ODYSSEAN
INVESTMENT TRUST PLC

Annual Report and Financial Statements
for the period from 21 December 2017 (date of incorporation)
to 31 March 2019

About Us

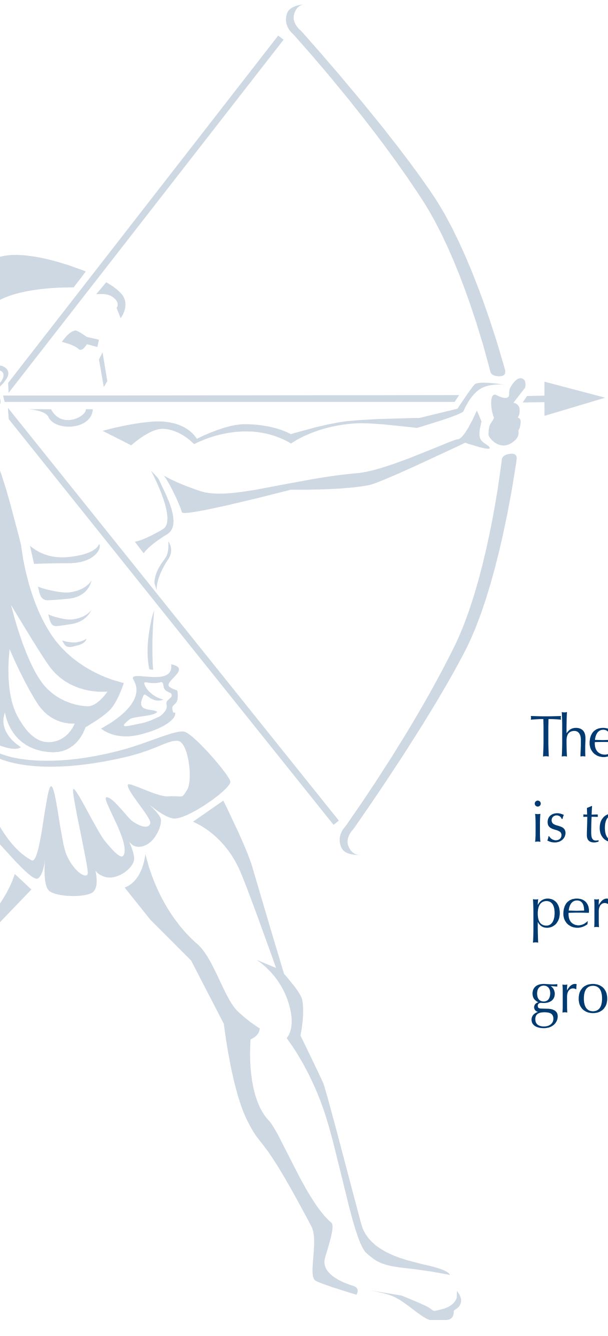
Odyssean Investment Trust PLC (the “Company”, the “Trust” or “OIT”) is an investment trust which is listed on the premium segment of the Official List of the FCA and admitted to trading on the premium segment of the main market for listed securities of the LSE. The Company had total net assets of £85.0m as at 31 March 2019.

The Board of the Company comprises four non-executive Directors, all of whom are independent of the portfolio manager, Odyssean Capital LLP (“Odyssean” or the “Portfolio Manager”).

This is the first Annual Report and Financial Statements of the Company, covering the period from incorporation on 21 December 2017 to 31 March 2019.

Contents

Investment Objective



The investment objective of the Company is to achieve attractive total returns per share principally through capital growth over a long-term period.

Investment Policy

The Company primarily invests in smaller company equities quoted on markets operated by the LSE, which the Portfolio Manager believes are trading below intrinsic value and where this value can be increased through strategic, operational, management and financial initiatives.

It is expected that the majority of the portfolio by value will be invested in companies too small to be considered for inclusion in the FTSE 250 Index, although there are no specific restrictions on the market capitalisation of issuers into which the Company may invest.

The portfolio will typically consist of up to 25 holdings, with the top 10 holdings accounting for the majority of the Company's aggregate NAV, across a range of industries.

The Company may hold cash in the portfolio from time to time to maintain investment flexibility. There is no limit on the amount of cash which may be held by the Company from time to time.

Where the Company owns an influencing stake, it will engage with other stakeholders to help improve value. The Company may, at times, invest in securities quoted on other recognised exchanges and/or unquoted securities.

Investment restrictions

- No exposure to any investee company will exceed 15.0% of NAV at the time of investment.
- The Company may invest up to 20.0% of gross assets at the time of investment in unquoted securities where the issuer has its principal place of business in the UK.
- The Company may invest up to 20.0% of gross assets at the time of investment in quoted securities not traded on the LSE.
- The Company will not invest more than 10.0%, in aggregate, of gross assets at the time of investment in other listed closed-ended investment funds.

Borrowings

The Company does not intend to incur borrowings for investment purposes, although the Company may, from time to time, utilise borrowings over the short term for working capital purposes up to 10.0% of NAV at the time of borrowing.

Derivatives and hedging

The Company will not use derivatives for investment purposes. It is expected that the Company's assets will be predominantly denominated in Sterling and, as such, the Company does not intend to engage in hedging arrangements. However, the Company may do so if the Board deems it appropriate for efficient portfolio management purposes.

General

The Company will not be required to dispose of any asset or to rebalance the portfolio as a result of a change in the respective valuations of its assets.

The Company intends to conduct its affairs so as to qualify as an investment trust for the purposes of section 1158 of the CTA.

Any material change to the Company's investment policy set out above will require the approval of shareholders by way of an ordinary resolution at a general meeting and the approval of the FCA. Non-material changes to the investment policy may be approved by the Board.

Financial Summary

Results for the period	As at 31 March 2019
Shareholders' funds	£85.0m
NAV per ordinary share	96.3p
Share price per ordinary share	99.3p
Share price premium to NAV	3.1%

	Period from IPO on 1 May 2018 to 31 March 2019
Revenue return per ordinary share*	(0.6)p
Capital return per ordinary share*	(1.4)p
Total return per ordinary share*	(2.0)p

* Based on the weighted average number of shares in issue during the period.

High/low		Period from IPO on 1 May 2018 to 31 March 2019
NAV	– high	99.8p
	– low	93.4p
Share price	– high	107.5p
	– low	95.3p
Share price premium to NAV	– high	9.7%
	– low	(1.3)%

Performance	Period from IPO on 1 May 2018 to 31 March 2019
NAV Total Return	(2.1)%
NSCI ex IT plus AIM Index Total Return*	(9.0)%

* Source: Bloomberg.

Cost of running the Company	Period from IPO on 1 May 2018 to 31 March 2019
Annualised ongoing charges*	1.6%

* See glossary on page 73.

Past performance is not a guide to future performance.

Strategic Report

STRATEGIC REPORT

Chairman's Statement

Introduction

I am pleased to present the first Annual Report and Financial Statements for Odyssean Investment Trust PLC ("OIT") which covers the period from its incorporation on 21 December 2017 to 31 March 2019.

OIT was successfully launched in May 2018, raising gross proceeds of £87.5m. This demonstrated strong investor appetite for its concentrated, long-term, smaller company focused strategy. As I said in the interim results, we are extremely proud of the list of shareholders who have backed the Company and on behalf of the Board, thank them all for their continued support.

Performance

Since the launch of the Company, the Portfolio Manager has built a portfolio which matches the Company's investment strategy and objectives. The team has worked hard to review a large number of opportunities, completing over 130 meetings with more than 75 companies, and carrying out detailed due diligence to identify the most attractive investments.

This thoughtful, measured process has led the Portfolio Manager to deploy capital progressively over the year. At the end of the period, the Company was 78.6% invested in 15 quality quoted smaller companies, all apart from one being quoted in the UK. This rate of deployment is broadly in line with expectations at the time of launch. The Portfolio Manager remains focused on finding the best opportunities and will maintain adequate cash balances to allow flexibility to exploit them.

In the period from IPO to the end of March 2019, the Company has seen the NAV per ordinary share decline by 2.1%, a creditable performance through a challenging period for UK smaller companies which saw the comparator index, the NSCI ex IT plus AIM, decline by 9.0%. Data contained in the Portfolio Manager's review indicates that the approach and its execution has added value over and above maintaining a cash balance in challenging markets.

Discount and premium management

The share price has remained resilient since IPO and at the period end was trading at a 3.1% premium to NAV, compared to a sector discount of 4.4%. The Board has been mindful of premium management and has issued a further 800,000 shares since the IPO to satisfy market demand. The Board, supported by the views of our shareholders, is keen to see a progressive and sustainable increase in the size of the Company over time.

The Board

We have an excellent Board of independent non-executive Directors. They have demonstrated their commitment to the investment strategy by undertaking to reinvest their Directors' fees (net of applicable taxes) into the Company, thus aligning their interests with its shareholders.

The Portfolio Manager signifies its long-term commitment to its shareholders by reinvesting 50.0% of any performance fee due, on top of its team's considerable investment at IPO. 26.0% of the Company is currently held internally, which demonstrates the Portfolio Manager's commitment to the strategy.

Portfolio Manager update

We announced on 26 March 2019 that Stuart Widdowson would be taking three months' compassionate leave from Odyssean Capital LLP. Ian Armitage, Chairman of the Portfolio Manager, has been and will continue to provide additional support during this period. The Board is confident that the measures put in place, based on the foundations and processes that the Portfolio Manager built prior to the Company's IPO, will ensure that the portfolio will be managed in accordance with the same principles and investment strategy.

Chairman's Statement *(continued)*

Outlook

Uncertainty in markets and geopolitics is ever with us. Nevertheless, the best long-term returns in equities tend to be delivered by smaller companies. The quoted smaller company investment market is much less perfect than for larger companies. A properly executed investment strategy at a point where valuations are not stretched, augurs well for shareholders. Indeed, often the most rewarding long-term investments are made when there is uncertainty and a lack of broad market confidence.

The Portfolio Manager uses a well-defined, highly selective investment process, detailed due diligence and ongoing monitoring as tools to add value to shareholders. The concentrated nature of the portfolio gives sufficient time to conduct an in-depth analysis and consideration of each new investment and to monitor those investments on an ongoing basis. With the portfolio close to being fully invested, the Portfolio Manager is likely to devote more time towards engagement. This has the potential to deliver non-market driven returns over the medium term.

The initial portfolio includes a number of interesting companies with seemingly good opportunities, where returns can be improved through management actions. A conservative balance sheet offers shareholders some protection against extreme market volatility, as demonstrated in late 2018, as well as resources to invest with agility in what can be an illiquid asset class.

Whilst the well-honed investment approach will never guarantee that every investment performs to plan, there is a good likelihood of the investment approach delivering attractive and differentiated long-term returns to patient shareholders.

Jane Tufnell
Chairman

23 May 2019

Stuart Widdowson *Co-fund Manager*

Ed Wielechowski *Co-fund Manager*

Portfolio Manager's Report

The investment approach

Our investment approach was formed following more than 30 years' combined experience investing in quoted and unquoted smaller companies. This experience has allowed us to see the strengths and benefits of both the disciplines and develop our own approach, applying the core elements of the private equity investment philosophy – highly focused, long-term, engaged 'ownership' style investment – to public markets. We believe that well executed, this approach can offer attractive, differentiated, risk-adjusted returns.

Our differentiated investment approach creates a portfolio unlike that of many typical public equity funds and one closer in nature to a private equity portfolio. We believe that the key differences in our approach to other public equity funds are:

- Highly concentrated portfolio: We look to build a highly concentrated portfolio of no more than 25 investee companies. Similar to a private equity fund, we carry out intensive diligence on every opportunity and then only invest behind our highest conviction ideas. We believe that great investment opportunities are rare, take time and effort to identify and quality not quantity is the key to sustainable, superior long-term returns.

- Narrow focus: Firstly, we are focused on smaller companies typically too small for inclusion in the FTSE 250 index. Smaller companies offer significant opportunities to public market investors due to poorer market coverage driving opportunities for mis-pricing. More fundamental than this however is the stage of life cycle of many companies in our core size range. It is here that you can find proven, profitable businesses of a size which can attract high quality management teams, but which are nimble enough to deliver rapid growth.

  Secondly, within our focused size range, we will make the majority of investments in a small number of industry sectors which we and our advisors, know well (TMT, Services, Industrials and Healthcare). We believe the best investment decisions are made from a base of knowledge and experience, that allows better pricing of risks and opportunities. Fundamentally, we prefer to be narrow and deep rather than broad and shallow in our focus.

- Targeting long-term holding periods: We will evaluate each investment opportunity over a three to five-year investment horizon and would expect to hold positions for this period, or longer, where the prospect for future returns exceeds our target threshold. We have structured our business to reflect this belief and do not intend to run any capital which is redeemable over short time periods. We see opportunity in managing long-term capital which leaves us able to exploit irrational behaviour by other investors in the market more exposed to 'hot' money flows. We believe we should invest your capital as if we were long-term 'owners' of our investee businesses.

- Building influencing stakes: Our investment approach is focused on an engaged investment style. We particularly like investing in companies which, whilst good, are underperforming their potential. We see the opportunity for constructive corporate engagement to be used to help focus investee companies on this improvement potential and unlock enhanced returns for all stakeholders. In order to effect this approach, we will typically look to build larger stakes in our investee companies and build relationships with management teams by being well informed and supportive shareholders.

Portfolio Manager's Report *(continued)*

The Company's investment objective is to deliver long-term capital growth, rather than to outperform a specific index. Our differentiated investment approach, the concentrated nature of the portfolio and our narrower sector focus, is likely to lead to periods of NAV per share performance materially different to those of the broader peer group and comparator indices. We fully anticipate this potential short-term performance variance and will focus on comparative investment performance over a rolling three-year basis.

The absolute return mentality of the strategy, allied with the desire to avoid being a forced seller, may lead to net cash balances being held over the long term. We anticipate a core range of 8.0-12.0% over the long term. Net cash balances will not be used as an attempt to market time, but to enable us to invest where blocks of stock are available rather than being required to sell a less liquid holding on short notice.

Implementing the investment strategy

There are three key factors we look for when we analyse a potential investment: i) a valuation opportunity; ii) in a higher quality company; and iii) with improvement potential. Our view is that buying at a fair price and supporting improved performance generates capital growth, while our quality filters mitigate losses in the event of unexpected headwinds.

Valuation

We look for two factors in every investment. Firstly, what we refer to as "static value" - does the company trade at a discount to its current value? This is not only judged by traditional public market ratios, we also seek to model every company through the lens of a private equity buyer. In addition, we evaluate whether an asset is attractive to a trade buyer and what price they would be prepared to pay to control it. This analysis includes valuing companies on a break up/sum of parts basis.

Secondly, we are looking for companies which can grow their value over time – "dynamic value". We particularly look for situations where there are as many as possible of the following drivers of value growth present, specifically i) organic growth; ii) margin growth driven by specific management action, not merely operational gearing; iii) free cash generation and dividends; and iv) increased rating. We believe seeking multiple value drivers makes an investment case more secure and less exposed to single areas of uncertainty or misjudgement. As a result, very few highly rated growth/momentum investments pass our criteria. We have a strong preference for reasonably priced growth, recovery and self-help situations.

Quality

We assess every potential investment against qualitative and quantitative criteria, as well as providing a "Litmus test" of whether we would be happy owning the whole company for the mid to longer term. The quality assessment is important to mitigate the risk of permanent capital destruction from investments which fail to achieve their value potential, or alternatively, experience a period of short-term earnings weakness or under-management. In our experience, if changes are required at board level, it is far easier to attract high calibre individuals and teams to an underperforming high-quality business, than an averagely performing poor quality company.

Improvement potential and engagement

We particularly like companies which are in some way underperforming relative to their potential and where the current valuation does not price in improvement potential. Once invested with a meaningful stake, constructive corporate engagement can help to unlock value, prevent it from being destroyed and recover it if it is temporarily diminished. Our mantra is to buy into good businesses and sell excellent businesses. The spectrum of areas which can be improved is broad and includes operating performance, asset utilisation, overly complex business structures or organisations, strategic direction, poor M&A, investor relations and lastly, governance and pay.

Finally, one of the benefits of having a fixed amount of capital to manage is that we, like many of our portfolio companies, are capital constrained. This means that once an investment no longer looks as attractive as it used to on a risk/reward basis, or alternatively, to the rest of the portfolio or other investments, we move it on. The downside of this is the risk of taking profits too early. The upside can be having the discipline to exit whilst there is still liquidity and "something in it for the next investor".

Market background since launch

The period from IPO on 1 May 2018 until the end of March 2019 has witnessed considerable global and domestic political uncertainty. This uncertainty has led to market volatility through the period and increased investor wariness, especially of UK equities. This coincided with what we perceive to be a gradual further decline of the quality of sell-side research for smaller quoted companies, as we anticipated at the time of IPO. Whilst markets were ebullient at the time of the Company's IPO, ratings have fallen considerably, bottoming out at the end of December 2018 at levels not seen since 2012.

Portfolio Manager's Report *(continued)*

Progress since launch

These changing market conditions have suited our investment approach well. We had always anticipated deploying capital progressively, rather than quickly. Our selective investment style, and the high levels of research we do on each company, would typically lead to four to six new investments being made per annum. As a result, we are pleased to have built an initial portfolio with 15 holdings, representing 78.6% of NAV, all of which fulfil our investment criteria.

Capital deployment into these holdings has been mostly in small blocks, driven by liquidity and individual stock pricing, rather than any attempts to market time. The increased market and stock specific volatility throughout the period has meant that the timings of some purchases have ended up being extremely opportune, and others perhaps less so in the short term. However overall, the data suggests that our approach has added value over and above just buying the market.

Performance review

Since IPO, the NAV of the Company decreased by 2.1%. This return is stated after all costs, including the costs of purchasing the holdings, and administration charges, such as the portfolio management fee. In comparison, the NSCI ex IT plus AIM Index, which we use as a comparator but not a benchmark, fell by 9.0%. The portfolio was on average 44.8% invested over the period.

Our calculations suggest that had we bought the market on the same days and deployed the same amount of capital as we have spent purchasing investee companies, the NAV would have declined 5.6% since IPO. As a result, whilst it is disappointing to end the first period with a NAV slightly below launch, we believe that the investment strategy and its execution have added value.

The investment process has continued to be developed, reflecting the decisions of the investment team which also draws on opinions and experiences of the Panel of Advisors and the Portfolio Manager's own non-executive directors. We have continued meeting with existing and potential portfolio companies. As at the end of March 2019, we had undertaken over 130 meetings with over 75 companies, including one-on-one meetings with executives, non-executives, site visits and capital markets days since December 2017.

As well as the invested portfolio, we have also built up a qualified watchlist of new potential investments, which for any number of reasons we do not judge to be appropriate to invest in today.

Portfolio

At the end of the period under review, the portfolio comprised 15 companies operating in the TMT, Business Services, Industrials, Healthcare and Consumer sectors. We typically focus more on the first three sectors and these account for c.68% of the NAV.

Our largest positions are SDL, Equiniti, NCC and Chemring. The backgrounds of all except NCC were detailed in the 2018 Interim Report.

From an operating perspective, SDL and Equiniti are performing in line with expectations. SDL's shares have performed well over the period and the investment is sitting at a reasonable premium to cost. We continue to believe that good absolute and relative upside exists. Equiniti remains very lowly rated, reflecting concerns over short-term integration issues with its recent US acquisition. The fundamental trading performance of the business has been solid and we believe that further profit improvement opportunities identified by management support good further potential value growth in the medium to long term.

Chemring's operational performance has continued in line with the guidance given following the site accident detailed in the Company's 2018 Interim Report. However, the shares have been de-rated as the market became more sceptical of a rapid recovery in earnings. This has been disappointing and the most material drag on the NAV across the period. If the company can deliver the earnings recovery, from a very depressed level, and growth from recently secured US contracts, the shares should perform well over the medium to long term. Further, the company has announced the exit of the lower quality elements of its energetics division. Once completed, we believe that the company is priced extremely attractively relative to recent multiples paid for very similar assets.

Portfolio Manager's Report *(continued)*

The largest new position built during the period was in NCC, a leading provider of cyber security and software escrow services. The cyber security division provides technical expertise to support corporates in building, testing and rectifying breaches in IT security. This is a fast-growing market with structural tail-winds. We believe NCC has built a leading portfolio of expertise and is one of the few independent players of scale, with global footprint and capability, in a market which continues to consolidate. The escrow business effectively provides an 'insurance' service for customers of software vendors, storing and verifying source code to ensure critical software systems are supportable should a vendor fail. NCC created and dominates the mature UK market for these services and has a fast-growing position in the more highly fragmented US market.

NCC was built through M&A with cash generated in the highly profitable, software escrow business recycled into the faster growing cyber security division. Poor M&A integration led to a challenging period in 2016/17 and a new executive team has now been installed with the aim of driving operational improvement and much better cashflow conversion. We see significant self-help opportunity for the group via better integration of legacy M&A, roll-out of group wide back office systems, a more sophisticated approach to sales, and focus on cashflow management. Management have targeted a 200bps margin improvement in the next three years and we see ultimate potential significantly above these levels.

We built our initial stake of c.4% of NAV through November 2018 following meetings with management and the new Chairman. The interim results in February 2019 saw very small earnings downgrades and a temporary decline in cash conversion, which led to what we perceived to be a disproportionate and swift de-rating. Having carried out further due diligence in short order, we felt that this was a great opportunity to increase the stake at very depressed levels and almost tripled the existing holding.

We have made six mid-sized investments in Volution, Wilmington, Devro, Flowtech Fluid Power, Benchmark and Hill & Smith Holdings.

The backgrounds to Volution, Wilmington, Devro and Benchmark were detailed in the 2018 Interim Report. All have performed as expected operationally to date, with varying short-term responses from their share prices. Volution and Wilmington have management change underway, with a new CFO and CEO, respectively, being sought. One of our investment theses with Devro was that it was under-broked to investors and as a result, the shares were trading at a material discount to their fair value. We introduced a third-party investor relations professional to the company in late 2018 who has been working to help increase the profile of the company, with some initial success. We believe that this, combined with clear intent and actions by the management team to improve returns, augurs well for future performance.

Benchmark's shares have been volatile over the period. We believe that the underlying assets of the business are worth considerably more than the current market valuation. However, the journey to sustainable cash generation is taking longer than most shareholders have the patience for and this has led to limited institutional interest in investing. A new Chief Scientific Officer should help improve the efficacy of R&D. We welcome the appointment of representatives from FERD, the largest shareholder with 19.0%, to the board to represent the voice of the shareholder. With appropriate management execution and changed investor sentiment, it could offer some of the best potential long-term upside of all of the portfolio companies.

Flowtech is a niche value added distributor of fluid power components and products. The company is the leading player in the UK, acting as a master distributor sitting between the large global manufacturers and the fragmented base of small local distributors. Its broad stock range, high service level and unique market position allow it to generate attractive margins, and its weighting towards MRO parts reduces its cyclical exposure. Shares in the company de-rated sharply following a poorly handled set of interim results in Autumn 2018 and a surprise CEO transition, dropping the market cap below £100m. We saw the de-rating as an attractive entry point. The company retains some challenges, but the business model is attractive, there are significant self-help opportunities in the cost base and working capital, due to the business being built through un-integrated M&A. Whilst some cyclical risk exists, the shares trade on a very low rating and it operates in a consolidating sector.

Hill & Smith Holdings is a diversified industrial group, manufacturing metal infrastructure and road products and providing galvanising services. We built our position following a share price decline through the summer of 2018 as an unsustainable rating unwound on the back of a disappointing interim trading update. We viewed the issues identified in the trading update as temporary in nature and the subsequent sell-off an overreaction with shares offering material value when we built our position.

Portfolio Manager's Report *(continued)*

The group is a leader in galvanising in the UK, US and Europe and generates highly attractive margins (especially in the highly structured US market). Demand for galvanising, although cyclical, is exposed to structural growth in the US where it is increasingly replacing painting as the preferred form of corrosion protection. In its manufacturing operations, the group has a leading position in the production of crash barriers and other road furniture in the UK, a sector exposed to positive midterm trends in road investment, and in the broader infrastructure manufacturing operations we see significant opportunity to improve margins. In the UK, it also owns and operates a fleet of own-manufactured temporary crash barriers, which generates c.12% of group profits and has highly attractive unit economics. The management team have a strong track record of delivering attractive ROCE and accretive M&A and we believe they are well placed to continue to do so. The shares have re-rated more quickly than anticipated and this has tempered our enthusiasm to add to the position.

The remaining five investments represent between c.2% and 3.0% of NAV. None are especially cyclical. Two operate in the trust and corporate services sector, a part of the market well known to one member of the Panel of Advisors. All five investments offer considerable scope to scale, subject to further due diligence and pricing remaining attractive.

Portfolio valuation metrics ex Benchmark Holdings[1]

	Trailing 12m	Next 12m forecast		Forecast growth rates Next 12m
EV/Sales	1.8x	1.6x	Sales	6.0%
EV/EBITDA	9.7x	8.4x	EBITDA	10.0%
EV/EBITA	12.0x	10.4x	EBITA	11.0%
P/E	14.9x	12.7x	EPS	12.0%
Dividend yield	2.9%	3.1%	DPS	8.8%
Net debt/ EBITDA	1.2x	0.9x	Reduction in net debt	-13.0%

[1] As at 31 March 2019. Source: Factset consensus data and estimates. Portfolio data prepared on a weighted average basis. Benchmark Holdings (BMK) excluded as transitioning from loss making and data skews averages materially. Past performance is no guarantee of future performance and the value of investments can go up and down.

As demonstrated by the table opposite, we believe that the portfolio valuation metrics appear attractive in absolute terms given what we perceive to be the quality of the portfolio holdings, as well as their growth potential. A PEG ratio of c.1x indicates, in our view, good value. In addition, the portfolio in aggregate is modestly geared and forecast to pay down debt through free cashflow.

We have continued to focus on companies which have improvement potential in their profit margins and cashflow generation, where this improvement can be delivered by management action, and is not reliant on end markets improving. As a result, provided end markets remain benign, we believe that there is significant earnings potential from the portfolio. If end markets become more challenging, there are more "levers" for management teams to pull to defend current earnings levels. If end markets surprise on the upside some of the investments could deliver exciting profit growth.

As at the end of the period, trailing operating margins, excluding Benchmark, were c.15%, and forecast to rise to 16.0% by March 2020. We believe that the underlying operating margin potential of the portfolio is 18.0-20.0%, indicating substantial earnings upside. In the case of Benchmark, we believe that their two profitable divisions have significant further margin upside and the loss-making healthcare division should be moved into profitability soon.

83.6% of the invested portfolio is invested in companies within the core market capitalisation range of £150-£750m. 41.6% of the portfolio's aggregate sales are derived from the UK. The most important overseas market is the US (23.4%). Europe ex UK (18.6%) and the Rest of World (16.4%) are relatively similar. We believe that the FTSE small cap index has a much higher exposure to UK sales. As a result, domestic challenges and Sterling weakness is relatively positive for the portfolio asset value, and vice-versa.

Outlook

At the time of writing, markets appear benign with ratings having rallied almost 10.0% from the depressed levels at the beginning of 2019. However, UK equities appear to be relatively cheap in absolute terms compared to other international equity markets. It seems that they are shunned by international investors, despite many UK companies having very international earnings.

Portfolio Manager's Report *(continued)*

It seems that the current domestic and international political conditions are making investors extremely uncertain about the prospects for markets and the underlying companies. Allied to this uncertainty, the spectres of an ever-lengthening period of economic growth and increasing debt levels seem to continue to temper investor risk appetite.

In some situations, and with some companies, this cautious approach is probably well founded. However, we strongly believe that the market turmoil is presenting attractively priced medium to long-term investment opportunities within our target market. Where these quoted companies have significant self-help potential to improve margins, regardless of the state of demand in their end markets, and are rated modestly, we become very excited. These situations tend to offer a very good risk/reward ratio for patient investors.

There is no doubt in our minds that, properly executed, selective constructive corporate engagement can aid or accelerate some of this self-help. We believe that plenty of scope for engagement exists amongst our portfolio holdings and look forward to spending more time in this area now that the initial portfolio is largely complete.

We anticipate some further capital deployment and then managing the portfolio with a cash balance of between 5% and 15%, to enable opportunistic purchases of blocks of stock, without being forced sellers. Whilst this balance sheet approach is more conservative than the broader peer group with highly diversified portfolios, we believe that over the long term it suits our selective and differentiated investment approach well.

Odyssean Capital LLP
Portfolio Manager

23 May 2019

AGM will be held at the offices of
Odyssean Capital LLP,
6 Stratton Street,
Mayfair,
London W1J 8LD
at 10.30 am on Thursday, 27 June 2019

Notice of AGM – page 67

Glossary – page 73

Portfolio of Investments

as at 31 March 2019

Company	Sector	Country of Listing	Valuation £'000	% of Net Assets
Top 10 Investments				
SDL	TMT	United Kingdom	9,826	11.6
Equiniti Group	Business Services	United Kingdom	9,090	10.7
NCC Group	TMT	United Kingdom	8,873	10.4
Chemring Group	Industrials	United Kingdom	6,607	7.8
Volution Group	Industrials	United Kingdom	5,390	6.3
Wilmington	TMT	United Kingdom	4,250	5.0
Devro	Consumer	United Kingdom	4,157	4.9
Flowtech Fluidpower	Industrials	United Kingdom	3,933	4.6
Benchmark Holdings	Healthcare	United Kingdom	3,365	4.0
Hill and Smith Holdings	Industrials	United Kingdom	3,045	3.6
Other equity investments*			8,271	9.7
Total equity investments			66,807	78.6
Cash and other net current assets			18,200	21.4
Net assets			85,007	100.0

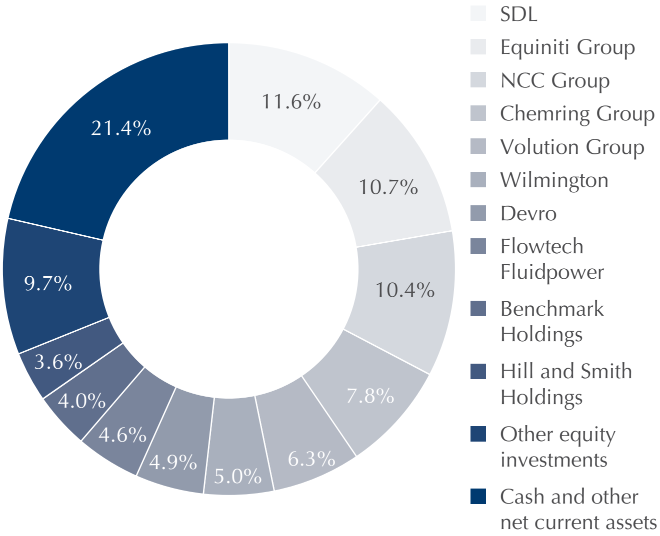
* Sum of equity investments in companies where the investment in each company is less than 3.0% of its net assets.

The Company has not disclosed the names of any investment where the holding is below 3.0% of its net assets on the grounds that the Company is continuing to build positions in these portfolio companies, disclosure of which is deemed to be commercially sensitive information.

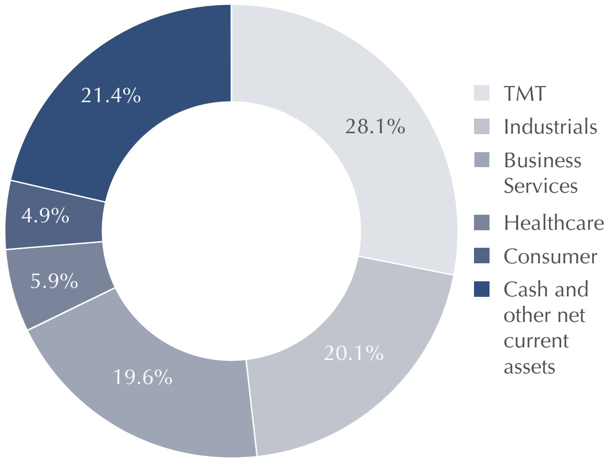
Distribution of Investments

as at 31 March 2019 (% of net assets)

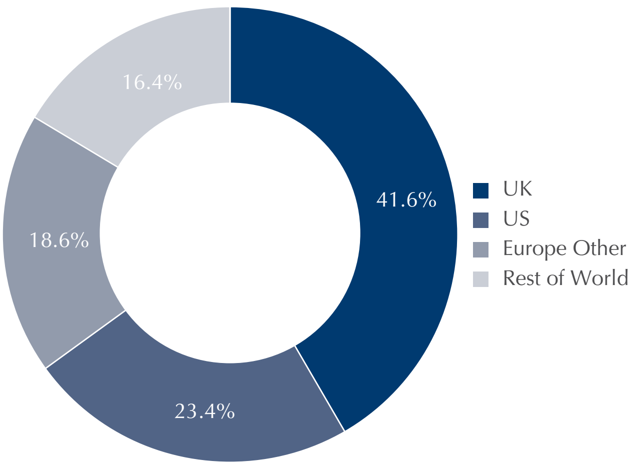
Portfolio holdings



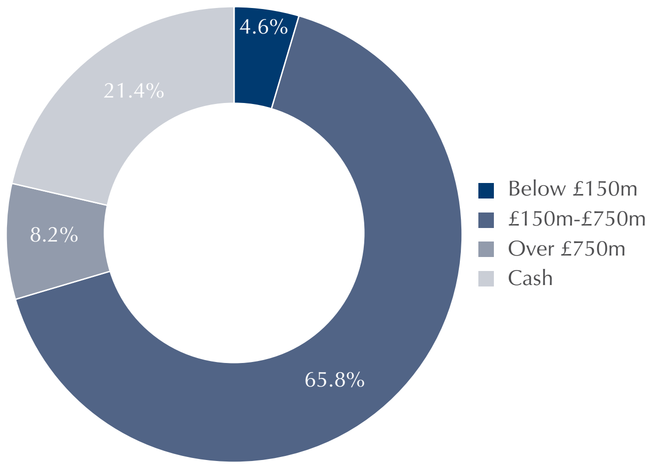
% holding by sector



Geographical revenue exposure (% of invested capital)



Market capitalisation (% of invested capital)



As at 31 March 2019, the net assets of the Company were £85.0m.

Strategic Overview

Business and status of the Company

The Company was incorporated on 21 December 2017 and the IPO took place on 1 May 2018. It is registered in England and Wales as a public limited company and is an investment company within the terms of section 833 of the Act. The principal activity of the Company is to carry on business as an investment trust. The Company has been approved by HM Revenue & Customs as an authorised investment trust under sections 1158 and 1159 of the CTA, subject to there being no subsequent serious breaches of regulations. In the opinion of the Directors, the Company is directing its affairs so as to enable it to continue to qualify for such approval.

The Company's shares have a listing on the premium segment of the Official List of the FCA and trade on the LSE's main market for listed securities.

The Company is a member of the AIC, a trade body which promotes investment companies and also develops best practice for its members.

Investment objective

The investment objective of the Company is to achieve attractive total returns per share principally through capital growth over a long-term period.

Investment policy

The Company's full investment policy is set out on page 3 and contains information on the policies which the Company follows, including in relation to borrowings, derivatives and hedging. The Company invests primarily in smaller company equities quoted on markets operated by the LSE, where the Portfolio Manager believes the securities are trading below intrinsic value and where this value can be increased through strategic, operational, management and/or financial initiatives.

Any material change to the Company's investment policy would require the approval of shareholders by way of an ordinary resolution at a general meeting and the approval of the FCA. Non-material changes to the investment policy may be approved by the Board.

Portfolio analysis

A detailed review of how the Company's assets have been invested is contained in the Chairman's Statement on pages 6 and 7 and the Portfolio Manager's Report on pages 8 to 13. A list of all the Company's investments is contained in the Portfolio of Investments on page 14.

Key performance indicators

At each Board meeting, the Directors consider several performance measures to assess the Company's success in achieving its investment objective. The key performance indicators used to measure the progress and performance of the Company over time are established industry measures. These are as follows:

Net asset value

The NAV at 31 March 2019 was 96.3p per ordinary share, compared to 98.3p per ordinary share at launch, a decrease of 2.0%.

A full description of the Company's performance for the period ended 31 March 2019 can be found in the Portfolio Manager's Report on pages 8 to 13.

Share price

The Company's share price at launch was 101.5p and decreased to 99.3p as at 31 March 2019, resulting in a negative return of 2.2% during the period.

Share price premium to NAV

The share price premium to NAV narrowed from 3.2% at launch to 3.1% as at 31 March 2019. During the period ended 31 March 2019, the shares traded at an average premium to NAV of 5.0%.

Revenue return per ordinary share

Revenue return per ordinary share in the period ended 31 March 2019 was -0.6p.

Ongoing charges

The Company's annualised ongoing charges ratio as at 31 March 2019 was 1.6%.

Management arrangements

The Company is an internally managed investment company for the purposes of the Alternative Investment Fund Managers Directive and is its own alternative investment fund manager. The Board is therefore responsible for the portfolio management and risk management functions of the Company.

Pursuant to the terms of the Portfolio Management Agreement, the Board has delegated responsibility for discretionary portfolio management functions to Odyssean Capital LLP as the Company's Portfolio Manager, subject always to the overall supervision and control of the Board.

Strategic Overview *(continued)*

The Portfolio Manager is entitled to receive an annual management fee equal to the lower of: (i) 1.0% of the NAV (calculated before deduction of any accrued but unpaid management fee and any performance fee) per annum; or (ii) 1.0% per annum of the Company's market capitalisation. The annual management fee is calculated and accrues daily and is payable quarterly in arrears.

In addition, the Portfolio Manager is entitled to a performance fee in certain circumstances. Further details can be found in note 4 to the financial statements.

The Portfolio Manager is also entitled to reimbursement for all costs and expenses properly incurred by it in the performance of its duties under the Portfolio Management Agreement.

The initial term of the Portfolio Management Agreement is three years commencing on the date of the Company's launch (the "Initial Term"). The Company may terminate the Portfolio Management Agreement by giving the Portfolio Manager not less than six months' prior written notice, such notice not to be served prior to the end of the Initial Term. The Portfolio Manager may terminate the Portfolio Management Agreement by giving the Company not less than six months' prior written notice, such notice not to be served prior to the end of the Initial Term.

Continuing appointment of the Portfolio Manager

The Board keeps the ongoing performance of the Portfolio Manager under continual review and the Management Engagement Committee conducts an annual appraisal of the Portfolio Manager's performance and makes a recommendation to the Board about the continuing appointment of the Portfolio Manager.

The Management Engagement Committee has reviewed Odyssean's performance, with respect to their provision of portfolio management and other services. Due consideration was given to the quality and continuity of its personnel, succession planning and investment processes. Alongside the performance review, the Committee completed an appraisal of the terms of the Portfolio Management Agreement to ensure that the terms remained competitive and in the interest of the Company. The Portfolio Manager has executed the investment strategy according to the Board's expectations and it is the opinion of the Directors that the continuing appointment of the Portfolio Manager on the terms agreed is in the interests of shareholders as a whole.

Employees, human rights, social and community issues

The Board recognises the requirement under the Act to detail information about human rights, employees and community issues, including information about any policies it has in relation to these matters and the effectiveness of these policies. These requirements do not apply to the Company as it has no employees, all the Directors are non-executive and it has outsourced all its functions to third party service providers. The Company has therefore not reported further in respect of these provisions.

Board diversity

As at 31 March 2019, the Board of Directors of the Company comprised two male and two female Directors. The Board acknowledges the benefits of diversity, including gender diversity, and remains committed to ensuring that the Company's Directors bring a wide range of skills, knowledge, experience, backgrounds and perspectives. Further details of the Company's diversity policy are set out on page 32.

Environmental, social and governance issues

The Company has no employees, property or activities other than investments, so its direct environmental impact is minimal. In carrying out its activities and in its relationships with service providers, the Company aims to conduct itself responsibly, ethically and fairly.

The Board is comprised entirely of non-executive Directors and the day-to-day management of the Company's business is delegated to the Portfolio Manager. The Portfolio Manager aims to be a responsible investor and believes it is important to invest in companies that act responsibly in respect of environmental, ethical and social issues. The Directors believe that proxy voting is an important part of the corporate governance process. It is the policy of the Company to vote at all shareholder meetings of investee companies. The Company follows relevant regulatory requirements with an aim to make voting decisions which will best support growth in shareholder value and will commonly take into account corporate governance, board composition, remuneration and ESG issues. The Portfolio Manager also provides the Directors with a six-monthly update regarding the voting decisions made in respect of the investee companies.

Modern slavery

The Company is not within the scope of the Modern Slavery Act 2015 because it has insufficient turnover and therefore, no further disclosure is required in this regard.

Risk Management

Role of the Board

The Directors have overall responsibility for risk management and internal control within the Company. They recognise that risk is inherent in the Company's operation and that effective risk management is an important element in the success of the organisation. The Directors have delegated responsibility for the assurance of the risk management process and the review of mitigating controls to the Audit Committee. The Directors, when setting the risk management strategy, also determine the nature and extent of the significant risks and its risk appetite in implementing this strategy.

The principal risks and uncertainties which the Company faces are set out on pages 19 and 20.

Internal control review

The Board is responsible for the internal controls relating to the Company, including the reliability of the financial reporting process, and for reviewing their effectiveness.

An ongoing process, in accordance with the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting, has been established for identifying, evaluating and managing the principal risks faced by the Company. This process, which is regularly reviewed, together with key procedures established with a view to providing effective financial control, has been in place throughout the period ended 31 March 2019 and up to the date of this Report. The internal control systems are designed to ensure that proper accounting records are maintained, that the financial information on which business decisions are made and which are issued for publication is reliable and that the assets of the Company are safeguarded.

The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Company's investment objective. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.

The Directors have carried out a review of the effectiveness of the Company's risk management and internal control systems as they have operated over the period and up to the date of approval of this Report. There were no matters arising from this review that required further investigation and no significant failings or weaknesses were identified.

Internal control assessment process

Robust risk assessments and reviews of internal controls are undertaken regularly in the context of the Company's overall investment objective. The Board, through the Audit Committee, has categorised risk management controls under the following key headings: corporate strategy; published information, compliance with laws and regulations; relationships with service providers; and investment and business activities. In arriving at its judgement of what risks the Company faces, the Board has considered the Company's operations in the light of the following factors:

- the nature and extent of risks which it regards as acceptable for the Company to bear within its overall business objective;
- the threat of such risks becoming reality;
- the Company's ability to reduce the incidence and impact of risk on its performance;
- the cost to the Company and benefits related to the review of risk and associated controls of the Company; and
- the extent to which the third parties operate the relevant controls.

A risk matrix has been produced so that the risks identified and the controls in place to mitigate those risks can be monitored. The risks are assessed on the basis of the likelihood of them happening, the impact on the business if they were to occur and the effectiveness of the controls in place to mitigate them. This risk register is reviewed by the Audit Committee.

Most of the day-to-day management functions of the Company are sub-contracted, and the Directors therefore obtain regular assurances and information from key third party suppliers regarding the internal systems and controls operating in their organisations. In addition, each of the third parties is requested to provide a copy of its report on internal controls each year, which is reviewed by the Audit Committee.

Risk Management *(continued)*

Principal risks and uncertainties

The Company is exposed to a variety of risks and uncertainties that could cause its asset price or the income from the investment portfolio to reduce, possibly by a sizeable percentage in the most adverse circumstances. The Board, through delegation to the Audit Committee, has undertaken a robust assessment and review of the principal risks facing the Company, together with a review of any new risks which may have arisen during the year, including those that would threaten its business model, future performance, solvency or liquidity. These risks are formalised within the Company's risk matrix.

The principal financial risks and the Company's policies for managing these risks and the policy and practice with regard to financial instruments are summarised in note 15 to the financial statements.

The Board has also identified the following additional risks and uncertainties:

Risk	How the risk is managed
Investment performance is not comparable to the expectations of investors Consistently poor performance could lead to a fall in the share price and a widening of the discount. The success of the Company depends on the Portfolio Manager's ability to identify, acquire and realise investments in accordance with the Company's investment policy. This, in turn, depends on the ability of the Portfolio Manager to apply its investment processes and identify suitable investments.	The Board reviews and discusses the Company's performance against its investment objective and policy, as well as reviewing performance in comparison to industry peers and the broader comparative market. The Board also keeps the performance of the Portfolio Manager under continual review, along with a review of significant stock decisions and the overall rationale for holding the current portfolio. In addition, the Management Engagement Committee conducts an annual appraisal of the Portfolio Manager.
Share price performance The market price of the Company's shares, like shares in all investment companies, may fluctuate independently of the NAV and thus may not reflect the underlying NAV of the shares. The shares could trade at a discount or premium to NAV at different times, depending on factors such as market conditions, investors' perceptions of the merits of the Company's investment objective and policy, supply and demand for the shares and the extent investors value the activities of the Company and/or the Portfolio Manager.	The Board monitors the relationship between the share price and the NAV, including regular review of the level of discount relative to that of companies in the sector. The Company has taken powers to re-purchase shares and will consider doing so to reduce the volatility of any share price discount. The Company has also taken powers to issue shares (only at a premium to NAV) to provide liquidity to the market to meet investor demand, whether by way of the issue of further ordinary shares or through the issue of C shares. In addition, in the seventh year following the IPO (and every seventh year thereafter), the Board will provide shareholders with an opportunity to realise their shares at the applicable NAV.

Risk Management *(continued)*

Risk	How the risk is managed
Portfolio Manager – loss of personnel or reputation	
The identification and selection of investment opportunities and the management of the day-to-day activities of the Company depends on the diligence, skill, judgement and business contacts of the Portfolio Manager's investment professionals and the information and deal flow they generate during the normal course of their activities. The Company's future success depends on the continuing ability of these individuals to provide services and the Portfolio Manager's ability to strategically recruit, retain and motivate new talented personnel as required. The departure of some or all of the Portfolio Manager's investment professionals could prevent the Company from achieving its investment objective and give rise to a significant public perception risk regarding the potential performance of the Company.	The Board maintains a good level of communication and has a good relationship with the Portfolio Manager, and regularly reviews the Portfolio Manager's performance at Board meetings. The Portfolio Manager's Compliance Officer also reports to the Board regularly and the Portfolio Manager would report to the Board immediately in the event of any change in key personnel. Stuart Widdowson has been on compassionate leave since 26 March 2019. The Board is reassured that he will be resuming his role as the key man of the Company at the end of June 2019. The Board is confident that the measures put in place by the Portfolio Manager to cover this period ensure that the portfolio continues to be managed in accordance with the principles and investment strategy set out at the time of launch.
Material changes within the Portfolio Manager's organisation	
Material changes could occur within the Portfolio Manager's organisation or its affiliates which are to the detriment of the Company's standing in respect of its competitors and its profitability.	The Portfolio Manager has advance notice of any material changes within its organisation and would report to the Board immediately in the event of any such changes, including within its organisation and affiliates or to its key personnel.
Valuation of unquoted investments	
The Company may invest in unquoted companies from time to time. Such investments, by their nature, involve a higher degree of valuation and performance uncertainties and liquidity risks than investments in listed and quoted securities and they may be more difficult to realise.	All financial information is reviewed by the Board at regular meetings. The Portfolio Manager provides a report on the valuation of any unquoted investments at each Board meeting and assurances are sought from the Portfolio Manager as to the basis for any changes in the valuation of any unquoted investments. The Board and/or Chairman of the Audit Committee will approve the valuation of unquoted investments prior to their reflection in the Company's NAV.
Reliance on the performance of third-party service providers	
The Company has no employees and the Directors have been appointed on a non-executive basis. The Company is reliant upon the performance of third-party service providers for its executive function. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment could have a material adverse effect on the operation of the Company.	The Board has appointed third party service providers with relevant experience. Each third party service provider is monitored by the Board and their roles are evaluated at least annually by the Management Engagement Committee.

Risk Management *(continued)*

Going concern

The Directors assessed the going concern of the Company in light of its current trading performance. The Directors looked at the forecasts for the coming year and applied stress tests for adverse scenarios. As a result, it was determined that the Company has sufficient liquidity to cover all anticipated payments during that period. The Directors also considered the regulatory capital of the Company and determined that, based on the latest approved forecasts, the Company will have sufficient regulatory capital for the same period. At the time of approving the Financial Statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Viability statement

The Board has assessed the prospects of the Company over a three-year period. This assessment period has been chosen as the Board believes it represents an appropriate period given the long-term investment horizons of the Company.

As part of its assessment of the viability of the Company, the Board has considered the principal risks and uncertainties (as set out on pages 19 and 20), specifically key man risk, and the impact on the Company's portfolio of a significant fall in the UK markets. The Directors do not expect there to be any significant change in the current principal risks and adequacy of the mitigating factors in place over the period of this assessment and therefore, believe the going concern and viability period assessment remains appropriate.

The effect on the Company and the portfolio from Brexit has been considered. Whilst it is challenging to quantify any impact that should arise from a change in the UK's relationship with the EU, it is not believed that there will be a fundamental bearing on the business. Any change arising from Brexit will likely bring investment opportunities as well as headwinds and the Company's investment strategy will remain appropriate in such an environment.

The Board has also considered the Company's financial position and its ability to liquidate its portfolio to meet expenses or other liabilities as they fall due. In considering this, the Board notes that:

- the Company primarily invests in companies listed and traded on stock exchanges. These are actively traded and, whilst perhaps less liquid than larger quoted companies, the portfolio is well diversified;
- the Company's portfolio currently includes a large position in cash. Cash balances can be varied due to changes in market conditions, but positive cash levels are expected to be maintained over the period; and
- the expenses of the Company are predictable and modest in comparison to the assets in the portfolio. There are no commitments that would change that position.

Based on this assessment, the Directors are confident that the Company's investment approach, portfolio management and balance sheet approach will ensure that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three years.

Approval

This Strategic Report has been approved by the Board of Directors and signed on its behalf by:

Jane Tufnell
Chairman

23 May 2019

Governance

GOVERNANCE

Board of Directors and Portfolio Manager

as at 31 March 2019

Jane Tufnell

Chairman

Jane started her career in 1986 joining County NatWest, firstly in corporate finance and then moving to fund management where she jointly ran the NatWest pension fund's exposure to UK smaller companies.

In 1994, Jane co-founded Ruffer Investment Management Ltd where she worked for over 20 years to build the business to an AUM of £20 billion, before leaving in 2014. Jane now has a variety of directorships including The Diverse Income Trust plc, JPM Claverhouse Investment Trust plc, ICG Enterprise Trust plc and Record plc, the currency management specialist.

Date of appointment: 21 December 2017

Arabella Cecil

Senior Independent Director

Arabella started working in financial services in 1987, training in Milan and Paris before CL-Laing in London, where she headed institutional analysis of the food manufacturing sector. In 1998, she founded a media company which specialised in the IMAX format. Between 2008 and 2012, she worked for Culross Global Management, ultimately as a member of the firm's Investment and Risk Committees.

In 2012, she co-founded the investment trust BACIT Limited, which became Syncona Limited in December 2016. She served as the chief investment officer of Syncona Limited's fund portfolio until 1 April 2018 and is currently Syncona's Head of Fund Investments.

Date of appointment: 31 January 2018

Peter Hewitt

Chairman of the Management Engagement Committee

Peter has 35 years investment management experience. In 1983, he joined Ivory & Sime managing first US equities and then moving onto UK smaller companies from 1987 to 1992. He then focussed on management of UK pension fund accounts until 1996. He moved to Murray Johnstone as Head of UK Equities with a focus on UK income funds. In 2000, he re-joined Friends Ivory & Sime and specialised in management of investment trust funds and products.

In 2008, he launched the F&C Managed Portfolio Trust onto the LSE and remains the current investment manager of the company. He is currently a director of Global Equities at BMO Global Asset Management Limited.

Date of appointment: 31 January 2018

Richard King

Chairman of the Audit Committee

Richard spent 35 years with Ernst and Young LLP (EY) becoming deputy managing partner of UK & Ireland and a member of both the Europe, Middle East, India and Africa (EMEIA) Board and Global management group. Since leaving EY, Richard has been involved either as chairman or non-executive director on a variety of private and public companies and has been involved in company disposals in excess of £400 million.

Richard is a non-executive director of GYG plc and a partner at Rockpool Investments LLP. He is also on the advisory board of Frogmore Property Group and is the chair of trustees for the Willow Foundation.

Date of appointment: 21 December 2017

Board of Directors and Portfolio Manager *(continued)*

as at 31 March 2019

Stuart Widdowson
Co-fund manager

Stuart has spent the last 18 years investing in public and private UK small and mid-size corporates and a further two years providing investment advisory services in the same field.

Prior to founding the Portfolio Manager, Stuart was at GVQ Investment Management ("GVQ"), where he held the position of fund manager and head of strategic investments for more than seven years. During his time at GVQ, Stuart led the transformation of the performance of Strategic Equity Capital plc ("SEC") and significantly improved shareholder value. Stuart led SEC to win several industry awards and was recognised as Fund Manager of the Year at both the PLC and QCA awards in 2015.

Stuart began his career as a strategy consultant undertaking commercial due diligence and strategy projects for private equity and corporate clients. In 2001, he joined HgCapital and spent five years working on small and mid-cap leveraged buyouts in the UK and Germany. During this time, he worked on a number of public to private transactions of UK quoted companies.

Ed Wielechowski
Co-fund manager

Prior to joining Odyssean, Ed was a Principal in the technology team at HgCapital. He joined HgCapital in 2006 and worked on numerous completed deals, including multiple bolt-on transactions made by portfolio companies. He has additional quoted market experience, having led the successful IPO of Manx Telecom plc in 2014, as well as having evaluated and executed public to private transactions.

Ed started his career as an analyst in the UK mergers and acquisitions department of JPMorgan in 2004.

Directors' Report

The Directors are pleased to present the Annual Report and Financial Statements for the period ended 31 March 2019. In accordance with the Act (as amended), the Listing Rules and the Disclosure Guidance and Transparency Rules, the Corporate Governance Statement, Directors' Remuneration Report, Report from the Audit Committee and the Statement of Directors' Responsibilities should be read in conjunction with one another, and the Strategic Report. As permitted by legislation, some of the matters normally included in the Directors' Report have instead been included in the Strategic Report, as the Board considers them to be of strategic importance.

Directors

The Directors in office during the period and at the date of this report, and their biographical details, are shown on page 23.

None of the Directors or any persons connected with them had a material interest in the transactions and arrangements of, or the agreement with, the Portfolio Manager during the period.

Results

A summary of the Company's performance during the period ended 31 March 2019 and the outlook for the forthcoming year is set out in the Strategic Report on pages 6 to 13.

Corporate governance

The Company's Corporate Governance Statement is set out on pages 29 to 33 and forms part of this report. Details regarding independent professional advice, insurance and indemnity are set out in the Corporate Governance Statement on page 33.

Share capital

The Company was incorporated on 21 December 2017 with 1 ordinary share of £0.01, held by Harwood Capital Management Limited. On 7 February 2018, the Company issued 50,000 management shares of £1.00 each, which were also held by Harwood Capital Management Limited.

Share issues

At a general meeting of the Company held on 21 March 2018, the Directors were granted the authority to allot and to disapply pre-emption rights in respect of up to 200 million shares in aggregate, being either ordinary shares of £0.01 each or C shares of £0.10 each, or any combination of ordinary shares and C shares, such authority to expire on 20 March 2019.

On 1 May 2018, 87,457,210 ordinary shares of £0.01 each (with an aggregate nominal value of £874,572.10) were issued under this authority at a price of £1.00 per share under the placing and offer for subscription (including an intermediaries offer) by the Company. The Company commenced business on 1 May 2018 when the ordinary shares were listed on the premium segment of the Official List of the FCA and admitted to trading on the premium segment of the LSE's main market for listed securities. The 50,000 management shares were simultaneously redeemed and cancelled.

At a general meeting of the Company held on 21 March 2018, the Directors were also granted the authority to allot and to disapply pre-emption rights in respect of up to an additional 17,491,442 ordinary shares, being 20.0% of the ordinary shares in issue at the time of admission of the ordinary shares to the LSE, such authority to expire at the conclusion of the 2019 AGM.

On 20 June 2018, the Company was granted a block listing of 5.0 million ordinary shares to be listed to the premium segment of the Official List of the FCA and admitted to trading on the premium segment of the LSE's main market. During the period ended 31 March 2019, a total of 800,000 ordinary shares (with a nominal value of £8,000) were issued under this block listing for a total consideration of £828,175; these shares were issued to satisfy market demand for the shares and to manage the premium to NAV at which the shares were trading at the time of issuance. All shares were issued at a premium to NAV and at an average price of 103.5 pence.

As at the date of this report, a further 4.2 million shares remain under the block listing.

Proposals for the renewal of the Directors' authority to issue shares are set out on page 27.

Cancellation of share premium

On 8 August 2018, the Company's share premium account of £85,475,000 was cancelled in order to create distributable reserves.

Purchase of own shares

At a general meeting held on 21 March 2018, the Directors were granted the authority to buy back up to 13,109,835 ordinary shares, being 14.99% of the ordinary shares in issue at the time of admission of the ordinary shares to the LSE. No ordinary shares have been bought back under this authority. The authority will expire at the conclusion of the first AGM of the Company in 2019, when a resolution for its renewal will be proposed (see page 28 for further information).

Directors' Report *(continued)*

Current share capital

As at 31 March 2019, and as at the date of this report, there are 88,257,211 ordinary shares in issue, none of which are held in treasury. At general meetings of the Company, shareholders are entitled to one vote on a show of hands and, on a poll, to one vote for every share held. The total voting rights of the Company as at 31 March 2019 were 88,257,211.

There are no restrictions concerning the transfer of securities in the Company or on voting rights; no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements which the Company is party to that might affect its control following a successful takeover bid.

Substantial shareholdings

The Company has been informed of the following latest notifiable interests in the voting rights of the Company, in accordance with Disclosure Guidance and Transparency Rule 5.1.2, as at 31 March 2019:

	Number of shares	% of voting rights
Harwood Capital LLP	13,800,000	15.64
Schroders plc	13,069,601	14.81
Brewin Dolphin Limited	8,276,500	9.38
Ian Armitage	6,600,000	7.48

The Company has not been informed of any changes to the above interests between 31 March 2019 and the date of this Report.

Articles of Association

The Company's Articles of Association may only be amended by a special resolution at a general meeting of the shareholders.

Requirements of the Listing Rules

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross-reference table indicating where the information is set out. The information required under:

- Listing Rule 9.8.4(5) in relation to Peter Hewitt waiving his Director's fee is set out on page 38; and
- Listing Rule 9.8.4(7) in relation to allotment of shares is set out on page 25.

The Directors confirm that there are no additional disclosures to be made in relation to Listing Rule 9.8.4.

Auditor

The Directors who held office at the date of approval of the Directors' Report confirm that, so far as they are aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director 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.

KPMG LLP has expressed its willingness to continue in office as Auditor of the Company and resolutions for its appointment and for the Directors to determine its remuneration will be proposed at the forthcoming AGM.

Financial risk management

As noted on page 19, information about the Company's financial risk management objectives and policies is set out in note 15 of the Financial Statements.

Greenhouse gas emissions

The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emission-producing sources under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Annual General Meeting

The Notice of the AGM to be held on 27 June 2019 is set out on pages 67 to 72. Shareholders are being asked to vote on various items of business being:

(i) the receipt and acceptance of the Strategic Report, Directors' Report, Auditor's Report and the audited Financial Statements for the period ended 31 March 2019;

(ii) the receipt and approval of the Directors' Remuneration Report and the Directors' Remuneration Policy;

(iii) the election of Directors;

(iv) the appointment of KPMG LLP as Auditor and the authorisation of the Directors to determine the remuneration of the Auditor;

Directors' Report *(continued)*

(v) the authorisation of the Directors to allot ordinary shares and disapply statutory pre-emption rights for certain issues of shares;

(vi) the authorisation of the Company to make market purchases of ordinary shares; and

(vii) the holding of general meetings (other than AGMs) on not less than 14 clear days' notice.

Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolutions 12 to 15 will be proposed as special resolutions.

Authority to allot ordinary shares

Resolutions 10 and 11, ordinary resolutions as set out in the Notice of AGM, if passed, will renew the Directors' authority to allot shares in accordance with statutory pre-emption rights. These resolutions will authorise the Board to allot:

- ordinary shares generally and unconditionally in accordance with section 551 of the Act up to an aggregate nominal value of £88,257, representing approximately 10.0% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, the number representing 10.0% of the issued share capital of the Company at the date at which this resolution is passed (Resolution 10); and

- further ordinary shares generally and unconditionally in accordance with section 551 of the Act up to an additional aggregate nominal value of £88,257, representing approximately 10.0% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, the number representing 10.0% of the issued share capital of the Company at the date at which this resolution is passed (Resolution 11).

As at 23 May 2019, no shares were held in treasury.

If both these resolutions are passed, shareholders will be granting the Directors authority to allot up to 20.0% of the Company's issued share capital. The Board believes that passing of Resolutions 10 and 11 is in the shareholders' interests as the authority is intended to be used for funding investment opportunities sourced by the Portfolio Manager, thereby mitigating any potential dilution of investment returns for existing shareholders, and the Directors will only issue new ordinary shares at a price above the prevailing NAV per ordinary share. If only Resolution 10 is passed and Resolution 11 is not passed, shareholders will only be granting Directors the authority to allot up to 10.0% of the existing issued ordinary share capital of the Company. These authorities, if given, will lapse at the conclusion of the 2020 AGM of the Company.

The Directors do not currently intend to allot shares other than to take advantage of opportunities in the market as they arise and only if they believe it would be advantageous to the Company's shareholders to do so.

In the event that Resolution 10 is not passed, Resolution 11 will not be proposed at the AGM.

Disapplication of pre-emption rights

Resolution 12, a special resolution, is being proposed to authorise the Directors to disapply the statutory pre-emption rights of existing shareholders in relation to the issue of shares under Resolution 10, for cash or the sale of shares out of treasury up to an aggregate nominal amount of £88,257, being approximately 10.0% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, 10.0% of the issued share capital immediately upon the passing of this resolution.

Resolution 13, a special resolution, is being proposed to authorise the Directors to disapply the statutory pre-emption rights of existing shareholders in relation to the further issue of shares under Resolution 11, for cash or the sale of shares out of treasury up to an aggregate nominal amount of £88,257, being approximately 10.0% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, 10.0% of the issued share capital immediately upon the passing of this resolution.

In respect of Resolutions 12 and 13, shares would only be issued at a price above the prevailing NAV per share. The Directors will only issue shares on a non-pre-emptive basis if they believe it would be in the best interests of the Company's shareholders.

If both these resolutions are passed, shareholders will be granting the Directors authority to allot up to 20.0% of the Company's issued share capital on a non-pre-emptive basis. Although this percentage authority is higher than the authority typically sought by investment companies, the Board believes that in order to have the maximum flexibility to raise finance to enable the Company to take advantage of suitable opportunities, the passing of Resolutions 12 and 13 is in the shareholders' interests.

In the event that Resolution 10 is passed and Resolution 11 is not passed (such that the Directors are only authorised to issue ordinary shares up to 10.0% of the existing issued share capital), Resolution 13 will not be proposed at the AGM.

These authorities, if given, will lapse at the conclusion of the 2020 AGM of the Company.

Purchase of own shares

Resolution 14, a special resolution, will renew the Company's authority to make market purchases of up to 13,229,755 ordinary shares (being 14.99% of the issued share capital as at the date of the Notice of AGM or, if changed, 14.99% of the issued share capital immediately following the passing of the resolution), either for cancellation or placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for an ordinary share must not be more than the higher of (i) 5.0% above the average of the mid-market value of the ordinary shares for the five business days before the purchase is made, or (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares. The minimum price which may be paid is £0.01 per ordinary share.

Whilst the Directors have no present intention of using this authority, the Directors would use this authority in order to address any significant imbalance between the supply and demand for the ordinary shares and to manage the discount to NAV at which the ordinary shares trade. Ordinary shares will be repurchased only at prices below the NAV per ordinary share, which should have the effect of increasing the net asset value per ordinary share for remaining shareholders.

This authority, if approved by shareholders, will expire at the AGM to be held in 2020, when a resolution for its renewal will be proposed.

Notice period for general meetings

In terms of the Companies Act 2006, the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the Company: (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period proposed by Resolution 15, a special resolution, would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will be effective until the date of the AGM to be held in 2020, when it is intended that a similar resolution will be proposed.

Directors' recommendation

The Directors consider each resolution being proposed at the AGM to be in the best interests of the Company and shareholders as a whole and they unanimously recommend that all shareholders vote in favour of them, as they intend to do in respect of their own beneficial shareholdings.

By order of the Board

Link Company Matters Limited
Company Secretary

23 May 2019

Corporate Governance Statement

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

Introduction

The Board is accountable to shareholders for the governance of the Company's affairs and is committed to maintaining the highest standard of corporate governance for the long-term success of the Company. In this statement, the Company reports on its compliance with the AIC Code of Corporate Governance (the "AIC Code") and sets out how the Board and its Committees have operated during the past year.

Statement of compliance with the AIC Code

The Board of the Company has considered the principles and recommendations of the AIC Code by reference to the AIC Corporate Governance Guide for Investment Companies (the "AIC Guide"), published in July 2016. The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code ("UK Code") as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company as an investment trust. The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Code), will provide better information to shareholders. A copy of the UK Code can be found at www.frc.org.uk.

The Financial Reporting Council (the "FRC"), has endorsed the AIC Code and the AIC Guide. The terms of the FRC's endorsement mean that AIC members who report against the AIC Code and the AIC Guide meet fully their obligations under the UK Code and the related disclosure requirements contained in the Listing Rules of the FCA. A copy of the AIC Code and the AIC Guide can be obtained via the AIC website, www.theaic.co.uk. A copy of the UK Code can be obtained at www.frc.org.uk.

The Board recognises the importance of a strong corporate governance culture and has established a framework for corporate governance which it considers to be appropriate to the business of the Company.

The Board considers that it has managed its affairs in compliance with the AIC Code and the relevant provisions of the UK Code throughout the period ended 31 March 2019, except where it has concluded that adherence or compliance with any particular principle or recommendation of either of the Codes would not have been appropriate to the Company's circumstances. Similar to the UK Code, the AIC Code specifies a "comply or explain" basis and the Board's report under this section explains any deviation from its recommendations.

The UK Code includes provisions relating to:

- the role of the chief executive; and
- executive directors' remuneration.

For the reasons set out in the AIC Guide and as explained in the UK Code, the Board considers these provisions are not relevant to the position of the Company, being an externally-managed investment company. The Company has therefore not reported further in respect of these provisions.

The Board notes the publication of the revised AIC Code in February 2019, which is applicable to the Company for the financial year ending 31 March 2020. The Board is considering the new requirements and will report further on these in next year's Annual Report.

The Board of Directors

The Board of Directors is collectively responsible for the long-term success of the Company. It provides overall leadership, sets the strategic aims of the Company and ensures that the necessary resources are in place for the Company to meet its objectives and fulfil its obligations to shareholders within a framework of high standards of corporate governance and effective internal controls. The Directors are responsible for the determination of the Company's investment policy and investment strategy and have overall responsibility for the Company's activities, including the review of investment activity and performance and the control and supervision of the Portfolio Manager.

The Board consists of four non-executive Directors. It seeks to ensure that it has an appropriate balance of skills and experience, and considers that, collectively, it has substantial recent and relevant experience of investment trusts and financial and public company management.

Other than their letters of appointment as Directors, none of the Directors has a contract of service with the Company nor has there been any other contract or arrangement between the Company and any Director at any time during the year. Directors are not entitled to any compensation for loss of office. Copies of the letters of appointment are available on request from the Secretary and will be available at the AGM.

Corporate Governance Statement *(continued)*

Chairman and Senior Independent Director

The Chairman, Jane Tufnell, is deemed by her fellow independent Board members to be independent in character and judgement, and free of any conflicts of interest. She considers herself to have sufficient time to spend on the affairs of the Company. She has no significant commitments other than those disclosed in her biography on page 23.

Arabella Cecil is the Senior Independent Director of the Company. She provides a channel for any shareholder concerns regarding the Chairman and will take the lead in the annual evaluation of the Chairman by the independent Directors.

Board operation

The Directors have adopted a formal schedule of matters specifically reserved for their approval. These include, but are not limited to, the following:

- approval of the Company's investment policy, long-term objectives and business strategy;
- approval of the policies regarding insurance, hedging, borrowing limits and corporate security;
- approval of the Company's Annual and Half-Yearly Reports, financial statements and accounting policies, prospectuses, circulars and other shareholder communications;
- approval for raising new capital and major financing facilities;
- Board appointments and removals;
- appointment and removal of the Portfolio Manager, Auditor and the Company's other service providers; and
- approval of the Company's annual operating budgets.

Board meetings

The Company has four scheduled Board meetings a year with additional meetings in respect of share issuances and regulatory matters arranged as necessary.

At each scheduled Board meeting, the Directors follow a formal agenda which is circulated in advance by the Secretary. The Secretary, the Administrator and the Portfolio Manager regularly provide the Board with financial information, including an annual expenses budget, together with briefing notes and papers in relation to changes in the Company's economic and financial environment, statutory and regulatory changes and corporate governance best practice. A description of the Company's risk management and internal control systems is set out in the Strategic Report on pages 18 to 20.

Service providers

The Company's main functions are delegated to a number of service providers, each engaged under separate contracts. The management of the Company's portfolio is delegated to the Portfolio Manager, which manages the assets in accordance with the Company's objectives and policies. At each Board meeting, representatives from the Portfolio Manager are in attendance to present reports to the Directors covering the Company's current and future activities, portfolio of assets and its investment performance over the preceding period. The Board and the Portfolio Manager operate in a fully supportive, co-operative and open environment and ongoing communication with the Board is maintained between formal meetings.

Board committees

Given the number of Directors, the Board does not consider it necessary for the Company to establish separate nomination and remuneration committees and all of the matters that can be delegated to such committees are considered by the Board as a whole. The Board considers that the combined knowledge and experience of its members enables it to successfully fulfil the role of these committees.

The Board has established three committees to assist with its operations: the Audit Committee; the Management Engagement Committee and the Disclosure Committee. Each committee's delegated responsibilities are clearly defined in formal terms of reference, which are available on the Company's website.

Corporate Governance Statement *(continued)*

Audit Committee

The Audit Committee is chaired by Richard King and comprises all Directors. Given the small size of the Board, it is considered appropriate for all Directors to be members of the Committee. The Audit Committee meets formally at least twice a year. The Board believes it is appropriate for the Chairman of the Company to be a member of the Audit Committee as she provides a valuable contribution to the Committee and her membership enhances the operation of the Committee and its interaction with the Board.

The Board considers that the members of the Audit Committee have the requisite skills and experience to fulfil the responsibilities of the Committee and that the Committee, as a whole, has the competence relevant to the investment trust sector. The Chairman of the Audit Committee has significant recent and relevant financial experience.

The Audit Committee has direct access to the Company's Auditor, and provides a forum through which the Auditor reports to the Board. Representatives of the Auditor attend meetings of the Audit Committee at least twice a year.

Further details about the Audit Committee and its activities during the period under review are set out on pages 34 to 36.

Management Engagement Committee

Peter Hewitt is the Chairman of the Management Engagement Committee, which comprises all Directors. The Committee first met following the period end and, going forward, is scheduled to meet at least once a year to review the ongoing performance and the continuing appointment of all service providers of the Company, including the Portfolio Manager. The Committee also considers any variation to the terms of all service providers' agreements and reports its findings to the Board.

The performance of the Company's service providers is closely monitored by the Committee and in arriving at its decisions regarding the continuing appointment of the service providers, it is aided by the feedback received from the Portfolio Manager on the performance of those service providers.

Disclosure Committee

The Disclosure Committee is chaired by Jane Tufnell, the Chairman of the Board, and includes Arabella Cecil as its member. The Committee has been established to ensure the identification and disclosure of inside information and the Company's ongoing compliance with the Market Abuse Regulation. No meetings of the Committee were held during the period.

Meeting attendance

The number of scheduled Board and Audit Committee meetings held during the period ended 31 March 2019 and the attendance of the individual Directors is shown below:

	Board Meetings		Audit Committee	
	Number entitled to attend	Number attended	Number entitled to attend	Number attended
Jane Tufnell	4	4	2	2
Arabella Cecil	4	4	2	2
Peter Hewitt	4	4	2	2
Richard King	4	4	2	2

One meeting of the Management Engagement Committee was held post period end at which all Directors were present.

A number of additional Board meetings were held by the Company during the period ended 31 March 2019. These meetings were held in respect of the Company's IPO in May 2018, putting into place the blocklisting facility and other ad hoc matters.

Performance evaluation

The Directors are aware that they need to continually monitor and improve Board performance and recognise that this can be achieved through regular evaluation of the Board, its committees and the individual Directors; this will provide a valuable feedback mechanism for improving the Board's effectiveness. While no formal performance evaluation took place during the period ended 31 March 2019, being the first reporting period of the Company, the Directors have agreed that, going forward, this process of review will be conducted on an annual basis by way of completion of a formal questionnaire and discussions between the Directors. The evaluation of the Chairman will be led by the Senior Independent Director.

Corporate Governance Statement *(continued)*

Independence of Directors
The independence of the Directors was reviewed as part of the IPO process and will be reviewed as part of the annual evaluation process going forward. Each Director is considered to be independent in character and judgement and entirely independent of the Portfolio Manager. None of the Directors sits on the boards of any other companies managed by the Portfolio Manager.

Election of Directors
The Company has no set policy on the length of the tenure of the Directors. Under the Company's Articles of Association and in accordance with the AIC Code, Directors are required to retire at the first AGM following their appointment. Thereafter, at each AGM, any Director who has not stood for re-election at either of the two preceding AGMs shall retire. In addition, one-third of the Directors eligible to retire by rotation shall retire from office at each AGM. The Articles of Association also require any Director, who has been on the Board for nine years or more, to retire at each AGM.

Accordingly, all Directors will be standing for election at the Company's forthcoming AGM. The Board strongly recommends the election of each of the Directors on the basis of their experience and expertise in investment matters, their independence and continuing effectiveness and commitment to the Company.

Diversity
The Board has adopted a diversity policy, which acknowledges the benefits of greater diversity, including gender diversity, and remains committed to ensuring that the Company's Directors bring a wide range of skills, knowledge, experience, backgrounds and perspectives to the Board. Whilst the Board does not feel that it would be appropriate to set targets as all appointments are made on merit, the following objectives for the appointment of Directors have been established:

- all Board appointments will be made on merit, in the context of the skills, knowledge and experience that are needed for the Board to be effective; and

- long lists of potential non-executive Directors should include diverse candidates of appropriate merit.

The diversity policy applies to the Board and its Committees. The Company does not have any other administrative, management and supervisory bodies as all its functions have been outsourced to third party service providers.

Conflicts of interest
It is the responsibility of each individual Director to avoid an unauthorised conflict of interest situation arising. The Director must request authorisation from the Board as soon as he or she becomes aware of the possibility of an interest that conflicts, or might possibly conflict, with the interests of the Company ("situational conflicts"). The Company's Articles of Association authorise the Board to approve such situations, where deemed appropriate.

A register of conflicts is maintained by the Secretary and is reviewed at Board meetings, to ensure that any authorised conflicts remain appropriate. The Directors are required to confirm at these meetings whether there has been any change to their position.

The Board is responsible for considering Directors' requests for authorisation of situational conflicts and for deciding whether or not the situational conflict should be authorised. The factors to be considered will include: whether the situational conflict could prevent the Director from properly performing their duties; whether it has, or could have, any impact on the Company; and whether it could be regarded as likely to affect the judgement and/or actions of the Director in question. When the Board is deciding whether to authorise a conflict or potential conflict, only Directors who have no interest in the matter being considered are able to take the relevant decision, and in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors are able to impose limits or conditions when giving authorisation if they think this is appropriate in the circumstances.

Induction of new Directors
The Company has an established process in place for the induction of new Directors. An induction pack will be provided to new Directors by the Secretary, containing relevant information about the Company, its constitutional documents and its processes and procedures. New appointees will also have the opportunity of meeting with the Chairman and relevant persons at the Portfolio Manager.

Corporate Governance Statement *(continued)*

Insurance and indemnity provisions

The Board has agreed arrangements whereby Directors may take independent professional advice in the furtherance of their duties. The Company has Directors' and Officers' liability insurance to cover legal defence costs and public offering of securities insurance in place in respect of the IPO. Under the Company's Articles of Association, the Directors are provided, subject to the provisions of UK legislation, with an indemnity in respect of liabilities which they may sustain or incur in connection with their appointment. The Company has also entered into a deed of indemnity with each Director pursuant to which it has agreed to insure, indemnify and/or loan funds to the Director in relation to certain specific liabilities incurred by them in the performance of their duties as a Director of the Company.

Relations with shareholders

Communication with shareholders is given a high priority by both the Board and the Portfolio Manager. The Portfolio Manager and the Company's Broker are in regular contact with major shareholders and report the results of all meetings and the views of those shareholders to the Board on a regular basis. The Chairman and the other Directors are available to attend these meetings with shareholders if required. All shareholders are encouraged to attend and vote at the Company's AGM to be held on 27 June 2019, during which the Board and the Portfolio Manager will be available to discuss issues affecting the Company and answer any questions. Shareholders wishing to communicate directly with the Board should contact the Secretary at the address on page 74.

Internal control review and assessment process

Details of the Company's internal control review and the assessment process are outlined in the Strategic Report on page 18.

Company Secretary

The Board has direct access to the advice and services of the Secretary, Link Company Matters Limited, which is responsible for ensuring that Board and Committee procedures are followed and that applicable regulations are complied with. The Secretary is also responsible to the Board for ensuring timely delivery of the information and reports which the Directors require and that the statutory obligations of the Company are met.

Audit Committee Report

I am pleased to present the Audit Committee Report for the period ended 31 March 2019.

Role of the Audit Committee

The primary responsibilities of the Audit Committee are:

- to monitor the integrity and contents of the Company's half-yearly reports, annual reports and financial statements and accounting policies, and to review compliance with regulatory and financial reporting requirements;
- to advise the Board, where requested, on whether 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 and performance, business model and strategy;
- to review the principal risks facing the Company that would threaten its business model, future performance, solvency or liquidity, and to review the effectiveness of the Company's internal controls and risk management systems;
- to assess the prospects of the Company for the next twelve months and to consider its longer-term viability;
- to review the Company's internal financial controls and review the adequacy and effectiveness of the Company's risk management systems;
- to consider annually whether there is a need for the Company to have its own internal audit function;
- to oversee the selection process of possible new appointees as external auditor;
- to make recommendations to the Board in relation to the appointment, re-appointment and removal of the Auditor, including the approval of its remuneration and terms of engagement;
- to review the adequacy and scope of the external audit;
- to consider the independence, objectivity and effectiveness of the Auditor and the effectiveness of the audit;
- to approve any non-audit services to be provided by the Auditor and the fees paid for such services; and
- to ensure the effective operation of the Company's data protection policy.

Matters considered during the period

During the period ended 31 March 2019, the Committee met twice and each Director's attendance at these meetings is set out in the table on page 31. The Committee also met once following the year end. The Committee has:

- reviewed the internal controls and risk management systems of the Company and its third party service providers;
- agreed the audit plan with the Auditor, including the principal areas of focus, and the fees in respect of the audit;
- received and discussed with the Auditor their report on the results of the audit; and
- reviewed the Company's Half-Yearly Report and Annual Report and Financial Statements, discussed the appropriateness of the accounting policies adopted and advised the Board accordingly.

The Committee has direct access to the Auditor, KPMG LLP, who attends Committee meetings on a regular basis. The Committee has the opportunity to meet with the Auditor without the Portfolio Manager being present.

The significant issues considered by the Committee in relation to the Annual Report and Financial Statements were:

(a) Valuation of investments

The Board relies on the Administrator and the Portfolio Manager to use correct listed prices and seeks comfort in the testing of this process through their internal controls reports. The Committee reviewed with the Portfolio Manager and the Administrator the valuation process of the Company's investments and the systems in place to ensure the accuracy of these valuations. The Company uses the services of an independent custodian, RBC Investor Services Trust (UK Branch), to hold the assets of the Company. The custodian's and the Portfolio Manager's records are reconciled daily.

Audit Committee Report *(continued)*

(b) Internal controls
During the year, the Committee reviewed and, where appropriate, updated the Company's risk register. This is done on an ongoing basis.

The Audit Committee receives a report on internal control and compliance from the Portfolio Manager and discusses this with the Portfolio Manager. Reports from the Company's other service providers are also reviewed. No significant matters of concern arose from these discussions.

The Company does not have an internal audit function as most of its day-to-day operations are delegated to third parties, all of whom have their own internal control procedures. The Committee discussed whether it would be appropriate to establish an internal audit function, and agreed that the existing system of monitoring and reporting by third parties remains appropriate and sufficient.

(c) Going concern and long-term viability
In line with the AIC Code, the Committee considered the Company's financial requirements and viability for the forthcoming year and over a longer period of three years. As a result of this assessment, the Committee concluded that the Company had adequate resources to continue in operation and meet its liabilities as they fall due both for the forthcoming year and over the next two years. Related disclosures are set out on page 21.

(d) Maintenance of investment trust status
The Portfolio Manager and the Administrator have reported to the Audit Committee to confirm continuing compliance with the requirements for maintaining investment trust status. The position is also discussed with the Auditor as part of the audit process.

Following the consideration of the above issues and its detailed review, the Committee was of the opinion 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 and performance, business model and strategy and advised the Board accordingly.

Audit fees and non-audit services

An audit fee of £29,000 has been agreed in respect of the audit for the period ended 31 March 2019.

In accordance with the Company's non-audit services policy, as adopted by the Board on 28 August 2018, the Audit Committee reviews the scope and nature of all proposed non-audit services before engagement, to ensure that auditor independence and objectivity are safeguarded. The policy includes a list of non-audit services which may be provided by the Auditor provided there is no apparent threat to independence, as well as a list of services which are prohibited. In respect of any permissible non-audit service up to a fee of £10,000 or where any urgent matters arise, the Audit Committee has delegated authority to the Portfolio Manager to approve these between meetings. Non-audit services are capped at 70.0% of the average of the statutory audit fees for the preceding three years.

- During the period, the Auditor provided the following non-audit services: reporting accountant services for the prospectus as the time of the Company's launch for a fee of £30,000; and

- review of the Half-Yearly Report for a fee of £9,000.

These non-audit fees are significantly higher than the statutory audit fee due to the work involved in the Company's IPO and its first period. The level of non-audit fees is therefore expected to remain below this level in future.

Further information on the fees paid to the Auditor is set out in note 5 to the Financial Statements on page 57.

Effectiveness of the external audit

The Audit Committee monitors and reviews the effectiveness of the external audit carried out by the Auditor, including a detailed review of the audit plan and the audit results report, and makes recommendations to the Board on the re-appointment, remuneration and terms of engagement of the Auditor. This review takes into account the experience and tenure of the audit partner and team, the nature and level of services provided, and confirmation that the Auditor has complied with independence standards. Any concerns with the effectiveness of the external audit process would be reported to the Board. No concerns were raised in respect of the period ended 31 March 2019.

Audit Committee Report *(continued)*

Independence and objectivity of the Auditor

The Committee has considered the independence and objectivity of the Auditor and has conducted a review of non-audit services which the Auditor has provided during the period under review. The Committee receives an annual assurance from the Auditor that its independence is not compromised by the provision of such non-audit services. The Committee is satisfied that the Auditor's objectivity and independence is not impaired by the performance of these non-audit services and that the Auditor has fulfilled its obligations to the Company and its shareholders.

KPMG LLP has been the Auditor to the Company since launch in 2018. No tender for the audit of the Company has been undertaken. The Committee will review the continuing appointment of the Auditor on an annual basis and give regular consideration to the Auditor's fees and independence, along with matters raised during each audit.

Appointment of the Auditor

Following consideration of the performance of the Auditor, the services provided during the year and a review of its independence and objectivity, the Committee has recommended to the Board the re-appointment of KPMG LLP as Auditor to the Company.

In accordance with the requirements relating to the appointment of auditors, the Company would need to conduct an audit tender no later than for the financial year beginning 1 April 2028.

Richard King
Chairman of the Audit Committee

23 May 2019

Directors' Remuneration Report

Statement from the Chairman

I am pleased to present the Directors' Remuneration Report for the period ended 31 March 2019.

As the Company has no employees and the Board is comprised wholly of non-executive Directors, the Board has not established a separate Remuneration Committee. Directors' remuneration is determined by the Board as a whole, at its discretion within an aggregate ceiling of £300,000 per annum, as set out in the Company's Articles of Association. Each Director abstains from voting on their own individual remuneration. During the period, the Board reviewed the levels of Directors' remuneration while having regard to the Company's financial position and performance, remuneration in other companies of comparable scale and complexity and market statistics generally.

During the period ended 31 March 2019, the annual fees were set out at the rate of £34,000 for the Chairman, £27,500 for the Chairman of the Audit committee and £24,000 for a Director. No changes for these fee levels are proposed for the year ending 31 March 2020.

Each of the Directors has agreed to use their applicable Directors' fees (net of applicable taxes) to acquire the Company's ordinary shares in the secondary market, subject to regulatory requirements. In relation to any dealings, the Directors will comply with the share dealing code adopted by the Company in accordance with the Market Abuse Regulation.

Ordinary resolutions will be put to shareholders at the forthcoming AGM to be held in June 2019 to receive and approve the Directors' Remuneration Report and to receive and approve the Directors' Remuneration Policy. If approved by shareholders, the Directors' Remuneration Policy will be effective immediately upon the passing of the resolution at the AGM. There are no significant changes expected in the way the proposed remuneration policy, if approved, will be implemented in the next financial year.

Remuneration policy

The Company follows the recommendation of the AIC Code that non executive Directors' remuneration should reflect the time commitment and responsibilities of the role. The Board's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole, and be determined with reference to comparable organisations and appointments.

All Directors are non-executive, appointed under the terms of letters of appointment. There are no service contracts in place. The Company has no employees.

The fees for the non-executive Directors are determined within the limits (not to exceed £300,000 per annum) set out in the Company's Articles of Association, or any greater sum that may be determined by special resolution of the Company. Directors are not eligible for bonuses, share options, long-term incentive schemes or other performance-related benefits as the Board does not believe that this is appropriate for non-executive Directors. There are no pension arrangements or retirement benefits in place for the Directors of the Company.

Under the Company's Articles of Association, if any Director is called upon to perform or render any special duties or services outside his ordinary duties as a Director, he may be paid such reasonable additional remuneration as the Board, or any committee authorised by the Board, may from time to time determine.

The Directors are entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as Director, including any expenses incurred in attending meetings of the Board or any committee of the Board or general meetings of the Company.

Directors' and Officers' liability insurance cover is maintained by the Company on behalf of the Directors.

Directors' Remuneration Report *(continued)*

Directors' fee levels

Component	Role	Rate at 1 April 2019	Purpose of Remuneration
Annual fee	Chairman	£34,000	Commitment as Chairman[1]
Annual fee	Non-executive Director	£24,000	Commitment as non-executive Director[2]
Additional fee	Chairman of the Audit Committee	£3,500	For additional responsibilities and time commitments[3]
Additional fee	All Directors	N/A	For extra or special services performed in their role as a Director[4]
Expenses	All Directors	N/A	Reimbursement of expenses incurred in the performance of duties as a Director

1 The Chairman of the Board is paid a higher fee than the other Directors to reflect the more onerous role.

2 The Company's Articles of Association limit the aggregate fees payable to the Board of Directors to £300,000 per annum.

3 The Chairman of the Audit Committee is paid a higher fee than the other Directors to reflect the more onerous role.

4 Additional fees would only be paid in exceptional circumstances in relation to the performance of extra or special services.

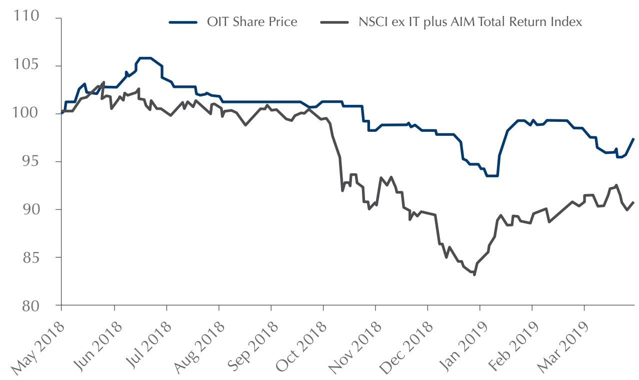
Each of the Directors has agreed to use their applicable Directors' fees (net of applicable taxes) to acquire the Company's ordinary shares in the secondary market, subject to regulatory requirements.

Fees are reviewed annually in accordance with the above policy. The fee for any new Director appointed to the Board will be determined on the same basis. The Company is committed to ongoing shareholder dialogue and any views expressed by shareholders on the fees being paid to Directors would be taken into consideration by the Board when reviewing the Directors' remuneration policy and in the annual review of Directors' fees.

Compensation will not be made upon early termination of appointment.

Company performance

The graph below compares the total return to holders of ordinary shares since they were first admitted to trading on the LSE, compared to the total return of the NSCI ex IT plus AIM Index.



As at 31 March 2019. Performance measured from close of business on 1 May 2018. Share performance since inception assumes IPO price of 100.0p. Source: Bloomberg, Factset. Rebased to 100.

Directors' remuneration for the period ended 31 March 2019 (audited)

The remuneration paid to the Directors during the period ended 31 March 2019 is set out in the single total figure table below:

Director	Fees	Taxable benefits	Total
Jane Tufnell[1]	£31,167	–	£31,167
Arabella Cecil[2,3]	£17,608	–	£17,608
Peter Hewitt[2]	–[4]	£723	£723
Richard King[1]	£25,208	–	£25,208
	£73,983	£723	£74,706

1 Appointed on 21 December 2017.

2 Appointed on 31 January 2018.

3 Until 4 February 2019, Arabella Cecil invoiced her Director's fee via Gravity Partners Limited.

4 As noted in the Company's 2018 Interim Report, Peter Hewitt is not receiving a fee in respect of his services as a Director to the Company; this is owing to his employment as a director of Global Equities in BMO Global Asset Management Limited.

Directors' Remuneration Report *(continued)*

Relative importance of spend on pay

The table below shows the proportion of the Company's income spent on pay.

	Period ended 31 March 2019
Spend on Directors' fees*	£74,000
Management fee and other expenses	£1,165,000

* As the Company has no employees, the total spend on pay on remuneration comprises only the Directors' fees.

In the absence of any employees, dividend payments made during the period and amount spent on share buybacks, the management fee and other expenses have been included because the Directors believe it will help shareholders' understanding of the relative importance of the spend on pay. The figures for this measure are the same as those shown in notes 4 and 5 to the Financial Statements.

Directors' interests (audited)

The Company's Articles of Association do not require a Director to own shares in the Company. The interests of the Directors and any connected persons in the ordinary shares of the Company at 31 March 2019 and 23 May 2019, the date of this report, are shown in the table below:

	31 March 2019 Number of shares	23 May 2019 Number of shares
Jane Tufnell	519,554	519,554
Arabella Cecil	114,717	119,573
Peter Hewitt	35,000	35,000
Richard King	38,885	42,235

None of the Directors or any person connected with them had a material interest in the Company's transactions, arrangements or agreements during the period.

Approval

The Directors' Remuneration Report was approved by the Board and signed on its behalf by:

Jane Tufnell
Chairman

23 May 2019

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial period. Accordingly, the Directors have prepared the Financial Statements in accordance with IFRS as adopted by the EU. 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 of the Company for that period.

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

- select suitable accounting policies in accordance with IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors" and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state whether applicable IFRS have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 Act and Article 4 of the IAS Regulation. 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.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that comply with that law and those regulations, and for ensuring that the Annual Report includes information required by the Listing Rules of the FCA.

The Financial Statements are published on the Company's website, www.oitplc.com, which is maintained on behalf of the Company by the Portfolio Manager. The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and accordingly, the Auditor accepts no responsibility for any changes that have occurred to the Financial Statements since they were initially presented on the website.

Under the Portfolio Management Agreement, the Portfolio Manager is responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Visitors to the website need to be aware that legislation in the United Kingdom covering the preparation and dissemination of the financial statements may differ from legislation in their jurisdiction.

Statement of Directors' Responsibilities *(continued)*

We confirm that to the best of our knowledge:

– the Financial Statements, which have been prepared in accordance with IFRS as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and

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

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

On behalf of the Board

Jane Tufnell
Chairman

23 May 2019

Financial Statements

FINANCIAL STATEMENTS

Independent Auditor's Report

1. Our opinion is unmodified

We have audited the financial statements of Odyssean Investment Trust PLC (the "Company") for the period ended 31 March 2019 which comprise the statement of comprehensive income, statement of changes in equity, balance sheet, cash flow statements and the related notes, including the accounting policies in note 2.

In our opinion, the Financial Statements:

- give a true and fair view of the state of Company's affairs as at 31 March 2019 and of its loss for the period then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were first appointed as auditor by the directors on 29 November 2018. The period of total uninterrupted engagement is for the 1 financial period ended 31 March 2019 We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview	
Materiality	£0.85m
financial statements as a whole	1.0% of Total Assets
Key audit matters	2019
Recurring risks	Carrying value of quoted investments

2. Key audit matters: including our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, 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. We summarise below the key audit matter, in arriving at our audit opinion above, together with our key audit procedures to address this matter and, as required for public interest entities, our results from those procedures. This matters was addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on this matter.

Independent Auditor's Report *(continued)*

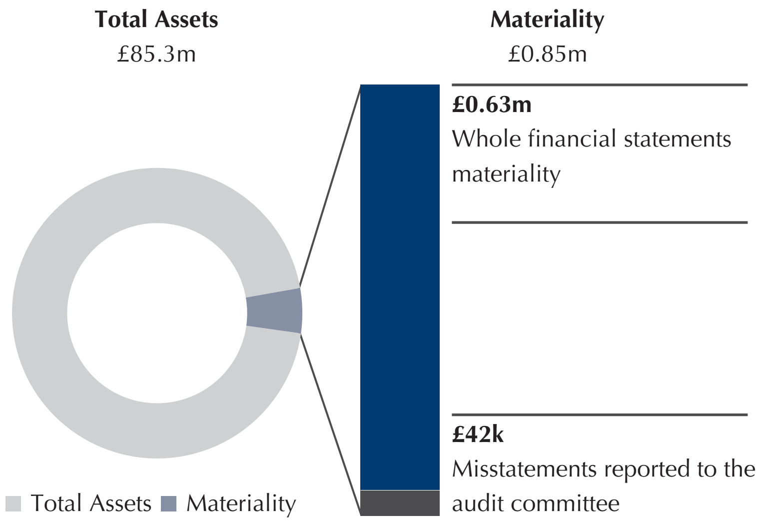
	The risk	Our response
Carrying Value of Quoted Investments (£67 million) Refer to page 34 (Audit Committee Report), page 53 (accounting policy) and pages 59 and 60 (financial disclosures)	Low risk, high value: The Company's portfolio of quoted investments makes up 78.3% of the Company's total assets (by value) and is one of the key drivers of results. We do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, the valuation of quoted investments had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.	Our procedures included: – Tests of Detail: Agreeing the valuation of 100.0% of investments in the portfolio to externally quoted prices; and – Enquiry of custodians: Agreeing 100.0% of investment holdings in the portfolio to independently received third party confirmations from investment custodians. – Analytical review: we compared the daily NAV of the company during the period to our independent expectation based on the actual investment portfolio of the Company. – Assessing transparency: we considered the adequacy of disclosure of the Company's investments against the requirements set out in accounting standards. Our results: – We found the carrying amount of quoted investments to be acceptable.

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

Materiality for the financial statements as a whole was set at £0.85m, determined with reference to a benchmark of total assets, of which it represents 1.0%.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £42,000, in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the company was undertaken to the materiality level specified above and was performed at the our offices.



4. We have nothing to report on going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (the "going concern period").

Our responsibility is to conclude on the appropriateness of the Directors' conclusions and, had there been a material uncertainty related to going concern, to make reference to that in this audit report. However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Based on this work, we are required to report to you if:

- we have anything material to add or draw attention to in relation to the Directors' statement in note 2 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Company's use of that basis for a period of at least twelve months from the date of approval of the financial statements; or

- the related statement under the Listing Rules set out on page 21 is materially inconsistent with our audit knowledge.

We have nothing to report in these respects, and we did not identify going concern as a key audit matter.

5. We have nothing to report on the other information in the Annual Report

The Directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic Report and Directors' Report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the Directors' report;

- in our opinion the information given in those reports for the financial period is consistent with the financial statements; and

- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' Remuneration Report

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

Disclosures of principal risks and longer-term viability

Based on the knowledge we acquired during our financial statements audit, we have nothing material to add or draw attention to in relation to:

- the Directors' confirmation within the Viability Statement on page 21 that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity;

- the Principal Risks disclosures describing these risks and explaining how they are being managed and mitigated; and

Independent Auditor's Report *(continued)*

– the Directors' explanation in the Viability Statement of how they have assessed the prospects of the Company, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Under the Listing Rules, we are required to review the Viability statement. We have nothing to report in this respect.

Our work is limited to assessing these matters in the context of only the knowledge acquired during our financial statements audit. As we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgments that were reasonable at the time they were made, the absence of anything to report on these statements is not a guarantee as to the Company's longer-term viability.

Corporate governance disclosures

We are required to report to you if:

– we have identified material inconsistencies between the knowledge we acquired during our financial statements audit and the Directors' statement that they consider that the Annual Report and Financial Statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy; or

– the section of the annual report describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.

We are required to report to you if the Corporate Governance Statement does not properly disclose a departure from the eleven provisions of the UK Corporate Governance Code specified by the Listing Rules for our review.

We have nothing to report in these respects.

6. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

– adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

– the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or

– certain disclosures of Directors' remuneration specified by law are not made; or

– we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

7. Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 40, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities
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 other irregularities (see below), or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud, other irregularities or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Irregularities – ability to detect
We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the Directors the manager and the administrator (as required by auditing standards), and discussed with the Directors and the manager the policies and procedures regarding compliance with laws and regulations. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), and its qualification as an Investment Trust under UK legislation, any breach of which could lead to the Company losing various deductions and exemptions from UK corporation tax, and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation We identified the following areas as those most likely to have such an effect: the Listing Rules and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify any actual or suspected non-compliance.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

8. The purpose of our audit work and to whom we owe our responsibilities

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.

Jatin Patel (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GH

23 May 2019

Statement of Comprehensive Income

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

	Notes	Period ended 31 March 2019		
		Revenue £'000	Capital £'000	Total £'000
Income	3	715	–	715
Net losses on investments at fair value	9	–	(1,266)	(1,266)
Currency exchange losses		–	(5)	(5)
Total income		715	(1,271)	(556)
Expenses				
Portfolio management fee	4	(784)	–	(784)
Other expenses	5	(455)	–	(455)
Total expenses		(1,239)	–	(1,239)
Return before taxation		(524)	(1,271)	(1,795)
Taxation	6	(5)	–	(5)
Return for the period		(529)	(1,271)	(1,800)
Basic and diluted earnings per ordinary share (pence)	7	(0.6)	(1.4)	(2.0)

The total column of the statement is the Statement of Comprehensive Income of the Company prepared in accordance with IFRS as endorsed by the EU. The supplementary revenue and capital columns are presented for information purposes as recommended by the Statement of Recommended Practice ("SORP") issued by the AIC.

All items in the above Statement derive from continuing operations. No operations were acquired or discontinued during the period.

There is no other comprehensive income and therefore, the return for the period is also the total comprehensive income.

The notes on pages 52 to 64 form part of these Financial Statements.

Statement of Changes in Equity

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

	Notes	Share capital £'000	Share premium account £'000	Special distributable reserve* £'000	Capital reserve £'000	Revenue reserve* £'000	Total £'000
Period ended 31 March 2019							
Opening balance as at 21 December 2017		–	–	–	–	–	–
Gross proceeds of share issue	12	883	87,403	–	–	–	88,286
Share issue costs	12	–	(1,459)	–	–	–	(1,459)
Transfer to special distributable reserve	12	–	(85,495)	85,495	–	–	–
Share premium cancellation costs	12	–	–	(20)	–	–	(20)
Total comprehensive income for the period		–	–	–	(1,271)	(529)	(1,800)
As at 31 March 2019		883	449	85,475	(1,271)	(529)	85,007

* The special distributable and revenue reserves can be distributed in the form of dividends.

The notes on pages 52 to 64 form part of these Financial Statements.

Balance Sheet

as at 31 March 2019

	Notes	31 March 2019 £'000
Non current assets		
Investments at fair value through profit or loss	9	66,807
Current assets		
Trade and other receivables	10	298
Cash and cash equivalents		18,219
		18,517
Total assets		85,324
Current liabilities		
Trade and other payables	11	(317)
		(317)
Total assets less current liabilities		85,007
Net assets		85,007
Represented by:		
Share capital	12	883
Share premium account		449
Special distributable reserve		85,475
Capital reserve		(1,271)
Revenue reserve		(529)
Total equity attributable to equity holders of the Company		85,007
Basic and diluted NAV per ordinary share (pence)	8	96.3

The Financial Statements of Odyssean Investment Trust PLC were approved by the Board of Directors on 23 May 2019 and signed on its behalf by:

Jane Tufnell
Chairman

Company Registered Number: 11121934

The notes on pages 52 to 64 form part of these Financial Statements.

Cash Flow Statement

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

	Notes	Period ended 31 March 2019 £'000
Cash flows from operating activities		
Investment income received		400
Bank interest received		49
Portfolio management fee paid		(576)
Other cash payments		(369)
Cash generated by/(expended from) operations	13	(496)
Taxation paid	6	(5)
Net cash inflow/(outflow) from operating activities		(501)
Cash flows from investing activities		
Purchases of investments		(69,211)
Sales of investments		1,138
Currency losses on settlement		(5)
Net cash outflow from investing activities		(68,078)
Cash flows from financing activities		
Gross proceeds of share issue		88,286
Share issue costs		(1,469)
Share premium cancellation costs		(20)
Net cash inflow from financing activities		86,797
Increase in cash and cash equivalents for the period		18,218
Cash and cash equivalents at the start of the period		–
Revaluation of foreign currency balances		1
Cash and cash equivalents at the end of the period		18,219

The notes on pages 52 to 64 form part of these Financial Statements.

Notes to the Financial Statements

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

1. General information

Odyssean Investment Trust PLC is a listed public limited company incorporated in England and Wales. The registered office of the Company is Beaufort House, 51 New North Road, Exeter, EX4 4EP.

2. Accounting Policies

a) Basis of preparation/statement of compliance

The Company's annual Financial Statements for the period from incorporation on 21 December 2017 to 31 March 2019 have been prepared in conformity with IFRS as adopted by the EU, which comprise standards and interpretations approved by the International Accounting Standards Board ("IASB"), and as applied in accordance with the SORP for financial statements of investment trust companies and venture capital trusts, except to any extent where it is not consistent with the requirements of IFRS. As this is the first reporting period since the Company was incorporated, no comparative figures have been shown.

This is the first set of the Company's Financial Statements and IFRS 15 'Revenue from Contracts with Customers' and IFRS 9 'Financial Instruments' have been applied.

b) Functional and presentation currency

The Financial Statements are presented in GBP Sterling, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

c) Measurement basis

The Financial Statements have been prepared on a going concern basis under the historical cost convention, except for the measurement at fair value of investments classified at fair value through profit or loss.

d) Significant accounting policies and application of new and revised IFRSs

The IASB have issued and endorsed the following standards and interpretations, applicable to the Company, which are not yet effective for the period ended 31 March 2019 and have therefore not been applied in preparing these Financial Statements.

Amendment to IFRS 9 'Financial Instruments' – relates to prepayment features with negative compensation and modifications of financial liabilities, and is effective for reporting periods on or after 1 January 2019.

The Directors do not expect that the adoption of the standards and interpretations will have a material impact on the Financial Statements.

Other future development includes the IASB undertaking a comprehensive review of existing IFRSs. The Company plans to apply these standards and amendments in the reporting period in which they become effective.

e) Segmental reporting

The Directors are of the opinion that the Company is engaged in a single segment of business, being investment business.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

2. Accounting policies *(continued)*

f) Investments at fair value through profit or loss

All investments held by the Company are classified as "fair value through profit or loss". As the Company's business is investing in financial assets with a view to profiting from their return in the form of interest, dividends or increase in fair value. Listed equities, unquoted equities and fixed income securities are classified as fair value through profit or loss on initial recognition. The Company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy. Investments are initially recognised at cost, being the fair value of the consideration.

After initial recognition, investments are measured at fair value, with movements in fair value of investments and impairment of investments recognised in the Statement of Comprehensive Income and allocated to the capital column. For quoted equity shares, fair value is generally determined by reference to quoted market bid prices or closing prices for SETS (LSE's electronic trading service) stocks.

Unquoted investments are valued in accordance with the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines. Their valuation incorporates all factors that market participants would consider in setting a price. The primary valuation techniques employed to value the unquoted investments are earnings multiples, recent transactions and the net asset basis.

g) Trade date accounting

All "regular way" purchases and sales of financial assets are recognised on the "trade date", i.e., the day that the Company commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of the asset within a time frame generally established by regulation or convention in the market place.

h) Dividends paid to shareholders

Dividends to shareholders are recognised as a liability in the period which they are paid or approved at general meetings and are taken to the Statement of Changes in Equity. Dividends declared and approved after the Balance Sheet date are not recognised as a liability of the Company at that date.

i) Income

Dividends receivable on quoted equity shares are taken into account on the ex-dividend date. Where no ex-dividend date is quoted, they are brought into account when the Company's right to receive payment is established. Other investment income and interest receivable are included in the Financial Statements on an accruals basis. Dividends receivable from UK and overseas registered companies are accounted for on a gross basis.

j) Expenses

All expenses are accounted for on an accruals basis and are allocated wholly to revenue with the exception of performance fees which are allocated wholly to capital, as the fee is payable by reference to the capital performance of the Company, and transaction costs which are also allocated to capital.

k) Trade and other receivables

Trade and other receivables do not carry any interest and are stated at their fair value as reduced by appropriate allowances for estimated irrecoverable amounts.

l) Cash and cash equivalents

Cash and cash equivalents are defined as cash in hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value. Cash in hand and at banks and short-term deposits which are held to maturity are carried at cost.

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

2. Accounting policies *(continued)*

m) Trade and other payables

Trade and other payables do not carry any interest and are measured at fair value through profit and loss.

n) Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Corporation tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the Balance Sheet date and any adjustment to tax payable in respect of previous years. The tax effect of different items of expenditure is allocated between revenue and capital on the same basis as the particular item to which it relates, using the Company's marginal method of tax, as applied to those items allocated to revenue, for the accounting period.

Deferred tax is provided, using the liability method, on all temporary differences at the Balance Sheet date between the tax basis of assets and liabilities and their carrying amount for financial reporting purposes. Deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the Balance Sheet date.

o) Share capital and reserves

The share capital represents the nominal value of equity shares.

The share premium account represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue.

The special distributable reserve was created on 7 August 2018 to create a distributable reserve that shall be capable of being applied in any manner in which the Company's profits available for distribution (as determined in accordance with the Act) are able lawfully to be applied.

The capital reserve represents realised and unrealised capital and exchange gains and losses on the disposal and revaluation of investments and of foreign currency items. In addition, performance fee costs are allocated to the capital reserve. The realised capital reserve can be used for the repurchase of shares.

The revenue reserve represents retained profits from the income derived from holding investment assets less the costs associated with running the Company. This reserve can be distributed.

p) Use of estimates and judgements

The preparation of these Financial Statements in conformity with IFRS requires the Directors to make judgements, estimates and assumptions that affect the application of accounting policies and therefore, the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In particular, judgements are made when determining any deferred performance fee, this may be affected by future changes in the Company's portfolio and other assets and liabilities. Any deferred performance fee is calculated in accordance with note 4 below and is recognised in accordance with note 2(f) above.

These judgements and estimates are reviewed on an ongoing basis. Revisions to judgements and estimates are reviewed on an ongoing basis. Revisions are recognised prospectively.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

2. Accounting policies *(continued)*

In particular, information about significant areas of estimation uncertainty in applying accounting policies that have the most effect on the amounts recognised in the Financial Statements relates to the determination of fair value of financial instruments with significant unobservable inputs. These are valued in accordance with note 2(d) above.

3. Income

	Period ended 31 March 2019 £'000
Income from investments	
Dividend income	666
Other income	
Bank interest received	49
Total income	715

4. Portfolio management fee

	Period ended 31 March 2019		
	Revenue £'000	Capital £'000	Total £'000
Management fee	784	–	784
Performance fee provision	–	–	–
	784	–	784

The Company is liable to pay a performance fee depending on the performance of the Company over a three-year period and thereafter a rolling three-year period as set out in the Company's prospectus dated 26 March 2018. Based on the performance of the Company to 31 March 2019, no performance fee has been accrued in the NAV. As at 23 May 2019, being the latest date prior to release, due to the impact of market movements since the period end, the Company has no performance fee provision included in the NAV.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

4. Portfolio management fee *(continued)*

Pursuant to the terms of the Portfolio Management Agreement, the Portfolio Manager is entitled, with effect from IPO on 1 May 2018, to receive an annual management fee equal to the lower of: (i) 1.0% of the NAV (calculated before deduction of any accrued but unpaid Management fee and any performance fee) per annum; or (ii) 1.0% per annum of the Company's market capitalisation. The annual management fee is calculated and accrues daily and is payable quarterly in arrears.

In addition, the Portfolio Manager will be entitled to a performance fee (the "Performance Fee") in certain circumstances.

The Company's performance is measured over rolling three-year periods ending on 31 March each year (each a "Performance Period"), by comparing the NAV total return per ordinary share over a Performance Period against the total return performance of the NSCI ex IT plus AIM Index (the "Comparator Index"). The first Performance Period will run from IPO to 31 March 2021.

A Performance Fee is payable if the NAV per ordinary share at the end of the relevant Performance Period (as adjusted to: (i) add back the aggregate value of any dividends per ordinary share paid (or accounted as paid for the purposes of calculating the NAV) to shareholders during the relevant Performance Period; and (ii) exclude any accrual for unpaid Performance Fee accrued in relation to the relevant Performance Period) (the "NAV Total Return per Share") exceeds both:

(i) (a) the NAV per ordinary share at IPO, in relation to the first Performance Period; and (b) thereafter the NAV per ordinary share on the first business day of a Performance Period; in each case as adjusted by the aggregate amount of (i) the total return on the Comparator Index (expressed as a percentage); and (ii) 1.0% per annum over the relevant Performance Period (the "Target NAV per Share");

(ii) the highest previously recorded NAV per ordinary share as at the end of the relevant Performance Period in respect of which a Performance Fee was last paid (or the NAV per ordinary share as at IPO, if no Performance Fee has been paid) (the "High Watermark"); and

(iii) with any resulting excess amount being known as the "Excess Amount".

The Portfolio Manager will be entitled to 10.0% of the Excess Amount multiplied by the time weighted average number of ordinary shares in issue during the relevant Performance Period to which the calculation date relates. The Performance Fee will accrue daily.

Payment of a Performance Fee that has been earned will be deferred to the extent that the amount payable exceeds 1.75% per annum of the NAV at the end of the relevant Performance Period (amounts deferred will be payable when, and to the extent that, following any later Performance Period(s) with respect to which a Performance Fee is payable, it is possible to pay the deferred amounts without causing that cap to be exceeded or the relevant NAV total return per share to fall below both the relevant target NAV per share and the relevant High Watermark for such Performance Period, with any amount not paid being retained and carried forward).

Subject at all times to compliance with relevant regulatory and tax requirements, any Performance Fee paid or payable shall:

– where as at the relevant calculation date, the ordinary shares are trading at, or at a premium to, the latest published NAV per ordinary share, be satisfied as to 50.0% of its value by the issuance of new ordinary shares by the Company to the Portfolio Manager (rounded down to the nearest whole number of ordinary shares) (including the reissue of treasury shares) issued at the latest published NAV per ordinary share applicable at the date of issuance;

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

4. Portfolio management fee *(continued)*

- where as at the relevant calculation date, the ordinary shares are trading at a discount to the latest published NAV per ordinary share, be satisfied as to 100.0% of its value in cash and the Portfolio Manager shall, as soon as reasonably practicable following receipt of such payment, use 50.0% of such Performance Fee payment to make market purchases of ordinary shares (rounded down to the nearest whole number of ordinary shares) within four months of the date of receipt of such Performance Fee payment,

(in each case "Restricted Shares").

Each such tranche of Restricted Shares issued to, or acquired by, the Portfolio Manager will be subject to a lock-up undertaking for a period of three years post issuance or acquisition (subject to customary exceptions).

At no time shall the Portfolio Manager (and/or any persons deemed to be acting in concert with it for the purposes of the Takeover Code) be obliged, in the absence of a relevant whitewash resolution having been passed in accordance with the Takeover Code, to receive, or acquire, further ordinary shares where to do so would trigger a requirement to make a mandatory offer pursuant to Rule 9 of the Takeover Code. Where any restriction exists on the issuance of further ordinary shares to the Portfolio Manager, the relevant amount of the Performance Fee may be paid in cash.

In addition, the Portfolio Manager is entitled to reimbursement for all costs and expenses properly incurred by it in the performance of its duties under the Portfolio Management Agreement.

The initial term of the Portfolio Management Agreement is three years commencing on the date of IPO (the "Initial Term"). The Company may terminate the Portfolio Management Agreement by giving the Portfolio Manager not less than six months' prior written notice, such notice not to be served prior to the end of the Initial Term. The Portfolio Manager may terminate the Portfolio Management Agreement by giving the Company not less than six months' prior written notice, such notice not to be served prior to the end of the Initial Term.

5. Other expenses

	Period ended 31 March 2019 £'000
Director's fees*	74
Company secretarial fee	57
Administration fee	81
Fees paid to the Auditor with respect to:**	
– Audit	29
– Non-audit services (interim financial statements review)	9
Other expenses	205
	455

* Peter Hewitt is not receiving a Director fee in respect of his services to the Company. Each of the Directors has agreed to use their applicable Directors' fees (net of applicable taxes) to acquire ordinary shares in the secondary market, subject to regulatory requirements. In relation to any dealings, the Directors will comply with the share dealing code adopted by the Company in accordance with the Market Abuse Regulation. The Board will be responsible for taking all proper and reasonable steps to ensure compliance with the share dealing code by the Directors.

** As detailed in the Audit Committee report on page 35, a further £30,000 was paid to the Auditor relating to accounting services for the prospectus at launch, recognised in the share premium account.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

6. Taxation

The current taxation charge for the period is different from the standard rate of corporation tax in the UK of 19.0%, the effective tax rate was 0%. The differences are explained below.

	Period ended 31 March 2019		
	Revenue £'000	Capital £'000	Total £'000
Return before taxation	(524)	(1,271)	(1,795)
Corporation tax at rate of 19.0%*	(100)	(241)	(341)
Effects of:			
Non-taxable gains	–	241	241
UK non-taxable dividend income	(120)	–	(120)
Foreign non-taxable dividend income	(7)	–	(7)
Non-deductible expenses	227	–	227
Irrecoverable overseas tax	5	–	5
Tax charge/(credit) for the period	5	–	5

* The theoretical tax rate is calculated using a blended tax rate over the period.

At 31 March 2019, the Company had no unprovided deferred tax liabilities. At that date, based on current estimates and including the accumulation of net allowable losses, the Company had unrelieved losses of £1,189,484 that are available to offset future taxable revenue. A deferred tax asset of £202,212 has not been recognised because the Company is not expected to generate sufficient taxable income in future periods in excess of the available deductible expenses and accordingly, the Company is unlikely to be able to reduce future tax liabilities through the use of existing surplus losses.

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Trust meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an Investment Trust company.

7. Earnings per ordinary share

	Period ended 31 March 2019		
	Net return £'000	Weighted average ordinary shares*	Basic and diluted earnings per share pence
Revenue	(529)	88,040,346	(0.6)
Capital	(1,271)	88,040,346	(1.4)
Total	(1,800)	88,040,346	(2.0)

* The Company's weighted average number of ordinary shares for the period has been calculated from 1 May 2018, being the date the initial shares were listed for trading.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

8. Net asset value per ordinary share

The basic NAV per ordinary share is based on net assets of £85,007,000 and on 88,257,211 ordinary shares, being the number of ordinary shares in issue at the period end.

There is no dilution effect and therefore no difference between the diluted total net assets per ordinary share and the basic total net assets per ordinary share.

9. Investments at fair value through profit or loss

	As at 31 March 2019 £'000
Quoted at fair value	66,807
Investments at fair value through profit or loss	66,807

	Period ended 31 March 2019	
	Quoted investments £'000	Total £'000
Movements in the period:	–	–
Purchases at cost	69,211	69,211
Sale – proceeds	(1,138)	(1,138)
– realised gain on sales	257	257
Change in market value	(1,523)	(1,523)
Closing fair value	66,807	66,807

The Company is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following three levels:

– Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume on an ongoing basis such that quoted prices reflect prices at which an orderly transaction would take place between market participants at the measurement date. Quoted prices provided by external pricing services, brokers and vendors are included in Level 1, if they reflect actual and regularly occurring market transactions on an arms length basis.

– Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

– Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

9. Investments at fair value through profit or loss *(continued)*

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data from investments actively traded in organised financial markets, fair value is generally determined by reference to Stock Exchange quoted market bid prices at the close of business on the Balance Sheet date, without adjustment for transaction costs necessary to realise the asset.

	As at 31 March 2019			
	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Quoted at fair value	66,807	66,807	–	–
Total	66,807	66,807	–	–

There were no transfers between levels during the period.

Analysis of capital losses and gains	Period ended 31 March 2019 £'000
Unrealised losses	(1,523)
Realised gains on sale of investment	257
Losses on investments at fair value	(1,266)

10. Trade and other receivables

	As at 31 March 2019 £'000
Prepayments and accrued income	298
	298

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

11. Trade and other payables

	As at 31 March 2019 £'000
Portfolio management and performance fee accrual	208
Other accruals	109
	317

12. Share capital

	Period ended 31 March 2019	
	Number of Shares	£'000
Issued and fully paid:		
Ordinary shares of 1p:		
Balance at beginning of the period	–	–
Initial share issue	87,457,211	875
Subsequent share issues – block listing	800,000	8
Balance at end of the period	88,257,211	883

The Company was incorporated with 1 ordinary share and 50,000 management shares. The management shares were cancelled on 1 May 2018. As at 31 March 2019, the Company held no management shares.

The initial placing of 87,457,210 ordinary shares took place on 1 May 2018, raising gross proceeds of £87,457,210. The Company commenced business on 1 May 2018 when the initial ordinary shares were listed on the premium segment of the Official List of the FCA and admitted to trading on the premium segment of the LSE's main market for listed securities.

Following approval of the Court on 8 August 2018, the share premium account cancellation was effective. The share premium account of £85,495,000 at 7 August 2018 was transferred to a special distributable reserve. The issue costs of £1,451,000 relating to the initial and subsequent listings prior to cancellation were offset against the share premium account. At 31 March 2019, the special distributable reserve was £85,475,000 after costs of £20,000 relating to the cancellation.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

13. Reconciliation of total return before taxation to cash expended from operations

	Period ended 31 March 2019 £'000
Total return before taxation	(1,795)
Net losses on investments	1,266
Currency exchange losses	4
Increase in debtors and accrued income	(288)
Increase in creditors and accruals	317
Cash expended from operations	(496)

14. Analysis of net cash and net debt

Net cash	At 21 December 2017 £'000	Cash flow £'000	Exchange movement £'000	At 31 March 2019 £'000
Cash and cash equivalents	–	18,218	1	18,219

15. Financial instruments

The Company's financial instruments include its investment portfolio, cash balances, trade receivables and trade payables that arise directly from its operations. Adherence to the Company's investment policy is key to managing risk.

The Portfolio Manager monitors the financial risks affecting the Company on an ongoing basis and the Directors regularly receive financial information, which is used to identify and monitor risk. All risks are actively reviewed and monitored by the Board.

The main risks arising from the Company's financial instruments are:

i) market risk, including market price risk, currency risk and interest rate risk;
ii) liquidity risk; and
iii) credit risk.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

15. Financial instruments *(continued)*

(i) Market risk

Market risk is the risk of loss arising from movements in observable market variables. The fair value of future cash flows of a financial instrument held by the Company may fluctuate because of changes in market prices.

Market price risk

The Company is exposed to price risk arising from its investments whose future prices are uncertain. The Company's exposure to market price risk comprises movements in the value of the Company's investments. Detail of its investments can be found in note 9 on pages 59 and 60 and details on how the investments are valued is given in note 2(f) on page 53. A 10.0% increase in the market value of the Company's investments as at 31 March 2019 would have increased net assets by £6,681,000. An equal change in the opposite direction would have decreased the net assets by an equal and opposite amount.

The Portfolio Manager manages this risk by following the investment objective as set out in the prospectus. The Portfolio Manager assesses the exposure to market price risk when making each investment decision and monitors the overall level of market price risk on the whole investment portfolio on an ongoing basis. The Portfolio Manager maintains a net cash position and intends to maintain this for the foreseeable future.

Currency risk

Currency risk is the risk that fair values of future cash flows of a financial instrument fluctuate because of changes in foreign exchange rates. The Company does not have any exposure to foreign currency cash balances. It has only one investment value impacted by foreign exchange rates. A 10.0% increase in the exchange rate as at 31 March 2019 would have decreased net assets by £187,000, whilst a 10.0% decrease would have increased the net assets by an equal and opposite amount. Whilst the majority of the investments are UK quoted, many of these investments generate significant income from other currencies. The Portfolio Manager does not hedge underlying portfolio companies.

Interest rate risk

Interest rate risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate movements may potentially affect future cash flows from the level of income receivable on cash deposits.

The Company's bank balances are subject to a variable rate of interest, it does not generate significant income from interest and the Portfolio Manager does not hedge against this. The Company has no gearing and therefore there is limited downside risk from increasing interest costs on borrowings.

(ii) Liquidity risk

This is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. At 31 March 2019, the Company had cash and cash equivalents of £18,219,000.

The Portfolio Manager maintains a net cash position and intends to maintain this for the foreseeable future. The Portfolio Manager will manage the portfolio to maintain sufficient cash balances to meet its obligations or liabilities.

Notes to the Financial Statements *(continued)*

for the period from 21 December 2017 (date of incorporation) to 31 March 2019

15. Financial instruments *(continued)*

(iii) Credit risk

This is the risk a counterparty of the Company will not meet their obligations to the Company.

The Company does not have any significant exposure to credit risk arising from one individual party. Credit risk is spread across a number of counterparties, each having an immaterial effect on the Company's cash flows, should a default happen. The Company accesses creditworthiness of its debtors from time to time to ensure they are neither past due or impaired.

All the assets of the Company which are traded on a recognised exchange are held by the Company's custodian, RBC Investor Services Trust ("RBC"). All the Company's cash is also held by RBC.

16. Related party transactions

The amounts incurred in respect of Portfolio Management fees during the period to 31 March 2019 was £784,000, of which £208,000 was outstanding at 31 March 2019. The amount accrued in relation to the Performance Fee provision as at 31 March 2019 was £nil.

17. Subsequent events

There were no subsequent events of significance up until the signing of this report.

Additional Information

ADDITIONAL INFORMATION

Shareholder Information

Investing in the Company

The Company's shares are traded on the LSE and can be bought or sold through a stock broker or other financial intermediary.

Shares in the Company are available through savings plans, including Investment Dealing Accounts, ISAs, Junior ISAs and SIPPs, which facilitate both regular monthly investments and lump sum investments in the Company's shares. The Company's shares are also available on various investment platforms.

Share capital and NAV information

Ordinary 0.1p shares	88,257,211
SEDOL number	BFFK7H5
ISIN	GB00BFFK7H57
Ticker	OIT
LEI	213800RWVAQJKXYHSZ74

The Company's NAV per share is released daily to the LSE and published on the Company's website.

Sources of further information

Copies of the Company's Annual and Interim Reports, Stock Exchange announcements and further information on the Company can be obtained from its website: www.oitplc.com, or from the Secretary at 01392 477 500.

Share register enquiries

The register for the ordinary shares is maintained by Equiniti Limited. In the event of queries regarding your holding, please contact the Registrar on 0371 384 2030. Changes of name and/or address must be notified in writing to the Registrar, at the address shown on page 74. You can check your shareholding and find practical help on transferring shares or updating your details at www.shareview.co.uk.

Key dates

Company's year end	31 March
Annual results announced	May
AGM	June
Company's half-year end	30 September
Half-yearly results announced	November

Association of Investment Companies

The Company is a member of the AIC, which publishes monthly statistical information in respect of member companies. The AIC can be contacted on 020 7282 5555, enquiries@theaic.co.uk or visit the website: www.theaic.co.uk.

Notice of Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in Odyssean Investment Trust PLC, please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the first ANNUAL GENERAL MEETING of Odyssean Investment Trust PLC will be held at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD at 10.30 am on Thursday, 27 June 2019 to consider and vote on the resolutions below:

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 15 (inclusive) will be proposed as special resolutions.

1. To receive and, if thought fit, to accept the Strategic Report, Directors' report, Auditor's report and the audited Financial Statements for the period ended 31 March 2019.
2. To receive and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the period ended 31 March 2019.
3. To receive and approve the Directors' Remuneration Policy.
4. To elect Mrs Jane Tufnell as a Director of the Company.
5. To elect Miss Arabella Cecil as a Director of the Company.
6. To elect Mr Peter Hewitt as a Director of the Company.
7. To elect Mr Richard King as a Director of the Company.
8. To appoint KPMG LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
9. To authorise the Directors to determine the remuneration of the Auditor of the Company.
10. THAT, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares up to 8,825,700 (representing approximately 10.0% of the ordinary shares in issue as at the date of this Notice) or, if changed, 10.0% of the ordinary shares in issue immediately following the passing of this resolution, such authority to expire at conclusion of the Company's AGM to be held in 2020, unless renewed, varied or revoked by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require ordinary shares to be allotted in pursuance of such offer or agreement as if such authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to any allotment of ordinary shares or grant o rights made, offered or agreed to be made pursuant to such authorities.
11. THAT, subject to the passing of Resolution 10, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares up to 8,825,700 (representing approximately 10.0% of the ordinary shares in issue as at the date of this Notice) or, if changed, 10.0% of the ordinary shares in issue immediately following the passing of this resolution, such authority to expire at conclusion of the Company's Annual General Meeting to be held in 2020, unless renewed, varied or revoked by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require ordinary shares to be allotted in pursuance of such offer or agreement as if such authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to the authority granted to the Directors pursuant to Resolution 10, or any allotment of ordinary shares or grant of rights made, offered or agreed to be made pursuant to such authorities.

Notice of Annual General Meeting *(continued)*

12. THAT, subject to the passing of Resolution 10, the Directors be generally empowered (pursuant to sections 570 and 573 of the Act) to allot ordinary shares and to sell ordinary shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the issue of up to 8,825,700 shares (representing approximately 10.0% of the ordinary shares in issue as at the date of this Notice) or, if changed, 10.0% of the ordinary shares in issue immediately following the passing of this resolution. This power will expire at the conclusion of the Company's Annual General Meeting to be held in 2020 (unless previously revoked, varied or renewed by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury ordinary shares in pursuance of such an offer or agreement as if such power had not expired.

13. THAT, subject to the passing of Resolution 11, the Directors be generally empowered (pursuant to sections 570 and 573 of the Act) to allot ordinary shares and to sell ordinary shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the issue of up to 8,825,700 shares (representing approximately 10.0% of the ordinary shares in issue as at the date of this Notice) or, if changed, 10.0% of the ordinary shares in issue immediately following the passing of this resolution. This power will expire at the conclusion of the Company's Annual General Meeting to be held in 2020 (unless previously revoked, varied or renewed by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury ordinary shares in pursuance of such an offer or agreement as if such power had not expired. This resolution is in addition to the authority granted pursuant to, but without prejudice to that granted to, the Directors in Resolution 12 above.

14. THAT, the Company be authorised 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 provided that the maximum number of ordinary shares authorised to be purchased will be up to 14.99% of the ordinary shares in issue at the date of this Notice or, if changed, 14.99% of the ordinary shares in issue immediately following the passing of this resolution. The minimum price which may be paid for an ordinary share is £0.01. The maximum price which may be paid for an ordinary share must not be more than the higher of:

    (i) 5.0% above the average of the mid-market value of the ordinary shares for the five business days before the purchase is made; or

    (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares.

    Such authority will expire at the Annual General Meeting of the Company to be held in 2020, save that the Company may contract to purchase ordinary shares under the authority thereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase ordinary shares in pursuance of such contract. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to make market purchases of Ordinary Shares.

15. THAT, a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Link Company Matters Limited
Company Secretary

23 May 2019

Registered office: Beaufort House, 51 New North Road, Exeter EX4 4EP

Notice of Annual General Meeting *(continued)*

Notes

1. Holders of ordinary shares are entitled to attend, speak and vote at the Annual General Meeting. A member entitled to attend, speak and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed, they must not be appointed in respect of the same shares. To be effective, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 10.30 am on Tuesday, 25 June 2019.

   If you return more than one proxy appointment, either by paper or electronic communication, that received last by Equiniti before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

   The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing. Amended instructions must be received by the Company's Registrar by the deadline for receipt of proxies.

   To appoint more than one proxy, shareholders will need to complete a separate proxy form in relation to each appointment, stating clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. If you require additional proxy forms, please contact the Registrar's helpline on 0371 384 2030 (+44 (0) 121 415 7047) from outside the UK). Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales). All proxy forms must be signed and should be returned together in the same envelope if possible.

   In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holders (the first named being the most senior).

2. Only those ordinary shareholders registered in the register of members of the Company as at close of business on Tuesday, 25 June 2019 (the "specified time") shall be entitled to attend or vote at the aforesaid Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after close of business on 25 June 2019 shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If however the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, or if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Notice of Annual General Meeting *(continued)*

3. Shareholders who hold their shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com.

   CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting and any adjournment thereof by following 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 by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual (available via www.euroclear.com). The message, in order to be valid, must be transmitted so as to be received by them Company's agent (ID RA19) by the latest time for receipt of proxy appointments specified in note 1 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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 providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his 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 providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

   The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

4. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in note 1 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.

5. Shareholders (and any proxies or representatives they appoint) agree, by attending the meeting, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company's securities) made at the meeting.

6. As 23 May 2019 (being the last business day prior to the publication of this notice), the Company's issued share capital amounted to 88,257,211 ordinary shares carrying one vote each. No shares were held in treasury. Therefore, the total voting rights of the Company as at the date of this notice of meeting were 88,257,211.

7. Any corporation which is a member may 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. To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment. Corporate shareholders may also appoint one or more proxies in accordance with note 1.

Notice of Annual General Meeting *(continued)*

8. Any question relevant to the business of the Annual General Meeting may be asked at the meeting by anyone permitted to speak at the meeting. Alternatively, you may submit your question in advance by letter addressed to the Secretary at the registered office of the Company. The Company must answer any question asked by a member relating to the business being dealt with at the meeting unless:
   - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
   - the answer has already been given on a website in the form of an answer to a question; or
   - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

9. Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 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 Annual General Meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the Annual General Meeting. A resolution may properly be moved at the annual general meeting unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. 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 six weeks before the date of the Annual General Meeting.

11. Members satisfying the thresholds in section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may properly be included in the business at the Annual General Meeting. A matter may properly be included in the business at the Annual General Meeting 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 grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.

12. Any person holding 3.0% or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his/her proxy is to ensure that both he/she and his/her proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

13. Copies of the letters of appointment of the Directors of the Company and the Articles of Association will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of the Annual General Meeting and on the date of the annual general meeting at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD from 10.15 am until the conclusion of the meeting.

Notice of Annual General Meeting *(continued)*

14. This notice, the information required by section 311A of the Companies Act 2006 and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice, will be available on the Company's website at www.oitplc.com.

15. Members may not use any electronic address provided either in the Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.

Glossary

Act
Companies Act 2006

AGM
Annual General Meeting

AIC
Association of Investment Companies

CTA
Corporation Tax Act 2010

Discount/premium
If the share price of an investment trust is lower than the NAV per share, the shares are said to be trading at a discount. If the share price is higher than the NAV per share, the shares are said to be trading at a premium. The size of the discount/premium is calculated by subtracting the share price from the NAV per share and is usually expressed as a percentage of the NAV per share.

DPS
Dividends per share

EBITA
Earnings before interest, tax and amortisation

EBITDA
Earnings before interest, tax, depreciation and amortisation

EPS
Earnings per share

ESG
Environmental, social and governance

EU
European Union

EV
Enterprise value

FCA
Financial Conduct Authority

IFRS
International Financial Reporting Standards

IPO
Initial public offering

LSE
London Stock Exchange

M&A
Mergers and acquisitions

MRO
Maintenance, repairs and operations

NAV
NAV stands for net asset value and represents shareholders' funds. Shareholders' funds are the total value of a company's assets at current market value less its liabilities.

NAV total return
NAV total return is the closing NAV per share including any cumulative dividends paid as a percentage over the opening NAV.

NSCI ex IT plus AIM
Numis Smaller Companies ex-Investment Trusts plus AIM Index

Ongoing charges
Ongoing charges are the Company's annualised expenses (excluding finance costs and certain non-recurring items) expressed as a percentage of the average monthly net assets of the Company during the year.

P/E
Price earnings ratio

PEG ratio
Price earnings ratio/earnings growth

R&D
Research and development

ROCE
Return on capital employed

TMT
Technology, media and telecom

Total assets
Total assets are the sum of both fixed and current assets with no deductions.

Total return per ordinary share
Total return per ordinary share is the total return for the period expressed as an amount per weighted average ordinary share.

Corporate Information

Directors

Jane Tufnell (Chairman)
Arabella Cecil
Peter Hewitt
Richard King

Portfolio Manager

Odyssean Capital LLP
6 Stratton Street
Mayfair
London W1J 8LD

Tel: 020 7640 3282
Email: info@odysseancapital.com

Company Secretary and Registered Office

Link Company Matters Limited
Beaufort House
51 New North Road
Exeter EX4 4EP

Tel: 01392 477500
Email: odyssean_cosec@linkgroup.co.uk

Broker

Winterflood Securities Limited
Cannon Bridge House
25 Dowgate Hill
London EC4R 2GA

Auditor

KPMG LLP
15 Canada Square
Canary Wharf
London E14 5GL

Solicitors

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

Registrar

Equiniti Limited
Aspect House
Spencer Road
Lancing BN99 6DA

Tel: 0371 384 2030; +44 (0) 121 415 7047
www.shareview.co.uk

Custodian

RBC Investor Services Trust (UK Branch)
Riverbank House
2 Swan Lane
London EC4R 3AF

Corporate website

www.oitplc.com

Notes

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Shareholder warning

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These calls typically come from fraudsters operating in ‘boiler rooms’ offering investors shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. While high profits are promised, those who buy or sell shares in this way usually lose their money. These fraudsters can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

It is very unlikely that either the Company or the Company’s Registrar would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment ‘advice’.

If you have been contacted by an unauthorised firm regarding your shares, you can report this using the FCA helpline on 0800 111 6768 or by using the share fraud reporting form at www.fca.org.uk/consumers/scams.

ODYSSEAN
INVESTMENT TRUST PLC

Company Registered Number: 11121934

www.oitplc.com