also chairman of the Public Policy Committee of the VCTA and sits on the Venture Capital Committee of the BVCA. He is passionate about the positive impact venture capital backed healthcare and technology companies will have on the way we live and work. Will joined Albion in 2001, became deputy managing partner in 2009 and managing partner in 2019. He has 20 years' experience investing in healthcare, leisure, media and technology enabled businesses. Prior to joining Albion, Will qualified as a chartered accountant with Cooper Lancaster Brewers and has a BA in History from Southampton University.

Patrick Reeve, MA, FCA, was formerly the managing partner of Albion Capital and became chairman on 1 April 2019. He is a director of Albion Technology and General VCT, Albion Enterprise VCT and Albion Development VCT. He is also a director of the Association of Investment Companies. Patrick joined Close Brothers Group plc in 1989 before establishing Albion Capital (formerly Albion Ventures LLP) in 1996. Prior to Close he qualified as a chartered accountant before joining Cazenove & Co. Patrick has an MA in Modern Languages from Oxford University.

Dr. Andrew Elder, MA, FRCS, initially practised as a neurosurgeon before starting his career in investment. He now focuses on medical technologies, digital health, and the life-science sector. Andrew is head of healthcare investing and became deputy managing partner in 2019. He graduated with an MA plus Bachelor of Medicine and Surgery from Cambridge University and practised as a surgeon for six years. He is a Fellow of the Royal College of Surgeons (England).

Jessica Bartos, MA (Hons), joined Albion Capital in 2019 from Rothschild & Co where she served as a Vice President, advising technology, media and telecom firms on mergers and acquisitions. Working in Rothschild's New York and London offices, she developed tech specialisms in cloud communications, digital advertising, fintech and enterprise software. Jessica is an investment manager at Albion concentrating on technology investments. Jessica graduated from the University of Pennsylvania with a BA in European History and from John Hopkins University with an MA in International Economics.

Adam Chirkowski, MA (Hons), is responsible primarily for investments in the asset-based portfolio. He is an investment director at Albion Capital and invests across a number of sectors including digital infrastructure, healthcare and renewable energy. Adam graduated from Nottingham University with a first-class degree in industrial economics and a masters in corporate strategy and governance. Prior to joining Albion in 2013, he spent five years working in corporate finance at Rothschild.

Emil Gigov, BA (Hons), FCA, has been an early-stage investor for over 20 years, supporting more than 30 companies spanning software technology, advanced manufacturing, education, and healthcare. More recently he has focused on B2B SaaS businesses across a range of sectors including data management, fintech and marketing technologies. Emil joined Albion Capital in 2000 and became a partner in 2009. He graduated from the European Business School, London, with a BA (Hons) Degree in European Business Administration.

Vikash Hansrani, BA (Hons), FCA, oversees the finance and administration of the funds under Albion Capital's management and is on the AIC's VCT Technical Committee. He qualified as a chartered accountant with RSM Tenon plc and latterly worked in its corporate finance team before joining Albion in 2010 where he is currently operations partner for the group. He has a BA in Accountancy & Finance from Nottingham Business School.

Ed Lascelles, BA (Hons), heads up the technology investment team at Albion, focusing on B2B software and disruptive tech services. He joined Albion Capital in 2004 having started his career advising public companies during the 'dotcom' boom, and he became a partner in 2009. Ed graduated from University College London with a first-class honours' degree in Philosophy.

Paul Lehair, MSc, MA, joined Albion Capital with 10 years of experience in tech start-ups and investment banking. He came from Citymapper where he was Finance Director for five years having joined when the company had less than ten employees. He also worked in business operations at Viagogo and in M&A TMT at Citigroup. Paul is an investment manager at Albion specialising in technology investing. He holds a dual Masters' degree in European Political Economy from the London School of Economics and Political Science and Sciences Po Paris.

Catriona McDonald, BA (Hons), joined Albion Capital in 2018 from Goldman Sachs where she worked on IPOs, M&A and leveraged buyouts in New York and London. Her time in banking taught her how to implement proven systems and run detailed analysis. Cat is now an investment manager specialising in technology investing. She graduated from Harvard University, majoring in Economics.

Jane Reddin, is the talent director of Albion Capital. She helps the funds invest in the best founders, by assessing leadership potential, and accelerating the rapid scaling of our portfolio companies. In her 25 year career, Jane has transacted over 500 senior hires, built international, new-market and fund teams and helped over 70 start-ups build high performing teams. Prior to Albion, she spent six years as Talent Advisor at Balderton Capital then co-founded The Talent Stack, a talent management consulting company for start-ups. Jane joined Albion in 2021. She cares deeply about helping entrepreneurial leadership teams to thrive as they scale up. The talent platform she is developing at Albion enables the sharing of talent and leadership development expertise with our early-stage community.

Dr. Christoph Ruedig, MBA, practiced radiology and strategy consulting before becoming an investor in healthcare. He joined Albion Capital in 2011 and became a partner in 2016. At Albion he focuses on digital health, with investments ranging from clinical trial software to chronic disease management. Prior to joining Albion, he worked at General Electric, responsible for M&A in healthcare following a role in venture capital with 3i plc. He holds a degree in medicine from Ludwig-Maximilians University, Munich, and an MBA from INSEAD.

Nadine Torbey, MSc, BEng, joined Albion Capital in 2018 from Berytech Fund Management, one of the first VC funds in the Middle East. She has been a VC for seven years and her investing experience includes: AI/Data Platforms and Infrastructure, CX, Digital Networks and Hardware. Nadine is an investment manager at Albion specialising in technology investing. She graduated from the American University of Beirut with a BSc in Electrical and Computer Engineering and followed this with an MSc in Innovation Management and Entrepreneurship from Brown University.

Robert Whitby-Smith, BA (Hons), FCA, has been in venture capital for 16 years following a background in corporate finance at KPMG, Credit Suisse First Boston, and ING Barings, after qualifying as a chartered accountant. Robert joined Albion Capital in 2005, became a partner in 2009 and specialises in software investing.

Jay Wilson, MBA, MMath, comes from an advisory background and is passionate about partnering with management teams. Jay joined Albion Capital in 2019 from Bain & Company where he had been a consultant since 2016 and is an investment manager at Albion specialising in technology investing. Prior to this he graduated from the London Business School with an MBA having spent eight years as a broker at ICAP Securities.

Marco Yu, PhD, MRICS, specialises in energy related investment and has in-depth knowledge and understanding of energy generation, distribution, balancing, storage as well as servicing the sector. Marco is an investment director at Albion Capital, has a first-class degree in economics from Cambridge, a PhD in construction economics from UCL and has led over 20 investments to date. Prior to joining Albion in 2007, he qualified as a Chartered Surveyor with Bouygues (UK), and advised on large capital projects with EC Harris.

Portfolio of investments

Fixed asset investments	% voting rights	% voting rights held by all Albion* managed companies	As at 31 March 2021			As at 31 March 2020			Change in value for the year*** £'000
			Cost** £'000	Cumulative movement in value £'000	Value £'000	Cost** £'000	Cumulative movement in value £'000	Value £'000	
Chonais River Hydro Limited	9.2	50.0	3,074	1,197	4,271	3,074	1,251	4,325	(54)
Radnor House School (TopCo) Limited	6.9	48.3	1,259	914	2,173	1,259	797	2,056	117
Gharagain River Hydro Limited	11.5	50.0	1,363	431	1,794	1,363	379	1,742	52
The Ewell (Harley Street) Limited	6.0	40.0	863	803	1,666	795	(150)	645	954
Phrasee Limited	2.3	17.4	538	862	1,400	310	–	310	863
Threadneedle Software Holdings Limited (T/A Solidatus)	2.1	11.5	1,262	–	1,262	–	–	–	–
Elliptic Enterprises Limited	1.6	6.7	1,244	–	1,244	1,244	–	1,244	–
The Street by Street Solar Programme Limited	6.5	50.0	675	503	1,178	675	540	1,215	(37)
Cantab Research Limited (T/A Speechmatics)	2.8	11.1	1,144	–	1,144	1,144	–	1,144	–
Healios Limited	2.4	17.5	678	339	1,017	175	–	175	339
Concirus Limited	1.9	9.7	975	–	975	975	–	975	–
MHS 1 Limited	14.8	48.8	1,026	(110)	916	1,026	(109)	917	(1)
Alto Prodotto Wind Limited	7.4	50.0	551	359	910	590	403	993	(30)
Seldon Technologies Limited	4.6	14.0	902	–	902	–	–	–	–
Beddlestead Limited	9.1	49.0	1,142	(336)	806	1,142	(275)	867	(61)
The Voucher Market Limited (T/A WeGift)	1.8	10.0	735	–	735	–	–	–	–
Regenerco Renewable Energy Limited	4.5	50.0	451	275	726	451	257	708	18
Credit Kudos Limited	2.7	13.8	584	–	584	487	–	487	–
uMotif Limited	2.1	14.3	486	35	521	180	(63)	117	97
Limitless Technology Limited	1.8	11.0	471	47	518	320	–	320	47
Dragon Hydro Limited	7.3	30.0	277	174	451	289	158	447	15
Erin Solar Limited	18.6	50.0	520	(72)	448	520	(72)	448	–
Arecor Limited	1.0	7.4	249	107	356	180	–	180	107
uMedeor Limited (T/A uMed)	3.2	9.5	334	–	334	–	–	–	–
AVESI Limited	7.4	50.0	242	82	324	242	102	344	(20)
Harvest AD Limited	–	–	307	5	312	307	5	312	–
TransFICC Limited	1.9	9.9	286	–	286	–	–	–	–
Avora Limited	4.2	16.7	750	(467)	283	750	–	750	(467)
ePatient Network Limited (T/A Raremark)	2.3	15.9	308	(58)	250	220	51	271	(109)
Greenenerco Limited	3.9	50.0	110	71	181	118	77	195	(3)
Premier Leisure (Suffolk) Limited	9.9	47.4	175	(2)	173	175	1	176	(3)
Imandra Inc.	1.3	7.9	121	–	121	121	–	121	–
Symetrica Limited	0.3	5.0	83	(17)	66	71	(36)	35	18
Kew Green VCT (Stansted) Limited	45.2	50.0	1,234	(1,211)	23	1,234	(692)	542	(519)
Forward Clinical Limited (T/A Pando)	1.2	9.2	149	(144)	5	149	(99)	50	(45)
Total fixed asset investments			24,568	3,787	28,355	19,586	2,525	22,111	1,278

* Albion Capital Group LLP

** The cost includes the original cost from Albion Venture Capital Trust PLC and the carried over value on merger from Albion Prime VCT PLC as at 25 September 2012.

*** As adjusted for additions and disposals during the year.

The comparative cost and valuations for 31 March 2020 do not agree to the Annual Report and Financial Statements for the year ended 31 March 2020 as the above list does not include brought forward investments that were fully disposed of in the year.

Portfolio of investments continued

Fixed asset investment realisations during the year ended 31 March 2021	Cost* £'000	Opening carrying value £'000	Disposal proceeds £'000	Total realised gain £'000	Gain on opening value £'000
Disposals:					
Shinfield Lodge Care Limited	6,425	11,725	13,782	7,357	2,057
Active Lives Care Limited	4,810	7,713	8,571	3,761	858
Ryefield Court Care Limited	3,880	6,074	7,253	3,373	1,179
G. Network Communications Limited	228	1,236	1,281	1,053	45
Clear Review Limited	384	384	801	417	417
Loan stock repayments and other:					
Alto Prodotto Wind Limited	39	52	52	13	–
Dragon Hydro Limited	12	12	12	–	–
Greenenerco Limited	7	10	10	3	–
Escrow adjustments** and other	–	–	121	121	121
Total realisations	15,785	27,206	31,883	16,098	4,677

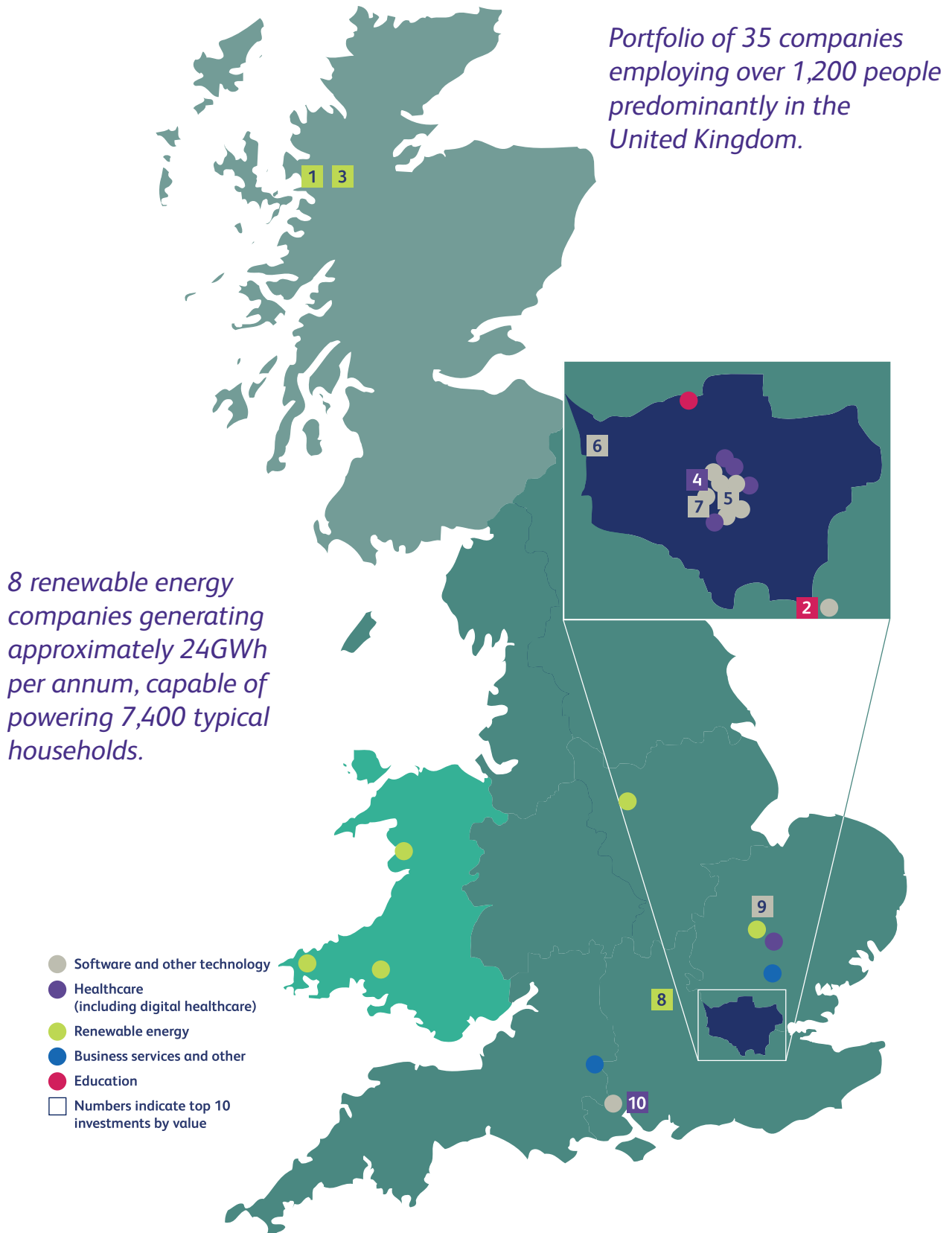
* The cost includes the original cost from Albion Venture Capital Trust PLC and the carried over value on merger from Albion Prime VCT PLC as at 25 September 2012.

** These comprise fair value movements on deferred consideration on previously disposed investments, release of the G. Network Communications discount which is considered a financing transaction, and expenses which are incidental to the purchase or disposal of an investment.

Total change in value of investments for the year	1,278
Movement in loan stock accrued interest	553
Unrealised gains sub-total	1,831
Realised gains in current year	4,677
Total gains on investments as per Income statement	6,508

Portfolio companies

Geographical locations



The top ten portfolio companies by value are shown below.

1. Chonais River Hydro Limited

Chonais Hydro is a 2MW hydropower scheme near Loch Carron in the Scottish Highlands. It is a run-of-river scheme, taking water from a small river via an intake on the mountainside. The scheme is low visual impact with the only visible components being a small intake and a powerhouse, both of which are built using local material. It generates enough electricity to power about 2,000 homes. It benefits from inflation-protected renewable subsidies for a period of 20 years. The scheme was commissioned in 2014 and has been generating successfully since.



Filleted audited results: year to 30 September 2019

Net liabilities	£'000	(114)
Basis of valuation:	Third party valuation – discounted cash flow	

Investment information

Income recognised in the year	£'000	276
Total cost	3,074	
Total valuation	4,271	
Voting rights	9.2%	
Voting rights for all Albion managed companies	50.0%	



Website: www.radnorhouse.org

2. Radnor House School (TopCo) Limited

Radnor House operates a co-educational independent school near Sevenoaks, Kent. The school, which was acquired in 2015 as a turnaround opportunity, is now growing strongly with over 450 children on the roll and further capacity to expand. Significant further investment has been made into the schools' facilities to enable it to deliver a personalised education experience to each student. The curriculum and co-curricular activities are designed to give each child a wide range of academic and other skills in a supportive and nurturing environment.

Audited results: year to 31 August 2020

Turnover	£'000	8,367
EBITDA	838	
Loss before tax	(408)	
Net assets	9,211	
Basis of valuation	Third party valuation - earnings multiple	

Investment information

Income recognised in the year	£'000	–
Total cost	1,259	
Total valuation	2,173	
Voting rights	6.9%	
Voting rights for all Albion managed companies	48.3%	

3. Gharagain River Hydro Limited

Gharagain River Hydro is a 1MW hydropower scheme near Loch Carron in the Scottish Highlands, about 3 miles from Chonais Hydro. It is a run-of-river scheme with the same design as Chonais Hydro. It generates enough electricity to power about 1,000 homes. It benefits from inflation-protected renewable subsidies for a period of 20 years. The scheme was commissioned in 2014 and has been generating successfully since.

Filleted audited results: year to

30 September 2019	£'000	Investment information	£'000
Net assets	179	Income recognised in the year	119
Basis of valuation:	Third	Total cost	1,363
party valuation –		Total valuation	1,794
discounted		Voting rights	11.5%
cash flow		Voting rights for all Albion managed companies	50.0%

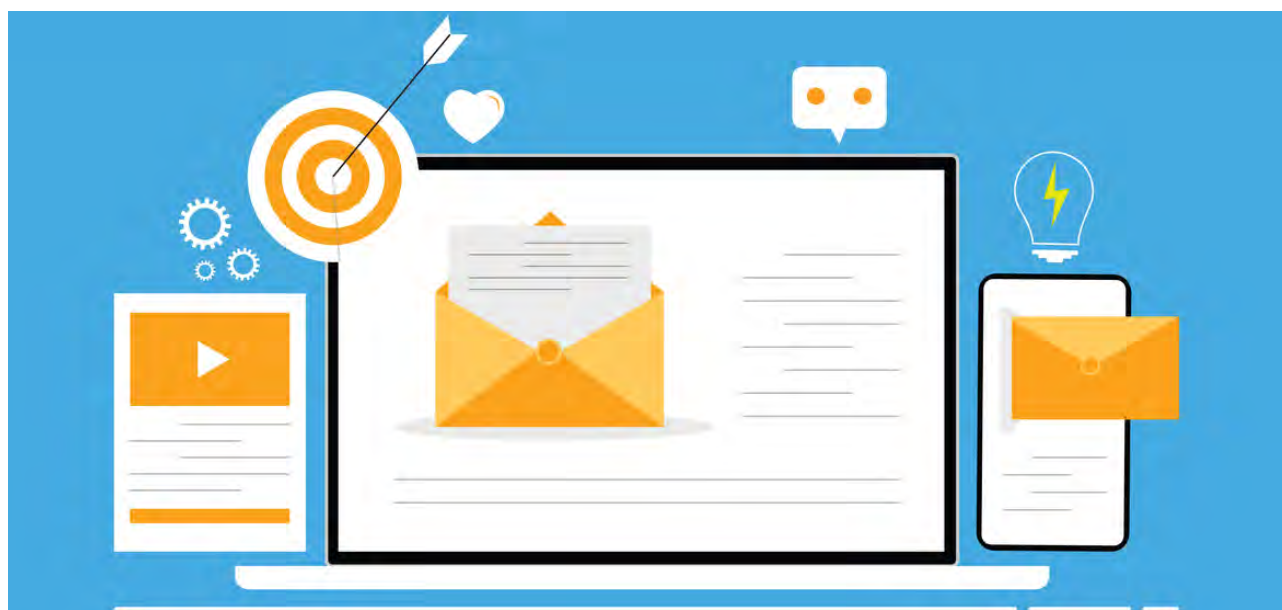
4. The Ewell (Harley Street) Limited

The Ewell owns and operates a private pay women's health centre of excellence at 61 Harley Street focusing on fertility and IVF treatment but uniquely also covering all aspects of a woman's gynaecological health.

Filleted audited results: year to

31 December 2019	£'000	Investment information	£'000
Net liabilities	(2,655)	Income recognised in the year	23
Basis of valuation:	Earnings	Total cost	863
multiple		Valuation	1,666
		Voting rights	6.0%
		Voting rights for all Albion managed companies	40.0%

Website: www.ewell.com



Website: phrasee.co

5. Phrasee Limited

Phrasee provides a platform that uses natural language generation and deep learning to generate brand optimised language, increasing engagement across the entire customer journey.

Filleted audited results: year to 28 February 2020

	£'000	Investment information	£'000
Net assets	752	Income recognised in the year	–
Basis of valuation	Revenue multiple	Total cost	538
		Valuation	1,400
		Voting rights	2.3%
		Voting rights for all Albion managed companies	17.4%

6. Threadneedle Software Holdings Limited (T/A Solidatus)

Solidatus was developed to help organisations understand how data flows through their systems by providing data lineage, discovery and visualisation solutions. It aspires to be the company of reference helping organisations improve their data economy. The company already counts a number of Tier 1 financial institutions as customers, has relationships with Tier 1 consulting partners and is regarded as an industry figurehead.



Website: www.solidatus.com

Filleted audited results: year to 31 March 2020

	£'000
Net assets	83
Basis of valuation	Cost and price of recent investment (reviewed for impairment or uplift)

Investment information

	£'000
Income recognised in the year	–
Total cost	1,262
Total valuation	1,262
Voting rights	2.1%
Voting rights for all Albion managed companies	11.5%



Website: www.elliptic.co

7. Elliptic Enterprises Limited

Elliptic provides Anti Money Laundering services to digital asset (DA) institutions, e.g. crypto exchanges and banks, enabling them to detect financial crime and comply with emerging regulations. Elliptic is considered a key regulatory partner and spends considerable time liaising and advising the FCA, SEC and other state and regional regulators globally.

Audited results: year to 31 March 2020

	£'000
Net assets	15,083
Basis of valuation	Cost and price of recent investment (reviewed for impairment or uplift)

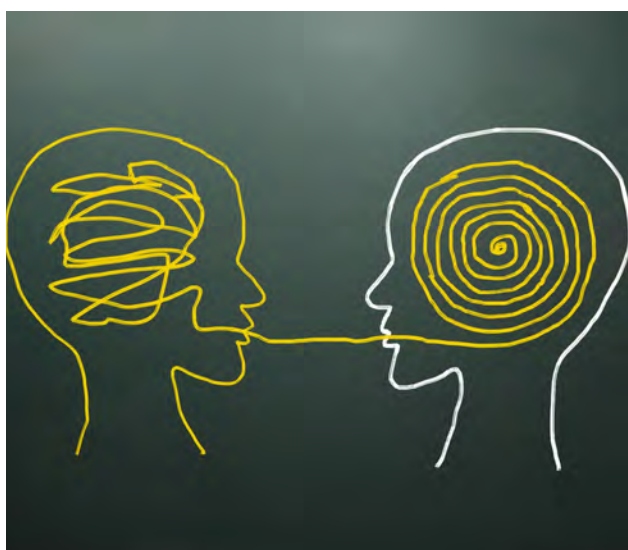
Investment information

	£'000
Income recognised in the year	–
Total cost	1,244
Total valuation	1,244
Voting rights	1.6%
Voting rights for all Albion managed companies	6.7%

8. The Street By Street Solar Programme Limited

Street by Street owns and operates solar PV systems on circa 600 privately owned homes in England and Wales. It provides free and clean electricity to those homes, and benefits from inflation-protected renewable subsidies for a period of 20 to 25 years. Most of the PV systems were commissioned in 2011 and 2012.

Filleterd audited results: year to 30 November 2019		£'000	Investment information	£'000
Net liabilities		(621)	Income recognised in the year	72
Basis of valuation	Third party valuation – Discounted cash flow		Total cost	675
			Total valuation	1,178
			Voting rights	6.5%
			Voting rights of all Albion managed companies	50.0%



Website: www.speechmatics.com



Website: www.healios.org.uk

9. Cantab Research Limited (T/A Speechmatics)

Speechmatics provides advanced speech recognition software. Their technology can automatically transcribe any voice or audio assets from any live or recorded media and convert it into text in real time with leading accuracy across a wide range of languages. The software can be deployed using small footprint language models, which allow the speech to text processing to be performed at high accuracy both on premise and on device, as well as in the cloud. Albion VCTs invested alongside existing investors (IQ Capital and leading Cambridge angels) to accelerate growth.

Filleterd unaudited results:
year to

31 December 2019	£'000	Investment information	£'000
Turnover	4,349	Income recognised in the year	–
LBIDTA	(3,421)	Total cost	1,144
Loss before tax	(3,554)	Valuation	1,144
Net assets	5,999	Voting rights	2.8%
Basis of valuation	Cost and price of recent investment (reviewed for impairment or uplift)	Voting rights for all Albion managed companies	11.1%

10. Healios Limited

Healios is an online platform delivering family centric psychological care primarily to children and adolescents. The Company provides assessment, treatment and early intervention for a variety of mental health conditions.

Filleterd unaudited results:
year to

31 December 2019	£'000	Investment information	£'000
Net liabilities	(1,924)	Income recognised in the year	–
Basis of valuation:	Cost and price of recent investment (reviewed for impairment or uplift)	Total cost	678
		Valuation	1,017
		Voting rights	2.4%
		Voting rights for all Albion managed companies	17.5%

Directors' report

The Directors submit their Annual Report and the audited Financial Statements on the affairs of Albion Venture Capital Trust PLC (the "Company") for the year ended 31 March 2021. The Statement of corporate governance on pages 38 to 42 forms a part of the Directors' report.

BUSINESS REVIEW

Principal activity and status

The principal activity of the Company is that of a Venture Capital Trust. It has been approved by H.M. Revenue & Customs ("HMRC") as a Venture Capital Trust in accordance with the Income Tax Act 2007 and, in the opinion of the Directors, the Company has conducted its affairs so as to enable it to continue to obtain such approval. In order to maintain its status under Venture Capital Trust legislation, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007 and further details of this can be found on page 33 of this Directors' report.

The Company is not a close company for taxation purposes and its shares are premium listed on the official list of the London Stock Exchange.

Under current tax legislation, shares in the Company provide tax-free capital growth and income distribution, in addition to the income and capital gains tax relief some investors would have obtained when they invested in the original share offers.

Capital structure

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the year are shown in note 15. The Ordinary shares are designed for individuals who are seeking, over the long term, investment exposure to a diversified portfolio of unquoted investments. The investments are spread over a number of sectors, to produce a regular source of income, combined with the prospect of longer term capital growth.

All Ordinary shares (except for treasury shares, which have no right to dividend or voting rights) rank *pari passu* for voting rights and each Ordinary share is entitled to one vote. There are no restrictions on the transfer of shares or on voting rights.

Shareholders are entitled to receive dividends and the return of capital on winding up or other return of capital based on the surpluses attributable to the shares.

Issue and buy-back of Ordinary shares

During the year the Company issued a total of 1,759,986 Ordinary shares (2020: 17,771,277 Ordinary shares), of which 935,989 Ordinary shares (2020: 16,948,338 Ordinary shares) were issued under the Albion VCTs Top Up Offers; and 823,997 Ordinary shares (2020: 822,939 Ordinary shares) were issued under the Dividend Reinvestment Scheme.

The Company operates a policy of buying back shares either for cancellation or for holding in treasury. Details regarding the current buy-back policy can be found on page 8 of the Chairman's statement and details of share buybacks during the year can be found in note 15.

Substantial interests and shareholder profile

As at 31 March 2021 and at the date of this Report, the Company was not aware of any shareholder who had a beneficial interest exceeding 3 per cent. of voting rights. There have been no disclosures in accordance with Disclosure Guidance and Transparency Rule 5 made to the Company during the year ended 31 March 2021, and to the date of this Report.

Future developments of the business

Details on the future developments of the business can be found on page 9 of the Chairman's statement and on page 11 of the Strategic report.

Results and dividends

Detailed information on the results and dividends for the year ended 31 March 2021 can be found in the Strategic report on page 11.

Going concern

In accordance with the Guidance on Risk Management, Internal Control and Related Financial and Business Reporting issued by the Financial Reporting Council ("FRC") in 2014, and the subsequent updated Going concern, risk and viability guidance issued by the FRC due to Covid-19 in 2020, the Board has assessed the Company's operation as a going concern. The Company has sufficient cash and liquid resources, its portfolio of investments is well diversified in terms of sector, and the major cash outflows of the Company (namely investments, buy-backs and dividends) are within the Company's control. Cash flow forecasts are discussed quarterly at Board level with regards to going concern. The cash flow forecasts have been updated and stress tested to allow for the ongoing impact of Covid-19. Accordingly, after making diligent enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence over a period of at least twelve months from the date of approval of the Financial Statements. For this reason, the Directors have adopted the going concern basis in preparing the accounts. The Directors do not consider there to be any material uncertainty over going concern.

The Board's assessment of liquidity risk and details of the Company's policies for managing its capital and financial risks are shown in note 17. The Company's business activities, together with details of its performance are shown in the Strategic report and this Directors' report.

Post balance sheet events

Details of events that have occurred since 31 March 2021 are shown in note 19.

Principal risks and uncertainties

A summary of the principal risks faced by the Company is set out on pages 18 to 20 of the Strategic report.

VCT regulation

The investment policy is designed to ensure that the Company continues to qualify and is approved as a VCT by HMRC. In order to maintain its status under Venture Capital Trust legislation, a VCT must comply on a continuing basis with the provisions of Section 274 of the Income Tax Act 2007 as follows:

1. The Company's income must be derived wholly or mainly from shares and securities;
2. At least 80% of the HMRC value of its investments must have been represented throughout the year by shares or securities that are classified as 'qualifying holdings';
3. At least 70% by HMRC value of its total qualifying holdings must have been represented throughout the year by holdings of 'eligible shares'. Investments made before 6 April 2018 from funds raised before 6 April 2011 are excluded from this requirement;
4. At least 30% of funds raised in accounting periods beginning on or after 6 April 2018 must be invested in qualifying holdings by the anniversary of the end of the accounting period in which the funds were raised;
5. At the time of investment, or addition to an investment, the Company's holdings in any one company (other than another VCT) must not have exceeded 15% by HMRC value of its investments;
6. The Company must not have retained greater than 15% of its income earned in the year from shares and securities;
7. The Company's shares, throughout the year, must have been listed on a regulated European market;
8. An investment in any company must not cause that company to receive more than £5 million in State aid risk finance in the 12 months up to the date of the investment, nor more than £12 million in total (the limits are £10 million and £20 million respectively for a 'knowledge intensive' company);
9. The Company must not invest in a company whose trade is more than seven years old (ten years for a 'knowledge intensive' company) unless the company previously

received State aid risk finance in its first seven years, or the company is entering a new market and a turnover test is satisfied;

10. The Company's investment in another company must not be used to acquire another business, or shares in another company; and
11. The Company may only make qualifying investments or certain non-qualifying investments permitted by Section 274 of the Income Tax Act 2007.

These tests drive a spread of investment risk through preventing holdings of more than 15% by HMRC value in any portfolio company. The tests have been carried out and independently reviewed for the year ended 31 March 2021. The Company has complied with all tests and continues to do so.

'Qualifying holdings' include shares or securities (including unsecured loans with a five year or greater maturity period) in companies which have a permanent establishment in the UK and operate a 'qualifying trade' wholly or mainly in the United Kingdom. The investment must bear a sufficient level of risk to meet a risk-to-capital condition. Eligible shares must comprise at least 10% by HMRC value of the total of the shares and securities that the Company holds in any one portfolio company. 'Qualifying trade' excludes, amongst other sectors, dealing in property or shares and securities, insurance, banking and agriculture. Details of the sectors in which the Company is invested can be found in the pie chart on page 10.

A 'knowledge intensive' company is one which is carrying out significant amounts of R&D from which the greater part of its business will be derived, or where those R&D activities are being carried out by staff with certain higher educational attainments.

Portfolio company gross assets must not exceed £15 million immediately prior to the investment and £16 million immediately thereafter.

On 31 March 2021, the HMRC value of qualifying investments (which includes a 12 month disregard for disposals) was 91.03% (2020: 99.90%). The Board continues to monitor this and all the VCT qualification requirements very carefully in order to ensure that all requirements are met and that qualifying investments comfortably exceed the current minimum threshold, which is 80% required for the Company to continue to benefit from VCT tax status. The Board and Manager are confident that the qualifying requirements can be met during the course of the year ahead.

Environment

The management and administration of the Company is undertaken by the Manager. Albion Capital Group LLP recognises

the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by its activities. Initiatives designed to minimise the Company's impact on the environment include recycling, favouring digital over printing and reducing energy consumption. Further details can be found in the Environmental, Social, and Governance ("ESG") section on page 17.

Global greenhouse gas emissions

The Company qualifies as a low energy user with regards to greenhouse gas emissions, producing less than 40,000kWh of energy, and therefore is not required to report emissions from the operations of the Company, 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 our underlying investment portfolio. Therefore, the Company is outside of the scope of Streamlined Energy Carbon Reporting.

Anti-bribery policy

The Company has a zero tolerance approach to bribery, and will not tolerate bribery under any circumstances in any transaction the Company is involved in.

Albion Capital Group LLP conducts due diligence on the anti-bribery policies and procedures of all portfolio companies.

Anti-facilitation of tax evasion policy

The Company has a zero tolerance approach with regards to the facilitation of criminal tax evasion and has a robust risk assessment procedure in place to ensure compliance. The Board reviews this policy and the prevention procedures in place for all associates on a regular basis.

Diversity

The Board currently consists of three male Directors and one female Director. The Board's policy on the recruitment of new directors is to attract a range of backgrounds, skills and experience and to ensure that appointments are made on the grounds of merit against clear and objective criteria and to bear in mind gender and other diversity within the Board.

More details on the Directors can be found in the Board of Directors section on page 22.

Packaged Retail and Insurance-based Investment Products ("PRIIPs")

Investors should be aware that the PRIIPs Regulation requires the Manager, as PRIIP manufacturer, to prepare a Key Information Document ("KID") in respect of the Company. This KID must be made available by the Manager to retail investors prior to them making any investment decision and is available on the Company's webpage on the Manager's website. The Company is

not responsible for the information contained in the KID and investors should note that the procedures for calculating the risks, costs and potential returns are prescribed by the law. The figures in the KID may not reflect the expected returns for the Company and anticipated performance returns cannot be guaranteed.

Alternative Investment Fund Managers Directive ("AIFMD")

Under the Alternative Investment Fund Manager Regulations 2013 (as amended) the Company is a UK AIF and the Manager is a full scope UK AIFM. Ocorian Depository (UK) Limited provides depositary services under the AIFMD.

Material changes to information required to be made available to investors of the Company

The AIFMD outlines the required information which has to be made available to investors prior to investing in an AIF and directs that material changes to this information be disclosed in the Annual Report of the AIF. There were no material changes in the year.

Assets of the Company subject to special arrangements arising from their illiquid nature

There are no assets of the Company which are subject to special arrangements arising from their illiquid nature.

Remuneration (unaudited)

The Manager has a remuneration policy which meets the requirements of the AIFMD Remuneration Code and associated Financial Conduct Authority guidance. The remuneration policy together with the remuneration disclosures for the AIFM's most recent reporting period are available on the Company's webpage on the Manager's website.

Employees

The Company is managed by Albion Capital Group LLP and hence has no employees. The Board consists solely of non-executive Directors, who are considered key management personnel.

Directors

The Directors who held office throughout the year, and their interests in the shares of the Company (together with those of their immediate family) are shown in the Directors' remuneration report on page 44.

Directors' indemnity

Each Director has entered into a Deed 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 themselves in relation to the performance of their duties as a Director of the Company. A copy of each Deed of Indemnity

entered into by the Company with each Director is available at the registered office of the Company.

Re-election of Directors

Directors' re-election is subject to the Articles of Association and the UK Corporate Governance Code. The AIC Code recommends that all Directors submit themselves for re-election annually, therefore in accordance with the AIC Code, Richard Glover, John Kerr, Ann Berresford and Richard Wilson will offer themselves for re-election.

Advising ordinary retail investors

The Company currently conducts its affairs so that its shares can be recommended by financial intermediaries to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The FCA's restrictions which apply to non-mainstream investment products do not apply to the Company's shares because they are shares in a VCT which, for the purposes of the rules relating to non-mainstream investment products, are excluded securities and may be promoted to ordinary retail investors without restriction.

Investment and co-investment

The Company co-invests with other Albion Capital Group LLP managed Venture Capital Trusts and funds. Allocation of investments is on the basis of an allocation agreement which is based, inter alia, on the ratio of funds available for investment and the HMRC VCT qualifying tests.

Auditor

The Audit Committee annually reviews and evaluates the standard and quality of service provided by the Auditor, as well as value for money in the provision of these services. A resolution to re-appoint BDO LLP will be put to the Annual General Meeting.

There have been significant changes in the market for the provision of audit services, particularly for listed companies. As a result, there have been increases in the levels of audit fees being charged to listed companies and further pressure on fees is likely in future years. The Board continues to believe that the Company's auditor provides a good and competitively priced service for the audit of the Company.

Annual General Meeting

The Annual General Meeting will be held at the registered office of the Company, 1 Benjamin Street, London, EC1M 5QL at noon on 7 September 2021. The Notice of the Annual General Meeting is at the end of this document. Details of the special circumstances for this year's AGM can be found in the Chairman's statement on pages 8 and 9.

The proxy form enclosed with this Annual Report and Financial Statements permits shareholders to disclose votes 'for', 'against', and 'withheld'. A 'vote withheld' is not a vote in law and will not be counted in the proportion of the votes for and against the resolution. Summary of proxies lodged at the Annual General Meeting will be published at www.albion.capital/funds/AAVC under the "Financial Reports and Circulars" section.

The ordinary business resolutions 1 to 9 includes receiving and adopting the Company's accounts, to approve the Directors' remuneration policy and report, to re-elect all Directors and to appoint BDO as auditor for the next year end and to fix their remuneration.

Resolutions relating to the following items of special business will be proposed at the forthcoming Annual General Meeting for which shareholder approval is required in order to comply either with the Companies Act or the Listing Rules of the Financial Conduct Authority.

Resolution numbers 9 to 11 replace the authorities given to the Directors at the Annual General Meeting in 2020. The authorities sought at the forthcoming Annual General Meeting will expire 15 months from the date that the resolution is passed or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier.

Authority to allot shares

Ordinary resolution number 9 will request the authority to allot up to an aggregate nominal amount of £233,099 representing approximately 20 per cent. of the issued Ordinary share capital of the Company as at the date of this Report.

During the year, Ordinary shares were allotted as described in detail in note 15.

The Directors' current intention is to allot shares under the Dividend Reinvestment Scheme and any Albion VCTs Top Up Offers. The Company currently holds 17,153,431 Ordinary shares in treasury which represents 14.7 per cent. of the total Ordinary share capital in issue as at 31 March 2021.

Disapplication of pre-emption rights

Special resolution number 10 will request the authority for the Directors to allot equity securities for cash without first being required to offer such securities to existing members. This will include the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. The authority relates to a maximum aggregate of £233,099 of the nominal value of the share capital representing approximately 20 per cent. of the issued Ordinary share capital of the Company as at the date of this report.

Purchase of own shares

Special resolution number 11 will request the authority to purchase a maximum of 17,470,774 shares representing 14.99 per cent. of the Company's issued Ordinary share capital at, or between, the minimum and maximum prices specified in resolution 11.

The Board believes that it is helpful for the Company to continue to have the flexibility to buy its own shares and this resolution seeks authority from shareholders to do so.

During the financial year under review, the Company purchased 3,069,400 Ordinary shares for treasury representing 2.6 per cent. of called up share capital, at an aggregate consideration of £2,043,000. No Ordinary shares were purchased for cancellation.

Cancellation of share premium and capital redemption reserve

Special resolution number 12 is a proposal by the Board to increase the Company's distributable reserves by way of a reduction of the Company's share premium account and capital redemption reserve, subject to shareholder approval and confirmation by the Court. This procedure has been adopted in the past by the Company and is relatively common amongst investment companies.

The Company's distributable reserves are used for the payment of dividends, for share buy-backs and for other corporate purposes. Subject to any creditor protection demanded by the Court (see below), the proposed reduction of the share premium account and capital redemption reserve will create additional distributable reserves of greater than £40 million.

The Company may reduce its share premium account and capital redemption reserve by obtaining the approval of shareholders by special resolution. If the special resolution is approved by shareholders, the Company will apply to the High Court for a Court Order and this is expected to take place later in the year. The Court may require the Company to protect the interests of the creditors of the Company and the Company can confirm that it will seek approval from all creditors to this proposal. The main creditors as at the date of filing with the Court, will be the Manager and the Company's solicitors, Bird & Bird LLP. Both of the main creditors have confirmed that they will consent to the proposed reduction.

It is the Board's policy to pay regular dividends to shareholders as the Directors believe that this is a key source of shareholder value. The Company also has a policy of buying back its own shares for cancellation or for holding as treasury shares, when such purposes are considered to be to the advantage of the Company and shareholders as a whole. These shares are purchased at a discount to net asset value which enhances the Company's net asset value per share.

Under the Companies Act 2006, the Company is only permitted to pay dividends and to make buy-backs from its accumulated distributable reserves. Therefore, the Board believes that increasing the distributable reserves is in the interests of shareholders. Details of these reserves are shown on page 53 of this Annual Report and Financial Statements.

The Company's share premium account represents the difference between the price paid for shares and the nominal value of the shares, less issue costs and transfers to special reserve. As at 31 March 2021, the amount credited to the Company's share premium account was £40,668,000.

The Company's capital redemption reserve accounts for amounts by which the issued share capital is diminished through the repurchase and cancellation of the Company's own shares. As at 31 March 2021, the amount credited to the Company's capital redemption reserve was £7,000.

The Directors believe that the Company should increase its distributable reserves by cancelling the amount standing to the credit of the Company's share premium account and capital redemption reserve as at 6pm on the day before the date of the Final Hearing.

Recommendation

The Board believes that the passing of the resolutions above is in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of these resolutions, as the Directors intend to do in respect of their own shareholdings.

Disclosure of information to the Auditor

In the case of the persons who are Directors of the Company at the date of approval of this report:

- so far as each of the Directors are aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- each of the Directors has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

This disclosure is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By Order of the Board

Albion Capital Group LLP

Company Secretary
1 Benjamin Street
London, EC1M 5QL
21 June 2021

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Company's Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP") (United Kingdom Accounting Standards 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 they have been prepared in accordance with UK GAAP subject to any material departures disclosed and explained in the Financial Statements; and
- prepare a Directors' report, a Strategic report and Directors' remuneration report which comply with the requirements of the Companies Act 2006.

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

The Directors are responsible for ensuring that the Annual Report and Financial Statements, taken as a whole, are fair, balanced, and understandable and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Website publication

The Directors are responsible for ensuring the Annual Report and Financial Statements are made available on a website. Financial Statements are published on the Company's webpage on the Manager's website (www.albion.capital/funds/AAVC) 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 Company's webpage is maintained on the Board's behalf by the Manager.

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

The Directors confirm to the best of their knowledge:

- The Financial Statements have been prepared in accordance with UK GAAP and give a true and fair view of the assets, liabilities, financial position and profit of the Company.
- The Annual Report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of the Board

Richard Glover

Chairman

21 June 2021

Statement of corporate governance

Background

The Financial Conduct Authority requires all companies listed on a regulated market to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (the “Code”) issued by the Financial Reporting Council (“FRC”) in 2018.

The Board has considered the Principles and Provisions of the AIC Code of Corporate Governance (“AIC Code”). The AIC Code addresses the Principles and Provisions set out in the Code, as well as setting out additional Provisions on issues that are of specific relevance to the Company and other investment companies. Closed-ended investment companies have particular factors which have an impact on their governance arrangements, principally from four features: outsourcing their day to day activities to external service providers and being governed by boards of non-executive directors; the importance of the Manager in the outsourcing compared to a typical supplier; having no executive directors or employees and consequently no executive remuneration packages; and no customers in the traditional sense, only shareholders.

The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the FRC, provides more relevant information to shareholders. The Company has complied with the Principles and Provisions of the AIC Code.

The AIC Code is available on the AIC website (www.theaic.co.uk). It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the Code to make them relevant for investment companies.

Board of Directors

The Board consists solely of independent non-executive Directors. Richard Glover is the Chairman, Ann Berresford is the Senior Independent Director and John Kerr is Chairman of the Audit Committee. All Directors are non-executive and day-to-day management responsibilities are sub-contracted to the Manager. The Board will continue to act independently of the Manager and the Directors consider that the size of the Board is adequate to meet the Company’s future needs.

The Board does not have a policy of limiting the tenure of any Director as the Board does not consider that a Director’s length of service reduces their ability to act independently of the Manager. As such, John Kerr who has been a Director of the Company for more than nine years, is still considered to be an independent Director and the Board continues to benefit from his experience of the Company.

The AIC Code requires that all Directors submit themselves for re-election annually, therefore in accordance with the AIC Code, Richard Glover, John Kerr, Ann Berresford and Richard Wilson will offer themselves for re-election at the forthcoming Annual General Meeting.

The Directors have a range of business and financial skills, including serving on the boards of other investment companies, which are relevant to the Company; these are described in the Board of Directors section of this Report, on page 22. All of the Directors have demonstrated that they have sufficient time, skill and experience to acquit their Board responsibilities and to work together effectively. Directors are provided with key information on the Company’s activities, including regulatory and statutory requirements, and internal controls, by the Manager. The Board has access to secretarial advice and compliance services by the Manager, who is responsible for ensuring that Board procedures are followed and applicable procedures complied with. All Directors are able to take independent professional advice in furtherance of their duties if necessary. The Company has in place Directors’ & Officers’ Liability Insurance.

The Directors have considered diversity in relation to the composition of the Board and have concluded that its membership is diverse in relation to experience and balance of skills. Further details on the recruitment of new directors can be found in the Nomination Committee section on page 41.

The Board met four times during the year as part of its regular programme of quarterly Board meetings. Two additional meetings took place during the year. The first to discuss the effect of the coronavirus (Covid-19) pandemic on the Company’s portfolio in April 2020 and the second to conduct a strategic review of the Company following the disposal of the care homes as outlined in the Chairman’s statement. In addition, and in accordance with best practice, a further meeting took place without the Manager present. All Directors attended all meetings. A sub-committee comprising at least two Directors met during the year to allot shares issued under the Dividend Reinvestment Scheme and the Albion VCTs Prospectus Top Up Offers 2019/20.

The Chairman ensures that all Directors receive, in a timely manner, all relevant management, regulatory and financial information. The Board receives and considers reports regularly from the Manager and other key advisers, and ad hoc reports and information are supplied to the Board as required. The Board has a formal schedule of matters reserved for it and the agreement between the Company and its Manager sets out the matters over which the Manager has authority and limits beyond which Board approval must be sought.

Statement of corporate governance

continued

The Manager has authority over the management of the investment portfolio, the organisation of custodial services, accounting, secretarial and administrative services. The main issues reserved for the Board include:

- the appointment, evaluation, removal and remuneration of the Manager;
- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- consideration of corporate strategy and corporate events that arise;
- application of the principles of the AIC Code, corporate governance and internal control;
- review of sub-committee recommendations, including the recommendation to shareholders for the appointment and remuneration of the Auditor;
- approving the Annual Report and Financial Statements, the Half-yearly Financial Report, the Interim Management Statements (which the Company will continue to publish), net asset value updates (where required), and the associated announcements;
- approval of the dividend policy and payments of appropriate dividends to shareholders;
- the performance of the Company, including monitoring of the discount of share price to the net asset value;
- share buy-back and treasury share policies;
- participation in dividend re-investment schemes and Top Up Offers; and
- monitoring shareholder profile and considering shareholder communications.

It is the responsibility of the Board to present an Annual Report and Financial Statements that are fair, balanced and understandable, which provides the information necessary for shareholders to assess the position, performance, strategy and business model of the Company.

Committees' and Directors' performance evaluation

Performance of the Board and the Directors is assessed on the following:

- attendance at Board and Committee meetings;
- the contribution made by individual Directors at, and outside of, Board and Committee meetings; and
- completion of a detailed internal assessment process and annual performance evaluation conducted by the Chairman.

The Senior Independent Director reviews the Chairman's annual performance evaluation.

The evaluation process has consistently identified that the Board works well together and has the right balance of skills, experience, independence and knowledge of the Company amongst the Directors. Diversity within the Board is achieved through the appointment of directors with different backgrounds and skills.

Directors are offered training, both at the time of joining the Board and on other occasions where required. The Directors attend external courses and industry events which provides further experience to help them fulfil their responsibilities. The Board also undertakes a proper and thorough evaluation of its committees on an annual basis.

In light of the performance of the individual Directors and the structured performance evaluation, Richard Glover, John Kerr, Ann Berresford and Richard Wilson, are considered to be effective Directors who demonstrate strong commitment to the role. The Board believes it to be in the best interest of the Company to re-appoint these Directors at the forthcoming Annual General Meeting and has nominated them for re-election accordingly. For more details on the specific background, skills and experience of each Director, please see the Board of Directors section on page 22.

Remuneration Committee

Ann Berresford is Chairman of the Remuneration Committee and all of the Directors are members of this Committee. The Committee meets once a year and held one formal meeting during the year which was attended by all the members of the Committee at the time the meeting was held.

The terms of reference for the Remuneration Committee can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the "Corporate Governance" section.

Audit Committee

John Kerr is Chairman of the Audit Committee and all Directors are members of this Committee. In accordance with the AIC Code, members of the Audit Committee have recent and relevant financial experience, as well as experience relevant to the sector. Given the size of the Board and the complexity of the business, Richard Glover is both Chairman of the Board and a member of the Audit Committee as his background, skills and experience are relevant for the Committee's responsibilities. The Committee met twice during the year ended 31 March 2021, which were fully attended by all the members of the Committee.

Written terms of reference have been constituted for the Audit Committee and can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the "Corporate Governance" section.

Statement of corporate governance

continued

During the year under review, the Committee discharged its responsibilities including:

- formally reviewing the Annual Report and Financial Statements and the Half-yearly Financial Report, with particular focus on the main areas requiring judgement and on critical accounting policies;
- reviewing the effectiveness of the internal controls system and examination of the Internal Controls Report produced by the Manager;
- meeting with the external Auditor and reviewing their findings;
- reviewing the performance of the Manager and making recommendations regarding their re-appointment to the Board;
- highlighting the key risks and specific issues relating to the Financial Statements including the reasonableness of valuations, compliance with accounting standards and UK law, corporate governance and listing and disclosure rules as well as going concern and viability statements. These issues were addressed through detailed review, discussion and challenge by the Board of these matters, as well as by reference to underlying technical information to back up the discussions. Taking into account risk factors that impact on the Company both as reflected in the annual accounts and in a detailed risk matrix, both of which are reviewed periodically in detail, including in the context of emerging risks;
- advising the Board on whether the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy; and
- reporting to the Board on how it has discharged its responsibilities.

The Board, and particularly the Audit Committee, monitors closely developments in the provision of audit services and is aware that the costs of rendering audit services from most audit firms are increasing significantly, with more pressure on those firms who provide services to listed companies and for those companies operating in a regulated environment. The Board is satisfied from discussions with the current audit firm and from scrutiny of what is happening elsewhere, that BDO continues to provide the Company with an independent and expert review of its financial reporting from an audit firm with significant experience in the sector and on a competitive fee base for the work required in reporting on an extensive portfolio of unquoted investments.

The Committee also examines going concern and viability statements, using financial projections provided by the Manager on the Company and by examining the liquidity in the Company's portfolio, including cash and realisable investments, the committed costs of the Company and where liquidity might be found if required. The Audit Committee also receives regular reports on compliance with VCT status, which is subject to various internal controls and external review when investment commitments are made.

Financial Statements

The Audit Committee has initial responsibility for reviewing the Financial Statements and reporting on any significant issues that arise in relation to the audit of the Financial Statements as outlined below. The Audit Committee considered whether these issues were properly considered at the planning stage of the audit and the issues were discussed with the external Auditor prior to the completion of the audit of the Financial Statements. No major conflicts arose between the Audit Committee and the external Auditor in respect of their work during the period.

The key accounting and reporting issues considered by the Committee were:

The valuation of the Company's investments

Valuations of investments are prepared by the Manager. The Audit Committee reviewed the estimates and judgements made in relation to these investments and were satisfied that they were appropriate. The Audit Committee also discussed the controls in place over the valuation of investments. The Committee recommended investment valuations to the Board for approval.

Revenue recognition

The revenue generated from loan stock interest and dividend income has been considered by the Audit Committee as part of its review of the Annual Report as well as a quarterly review of the management accounts prepared by the Manager. The Audit Committee has considered the controls in place over revenue recognition to ensure that amounts received are in line with expectation and budget.

Following detailed reviews of the Annual Report and Financial Statements and consideration of the key areas of risk identified, the Board as a whole have concluded that the Financial Statements are fair, balanced and understandable and that they provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

Relationship with the External Auditor

The Audit Committee reviews the performance and continued suitability of the Company's external Auditor on an annual basis. They assess the external Auditor's independence, qualification, extent of relevant experience, effectiveness of audit procedures

Statement of corporate governance

continued

as well as the robustness of their quality assurance procedures. In advance of each audit, the Committee obtains confirmation from the external Auditor that they are independent and of the level of non-audit fees earned by them and their affiliates. No non-audit services were provided during the financial year ended 31 March 2021.

As part of its work, the Audit Committee has undertaken a formal evaluation of the external Auditor against the following criteria;

- Qualification
- Expertise
- Resources
- Effectiveness
- Independence
- Leadership

In order to form a view of the effectiveness of the external audit process, the Committee took into account information from the Manager regarding the audit process, the formal documentation issued to the Audit Committee and the Board by the external Auditor regarding the external audit for the year ended 31 March 2021, and assessments made by individual Directors.

In 2017 the Audit Committee undertook a tendering exercise for the provision of audit services. As a result of this process, BDO LLP was retained as Auditor. BDO first acted as Auditor for the year ended 31 March 2008 and this will be year 14 of their tenure. In order to safeguard the quality of the audit team, the audit engagement partner is rotated every five years. This year is the first year that Peter Smith has acted as audit engagement partner and rotation will take place before the year ended 31 March 2026. The Audit Committee annually reviews and evaluates the standard and quality of service provided by the Auditor, as well as value for money in the provision of these services.

The Audit Committee also has an annual meeting with the external Auditor, without the Manager present, at which pertinent questions are asked to help the Audit Committee determine if the Auditor's skills and approach to the annual audit and issues that arise during the course of the audit match all the relevant and appropriate criteria for the audit to have been an effective and objective review of the Company's year-end reporting.

Based on the assurance obtained, the Audit Committee recommended to the Board a resolution to re-appoint BDO LLP as Auditor at the forthcoming Annual General Meeting.

Nomination Committee

The Nomination Committee consists of all Directors, with Richard Glover as Chairman.

The Board's policy on the recruitment of new directors is to attract a range of backgrounds, skills and experience and to ensure that appointments are made on the grounds of merit against clear and objective criteria and bear in mind gender and other diversity within the Board. The Board is also mindful of the importance of creating good working relationships within the Board and with external agents. The Nomination Committee reviews succession planning regularly which includes considering tenure of existing Board members and any potential skills gaps that might need to be addressed when Board membership changes.

The Nomination Committee held one formal meeting during the year, which was fully attended by all the members of the Committee at the time the meeting was held.

The terms of reference for the Nomination Committee can be found on the Company's webpage on the Manager's website at www.albion.capital/funds/AAVC under the Corporate Governance section.

Internal control

In accordance with the AIC Code, the Board has an established process for identifying, evaluating and managing the significant risks faced by the Company. This process has been in place throughout the year and continues to be subject to regular review by the Board in accordance with the FRC guidance "Risk Management, Internal Control and Related Financial and Business Reporting". The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. However, such a system is designed to manage, rather than eliminate the risks of failure to achieve the Company's business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board, assisted by the Audit Committee, monitors all controls, including financial, operational and compliance controls, and risk management. The Audit Committee receives each year from the Manager a formal report, which details the steps taken to monitor the areas of risk, including those that are not directly the responsibility of the Manager, and which reports the details of any known internal control failures. Steps continue to be taken to embed the system of internal control and risk management into the operations and culture of the Company and its key suppliers, and to deal with areas of improvement which come to the Manager's and the Audit Committee's attention.

Statement of corporate governance

continued

The Board, through the Audit Committee, has performed a specific assessment for the purpose of this Annual Report. This assessment considers all significant aspects of internal control arising during the year. The Audit Committee assists the Board in discharging its review responsibilities.

The main features of the internal control system with respect to financial reporting, implemented throughout the year are:

- segregation of duties between the preparation of valuations and recording into accounting records;
- independent third party valuations of the majority of the asset-based investments within the portfolio are undertaken annually;
- reviews of valuations are carried out by the Valuation Committee and reviews of financial reports are carried out by the operations partner of Albion Capital Group LLP;
- bank reconciliations are carried out monthly, and stock reconciliations are carried out six-monthly, by the Manager;
- all published financial reports are reviewed by Albion Capital Group LLP's compliance department;
- the Board reviews financial information; and
- a separate Audit Committee of the Board reviews published financial information.

During the year, as the Board has delegated the investment management and administration to Albion Capital Group LLP, the Board feels that it is not necessary to have its own internal audit function. Instead, the Board has access to PKF Littlejohn LLP, which, as internal auditor for Albion Capital Group LLP, undertakes periodic examination of the business processes and controls environment at Albion Capital Group LLP, and ensures that any recommendations to implement improvements in controls are carried out. During the year, the Board reviewed internal audit reports prepared by PKF Littlejohn LLP, and have access to the internal audit partner of PKF Littlejohn LLP.

In addition to this, Ocorian Depository (UK) Limited, the Company's external Depository, provides cash monitoring, asset verification, and oversight services to the Company and reports to the Board on a quarterly basis. The Board and the Audit Committee will continue to monitor its system of internal control in order to provide assurance that it operates as intended.

Conflicts of interest

Directors review the disclosure of conflicts of interest annually, with any changes reviewed and noted at the beginning of each Board meeting. A Director who has conflicts of interest has two independent Directors authorise those conflicts, and is excluded from discussions or decisions regarding those conflicts. Procedures to disclose and authorise conflicts of interest have been adhered to throughout the year.

Capital structure and Articles of Association

Details regarding the Company's capital structure, substantial interests and Directors' powers to buy and issue shares are detailed in full on pages 32 and 36 of the Directors' report. The Company is not party to any significant agreements that may take effect, alter or terminate upon a change of control of the Company following a takeover bid.

Any amendments to the Company's Articles of Association are by way of a special resolution subject to ratification by shareholders.

Relationships with shareholders

The Company's Annual General Meeting is on 7 September 2021, which typically includes a presentation from the Manager on the portfolio and on the Company, and a presentation from a portfolio company, however, please see the Chairman's statement on pages 8 and 9 for further information relating to special circumstances for this year's Meeting.

Shareholders and financial advisers are able to obtain information on holdings and performance using the contact details provided on page 2.

The Company's share buy-back programme operates in the market through brokers. In order to sell shares, as they are quoted on the London Stock Exchange, investors should approach a broker to undertake the sale. Banks may be able to assist shareholders with a referral to a broker within their banking group. More information on share buy-backs can be found in the Chairman's statement on page 8.

Statement of compliance

The Directors consider that the Company has complied throughout the year ended 31 March 2021 with all the relevant provisions set out in the AIC Code issued in 2019. By reporting against the AIC Code, the Board are meeting their obligations in relation to the 2018 UK Corporate Governance Code (and associated disclosure requirements under paragraph 9.8.6 of the Listing Rules). The Directors also consider that they are complying with their statutory responsibilities and other regulatory provisions which have a bearing on the Company.

For and on behalf of the Board

Richard Glover

Chairman

21 June 2021

Directors' remuneration report

Introduction

This report is submitted in accordance with Section 420 of the Companies Act 2006 and describes how the Board has applied the principles relating to the Directors' remuneration.

An ordinary resolution will be proposed at the Annual General Meeting of the Company to be held on 7 September 2021 for the approval of the Directors' remuneration report as set out below.

The current Remuneration Policy was approved by shareholders (95.0% of shareholders voted for the resolution, 5.0% voted against the resolution, and of the total votes cast, 208,709 votes were withheld (being 0.2% of total voting rights)) at the Annual General Meeting held on 19 August 2020 and will remain in place for a three year period. It will next be put to shareholders at the 2023 AGM.

The Company's independent Auditor, BDO LLP, is required to give its opinion on certain information included in this report, as indicated below. The Auditor's opinion is included in the Independent Auditor's Report.

Annual statement from the Chairman of the Remuneration Committee

The Remuneration Committee comprises all of the Directors with Ann Berresford as Chairman.

The Remuneration Committee met after the year end to review Directors' responsibilities and fees against the market and concluded that the current level of remuneration, which was last increased for the Chairman in 2019, and for all other Directors in 2015, remained appropriate and so proposed no increase for the forthcoming year.

Directors' remuneration policy

The Company's policy is that fees payable to non-executive Directors should reflect their expertise, responsibilities and time spent on Company matters. In determining the level of non-executive remuneration, market equivalents are considered in comparison to the overall activities and size of the Company. There is no performance related pay criteria applicable to non-executive Directors.

The current maximum level of non-executive Directors' remuneration is £150,000 per annum in aggregate which is fixed by the Company's Articles of Association, changes to which are made by ordinary resolution.

The AIC Code requires that all Directors submit themselves for re-election annually, therefore in accordance with the AIC Code, Richard Glover, John Kerr, Ann Berresford and Richard Wilson will offer themselves for re-election at the forthcoming Annual General Meeting.

None of the Directors have a service contract with the Company, and as such there is no policy on termination payments. There is no notice period and no payments for loss of office were made during the period. On being appointed to the Board, Directors receive a letter from the Company setting out the terms of their appointment and their specific duties and responsibilities. The Company has no employees other than the Directors.

Shareholders' views in respect of Directors' remuneration are regarded highly and the Board encourages Shareholders' to communicate their thoughts to the Board, which it takes into account where appropriate when formulating its policy. At the last Annual General Meeting, 94.2% of shareholders voted for the resolution approving the Directors' remuneration report, 5.8% of shareholders voted against the resolution and of the total votes cast, 170,580 were withheld (being 0.2% of total voting rights), which shows significant shareholder support.

Annual report on remuneration

The remuneration of individual Directors' is determined by the Remuneration Committee within the framework set by the Board. The Committee meets at least once a year and met once during the year under review with full attendance from all of its members.

It is responsible for reviewing the remuneration of the Directors and the Company's remuneration policy to ensure that it reflects the duties, responsibilities and value of time spent by the Directors on the business of the Company and makes recommendations to the Board accordingly.

Directors' remuneration report continued

Directors' remuneration

The following items have been audited.

The following table shows an analysis of the total fixed remuneration of individual Directors, exclusive of National Insurance:

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000	Percentage change %
Richard Glover	27	26	3.8
John Kerr	24	24	–
Ann Berresford	22	22	–
Richard Wilson (appointed 1 May 2020)	20	–	N/A
Ebbe Dinesen (retired 1 August 2019)	–	7	N/A
Jeff Warren (passed away 6 January 2020)	–	18	N/A
	93	97	(4.1)

There has been no increase in the base remuneration of each of the Directors' positions during the year. The changes from the prior year are due to remuneration being pro-rated for Richard Wilson; as he joined the Board part way through the year, Ebbe Dinesen; as he resigned part way through the year and Jeff Warren; as he passed away part way through the year. Richard Glover's remuneration was increased in July 2019.

The Company does not confer any share options, long term incentives or retirement benefits to any Director, nor does it make a contribution to any pension scheme on behalf of the Directors. There are therefore no variable elements to the Directors' remuneration.

Each Director of the Company was remunerated personally through the Manager's payroll which has been recharged to the Company.

The Directors' remuneration for the year ending 31 March 2022 is expected to be approximately £95,000.

In addition to Directors' remuneration, the Company pays an annual premium in respect of Directors' & Officers' Liability Insurance of £19,023 (2020: £8,932). The increase has been due to changes in the market for the provision of insurance, and is in line with the increases seen across the wider Directors' & Officers' Liability Insurance market.

Directors' interests

The Directors who held office throughout the year and their interests in the shares of the Company (together with those of their immediate family) are as follows:

	31 March 2021 (Number of shares)	31 March 2020 (Number of shares)
Richard Glover	50,441	50,441
John Kerr	29,876	29,876
Ann Berresford	10,389	10,389
Richard Wilson (appointed 1 May 2020)	25,000	n/a
	115,706	90,706

There have been no changes in the holdings of the Directors between 31 March 2021 and the date of this Report.

The following items have not been audited.

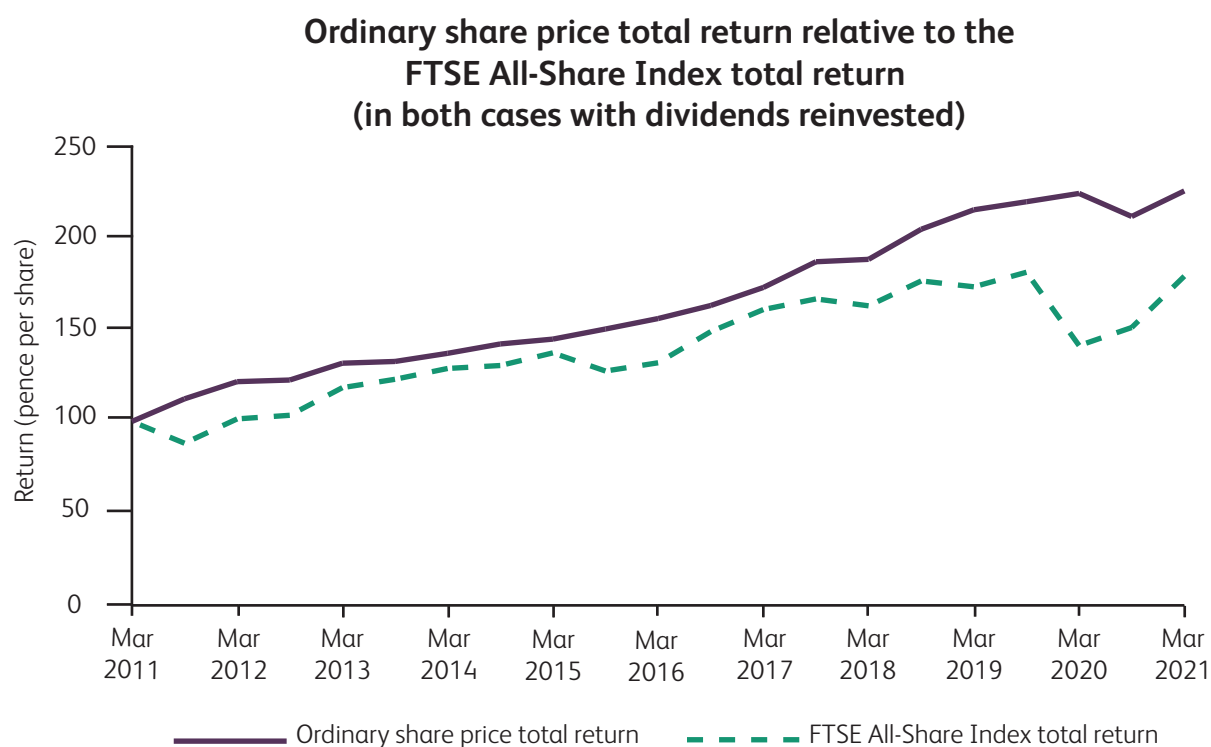
Albion Capital Group LLP, its partners and staff hold a total of 912,780 shares in the Company as at 31 March 2021.

Directors' remuneration report continued

Performance graph

The graph that follows shows the Company's Ordinary share price total return against the FTSE All-Share Index total return, in both instances with dividends reinvested, since 1 April 2011. The Directors consider the FTSE All-Share Index to be the most appropriate benchmark for the Company as it contains a large range of sectors within the UK economy similar to a generalist VCT. Investors should, however, be reminded that shares in VCTs generally trade at a discount to the actual net asset value of the Company.

There are no options, issued or exercisable, in the Company which would distort the graphical representation that follows.



Source: Albion Capital Group LLP

Methodology: The Ordinary share price total return to the shareholder, including original amount invested (rebased to 100), assuming that dividends were reinvested at the share price of the Company at the time the shares were quoted ex-dividend. Transaction costs are not taken into account.

Directors' pay compared to distribution to shareholders for the year

	31 March 2021 £'000	31 March 2020 £'000	Percentage change
Total dividend distribution to shareholders	4,263	4,725	(9.8) %
Share buybacks	2,043	1,866	9.5 %
Total Directors fees	93	97	(4.1) %

For and on behalf of the Board

Richard Glover

Director

21 June 2021

Independent Auditor's report to the Members of Albion Venture Capital Trust 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 2021 and of the Company's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Albion Venture Capital Trust PLC (the 'Company') for the year ended 31 March 2021 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 31 March 2008 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is 14 years, covering the years ended 31 March 2008 to 31 March 2021. 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 their calculations 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;
- Evaluating management's method of assessing the going concern in light of market volatility and the present uncertainties;
- 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

	2021	2020
Key audit matters	Valuation of Unquoted Investments ✓	✓
Materiality	£1,180,000 (2020: £1,008,000) based on 2% (2020: 2%) of adjusted net asset value	

An overview of the scope of our audit

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

Key audit matters

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

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

Key Audit Matter	How the scope of our audit addressed the key audit matter
<p>Valuation of investments (Notes 2 and 11 to the financial statements)</p> <p>There is a high level of estimation uncertainty involved in determining the unquoted investment valuations; consisting of both equity and loan stock instruments.</p> <p>The Investment Manager's fee is based on the value of the net assets of the fund, as shown in note 5.</p> <p>As the Investment Manager is responsible for valuing investments for the financial statements, there is a potential risk of overstatement of investment valuations.</p>	<p>Our sample for the testing of unquoted investments was stratified according to risk considering, inter alia, the value of individual investments, the nature of the investment, the extent of the fair value movement and the subjectivity of the valuation technique.</p> <p>We tested a sample of 74% of the unquoted investment portfolio by value of investment holdings. The remainder of the portfolio has been subject to an analytical review.</p> <p>47% of the unquoted portfolio is based on valuations using net assets, cost (where the investment was recently acquired), the price of a recent investment, or an offer to acquire the investee company.</p> <p>For such investments, we:</p> <ul style="list-style-type: none"> • checked the cost or net assets or third party offer to supporting evidence, • reviewed the calibration of fair value and considered the Investment Manager's determination of whether there were any reasons why the valuation and the valuation methodology was not appropriate at 31 March 2021. This is particularly pertinent in those circumstances where the impact of COVID-19 subsequent to the transaction data may call into question whether the price of recent investment remains reflective of fair value. <p>The remaining 53% of the investment portfolio is valued with reference to more subjective techniques with 42% supported by a valuation performed by experts (34% based on discounted cash flows and 8% using earnings multiples). The remaining 11% of the portfolio is valued using multiples of revenue or earnings, as described in note 11.</p> <p>Our sample for unquoted equity investments valuation testing is stratified according to risk, having regard to the subjectivity of the inputs to the valuations. Our procedures for the sample selected for detailed testing included:</p> <ul style="list-style-type: none"> • Considering whether the valuation methodology is the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines • Re-performing the calculation of the investment • Verifying and benchmarking key inputs and estimates to independent information from our own research valuations and against metrics from the most recent investments • Challenging the assumptions inherent to valuation of unquoted investments and assessment of impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements • Where a valuation has been performed by a third party management's expert, we have assessed the competence and capabilities of that expert, the quality of their work and their qualifications, as well as challenging the basis of inputs and assumptions used by the expert. We have also considered any updates for subsequent information to the valuation made by the investment manager and obtained appropriate evidence for those changes • Where appropriate, performing sensitivity analysis on the valuation calculations where there is sufficient evidence to suggest reasonable alternative inputs might exist • We had particular attention on specific areas surrounding Covid-19. This was addressed by challenging key assumptions made in the valuation and ensuring that the valuation methodology applied remains applicable given the economic impact of Covid-19

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

Key Audit Matter	How we addressed the Key Audit Matter in the Audit
	<p>For a sample of loans held at fair value included above, we:</p> <ul style="list-style-type: none"> • Vouched security held to documentation • Considered the assumption that fair value is not significantly different to cost by challenging the assumption that there is no significant movement in the market interest rate since acquisition and considering the “unit of account” concept • Reviewed the treatment of accrued redemption premium/other fixed returns in line with the SORP <p>Key observations: Based on the procedures performed we noted that the methodology and assumptions used by the Investment Manager were supported by the evidence obtained.</p>

Our application of materiality

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

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

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

Company financial statements		
	2021	2020
Materiality	£1,180,000	£1,008,000
Basis for determining materiality	2% of adjusted net asset value	
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 adjusted net asset value. The benchmark used is lower than the net asset value to take into account cash that has been recently raised from disposals of investments.	
Performance materiality	£890,000	£756,000
Basis for determining performance materiality	75% of materiality The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year.	

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

Lower Threshold

Profit before tax 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. Thus, we have set a lower testing threshold for those items impacting revenue return of £85,000 which is based on 5% of gross expenditure (2020: £214,000).

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £23,000 (2020: £20,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

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

We have nothing to report in this regard.

Corporate governance statement

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Statement 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; and
- The Directors' explanation as to its assessment of the entity'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 by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

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

Independent Auditor's report to the Members of Albion Venture Capital Trust PLC continued

determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to compliance with Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") issued in November 2014 and updated in February 2018 with consequential amendments and FRS 102. We also considered the Company's qualification as a VCT under UK tax legislation.

We designed audit procedures to respond to the risk, 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. Our audit work focussed on the valuation of unquoted investments, where the risk of material misstatement due to fraud is the greatest. We also:

- Obtained independent evidence to support the ownership of investments

- Recalculated investment management fees in total
- Obtained independent confirmation of bank balances.

We focused on laws and regulations that could give rise to a material misstatement in the Company financial statements. Our tests included, but were not limited to:

- Obtaining an understanding of the control environment in monitoring compliance with laws and regulations;
- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of management; and
- review of minutes of board meetings throughout the period.

There are inherent limitations in the audit procedures described above 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 would become aware of it. As in all of our audits we also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

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.

Peter Smith (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London

United Kingdom

21 June 2021

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

Income statement

	Note	Year ended 31 March 2021			Year ended 31 March 2020		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains/(losses) on investments	3	–	6,508	6,508	–	(4,925)	(4,925)
Investment income	4	2,467	–	2,467	2,858	–	2,858
Investment management fee	5	(337)	(1,010)	(1,347)	(340)	(1,020)	(1,360)
Other expenses	6	(363)	–	(363)	(375)	–	(375)
Profit/(loss) on ordinary activities before tax		1,767	5,498	7,265	2,143	(5,945)	(3,802)
Tax (charge)/credit on ordinary activities	8	(299)	192	(107)	(333)	194	(139)
Profit/(loss) and total comprehensive income attributable to shareholders		1,468	5,690	7,158	1,810	(5,751)	(3,941)
Basic and diluted return/(loss) per share (pence)*	10	1.46	5.64	7.10	1.88	(5.98)	(4.10)

* adjusted for treasury shares

The accompanying notes on pages 55 to 68 form an integral part of these Financial Statements.

The total column of this Income statement represents the profit and loss account of the Company. The supplementary revenue and capital columns have been prepared in accordance with The Association of Investment Companies' Statement of Recommended Practice.

Balance sheet

	Note	31 March 2021 £'000	31 March 2020 £'000
Fixed asset investments	11	28,355	49,243
Current assets			
Trade and other receivables	13	1,561	252
Cash and cash equivalents		43,562	21,782
		45,123	22,034
Total assets		73,478	71,277
Payables: amounts falling due within one year			
Trade and other payables	14	(790)	(649)
Total assets less current liabilities		72,688	70,628
Equity attributable to equity holders			
Called-up share capital	15	1,165	1,148
Share premium		40,668	39,477
Capital redemption reserve		7	7
Unrealised capital reserve		3,588	13,178
Realised capital reserve		21,829	6,549
Other distributable reserve		5,431	10,269
Total equity shareholders' funds		72,688	70,628
Basic and diluted net asset value per share (pence)*	16	73.13	70.13

* excluding treasury shares

The accompanying notes on pages 55 to 68 form an integral part of these Financial Statements.

These Financial Statements were approved by the Board of Directors and authorised for issue on 21 June 2021, and were signed on its behalf by

Richard Glover
Chairman

Company number: 03142609

Statement of changes in equity

	Called-up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Unrealised capital reserve £'000	Realised capital reserve* £'000	Other distributable reserve* £'000	Total £'000
At 1 April 2020	1,148	39,477	7	13,178	6,549	10,269	70,628
Return/(loss) and total comprehensive income for the year	-	-	-	1,831	3,859	1,468	7,158
Transfer of previously unrealised gains on realisations of investments	-	-	-	(11,421)	11,421	-	-
Purchase of treasury shares	-	-	-	-	-	(2,043)	(2,043)
Issue of equity	17	1,225	-	-	-	-	1,242
Cost of issue of equity	-	(34)	-	-	-	-	(34)
Net dividends paid (note 9)	-	-	-	-	-	(4,263)	(4,263)
At 31 March 2021	1,165	40,668	7	3,588	21,829	5,431	72,688
At 1 April 2019	970	26,042	7	19,327	6,151	15,050	67,547
(Loss)/return and total comprehensive income for the year	-	-	-	(5,217)	(534)	1,810	(3,941)
Transfer of previously unrealised gains on realisations of investments	-	-	-	(932)	932	-	-
Purchase of treasury shares	-	-	-	-	-	(1,866)	(1,866)
Issue of equity	178	13,751	-	-	-	-	13,929
Cost of issue of equity	-	(316)	-	-	-	-	(316)
Net dividends paid (note 9)	-	-	-	-	-	(4,725)	(4,725)
At 31 March 2020	1,148	39,477	7	13,178	6,549	10,269	70,628

* These reserves amount to £27,260,000 (2020: £16,818,000) which is considered distributable.

Statement of cash flows

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Cash flow from operating activities		
Loan stock income received	2,985	2,810
Deposit interest received	14	87
Dividend income received	24	50
Investment management fee paid	(1,337)	(1,345)
Other cash payments	(378)	(360)
UK Corporation tax paid	(204)	(178)
Net cash flow from operating activities	1,104	1,064
Cash flow from investing activities		
Purchase of fixed asset investments	(5,040)	(4,650)
Disposal of fixed asset investments	30,620	12,129
Net cash flow from investing activities	25,580	7,479
Cash flow from financing activities		
Issue of share capital	668	13,019
Cost of issue of equity	(17)	(32)
Dividends paid*	(3,714)	(4,087)
Purchase of own shares (including costs)	(1,841)	(1,866)
Net cash flow from financing activities	(4,904)	7,034
Increase in cash and cash equivalents	21,780	15,577
Cash and cash equivalents at start of the year	21,782	6,205
Cash and cash equivalents at end of the year	43,562	21,782

* The equity dividends paid shown in the cash flow are different to the dividends disclosed in note 9 as a result of the non-cash effect of the Dividend Reinvestment Scheme and the timing of unclaimed dividends.

Notes to the Financial Statements

1. Basis of preparation

The Financial Statements have been prepared in accordance with applicable United Kingdom law and accounting standards, including Financial Reporting Standard 102 (“FRS 102”), and with the Statement of Recommended Practice “Financial Statements of Investment Trust Companies and Venture Capital Trusts” (“SORP”) issued by The Association of Investment Companies (“AIC”). The Financial Statements have been prepared on a going concern basis and further details can be found in the Directors’ report on page 32.

The preparation of the Financial Statements requires management to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The most critical estimates and judgements relate to the determination of carrying value of investments at Fair Value Through Profit and Loss (“FVTPL”) in accordance with FRS 102 sections 11 and 12. The Company values investments by following the International Private Equity and Venture Capital Valuation (“IPEV”) Guidelines as updated in 2018 and further detail on the valuation techniques used are outlined in note 2 below.

Company information is shown on page 2.

2. Accounting policies

Fixed asset investments

The Company’s business is investing in financial assets with a view to profiting from their total return in the form of income and capital growth. This portfolio of financial assets is managed and its performance evaluated on a fair value basis, in accordance with a documented investment policy, and information about the portfolio is provided internally on that basis to the Board.

In accordance with the requirements of FRS 102, those undertakings in which the Company holds more than 20 per cent. of the equity as part of an investment portfolio are not accounted for using the equity method. In these circumstances the investment is measured at FVTPL.

Upon initial recognition (using trade date accounting) investments, including loan stock, are classified by the Company as FVTPL and are included at their initial fair value, which is cost (excluding expenses incidental to the acquisition which are written off to the Income statement).

Subsequently, the investments are valued at ‘fair value’, which is measured as follows:

- Investments listed on recognised exchanges are valued at their bid prices at the end of the accounting period or otherwise at fair value based on published price quotations.

- Unquoted investments, where there is not an active market, are valued using an appropriate valuation technique in accordance with the IPEV Guidelines. Indicators of fair value are derived using established methodologies including earnings multiples, the level of third party offers received, cost or price of recent investment rounds, net assets and industry valuation benchmarks. Where price of recent investment is used as a starting point for estimating fair value at subsequent measurement dates, this has been benchmarked using an appropriate valuation technique permitted by the IPEV guidelines.
- In situations where cost or price of recent investment is used, consideration is given to the circumstances of the portfolio company since that date in determining fair value. This includes consideration of whether there is any evidence of deterioration or strong definable evidence of an increase in value. In the absence of these indicators, the investment in question is valued at the amount reported at the previous reporting date. Examples of events or changes that could indicate a diminution include:
 - the performance and/or prospects of the underlying business are significantly below the expectations on which the investment was based;
 - a significant adverse change either in the portfolio company’s business or in the technological, market, economic, legal or regulatory environment in which the business operates; or
 - market conditions have deteriorated, which may be indicated by a fall in the share prices of quoted businesses operating in the same or related sectors.

Investments are recognised as financial assets on legal completion of the investment contract and are de-recognised on legal completion of the sale of an investment.

Dividend income is not recognised as part of the fair value movement of an investment, but is recognised separately as investment income through the other distributable reserve when a share becomes ex-dividend.

Current assets and payables

Receivables (including debtors due after more than one year), payables and cash are carried at amortised cost, in accordance with FRS 102. Debtors due after more than one year meet the definition of a financing transaction held at amortised cost, and interest will be recognised through capital over the credit period using the effective interest method. There are no financial liabilities other than payables.

2. Accounting policies (continued)

Gains and losses on investments

Gains and losses arising from changes in the fair value of the investments are included in the Income statement for the year as a capital item and allocated to the unrealised capital reserve.

Investment income

Equity income

Dividend income is included in revenue when the investment is quoted ex-dividend.

Unquoted loan stock

Fixed returns on non-equity shares and debt securities are recognised when the Company's right to receive payment and expect settlement is established. Where interest is rolled up and/or payable at redemption then it is recognised as income unless there is reasonable doubt as to its receipt.

Bank interest income

Interest income is recognised on an accruals basis using the rate of interest agreed with the bank.

Investment management fee, performance incentive fee and other expenses

All expenses have been accounted for on an accruals basis. Expenses are charged through the other distributable reserve except the following which are charged through the realised capital reserve:

- 75 per cent. of management fees and performance incentive fees are allocated to the realised capital reserve. This is in line with the Board's expectation that over the long term 75 per cent. of the Company's investment returns will be in the form of capital gains; and
- expenses which are incidental to the purchase or disposal of an investment are charged through the realised capital reserve.

Taxation

Taxation is applied on a current basis in accordance with FRS 102. Current tax is tax payable (refundable) in respect of the taxable profit (tax loss) for the current period or past reporting periods using the tax rates and laws that have been enacted or substantively enacted at the financial reporting date. Taxation associated with capital expenses is applied in accordance with the SORP.

Deferred tax is provided in full on all timing differences at the reporting date. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. As a VCT the Company has an exemption from tax on capital gains. The

Company intends to continue meeting the conditions required to obtain approval as a VCT in the foreseeable future. The Company therefore, should have no material deferred tax timing differences arising in respect of the revaluation or disposal of investments and the Company has not provided for any deferred tax.

Reserves

Called-up share capital

This reserve accounts for the nominal value of the Company's shares.

Share premium

This reserve accounts for the difference between the price paid for shares and the nominal value of the shares, less issue costs and transfers to the other distributable reserve.

Capital redemption reserve

This reserve accounts for amounts by which the issued share capital is diminished through the repurchase and cancellation of the Company's own shares.

Unrealised capital reserve

Increases and decreases in the valuation of investments held at the year end against cost are included in this reserve.

Realised capital reserve

The following are disclosed in this reserve:

- gains and losses compared to cost on the realisation of investments;
- expenses, together with the related taxation effect, charged in accordance with the above policies; and
- dividends paid to equity holders.

Other distributable reserve

The special reserve, treasury share reserve and the revenue reserve were combined in 2012 to form a single reserve named other distributable reserve.

This reserve accounts for movements from the revenue column of the Income statement, the payment of dividends, the buy-back of shares and other non-capital realised movements.

Dividends

Dividends by the Company are accounted for in the period in which the dividend is paid or approved at the Annual General Meeting.

Segmental reporting

The Directors are of the opinion that the Company is engaged in a single operating segment of business, being investment in smaller companies principally based in the UK.

Notes to the Financial Statements continued

3. Gains/(losses) on investments

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Unrealised gains/(losses) on fixed asset investments	1,831	(5,217)
Realised gains on fixed asset investments	4,677	292
	6,508	(4,925)

4. Investment income

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Loan stock interest	2,432	2,719
Dividend income	24	50
Bank interest	11	89
	2,467	2,858

5. Investment management fee

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Investment management fee charged to revenue	337	340
Investment management fee charged to capital	1,010	1,020
	1,347	1,360

Further details of the Management agreement under which the investment management fee and any performance incentive fee is paid are given in the Strategic report on pages 13 and 14.

During the year, services of a total value of £1,401,000 (2020: £1,413,000), were purchased by the Company from Albion Capital Group LLP; this includes £1,347,000 (2020: £1,360,000) of investment management fee and £54,000 (2020: £53,000) of secretarial and administration fee. At the financial year end, the amount due to Albion Capital Group LLP in respect of these services disclosed within payables was £359,000 (2020: £349,000).

Albion Capital Group LLP is, from time to time, eligible to receive arrangement fees and monitoring fees from portfolio companies. During the year ended 31 March 2021, fees of £193,000 attributable to the investments of the Company were received by Albion Capital Group LLP pursuant to these arrangements (2020: £232,000).

Albion Capital Group LLP, its partners and staff hold a total of 912,780 shares in the Company as at 31 March 2021.

In October 2019, the Company entered into an offer agreement relating to the Offers with the Company's investment manager Albion Capital Group LLP ("Albion"), pursuant to which Albion received a fee of 2.5 per cent. of the gross proceeds of the Offers and out of which Albion paid the costs of the Offers, as detailed in the Prospectus.

Notes to the Financial Statements continued

6. Other expenses

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Directors' fees (including NIC)	101	106
Auditor's remuneration for statutory audit services (excluding VAT)	37	34
Secretarial and administration fee	54	53
Other administrative expenses	171	182
	363	375

7. Directors' fees

The amounts paid to and on behalf of Directors during the year are as follows:

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Directors' fees	93	97
National insurance	8	9
	101	106

The Company's key management personnel are the Directors. Further information regarding Directors' remuneration can be found in the Directors' remuneration report on page 44.

8. Tax charge/(credit) on ordinary activities

	Year ended 31 March 2021			Year ended 31 March 2020		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
UK corporation tax in respect of current year	332	(192)	140	397	(194)	203
UK corporation tax in respect of prior year	(33)	–	(33)	(64)	–	(64)
	299	(192)	107	333	(194)	139

Factors affecting the tax charge:

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Return/(loss) on ordinary activities before taxation	7,265	(3,802)
Tax charge/(credit) on profit/(loss) at the standard rate of 19% (2020: 19%)	1,380	(722)
Factors affecting the charge:		
Non-taxable (gains)/losses	(1,236)	935
Income not taxable	(4)	(10)
Consortium relief in respect of prior years	(33)	(64)
	107	139

Notes to the Financial Statements continued

8. Tax charge/(credit) on ordinary activities (continued)

The tax charge for the year shown in the Income statement is lower than the standard rate of corporation tax in the UK of 19 per cent. (2020: 19 per cent.). The differences are explained above.

Consortium relief is recognised in the accounts in the period in which the claim is submitted to HMRC and is shown as tax in respect of prior year.

Notes

- (i) Venture Capital Trusts are not subject to corporation tax on capital gains.
- (ii) Tax relief on expenses charged to capital has been determined by allocating tax relief to expenses by reference to the applicable corporation tax rate and allocating the relief between revenue and capital in accordance with the SORP.
- (iii) No deferred tax asset or liability has arisen in the year.

9. Dividends

	Year ended 31 March 2021 £'000	Year ended 31 March 2020 £'000
Dividend of 2.50p per share paid on 31 July 2020 (31 July 2019: 2.50p per share)	2,541	2,382
Dividend of 1.74p per share paid on 29 January 2021 (31 January 2020: 2.50p per share)	1,745	2,365
Unclaimed dividends	(23)	(22)
	4,263	4,725

In addition to the dividends summarised above, the Board has declared a first dividend for the year ending 31 March 2022 of 1.83 pence per share to be paid on 30 July 2021 to shareholders on the register on 9 July 2021. The total dividend will be approximately £1,819,000.

The Board has also declared a special dividend of 15.00 pence per share, payable on 30 July 2021 to shareholders on the register on 9 July 2021. The total dividend will be approximately £14,909,000.

During the year, unclaimed dividends older than twelve years of £23,000 (2020: £22,000) were returned to the Company in accordance with the terms of the Articles of Association and have been accounted for on an accruals basis.

10. Basic and diluted return/(loss) per share

	Year ended 31 March 2021			Year ended 31 March 2020		
	Revenue	Capital	Total	Revenue	Capital	Total
Return/(loss) attributable to equity shares (£'000)	1,468	5,690	7,158	1,810	(5,751)	(3,941)
Weighted average shares in issue (adjusted for treasury shares)		100,836,952			96,167,014	
Return/(loss) attributable per equity share (pence)	1.46	5.64	7.10	1.88	(5.98)	(4.10)

The weighted average number of shares is calculated after adjusting for treasury shares of 17,153,431 (2020: 14,084,031).

There are no convertible instruments, derivatives or contingent share agreements in issue so basic and diluted return per share are the same.

Notes to the Financial Statements continued

11. Fixed asset investments

	31 March 2021 £'000	31 March 2020 £'000
Investments held at fair value through profit or loss		
Unquoted equity	17,563	25,773
Unquoted loan stock	10,792	23,470
	28,355	49,243
	31 March 2021 £'000	31 March 2020 £'000
Opening valuation	49,243	61,459
Purchases at cost	5,040	5,090
Disposal proceeds	(31,883)	(12,295)
Realised gains	4,677	292
Movement in loan stock accrued income	(553)	(86)
Unrealised gains/(losses)	1,831	(5,217)
Closing valuation	28,355	49,243
Movement in loan stock accrued income		
Opening accumulated loan stock accrued income	752	838
Movement in loan stock accrued income	(553)	(86)
Closing accumulated loan stock accrued income	199	752
Movement in unrealised gains		
Opening accumulated unrealised gains	13,178	19,327
Transfer of previously unrealised gains to realised reserve on realisations of investments	(11,421)	(932)
Unrealised gains/(losses)	1,831	(5,217)
Closing accumulated unrealised gains	3,588	13,178
Historic cost basis		
Opening book cost	35,313	41,294
Purchases at cost	5,040	5,090
Sales at cost	(15,785)	(11,071)
Closing book cost	24,568	35,313

Purchases and disposals detailed above do not agree to the Statement of cash flows due to restructuring of investments, conversion of convertible loan stock and settlement debtors and creditors.

The Company does not hold any assets as a result of the enforcement of security during the period, and believes that the carrying values for both impaired and past due assets are covered by the value of security held for these loan stock investments.

Notes to the Financial Statements continued

11. Fixed asset investments (continued)

Unquoted fixed asset investments are valued at fair value in accordance with the IPEV guidelines as follows:

Valuation methodology	31 March 2021 £'000	31 March 2020 £'000
Cost and price of recent investment (reviewed for impairment or uplift)	11,408	6,607
Third party valuation – Discounted cash flow	9,835	9,968
Third party valuation - Earnings multiple	2,196	28,110
Net assets	1,850	2,034
Earnings multiple	1,666	–
Revenue multiple	1,400	2,524
	28,355	49,243

When using the cost or price of a recent investment in the valuations the Company looks to re-calibrate this price at each valuation point by reviewing progress within the investment, comparing against the initial investment thesis, assessing if there are any significant events or milestones that would indicate the value of the investment has changed and considering whether a market-based methodology (i.e. using multiples from comparable public companies) or a discounted cashflow forecast would be more appropriate.

The main inputs into the calibration exercise, and for the valuation models using multiples, are revenue, EBITDA and P/E multiples (based on the most recent revenue, EBITDA or earnings achieved and equivalent corresponding revenue, EBITDA or earnings multiples of comparable companies), quality of earnings assessments and comparability difference adjustments. Revenue multiples are often used, rather than EBITDA or earnings, due to the nature of the Company's investments, being in growth and technology companies which are not normally expected to achieve profitability or scale for a number of years. Where an investment has achieved scale and profitability the Company would normally then expect to switch to using an EBITDA or earnings multiple methodology.

In the calibration exercise and in determining the valuation for the Company's equity instruments, comparable trading multiples are used. In accordance with the Company's policy, appropriate comparable companies based on industry, size, developmental stage, revenue generation and strategy are determined and a trading multiple for each comparable company identified is then calculated. The multiple is calculated by dividing the enterprise value of the comparable group by its revenue, EBITDA or earnings. The trading multiple is then adjusted for considerations such as illiquidity, marketability and other differences, advantages and disadvantages between the portfolio company and the comparable public companies based on company specific facts and circumstances.

Fair value investments had the following movements between valuation methodologies between 31 March 2020 and 31 March 2021:

Change in valuation methodology (2020 to 2021)	Value as at 31 March 2021 £'000	Explanatory note
Revenue multiple to cost and price of recent investment (reviewed for impairment or uplift)	1,946	Funding round led to new methodology
Cost and price of recent investment (reviewed for impairment or uplift) to earnings multiple	1,666	More appropriate valuation methodology
Net assets to cost and price of recent investment (reviewed for impairment or uplift)	356	External funding round led to new methodology

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 IPEV Guidelines. The Directors believe that, within these parameters, there are no other more relevant methods of valuation which would be reasonable as at 31 March 2021.

Notes to the Financial Statements continued

11. Fixed asset investments (continued)

FRS 102 and the SORP requires the Company to disclose the inputs to the valuation methods applied to its investments measured at FVTPL in a fair value hierarchy. The table below sets out fair value hierarchy definitions using FRS102 s.11.27.

Fair value hierarchy	Definition
Level 1	The unadjusted quoted price in an active market
Level 2	Inputs to valuations are from observable sources and are directly or indirectly derived from prices
Level 3	Inputs to valuations not based on observable market data

All fixed asset investments (unquoted equity, preference shares and loan stock) are valued according to Level 3 valuation methods. The Level 3 valuation movements are therefore the same as the fixed asset investment valuation movements above.

FRS 102 requires the Directors to consider the impact of changing one or more of the inputs used as part of the valuation process to reasonable possible alternative assumptions. 75% of the portfolio of investments, consisting of equity and loan stock, is based on recent investment price, net assets and cost. For the remainder of the portfolio, the Board has considered the reasonable possible alternative input assumptions on the valuation of the portfolio and believes that changes to the inputs (by adjusting the discounts rates, earnings and revenue multiples) could lead to a change in fair value of the portfolio. The Board has reviewed the Manager's adjusted inputs for a number of the largest portfolio companies (by value) which covers 18% of the portfolio. This has resulted in a total coverage of 93% of the portfolio of investments. The main inputs considered for each type of valuation is as follows:

Valuation technique	Portfolio company sector	Input	Base Case*	Change in input	Change in fair value of investments (£'000)	Change in NAV (pence per share)
Third party valuation – Discounted cashflow	Renewable energy	Discount rate	5.5%	+1.0% -1.0%	196 (191)	0.20 (0.19)
Earnings multiple	Software & other technology	Earnings multiple	8.0x	+1.0 -1.0	109 (109)	0.11 (0.11)
Revenue multiple	Healthcare (including digital healthcare)	Revenue multiple	6.0x	+1.4 -2.0	330 (467)	0.33 (0.47)

* As detailed in the accounting policies on page 55, the base case is based on market comparables, discounted where appropriate for marketability, in accordance with the IPEV guidelines.

The impact of these changes could result in an overall increase in the valuation of the equity investments by £636,000 (3.6%) or a decrease in the valuation of equity investments by £767,000 (4.4%).

12. Significant interests

The principal activity of the Company is to select and hold a portfolio of investments in unquoted securities. Although the Company, through the Manager, will, in some cases, be represented on the board of the portfolio company, it will not take a controlling interest or become involved in the management of a portfolio company. The size and structure of the companies with unquoted securities may result in certain holdings in the portfolio representing a participating interest without there being any partnership, joint venture or management consortium agreement. The investment listed below is held as part of an investment portfolio and therefore, as permitted by FRS 102 section 9.9B, it is measured at fair value through profit and loss and not accounted for using the equity method.

The Company has interests of greater than 20 per cent. of the nominal value of any class (some of which are non-voting) of the allotted shares in the portfolio companies as at 31 March 2021 as described below.

Company	Registered address and country of incorporation	Profit/(loss) before tax £'000	Aggregate capital and reserves £'000	Results for 16 month period ended	% class and share type	% total voting rights
Kew Green VCT (Stansted) Limited	EC1M 5QL, UK	n/a*	4,091	31 December 2019	45.2% Ordinary	45.2%

* The company files filleted accounts which do not disclose this information.

Notes to the Financial Statements continued

13. Current assets

	31 March 2021	31 March 2020
	£'000	£'000
Trade and other receivables		
Other receivables	107	172
UK corporation tax receivable	97	64
Prepayments and accrued income	21	16
Deferred consideration over one year	1,336	–
	1,561	252

The deferred consideration over one year relates to the sale of G. Network Communications Limited in December 2020. These proceeds are receivable in January 2024, and have been discounted to present value at the prevailing market rate, including a provision for counterparty risk. This constitutes a financing transaction, and has been accounted for using the policy disclosed in note 2.

The Directors consider that the carrying amount of receivables is not materially different to their fair value.

14. Payables: amounts falling due within one year

	31 March 2021	31 March 2020
	£'000	£'000
Trade payables	219	13
UK Corporation tax payable	140	203
Accruals and deferred income	431	433
	790	649

The Directors consider that the carrying amount of payables is not materially different to their fair value.

15. Called-up share capital

	£'000
Allotted, called-up and fully paid	
114,789,539 Ordinary shares of 1 penny each at 31 March 2020	1,148
1,759,986 Ordinary shares of 1 penny each issued during the year	17
116,549,525 Ordinary shares of 1 penny each at 31 March 2021	1,165
14,084,031 Ordinary shares of 1 penny each held in treasury at 31 March 2020	(141)
3,069,400 Ordinary shares purchased during the year to be held in treasury	(31)
17,153,431 Ordinary shares of 1 penny each held in treasury at 31 March 2021	(172)
99,396,094 Ordinary shares of 1 penny each in circulation* at 31 March 2021	994

* Carrying one vote each

The Company purchased 3,069,400 Ordinary shares (2020: 2,566,843) to be held in treasury at a cost of £2,043,000 (2020: £1,866,000) representing 2.6 per cent. (2020: 2.2 per cent.) of its issued share capital as at 31 March 2021. The shares purchased for treasury were funded from the other distributable reserve.

The Company holds a total of 17,153,431 shares (2020: 14,084,031) in treasury at a nominal value of £172,000, representing 14.7 per cent. of the issued Ordinary share capital as at 31 March 2021.

Notes to the Financial Statements continued

15. Called up share capital (continued)

Under the terms of the Dividend Reinvestment Scheme Circular dated 10 July 2008, the following new Ordinary shares of nominal value 1 penny each were allotted during the year:

Date of allotment	Number of shares allotted	Aggregate nominal value of shares £'000	Issue price (pence per share)	Net invested £'000	Opening market price on allotment date (pence per share)
31 July 2020	494,534	5	67.63	318	65.00
29 January 2021	329,463	3	67.85	222	64.00
	823,997	8		540	

During the year, the Company issued the following new Ordinary shares of nominal value 1 penny each under the Albion VCT's Prospectus Top Up Offers 2019/20:

Date of allotment	Number of shares allotted	Aggregate nominal value of shares £'000	Issue price (pence per share)	Net consideration received £'000	Opening market price on allotment date (pence per share)
30 April 2020	193,917	2	72.50	138	63.50
30 April 2020	742,072	7	73.20	530	63.50
	935,989	9		668	

16. Basic and diluted net asset value per share

	31 March 2021	31 March 2020
Basic and diluted net asset value per share (pence)	73.13	70.13

The basic and diluted net asset value per share at the year end are calculated in accordance with the Articles of Association and are based upon total shares in issue (adjusted for treasury shares) of 99,396,094 Ordinary shares (2020: 100,705,508).

17. Capital and financial instruments risk management

The Company's capital comprises Ordinary shares as described in note 15. The Company is permitted to buy back its own shares for cancellation or treasury purposes, and this is described in more detail on page 36 of the Directors' report.

The Company's financial instruments comprise equity and loan stock investments in unquoted companies, cash balances and short term receivables and payables which arise from its operations. The main purpose of these financial instruments is to generate cash flow, revenue and capital appreciation for the Company's operations. The Company has no gearing or other financial liabilities apart from short term payables. The Company does not use any derivatives for the management of its Balance sheet.

The principal risks arising from the Company's operations are:

- Market and investment risk (which comprises investment price and cash flow interest rate risk);
- credit risk; and
- liquidity risk.

The Board regularly reviews and agrees policies for managing each of these risks. There have been no changes in the nature of the risks that the Company has faced during the past year and there have been no changes in the objectives, policies or processes for managing risks during the past year. The key risks are summarised below.

17. Capital and financial instruments risk management (continued)

Market risk

As a Venture Capital Trust, it is the Company's specific nature to evaluate the market risk of its portfolio in unquoted companies, details of which are shown on page 25. Market risk is the exposure of the Company to the revaluation and devaluation of investments as a result of macroeconomic changes. The main driver of market risk is the dynamics of market quoted comparators, as well as the financial and operational performance of portfolio companies. The Board seeks to reduce this risk by having a spread of investments across a variety of sectors. More details on the sectors the Company invests in can be found in the pie chart on page 10.

The Manager and the Board formally review market risk, both at the time of initial investment and at quarterly Board meetings.

The Board monitors the prices at which sales of investments are made to ensure that profits to the Company are maximised, and that valuations of investments retained within the portfolio appear sufficiently prudent and realistic compared to prices being achieved in the market for sales of unquoted investments.

As required under FRS 102 the Board is required to illustrate by way of a sensitivity analysis the extent to which the assets are exposed to market risk. The Board considers that the value of the fixed asset investment portfolio is sensitive to a change of 10% based on the current economic climate. The impact of a 10% change has been selected as this is considered reasonable given the current level of volatility observed. When considering the appropriate level of sensitivity to be applied, the Board has considered both historic performance and future expectations.

The sensitivity of a 10% increase or decrease in the valuation of the fixed asset investment portfolio (keeping all other variables constant) would increase or decrease the net asset value and return for the year by £2,836,000. Further sensitivity analysis on fixed asset investments is included in note 11.

Investment risk (including investment price risk)

Investment risk (including investment price risk) is the risk that the fair value of future investment cash flows will fluctuate due to factors specific to an investment instrument or to a market in similar instruments. The management of risk within the venture capital portfolio is addressed through careful investment selection, by diversification across different industry segments, by maintaining a wide spread of holdings in terms of financing stage and by limitation of the size of individual holdings. The Manager receives management accounts from portfolio companies and members of the investment management team often sit on the boards of unquoted portfolio companies; this enables the close identification, monitoring and management of investment risk. The Directors monitor the Manager's compliance with the investment policy, review and agree policies for managing this risk and monitor the overall level of risk on the investment portfolio on a regular basis.

Valuations are based on the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the IPEV Guidelines. Details of the industries in which investments have been made are contained in the pie chart in the Strategic report on page 10.

The maximum investment risk on the balance sheet date is the value of the fixed asset investment portfolio which is £28,355,000 (2020: £49,243,000). Fixed asset investments form 39 per cent. of the net asset value on 31 March 2021 (2020: 70 per cent.).

Interest rate risk

It is the Company's policy to accept a degree of interest rate risk on its financial assets through the effect of interest rate changes. On the basis of the Company's analysis, it was estimated that a rise of 1 per cent. in all interest rates would have increased total return before tax for the year by approximately £327,000 (2020: £222,000). Furthermore, it was considered that a fall of interest rates below current levels during the year would have been unlikely.

The weighted average effective interest rate applied to the Company's fixed rate assets during the year was approximately 11.9 per cent. (2020: 12.8 per cent.). The weighted average period to maturity for the fixed rate assets is approximately 6.9 years (2020: 6.0 years).

Notes to the Financial Statements continued

17. Capital and financial instruments risk management (continued)

The Company's financial assets and liabilities, all denominated in Sterling, consist of the following:

	31 March 2021				31 March 2020			
	Fixed rate £'000	Floating rate £'000	Non-interest bearing £'000	Total £'000	Fixed rate £'000	Floating rate £'000	Non-interest bearing £'000	Total £'000
Unquoted equity	-	-	17,563	17,563	-	-	25,773	25,773
Unquoted loan stock	10,233	247	312	10,792	22,730	257	483	23,470
Receivables*	-	-	1,443	1,443	-	-	175	175
Payables*	-	-	(650)	(650)	-	-	(446)	(446)
Cash	-	43,562	-	43,562	-	21,782	-	21,782
	10,233	43,809	18,668	72,710	22,730	22,039	25,985	70,754

* The receivables and payables do not reconcile to the Balance sheet as prepayments and tax receivable/(payable) are not included in the above table.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is exposed to credit risk through its receivables, investment in unquoted loan stock, and through the holding of cash on deposit with banks.

The Manager evaluates credit risk on loan stock and other similar instruments prior to investment, and as part of its ongoing monitoring of investments. In doing this, it takes into account the extent and quality of any security held. For loan stock investments made prior to 6 April 2018, which account for 83.8 per cent. of loan stock by value, typically loan stock instruments have a fixed or floating charge, which may or may not have been subordinated, over the assets of the portfolio company in order to mitigate the gross credit risk.

The Manager receives management accounts from portfolio companies, and members of the investment management team often sit on the boards of unquoted portfolio companies; this enables the close identification, monitoring and management of investment-specific credit risk.

The Manager and the Board formally review credit risk (including receivables) and other risks, both at the time of initial investment and at quarterly Board meetings.

The Company's total gross credit risk as at 31 March 2021 was limited to £10,792,000 of unquoted loan stock instruments (2020: £23,470,000), £43,562,000 cash deposits with banks (2020: £21,782,000) and £1,561,000 of other receivables (2020: £252,000).

At the Balance sheet date, the cash held by the Company was held with Lloyds Bank plc, Scottish Widows Bank plc (part of Lloyds Banking Group), Barclays Bank plc and National Westminster Bank plc. Credit risk on cash transactions was mitigated by transacting with counterparties that are regulated entities subject to prudential supervision, with high credit ratings assigned by international credit-rating agencies.

The Company has an informal policy of limiting counterparty banking and floating rate note exposure to a maximum of 20 per cent. of net asset value for any one counterparty.

The credit profile of the unquoted loan stock is described under liquidity risk.

Impaired loan stock instruments have a first fixed charge or a fixed and floating charge over the assets of the portfolio company and the Board estimate that the security value approximates to the carrying value.

Notes to the Financial Statements continued

17. Capital and financial instruments risk management (continued)

Liquidity risk

Liquid assets are held as cash on current account, on deposit or short term money market account. Under the terms of its Articles, the Company has the ability to borrow up to 10 per cent. of its adjusted capital and reserves of the latest published audited Balance sheet, which amounts to £5,596,000 as at 31 March 2021 (2020: £6,809,000).

The Company has no committed borrowing facilities as at 31 March 2021 (2020: £nil) and had cash balances of £43,562,000 (2020: £21,782,000). The main cash outflows are for new investments, buy-back of shares and dividend payments, which are within the control of the Company. The Manager formally reviews the cash requirements of the Company on a monthly basis, and the Board on a quarterly basis as part of its review of management accounts and forecasts. All the Company's financial liabilities are short term in nature and total £790,000 for the year to 31 March 2021 (2020: £649,000).

The carrying value of loan stock investments as analysed by expected maturity dates is as follows:

Redemption date	31 March 2021				31 March 2020			
	Fully performing £'000	Past due £'000	Valued below cost £'000	Total £'000	Fully performing £'000	Past due £'000	Valued below cost £'000	Total £'000
Less than one year	864	486	916	2,266	7,643	488	917	9,048
1-2 years	-	806	-	806	2,110	-	-	2,110
2-3 years	-	-	-	-	544	-	-	544
3-5 years	1,618	-	5	1,623	1,511	-	-	1,511
5+ years	5,649	448	-	6,097	9,809	448	-	10,257
	8,131	1,740	921	10,792	21,617	936	917	23,470

Loan stock can be past due as a result of interest or capital not being paid in accordance with contractual terms. The cost of loan stock valued below cost is £1,045,000 (2020: £1,026,000).

The Company does not hold any assets as the result of the enforcement of security during the period, and believes that the carrying values for both those valued below cost and past due assets are covered by the value of security held for these loan stock investments.

In view of the availability of adequate cash balances and the repayment profile of loan stock investments, the Board considers that the Company is subject to low liquidity risk.

Fair values of financial assets and financial liabilities

All the Company's financial assets and liabilities as at 31 March 2021 are stated at fair value as determined by the Directors, with the exception of receivables, payables and cash which are carried at amortised cost. There are no financial liabilities other than payables. The Company's financial liabilities are all non-interest bearing. It is the Directors' opinion that the book value of the financial liabilities is not materially different to the fair value and all are payable within one year.

18. Commitments and contingencies

The Company had no financial commitments in respect of investments at 31 March 2021 (2020: £nil).

There are no contingent liabilities or guarantees given by the Company as at 31 March 2021 (31 March 2020: £nil).

Notes to the Financial Statements continued

19. Post balance sheet events

Since 31 March 2021 the Company has had the following post balance sheet events:

- Investment of £813,000 in a new portfolio company, an open sources API management platform that enables enterprises to manage their APIs through their lifecycle (from design to publishing to controlling access and security);
- Investment of £736,000 in a new portfolio company, a provider of digital therapeutics and decentralised clinical trials for respiratory conditions;
- Investment of £564,000 in an existing portfolio company, uMotif Limited; and
- Investment of £309,000 in a new portfolio company, Accelex Technology Limited (T/A Accelex).

20. Related party transactions

Other than transactions with the Manager as disclosed in note 5, and the Directors' remuneration disclosed in the Directors' remuneration report on page 44, there are no other related party transactions or balances requiring disclosure.

Notice of Annual General Meeting

SHAREHOLDERS, WHILST ENCOURAGED TO VOTE ON THE RESOLUTIONS BEING PROPOSED, SHOULD TAKE NOTE OF THE SPECIAL ARRANGEMENTS FOR THIS YEAR'S AGM (SEE PAGES 8 AND 9). DUE TO ONGOING UNCERTAINTY AROUND LARGE INDOOR MEETINGS, SHAREHOLDERS WILL NOT BE ALLOWED ENTRY INTO THE BUILDING WHERE THE AGM IS HELD. ANY CHANGES TO THESE ARRANGEMENTS WILL BE MADE AVAILABLE AT WWW.ALBION.CAPITAL/FUNDS/AAVC.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Albion Venture Capital Trust PLC (the "Company") will be held at the registered office of, 1 Benjamin Street, London EC1M 5QL on 7 September 2021 at noon for the following purposes:

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 9 will be proposed as ordinary resolutions and numbers 10 to 12 as special resolutions.

Ordinary Business

1. To receive and adopt the Company's accounts for the year ended 31 March 2021 together with the Strategic report and the reports of the Directors and Auditor.
2. To approve the Directors' remuneration report for the year ended 31 March 2021.
3. To re-elect Richard Glover as a Director of the Company.
4. To re-elect John Kerr as a Director of the Company.
5. To re-elect Ann Berresford as a Director of the Company.
6. To re-elect Richard Wilson as a Director of the Company.
7. To re-appoint BDO LLP as Auditor of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are to be laid.
8. To authorise the Directors to agree the Auditor's remuneration.

Special Business

9. Authority to allot shares

That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot Ordinary shares in the capital of the Company ("Ordinary shares") up to an aggregate nominal amount of £233,099 (which comprises approximately 20% of the Company's issued Ordinary shares as at the date of this Notice) provided that this authority shall expire 15 months from the date that this resolution is passed, or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

10. Authority for the disapplication of pre-emption rights

That, subject to the authority and conditional on the passing of resolution number 9, the Directors be empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 9 and/or sell Ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale.

Under this power the Directors may impose any limits or restrictions and make any arrangements which they deem necessary or expedient to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or laws of, any territory or other matter, arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

This power shall expire 15 months from the date that this resolution is passed or, if earlier, the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

Notice of Annual General Meeting continued

11. Authority to purchase own shares

That, subject to and in accordance with the Company's Articles of Association, the Company be generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company ("Ordinary shares"), on such terms as the Directors think fit, provided always that:

- (a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased is 17,470,774 or, if lower, such number of Ordinary shares as shall equal 14.99% of the issued Ordinary share capital of the Company at the date of the passing of this resolution;
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary share is 1 penny;
- (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary share is an amount equal to the higher of (a) 105% of the average of the middle market quotations for an Ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- (d) the authority hereby conferred shall, unless previously revoked, varied or renewed, expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next Annual General Meeting; and
- (e) the Company may make a contract or contracts to purchase Ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

12. Cancellation of share premium and capital redemption reserve

That the amount standing to the credit of the Company's share premium account and capital redemption reserve as at 6pm on the day before the date of the Final Hearing be cancelled and reclassified as other distributable reserves.

By Order of the Board

Albion Capital Group LLP

Company Secretary
Registered office
1 Benjamin Street,
London, EC1M 5QL
21 June 2021

Albion Venture Capital Trust PLC is registered in England and Wales with number 03142609

Notice of Annual General Meeting continued

Notes

1. Members entitled to attend, speak and vote at the Annual General Meeting (“AGM”) may appoint a proxy or proxies (who need not be a member of the Company) to exercise these rights in their place at the AGM. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Proxies may only be appointed by:
 - completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ; or
 - going to www.investorcentre.co.uk/eproxy and following the instructions provided there; or
 - by having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members).

Return of the Form of Proxy will not preclude a member from attending the meeting and voting in person. A member may not use any electronic address provided in the Notice of this meeting to communicate with the Company for any purposes other than those expressly stated.

To be effective the Form of Proxy must be completed in accordance with the instructions and received by the Registrars of the Company by noon on 3 September 2021.

In accordance with good governance practice, the Company is offering shareholders use of an online service, offered by the Company’s registrar, Computershare Investor Services, at www.investorcentre.co.uk/eproxy. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of noon on 3 September 2021 applies as if you were using your Personalised Voting Form to vote or appoint a proxy by post to vote for you. Shareholders who hold their shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company’s registrar not later than 48 hours before the start of the meeting. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com/CREST. Shareholders should not show this information to anyone unless they wish to give proxy instructions on their behalf.

2. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 (“the Act”) to enjoy information rights (a “Nominated Person”) may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of rights of members in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

3. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at noon on 3 September 2021 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM and any adjournment(s) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK and Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent by noon on 3 September 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and 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

Notice of Annual General Meeting continued

service provider, to procure that his or her 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 service provider(s) 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.

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. A copy of this Notice, and other information regarding the meeting, as required by section 311A of the Act, is available from www.albion.capital/funds/AAVC under the 'Fund reports' section.
7. Any member attending the meeting has the right to ask questions. 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.
8. Copies of contracts of service and letters of appointment between the Directors and the Company, together with the Register of Directors' Interests in the Ordinary shares of the Company, will be available for inspection at the Registered Office of the Company during normal business hours from the date of this Notice until the conclusion of the meeting, and at the place of the meeting for at least 15 minutes prior to the meeting until its conclusion. In addition, a copy of the Articles of Association will be available for inspection at the Company's registered office from the date of this Notice until the conclusion of the meeting, and at the place of the meeting for at least 15 minutes prior to the meeting until its conclusion.
9. Under section 527 of the Act members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM: or (ii) any circumstances connected with an Auditor of the Company ceasing to hold office since the previous meeting at which the annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with section 527 and 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
10. Members satisfying the thresholds in Section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM. A resolution may properly be moved at the AGM unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment of the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. The business which may be dealt with at the AGM includes a resolution circulated pursuant to this right. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than 6 weeks before the date of the AGM.
11. Members satisfying the thresholds in Section 388A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM.

A matter may properly be included in the business at the AGM unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than 6 weeks before the date of the AGM.
12. As at 18 June 2021 being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consists of 116,549,525 Ordinary shares with a nominal value of 1 penny each. The Company also holds 17,153,431 Ordinary shares in treasury. Therefore, the total voting rights in the Company as at 18 June 2021 are 99,396,094.

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