The Income & Growth VCT plc

A Venture Capital Trust

Annual Report & Financial Statements
for the year ended 30 September 2024

Gresham House
Specialist investment

The Income & Growth VCT plc ("the Company") is a Venture Capital Trust ("VCT") listed on the London Stock Exchange. Its investment portfolio is advised by Gresham House Asset Management Limited ("Gresham House" or" Investment Adviser").

Merger with Mobeus Income & Growth 4 VCT plc

The Company merged with Mobeus Income & Growth 4 VCT plc ("MIG 4 VCT") on 26 July 2024 ("Merger") and following the transfer of its assets and liabilities amounting to £80,712,057 to the Company, MIG 4 VCT was placed in members' voluntary liquidation. As consideration on 26 July 2024 the Company issued 111,563,043 new ordinary 1 pence shares at a price of 72.35 pence per share to each MIG 4 VCT Shareholder. Accordingly, each MIG 4 VCT Shareholder received 1.012 shares in the Company for each MIG 4 VCT share that they held at the date of the merger (rounded down to the nearest whole number).

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YOUR PRIVACY

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

Financial Highlights

For the financial year ended 30 September 2024

As at 30 September 2024:
Net assets: **£188.70 million**
Net asset value per share: **70.90 pence**

- There was a positive Net asset value ("NAV") total return (including dividends)[1] per share of 2.0%.
- Dividends paid/payable in respect of the year total 6.00 pence per share. This brings cumulative dividends paid[1] to Shareholders in respect of the past five years to 48.00 pence per share.
- The Company realised one investment generating £3.88 million of cash proceeds.
- £8.96 million was invested into five new companies and seven follow-on investments.

[1] - Definitions of key terms and alternative performance measures shown above and throughout this report are provided in the Glossary of terms on page 86.

[2] - Further details on the share price total return are shown in the Performance section of the Strategic Report on page 84.

Performance Summary

The table below shows the recent past performance of the Company's existing class of shares for each of the last five years.

Reporting date As at 30 September	Net assets (£m)	NAV per share (p)	Share price[1] (p)	Cumulative dividends paid per share (p)	Cumulative total return per share to Shareholders[2] (NAV basis) (p)	Cumulative total return per share to Shareholders[2] (Share price basis) (p)	Dividends paid and proposed per share in respect of each year (p)
2024	188.70	70.90	69.00[4]	162.50	233.40	231.50	6.00[3]
2023	122.78	79.33	73.50	152.50	231.83	226.00	11.00
2022	108.42	83.73	81.50	144.50	228.23	226.00	8.00
2021	119.09	100.45	93.00	136.50	236.95	229.50	9.00
2020	83.13	70.06	59.50	131.50	201.56	191.00	14.00

[1] - Source: Panmure Liberum (mid-price basis).

[2] - Cumulative total return per share comprises the NAV per share (NAV basis) or the mid-market price per share (share price basis) plus cumulative dividends paid since the launch of the current share class (former 'S' shares) 2006/7.

[3] - Dividends paid and proposed per share in respect of 2024 include the second interim dividend of 3.00 pence per share referred to below.

[4] - The share price at 30 September 2024 has been adjusted for a 3.00 pence dividend paid after the year end on 18 October 2024 which was ex-div at 30 September 2024.

Dividends payable after the 30 September 2024 year-end

A second interim dividend of 3.00 pence per share was paid on 18 October 2024 to Shareholders on the Register on 20 September 2024.

Detailed performance data for previous fundraising rounds and for former Mobeus Income & Growth 4 VCT Shareholders are shown in a table on pages 84 and 85 of this Annual Report. The tables, which give cumulative total return per share information for each fundraising on both a NAV and share price basis, are also available on the Company's website at www.incomeandgrowthvct.co.uk where they can be downloaded by clicking on "table" under "Reviewing the performance of your investment".

Chairman's Statement

I am pleased to present the annual results for The Income & Growth VCT plc for the year ended 30 September 2024.

Overview

The Company's financial year has been set against a backdrop of challenging geopolitical and UK economic conditions although markets as a whole have delivered modest growth. Inflation and interest rates have started to reduce but continue to impact on consumer and business confidence and to affect trading performance in the portfolio companies. We have not yet seen the full effect of the recent Bank of England ("BoE") interest rate cuts from a peak of 5.25% and there may be further interest rate cuts in the event that inflation continues to meet the BoE's 2% target. The political uncertainty and distraction associated with the general election and subsequent budget looks now to have subsided bringing expectations of a welcomed period of relative stability in the UK, albeit with continued pressures on companies from tax increases and ongoing global economic and geopolitical risk including the potential impacts of the change in US Administration.

The positive NAV performance reported for the first six months of the year for a number of portfolio companies was undermined somewhat by a challenging final quarter of the year for some assets. Overall, however due to continued strong performance of the portfolio's larger assets, the Company's NAV total return remained positive, increasing by 2.0% (2023: 4.3%).

The Company has continued to be an active investor and provided investment finance to five new companies during the year: Ozone API, Azarc, CitySwift, SciLeads and OnSecurity, whilst in February 2024 delivered a highly successful partial exit of Master Removers Group ("MRG"). Follow-on investments were also made into seven existing portfolio companies: RotaGeek, FocalPoint, Orri and MyTutor, ActiveNAV, VivaCity and Dayrize. After the year-end, two new investments were made into Mobility Mojo and Gentianes Solutions (trading as Much Better Adventures), and three further follow on investments were made into Branchspace, Preservica, and FocalPoint.

Through the support and guidance of Gresham House's portfolio directors the portfolio continues to take steps to reposition their cost bases in anticipation of any medium-term challenges. Overall, the investee companies are adequately funded although it is expected that the portfolio's newer additions are likely to accelerate further funding plans. The Company's successful fundraising after the period end ensures strong liquidity is available to seek opportunities within the existing portfolio together with new investments.

Overall, the portfolio remains diversified and resilient considering the recent uncertainty, however there is a degree of concentration in that the top five assets now represent 54.4% of portfolio value. As is the nature of growth assets, the risk of company failures is ever present. However, the upside for successful investments can be significant which is resulting in value concentration amongst these larger and more stable assets.

Company Objective and Strategy

A Venture Capital Trust ("VCT") is a company listed on the London Stock Exchange that raises money from private investors and uses it to invest in small, young, innovative companies with high potential for growth.

These companies are usually unquoted and often less established. As a consequence they may be considered higher risk and some will not be successful. However, because small company formation is an important source of growth for the UK economy, the government has policies to help those companies grow. The VCT scheme provides investors with generous tax reliefs to help encourage investors for the risk they take with their investment, and there are strict guidelines on the type of company that can receive VCT investment. Since incorporation, your Company has helped to create jobs, reward innovation and bolster the UK economy in line with the UK Government's VCT scheme policy.

The Company's objective is to provide investors with an attractive return by maximising the stream of tax-free dividend distributions from the income and capital gains generated by a diverse and carefully selected portfolio of investments, while continuing at all times to qualify as a VCT. The investment strategy and policy of the Company as set out on page 7 is to invest primarily in a diverse portfolio of UK unquoted companies to support this objective.

Merger Update

The merger of the Company with Mobeus Income & Growth 4 VCT plc as set out in the announcement on 18 June 2024, was approved by Shareholders on 18 July 2024, and completed on 26 July 2024. The assets and liabilities of MIG 4 VCT were transferred to the Company in consideration for shares being issued to the MIG 4 VCT Shareholders on a relative net asset basis. The new share certificates were issued to the MIG 4 VCT Shareholders on entering voluntary liquidation following Shareholder approval at the MIG 4 VCT second General Meeting on 26 July 2024. We welcome those new Shareholders to the Company.

On completion of the Merger, Graham Paterson, former Chair of MIG 4 VCT, was appointed and welcomed to the Board. Graham has assumed the role of Senior Independent Director of the Company and Chair of the newly formed Management Engagement Committee and the Nomination and Remuneration Committee. We look forward to working together on behalf of the Company's Shareholders. We would also like to thank the other directors of MIG 4 VCT, Christopher Burke and Lindsay Dodsworth, for their service and contribution.

The Merger payback period of under 18 months, as outlined in the Prospectus, is on track to being achieved. This is based upon Merger costs incurred to date compared with annual cost savings incurred and forecast.

Performance

The Company's NAV total return per share increased by 2.0% (2023: 4.3%) after adding back a total of 10.00 pence per share in dividends paid during the year. The increase was principally the result of valuation uplifts and income returns from cash balances held. Strong valuation contributions were from Veritek Global, Preservica, Active Navigation as well as the legacy investment, Aquasium. The proceeds received on the successful portfolio partial exit of MRG were already fully reflected in the Company's NAV at 30 September 2023 including further proceeds received after the year-end. Income generated from cash held awaiting investment and loan stocks resulted in a positive revenue return.

At the year-end, the Company was ranked 3rd out of 26 Generalist VCTs over ten years, 1st out of 32 Generalist VCTs over five years and 20th out of 32 Generalist VCTs over three years in the Association of Investment Companies' ("AIC") analysis of NAV Total Return (assuming dividends are reinvested). Shareholders should note that, due to the lag in the disclosed performance figures available each quarter, the AIC ranking figures do not fully reflect the final NAV uplift to 30 September 2024, or those of our peers.

Dividends

The Board was pleased to be able to declare two interim dividends of 3.00 pence per share, totalling 6.00 pence per share in respect of the year ended 30 September 2024 to reflect gains and income generated and ensure compliance with the VCT regulations. This was in line with the Company's annual target of 6.00 pence per share which has been achieved, and often exceeded, in each of the last thirteen financial years. Shareholders should note that following the Merger and, as detailed in the Prospectus, the target annual dividend target was amended to an annual dividend target of 7% of the NAV per Share at the start of the relevant financial year.

The first interim dividend was paid on 7 June 2024, to Shareholders on the Register on 17 May 2024 and the second interim dividend was paid after the year-end on 18 October 2024 to those Shareholders on the Register on 20 September 2024. These dividend payments have brought cumulative dividends paid per share since inception to 165.50 pence, including the second interim dividend paid after the year-end. No further dividends will be paid in respect of the year to 30 September 2024.

It should continue to be noted that the majority of the portfolio now consists of younger growth capital investments. By their nature this results in greater risk than the historic Management Buy-Out portfolio and are very likely to result in increased volatility in the returns Shareholders receive in any given year. Shareholders should also note that there may continue to be circumstances where the Company is required to pay dividends in order to maintain its regulatory status as a VCT, for example, to stay above the minimum percentage of assets required to be held in qualifying investments. Such dividends paid in excess of net income and capital gains achieved will cause the Company's NAV per share to reduce by a corresponding amount.

Dividend Investment Scheme

The Company's Dividend Investment Scheme ("DIS") provides Shareholders with the opportunity to reinvest their cash dividends into new shares in the Company at the latest published NAV per share. New VCT shares attract the same tax reliefs as shares purchased through an Offer for Subscription. A total of 3,970,532 (2023: 2,674,764) Ordinary shares were allotted as a result of dividends paid during the year resulting in £2.80 million (2023: £2.07 million) of cash being retained by the Company.

Shareholders wishing to take advantage of the scheme for any future dividends can join the DIS by completing a mandate form available on the Company's website, under the 'Dividends' heading, at: www.incomeandgrowthvct.co.uk, or alternatively, Shareholders can opt-out by contacting City Partnership, using their details provided under Corporate Information on page 90. Shareholders who hold their shares in a Nominee company can still join the DIS scheme by instructing the Nominee provider to elect for the DIS Shares on their behalf. Please note that on the plus side, if you were a member of the DIS in MIG 4 VCT but not in the Company's DIS, City Partnership may have created a new account with the different mandate instructions in accordance with the provisions set out in the Prospectus. You can instruct City Partnership to amalgamate the two accounts and have one common DIS membership. The new shares are also eligible for Income Tax Relief.

Investment Portfolio

The portfolio movements across the year were as follows:

	2024	2023
Opening portfolio value	72.72	73.08
MIG 4 VCT acquisition	56.43	-
New and follow-on investments	8.96	3.34
Disposal proceeds	(3.87)	(9.13)
Net realised (losses)/gains	(0.23)	0.41
Valuation movements: unrealised	1.94	5.02
Net investment portfolio gains	1.71	5.43
Portfolio value at 30 September	**135.95**	**72.72**

The closing portfolio now reflects the acquisition of MIG 4 VCT's assets and liabilities on 26 July 2024 with portfolio performance of the enlarged entity being reflected from that date. On the portfolio investee companies themselves, despite the continuing uncertain macroeconomic conditions, various investee companies demonstrated some positive revenue and profits growth, in particular Veritek Global, Preservica, and Active Navigation although the consumer facing businesses have found delivery of growth to be harder, such as MyTutor and Bella & Duke. The net result has been positive, and the overall value in the year increased by a modest £1.71 million (2023: £5.43 million), or 1.4% (2023: 7.4%) on a like-for-like basis, compared to the opening portfolio value at 1 October 2023 of £72.72 million and the assets acquired from MIG 4 VCT of £56.43 million. This net increase was comprised of an unrealised increase in portfolio valuations of £1.94 million and net realised losses of £0.23 million.

At the year-end, the portfolio was valued at £135.95 million (2023: £72.72 million) which includes the assets acquired from MIG 4 VCT as part of the Merger. The portfolio is substantially comprised of growth capital investments, particularly of investments made since the VCT rule change in 2015 and, as Shareholders will be aware, these younger, less proven investments have a more variable return profile. Shareholders should continue to note therefore that whilst the potential upside for the Company's Shareholders of these type of investments may be higher, conversely the likelihood of investee company failures also increases. The Company's largest five assets by value represent over 50% of the portfolio's value with Preservica accounting for 26.7%. The overall portfolio value is greatly affected by the performance of these investments and these higher value assets continue to be monitored closely by the Investment Adviser as part of its risk mitigation measures.

During the year under review, the Company invested £4.62 million (2023: £2.72 million) into five new investments:

Ozone	**£1.50 million**	Open banking software developer
Azarc	**£0.53 million**	Cross-border customs automation software provider
CitySwift	**£0.77 million**	Passenger transport data and scheduling software provider
SciLeads	**£0.83 million**	Digital platform within life science vertical
OnSecurity	**£0.99 million**	B2B cybersecurity business providing independent third-party penetration testing services

The Company also invested a total of £4.34 million (2023: £0.62 million) into seven existing portfolio companies during the year:

RotaGeek	**£0.23 million**	Provider of cloud-based enterprise software
FocalPoint	**£0.17 million**	GPS enhancement software provider
MyTutor	**£0.64 million**	Digital marketplace connecting school pupils seeking one to one online tutoring
Orri	**£0.25 million**	An intensive day care provider for adults with eating disorders
ActiveNAV	**£1.95 million**	A global provider of file analysis software for information governance, security and compliance
VivaCity Labs	**£0.94 million**	An AI and Urban Traffic Control business
Dayrize	**£0.16 million**	A provider of a rapid sustainability impact assessment tool

The VCT's portfolio valuation methodology has continued to be applied consistently and in line with IPEV guidelines with four of the top ten largest valuations triangulated by an independent external valuation in the year.

Following the year-end, two new investments were made, £0.55 million of which was made into Mobility Mojo, a software platform supporting accessibility audits and £1.25 million was made into Gentianes Solutions (trading as Much Better Adventures), a Adventure Travel Marketplace, and three further follow-on investments comprising £0.31 million into Branchspace, £0.54 million into Preservica, and £0.12 million into FocalPoint.

The Company received £3.88 million in proceeds from the partial exit of MRG, whose value was fully reflected at the previous year-end. Over the life of this investment, the Company has received total proceeds of £7.35 million (including £0.47 million received after the year end) which equates to a multiple on cost of 3.3x, an IRR of 26.0%. Conversely, the Company was unable to support further investment into Bleach Holdings Limited and was required to exit its holding for only minimal proceeds. The Company had reduced its valuation of Bleach in previous years such that a modest £0.16 million realised loss was incurred on disposal in the year. Further, the Company's holding in Northern Bloc was fully impaired recognising a loss of £0.07 million in the year.

Further details of this investment activity and the performance of the portfolio are contained in the Investment Adviser's Review and the Investment Portfolio Summary on pages 13 to 28.

Revenue account

The results for the year are set out in the Income Statement on page 54 and show a revenue return (after tax) of 0.57 pence per share (2023: 1.11 pence per share).

The revenue return for the year of £1.00 million has decreased from last year's figure of £1.66 million due to lower dividends received however loan stock interest receivable has increased over the year. Investment adviser fees have increased due to higher net assets, but other expenses have reduced due to a reduction in trail commission payable. The revenue return also includes the impact of one off costs relating to the Merger.

Liquidity & Fundraising

Cash and liquidity fund balances as at 30 September 2024 amounted to £52.79 million representing 28.0% of net assets. After the year-end, following a 3.00 pence dividend payment, cash and liquid balances reduced to £46.17 million, 25.5% of net assets. The majority of cash resources are held in liquidity funds with AAA credit ratings, the returns on which have benefitted from higher levels of interest rates which will help support future returns to Shareholders. The Board however continues to monitor credit risk in respect of all its cash and near cash resources and still prioritises the security and protection of the Company's capital.

On 2 September 2024, the Company launched a Joint Offer for Subscription alongside Mobeus Income & Growth VCT plc ("MIG") to each raise an initial amount of up to £35 million, as well as an over-allotment facility of £10 million for the tax year 2024/25. Following strong demand, the Company received applications for the full amount sought of £45 million (including the over-allotment facility). Two allotments took place after the year-end, on 1 October 2024 and 28 October 2024, issuing a total of 62,562,671 new Ordinary shares at an average effective offer piece of 71.93 pence per share, raising net funds for the Company of £43.39 million. These additional funds will allow the Company to take advantage of new investment opportunities, fund further expansion of existing portfolio businesses, provide attractive returns for Shareholders in the form of dividend payments and buy back its shares from those Shareholders who may wish to sell.

Share buybacks

During the year, the Company bought back and cancelled 4,163,732 of its own shares (2023: 3,975,746), representing 2.7% (2023: 3.1%) of the shares in issue at the beginning of the year, at a total cost of £2.87 million (2023: £2.98 million), inclusive of expenses.

It is the Company's policy to cancel all shares bought back in this way. The Board regularly reviews its buyback policy, where its priority is to act prudently and in the interest of remaining Shareholders, whilst considering other factors, such as levels of liquidity and reserves, market conditions and applicable law and regulations. Under this policy, the Company seeks to maintain the discount at which the Company's shares trade at approximately 5% below the latest published NAV.

Change of Auditor

The Board will be recommending the appointment of Johnston Carmichael to become the Company's auditor for the year ending 30 September 2025. This is to ensure cost and time efficiencies are maintained through the Company and Mobeus Income & Growth VCT plc ("MIG") having the same auditor as well as the same year-end. MIG had reached the 20 year limit for audit tenure with BDO. Following a comprehensive and robust audit tender process for both the Company and MIG, the Boards of both companies will be recommending this appointment to shareholders at their AGM.

Shareholder Communications & Annual General Meeting

May I remind you that the Company has its own website: www.incomeandgrowthvct.co.uk.

The Investment Adviser held another virtual shareholder event on 1 March 2024, showcasing some exciting portfolio company growth journeys as well as a presentation by the Investment Adviser and representatives of the four Mobeus VCTs, a recording of which is available on the Company's website or by registering for access here: https://mvcts.connectid.cloud/. It is anticipated that the next Shareholder Event will take place in September 2025.

The Board is pleased to be able to hold the next Annual General Meeting ("AGM") of the Company in person at 2.30pm on 5 March 2025 at 1st Floor, 8 Fenchurch Place, London EC3M 4PB. The Board is aware that a number of Shareholders hold shares in the Company and the other Mobeus VCT, MIG, which shares a 30 September year-end. A joint presentation by the Investment Adviser to the Company's and MIG VCT Shareholders will therefore take place at 1.30 pm and a light lunch will be available from 1.00 pm. The MIG VCT AGM will be held before the presentation at 1.00 pm.

A webcast will also be available at the same time for those Shareholders who cannot attend in person. However, please note that you will not be able to vote via this method and you are encouraged to return your proxy form before the deadline of 2.30 pm on Monday, 3 March 2025. There will however be the ability to send questions into the meeting via the link.

Information setting out how to join the meeting by virtual means will be shown on the Company's website a few days before the AGM. Directions to the AGM venue will also be available on the website. For further details, please see the Notice of the Meeting which can be found at the end of this Annual Report & Financial Statements, on pages 87 to 89.

Votes Against AGM Resolutions

At the Annual General Meeting of the Company held on 29 February 2024, over 20% of the votes received were lodged against the resolutions to approve the Remuneration Report and to approve the disapplication of pre-emption rights.

As required under the AIC Code of Corporate Governance Code, those Shareholders that voted against the resolutions were contacted in April 2024 to ascertain the background and reasons for their vote. I thank those Shareholders who responded to the request with their reasons for voting against the resolutions. From the responses, it was clear that the key factors were Shareholders' concerns about the level of fees received by the Board and of new shareholders being added to the Register of Members, thereby diluting current Shareholders' holding and potential dividend income.

The Board considers its fees to be competitive, in line with the amount of assets under management and commensurate with the time commitment required to be undertaken by the Board. The Board considers the level of fees on an annual basis, as well as bench-marking against peers.

With regard to the issuance of shares to new investors, the Board consider it in the Company's interest to periodically raise new funds to:

(i) take advantage of new investment opportunities and to support existing portfolio companies and

(ii) maintain (bearing in mind the annual running costs and outflows through dividends and buybacks) and further grow the net asset base of the Company over which to spread the annual running costs.

Further fundraisings are typically raised at an issue price per share of the NAV plus costs, which avoids economic dilution of the existing NAV per share for existing Shareholders. The Board acknowledges that there may be a potential short-term dilutive impact of individual shareholder returns – from sharing gains on existing investments with new Shareholders. At the same time, existing Shareholders are partially "derisked" in cash for part of the very same investments at current market value.

In any event, the Board believes that both these counterveiling arguments are outweighed by having sufficient liquidity to meet its investment objectives and the potential to generate enhanced returns in the future, as well as the ability to support dividend payments.

VCT Regulations - Retirement Date of the UK Government's Venture Capital Schemes

The Board and Investment Adviser were pleased to see the European Commission approve the extension of the VCT scheme until 5 April 2035. This was formalised by UK legislation on 3 September 2024. The regulations bring into effect the extension of the Enterprise Investment Scheme ("EIS") and the Venture Capital Trust ("VCT") Scheme sunset clause to 2035. The Board welcomes this news and would like to thank the Investment Adviser, The Venture Capital Trust Association ("VCTA"), the Association of Investment Companies ("AIC") and other parties involved for their help in getting the new legislation enacted.

Consumer Duty

The Financial Conduct Authority's ("FCA") new Consumer Duty regulation came into effect on 31 July 2023. Consumer Duty is an advance on the previous concept of 'treating customers fairly', which sets higher and clearer standards of consumer protection across financial services and requires all firms to put their customers' needs first.

As previously notified, the Company is not regulated by the FCA and does not therefore directly fall into the scope of Consumer Duty. However, Gresham House, as the Investment Adviser, and any IFAs or financial platforms used to distribute fundraising offers are subject to Consumer Duty.

The Board will ensure that the principles behind Consumer Duty are upheld and will work with the Investment Adviser on the information now available to assist consumers and their advisers to discharge their obligations under Consumer Duty.

Environmental, Social and Governance ("ESG")

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

Gresham House has a dedicated sustainable investment team which conducts an annual survey of our unquoted portfolio companies to understand how they are responding to relevant ESG risks and opportunities. The results of the November 2023 survey of investee companies highlighted that the portfolio companies who participated were taking action on implementing a range of sustainability initiatives within their businesses. Each portfolio company in the survey identified areas for improvement over the next 12 months which are being monitored by the Investment Adviser and their progress tracked throughout the year.

The FCA reporting requirements consistent with the Task Force on Climate-related Financial Disclosures ("TCFD") do not currently apply to the Company but will be kept under review, the Board being mindful of any recommended changes. The Board is aware of the FCA's Sustainability Disclosure Requirements and investment labels (together the "rules"). As the Company is classified as a Collective Investment Undertaking, the scope of the rules capture such UK-domiciled unauthorised funds, however given that the shares in the Company (the "product") do not have a sustainable investment objective, the rules only apply on a very limited basis (through the

Chairman's Statement

Investment Adviser) in relation to the Company. The Gresham House TCFD Report can be found on its website at: TCFD report – Gresham House.

Fraud Warning

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

The Board strongly recommends Shareholders take time to read the Company's Fraud warning section, including details of who to contact, contained within the Information for Shareholders section on pages 81 to 83.

Outlook

Despite some recent return to stability on the domestic front following the UK election and subsequent budget, the wider geopolitical and economic environment remains uncertain. The Company's portfolio companies have been operating under challenging economic conditions for some time now and the Board and Investment Adviser are encouraged with the level of resilience shown. With a more certain fiscal roadmap now laid out and the prospect for further interest rate reductions, the Board has cautious optimism that portfolio performance can be maintained and improved. The Investment Adviser continues to target new opportunities in exciting new businesses and is reporting a strong pipeline under current review.

The sole successful partial exit of MRG during the year represents a somewhat quiet period for the Mobeus VCT portfolio in terms of realisations compared to past periods. Expectations are that the exit environment will likely remain subdued for the time being. However, a period of stability should facilitate more measured growth which will ultimately lead to exits but with no fixed timescale associated with the Company's investments, there is no imperative to force an exit, and the Investment Adviser is able to influence the best time to sell to optimise value.

In summary, the Company continues to add to its large, well-diversified portfolio which is managed by a professional and experienced investment team. The Board and Investment Adviser will continue to work together to drive shareholder returns further.

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

Maurice Helfgott
Chairman

13 January 2025

Strategic Report

Company objective and business model

Objective

The objective of the Company is to provide investors with an attractive return by maximising the stream of tax-free dividend distributions from the income and capital gains generated by a diverse and carefully selected portfolio of investments, while continuing at all times to qualify as a VCT.

Summary of Investment Policy

The Company's Investment Policy is to invest primarily in a diverse portfolio of UK unquoted companies. Investments are generally structured as part loan and part equity in order to receive regular income, to generate capital gain upon sale and to reduce the risk of high exposure to equities. To further spread risk, investments are made in a number of different businesses across different industry sectors.

The Company's cash and liquid resources are held in a range of instruments which can be of varying maturities, subject to the overriding criterion that the risk of loss of capital be minimised.

The Company seeks to make investments in accordance with the requirements of VCT regulation. A summary of this is set out below.

The full text of the Company's Investment Policy is set out on page 28 of this Strategic Report.

Summary of VCT regulation

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

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

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

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

In addition, VCTs may not:

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

[1] VCT tax value means as valued in accordance with prevailing VCT legislation. The calculation of VCT tax value is arrived at using tax values, based on the cost of the most recent purchase of an investment instrument in a particular company, which may differ from the actual cost of each investment shown in the Investment Portfolio Summary on pages 24 to 27.

The Company and its business model

The Company is a Venture Capital Trust and its objective and Investment Policy are therefore designed to ensure that it continues to qualify and is approved as a VCT by HM Revenue & Customs ("HMRC") whilst maximising returns to Shareholders from both income and capital. A summary of the most important rules that determine VCT approval is set out on page 7.

It is a fully listed company on the London Stock Exchange and is therefore also required to comply with the Listing Rules governing such companies.

The Company is an externally advised fund and has a Board comprising Non-Executive Directors. The Board has overall responsibility for the Company's affairs, including the determination of its Investment Policy, subject to Shareholder approval. Investment advisory and operational support are outsourced to external service providers including the Investment Adviser, Company Secretary and Administrator and the Registrar, with the strategic and operational framework and key policies set and monitored by the Board.

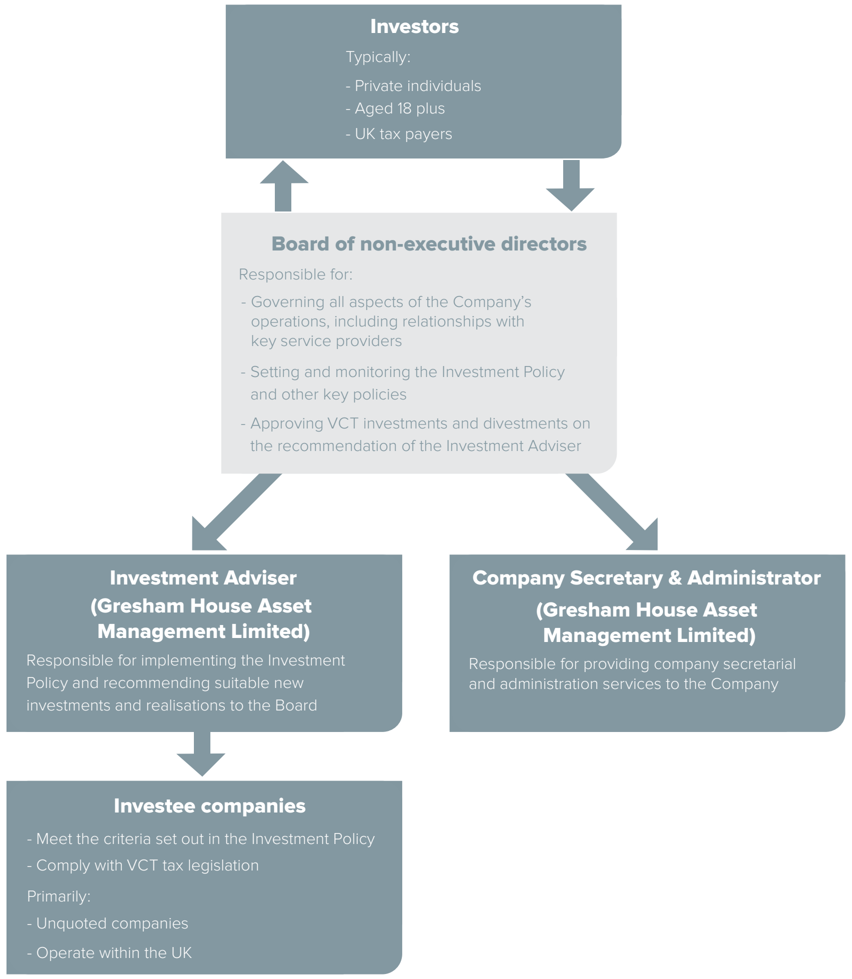
Investment and divestment proposals are originated, negotiated and recommended by the Investment Adviser and are then subject to comment and approval by the Directors.

The Company invests alongside three other VCTs advised or managed by Gresham House in proportion to the relative net assets of each VCT (excluding direct AIM investments) at the date the investment proposal is submitted to each Board.

The total percentage of equity held in each investment by all funds advised by Gresham House is shown in Note 10 on page 69.

Private individuals invest in the Company to benefit from both income and capital returns generated by investment performance. By investing in a VCT they are eligible for up-front income tax relief (currently 30% of the amount subscribed for new shares by an investor), as well as tax-free dividends received from the Company. Investors are also not liable for any capital gains tax upon the eventual sale of the shares. Shares have to be held for a minimum of five years to retain the initial income tax relief received.

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



Performance

The Board has identified six key performance indicators that it uses in its own assessment of the Company's progress and which are typical for VCTs. These are:

1. **Annual and cumulative returns per share for the year;**
2. **The Company's performance compared with its peer group;**
3. **Dividends paid compared with dividend target;**
4. **Compliance with VCT legislation;**
5. **Share price and discount to NAV; and**
6. **Costs.**

Some of these are classified as alternative performance measures ("APMs") in line with Financial Reporting Council ("FRC") guidance. See Glossary of terms for details on page 86. APMs are measures of performance that are in addition to the data reported in the Financial Statements. It is intended that these will provide Shareholders with sufficient information to assess how the Company has performed against its Objective in the year to 30 September 2024, and over the longer-term, through the application of its investment and other principal policies.

1. Annual and cumulative returns per share for the year

The Company's objective is to generate long- term growth returns from capital and income. To assess this, the Board monitors the growth in total returns per share, both on a NAV basis and a share price basis, adjusted for dividends paid in the year.

Total Shareholder returns per share for the year

The NAV and Share Price total returns per share for the year ended 30 September 2024 were 2.0% (2023: 4.3%) and 7.5% (2023: 0.0%) respectively, as shown below:

Total return (p)

	NAV basis (p)
Closing NAV per share	70.90
Plus: dividends paid in year (Note 1)	10.00
Total for year	**80.90**
Less: opening NAV per share	79.33
Increase in NAV total return for year per share (Note 2)	**1.57**
% NAV Total return for year	**2.0%***

	Share price basis (p)
Closing share price	69.00
Plus: dividends paid in year (Note 1)	10.00
Share price Total return for year	**79.00**
Less: opening share price	73.50
Increase in Share price total return for year per share	**5.50**
% Share price total return for year	**7.5%***

* The Share Price return differs from the NAV total return because the share price at 30 September 2024 is by reference to the most recent NAV per share of 72.35 pence which represents the NAV per share as at 26 July 2024. The closing share price of 69.00 pence per share has been adjusted because the share price at 30 September 2024 was ex-div, a 3.00 pence per share dividend was paid on 18 October 2024.

Note 1: The dividends paid in the year were a 7.00 pence per share dividend in respect of the year ended 30 September 2023 paid on 8 November 2023 and a 3.00 pence per share dividend in respect of the year ended 30 September 2024, paid on 7 June 2024.

Note 2: NAV return per share for the year is comprised of:

Year ended 30 September	2024 pence per share	2023 pence per share
Gross portfolio capital returns	0.64	3.51
Gross income returns	1.02	2.07
Costs	(1.29)	(2.03)
Other movements	1.20	0.05
NAV return for the year	**1.57**	**3.60**

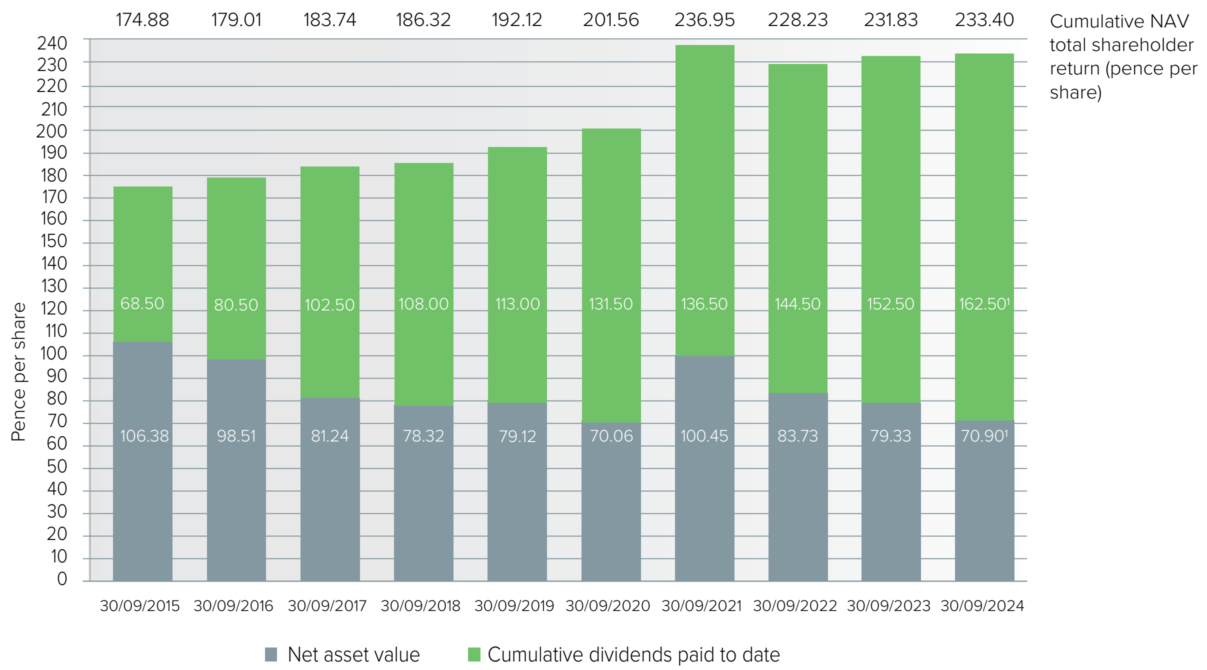
The contributions from the portfolio returns and income are shown before deducting attributable costs. They are explained below under the Review of Financial Results for the year. Costs are referred to in Section 6 on page 12.

The Company does not consider it appropriate to set a specific annual cumulative return per share target for the year. However, Shareholders should note that the Board assesses these returns against the Company's ability to meet its annual dividend target (see Section 3 Dividends paid compared with dividend target).

Before any performance fee is payable, Shareholders must benefit from an average annual NAV total return over a five year period of the higher of i) 6% per annum and ii) the Bank of England base rate plus 2%. For details, see Note 4 to the Financial Statements.

Cumulative total shareholder returns per share (NAV basis)

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



[1] On 18 October 2024, the Company paid a second interim dividend of 3.00 pence per share in respect of the year ended 30 September 2024. Following this dividend, the NAV per share then prevailing will reduce by a corresponding 3.00 pence as well as cumulative dividends paid increasing by the same.

Internal rate of return ("IRR")

For the year ended 30 September	2024	2023
Internal rate of return (NAV basis) (with tax relief)	12.7%	12.9%
Internal rate of return (NAV basis) (without tax relief)	8.4%	8.5%

These figures include initial income tax relief since the launch of the current share class in February 2008. The IRR is a measure of an investment's rate of return. It is calculated as the annual discount rate that equates the net investment cost (70.00 pence per share with income tax relief, 100 pence per share without tax relief), at the date of the original investment, with the value of subsequent dividends received and the latest NAV per share. This percentage return figure can be compared to percentage returns Shareholders have achieved elsewhere.

Review of financial results for the year

For the year	2024 £m	2023 £m
Revenue return	1.00	1.67
Capital return	0.00	3.82
Total return	**1.00**	**5.49**

The revenue profit for the year of £1.00 million (0.38 pence of NAV return for the year per share held at the year- end, net of costs charged to revenue) has decreased over the previous year. The revenue profit is derived from income, primarily from liquidity fund interest, outweighing revenue expenses. This has decreased due to lower dividends received in the year. Other expenses were lower due to a reduction in trail commission payable, but the Company also incurred merger costs in the year as explained further in Note 18.

The capital return for the year was £(0.003) million (0.00 pence of NAV return for the year per share held at the year-end, net of costs charged to capital) is due primarily to a net increase in unrealised valuations of the portfolio companies, offset by Investment adviser fees charged to capital and realised losses in the year.

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

The Board places emphasis on benchmarking the Company's performance against its peer group of generalist VCTs and aims to maintain the Company's performance within the top quartile of this peer group. This compares the percentage increase in NAV total return of the Company (assuming dividends are reinvested) to an index of generalist VCTs, which are members of the AIC over the last one, three, five and ten years based on figures published by Morningstar.

Period	I&G VCT NAV Total Return % (Rank)	Weighted average Generalist VCT NAV Total Return % (No. of VCTs)
One year	2.3%[1] (15th)	0.2% (32)
Three years	(3.0)% (20th)	(3.2)% (32)
Five years	68.2% (1st)	24.2% (32)
Ten years	124.0% (3rd)	59.6% (26)

[1] This figure of 2.3% differs from that shown in section 1 of 2.0%, due to the timing of NAV announcements as well as assuming dividends are reinvested at each payment date.

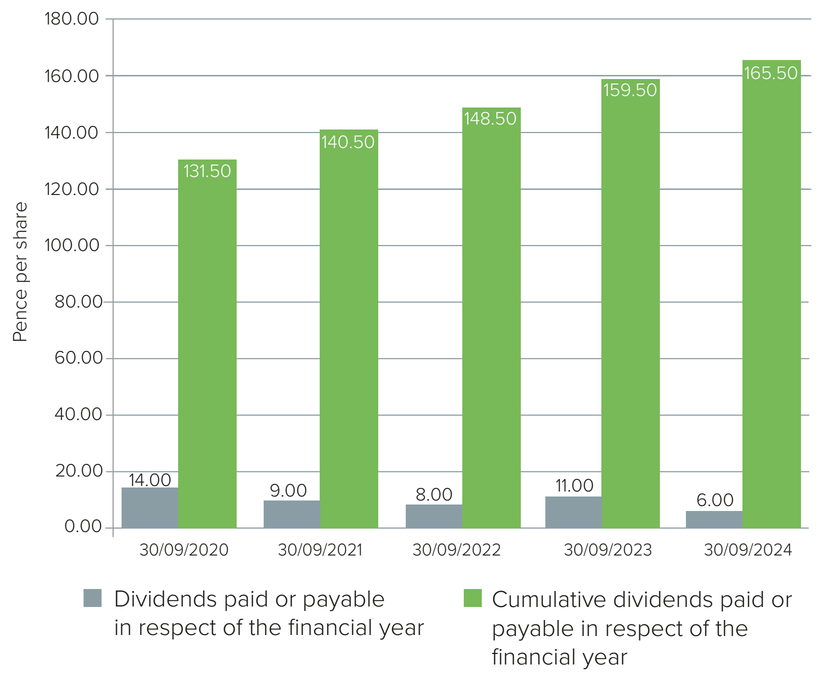
On a NAV cumulative Total Return basis (which, compared to the figures above assumes dividends are not reinvested), the VCT was ranked 16th over one year (out of 32 VCTs), 17th over three years (out of 32 VCTs), 2nd over five years (out of 32 VCTs) and 3rd over ten years (out of 26 VCTs) among generalist (including planned exit) VCTs at 30 September 2024. These statistics are produced by the AIC (based on information prepared by Morningstar).

The Board is pleased with the performance of the Company in respect of its peer group over the medium and longer term, but is working to reverse the relative fall in recent short-term comparable performance.

3. Dividends paid compared with dividend target

Up to the date of the acquisition of Mobeus Income & Growth 4 VCT plc on 26 July 2024, the Company had a target of paying an annual dividend of at least 6.00 pence per share in respect of each financial year. Since this date, the Board has a revised dividend target of 7% of the opening NAV per share.

The Company's objective is to provide Shareholders with an attractive stream of tax-free dividends. The previous 6.00 pence per share target was met during the year under review by the dividend payments made in the year. As the NAV per share of the Company is expected to continue to vary, the Board considers it appropriate to adopt an annual dividend target set as a percentage rather than a fixed pence per share amount. The Board intends to continue to maximise the stream of dividend distributions to its Shareholders from the income and capital gains generated by the portfolio or from other distributable reserves. However, the ability of the Company to pay dividends in the future cannot be guaranteed and will be subject to performance and available cash and reserves.



Dividends paid or payable per share in respect of the financial year ended 30 September 2024 were 6.00 pence comprising of an interim dividend of 3.00 pence per share, paid to Shareholders on 7 June 2024 and a 3.00 pence dividend paid after the year-end on 18 October 2024, respectively. Cumulative dividends paid/payable to date since the inception of the current share fund are now 165.50 pence per share.[1]

[1] The first allotment of the former 'S' Share class, now the current share class took place on 6 February 2008.

Strategic Report

4. Compliance with VCT legislation

In making their investment in a VCT, Shareholders become eligible for a number of tax benefits under VCT tax legislation, as long as the Company also complies with VCT tax legislation. To achieve this, the Company must meet a number of tests set by the VCT legislation, a summary of which is given in the table headed 'Summary of VCT regulation' on page 7. Throughout the year ended 30 September 2024, the Company continued to meet these tests.

5. Share price and discount to NAV

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

This buyback policy provides a mechanism for the Company to enhance the liquidity of its shares and seek to manage the level and volatility of the discount to NAV at which its shares may trade as market liquidity in VCTs is normally very restricted. Continuing Shareholders benefit from the difference between the NAV and the price at which the shares are bought back and cancelled.

The discount for the Company's shares at 30 September 2024 was 4.6% (2023: 5.0%) based on the share price shown in the table on page 1 and the NAV per share at 26 July 2024.

During the year ended 30 September 2024, Shareholders holding 4,163,732 shares expressed their desire to sell their investments. The Company instructed its brokers, Panmure Gordon (UK) Limited, now renamed Panmure Liberum Limited, to purchase these shares at prices reflecting the Company's share buyback discount policy. The Company subsequently purchased these shares at prices of between 66.21 and 70.21 pence per share and cancelled them. During the year, the Company bought back 2.7% of the issued share capital of the Company at 1 October 2023.

6. Costs

Shareholders will be aware there are a number of costs involved in operating a VCT. Shareholders do not bear costs in excess of the expense cap of 3.00% (3.25% prior to merger).

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

	2024	2023
Ongoing charges plus performance fee (if applicable)	2.3%	2.5%

There were no performance fees payable during the year (2023: £nil).

The Ongoing Charges Ratio has been calculated using the AIC recommended methodology except that closing net assets has been used as the basis rather than an average as this more accurately reflects the level of net assets of the Company in future. This figure shows Shareholders the annual percentage reduction in shareholder returns as a result of recurring operational expenses, assuming markets remain static and the portfolio is not traded. Although the ongoing charges figure is based upon historical information, it provides Shareholders with an indication of the likely level of costs that will be incurred in managing the Company in the future.

The Total Expense Ratio (which differs from the Ongoing charges ratio and forms the basis of any expense cap upon Investment Adviser fees, see Note 4 for further explanation) for the year was 1.6% (2023: 2.5%) of closing net assets. Shareholders should note that closing net assets have increased due to the assets acquired from Mobeus Income & Growth 4 VCT on 26 July 2024 and Investment Adviser fees charged throughout the year were based upon a lower figure than this. As a result, no breach has occurred of the expense cap of 3.00% of the closing net assets for the year ended 30 September 2024 (2023: £nil).

Investment Adviser fees and other expenses

Investment Adviser fees charged to both revenue and capital have increased from £2.53 million to £2.78 million. This increase reflects the impact of the net assets acquired as part of the acquisition of Mobeus Income and Growth 4 VCT plc on 26 July 2024.

Other expenses have decreased from £0.61 million to £0.50 million, mainly due to a fall in trail commission payable upon eligible shares that have reached their cap under the terms of previous Offers for Subscription. There are merger costs incurred of £153,695 as shown on the Income Statement, for further details see Note 4. Further details of these expenses and merger costs are contained in the Financial Statements on pages 54 to 80 of this Annual Report.

Investment Adviser's Review

Strategic Report

Portfolio Review

The year to date has been marked by a continuing period of uncertainty, against which markets have delivered modest growth. Inflation and interest rates appear to have peaked, but concerns regarding geo-political tensions in Europe and the Middle East persist. The UK and US election results will hopefully allow more clarity on the future economic and political landscape although the impact of the UK Government's first budget has caused an element of market turbulence, potential inflationary pressures and pausing of interest rate reductions.

Despite this unsettled environment, it is encouraging to see that two thirds of the portfolio companies recorded continued growth in either revenues or profits over the year. This steady positive progress contrasts the observation that the portfolio includes several companies contemplating top up rounds to enable them to reach a delayed breakeven. The ability to invest further VCT capital is a useful opportunity to build meaningful stakes as well as enhancing the Company's influence and protecting the VCTs' position. Over 70% of the portfolio recorded profit increases versus the previous year which is very encouraging and demonstrates the responsiveness and effectiveness of portfolio company boards in maintaining close cost management.

The nature of the VCT assets are that many portfolio companies are seeking to prove and develop nascent business models. Most of the recent group of earlier stage investments are steadily building out their pipelines and capability as they balance investment with the rate of commercial development. At this stage of their development Gresham House is still hopeful that the majority will deliver the relevant commercial proof points, albeit it will take longer and probably require additional capital earlier than had originally been envisioned. In some cases, this could be a positive by allowing the Company to amass more significant stakes on possibly more advantageous terms.

We are pleased to have been able to provide new funding to five significant investments during the year as well as provide follow on funding for a number of portfolio companies. The exit environment remains subdued, but the partial exit of MRG at the start of the period illustrates that investee companies can still be realised at attractive prices. Unless there is a change in market dynamics, it is likely that portfolio companies will be held for longer periods although looking forward, there are a number of assets starting to plan for exit in 2024/25. Gresham House believes that these are realistic prospects which could deliver significant realised value to the Company.

The Company's recent successful fundraise after the period end will provide strong liquidity to take advantage of the improving new investment environment for the Company as the UK is starting to see some stability post the election and budget. Gresham House is seeing a number of interesting investment propositions which are expected in time to be value accretive to the VCT's portfolio.

	2024 £m	2023 £m
Opening portfolio value	72.72	73.08
MIG 4 VCT acquisition	56.43	-
New and follow-on investments	8.96	3.34
Disposal proceeds	(3.87)	(9.13)
Net realised (losses)/gains	(0.23)	0.41
Valuation movements: unrealised	1.94	5.02
Net investment portfolio gains	1.71	5.43
Portfolio value at 30 September	**135.95**	**72.72**

The value of the Company's portfolio has materially increased in size due to the acquisition of Mobeus Income & Growth 4 VCT's portfolio of assets, the vast majority in which the Company had existing holdings.

The Company made new and follow-on investments totalling £8.96 million (2023: £3.34 million) during the year, of which £4.62 million was to five new growth capital investments and £4.34 million was to seven follow-on investments. Further details of these investments are on the following pages. After the year end, new investments were made into Mobility Mojo and Much Better Adventures, as well as follow-ons into Branchspace, Preservica and FocalPoint.

The portfolio's largest investments have experienced some strong revenue growth which has continued to drive values over the period, in particular Active Navigation, Preservica and Caledonian Leisure. Pleasingly, Veritek Global, a historic MBO investment has started to see material traction having pivoted its business model in recent years and returned to profitability and finally, legacy investment Aquasium has seen a material uplift in the year. By contrast, there are also some portfolio companies that are experiencing tougher trading such as, MyTutor and Dayrize. The portfolio companies continue to be focused on establishing a path to profitability.

During the year, the MRG partial exit generated proceeds of £3.88 million resulting in a return of 3.3x and an IRR of 26% over the life of the investment.

Strategic Report

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

Investment Portfolio Capital Movement	2024 £m	2023 £m
Increase in the value of unrealised investments	10.63	11.49
Decrease in the value of unrealised investments	(8.69)	(6.47)
Net increase in the value of unrealised investments	**1.94**	**5.02**
Realised gains	-	1.28
Realised losses	(0.23)	(0.87)
Net realised (losses)/gains in the year	**(0.23)**	**0.41**
Net investment portfolio movement	**1.71**	**5.43**

New Investments during the year

The Company made five new investments totalling £4.62 million during the year, as detailed below:

	Company	Business	Date of investment	Amount of new investment (£m)
ozone API	Ozone API	Open banking software provider	December 2023	1.50

Ozone API (https://ozoneapi.com) is a software developer providing banks and financial institutions with a low cost, out-of-the-box solution enabling them to deliver open APIs which comply with open banking and finance standards globally. The software goes beyond compliance and enables customers to monetise open banking and finance opportunities which are growing significantly following regulatory & market development. This funding is the first equity investment into Ozone and enables the team to invest into their product and go-to-market teams as they look to capitalise on the large and fast-growing global market.

	Company	Business	Date of investment	Amount of new investment (£m)
Azarc Automating Cross-Border Supply Chains	Azarc	Cross-border customs automation software provider	December 2023	0.53

Azarc.io (https://azarc.io) specialises in business process automation using distributed ledger technology. Its Verathread® product has been applied to automating cross-border customs clearances, albeit it has wider supply chain applications. Founded in 2021, Azarc successfully secured British Telecom as a customer and a long-term strategic partner in the UK and aims to improve efficiencies over traditional paper-based customs clearances for import and export trade. This investment will support the company's growth trajectory with BT and expedite its expansion into international import/export hubs through new partnerships.

	Company	Business	Date of investment	Amount of new investment (£m)
cityswift.	CitySwift	Passenger transport data and scheduling software provider	December 2023	0.77

Huddl Mobility Limited (trading as CitySwift) (https://cityswift.com) is a software business that works with bus operators and local authorities to aggregate, cleanse and access insight from complex data sources from across their networks, enabling them to optimise schedules and unlock revenue generating or cost reduction opportunities. This investment will be used to accelerate new customer acquisition and unlock significant opportunities within the existing customer base - CitySwift already works with major bus operators and local transport authorities including National Express, Stagecoach and Transport for Wales.

	Company	Business	Date of investment	Amount of new investment (£m)
SciLeads	SciLeads	Digital Platform within the life science verticals	March 2024	0.83

Based in Belfast, SciLeads (https://scileads.com)) is a data and lead generation platform operating within life science verticals, allowing customers to identify, track and convert potential leads. SciLeads has grown ARR significantly and this investment will be used to accelerate new customer acquisition and professionalise the product and customer success functions to cross-sell opportunities within the existing customer base.

	Company	Business	Date of investment	Amount of new investment (£m)
on security	OnSecurity	B2B cybersecurity business providing independent third-party penetration testing	June 2024	0.99

Based in Bristol, OnSecurity (https://www.onsecurity.io) is a B2B cybersecurity business providing independent third-party penetration testing services, a type of ethical hacking that simulates a real-world attack on a computer system, network, or web application to identify and remediate vulnerabilities that could be exploited by malicious actors. OnSecurity is an agile and collaborative platform solution that provides high quality human pentesting with elements of automation to minimise low value, menial tasks. This investment will be used to drive growth through developing their platform to target larger potential clients and develop economies of scale.

Further investments during the year

A total of £4.34 million was invested into seven existing portfolio companies during the year, as detailed below:

	Company	Business	Date of investment	Amount of further investment (£m)
rotageek	RotaGeek	Provider of cloud-based enterprise software	November 2023	0.23

RotaGeek (https://www.rotageek.com/) is a provider of cloud-based enterprise software to help larger retail, leisure and healthcare organisations to schedule staff effectively. RotaGeek has proven its ability to solve the scheduling issue for large retail clients, competing due to the strength of its technologically advanced proposition. Since investment it has also diversified and started to prove its applicability in other verticals such as healthcare and hospitality. This investment will help the company focus on operational delivery and continue sales and client contract win momentum.

	Company	Business	Date of investment	Amount of further investment (£m)
FocalPoint	Focal Point Positioning	GPS enhancement software provider	December 2023	0.17

Focal Point Positioning Limited (https://focalpointpositioning.com/) is a deep tech business with a growing IP and software portfolio. Its proprietary technology applies advanced physics and machine learning to dramatically improve the satellite-based location sensitivity, accuracy, and security of devices such as smartphones, wearables, and vehicles and reduce costs. The further investment was agreed at the time of the original funding in September 2022.

	Company	Business	Date of investment	Amount of further investment (£m)
MyTutor	MyTutor	Digital marketplace for online tutoring	January 2024	0.64

MyTutorweb (trading as MyTutor) (https://mytutor.co.uk) is a digital marketplace that connects school age pupils who are seeking private online tutoring with university students. The business is satisfying a growing demand from both schools and parents to improve pupils' exam results. This further investment will aim to drive changes in product and margin through operating business improvements and seek to expand its offering to school and channel partners.

	Company	Business	Date of investment	Amount of further investment (£m)
Orri	Orri	Specialists in eating disorder support	March 2024, July 2024	0.25

Orri Limited (https://orri-uk.com) is an intensive daycare provider for adults with eating disorders. Orri provides an alternative to expensive residential in-patient treatment and lighter-touch outpatient services by providing highly structured day and half day sessions either online or in-person at its clinic on Hallam Street, London. This additional funding represents a bridging round to provide sufficient funding to allow the business to reach break-even. Potential further funding will allow a targeted geographic roll out once the core business is proven.

	Company	Business	Date of investment	Amount of further investment (£m)
ACTIVENAV	ActiveNav	A provider of enterprise-level file analysis software	May 2024	1.95

Data Discovery Solutions, trading as ActiveNav (https://activenav.com), is a data analysis software solution which makes it easier for companies to clean up network drives, respond to new data protection laws and dispose of redundant and out-dated documents. ActiveNav's solution is used by significant blue-chip customers, particularly those in highly regulated industries such as energy and professional services, as well as government entities in the USA, Canada, Australia and the UK. This further funding will assist the development of ActiveNav's exciting new cyber breach response division 'Actfore', which was established in late 2022.

	Company	Business	Date of investment	Amount of further investment (£m)
dayrize	Dayrize	A provider of a rapid sustainability impact assessment tool	June 2024, September 2024	0.16

Founded in 2020, Amsterdam-based Dayrize (https://dayrize.io/) has developed a rapid sustainability impact assessment tool that delivers product-level insights for consumer goods brands and retailers, enabling them to be leaders in sustainability. Its proprietary software platform and methodology bring together an array of data sources to provide a single holistic product level sustainability score that is comparable across product categories in under two seconds. This funding round is to help refine its business plan, establish greater product-market fit and drive conversion of its customer pipeline. Capital structure terms have also been amended to encourage further funding from its existing angel network.

	Company	Business	Date of investment	Amount of further investment (£m)
VIVA CITY	Vivacity	Provider of artificial intelligence & urban traffic control systems	August 2024	0.94

Vivacity (https://vivacitylabs.com) develops camera sensors with on-board video analytics software that enables real-time anonymised data gathering of road transport system usage. It offers city transport authorities the ability to manage their road infrastructure more effectively, enabling more efficient monitoring of congestion and pollution levels as well as planning for other issues, such as the changing nature of road usage (e.g. the increasing number of cyclists). The technology and software represent a significant leap forward for local planning authorities which have traditionally relied upon manual data collection.

Valuation changes of portfolio investments still held

The total valuation increases were: £10.63 million, with the main increases being:

- **Veritek Group:** £1.82 million
- **Aquasium Technology:** £1.23 million
- **Active Navigation:** £1.20 million
- **Preservica:** £1.15 million

Veritek Global has undertaken a marked turnaround having pivoted its business model in recent years. Aquasium Technology, a legacy investment is seeing growing international interest for its product. Active Navigation continues to gain momentum for its incident response platform and Preservica has had a challenging few months, but continues to grow its recurring revenues.

The main reductions within total valuation decreases of £(8.69) million were:

- **MyTutor:** £(3.26) million
- **Bella & Duke:** £(1.05) million
- **Dayrize B.V.:** £(0.66) million
- **Virgin Wines:** £(0.65) million

MyTutor and Bella & Duke have been impacted by a challenging environment for consumer facing businesses. IPV has experienced delays in securing new contracts and partnerships, although through cost-saving initiatives has improved its profitability. Dayrize has secured several new contracts, however its cash requirement has been higher than anticipated. Unfortunately, Dayrize's need for further capital has accelerated over recent months such that, post the year end, the VCT has agreed to a capital structure plan to facilitate further funding from its existing angel network without requiring further funding from the VCT. This will result in a staged recovery of the Company's loan capital over the next two years, but only a nominal recovery for the Company's equity instruments. Although disappointing, this is believed to be the best outcome for Shareholders. Finally, Virgin Wines, despite releasing positive trading news has been subject to wider AIM market volatility over the past year.

The Company's investment values have been partially insulated from market movements and lower revenue growth by the preferred investment structures utilised in the financing of many of the portfolio companies. This acts to moderate valuation swings and the net result can be more modest falls when portfolio company values decline.

Realisation during the year

The Company completed one exit during the year, as detailed below:

	Company	Business	Period of investment	Total cash proceeds over the life of the investment/ Multiple over cost
	Masters Removers Group	A specialist logistics, storage and removals business	December 2014 to February 2024	£7.35 million 3.3x cost

The Company sold its investment in Master Removers Group (2019) Limited to Elanders AB and alongside this, sold its shares in MRG's domestic removals business to management. The Company received £3.88 million from the sale plus £0.82 million after the year end. Total proceeds received by the Company to date over the life of the investment are £7.35 million compared to an original investment cost of £2.26 million. On a combined I&G and MIG 4 VCT basis (MIG 4 VCT amounts being received prior to the Merger), including amounts received after year end, total proceeds are £12.86 million compared to an original cost of £3.95 million. Overall, this investment generated a multiple on cost of 3.3x and an IRR of 26%.

Other losses during the year

The Company realised its investment in Bleach Holdings Limited ("Bleach") during the year. Bleach had significantly underperformed in the face of issues such as Covid-19 and the subsequent consumer downturn. Despite a restructuring in 2023, against a challenging backdrop across the retail sector, Bleach required further funding to support its scaling which the VCTs could not provide under current VCT rules. A well-known hair-care provider agreed to acquire the business and safeguard important jobs but disappointingly only at a level that generated a minimal return for the VCTs. The Company had reduced its valuation of Bleach materially in previous periods such that upon realisation a modest loss of just £0.16 million was recognised in the year. Northern Bloc Ice Cream has had similar trading difficulties such that this investment was recognised as a permanent impairment resulting in a £0.07 million realised loss.

Portfolio income and yield

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

Investment Portfolio Yield	2024 £m	2023 £m
Interest received in the year	0.63	0.58
Dividends received in the year	0.05	0.64
OEIC and bank interest received in the year	2.04	1.97
Total portfolio income in the year	**2.72**	**3.19**
Net Asset Value at 30 September	**188.70**	**122.78**
Income Yield (Income as a % of Net asset value at 30 September)*	**1.4%**	**2.6%**

* Yield appears lower compared to the prior year due to the acquisition of MIG 4 VCT's assets being reflected in the net asset value at the year-end with interest and dividend income only reflected for the period since the merger.

Investments after the year-end

The Company made two new and three further investments totalling £2.77 million after the year-end, as detailed below:

New:

	Company	Business	Date of investment	Amount of further investment (£m)
Mobility Mojo	Mobility Mojo	A software platform supporting accessibility audits	October 2024	0.55

Based in Dublin, Mobility Mojo (https://mobilitymojo.com) was founded in 2018 and empowers organisations worldwide to create more accessible and inclusive spaces. Mobility Mojo's innovative software platform enables companies to capture, track, enhance, promote and benchmark the accessibility of their buildings in a standardised and cost-effective way across their entire portfolio. The solution significantly reduces the time and expense typically associated with traditional paper-based accessibility audits and it is adaptable to a diverse set of environments, including office spaces, hotels and retail banks. The funding will support Mobility Mojo in expanding its marketing and sales teams, enhancing its SaaS platform with new AI-driven capabilities and recruiting key talent to its leadership team.

	Company	Business	Date of investment	Amount of further investment (£m)
much better adventures	Much Better Adventures	Online travel operator specialising in creating unique 'adventure' group trips	November 2024	1.25

Much Better Adventures (https://muchbetteradventures.com) has developed a reliable, engaging, user-friendly platform that resonates with customers. This is reflected in the positive customer reviews and strong repeat rates. It has built a strong organic search presence in the UK through a combination of a high-quality website and social content, and curating trips that appeal to its clear Ideal Customer Profile, a highly marketable segment that fits with the product offering. With this investment the business will be robustly funded with the ability to tune expenditure to market conditions.

Strategic Report

Existing:

	Company	Business	Date of investment	Amount of further investment (£m)
branchspace digital reinvented	Branchspace	Digital retail software provider to aviation and travel industry	November 2024	0.31

Branchspace (https://www.branchspace.com/) is a well-established specialist digital retailing consultancy and software provider to the aviation and travel industry. Branchspace's offering helps customers to transform their technology architecture to unlock best-in-class digital retailing capabilities, driving distribution efficiencies and an improved customer experience. Across two complementary service offerings Branchspace can effectively cover the entire airline tech stack and has carved a defensible position as sector experts, serving clients including IAG, Lufthansa and Etihad. This funding round which was agreed at the time of the original transaction will seek to support its growth plans.

	Company	Business	Date of investment	Amount of further investment (£m)
Preservica Digital Preservation	Preservica	Seller of proprietary digital archiving software	December 2024	0.54

Preservica (https://preservica.com) is a SaaS software business with blue chip customers and strong recurring revenues. It has developed market leading software for the long-term preservation of digital records, ensuring that digital content can remain accessible, irrespective of future changes in technology. The business has seen annual recurring revenues nearly double over the last two financial years. This additional funding will give the business extra headroom to deliver 20-25% ARR growth whilst seeking an exit in 2025.

	Company	Business	Date of investment	Amount of further investment (£m)
FocalPoint	Focal Point Positioning	GPS enhancement software provider	December 2024	0.12

Focal Point Positioning Limited (https://focalpointpositioning.com/) is a deeptech business with a growing IP and software portfolio. Its proprietary technology applies advanced physics and machine learning to dramatically improve the satellite-based location sensitivity, accuracy, and security of devices such as smartphones, wearables, and vehicles and reduce costs. The further investment was agreed at the time of the original funding in September 2022.

Environmental, Social, Governance considerations

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

The Investment Adviser has a dedicated team which is focused on sustainability as well as the Investment Adviser's Sustainability Executive Committee who provide oversight and accountability for the Investment Adviser's approach to sustainability across its operations and investment practices. This is viewed as an opportunity to enhance the Company's existing protocols and procedures through the adoption of the highest industry standards. Each investment executive is responsible for setting and achieving their own individual ESG objectives in support of the wider overarching ESG goals of the Investment Adviser.

The Investment Adviser's Private Equity division has its own Sustainable Investment Policy, in which it commits to:

- Ensure its team understands the imperative for effective ESG management and is equipped to carry this out through management support and training.
- Incorporate ESG into the monitoring processes of the unquoted portfolio companies.
- Engage with the dedicated sustainable investment team and conduct regular monitoring of ESG risks, sustainability initiatives and performance in its investments.

Further detail on ESG can be found in the Chair's statement on page 5 and in the Director's Report on page 36.

Outlook

Geo-political flux is likely to persist throughout 2025, although domestically the economic landscape is expected to be on a surer footing. This environment should also present attractive opportunities for your Company but, as a selective investor, still has the advantage of being able to take a longer-term view of both new and portfolio follow-on investments. The early-stage cohort of investments are taking on the challenges presented and are expected to accelerate their funding plans, however this should also produce attractive further investment opportunities.

The first Budget under the new Labour Government was held after the year-end. Of particular note and concern for the portfolio and its companies, there is an expected impact of increased Employer's National Insurance contributions on portfolio companies.

Gresham House's seasoned investment managers and advisers are a vital source of knowledge and experience available to support the Company's portfolio of management teams. In this respect, Gresham House is well placed by having one of the largest and most experienced portfolio teams in the industry with an average of over 18 years' relevant industry experience.

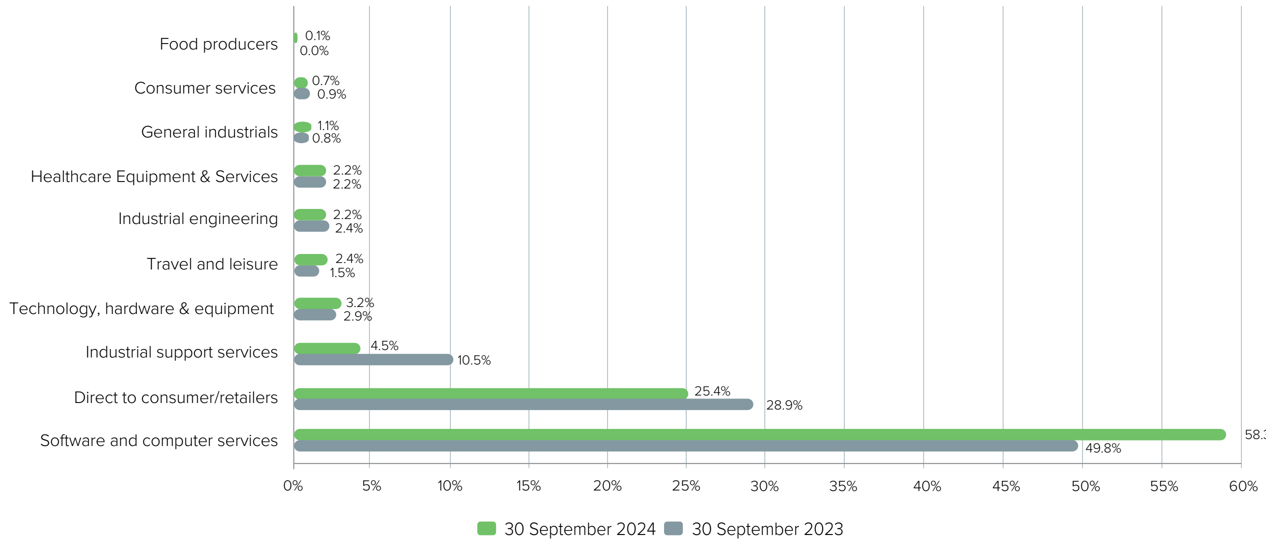
Pleasingly, the portfolio continues to perform in delivering growth against a challenging backdrop, although the early-stage companies will need careful monitoring and guidance. The new and further investment landscape should provide continued opportunities to expand the portfolio with assets with the potential to generate strong returns for investors. The Company's strong liquidity provides Gresham House with ample capacity to fulfil these prospects.

Gresham House Asset Management Limited
Investment Adviser

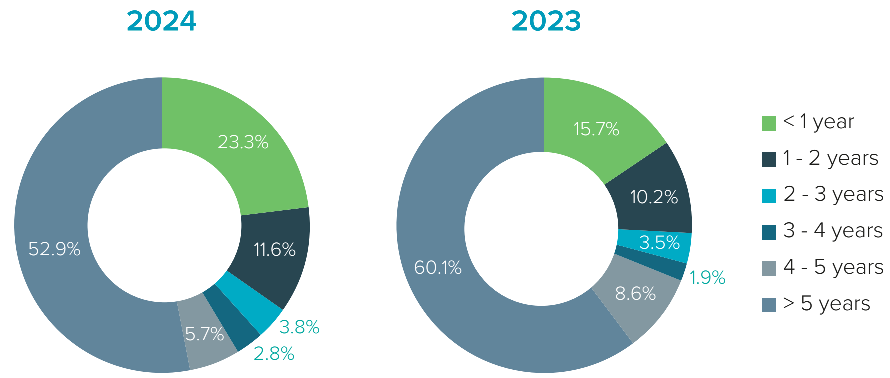
13 January 2025

Investments by market sector by value

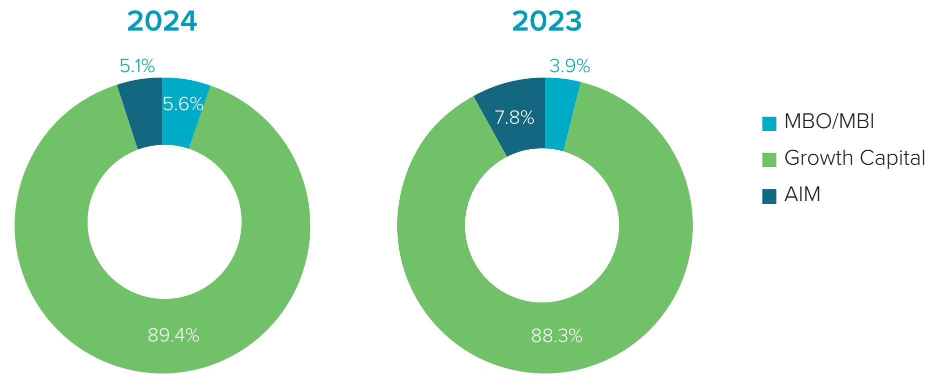
Investments by value remain spread across a number of FTSE sectors, primarily in software and computer services, retailers and industrial support services. Although the portfolio appears concentrated on three main sectors, the range of companies contained within these sectors is considered to be very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



Age of the portfolio by value



Type of investment transaction by value



Investments made after the 2015 rule changes are all growth capital investments which are young businesses using the Company's investment for growth and development purposes (as defined under VCT legislation).

Investments made before the 2015 rule change include all investments made under the Investment Adviser's management buyout ("MBO") strategy and management buy in ("MBI") strategies. This typically includes MBO and MBI investments which are more mature, but also contains some growth capital investments.

Principal investments in the Portfolio at 30 September 2024 by valuation

Preservica Limited

www.preservica.com

Book cost £19,964,000

Valuation £36,332,000

Basis of valuation
Revenue multiple

Equity % held
31.1%

Income receivable in year
£130,578

Business
Seller of proprietary digital archiving software

Location
Abingdon, Oxfordshire

Original transaction
Growth capital

Audited financial information

Year ended	31 March 2024
Turnover	£13,711,000
Operating loss	£(2,881,000)
Loss before taxation	£(3,291,000)
Net liabilities	£(5,988,000)
Year ended	31 March 2023
Turnover	£11,542,000
Operating loss	£(4,343,000)
Loss before taxation	£(4,731,000)
Net liabilities	£(4,197,000)

Movements during the year

None.

MPB Group Limited

www.mpb.com

Book cost £8,838,000

Valuation £17,543,000

Basis of valuation
Revenue multiple

Equity % held
7.31%

Income receivable in year
Nil

Business
Online marketplace for used photographic equipment

Location
Brighton

Original transaction
Growth capital

Audited financial information

Year ended	31 March 2024
Turnover	£172,621,000
Operating loss	£(2,079,000)
Loss before taxation	£(8,166,000)
Net assets	£23,888,000
Year ended	31 March 2023
Turnover	£136,763,000
Operating loss	£(4,057,000)
Loss before taxation	£(8,987,000)
Net assets	£19,949,000

Movements during the year

None.

Data Discovery Solutions Limited (trading as Active Navigation)

www.activenavigation.com

Book cost £8,151,000

Valuation £10,209,000

Basis of valuation
Revenue multiple

Equity % held
23.3%

Income receivable in year
Nil

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

Location
Winchester

Original transaction
Growth capital

Audited financial information

Year ended	29 June 2023
Turnover	£12,051,000
Operating profit	£1,623,000
Profit before taxation	£991,000
Net assets	£5,851,000
Year ended	29 June 2022
Turnover	£6,345,000
Operating loss	£(59,000)
Loss before taxation	£(1,769,000)
Net assets	£4,305,000

Movements during the year

Follow on investment of £1.95 million.

Arkk Consulting Limited (trading as Arkk Solutions)

www.arkksolutions.com

Book cost £4,277,000

Valuation £5,057,000

Basis of valuation
Revenue multiple

Equity % held
15.9%

Income receivable in year
£57,238

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

Location
London

Original transaction
Growth capital

Audited Financial information

Year ended	31 December 2023
Turnover	£7,003,000
Operating profit	£1,816,000
Loss before taxation	£(62,000)
Net liabilities	£(1,151,000)
Year ended	31 December 2022
Turnover	£6,360,000
Operating profit	£1,229,000
Loss before taxation	£(521,000)
Net liabilities	£(1,202,000)

Movements during the year

None.

Bella & Duke Limited

www.bellaandduke.com

Book cost £3,652,000

Valuation £4,753,000

Basis of valuation
Revenue multiple

Equity % held
10.9%

Income receivable in year
Nil

Business
A premium frozen raw dog food provider

Location
Edinburgh

Original transaction
Growth capital

Audited financial information

Year ended	31 March 2024
Turnover	£25,938,000
Operating profit	£353,000
Loss before taxation	£(558,000)
Net assets	£1,944,000
Year ended	31 March 2023
Turnover	£22,945,000
Operating profit	£458,000
Loss before taxation	£(622,000)
Net assets	£2,431,000

Movements during the year

None.

Vivacity Labs Limited

www.vivacitylabs.com

Book cost £4,329,000

Valuation £4,394,000

Basis of valuation
Revenue multiple

Equity % held
16.8%

Income receivable in year
Nil

Business
Provider of artificial intelligence & urban traffic control systems

Location
London

Original transaction
Growth capital

Audited Financial information

Year ended	31 December 2023
Turnover	£6,011,000
Operating loss	£(6,950,000)
Loss before taxation	£(7,054,000)
Net liabilities	£(1,229,000)
Year ended	31 December 2022
Turnover	£5,937,000
Operating loss	£(6,148,000)
Loss before taxation	£(6,351,000)
Net assets	£3,591,000

Movements during the year

Follow on investment of £0.94 million.

Financial information above and opposite is derived from publicly available Report and Accounts. The valuation of each investee company is derived in line with the valuation methodology detailed in Note 9 and is typically based upon each investee company's latest management accounts information not yet disclosed to public sources.

Further details of the investments in the portfolio may be found on the Mobeus VCTs' website: www.mobeusvcts.co.uk.

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

Book cost figures above include the fair value of assets acquired from Mobeus Income & Growth 4 VCT plc on 26 July 2024. Valuation represents the fair value of the Company's and former MIG 4 VCT's instruments at 30 September 2024.

Principal investments in the Portfolio at 30 September 2024 by valuation

Rapunzel Newco Limited (trading as Virgin Wines UK plc)*

www.virginwines.co.uk

Book cost	£2,055,000
Valuation	£4,371,000

Basis of valuation
Bid price (AIM quoted)

Equity % held
20.1%

Income receivable in year
Nil

Business
Online wine retailer

Location
Norwich

Original transaction
Management buyout

Audited financial information

Year ended	30 June 2024
Turnover	£59,005,000
Operating profit	£2,544,000
Profit before taxation	£1,681,000
Net assets	£23,320,000

Year ended	30 June 2023
Turnover	£58,998,000
Operating profit	£473,000
Loss before taxation	£(737,000)
Net assets	£21,822,000

* Trading information above related to Virgin Wines UK plc.

Movements during the year

None.

End Ordinary Group Limited (trading as Buster and Punch)

www.busterandpunch.com

Book cost	£3,873,000
Valuation	£4,198,000

Basis of valuation
Earnings multiple

Equity % held
18.4%

Income receivable in year
Nil

Business
Industrial inspired lighting and interiors retailer

Location
Stamford, Lincolnshire

Original transaction
Growth capital

Audited financial information*

Year ended	30 June 2023
Turnover	£58,998,000
Operating profit	£473,000
Loss before taxation	£(737,000)
Net assets	£21,822,000

Year ended	30 June 2022
Turnover	£69,152,000
Operating profit	£6,164,000
Profit before taxation	£5,098,000
Net assets	£22,073,000

Movements during the year

None.

Rota Geek Limited

www.rotageek.com

Book cost	£3,368,000
Valuation	£3,757,000

Basis of valuation
Revenue multiple

Equity % held
10.0%

Income receivable in year
£35,308

Business
Workforce management software developer

Location
London

Original transaction
Growth capital

Unaudited financial information

Year ended	31 December 2023
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Profit/(loss) before taxation	Not disclosed
Net liabilities	£(4,072,000)

Year ended	31 December 2022
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Profit/(loss) before taxation	Not disclosed
Net liabilities	£(1,247,000)

Movements during the year

Follow on investment of £0.23 million.

Financial information above and opposite is derived from publicly available Report and Accounts. The valuation of each investee company is derived in line with the valuation methodology detailed in Note 9 and is typically based upon each investee company's latest management accounts information not yet disclosed to public sources.

Further details of the investments in the portfolio may be found on the Mobeus VCTs' website: www.mobeusvcts.co.uk.

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

Book cost figures above include the fair value of assets acquired from Mobeus Income & Growth 4 VCT plc on 26 July 2024. Valuation represents the fair value of the Company's and former MIG 4 VCT's instruments at 30 September 2024.

Ozone Financial Technology Limited

www.ozoneapi.com

Book cost	£2,867,000
Valuation	£3,339,000

Basis of valuation
Revenue multiple

Equity % held
3.3%

Income receivable in year
Nil

Business
Open banking software developer

Location
London

Original transaction
Growth Capital

Unaudited financial information

Year ended	30 September 2023
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Profit/(loss) before taxation	Not disclosed
Net liabilities	£(1,136,000)

Year ended	30 September 2022
Turnover	Not disclosed
Operating profit/(loss)	Not disclosed
Profit/(loss) before taxation	Not disclosed
Net liabilities	£(455,000)

Movements during the year

New investment of £1.50 million.

Caledonian Leisure Ltd

www.caledonian.com

Book cost	£1,946,000
Valuation	£3,209,000

Basis of valuation
Earnings multiple

Equity % held
15.6%

Income receivable in year
£37,288

Business
UK leisure and experience breaks provider

Location
Glasgow

Original transaction
Growth Capital

Audited Financial information

Year ended	31 December 2023
Turnover	£55,006,000
Operating profit	£1,455,000
Profit before taxation	£1,665,000
Net assets	£3,254,000

Year ended	31 December 2022
Turnover	£40,060,000
Operating profit	£450,000
Profit before taxation	£359,000
Net assets	£1,852,000

Movements during the year

None.

Veritek Global Holdings Limited

www.veritekglobal.com

Book cost	£2,073,000
Valuation	£3,136,000

Basis of valuation
Earnings multiple

Equity % held
28.2%

Income receivable in year
£115,284

Business
Maintenance of imaging equipment

Location
Polegate, East Sussex

Original transaction
Management buyout

Audited Financial information

Year ended	31 March 2023
Turnover	£10,517,000
Operating loss	£(72,000)
Loss before taxation	£(161,000)
Net liabilities	£(116,000)

Year ended	31 March 2022
Turnover	£7,130,000
Operating loss	£(200,000)
Loss before taxation	£(252,000)
Net assets	£45,000

Additions/disposals

None.

Investment Portfolio Summary

for the year ended 30 September 2024

	Ordinary shares Book cost at 30 September 2024 £	Ordinary shares Valuation at 30 September 2024 £	Other investments[1] Book cost at 30 September 2024 £	Other investments[1] Valuation at 30 September 2024 £	Total Book cost at 30 September 2024* £	Total Valuation at 30 September 2023 £	Additional investments £	MIG 4 VCT Portfolio Acquisition £	Total Valuation at 30 September 2024 £	Interest receivable in year £	Dividends receivable in year £	Unrealised gains/(losses) in year £	Realised losses in year £	Net proceeds £	% of equity held[2,3]	% of portfolio by value
Preservica Limited Seller of proprietary digital archiving software	14,886,691	30,887,040	5,077,098	5,445,072	19,963,789	19,889,049	-	15,288,626	36,332,112	130,578	-	1,154,437	-	-	31.1%	26.7%
MPB Group Limited Online marketplace for used photographic equipment	8,837,644	17,543,335	-	-	8,837,644	9,403,839	-	7,326,652	17,543,335	-	-	812,844	-	-	7.3%	12.9%
Data Discovery Solutions Limited (trading as Active Navigation) Provider of global market leading file analysis software for information governance, security and compliance	5,755,373	7,731,052	2,395,610	2,478,044	8,150,983	2,839,164	1,950,982	4,224,320	10,209,096	-	-	1,194,630	-	-	23.3%	7.5%
Arkk Consulting Limited (trading as Arkk Solutions) Provider of services and software to enable organisations to remain compliant with regulatory reporting requirements	1,858,850	2,333,371	2,418,635	2,723,835	4,277,485	2,487,625	-	2,095,298	5,057,206	57,238	-	474,283	-	-	15.9%	3.7%
Bella & Duke Limited A premium frozen raw dog food provider	3,652,342	4,752,902	-	-	3,652,342	3,478,126	-	2,328,597	4,752,902	-	-	(1,053,821)	-	-	10.9%	3.5%
VivaCity Labs Limited Provider of artificial intelligence & urban traffic control systems	4,329,117	4,393,616	-	-	4,329,117	2,093,538	941,126	1,294,453	4,393,616	-	-	64,499	-	-	16.8%	3.2%
Rapunzel Newco Limited (trading as Virgin Wines UK plc (AIM quoted)) Online wine retailer	2,055,080	4,370,868	-	-	2,055,080	3,026,768	-	1,989,792	4,370,868	-	-	(645,692)	-	-	20.1%	3.2%
End Ordinary Group Limited (trading as Buster and Punch) Industrial inspired lighting and interiors retailer	3,873,271	4,197,908	-	-	3,873,271	2,744,111	-	1,826,659	4,197,908	-	-	(372,862)	-	-	18.4%	3.1%
Rota Geek Limited Workforce management software developer	2,423,711	2,775,624	944,685	981,337	3,368,396	1,445,818	234,525	1,570,371	3,756,961	35,308	-	506,247	-	-	10.0%	2.8%
Ozone Financial Technology Limited Open banking software developer	2,866,883	3,338,904	-	-	2,866,883	-	1,504,330	1,362,553	3,338,904	-	-	472,021	-	-	3.3%	2.5%
Caledonian Leisure Limited Provider of UK leisure and experience breaks	1,418,856	2,669,937	527,258	539,238	1,946,114	1,063,686	-	1,197,365	3,209,175	14,824	22,464	948,124	-	-	15.6%	2.4%
Veritek Global Holdings Limited Maintenance of imaging equipment	61,522	-	2,011,108	3,136,121	2,072,630	498,461	-	816,271	3,136,121	115,284	-	1,821,389	-	-	28.2%	2.3%
Aquasium Technology Limited[4] Manufacturing and marketing of bespoke electron beam welding and vacuum furnace equipment	166,667	2,985,397	-	-	166,667	1,759,161	-	-	2,985,397	-	-	1,226,236	-	-	16.7%	2.2%
Legatics Holdings Limited SaaS LegalTech software provider	2,500,135	2,631,870	-	-	2,500,135	1,363,959	-	1,136,176	2,631,870	-	-	131,735	-	-	14.9%	1.9%
Idox plc (AIM quoted)[5] Developer and supplier of knowledge management products	453,881	2,508,454	-	-	453,881	2,641,793	-	-	2,508,454	-	25,001	(133,339)	-	-	0.0%	1.8%
OnSecurity Technology Limited Cybersecurity services business	925,566	1,155,557	932,874	1,157,250	1,858,440	-	987,113	871,329	2,312,807	9,995	-	454,366	-	-	5.7%	1.7%
EOTH Limited (trading as Equip Outdoor Technologies) Branded outdoor equipment and clothing (Rab and Lowe Alpine)	138,331	-	2,174,587	2,284,941	2,312,918	1,353,782	-	931,159	2,284,941	120,004	-	-	-	-	0.0%	1.7%
My TutorWeb Limited (trading as MyTutor) Digital marketplace connecting school pupils seeking one-to-one online tutoring	6,125,447	2,156,230	-	-	6,125,447	2,656,989	636,381	2,127,288	2,156,230	-	-	(3,264,428)	-	-	13.3%	1.6%

Notes

* Book cost includes the fair value of the investments acquired from Mobeus Income & Growth 4 VCT plc on 26 July 2024 of £56,433,945 which were still held at 30 September 2024.

[1] 'Other investments' comprise principally loan stock instruments, and/or relatively small amounts of preference shares.

[2] The percentage of equity held, and the amounts co-invested, in these companies by funds managed by Gresham House Asset Management Limited are disclosed in Note 10 of the financial statements.

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

[4] Investment formerly managed by Nova Capital Management Limited until 31 August 2007 and by Foresight Group until various dates ending on or before 10 March 2009.

[5] Investment formerly managed by Foresight Group LLP up to various dates ending on or before 10 March 2009.

Strategic Report

Investment Portfolio Summary

for the year ended 30 September 2024

	Ordinary shares Book cost at 30 September 2024 £	Ordinary shares Valuation at 30 September 2024 £	Other investments[1] Book cost at 30 September 2024 £	Other investments[1] Valuation at 30 September 2024 £	Total Book cost at 30 September 2024* £	Total Valuation at 30 September 2023 £
Orri Limited An intensive day care provider for adults with eating disorders	581,700	1,046,015	1,402,251	976,150	1,983,951	1,034,163
Connect Childcare Group Limited Nursery management software provider	889,596	869,361	1,001,601	1,001,605	1,891,197	289,303
Other Growth focused portfolio outside top 20[6]	17,925,247	10,603,668	5,381,349	3,464,607	23,306,596	7,360,089
Other MBO focused portfolio outside top 20[7]	5,921,078	536,787	2,052,619	1,456,127	7,973,697	618,260
Disposed in year						
Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van) A specialist logistics, storage and removals business	401,864	820,498	-	-	401,864	4,510,495
Bleach London Holdings Limited Hair colourants brand	-	-	-	-	-	164,206
Total	**88,048,852**	**110,308,394**	**26,319,675**	**25,644,327**	**114,368,527**	**72,722,385**
Portfolio split by type						
Growth focused portfolio[8]	79,390,624	99,906,888	22,255,948	21,052,079	101,646,572	64,177,942
MBO focused portfolio[8]	8,658,228	10,401,506	4,063,727	4,592,248	12,721,955	8,544,443
Total	**88,048,852**	**110,308,394**	**26,319,675**	**25,644,327**	**114,368,527**	**72,722,385**

		Additional investments £	MIG 4 VCT Portfolio Acquisition £	Total Valuation at 30 September 2024 £	Interest receivable in year £	Dividends receivable in year £	Unrealised gains/(losses) in year £	Realised losses in year £	Net proceeds £	% of equity held[2,3]	% of portfolio by value
Orri Limited		249,300	986,751	2,022,165	5,968	-	(248,049)	-	-	11.1%	1.5%
Connect Childcare Group Limited		-	733,983	1,870,966	-	-	847,680	-	-	5.3%	1.4%
Other Growth focused portfolio outside top 20[6]		2,456,257	6,601,582	14,068,275	45,927	-	(2,283,421)	(66,234)	-		10.2%
Other MBO focused portfolio outside top 20[7]		-	1,372,993	1,992,914	97,598	-	1,661	-	-		1.5%
Disposed in year											
Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van)	-	351,727	820,498	-	-	(166,313)	-	-	3,875,411	16.3%	0.7%
Bleach London Holdings Limited	-	-	-	-	-	-	-	(163,560)	646	0.0%	0.0%
Total		**8,960,014**	**56,433,945**	**135,952,721**	**632,724**	**47,465**	**1,942,227**	**(229,794)**	**3,876,057**		**100.0%**
Portfolio split by type											
Growth focused portfolio[8]		8,960,014	52,254,889	120,958,967	419,842	22,464	(328,028)	(229,794)	3,876,057		89.0%
MBO focused portfolio[8]		-	4,179,056	14,993,754	212,882	25,001	2,270,255	-	-		11.0%
Total		**8,960,014**	**56,433,945**	**135,952,721**	**632,724**	**47,465**	**1,942,227**	**(229,794)**	**3,876,057**		**100.0%**

Notes

* Book cost includes the fair value of the investments acquired from Mobeus Income & Growth 4 VCT plc on 26 July 2024 of £56,433,945 which were still held at 30 September 2024.

[1] 'Other investments' comprise principally loan stock instruments, and/or relatively small amounts of preference shares.

[2] The percentage of equity held, and the amounts co-invested, in these companies by funds managed by Gresham House Asset Management Limited are disclosed in Note 10 of the financial statements.

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

[6] Other growth focused portfolio at 30 September 2024 comprise: Scileads Limited, Manufacturing Services Investment Limited (trading as Wetsuit Outlet), Huddl Mobility Limited (trading as CitySwift), Cognassist UK Limited, Branchspace Limited, Lads Store Limited (trading as Bidnamic), FocalPoint Positioning Limited, Proximity Insight Holdings Limited, Pets' Kitchen Limited (trading as Vet's Klinic), Mable Therapy Ltd, IPV Limited, Azarc.io, Connect Earth Limited, Dayrize B.V., Parsley Box Limited, Northern Bloc Ice Cream Limited, Spanish Restaurant Group Limited (trading as Tapas Revolution) (in administration), BookingTek Limited and Kudos Innovations Limited.

[7] Other MBO focused portfolio at 30 September 2024 comprise: CGI Creative Graphics International Limited, Corero Network Security plc, Oxonica Limited, Racoon International Group Limited, NexxtDrive Limited/Nexxt E-drive Limited, SEC Group Limited (formerly RDL Corporation Limited), Biomer Technology Limited and Sift Group Limited.

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

Investment Policy

The Company's policy is to invest primarily in a diverse portfolio of UK unquoted companies.

Asset Mix and Diversification

The Company will seek to make investments in UK unquoted companies in accordance with the requirements of prevailing VCT legislation.

Investments are made selectively across a wide variety of sectors, principally in established companies.

Investments are generally structured as part loan and part equity in order to receive regular income and to generate capital gain from realisations.

There are a number of conditions within the VCT legislation which need to be met by the Company and which may change from time to time.

No single investment may represent more than 15% (by VCT tax value) of the Company's total investments at the date of investment.

Save as set out [overleaf], the Company's other investments are held in cash and liquid funds.

Liquidity

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

Borrowing

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

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

Diversity Policy

The Directors have considered diversity in relation to the composition of the Board and its Committees and have concluded that its membership is diverse in relation to gender and its breadth of experience. The Board and its Committees comprise of three male and one female directors. The Company does not have any senior managers or employees. The Board has made a commitment to always consider diversity in making future appointments. The Board took diversity into consideration as part of the merger discussions and appointment of a new director from MIG 4 VCT and took this opportunity to re-emphasise the commitment it made to continue to consider diversity when making all future appointments.

Other Key Policies

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

Cash available for investment and liquidity

The Company's cash and liquid resources are held in a range of instruments of varying maturities including liquid, low risk Money Market Funds and bank deposits, subject to the overriding criterion that the risk of loss of capital be minimised. The Company has participated in the Mobeus VCTs' fundraisings, when launched, to maintain sufficient funds to meet the day-to-day expenses of the Company, dividend distributions and purchases of the Company's own shares whilst maintaining the ability to invest in attractive opportunities.

Further policies

In addition to the Investment and Diversity policies above and the policies on payment of dividends and share buybacks, which are discussed earlier in this Strategic Report, the Company has adopted a number of additional policies relating to:

- Environmental and social responsibility
- Global greenhouse gas emissions
- Human rights
- Anti-bribery
- Anti-tax evasion
- Whistleblowing
- Financial risk management

Further details of these policies are set out in the Directors' Report on pages 36 to 39.

Stakeholder Engagement and Directors' Duties

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

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

Stakeholders	Engagement Type	Outcome
Shareholders	The key mechanisms of Shareholder engagement is: • Annual General Meeting • General Meetings • Annual, Interim Reports and Interim Management Statements • Annual Investor Event • RNS Announcements • Website • Offer for subscription	During the early part of the year, the Board entered into discussions with the other three Mobeus advised VCTs in respect of merging the four VCTs into two enlarged VCTs to achieve, amongst other things, cost savings, administration efficiency and simplicity for the benefit of all Shareholders ("Merger"). Once agreement in principle to implement the Merger was reached, proposals were put to the respective VCTs' Shareholders so as to be able to implement the Merger. A prospectus was issued on 18 June 2024 and all Shareholders written to individually explaining the Merger proposals and the proxy voting methods for the General Meeting for Shareholders which took place on 18 July 2024. The Board was very pleased with the increased shareholder engagement and the Merger was over overwhelmingly approved. The effective date of the Merger was 26 July 2024. In conjunction with the Merger, the Board also considered a joint Offer for Subscription with Mobeus Income & Growth VCT plc for the 2024/2025 tax year which was conditional on the Merger being approved. As part of the discussions, the Board reviewed and considered: the current liquidity of the Company; the impact of dilution of Shareholder's holdings; the ability to adhere to the dividend policy of the Company; the effect on the Net Asset Value and the ability of the Company and its liquidity levels to be able to meet HMRC's VCT investment rules and timeline; the costs involved in issuing a prospectus and charges to Shareholders; the risk to performance and the equal treatment of investors across the two enlarged Mobeus VCTs and those investors that the Company co-invests with. A fundraise of £35 million with an over-allotment facility of £10 million was approved by the Board. The fundraise opened on 2 September 2024 and was announced to the London Stock Exchange as fully subscribed on 17 October 2024. The fundraise closed on 28 October 2024 following the final allotment of shares to applicants. The Board welcomes further investment from existing Shareholders as well as new Shareholders. The Company's AGM will be held on Wednesday, 5 March 2025. There will also be a live stream providing access to view the meeting remotely, although only Shareholders physically attending will be able to formally take part in the meeting and vote on resolutions by a show of hands. Shareholders unable to attend are therefore encouraged to submit their votes on the resolutions via proxy forms ahead of the meeting. A recording of the AGM webcast will be available on the Company's website under Key Shareholder Information. See the Notice of Meeting on page 87.

Stakeholders	Engagement Type	Outcome
Shareholders		The Board will hold the Company's AGM on the same day as the Mobeus Income & Growth VCT plc AGM so that Shareholders in both companies can attend on one day with a joint presentation by the Investment Adviser thereby reducing the amount of travel required by the Directors, Investment Adviser and Shareholders. It also saves time for Shareholders by allowing them to attend one rather than two meetings on different dates in the same month if invested in both VCTs. Shareholders are provided with Annual and Half-Yearly Reports in hard or soft copy according to their choice, which are also available on the Company's website. Voluntary Interim Management Statements are released in the quarters between reports to ensure that Shareholders are kept up to date with events. The website is an important source of information for Shareholders and announcements are also regularly made through the London Stock Exchange. The Share buyback programme has continued to be offered throughout the year. This provides Shareholders with liquidity if they wish to sell their shares, at a price close to the latest announced NAV per share, the Board having considered the interests of remaining Shareholders. Further details are contained in the Chairman's Statement on page 4 and in the Director's Report on page 36. Shareholders are welcome to contact the Chairman or the Investment Adviser by email as advised on page 81 of this Report. The Annual Shareholder Event was successfully held on 1 March 2024 as a virtual event with a live Q&A session to encourage interaction between the Shareholders and the Board. A similar event is planned for September 2025. The Company seeks to create value for Shareholders by generating good returns which are eventually distributed to Shareholders as dividends. The importance of tax-free dividends to Shareholders is recognised by the Board and considered at each Board meeting. The Board declared two interim dividends totalling 6.00 pence per share for payment in respect of the year. Following the merger, the Board determined that it would be more appropriate for its dividend target to be based on a percentage rather than a fixed pence per share figure. The revised dividend target is 7% of the opening NAV per share. Following a realisation and a successful fundraising, the liquidity level of the Company has remained strong and is managed with the primary aim of preserving capital, as discussed at each Board meeting. Liquidity levels are managed after considering, inter alia, applicable annual dividend commitments as well as the provision of the buyback facility. In maintaining the dividend policy, the Board considered the payment of dividends and the liquidity of the Company at each quarterly meeting and between meetings when necessary. During the year the Board agreed to achieve the dividend policy by the payment of two interim dividends totalling 6.00 pence per share. The Company's Dividend Investment Scheme offers Shareholders the ability to continue to invest to receive income tax relief and tax free dividends on the new shares issued.

Strategic Report

Stakeholders	Engagement Type	Outcome
Suppliers	Including: Registrar, Broker, Auditor, Lawyer, Sponsor, Banker and the VCT Status Adviser.	The Investment Adviser regularly communicates with each of the professional advisers and secures an annual confirmation of the policies they have in place. The Board reviews the performance of each provider on an annual basis.
Government & Regulators	The Board is committed to conducting business in line with the appropriate laws and regulation. The Income & Growth VCT plc does not provide financial contributions to political parties or lobby groups.	The Adviser complies with the Companies Act, the UKLA, HMRC, UK Accounting Standards and FCA regulatory requirements in addition to the Alternative Investment Fund Managers Directive, in order to ensure the Company can continue to trade. Non-compliance with the VCT regulations in particular is viewed as a principal risk for the Company. The Company continued to comply with these regulations throughout the year and to the date of this Report.
Investee Companies	The Investment Adviser, on behalf of the Company, provides support to the portfolio companies through continued communications, providing assistance such as the Gresham House Talent Team.	The Board has delegated authority for the day-to-day management of the Company to the Investment Adviser and engages with the Investment Adviser in setting, approving and overseeing the execution of the business strategy and related policies. The Board aims to have a diverse mix of companies across a range of different sectors and regularly reviews the composition of the portfolio. The Investment Adviser reports at the Company's quarterly Board meetings on each of the portfolio companies. Members of the Investment Adviser also sit on the majority of the portfolio companies' boards. This is to provide input on key matters such as advancing the shareholder value agenda, ensuring class leading corporate governance and encouraging best practice in areas such as ESG. Gresham House organises seminars and events that involve portfolio companies to benefit from the Gresham House network.
Investment Adviser	The Investment Adviser's performance is vital for the Company to deliver its and generate investment returns for Shareholders, and is a crucial relationship for the Board.	The Investment Adviser meets with the Board at each quarterly meeting and is in regular contact throughout the periods in between meetings .e.g. to consider and approve or reject investment proposals. All key strategic and operational topics are discussed in detail and a close dialogue is maintained with the Board. The Board takes an active interest in the challenges faced by the portfolio companies and considers each potential disposal based on the company's performance, market conditions and the offer(s) in its decision to sell the Company's holding. The Investment Adviser's performance is evaluated annually. The Company is not itself directly in-scope of the FCA's Consumer Duty regulations as it is not authorised and regulated by the FCA. The Company is however indirectly impacted as a result of the regulated activities conducted through other regulated businesses on behalf of retail customers, the Shareholders of the Company, including through the Investment Adviser, IFAs and financial platforms, which do themselves have an obligation. Fair value assessments were carried out for the shares in the Company and the Board has worked closely with the Investment Adviser to understand and get comfortable that the Consumer Duty obligations had been met and complied with.

Principal and emerging risks

The Directors acknowledge the Board's responsibilities for the Company's internal control systems and have instigated systems and procedures for identifying, evaluating and managing the significant risks faced by the Company. The principal and emerging risks identified by the Board, a description of the possible consequences of each risk and how the Board manages the risk are set out below.

The risk profile of the Company changed as a consequence of the VCT regulations introduced in 2015. As the Company is required to focus its investment on growth capital investments in younger companies it is anticipated that investment returns will may be more volatile and will have a higher risk profile. The Board remains confident that the Company and the Investment Adviser will continue to adapt to changes in investment requirements and put in place appropriate resource to identify and make suitable investments as has been experienced in the year under review.

The Board regularly sets and reviews policies for financial risk management and full details of these can be found in Note 16 to the Financial Statements on pages 71 to 79. There have been no changes to the principal or emerging risks of the Company during the year as listed below:

Risk	Possible consequence	How the Board manages risk
Macroeconomic risk The potential for losses in the value of financial instruments or portfolios resulting from fluctuations in market prices. It encompasses several types of risks, including: ● Equity Risk ● Interest Rate Risk ● Foreign Exchange Risk ● Commodity Risk ● Derivative Risk Macroeconomic factors significantly influence market risk.	Events such as the wars in the Middle East and Ukraine, pandemics, an economic recession, elections, supply shortages or a movement in sterling and increasing inflation and interest rates could affect trading conditions for smaller companies and consequently the value of the Company's qualifying investments. A downturn in the UK economy may impact the ability for the Company to exit portfolio companies. There may also be less opportunity to invest in qualifying companies which could make it more difficult to meet the VCT 30% investment test. Movements in UK Stock Market indices may affect the valuation of the Company's investments, as well as affecting the Company's own share price and its discount to net asset value. A failure to respond to latest industry practices, e.g. in respect of Consumer Duty, may lead to a decline in demand for the Company's shares.	● The Board monitors: ● the portfolio as a whole to ensure that the Company invests in a diversified portfolio of companies as protection from large impacts; ● developments in the macro-economic environment such as movements in interest rates or general fluctuations in stock markets; and ● the Investment Adviser continues to hold ongoing discussions with all the portfolio companies to ascertain where support is required as well as monitoring which investee companies are able to receive further VCT funding within the guidelines set out by HMRC. The interpretation of such guidelines by HMRC can change over time, which the Company's VCT status adviser monitors as well as making representations, as needed, to policy makers on behalf of the Company and the VCT Industry as a whole. Cash comprises a significant proportion of net assets of the Company, further to the successful exits and the fund raise in the year giving the Company a strong liquidity position. The portfolio has assets across a range of sectors limiting the exposure to any area of the economy.
Portfolio risk Refers to the unique and individualised risks associated with the particular investments / assets within a portfolio and is not related to broader market movements. Specific risks can include company-specific events, portfolio management decisions, competitive pressures, supply chain disruptions, regulatory changes, or other factors that impact the performance of a specific investment.	Investment in VCT qualifying earlier stage unquoted small companies involves a higher degree of risk than investment in fully listed companies. Smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key Individuals. External events or factors may have more impact as are outside of their control. As the securities of such smaller companies held by the Company are unquoted, they are less liquid, which may cause difficulties in valuing and realising these securities. HMRC's stricter interpretation of VCT rules, such as the Financial Health Test, may lead to the inability of the Company to further invest in a portfolio company which may result in company failure or dilution if other non-VCT shareholders invest.	● The Board regularly reviews the Company's Strategy including its Investment Policy. ● Careful selection, appropriate due diligence and review of the diverse portfolio takes place on a regular basis. ● The Board seeks to ensure the Company has an adequate level of liquidity at all times through review at each board meeting. ● A member of the Investment Adviser is usually appointed to the board of an investee company and regular monitoring reports are assessed by the Investment Adviser. ● Support provided to the portfolio companies is ongoing.
Strategic & Business risk Refers to potential financial loss or reputational damage as a result of internal strategic decisions made by the management and leadership team. This may include risks associated with business model changes, market positioning, or competitive strategy.	A breach of the VCT Tax Rules may lead to the Company losing its approval as a VCT, which would result in qualifying Shareholders who have not held their shares for the designated period having to repay the income tax relief they obtained plus future dividends paid by the Company would be subject to taxation. The Company would also lose its exemption from corporation tax on capital gains. Poor portfolio performance may result in low returns delivered to shareholders and a large share price discount to NAV.	● The Company's VCT qualifying status is continually reviewed by the Board and the Investment Adviser and is reported to each Board meeting. ● The Board receives regular reports from its VCT Status Adviser, Philip Hare & Associates LLP who have been retained by the Board to monitor the Company's compliance with the VCT Rules. ● The Board receives regular updates on portfolio performance and investee company developments.
Financial controls & liquidity risk Involves ensuring effective management of funds, assets, and liabilities. Financial control focuses on accurate financial reporting and compliance with prudential regulatory requirements. Liquidity risk pertains to the ability to meet financial obligations promptly without incurring excessive costs. Counterparty credit risk specifically pertains to the risk of financial loss resulting from the failure of a counterparty to meet its contractual obligations.	The potential inadequacy of cash reserves or excessive accumulation of uninvested funds within the VCT, which may impede may hinder the fund's ability to seize investment opportunities and meet operational needs. Insufficient cash reserves limit investment flexibility, while excessive uninvested funds lead to pronounced cash drag, significantly impacting portfolio performance and investor value. Banking concentration risk may result in a threat to the VCT resulting from a significant portion of its deposits being held with a limited number of financial institutions. This concentration increases the vulnerability of the fund to adverse events such as bank failures, financial instability, or disruptions in banking services. Inadequate development, implementation, and maintenance of models used in various processes such as risk assessment, valuation, forecasting, etc. could result in substantial financial loses, regulatory fines, or reputational damage.	● The Board monitors cash levels and expected deployment. The VCT undertakes regular fundraisings to ensure adequate liquidity is held. The Board has a share buyback policy which is monitored regularly with the Company's broker. ● The Board reviews its liquidity holdings at each board meeting. The majority of cash and liquid assets are held within OEICs which are spread across a number of underlying credit-worthy instruments. ● The Investment Adviser has robust processes in respect of its portfolio monitoring and valuation methodology which is reviewed by the Board. Quarterly updates are provided by Gresham House at each Board meeting and ad hoc as necessary.
Operational risk Refers to the potential loss arising from inadequate or failed internal processes, systems, people, or external events. It includes risks related to fraud, errors, disruptions.	Failure of the systems (including breaches of cyber security) at any of the third-party service providers that the Company has contracted with could lead to inaccurate reporting or monitoring. Inadequate controls could lead to the misappropriation or insecurity of assets. Outsourcing and the increase in remote working could give rise to cyber and data security risk and internal control risk.	● The Board carries out a bi-annual review of the financial and non-financial internal controls in place, reviews the risks facing the Company at Board meetings and receives reports by exception. ● The performance of the service providers is reviewed annually and assurances that each provider has controls in place to reduce the risk of breaches of their cyber security are obtained.
Legal & Regulatory risk The risk of financial loss, reputational damage, or regulatory intervention arising from inappropriate or unethical behaviour by employees, management, or the organisation as a whole. It includes risks that arise from violations of laws, regulations, contracts, or legal agreements. It encompasses the risk of legal actions, lawsuits, or regulatory sanctions due to non-compliance with applicable laws and regulations	VCT's business is not responsive to changes in law or regulation. Existing portfolio may not comply with new regulations. The government might also enact changes that make VCTs less attractive to investors. The Government may not sufficiently adapt regulation restricting the VCT's ability to support portfolio companies. The VCT may face fines from regulatory authorities and subsequent impact on reputational damage which may affect shareholder returns.	● The Board ensures that Gresham House maintains a robust and comprehensive compliance monitoring plan designed to ensure adherence to regulatory obligations, including but not limited to Market Abuse, Financial Crime, Financial Promotions, and Conflicts of Interest. The results of the monitoring program are regularly reported to Gresham House Asset Management Limited's Board and directly to the Board of the Company, promoting transparency, accountability, and regulatory compliance across the organisation.

Risk	Possible consequence	How the Board manages risk
Emerging Risk **ESG & Climate change risk** ESG risk considers environmental, social, and governance factors that could cause an actual or potential material negative impact on the value of an investment. Climate-related risk specifically refers to risks related to the transition to a lower-carbon economy and risks related to the physical impacts of climate that could cause an actual or potential material negative impact on the value of an investment.	Increasing focus on the impact of global warming on climate change may lead to increased obligations on businesses within the portfolio as well as shifting demands on the Company from Shareholders and/or regulators. At present, it is pertinent to note that our company is not subject to ESG (Environmental, Social, and Governance) commitments or particularly onerous regulatory requirements in this regard.	● Gresham House continually monitors the potential impact on investee companies of any proposed new legislation regarding environmental matters, reporting on these as necessary. ● The Company Secretary monitors any proposed changes in legislation affecting the Company's disclosure requirements and reports on these as necessary. ● Gresham House uses Gresham House ESG Decision Tool, to analyse how a broad range of ESG and Climate-related risks may impact upon a proposed investment.

Going concern and Viability of the Company

The Board has assessed the Company's operation as a going concern. The Company's business activities, together with the factors likely to affect its future development, performance and position are set out earlier in this Strategic Report. The Directors have satisfied themselves that the Company continues to maintain a sufficient cash position to meet its liabilities as they fall due. The majority of companies in the portfolio are well funded and the portfolio taken as a whole remains resilient and well diversified, although the challenging economic environment may impose further demands upon the liquidity and trading prospects of some of these companies in the near-term. The recent Budget may also have a detrimental impact on the portfolio companies.

In light of this, and in keeping with the ongoing need to take advantage of opportunities for further investment within the portfolio, the Company announced its intention to raise further funds in the 2024/25 tax year launching in September and reaching full subscription in October 2024 following the Merger of the Company with Mobeus Income & Growth 4 VCT plc. The major cash outflows of the Company (namely investments, share buybacks and dividends) are within the Company's control. The Board's assessment of liquidity risk and details of the Company's policies for managing its capital and financial risks are shown the in Notes to the Financial Statements. Furthermore, the Directors have considered whether there are any material uncertainties that the Company may face during the twelve months from the date of approval of the financial statements that may impact on its ability to operate as a going concern. No further material uncertainties have been identified by the Board.

Viability Statement

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

The Directors have carried out a robust assessment of the Company's emerging and principal risks and the disclosures in the annual report that describe the principal risks and the procedures in place to identify emerging risks and explain how they are being managed or mitigated. Subsequent to this review, they have a reasonable expectation that the Company will continue to operate and meet its liabilities as they fall due, for the next three years. The Directors believe a three-year period is appropriate given the frequency with which it is necessary to review and assess the impact of past, current and proposed regulatory changes. The Directors' assessment has been made with reference to the Company's current position and prospects, the Company's present strategy, the Board's risk appetite and the Company's principal risks and how these are managed, as described on pages 32 to 33. The Board is mindful of the risks contained therein but considers that its actions to manage those risks provide reasonable assurance that the Company's affairs are safeguarded for the stated period.

The Directors have reached this conclusion after giving careful consideration to the Company's strategy. They believe the Company's current strategy of "maximising the stream of tax-free dividend distributions from the income and capital gains from a diverse and carefully selected portfolio of investments" remains valid. The Board has focused upon the range of future investments that the Company will be permitted to fund under current VCT legislation.

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

Shareholders should be aware that, under the Company's Articles of Association, it is required to hold a continuation vote at the next AGM falling after the fifth anniversary of last allotting shares. As shares were last allotted in October 2024, this factor has not affected the Board's assumptions for the next three years.

Future Prospects

For a discussion of the Company's future prospects, please see the Chairman's Statement on pages 2 to 6.

Bv Order of the Board

Maurice Helfgott
Chairman

13 January 2025

Reports of the Directors

Board of Directors

Maurice Helfgott

Chairman and independent, Non-Executive Chairman

Date of appointment: 12 February 2020.

Qualifications: BA Econ (Hons) MBA Harvard

Experience: Maurice has extensive experience as a Chairman and Independent Non-Executive Director with a proven track record in entrepreneurial, growth and established businesses across a wide range of companies. After a successful 16-year corporate career at Marks and Spencer plc, he left his role as Executive Director on the Main Board to found Amery Capital with a principal focus on investment and advisory work in digital, retail and consumer businesses. He has an MBA from Harvard Business School with High Distinction. His current appointments include Chairman of ME+EM and Oliver Sweeney, Independent Director at Hakim Group and Executive Chairman at Amery Capital Limited.

Graham Paterson

Independent, Non-Executive Director

Date of appointment: 26 July 2024

Qualifications: MA (hons), CA

Experience: Graham was appointed to the Board in July 2024 on completion of the Merger. He is the Senior Independent Director and Chair of the Nomination and Remuneration Committee and Management Engagement Committee. He served as a director of Mobeus Income and Growth 4 VCT plc from 10 May 2019. Graham is an investment and financial services professional with over 25 years' experience in the private equity industry. A chartered accountant, Graham was one of the founding partners of SL Capital Partners LLP. In 2013, Graham co- founded TopQ Software Ltd, a technology company which develops software for the private equity industry. TopQ Software was acquired by eVestment Inc (now part of NASDAQ Inc) in 2015, where until early 2018, Graham was a Director of their private markets data and analytics business. Graham was Chair of Octopus VCT 4 plc until 2018 and is currently a Non -Executive Director of Diaceutics plc; Baillie Gifford US Growth Trust plc; Invesco Perpetual UK Smaller Companies Investment Trust plc and Chair of Datactics Ltd.

Justin Ward

Independent, Non-Executive Director

Date of appointment: 12 November 2019.

Qualifications: BSc, ACA

Experience: Justin is a qualified Chartered Accountant with extensive financial, investing and private equity experience across a number of sectors. Between 1995 and 2010 he worked for CVC Capital Partners, Hermes Private Equity and Bridgepoint Development Capital leading growth equity and private equity buyout transactions and has subsequently made a number of angel investments in technology businesses. Justin has served on the board of a number of private companies as Non-Executive director and is currently Non-Executive Director at School Explained Limited. He is also Chair of Schroder British Opportunities Trust PLC and a Non-Executive Director at Hargreave Hale AIM VCT plc and Chairman of that Audit Committee. Justin is the Chairman of the Investment Committee of the Company.

Nemone Wynn-Evans

Independent, Non-Executive Director

Date of appointment: 7 November 2022.

Qualifications: MA, MBA, Fellow of the Chartered Institute for Securities and Investment

Experience: Nemone's background is in the equity capital markets sector of the City of London, including as Finance Director on the main board of a stock exchange. She has an MA from the University of Oxford and an MBA from Cranfield School of Management. Having begun her career in corporate finance at KPMG and HSBC, Nemone is currently Chair of Shepherds Friendly Society, Chair of Hinckley & Rugby Building Society, Chair of Audit and Risk at Good Energy Group plc, and a Non-Executive Director at Redmayne Bentley LLP. Nemone is also the Chair of the Audit Committee of the Company.

Directors' Report

The Directors present the Annual Report and Financial Statements of the Company for the year ended 30 September 2024.

The Corporate Governance Statement on pages 40 to 42, including the Report of the Audit Committee on pages 43 and 44, form part of this Directors' Report.

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

The principal activity of the Company is to operate as a Venture Capital Trust, making investments in the equity and loan stock of primarily unquoted companies, in compliance with VCT legislation.

The Company is registered in England and Wales as a Public Limited Company (registration number 4069483).

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

To enable capital profits to be distributed by way of dividends, the Company revoked its status as an investment company as defined in section 833 of the Companies Act 2006 ("the Companies Act") on 30 November 2005. The Company does not intend to re-apply for such status.

Share capital

The Company's ordinary shares of 1.00 penny each, formerly 'S' Shares, are listed on the London Stock Exchange ("LSE"). The shares were first admitted to the Official List of the UK Listing Authority ("UKLA") and to trading on the LSE on 8 February 2008. Following the merger of the former classes of 'O' Shares (first admitted to the Official List of the UKLA and to trading on 15 November 2000) and 'S' Shares on 29 March 2010 ("the Merger"), the listing of the 'S' Shares was amended to ordinary shares of 1p in the capital of the Company on 30 March 2010 and the 'O' Share listing was cancelled.

The issued share capital of the Company as at 30 September 2024 was £2,661,367 (2023: £1,547,669) and the number of shares in issue at this date was 266,136,776 (2023: 154,766,933).

Buyback of shares

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

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

At the Annual General meeting of the Company held on 29 February 2024, Shareholders granted the Company authority, pursuant to section 701 of the Companies Act 2006, to make market purchases of up to 23,613,983 of its own shares, representing 14.99% of the issued share capital of the Company at the date of the publication of the notice of the Company's 2024 Annual General Meeting. Such authority has been in place throughout the year under review and a resolution to renew this authority will be proposed to Shareholders at the forthcoming Annual General Meeting to be held on 5 March 2025.

During the year under review, the Company bought back 4,163,732 (2023: 3,975,746) of its own shares at an average price of 68.96 pence (2023: 75.02 pence) per share and a total cost of £2,871,223 including expenses (2023: £2,982,413). All shares bought back by the Company were subsequently cancelled.

Substantial interests

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

Dividend

On 7 June 2024, the Company paid an interim dividend in respect of the year under review of 3.00 pence per share to Shareholders. The Company declared a second interim dividend of 3.00 pence per share which was paid on 18 October 2024.

Shareholders received two interim dividends in respect of the year ended 30 September 2024 totalling 6.00 pence per share. The Company has met its annual divided target of paying not less than 6.00 pence per share. The Directors are not proposing to pay a final dividend in respect of the year ended 30 September 2024. Following the Merger, the Board's dividend target is now 7% of opening NAV per share.

Directors

From the start of the year to 26 July 2024, the Board consisted of three Non-Executive Directors. As of 26 July 2024, and following the Merger being effective and Mobeus Income & Growth 4 VCT plc going into liquidation, Graham Paterson joined the Board. For the remainer of the year, the Board consisted of four Non-Executive Directors. Maurice Helfgott remains the Chairman of the Board, Nemone is the Chair of the Audit Committee, Justin is the Chair of the Investment Committee As of 26 July 2024, Graham assumed the Chair of the Nomination & Remuneration Committee from Justin and was appointed the Senior Independent Director of the Company. He also became the Chair of the newly formed Management Engagement Committee in September 2024.

The names of and brief biographical details on each of the Directors as at the date of this Report are given on page 35.

Disclosure of information to the Auditor

So far as the Directors in office at the date of publication of this Report are aware, there is no relevant audit information of which the Auditor is unaware. They have individually taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Directors' indemnity

The Directors have individually entered into Deeds of Indemnity with the Company which indemnifies each Director, subject to the provisions of the Companies Act 2006 and the limitations set out in each deed, against any liability arising out of any claim made against him or her in relation to the performance of their duties as Directors of the Company. Copies of each Deed of Indemnity entered into by the Company for the Directors are available from the Company Secretary at 5th Floor, 80 Cheapside, London, EC2V 6EE.

Directors' and Officers' Liability Insurance

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

Articles of Association ("Articles")

The Company may amend its Articles by special resolution in accordance with section 21 of the Companies Act 2006. The Articles were last amended at the February 2021 AGM.

Post balance sheet events

For a full list of post balance sheet events that have occurred since 30 September 2024, please see Note 21 to the Financial Statements on page 80.

Social and environmental policies

The Board recognises its obligations under Section 414c of the Companies Act to provide information in this respect about environmental matters (including the impact of the Company's business on the environment), human rights and social and community issues, including information about any policies the Company has in relation to these matters and the effectiveness of these policies.

Environmental, social and governance

When seeking new investment opportunities, the Investment Adviser operates with a list of exclusions which preclude it from investing in any businesses operating in areas perceived to be unsustainable or detrimental to wider society, or any businesses that have committed purposeful breaches of regulation or have engaged in unlawful activity. Each potential new investment was subject to a comprehensive due diligence process encompassing commercial, financial and ESG principles. This process helped in the formulation and agreement of strategic objectives at the stage of business planning and investment.

The Investment Adviser has continued to work closely with each portfolio company board to support them in addressing their particular ESG challenges and opportunities, which are diverse across the entire portfolio. Gresham House is a market leader with knowledge and expertise in sustainability.

The Company does not have any employees or offices and the Board therefore believes that there is limited scope for developing environmental, social or community policies. The Company has however, adopted electronic communications for Shareholders as a means of reducing the volume of paper that the Company uses to produce its reports and in its interactions with Shareholders.

Shareholders are encouraged to register their email address with the Registrar, details on page 90, to receive electronic communications. The Company uses mixed sources paper from well-managed forests as endorsed by the Forest Stewardship Council for the printing of its circulars, and Annual and Half -Year reports. The Investment Adviser is conscious of the need to reduce its impact on the environment and has taken a number of initiatives in its offices including recycling, removing paper towels which contribute to hundreds of kilos of waste per annum and the reduction of its energy consumption.

Global greenhouse gas emissions

The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013, (including those within the Company's underlying investment portfolio).

Human rights

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

Anti-bribery

The Company has adopted a zero tolerance approach to bribery. The following is a summary of the Company's policy:

- It is the Company's policy to conduct all of its business in an honest and ethical manner. The Company is committed to acting professionally, fairly and with integrity in all its business dealings and relationships where it operates.
- Directors and service providers must not promise, offer, give, request, agree to receive or accept a financial or other advantage in return for favourable treatment, to influence a business outcome or to gain any other business advantage on behalf of themselves or of the Company or encourage others to do so.
- The Company has communicated its Anti-Bribery Policy to each of its service providers. It requires each of its service providers to have policies in place which reflect the key principles of this policy and which demonstrate that they have adopted procedures of an equivalent standard to those instituted by the Company. This is checked annually.

Anti-tax evasion

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

Whistleblowing

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

Financial risk management

The main risks arising from the Company's financial instruments are due to fluctuations in the market price, investment risk, liquidity risk, interest rates and credit risk. The Board regularly reviews and agrees policies for managing these risks and full details can be found in Note 16 to the Financial Statements on pages 71 to 79 of this Annual Report.

Annual General Meeting

The Notice of the Annual General Meeting of the Company, to be held at 1st Floor, 8 Fenchurch Place, London EC3M 4PB at 2.30 pm on Wednesday, 5 March 2025, is set out on pages 87 to 89 of this Annual Report.

Directors' Report

A webcast of the Annual General Meeting will also be available and details of how to join the webcast will be shown on the Company's website. If possible, Shareholders intending to join the Meeting by means of the webcast (which would be as an attendee only) are requested to join at least ten minutes prior to the commencement of the Annual General Meeting at 2.30 pm on Wednesday, 5 March 2024. Where a member intends to join the Annual General Meeting by means of the webcast, they shall be permitted to ask questions at the Annual General Meeting but shall not be entitled to vote on resolutions at the Annual General Meeting (and are, therefore, encouraged to lodge their proxy vote and appoint the Chairman of the Annual General Meeting as their proxy).

A proxy form for the meeting is enclosed separately with Shareholders' copies of this Annual Report. Proxy votes may be submitted electronically via the "Vote Here" button on the Company's website: www.incomeandgrowthvct.co.uk. Shareholders may also request a hard copy proxy form by contacting the Company's Registrar, City Partnership, using their details as stated on page 90.

Resolutions 1 to 8 are being proposed as ordinary resolutions requiring more than 50% of the votes cast at the meeting to be in favour, whilst resolutions 9 and 10 will be proposed as special resolutions requiring the approval of at least 75% of the votes cast at the meeting.

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

Resolution 1 - To receive the Annual Report and Financial Statements

The Directors are required to present the Financial Statements, Directors' Report and Auditor's Report for the financial year ended 30 September 2024 to the meeting.

Resolution 2 – To approve the Directors' Remuneration Report

Under section 420 of the Companies Act 2006 ("the Act"), the Directors must prepare an annual report detailing the remuneration of the Directors and a statement by the Chairman of the Nomination & Remuneration Committee (together the "Directors' Remuneration Report). The Act also requires that a resolution be put to Shareholders each year for their approval of that report. The Directors' Remuneration Report can be found on pages 45 to 47 of this Annual Report. Resolution 2 is an advisory vote only.

Resolution 3 to 6 – To re-elect and elect the Directors

The Company's Articles of Association require that each Director appointed to the Board shall retire and seek election at their first AGM following appointment and every three years thereafter. In terms of overall length of tenure, the AIC Code does not explicitly make recommendations on tenure for directors. The Board does not believe that a Director should be appointed for a specified term.

The Board had previously agreed that each Director would retire and offer themselves for re-election annually after serving on the Board for more than nine years. However, following the publication of the AIC Code in February 2019, the Board agreed to follow the recommendation of Provision 23, namely that all Directors be subject to annual re-election.

Maurice Helfgott

Independent Non-Executive Chairman

Maurice was appointed to the Board in February 2020, and under the Articles is seeking re-election at this Annual General Meeting. The remaining Directors believe that Maurice is well positioned to make a substantial contribution to the Company's long -term sustainable success in his capacity as Chairman of the Board during the year under review and have no hesitation in recommending his re-election to Shareholders.

Justin Ward

Independent Non-Executive director

Justin was appointed to the Board in November 2019 and under the Articles is seeking re-election at this Annual General Meeting. Following an evaluation of Justin's performance over the year, the remaining Board Directors agree that he has made a very positive contribution to the Company and they have no hesitation in recommending his re-election to Shareholders.

Nemone Wynn-Evans

Independent Non-Executive director

Nemone was appointed to the Board in November 2022 and under the Articles is seeking re-election. Following an evaluation of Nemone's performance over the year, the remaining Board Directors agree that she has made a very positive contribution to the Company and they have no hesitation in recommending her re-election to Shareholders.

Graham Paterson

Graham was appointed to the Board in July 2024, and under the Articles is seeking election at this Annual General Meeting. The other Directors believe that Graham is well positioned to make a substantial contribution to the Company's long-term sustainable success in his capacity as Senior Independent Director, Chair of the Nomination and Remuneration Committee and Chair of the Management Engagement Committee. They have no hesitation in recommending his election to Shareholders. His previous experience as Chair of Mobeus Income & Growth 4 VCT plc will be invaluable to his fellow directors.

Full biographies of the Directors seeking re-election are set out on page 35 of this Annual Report.

Resolution 7 – To appoint Johnston Carmichael LLP as auditor of the Company, to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Directors to determine the remuneration of the auditor

At each meeting at which the Company's accounts are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the appointment Johnston Carmichael LLP. This resolution also gives authority to the Directors to determine the remuneration of the auditor. For further information, please see the report of the Audit Committee on pages 43 and 44 of the Annual Report.

Resolution 8 – Authority for the Directors to allot shares in the Company; and

Resolution 9 – Authority for the Directors to disapply the pre-emption rights of members

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

Resolution 8 will enable the Directors to allot new shares up to an aggregate nominal value of £1,102,281 representing approximately one-third of the existing issued share capital of the Company as at the date of the notice convening the Annual General Meeting.

Under section 561(1) of the Act, if the Directors wish to allot new shares or sell or transfer treasury shares for cash they must first offer such shares to existing Shareholders in proportion to their current holdings (pre-emption rights).

It is proposed by **Resolution 9** to sanction the disapplication of such pre-emption rights in respect of the allotment of equity securities:

(i) with an aggregate nominal value of up to £330,684 (representing approximately 10% of the existing issued share capital as at the date of the notice convening the Annual General Meeting) in connection with offer(s) for subscription;

(ii) with an aggregate nominal value of up to, but not exceeding, 10% of the issued share capital from time to time pursuant to any dividend investment scheme operated by the Company, at a subscription price per Share which may be less than the net asset value per Share, as may be prescribed by the scheme terms; and

(iii) otherwise than pursuant to (i) or (ii) above, with an aggregate nominal value of up to, but not exceeding, 10% of the issued share capital from time to time,

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

The Company normally allots shares at prices based on prevailing net asset value per share of the existing shares on the date of allotment (plus costs, save in relation to the dividend investment scheme). The Directors thus seek to manage any potential dilution of existing Shareholders as a result of the disapplication of Shareholders' pre-emption rights proposed in Resolution 9.

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

Both of these authorities, unless previously renewed, varied or revoked, will expire on the date falling fifteen months after the passing of the relevant resolution or, if earlier, on the conclusion of the Annual General Meeting of the Company to be held in 2026. However, the Directors may allot securities after the expiry dates specified above in pursuance of offers or agreements made prior to the expiration of these authorities. Both resolutions renew previous general authorities approved at the Annual General Meeting of the Company held on 29 February 2024.

Resolution 10 – Authority to purchase the Company's own shares

This resolution authorises the Company to purchase its own shares pursuant to section 701 of the Act. The authority is limited to the purchase of an aggregate of 49,569,590 shares representing approximately 14.99% of the issued share capital of the Company as at the date of the notice convening the Annual General Meeting or, if lower, such number of shares (rounded down to the nearest whole share) as shall equal 14.99% of the issued share capital at the date the resolution is passed. The maximum price that may be paid for a share will be the higher of (i) an amount that is not more than 5% above the average of the middle market quotations of the shares as derived from the Daily Official List of the London Stock Exchange for the five business days preceding the date such shares are contracted to be purchased and (ii) the price stipulated by Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended). The minimum price that may be paid for a share is 1 penny, being the nominal value thereof.

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

It is the Directors' intention to cancel any shares bought back under this authority. Shareholders should note that the Directors do not intend to exercise this authority unless they believe to do so would result in an increase in net assets per share which would be in the interests of Shareholders generally. This resolution will expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the Company's Annual General Meeting of the Company to be held in 2025 except that the Company may purchase its own shares after this date in pursuance of a contract or contracts made prior to the expiration of this authority.

Recommendation

The Board recommends that Shareholders vote in favour of the resolutions being proposed at the Annual General Meeting. The Directors intend to do so in respect to their own beneficial holdings of 280,191 representing 0.08% of the issued share capital as at 10 January 2025.

Voting rights of Shareholders

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

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

By order of the Board

Gresham House Asset Management Limited
Company Secretary

13 January 2025

Corporate Governance Statement

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

The Directors adopted the Association of Investment Companies (AIC) Code of Corporate Governance (the "AIC Code") for the financial year ended 30 September 2024.

During the year under review, the Board considered the principles and recommendations of the AIC Code by reference to the AIC Corporate Governance Guide for investment companies ("AIC Guide"). As well as setting out the principles of the AIC Code, the AIC Guide provides an overview of best practice with reference to the UK Corporate Governance Code (the "UK Code") and considers how each of the UK Code's Principles applies to Investment Companies. The AIC Code also included additional Principles and recommendations on issues that are of specific relevance to the Company as an investment company. The Board therefore considers that reporting against the AIC Code provides more relevant information to Shareholders.

The FRC has confirmed that, in adopting the AIC Code, the Company will meet its obligations in relation to the reporting requirements of the Financial Conduct Authority's Listing and Disclosure and Transparency Rules on corporate governance.

The AIC Code can be viewed on the AIC's website by going to the following link: https://www.theaic.co.uk/aic-code-of-corporate-governance.

Statement of compliance

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

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

As an externally managed VCT, most of the Company's operations are delegated to third parties and the Company has no executive directors, employees or internal operations. The Board has therefore concluded, for the reasons set out in the AIC Guide, and as explained in the UK Code that the specific provisions of the UK Code that relate to the requirement for an internal audit function, the role of the chief executive and executive directors' pay are not relevant to the Company. The Company has therefore not reported further in respect of these Provisions.

Internal control

The Board acknowledges that it is responsible for the Company's system of internal control and for reviewing its effectiveness. Internal control systems are designed to manage the particular needs of the Company and the risks to which it is exposed and can, by their nature, only provide reasonable rather than absolute assurance against material misstatement or loss.

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

The Board has put in place ongoing procedures for identifying, evaluating and managing the significant risks faced by the Company. As part of this process bi-annual review of the control systems is carried out. The review covers a consideration of the key business, operational, compliance and financial risks facing the Company and includes a review of the risks in relation to the financial reporting process. The Board reviews recommendations from the Audit Committee in respect of the key risks discussed at each of their regularly scheduled meetings.

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

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

- Internal controls are in place for the preparation and reconciliation of the valuations prepared by the Investment Adviser.
- Independent reviews of the valuations of investments within the portfolio are undertaken bi-annually by the Board.
- The information contained in the Annual Report and other financial reports is reviewed separately by the Audit Committee prior to consideration by the Board.
- The Board reviews all financial information prior to publication.

The internal control system and the procedure for its review has been in place and operational throughout the year under review and up to the date of this Report. The Audit Committee and the Board last carried out an assessment of the effectiveness of internal controls in managing risk on 6 December 2024. The Board has identified no problem or issues with the Company's internal control system.

Investment management and service providers

Gresham House acted as Investment Adviser throughout the year under review and provided administrative and company secretarial services to the Company up to the Company's financial year-end and continues to do so. The Directors carry out an annual review of the performance and contractual arrangements with the Investment Adviser. The annual review of the Investment Adviser forms part of the Board's overall internal control procedures discussed above. As part of this review, the Board considers the quality and continuity of the investment management team, investment performance, quality of information provided to the Board, remuneration of the Investment Adviser, the investment process and the results achieved to date. A review of the performance of the Company is included in the Strategic Report on pages 9 to 11.

The Board concluded that the Investment Adviser had performed consistently well over the medium-term and had returned a positive return in respect of the year under review. The Company's investment portfolio trading performance has been resilient to the year-end and the Investment Adviser has been proactive in supporting the portfolio in the face of rising inflation and political uncertainty.

The Board places significant emphasis on the Company's performance against its peers and further information on this has been included in the Strategic Report on page 11. The Board further considered the Investment Adviser's commitment to the promotion of the Company and was satisfied that this was prioritised by the Investment Adviser as evidenced by, inter alia, the Mobeus VCT fundraisings which have taken place between 2010 and 2024 and annual Shareholder events.

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

Overall, the Board continues to believe that the Investment Adviser possesses the experience, knowledge and resources that are required to support the Board in achieving the Company's long term investment objectives. The Directors therefore believe that the continued appointment of the Investment Adviser to the Company on the terms currently agreed is in the interests of Shareholders, and this was formally approved by the Management Engagement Committee and the Board on 11 September 2024.

The principal terms of the Company's Investment Advisory Agreement dated 29 March 2010, amended and restated on 30 September 2021, and its Performance Incentive Fee Agreement dated 30 September 2012 and 18 June 2024, as novated to Gresham House effective on 30 September 2021 and restated for the merger on 18 June 2024, are set out in Note 4 to the Financial Statements on pages 60 to 81 of this Annual Report. The Board seeks to ensure that the terms of these agreements represent an appropriate balance between cost and the incentivisation of the Investment Adviser.

Investment Adviser fees

The fees paid to the Investment Adviser and the performance incentive fees paid are set out in Note 4 to the Financial Statements on pages 60 to 61.

In addition, the Investment Adviser received fees totaling £621,464 (2023: £394,195) during the year ended 30 September 2024, being £206,037 (2023: £82,092) for arrangement fees, and £415,427 (2023: £312,103) for acting as non-executive directors on a number of investee company boards. These amounts are the share of such fees attributable to investments made by the Company.

Alternative Investment Fund Manager ("AIFM")

The Board appointed the Company as its own AIFM in compliance with the European Commission's Alternative Investment Fund Management Directive with effect from 22 July 2014. The Company is registered as a small AIFM and is therefore exempt from the principal requirements of the Directive. Gresham House has provided investment advisory and administrative services to the Company throughout the year under review. In order for the Company to continue to discharge its safekeeping responsibilities for the documents of title to its investments, a Safekeeping Agreement has been entered into with Apex Fund and Corporate Services (Guernsey) Limited.

The Board

The powers of the Directors have been granted by company law, the Company's Articles of Association and resolutions passed by the Company's Shareholders in general meeting. Resolutions are proposed annually at each Annual General Meeting of the Company to authorise the Directors to allot shares, disapply the pre-emption rights of Shareholders and buyback the Company's own shares on behalf of the Company. These authorities are currently in place and resolutions to renew them will be proposed at the Annual General Meeting of the Company to be held on 5 March 2025.

In regard to the Chairman of the Board's tenure, the length of service of all directors is considered on an ongoing basis, with the Nomination & Remuneration Committee giving consideration to succession and composition at its meeting held on 11 September 2024, in compliance with the AIC Corporate Governance Code guidance. Maurice Helfgott became the Chairman of the Company in July 2020 and will stand for re-election at the forthcoming AGM with all the directors standing for re-election annually. Graham Paterson will stand for election as a Director.

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

Each year a formal performance evaluation is undertaken of the Board as a whole, its Committees and each of the Directors. A summary of the findings are submitted to the Board, which are discussed and an action plan is agreed if appropriate. There were no issues requiring action in the year. The performance of the Chairman was evaluated by the other Directors.

Diversity and inclusion

At the year end to position was:

	Number of board members	Percentage of the board	Number of senior positions on the Board
Men	3	75%	Not applicable
Women	1	25%	See paragraph below

In accordance with Listing Rule 6.6.6.(9), the Board reports that as an externally managed Company, there are no executive management roles such as CEO or CFO and therefore, the Board is not required to report against this target as it is not applicable. However, the roles within the Company which are senior, in addition to the Chairman of the Company and the Senior Independent Director, are the Chairs of the Audit, Nomination & Remuneration, Management Engagement and Investment Committees, with the Audit Chair held by a woman at the year-end and continues to be so at the date of this Statement.

The Board consists of four directors, all of whom are white and of British nationality and therefore there is no minority ethnic Board representation. The Board have committed to include diversity and inclusion for their future recruitment.

Being a smaller Board does make it more challenging to achieve diversity however the Board is more diverse in other aspects as shown in the Directors' biographies on page 35.

Board Committees

The Board has established four Committees, the Investment Committee, the Audit Committee, the Management Engagement Committee and the Nomination & Remuneration Committee, each with responsibilities for specific areas of its activity. The Board has satisfied itself that each of its Committees has sufficient resources to undertake its duties. Each of the Committees has written terms of reference, which detail their authority and duties. Shareholders may obtain copies of these by making a written request to the Company Secretary or by downloading these documents from the Company's website: www.incomeandgrowthvct.co.uk.

Full descriptions of the work of the Audit and Nomination & Remuneration Committees are set out in the Report of the Audit Committee and the Directors' Remuneration Report on pages 43 to 47.

Investment Committee

The Investment Committee was chaired by Justin Ward during the year and comprised of all of the Directors. The Committee meets as necessary to consider the investment proposals put forward by the Investment Adviser. The Committee advises the Board on the development and implementation of the Investment Policy and leads the process for the ongoing monitoring of investee companies and the Company's investment therein. Investment guidelines have been issued to the Investment Adviser and the Committee ensures that these guidelines are adhered to. New investments and divestments are approved on recommendation of the Committee following discussion between Committee members and are subsequently ratified by the Board.

Investment matters are discussed extensively at Board meetings. During the year, the Committee formally approved investment, divestment and variation decisions, and met informally on numerous occasions and formally at least once a year.

The Committee considers and agrees, on the advice of the Investment Adviser and under the guidance of the Audit Committee, all unquoted investment valuations for recommendation to the Board. Investments are valued in accordance with the International Private Equity and Venture Capital (IPEV) Valuation Guidelines under which investments are valued at fair value as defined in those guidelines. Any AIM or other quoted investment will be valued at the closing bid price of its shares as at the relevant reporting date, in accordance with generally accepted accounting practice. For further information on the Company's investment portfolio, please see pages 20 to 23 of the Strategic Report.

Management Engagement Committee

The Management Engagement Committee is chaired by Graham Paterson and comprises all four independent Directors.

The Committee meets at least annually to review the Company's contracts with its service providers and at other times as and when necessary and makes recommendations to the Board.

By order of the Board

Gresham House Asset Management Limited
Company Secretary

13 January 2025

Reports of the Directors

Report of the Audit Committee

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

The Audit Committee ("Committee") was chaired by Nemone Wynn-Evans during the year.

The Committee comprised all of the Directors. Due to there only being three directors appointed to the Company until 26 July 2024, it was appropriate that that Board's Chairman should be a member of the Audit Committee. Following the Merger and the appointment of Graham Paterson to the Committee, it was agreed that the Board's Chairman could attend the Audit Committee meetings as an attendee but not as a member in accordance with the recommendation of the 2018 FRC Corporate Governance Code (updated in January 2024) as best practice. A summary of the Audit Committee's principal activities for the year to 30 September 2024 is provided below:

Financial Statements

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

Internal control

The Committee monitored the system of internal controls throughout the year under review and as described in more detail in the Corporate Governance Statement on page 41. It received reports by exception on the Company's progress against its internal controls at its annual and half-year results meetings and reviews the key risks regularly. A full review of the internal controls in operation by the Company was undertaken by the Committee on 6 December 2024.

Valuation of investments

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

Key issues considered by the Committee

In addition to the valuation of investments, the key accounting and reporting issues considered by the Committee during the year have included:

Going concern and Viability of the Company

The Committee monitors the Company's resources at each quarterly Board meeting and is satisfied that the Company has an adequate level of resources for the foreseeable future. It has assessed the viability of the Company for the next three years. Its conclusions in respect of both going concern and viability are set out in the Strategic Report on page 34.

Consideration was given to the cash balances and holdings in money market funds, together with the ability of the Company to realise its investments.

Recognition of impairment and realised losses

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

Compliance with the VCT tests

The Company engages the services of a VCT Status Adviser to advise on its ongoing compliance with the legislative requirements relating to VCTs. A report on the Company's compliance supported by the tests carried out is produced by the VCT Status Adviser on a bi-annual basis and reviewed by the Committee for recommendation to the Board. The Committee has continued to consider the risk and compliance aspects of changes to the VCT Rules introduced by the Finance Act (No 2) 2015 and the measures contained in the Finance Act 2018. As an essential part of this work, the Committee has held ongoing discussions with the Company's VCT Status Adviser throughout the year.

Income from investee companies

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

Principal risks faced by the Company

The Board has identified the principal and emerging risks faced by the Company and established appropriate controls (set out in the Strategic Report on pages 32 to 33). The Committee monitors these controls and reviews any incidences of non-compliance. Further details are set out in the Corporate Governance Statement on pages 40 to 42.

Cyber Security

The Board has sought and obtained assurances during the year from the Investment Adviser, the Registrar and other service providers regarding their cyber security policies.

Tax evasion

The Company has adopted a zero tolerance approach to tax evasion in compliance with the Criminal Finance Act 2017, as reported on page 37.

Relationship with the external auditor

The Committee is responsible for overseeing the relationship with the external auditor, assessing the effectiveness of the external audit process and making recommendations on the appointment and removal of the external auditor.

The external auditor is invited to attend Audit Committee meetings, where appropriate, and also has the option to meet with the Committee and its Chairman without representatives of the Investment Adviser being present.

The external auditor engaged with the Audit Committee throughout the year and during the audit planning process. It considers that the audit team is

Reports of the Directors

appropriately resourced and has communicated clearly and promptly with members of the Committee and the Investment Adviser during the audit process. The Committee is satisfied that independence and objectivity has been maintained throughout the audit and the level of fees charged are justifiable and appropriate for the work involved.

As BDO LLP (formerly PKF) have reached the 20 year limit for the provision of audit services to the Company's sister company, Mobeus Income & Growth VCT plc, new auditors will have to be appointed for that company and an extensive tender process was undertaken to identify a suitable audit firm.

In order for the Company to benefit from the efficiency savings of having only one auditor providing the audit services, the Audit Committee recommended to the Board that, subject to Shareholder approval, the Auditor to the Company also be changed to Johnston Carmichael LLP.

The Board have appointed Johnston Carmichael LLP to provide the audit services for the year-ending 30 September 2025. Shareholder approval of the appointment is required and will be proposed at the AGM.

Non-audit services

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

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

There were no non-audit services to be reported.

Summary of Financial Reporting Council's ('FRC') AQR findings and Actions Taken

In July 2024 the FRC published its annual assessment of quality among the Tier II audit firms. Our external auditor, BDO is one of the six Tier I audit firms, and was therefore subject to a review by the Financial Reporting Council's Audit Quality Review team. The FRC's report identified a number of areas for improvement for BDO, and in response to these findings, BDO has implemented an action plan.

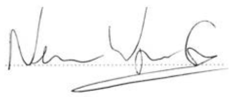
The Audit Committee discussed the FRC's findings along with BDO's action plan in detail with BDO. BDO have confirmed that they remain committed to maintaining the highest standards of audit quality and will continue to work closely with the FRC to address any areas of concern.

The Committee notes the progress BDO has made to date.

Additional disclosures in the Directors' Report

Disclosures required by certain publicly-traded companies as set out in Part 6 of Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended 2013) are addressed in the Directors' Report on pages 36 to 39.

By order of the Board



Nemone Wynn-Evans
Chair of the Audit Committee

13 January 2025

Directors' Remuneration Report

Directors' Remuneration Policy

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

Supplements are paid to the Directors in respect of their membership of the Investment (£5,000) and Audit Committees (£6,000). The Directors may at their discretion pay additional sums in respect of specific tasks carried out by individual Directors on behalf of the Company. None were paid in the year.

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

The Remuneration Policy is set by the Board on the recommendation of the Nomination & Remuneration Committee. The level of fees paid to each of the Directors is reviewed annually by the Nomination and Remuneration Committee which makes recommendations to the Board. The Committee has access to independent advice where and when it considers it appropriate.

As part of the Merger discussions, new salaries were agreed including that of the new director, Graham Paterson of £44,000 p.a.

Following its annual review of directors' remuneration, at its meeting on 11 September 2024, the Nomination & Remuneration Committee considered the aggregate level of remuneration for each director, benchmarked against the VCT industry and agreed no change was necessary following the increase in fees on completion of the Merger.

Performance related remuneration

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

Additional benefits

The Company does not have any other schemes in place to pay bonuses or benefits to the Directors. No arrangements have been entered into between the Company and the Directors to entitle any of the Directors to compensation for loss of office. None of the Directors receive pension benefits from the Company and the Company has not granted any Director any options over the share capital of the Company.

Recruitment remuneration

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

Shareholders' views on remuneration

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

Directors' terms of appointment

All of the Directors are Non-Executive. The Articles of Association provide that Directors may be appointed either by ordinary resolution of the Shareholders or by the Board, provided that a person appointed by the Board shall be subject to election at the first Annual General Meeting following their appointment.

The Board has adopted the AIC Code and all Directors will continue to seek election or re-election at each Annual General Meeting, usually scheduled for February of each year.

All Directors receive a formal letter of appointment setting out the terms of their appointment and the specific duties and responsibilities and the fees pertaining to the appointment. None of the Directors have a service contract with the Company. A Director's appointment may be terminated on three months' notice being given by the Company and also in certain other circumstances. Copies of the Directors' appointment letters will be available for inspection at the place of the Annual General Meeting on 5 March 2025 from 2.15 pm however Shareholders can write to the Company Secretary at mobeusvcts@greshamhouse.com to request these.

New Directors are asked to undertake that they will have sufficient time to carry out their responsibilities to the Company and to disclose their other significant time commitments to the Board before appointment.

Future policy

The table overleaf illustrates how the Company's objective is supported by its Remuneration Policy. It sets out details of each component of the pay package and the maximum amount receivable per annum by each Director based on the Directors as at the date of this Report. The Nomination & Remuneration Committee and the Board review the fees paid to Directors annually in accordance with the Remuneration Policy set out on page 45 and may decide that an increase in fees is appropriate in respect of subsequent years. No performance conditions are attached to any aspect of any fee paid to the Directors.

Directors' Remuneration Report

Director Role	Components of pay package			Maximum payment per annum
	Directors' fees	Supplements for committee membership		
		Audit Committee	Investment Committee	
Maurice Helfgott Chairman	£44,000	-	£5,000	£49,000
Justin Ward[1] Chair, Investment Committee	£29,000	£6,000	£5,000	£40,000
Nemone Wynn-Evans Chair, Audit Committee	£29,000	£6,000	£5,000	£40,000
Graham Paterson[2] Senior Independent Director, Chair of Nomination & Remuneration and Management Engagement Committees	£33,000	£6,000	£5,000	£44,000
Total fees payable	**£135,000**	**£18,000**	**£20,000**	**£173,000**

[1] Justin chaired the Nomination and Remuneration Committee from 1 October 2023 to 26 July.
[2] Graham was appointed to the Board and the Committees on 26 July 2024.

Company Objective
To provide investors with a regular income stream, by way of tax-free dividends generated from income and capital returns

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

Shareholder approval of the Company's Remuneration Policy

This policy applied throughout the financial year ended 30 September 2024 and will continue to apply for the remainder of the current financial year ending 30 September 2025.

A resolution to approve the Directors' Remuneration Policy as set out in the Annual Report for the year ended 30 September 2022 was approved unanimously by Shareholders on a show of hands at the Annual General Meeting of the Company held on 22 February 2023. The Company received proxy votes in favour of the resolution representing 93.45% (including those who appointed the Chairman to vote at his discretion) of the votes received (against: 6.55%).

The Board is required to ask Shareholders to approve the Remuneration Policy every three years. The Directors will therefore recommend that Shareholders approve the Policy again at the Annual General Meeting of the Company to be held in early 2026.

Annual Remuneration Report

The resolution to approve the Annual Remuneration Report as set out in the Annual Report for the year ended 30 September 2023 was approved by Shareholders at the Annual General Meeting of the Company held on 29 February 2024. The Company received proxy votes in favour of the resolution representing 79.98% (including those who appointed the Chairman to vote at his discretion) of the votes received (against: 20.02%). An ordinary resolution for the approval of this Annual Remuneration Report will be proposed at the next Annual General Meeting of the Company to be held on 5 March 2025.

This section of the Directors' Remuneration Report sets out how the above Remuneration Policy has been implemented during the year.

Nomination and Remuneration Committee

During the year under review the Committee comprised the full Board. It was chaired by Justin Ward throughout the year to 26 July 2024 when Graham Paterson joined the Company as a Director and assumed the Chair. All members of the Committee are considered to be independent of the Investment Adviser. The Committee meets at least once a year and is responsible for making recommendations to the Board on remuneration policy and reviewing the policy's ongoing appropriateness and relevance. It carries out an annual review of the remuneration of the Directors and makes recommendations to the Board on the level of Directors' fees. The Committee may, at its discretion, recommend to the Board that individual Directors should be awarded further payment in respect of additional work carried out on behalf of the Company. It is responsible for the appointment of remuneration consultants, if this should be considered necessary, including establishing the selection criteria and terms of reference for such an appointment. The Committee met twice during the year with full attendance from all of its members.

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

The Board has made a commitment to consider diversity as part of the recruitment process for all appointments. Following the performance evaluation of the Directors during the year, the Board confirms that each of the Directors demonstrated commitment to their roles and were effective in carrying out their duties on behalf of the Company.

Annual percentage change in Directors' Remuneration

The following table sets out the annual percentage change in Directors' remuneration for the year to 30 September 2024:

	% change for the year to 30 Sep 2024	% change for the year to 30 Sep 2023	% change for the year to 30 Sep 2022	% change for the year to 30 Sep 2021	% change for the year to 30 Sep 2020
Maurice Helfgott	1.0%	0.0	0.0%	5.4%	0.0
Justin Ward	5.3%	0.0	0.0%	5.6%	0.0
Nemone Wynn Evans	5.3%	n/a	n/a	n/a	n/a
Graham Paterson	n/a	n/a	n/a	n/a	n/a
Helen Sinclair	n/a	n/a	n/a	5.6%	0.0
Colin Hook	n/a	n/a	n/a	n/a	0.0
Jonathan Cartwright	n/a	n/a	n/a	n/a	0.0

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

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

Although it is not a Company Policy, the Directors believe that it is in the best interests of the Company and its Shareholders for each Director to maintain an interest in the Company. The Directors who held office throughout the year under review and their interests as at 30 September 2024 were:

Director	30 September 2024 Shares held	30 September 2024 Percentage of issued share capital	30 September 2023 Shares held	30 September 2023 Percentage of issued share capital
Maurice Helfgott	138,387	0.05%	138,387[4]	0.09%
Graham Paterson[1]	15,179	n/a	n/a	n/a
Justin Ward[2]	102,201	0.03%	89,197	0.06%
Nemone Wynn-Evans[3]	24,424	0.01%	24,424	0.02%

[1] - Graham's shares are held in a nominee account
[2] - Justin and his wife's holdings combined.
[3] - Nemone's shares are held in a nominee account.
[4] - Maurice's shares were understated by 1,257 previously.

Directors' remuneration: 5-year comparison

	2024	2019	% Change
Chair (includes Audit and Investment Committee Supplements[1])	£49,000	£46,000	6.5%
Director Fee (includes Audit and Investment Committee Supplements[1])	£40,000	£36,000	11.1%

[1] - Audit Committee (2024: £5,000; 2020: £5,000) and Investment Committee (2024: £6,000, 2020: £6,000) fee supplements are paid to all members

Relative importance of spend on Directors' fees

Year ended:	30 September 2024 £	30 September 2023 £	Percentage increase/ (decrease)
Director fees	137,011	120,758	13.5%
Dividends paid/ payable	12,650,907	17,027,934	(25.7)%
Cost of share buybacks	2,871,223	2,982,413	(3.7)%

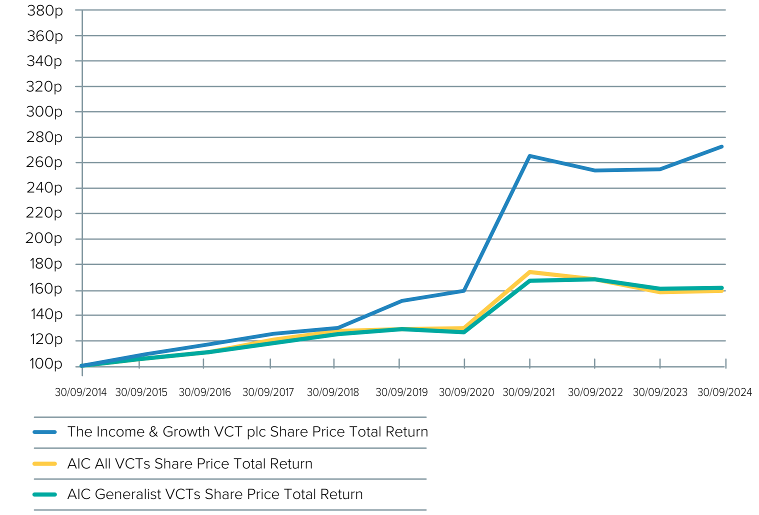
Directors' attendance at Board and Committee meetings in 2024

The table below sets out the Director's attendance at the scheduled quarterly Board meetings and Committee meetings held during the year ended 30 September 2024. In addition to the quarterly Board meetings, the Board met on other occasions to consider specific issues as they arose and particularly the merger considerations

Directors	Board Meetings		Audit Committee Meetings		Nomination & Remuneration Committee Meetings		Management Engagement Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended
Maurice Helfgott	4	4	2	2	2	2	1	1
Justin Ward	4	4	2	2	2	2	1	1
Nemone Wynn-Evans	4	4	2	2	2	2	1	1
Graham Paterson	1	1	1	1	1	1	1	1

Company performance

The graph below charts the total cumulative shareholder return of the Company's shares on a share price basis (assuming all dividends have been re-invested and excluding the tax reliefs available to Shareholders) over the past ten years compared with that of an index of all VCTs and an index of generalist VCTs which are members of the AIC (based on figures provided by Morningstar). The Board considers these indices to be the most appropriate to use to measure the Company's relative performance over the medium to long-term. The total shareholder returns have been rebased to 100 at 30 September 2014.



The share price total return comprises the share price plus cumulative dividends paid per share assuming the dividends paid were re-invested on the date on which the shares were quoted ex-dividend in respect of each dividend.

The former 'O' Share class was merged into the former 'S' Share class on 29 March 2010 to form the current class of shares. This graph therefore shows the performance of current class of shares only.

An explanation of the performance of the Company is given in the Chairman's Statement on page 2, the Performance section of the Strategic Report on pages 13 to 18 and in the Investment Adviser's Review and Investment Portfolio Summary on pages 13 to 27.

By order of the Board

Graham Paterson
Chair of the Nomination & Remuneration Committee
13 January 2025

Reports of the Directors

Statement of the Directors' Responsibilities

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

Company law requires the Directors to prepare Financial Statements for each financial year and the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

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

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

Website publication

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

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

The Directors confirm to the best of their knowledge that:

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

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

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

Neither the Company nor the Directors accept any liability to any person in relation to the Annual Report except to the extent that such liability could arise under English law.

The names and functions of the Directors are stated on page 35.

For and on behalf of the Board

Maurice Helfgott
Chairman

13 January 2025

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

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Income & Growth VCT Plc (the 'Company') for the year ended 30 September 2024 which comprise the income statement, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

Independence

Following a tender process in 2016 and based on the recommendation of the audit committee, we were re-appointed by the Board of Directors to continue as auditors. Our initial appointment for the audit of the financial statements was for the year ended 30 September 2007. The period of total uninterrupted engagements including retenders and reappointments is 18 years, covering the years ended 30 September 2007 to 30 September 2024. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

Conclusions relating to going concern

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

- Obtaining the Venture Capital Trust ("VCT") compliance reports prepared by management's expert during the year and as at year end and reviewing the calculations therein to check that the Company was meeting its requirements to retain VCT status;
- Consideration of the Company's expected future compliance with VCT legislation, the absence of bank debt, contingencies and commitments and any market or reputational risks;
- Reviewing the forecasted cash flows that support the Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts and assessing them for reasonableness. In particular, we considered the available cash resources relative to the forecast expenditure which was assessed against the prior year for reasonableness; and
- Evaluating the Directors' method of assessing the going concern in light of market volatility and the present uncertainties in economic recovery created by macro-economic factors.

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

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

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

Overview

		2024	2023
Key audit matters	Valuation of unquoted investments	✓	✓
Materiality	*Company financial statements as a whole* £3.81m (2023: £2.46m) based on 2% (2023: 2%) of net assets adjusted for significant fundraising in the year		

An overview of the scope of our audit

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

Key audit matters

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

Independent Auditor's Report

Key audit matter		How the scope of our audit addressed the key audit matter
Valuation of unquoted investments (Note 9 to the financial statements)	We consider the valuation of unquoted investments to be the most significant audit area as there is a high level of estimation uncertainty involved in determining the unquoted investment valuations. There is an inherent risk of management override arising from the unquoted investment valuations being prepared by the Investment Manager, who is remunerated based on the value of the net assets of the VCT, as shown in note 4. For these reasons, we identified the valuation of unquoted investments as a key audit matter.	Our unquoted investments valuation testing was risk based where individual investments were assessed based on criteria such as fair value at year end exceeding performance materiality, fair value at year end exceeding performance materiality and untested in detail in the prior year, movement between current year and prior year fair value exceeding performance materiality, change in the valuation methodology from prior year, change in the multiples (Revenue/Earning) from prior year by 10% or more, change in the gross enterprise value from prior year by 10% or more and any change in the discount/premium from prior year. For 100% of the unquoted portfolio we: ● Considered whether the valuation methodology was the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines. Where there was a change in valuation methodology from prior year, we assessed whether the change was appropriate ● Considered the change in market multiples and discount applied from prior year and if they were supported by the performance of the underlying investment ● Checked that the valuation was based on recent financial information. Further, for the unquoted investments samples selected for detailed testing we: ● Re-performed the calculation of the investment ● Corroborated and benchmarked key inputs and estimates to independent information from our own research and against metrics from the most recent investments ● Challenged the assumptions inherent to valuation of unquoted investments and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements Where appropriate, we performed sensitivity analysis on the valuation calculations where there was sufficient evidence to suggest reasonable alternative inputs might exist **Key observations** Based on the procedures performed we consider the investment valuations to be appropriate considering the level of estimation uncertainty.

Our application of materiality

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

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

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

Company financial statements	2024	2023
Materiality	£3,808,000	£2,456,000
Basis for determining materiality	2% of net assets adjusted for significant fundraising in the year.	
Rationale for the benchmark applied	In setting materiality, we have had regard to the nature and disposition of the investment portfolio. Given that the Company's portfolio is comprised of unquoted investments which would typically have a wider spread of reasonable alternative possible valuations, we have applied a percentage of 2% of net assets adjusted for significant fundraising in the year.	
Performance materiality	£2,856,000	£1,842,000
Basis for determining performance materiality	75% of materiality	
Rationale for the percentage applied for performance materiality	The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year.	

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £190,000 (2023: £160,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

Other information

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

We have nothing to report in this regard.

Corporate governance statement

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

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

Going concern and longer-term viability

- The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 34 and;
- The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 34.

Other Code provisions

Directors' statement on fair, balanced and understandable set out on page 36

- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 32;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 40;
- The section describing the work of the audit committee set out on page 43

Other Companies Act 2006 reporting

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

Strategic report and Directors' report

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

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

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

Directors' remuneration

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

Matters on which we are required to report by exception

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

Independent Auditor's Report

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

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with the Investment Manager, and those charged with governance and the Audit Committee; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be the Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts ("the SORP") with consequential amendments and the applicable financial reporting framework. We also considered the Company's qualification as a VCT under UK tax legislation.

Our procedures in respect of the above included:

- Agreement of the financial statement disclosures to underlying supporting documentation;
- Enquiries of the Investment Manager, and those charged with governance relating to the existence of any non-compliance with laws and regulations;
- Obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing their calculations to check that the Company was meeting its requirements to retain VCT status; and
- Reviewing minutes of meetings of those charged with governance throughout the period for instances of non-compliance with laws and regulations.

Fraud

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

Our risk assessment procedures included:

- Enquiry with the Investment Manager, and those charged with governance and the Audit Committee regarding any known or suspected instances of fraud;
- Obtaining an understanding of the VCT policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Considering performance incentive schemes and performance targets and the related financial statement areas impacted by these.

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

Our procedures in respect of the above included:

- In addressing the risk of valuation of unlisted investments, the procedures set out in the key audit matter section in our report were performed;
- In addressing the risk of management override of control, we:
  - Tested journals posted in the preparation of the financial statements, if any, by agreeing to supporting documentation and evaluating whether there was evidence of bias by the Investment Manager that represented a risk of material misstatements due to fraud.
  - Incorporated unpredictability into our testing by selecting a sample of immaterial expenses that would not otherwise have been selected for testing
  - Reviewed the significant judgements made in the unlisted investment valuations and considering whether the valuation methodology is the most appropriate;
  - Considered any indicators of bias in our audit as a whole; and
  - Performed a review of unadjusted audit differences, if any, for indications of bias or deliberate misstatement.

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

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

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

Use of our report

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

BDO LLP

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

13 January 2025

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

Income Statement for the year ended 30 September 2024

	Notes	Year ended 30 September 2024 Revenue £	Capital £	Total £	Year ended 30 September 2023 Revenue £	Capital £	Total £
Net investment portfolio gains	9	-	1,712,433	1,712,433	-	5,432,092	5,432,092
Income	3	2,717,456	-	2,717,456	3,196,634	-	3,196,634
Investment Adviser's fees	4a	(694,934)	(2,084,801)	(2,779,735)	(633,681)	(1,901,042)	(2,534,723)
Merger expenses	18	(153,695)	-	(153,695)	-	-	-
Other expenses	5	(501,035)	-	(501,035)	(608,439)	-	(608,439)
Profit/(loss) on ordinary activities before taxation		1,367,792	(372,368)	995,424	1,954,514	3,531,050	5,485,564
Taxation on profit/(loss) on ordinary activities	6	(368,505)	368,505	-	(289,930)	289,930	-
Profit/(loss) for the year and total comprehensive income		**999,287**	**(3,863)**	**995,424**	**1,664,584**	**3,820,980**	**5,485,564**
Basic and diluted earnings per ordinary share:	7	**0.57p**	**0.00p**	**0.57p**	**1.11p**	**2.55p**	**3.66p**

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

The total column is the Statement of Total Comprehensive Income of the Company prepared in accordance with Financial Reporting Standards ("FRS"). In order to better reflect the activities of a VCT and in accordance with the 2014 Statement of Recommended Practice ("SORP") (updated in July 2022) by the Association of Investment Companies ("AIC"), supplementary information which analyses the Income Statement between items of a revenue and capital nature has been presented alongside the Income Statement. The revenue column of profit attributable to equity shareholders is the measure the Directors believe appropriate in assessing the Company's compliance with certain requirements set out in Section 274 Income Tax Act 2007.

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

The Notes on pages 54 to 80 form part of these Financial Statements.

Balance Sheet as at 30 September 2024

Company No. 4069483

	Notes	as at 30 September 2024 £	as at 30 September 2023 £
Fixed assets			
Investments at fair value	9	135,952,721	72,722,385
Current assets			
Debtors and prepayments	11	365,597	310,422
Current asset investments	12	51,807,618	49,727,485
Cash at bank and in hand	12	982,921	366,064
		53,156,136	50,403,971
Creditors: amounts falling due within one year	13	(413,190)	(348,570)
Net current assets		52,742,946	50,055,401
Net assets		**188,695,667**	**122,777,786**
Capital and reserves			
Called up share capital	14	2,661,367	1,547,669
Capital redemption reserve		57,309	15,672
Share premium reserve		82,127,672	-
Revaluation reserve		29,093,813	28,829,554
Special distributable reserve		62,373,775	77,108,733
Profit and loss account		12,381,731	15,276,158
Equity Shareholders' funds		**188,695,667**	**122,777,786**
Basic and diluted net asset value per share			
Ordinary shares	15	**70.90p**	**79.33p**

The Notes on pages 54 to 80 form part of these Financial Statements.

The Financial Statements were approved and authorised for issue by the Board of Directors on 13 January 2025 and were signed on its behalf by:

Maurice Helfgott
Chairman

Statement of Changes in Equity for the year ended 30 September 2024

	Notes	Non-distributable reserves Called up share capital £	Capital redemption reserve £	Share premium reserve £	Revaluation reserve £	Distributable reserves Special distributable reserve (Note a) £	Realised capital reserve (Note b) £	Revenue reserve (Note b) £	Total £
At 1 October 2023		**1,547,669**	**15,672**	**-**	**28,829,554**	**77,108,733**	**13,304,063**	**1,972,095**	**122,777,786**
Comprehensive income for the year									
Profit/(loss) for the year		-	-	-	1,942,227	-	(1,946,090)	999,287	995,424
Total comprehensive income for the year		**-**	**-**	**-**	**1,942,227**	**-**	**(1,946,090)**	**999,287**	**995,424**
Contributions by and distributions to owners									
Shares issued upon merger with Mobeus Income & Growth 4 VCT plc	14, 18	1,115,630	-	79,596,427	-	-	-	-	80,712,057
Stamp duty on shares issued upon merger with Mobeus Income & Growth 4 VCT plc	18	-	-	(233,378)	-	-	-	-	(233,378)
Dividends re-invested into new shares	14	39,705	-	2,764,623	-	-	-	-	2,804,328
Shares bought back (Note c)	14	(41,637)	41,637	-	-	(2,871,223)	-	-	(2,871,223)
Dividends paid	8	-	-	-	-	(8,134,724)	(6,190,703)	(1,163,900)	(15,489,327)
Total contributions by and distributions to owners		**1,113,698**	**41,637**	**82,127,672**	**-**	**(11,005,947)**	**(6,190,703)**	**(1,163,900)**	**64,922,457**
Other movements									
Realised losses transferred to special reserve (Note a)		-	-	-	-	(3,729,011)	3,729,011	-	-
Realisation of previously unrealised gains		-	-	-	(1,677,968)	-	1,677,968	-	-
Total other movements		**-**	**-**	**-**	**(1,677,968)**	**(3,728,635)**	**5,406,603**	**-**	**-**
At 30 September 2024		**2,661,367**	**57,309**	**82,127,672**	**29,093,813**	**62,373,775**	**10,574,249**	**1,807,482**	**188,695,667**

Notes

a) The Company's special reserve is available to fund buybacks of shares as and when it is considered by the Board to be in the interests of Shareholders, and to absorb any existing and future realised losses and for other corporate purposes. At 30 September 2024, the Company has a special reserve of £62,373,775, £26,699,052 of which arises from shares issued more than three years after the end of the financial year in which they were issued. Reserves originating from share issues are not distributable under VCT rules if they are within three years of the end of an accounting period in which the shares were issued. The total transfer of £3,729,011 from the realised capital reserve to the special distributable reserve above is the total of realised losses incurred by the Company in the year.

b) The realised capital reserve and the revenue reserve together comprise the Profit and Loss Account of the Company shown in the Balance Sheet.

c) During the year, the Company repurchased 4,163,732 of its own shares at the prevailing market price for a total cost of £2,871,223, which were subsequently cancelled.

The Notes on pages 54 to 80 form part of these Financial Statements.

Statement of Changes in Equity for the year ended 30 September 2023

	Non-distributable reserves Called up share capital £	Capital redemption reserve £	Share premium reserve £	Revaluation reserve £	Distributable reserves Special distributable reserve £	Realised capital reserve £	Revenue reserve £	Total £
At 1 October 2022	**1,294,819**	**48,343**	**24,765,043**	**28,034,730**	**40,837,774**	**10,606,675**	**2,828,066**	**108,415,450**
Comprehensive income for the year								
Profit/(loss) for the year	-	-	-	5,025,250	-	(1,204,270)	1,664,584	5,485,564
Total comprehensive income for the year	**-**	**-**	**-**	**5,025,250**	**-**	**(1,204,270)**	**1,664,584**	**5,485,564**
Contributions by and distributions to owners								
Shares issued via Offer for Subscription	265,860	-	21,705,140	-	-	-	-	21,971,000
Issue costs and faciliations fees on Offer for Subscription	-	-	(553,744)	-	(248,181)	-	-	(801,925)
Dividends re-invested into new shares	26,747	-	2,041,587	-	-	-	-	2,068,334
Shares bought back	(39,757)	39,757	-	-	(2,982,413)	-	-	(2,982,413)
Dividends paid	-	-	-	-	(4,069,104)	(4,788,565)	(2,520,555)	(11,378,224)
Total contributions by and distributions to owners	**252,850**	**39,757**	**23,192,983**	**-**	**(7,299,698)**	**(4,788,565)**	**(2,520,555)**	**8,876,772**
Other movements								
Cancellation of Share Premium account	-	(72,428)	(47,958,026)		48,030,454	-		-
Realised losses transferred to special reserve	-	-	-	-	(4,459,797)	4,459,797	-	-
Realisation of previously unrealised gains	-	-	-	(4,230,426)	-	4,230,426	-	-
Total other movements	**-**	**(72,428)**	**(47,958,026)**	**(4,230,426)**	**43,570,657**	**8,690,223**	**-**	**-**
At 30 September 2023	**1,547,669**	**15,672**	**-**	**28,829,554**	**77,108,733**	**13,304,063**	**1,972,095**	**122,777,786**

The composition of each of these reserves is explained below:

Called up share capital - The nominal value of shares originally issued, increased for subsequent share issues either via an Offer for Subscription/Dividend Investment Scheme /Corporate transaction or reduced due to shares bought back by the Company.

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

Share premium reserve - This reserve contains the excess of gross proceeds less issue costs over the nominal value of shares allotted under recent Offers for Subscription and the Company's Dividend Investment Scheme as well as the reserve created upon the issue of shares as part of the acquisition of Mobeus Income & Growth 4 VCT plc.

Revaluation reserve - Increases and decreases in the valuation of investments held at the year-end are accounted for in this reserve, except to the extent that the diminution is deemed permanent. In accordance with stating all investments at fair value through profit and loss (as recorded in Note 9), all such movements through both revaluation and realised capital reserves are shown within the Income Statement for the year.

Special distributable reserve - This reserve is created from cancellations of the balances upon the Share premium reserve, which are transferred to this reserve from time to time. The cost of share buybacks is charged to this reserve. In addition, any realised losses on the sale or impairment of investments (excluding transaction costs), 75% of the Investment Adviser fee expense and 100% of the Investment Adviser performance fee expense, and the related tax effect, are transferred from the realised capital reserve to this reserve. The cost of any IFA facilitation fee payable as part of the Offer for Subscription is also charged to this reserve.

Realised capital reserve - The following are accounted for in this reserve:

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

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

The Notes on pages 54 to 80 form part of these Financial Statements.

Financial Statements

Statement of Cash Flows for the year ended 30 September 2024

	Notes	Year ended 30 September 2024 £	Year ended 30 September 2023 £
Cash flows from operating activities			
Profit for the financial year		995,424	5,485,564
Adjustments for:			
Net investment portfolio gains		(1,712,433)	(5,432,092)
Dividend income		(47,465)	(639,455)
Interest income		(2,669,991)	(2,557,179)
Merger expenses		153,695	-
Increase in debtors		(5,727)	(5,248)
(Decrease)/(increase) in creditors and accruals		(282,141)	78,093
Net cash outflow from operating activities		**(3,568,638)**	**(3,070,317)**
Cash flows from investing activities			
Purchase of investments	9	(8,960,016)	(3,337,995)
Disposal of investments	9	3,876,057	9,127,705
Dividend received		47,465	1,300,224
Interest received		2,742,537	2,460,428
Net cash (outflow)/inflow from investing activities		**(2,293,957)**	**9,550,362**
Cash flows from financing activities			
Shares issued as part of Offer for subscription		-	21,971,000
Issue costs and facilitation fees as part of Offer for subscription		-	(801,925)
Cash received on acquisition of net assets from Mobeus Income & Growth 4 VCT plc		24,690,911	-
Stamp duty on shares issued to acquire the net assets from Mobeus Income & Growth 4 VCT plc		(233,378)	-
Payments to meet merger of Mobeus Income & Growth 4 VCT plc		(341,728)	-
Equity dividends paid	8	(12,684,997)	(9,309,890)
Purchase of own shares	14	(2,871,223)	(3,024,311)
Net cash inflow from financing activities		**8,559,585**	**8,834,874**
Net increase in cash and cash equivalents		**2,696,990**	**15,314,919**
Cash and cash equivalents at start of year		46,941,780	31,626,861
Cash and cash equivalents at end of year		**49,638,770**	**46,941,780**
Cash and cash equivalents comprise:			
Cash at bank and in hand	12	982,921	366,064
Cash equivalents	12	48,655,849	46,575,716

The Notes on pages 54 to 80 form part of these Financial Statements.

Notes to the Financial Statements for the year ended 30 September 2024

1 Company Information

The Income and Growth VCT plc is a public limited company incorporated in England, registration number 4069483. The registered office is 5 New Street Square, London, EC4A 3TW.

2 Basis of preparation

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

These Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 ("FRS102"), with the Companies Act 2006 and the 2014 Statement of Recommended practice, 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' ('the SORP') (updated in July 2022) issued by the Association of Investment Companies ("AIC").

The Company has a number of financial instruments which are disclosed under FRS102 s11/12 as shown in Note 16.

After performing the necessary enquiries, the Directors have undertaken an assessment of the Company's ability to meet its liabilities as they fall due. The Company has significant cash and liquid resources and no external debt or capital commitments. The Company's cash flow forecasts, which consider levels of anticipated new and follow -on investment, as well as investment income and annual running cost projections, are discussed at each quarterly Board meeting and, in particular, have been considered in light of the current economic environment and the impact of the recent merger. Following this assessment, the Directors have a reasonable expectation that the Company will have adequate resources to continue to meet its liabilities for at least 12 months from the date these Financial Statements are approved. The assessment covers the period from January 2025 to January 2026. The Directors therefore consider the preparation of these Financial Statements on a going concern basis to be appropriate.

3 Income

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

Interest income on loan stock is accrued on a daily basis. Provision is made against this income where recovery is doubtful or where it will not be received in the foreseeable future. Where the loan stocks only require interest or a redemption premium to be paid on redemption, the interest and redemption premium is recognised as income or capital as appropriate once redemption is reasonably certain. When a redemption premium is designed to protect the value of the instrument holder's investment rather than reflect a commercial rate of revenue return the redemption premium is recognised as capital. The treatment of redemption premiums is analysed to consider if they are revenue or capital in nature on a company by company basis. Accordingly, the redemption premium recognised in the year ended 30 September 2024 has been classified as capital and has been included within realised gains on investments.

Notes to the Financial Statements for the year ended 30 September 2024

3 Income (continued)

	2024 £	2023 £
Income from bank deposits	**208,775**	**142,671**
Income from investments		
– from equities	47,465	639,455
– from OEIC funds	1,828,492	1,830,390
– from loan stock	632,724	584,118
	2,508,681	3,053,963
Total income	**2,717,456**	**3,196,634**
Total income comprises		
Revenue dividends received	1,875,957	2,469,845
Interest	841,499	726,789
Total Income	**2,717,456**	**3,196,634**

Total loan stock interest due but not recognised in the year was £471,342 (2023: £496,833) due to uncertainty over its recoverability. The decrease is due to three companies resuming interest payments again, partially offset by the roll up of the interest within the valuation of two investee companies.

4 Investment Adviser's fees and performance fees

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

100% of any performance incentive fee payable for the year is charged against the capital column of the Income Statement, as it is based upon the achievement of capital growth.

a) Investment Adviser's fees

	Revenue 2024 £	Capital 2024 £	Total 2024 £	Revenue 2023 £	Capital 2023 £	Total 2023 £
Gresham House Asset Management Limited	694,934	2,084,801	2,779,735	633,681	1,901,042	2,534,723

Under the terms of a revised Investment Management Agreement dated 18 June 2024 (effective from the date of the acquisition of Mobeus Income & Growth 4 VCT plc on 26 July 2024), Gresham House Asset Management Limited provides investment advisory, administrative and company secretarial services to the Company, for a fee of 2% per annum of closing net assets, paid in advance, calculated on a quarterly basis by reference to the net assets at the end of the preceding quarter (prior to 26 July 2024: 2.4%), plus a fixed fee of £215,080 per annum (prior to 26 July 2024: minimum and maximum limits of £150,000 and £170,000 per annum respectively) and subject to annual increases in RPI (RPI increases are currently being waived until otherwise agreed by the Board), the latter inclusive of VAT.

The Investment Adviser's fee includes provision for a cap on expenses excluding exceptional items, performance incentive fees and trail commission set at 3.0% of closing net assets at the year-end. In accordance with the Investment Management Agreement, any excess expenses are borne by the Investment Adviser. The excess expenses during the year amounted to £nil (2023: £nil).

In line with common practice, Gresham House retains the right to charge arrangement and syndication fees and directors' or monitoring fees to companies in which the Company invests. The Investment Adviser received fees totalling £621,464 during the period ended 30 September 2024 (2023: £394,195), being £206,037 (2023: £82,092) for advisory and arrangement fees and £415,427 (2023: £312,103) for acting as Non-Executive Directors on a number of investee company boards. These fees attributable to the Company are proportionate to the investment allocation applicable to the Company which applied at the time of each investment. These figures are not part of these financial statements.

Incentive agreement

Under a Performance Inventive Agreement dated 18 June 2024, a performance incentive fee will be payable by the Company to Gresham House in respect of each Financial Period commencing on or after 1 October 2024 where the Company has achieved an average annual NAV total return per Share over a five year period (Average Total Return) in excess of an average annual hurdle over that five year period (Average Annual Hurdle). If the Average Annual Hurdle is met in respect of a Financial Year, Gresham House would be entitled to an amount equal to 15% of the amount by which the Average Total Return exceeds the Average Annual Hurdle on a Per Share Basis, but subject to the Annual PIF Cap.

For these purposes:

'*Financial Period*' means each financial period of the Company (save that, for the purposes of the Company, a financial period prior to the Financial Period commencing on 1 October 2024 will be assumed to be a 12 month period ended on 30 September in each year reflecting the change to its accounting reference date).

'*Average Total Return*' means the movement in NAV per Share over a period covering the relevant Financial Period and the four preceding Financial Periods (Five Year Period), plus cumulative dividends per Share paid during that Five Year Period, divided by five.

'*Average Annual Hurdle*' means an average annual return across the Five Year Period on the NAV per Share at the beginning of the Five Year Period of the higher of (i) 6% per annum and (ii) the weighted average of the Bank of England base rate plus 2% at the end of each month during the Five Year Period.

Per Share Basis' means the average number of Ordinary Shares in issue during the Five Year Period (mean average of the Financial Year-end positions during the relevant Five Year Period), and, in respect of Financial Periods prior to the Merger having taken place, taking into account the Target VCT's share capital on an equivalent basis and the number of Consideration Shares that would have been in issue based on the Merger Ratio (so as to give an average historic Enlarged VCT position).

'*Annual PIF Cap*' means an amount equal to a cap of 1.25% of the VCT's net assets as at the end of the relevant Financial Period. Any performance incentive fee shall be calculated and paid in cash within 30 business days following the date of publication by the Enlarged Acquirer VCT of its annual report and financial statements for the relevant Financial Period. Any amount in excess of the PIF Cap will not, for the avoidance of doubt, be carried forward to any subsequent calculation period.

The first Financial Period to which the performance incentive fee will apply will be the financial period starting on 1 October 2024. The performance would be measured from 1 October 2020 to 30 September 2025 and, if a payment is due, would be paid following the publication of the Company's annual report and financial statements for the year ending 30 September 2025.

b) Offer for Subscription fees

	2024 £m	2023 £m
Funds raised by the Company	-	21.17
Offer costs payable to Gresham House at 3.00% of funds raised by I&G VCT	**-**	**0.64**

Notes to the Financial Statements for the year ended 30 September 2024

5 Other expenses

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

	2024 £	2023 £
Directors' remuneration (including NIC of £13,386 (2023: £7,449) (Note a)	150,397	128,207
IFA trail commission	(11,203)	120,067
Broker's fees	12,019	12,000
Auditor's fees – Audit of company (excluding VAT)	55,650	50,000
VCT monitoring fees	10,800	10,800
Registrar's fees	71,494	83,554
Custody fees	5,473	13,203
Printing	60,073	46,130
Legal & professional fees	39,021	26,863
Directors' insurance	13,213	14,414
Listing and regulatory fees	89,330	76,724
Sundry	4,768	26,477
Other expenses	**501,035**	**608,439**

Notes:

a) Directors' remuneration is a related party transaction, see analysis of Directors' fees payable and their interests in the shares of the Company in the Directors' Remuneration Report on pages 45 to 47, which excludes NIC included above. The key management personnel are the four Non-Executive Directors. The Company has no employees. £nil is outstanding and due to the Directors at 30 September 2024 (2023: £nil).

6 Taxation on ordinary activities

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

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

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

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

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

6 Taxation on ordinary activities (continued)

	2024 Revenue £	2024 Capital £	2024 Total £	2023 Revenue £	2023 Capital £	2023 Total £
a) Analysis of tax charge:						
UK Corporation tax on profits/(losses) for the year	368,505	(368,505)	-	289,930	(289,930)	-
Total current tax charge/(credit)	**368,505**	**(368,505)**	**-**	**289,930**	**(289,930)**	**-**
Corporation tax is based on a rate of 25.0% (2023: 22.0%)						
b) Profit/(loss) on ordinary activities before tax	1,367,792	(372,368)	995,424	1,954,514	3,531,050	5,485,564
Profit/(loss) on ordinary activities multiplied by main company rate of corporation tax in the UK of 25.0% (2023: 22.0%)	341,948	(93,092)	248,856	429,993	776,831	1,206,824
Effect of:						
UK dividends	(11,866)	-	(11,866)	(140,680)	-	(140,680)
Net investment portfolio gains not taxable	-	(428,108)	(428,108)	-	(1,195,060)	(1,195,060)
Unrelieved expenditure	38,424	-	38,424	617	-	617
Losses not utilised	-	152,694	152,694	-	128,299	128,299
Actual current tax charge	**368,506**	**(368,506)**	**-**	**289,930**	**(289,930)**	**-**

Tax relief relating to Investment Adviser fees is allocated between revenue and capital where such relief can be utilised. No asset or liability has been recognised for deferred tax in relation to capital gains or losses on revaluing investments as the Company is exempt from corporation tax in relation to capital gains or losses as a result of qualifying as a Venture Capital Trust.

There is no potential liability to deferred tax (2023: £nil). Unrelieved management fees, which are available to be carried forward and set off against future taxable income, amounted to £9,217,000 (2023: £8,624,000). The deferred tax asset, calculated at a rate of 25%, of £2,304,000 (2023: £2,156,000) is not recognised because the Company may not generate sufficient taxable income in the foreseeable future to utilise these expenses.

As part of the tax changes from April 2023, the corporation tax rate increased by a third from 19% to 25% for the largest businesses from 1 April and full expensing is available for three years. The corporation tax rate increased to 25% in 2024 (2023: marginal tax rate of 22%).

Notes to the Financial Statements for the year ended 30 September 2024

7 Basic and diluted earnings per share

	2024 £	2023 £
Total earnings after taxation:	995,424	5,485,564
Basic and diluted earnings per share (Note a)	**0.57p**	**3.66p**
Revenue earnings from ordinary activities after taxation	999,287	1,664,584
Basic and diluted revenue earnings per share (Note b)	**0.57p**	**1.11p**
Net investment portfolio gains	1,712,433	5,432,092
Capitalised Investment Adviser fees and performance fees less taxation	(1,716,296)	(1,611,112)
Total capital capital (losses)/earnings	(3,863)	3,820,980
Basic and diluted capital earnings per share (Note c)	**0.00p**	**2.55p**
Weighted average number of shares in issue in the year	176,030,526	149,999,941

Notes:

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

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

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

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

8 Dividends paid and payable

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

The Company's status as a VCT means it has to comply with Section 259 of the Income Tax Act 2007, which requires that no more than 15% of the income from shares and securities in a year can be retained from the revenue available for distribution for the year. Accordingly, the Board is required to determine the amount of minimum income dividend.

Amounts recognised as distributions to equity shareholders in the year:

Dividend	Type	For the year ended 30 September	Pence per share	Date Paid	2024 £	2023 £
Interim	Income	2022	0.75p	07 November 2022	-	972,003
Interim	Capital	2022	2.50p	07 November 2022	-	3,240,014
Interim	Special	2022	0.75p	07 November 2022	-	972,003
Interim	Income	2023	1.00p	26 May 2023	-	1,548,551
Interim	Capital	2023	1.00p	26 May 2023	-	1,548,551
Interim	Special	2023	2.00p	26 May 2023	-	3,097,102
Interim	Capital	2023	4.00p	07 November 2023	6,190,703	-
Interim	Special	2023	3.00p	07 November 2023	4,643,027	-
Interim	Income	2024	0.75p	07 June 2024	1,163,900	-
Interim	Special	2024	2.25p	07 June 2024	3,491,697	-
					15,489,327	**11,378,224**

For the year ended 30 September 2024 £15,489,327 (2023: £11,378,224) disclosed above differs to that shown in the Statement of Cash Flows of £12,684,997 (2023: £9,309,890) due to £2,804,330 (2023: £2,068,334) of new shares issued as part of the Company's Dividend Investment Scheme.

Any proposed final dividend is subject to approval by Shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

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

	2024 Revenue £	2024 Capital £	2024 Total £	2023 Revenue £	2023 Capital £	2023 Total £
Proposed distribution to equity holders at the year-end						
Second interim dividend for the year ended 30 September 2024 of 3.00p per ordinary share, of which 3.00p is special	-	7,995,310	7,995,310	-	-	-
Second interim dividend for the year ended 30 September 2023 of 7.00p per ordinary share, of which 7.00p is special	-	-	-	-	10,833,689	10,833,689

Recognised income distributions in the Financial Statements for the year	2024 £	2023 £
Revenue available for distribution by way of dividends for the year	999,287	1,664,584
Interim income dividend for the year - 0.75p (2023: 1.00p)	1,163,900	1,548,551
Total income dividends for the year	1,163,900	1,548,551

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9 Investments at fair value

The most critical estimates, assumptions and judgements relate to the determination of the carrying value of investments at "fair value through profit and loss" (FVTPL). All investments held by the Company are classified as FVTPL and measured in accordance with the International Private Equity and Venture Capital Valuation ("IPEV") guidelines, as updated in December 2022. This classification is followed as the Company's business is to invest in financial assets with a view to profiting from their total return in the form of capital growth and income.

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

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

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

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

- a multiple basis. The enterprise value of the investment may be determined by applying a suitable price-earnings ratio, revenue or gross profit multiple to that company's historic, current or forecast earnings before interest, tax, depreciation and amortisation, or revenue, or gross profit (the ratio used being based on a comparable sector but the resulting value being adjusted to reflect points of difference identified by the Investment Adviser compared to the sector including, inter alia, scale and liquidity); or:
- where a company's underperformance against plan indicates a diminution in the value of the investment, provision against cost is made, as appropriate.

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

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

The methodology applied takes account of the nature, facts and circumstances of the individual investment and uses reasonable data, market input, assumptions and estimates in order to ascertain fair value. Methodologies are applied consistently each year except where a change results in a better estimate of fair value.

Capital gains and losses on investments, whether realised or unrealised, are dealt with in the profit and loss and revaluation reserves and movements in the period are shown in the Income Statement.

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

The key judgements for the Directors are in relation to identifying the most appropriate valuation methodologies for estimating the fair value of unquoted investments. The most relevant methodologies applied are explained above. A further key judgement made related to investments that are permanently impaired. Where the value of an investment has fallen permanently below the price of recent investment, the loss is treated as a permanent impairment and a realised loss, even though the investment is still held. The key estimates involved in determining the fair value of a company can include:

- identifying a relevant basket of market comparables;
- deducing the discount to apply to those market comparables;
- determining maintainable earnings or revenues; or
- identifying surplus cash.

The methods of fair value measurement are classified into hierarchy based on the reliability of the information used to determine the valuation.

- Level 1 – Fair value is measured based on quoted prices in an active market.
- Level 2 – Fair value is measured based on directly observable current market prices or indirectly being derived from market prices.
- Level 3 - Fair value is measured using valuation techniques using inputs that are not based on observable market data.

Movements in investments during the year are summarised as follows:

	Traded on AIM £	Unquoted equity shares £	Unquoted preference shares £	Unquoted Loan Stock £	Total £
Cost at 30 September 2023	1,119,169	38,027,817	2,681,854	10,295,278	52,124,118
Unrealised gains/(losses) at 30 September 2023	5,056,072	25,837,847	493,410	(2,557,775)	28,829,554
Permanent impairment at 30 September 2023	(500,000)	(6,557,049)	(1,955)	(1,172,283)	(8,231,287)
Valuation at 30 September 2023	**5,675,241**	**57,308,615**	**3,173,309**	**6,565,220**	**72,722,385**
Purchases at cost	-	6,472,991	-	2,487,025	8,960,016
Investments acquired as part of acquisition of assets and liabilities of Mobeus Income & Growth 4 VCT plc at fair value (see Note)	1,989,792	43,588,333	3,275,645	7,580,174	56,433,944
Sale proceeds (Note a)	-	(3,876,057)	-	-	(3,876,057)
Reclassification at value (Note b)	-	-	166,200	(166,200)	-
Net realised losses on investments (Note a)	-	(229,794)	-	-	(229,794)
Net unrealised (losses)/gains on investments (Note c)	(767,047)	146,320	717,605	1,845,349	1,942,227
Valuation at 30 September 2024	**6,897,986**	**103,410,408**	**7,332,759**	**18,311,568**	**135,952,721**
Cost at 30 September 2024	3,108,961	84,939,891	6,123,398	20,196,277	114,368,527
Unrealised gains/(losses) at 30 September 2024	4,289,025	24,306,187	1,211,027	(712,426)	29,093,813
Permanent impairment at 30 September 2024 (Note d)	(500,000)	(5,835,670)	(1,666)	(1,172,283)	(7,509,619)
Valuation at 30 September 2024	**6,897,986**	**103,410,408**	**7,332,759**	**18,311,568**	**135,952,721**

Note: The original cost of these assets in the books of Mobeus Income & Growth 4 VCT plc was £38,711,645 being £17,722,299 less than the transfer at fair value shown above.

Net realised losses on investments of £(229,794) together with net unrealised gains on investments of £1,942,227 equal net investment portfolio gains of £1,712,433 as shown in the Income Statement.

A full breakdown of the increases and decreases in unrealised valuations of the portfolio is seen in the Investment Portfolio Summary on pages 54 to 80.

Notes to the Financial Statements for the year ended 30 September 2024

9 Investments at fair value (continued)

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

Company	Type	Investment Cost £	Disposal Proceeds £	Valuation at 30 September 2023 £	Realised loss in year £
Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van)	Partial disposal	414,521	3,875,411	3,875,411	-
Bleach London Holdings Limited	Full disposal	1,332,831	646	164,206	(163,560)
Muller EV Limited (trading as Andersen EV)	Liquidation	950,997	-	-	-
Jablite Holdings Limited (in members' voluntary liquidation)	Liquidation	451,201	-	-	-
Northern Bloc Ice Cream Limited	Permanent impairment	-	-	-	(66,234)
		3,149,550	**3,876,057**	**4,039,617**	**(229,794)**

Note b) The amount of £166,200 transferred to unquoted preference shares represents loan stock converted during the year.

Note c) Within net unrealised gains of £1,942,227 for the year, the significant increases in value compared to last year were as follows: £1,821,389 in Veritek Global Holdings Limited, £1,226,236 in Aquasium Technology Limited, £1,194,630 in Data Discovery Solutions Limited (trading as Active Navigation), £1,154,437 in Preservica Limited, and £948,124 in Caledonian Leisure Limited. These gains were partially offset by unrealised losses in valuation compared to last year, including: £(3,264,428) in My TutorWeb Limited (trading as MyTutor), £(1,053,821) in Bella & Duke Limited, and £(658,070) in Dayrize B.V.

Note d) During the year, permanent impairments of the cost of investments have decreased from £8,231,287 to £7,509,619. The decrease of £721,668 is due to the removal of two companies that were impaired in a previous year and have been liquidated in the year partially offset by the impairment of one company.

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10 Significant interests

At 30 September 2024 the Company held significant investments, amounting to 3% or more of the equity capital of an undertaking, in the following companies:

	Total investment (at cost) £	I&G VCT (% of equity)	% of equity held by all funds managed and advised by Gresham House[1] %
Preservica Limited	19,963,789	31.1%	57.8%
MPB Group Limited	8,837,644	7.3%	13.7%
Data Discovery Solutions Limited (trading as Active Navigation)	8,150,983	23.3%	44.0%
My Tutorweb Limited (trading as MyTutor)	6,125,447	13.3%	24.1%
Vivacity Labs Limited	4,329,117	16.8%	32.5%
Arkk Consulting Limited (trading as Arkk Solutions)	4,277,485	15.9%	30.1%
End Ordinary Group Limited (trading as Buster & Punch)	3,873,271	18.4%	34.6%
Manufacturing Services Investment Limited (trading as Wetsuit Outlet)	3,855,651	15.2%	27.5%
Bella & Duke Limited	3,652,342	10.9%	21.2%
RotaGeek Limited	3,368,396	10.0%	18.9%
CGI Creative Graphics International Limited	2,604,516	14.7%	26.9%
Legatics Holdings Limited	2,500,135	14.9%	28.5%
Veritek Global Holdings Limited	2,072,630	28.2%	50.0%
Rapunzel Newco Limited (trading as Virgin Wines plc)	2,055,080	20.1%	41.6%
Orri Limited	1,983,951	11.1%	38.3%
Caledonian Leisure Limited	1,946,114	15.6%	30.0%
Connect Childcare Limited	1,891,197	5.3%	10.6%
OnSecurity Technology Limited	1,858,441	5.7%	20.0%
Spanish Restaurant Group Limited (trading as Tapas Revolution (in administration)	1,630,233	15.7%	29.0%
IPV Limited	1,419,289	13.9%	26.5%
Proximity Insight Holdings Limited	1,415,000	5.8%	20.4%
Pet's Kitchen Limited (trading as Vets' Klinic)	1,283,326	10.6%	20.0%
Cognassist UK Limited	1,223,012	6.5%	22.2%
Branchspace Limited	1,077,451	7.3%	25.5%
Dayrize B.V.	987,034	9.6%	31.3%
Mable Therapy Limited	948,538	10.7%	34.3%
Azarc.io	816,340	6.5%	23.1%
BookingTek Limited	779,155	8.1%	14.9%
Northern Bloc Ice Cream Limited	662,340	5.2%	12.9%
Kudos Innovations Limited	472,500	5.8%	10.9%
Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van)	401,864	16.3%	29.7%
SEC Group Holdings Ltd (formerly RDL Corporation Limited)	252,194	11.0%	22.5%
Aquasium Technology Limited	166,667	16.7%	16.7%

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

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

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Notes to the Financial Statements for the year ended 30 September 2024

11 Debtors

	2024 £	2023 £
Amounts due within one year:		
Accrued income	340,072	284,637
Prepayments	25,525	25,785
	365,597	**310,422**

12 Current asset investments and Cash at bank

Cash equivalents, for the purposes of the Statement of Cash Flows, comprise bank deposits repayable on up to three months' notice and funds held in OEIC money-market funds. Current asset investments are the same but also include bank deposits that mature after three months. The OEIC money-market funds are measured at amortised costs. Please see the Credit risk section of Note 16 on page 73 for a breakdown of Cash and Cash equivalents, along with the credit ratings of the liquidity investments. Current asset investments are disposable without curtailing or disrupting the business and are readily convertible into known amounts of cash at their carrying values at immediate or up to one year's notice. Cash, for the purposes of the Statement of Cash Flows is cash held with banks in accounts subject to immediate access. Cash at bank in the Balance Sheet is the same.

	2024 £	2023 £
OEIC Money-market funds	48,655,849	46,575,716
Cash equivalents per Statement of Cash Flows	48,655,849	46,575,716
Bank deposits that mature after three months but are not immediately repayable	3,151,769	3,151,769
Current asset investments	**51,807,618**	**49,727,485**
Cash at bank	**982,921**	**366,064**

13 Creditors: amounts falling due within one year

	2024 £	2023 £
Trade creditors	35,700	62,631
Accruals	377,490	285,939
	413,190	**348,570**

14 Called up share capital

	2024 £	2023 £
Allotted, called-up and fully paid:		
Ordinary Shares of 1p each: 266,136,776 (2023: 154,766,933)	2,661,367	1,547,669
Total	**2,661,367**	**1,547,669**

The Company issued 111,563,043 Ordinary shares to former shareholders in Mobeus Income & Growth 4 VCT plc, as more fully explained in Note 18.

During the year, the Company purchased 4,163,732 (2023: 3,975,746) of its own ordinary shares for cash (representing 2.7% (2023: 3.1%) of the ordinary shares in issue at the start of the year) at the prevailing market price for a total cost of £2,871,223 (2023: £2,982,413). The shares bought back were subsequently cancelled.

Under the terms of the Dividend Investment Scheme, a total of 3,970,532 (2023: 2,674,764) ordinary shares were allotted during the year for a total consideration of £2,804,328 (2023: £2,068,334).

15 Basic and diluted net asset value per share

	2024	2023
Net assets	188,695,667	122,777,786
Number of shares in issue	266,136,776	154,766,933
Basic and diluted net asset value per share	**70.90p**	**79.33p**

16 Financial instruments

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

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

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

The accounting policy for determining the fair value of investments is set out in Note 9 to the Financial Statements. The composition of investments held is shown below and in Note 9.

Loans and receivables and other financial liabilities are stated at amortised cost which the Directors consider is equivalent to fair value.

Notes to the Financial Statements for the year ended 30 September 2024

16 Financial instruments (continued)

Classification of financial instruments

The Company held the following categories of financial instruments at 30 September 2024:

	2024 (Fair value) £	2023 (Fair value) £
Assets at fair value through profit and loss:		
Investment portfolio	135,952,721	72,722,385
Loans and receivables held at amortised cost		
Accrued income	340,072	284,637
Current asset investments	51,807,618	49,727,485
Cash at bank	982,921	366,064
Financial liabilities		
Liabilities held at amortised cost		
Other creditors	(413,190)	(348,570)
Total for financial instruments	188,670,142	122,752,001
Non financial instruments	25,525	25,785
Net assets	**188,695,667**	**122,777,786**

The investment portfolio principally consists of unquoted investments - 94.9%; (2023: 92.2%) and AIM quoted stocks - 5.1%; (2023: 7.8%). The investment portfolio has a 100% (2023:100%) concentration of risk towards small UK based, sterling denominated companies, and represents 72.0% (2023: 59.2%) of net assets at the year-end.

Current asset investments are money market funds and bank deposits which, along with Cash at bank are discussed under credit risk below, represent 28.0% (2023: 40.8%) of net assets at the year-end.

Investment risk

The Company's investment portfolio is made up of predominantly UK companies which are not quoted on any recognised stock exchange, although 5.1% of the portfolio value at the year-end is held in AIM assets. The companies held in the portfolio are usually smaller than those which are quoted on a stock exchange. They are therefore usually regarded as carrying more risk compared to larger companies, as they are more sensitive to changes in key financial indicators, such as a reduction in its turnover or an increase in costs. The Board is of the view that the Investment Adviser mitigates this risk as the investment in an investee company is held as part of a portfolio of such companies so that the performance of one company does not significantly affect the value of the portfolio as a whole. The Investment Adviser also usually only recommends companies for investment that have a proven business model, a sound financial record and a strong management team. The Investment Adviser also usually takes a seat on the Board of each investee company such that it is able to monitor its progress on a regular basis and contribute to the strategic direction of the company.

There is a degree of concentration within the portfolio of assets such that over 50% of the portfolio value is represented by five assets. The Investment Adviser continually monitors these investments which are under the responsibility of Gresham House's most experienced portfolio directors. Also, the valuation of these assets have been periodically validated by external valuation firms which have provided the Board comfort that its valuation methodology is appropriate.

Liquidity risk

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

To counter these risks to the Company's liquidity, the Investment Adviser maintains sufficient cash and money market funds to meet running costs and other commitments. The Company invests its surplus funds in high quality money market funds/bank deposits of £52,790,539 (2023: £50,093,549) which are all accessible at varying points over the next 12 months. The Board also receives regular cash flow projections in order to manage this liquidity risk.

The table below shows a maturity analysis of financial liabilities:

Financial liabilities	<3 months £	3-6 months £	6-12 months £	over 12 months £	2024 Total £
Other creditors	221,493	191,697	-	-	**413,190**

Financial liabilities	<3 months £	3-6 months £	6-12 months £	over 12 months £	2023 Total £
Other creditors	171,650	176,920	-	-	**348,570**

The Company does not have any derivative financial liabilities.

Credit risk

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

The Company's maximum exposure to credit risk is:

	2024 £	2023 £
Current asset investments	51,807,618	49,727,485
Loan stock investments	18,311,568	6,565,220
Cash at bank	982,921	366,064
Accrued income and other debtors	340,072	284,637
	71,442,179	**56,943,406**

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

16 Financial instruments (continued)

Repayable within	2024 £	2023 £
0 to 1 year	2,421,914	144,650
1 to 2 years	4,808,386	2,506,459
2 to 3 years	3,355,379	1,757,971
3 to 4 years	1,456,127	1,989,940
4 to 5 years	6,269,762	166,200
Total	**18,311,568**	**6,565,220**

Included within loan stock investments above are loans at a carrying value of £4,272,268 (2023: £2,271,931) which are past their repayment date but have been re-negotiated. Loans which are past their repayment date but which have not been renegotiated have a carrying value of £3,430,023 (2023: £1,328,902). These loan stock investments are made as part of the qualifying investments within the investment portfolio, and the risk management processes applied to the loan stock investments have already been set out under market price risk below.

An aged analysis of the loan stock investments included above, which are past due but not individually impaired, is set out below. The loans set out below are not individually impaired at the year end, as it is reasonable to assume that the company will recover their value in full, given that the loans are high in the distribution ranking in the event of a sale or liquidation. For this purpose, these loans are considered to be past due when any payment due date under the loan's contractual terms (such as payment of interest) is received late or missed. The loans in the table below are all considered to be past due either because interest on the loan is outstanding or the loan has passed its contracted redemption date. We are required to report in this format and include the full value of the loan even though, in some cases, it is only in respect of interest that they are in default.

	0-6 months £	6-12 months £	over 12 months £	2024 Total £
Loans to investee companies past due	-	-	2,848,784	**2,848,784**

	0-6 months £	6-12 months £	over 12 months £	2023 Total £
Loans to investee companies past due	-	-	1,934,351	**1,934,351**

Credit risk also arises from cash and cash equivalents, deposits with banks and amounts held in liquidity funds. There is a risk of liquidity fund defaults such that there could be defaults within their underlying portfolios that could affect the values at which the Company could sell its holdings. As there are five OEIC money market funds holding £48,655,849 (2023: £46,575,716) which are all triple A rated funds, and along with bank deposits of £4,134,690 (2023: £3,517,833) at three well-known financial institutions with a minimum credit rating of A2, credit risk is considered to be relatively low in current circumstances. The Board manages credit risk in respect of these money market funds and cash by ensuring a spread of such investments such that none should exceed 15% of the company's total investment assets. The Company's current account totalling £312,525 (2023: £366,064) included within the balance above is held with Natwest Bank plc, so the risk of default is low.

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

Market price risk

Market price risk arises from uncertainty about the future valuations of financial instruments held in accordance with the Company's investment objectives. These future valuations are determined by many factors but include the operational and financial performance of the underlying investee companies, as well as market perceptions of the future performance of the UK economy and its impact upon the economic environment in which these companies operate. This risk represents the potential loss that the Company might suffer through holding its investment portfolio in the face of market movements, which was a maximum of £135,952,721 (2023: £72,722,385), the fair value of the investment portfolio at the year-end.

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

The Board's strategy in managing the market price risk inherent in the Company's portfolio of equities and loan stock investments is determined by the requirement to meet the Company's Objective, as set out on page 7. As part of the investment management process, the Board seeks to maintain an appropriate spread of market risk, and also has full and timely access to relevant information from the Investment Adviser. No single investment is permitted to exceed 15% of total investment assets at the point of investment. The Investment Committee meets regularly and reviews the investment performance, financial results and prevailing market conditions, as well as compliance with the Company's objectives. The Company does not use derivative instruments to hedge against market risk.

Market price risk sensitivity

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

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

The Board considers that the value of investments in equity and loan stock instruments are ultimately sensitive to changes in their trading performance (discussed under investment risk above) and to changes in quoted share prices, insofar as such changes eventually affect the enterprise value of unquoted companies. The table below shows the impact on profit and net assets if there were to be a 20% (2023: 20%) movement in overall share prices, and has used a 20% change in the quoted market comparator multiple as a proxy for this.

The sensitivity analysis below assumes the actual portfolio of investments held by the Company is perfectly correlated to this overall movement in share prices. However, Shareholders should note that this level of correlation is unlikely to be the case in reality, particularly in the case of small, unquoted companies which may have other factors which may influence the extent of the valuation change, e.g. a strong niche brand may limit the valuation fall compared to comparators, or may be more affected by external market factors than larger companies. The exit environment for portfolio companies is, in the Board's view likely to be subdued in future, however the Board and Investment Adviser remain open to any potential offers for portfolio companies should the circumstances be beneficial for Shareholders.

For each of the companies in the investment portfolio that are valued on a multiple basis, the calculation below has applied plus and minus 20% to the multiple (such as earnings or revenue) derived from quoted market comparators that are used to value the companies. The companies valued on a bid price or multiple basis represent £128.03 million (2023: £67.73 million) of the total investment portfolio of £135.95 million (2023: £72.72 million). The remainder of the portfolio is valued at either price of recent investment or net asset value, as shown below.

The impact of a change of 20% (2023: 20%) has been selected as this is considered reasonable given the level of volatility observed both on a historical basis and market expectations for future movement.

Valuation Technique	Base Case*	Change in input	Change in fair value of investments (£'000)	Change in NAV (pence per share)
Revenue Multiple	3.08	+20%	15,458	5.81p
		-20%	(15,854)	(5.96p)
EBITDA Multiple	5.78	+20%	2,045	0.77p
		-20%	(2,045)	(0.77p)
Bid price		+20%	1,380	0.52p
		-20%	(1,380)	(0.52p)
Recent Investment Price				

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

Notes to the Financial Statements for the year ended 30 September 2024

16 Financial instruments (continued)

Cash flow interest rate risk

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

Due to the short time to maturity of some of the Company's floating rate investments, it may not be possible to re-invest in assets which provide the same rates as those currently held. The Company's assets include fixed and floating rate interest instruments, as shown below. The rate of interest earned is regularly reviewed by the Board, as part of the risk management processes applied to these instruments, already disclosed under market price risk above.

The interest rate profile of the Company's financial net assets at 30 September 2024 was:

	Financial net assets on which no interest paid £	Fixed rate financial assets £	Variable rate financial assets £	Total £	Weighted average interest rate %	Average period to maturity (years)
Equity shares	110,308,394	-	-	110,308,394		
Preference shares	-	7,332,759	-	7,332,759	5.5%	1.7
Loan stocks	-	14,869,377	3,442,191	18,311,568	6.6%	2.1
Current asset investments	-	-	51,807,618	51,807,618	5.2%	0.0
Cash	-	-	982,921	982,921	0.5%	-
Debtors	340,072	-	-	340,072		
Creditors	(413,190)	-	-	(413,190)		
Total for financial instruments	110,235,276	22,202,136	56,232,730	188,670,142		
Other non financial assets	25,525	-	-	25,525		
Net assets	**110,260,801**	**22,202,136**	**56,232,730**	**188,695,667**		

The interest rate profile of the Company's financial net assets at 30 September 2023 was:

	Financial net assets on which no interest paid £	Fixed rate financial assets £	Variable rate financial assets £	Total £	Weighted average interest rate %	Average period to maturity (years)
Equity shares	62,983,856	-	-	62,983,856		
Preference shares	-	3,173,309	-	3,173,309	4.2%	2.7
Loan stocks	-	6,565,220	-	6,565,220	5.6%	2.9
Current asset investments	-	-	49,727,485	49,727,485	5.2%	-
Cash	-	-	366,064	366,064	1.5%	-
Debtors	284,637	-	-	284,637		
Creditors	(348,570)	-	-	(348,570)		
Total for financial instruments	62,919,923	9,738,529	50,093,549	122,752,001		
Other non financial assets	25,785	-	-	25,785		
Net assets	**62,945,708**	**9,738,529**	**50,093,549**	**122,777,786**		

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

Variable rate cash earns interest based on SONIA rates.

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

Cash flow interest rate sensitivity

Although the Company holds investments in loan stocks that pay interest, the Board does not consider it appropriate to assess the impact of interest rate changes in isolation upon the value of the unquoted investment portfolio, as interest rate changes are only one factor affecting the market price movements that are discussed above under market price risk. However, as the Company has a substantial proportion of its assets in cash and money market funds, the table below shows the sensitivity of income earned to changes in interest rates in these instruments:

	2024 Profit and net assets £	2023 Profit and net assets £
If interest rates increased/(decreased) by 5% (2023: 5%), with all other variables held constant – increase/(decrease)	2,108,727 / (2,108,727)	1,953,648 / (1,953,648)
Increase/(decrease) in earnings, and net asset value, per Ordinary share (in pence)	0.79p / (0.79)p	1.26p / (1.26)p

Currency risk

All assets and liabilities are denominated in sterling and therefore there is no currency risk.

Fair value hierarchy

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

Financial assets at fair value through profit At 30 September 2024	Level 1 £	Level 2 £	Level 3 £	Total £
Equity investments	6,897,986	-	103,410,408	110,308,394
Preference shares	-	-	7,332,759	7,332,759
Loan stock investments	-	-	18,311,568	18,311,568
Total	**6,897,986**	**-**	**129,054,735**	**135,952,721**

Financial assets at fair value through profit At 30 September 2023	Level 1 £	Level 2 £	Level 3 £	Total £
Equity investments	5,675,241	-	57,308,615	62,983,856
Preference shares	-	-	3,173,309	3,173,309
Loan stock investments	-	-	6,565,220	6,565,220
Total	**5,675,241**	**-**	**67,047,144**	**72,722,385**

Financial Statements

Notes to the Financial Statements for the year ended 30 September 2024

16 Financial instruments (continued)

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

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

Level 1 – valued using quoted prices in active markets for identical assets
Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.
Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data.

The valuation techniques used by the company are explained in the accounting policies in Note 9 to these Financial Statements.

A reconciliation of fair value measurements in Level 3 is set out below:

	Equity investments £	Preference shares £	Loan stock investments £	Total £
Opening balance at 1 October 2023	57,308,615	3,173,309	6,565,220	67,047,144
Purchases	6,472,991	-	2,487,025	8,960,016
Investments acquired as part of acquisition of assets and liabilities of MIG 4 VCT plc at fair value (see Note)	43,588,333	3,275,645	7,580,174	54,444,152
Sales	(3,876,057)	-	-	(3,876,057)
Reclassification at value	-	166,200	(166,200)	-
Total (losses)/gains included in Income Statement:				-
- on assets sold	(229,794)	-	-	(229,794)
- on assets held at the year-end	146,320	717,605	1,845,349	2,709,274
Closing balance at 30 September 2024	**103,410,408**	**7,332,759**	**18,311,568**	**129,054,735**

As detailed in the accounting policy for Note 9, where investments are valued on an earnings- multiple basis, the main input used for this basis of valuation is a suitable price-earnings ratio taken from a comparable sector on the quoted market, which is then appropriately adjusted for points of difference. Thus any change in share prices can have a significant effect on the fair value measurements of the Level 3 investments, as they may not be wholly offset by the adjustment for points of difference.

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

	30 September 2024 £	30 September 2023 £
Valuation methodology		
Multiple of revenues	88,608,473	41,966,426
Multiple of gross margin	17,543,335	9,403,839
Multiple of earnings	14,984,728	10,689,033
Asset value supporting security held	3,677,598	-
Cost less impairment	3,376,534	2,250,457
Estimated realisation proceeds	820,498	-
Average share price	43,569	25,302
Recent investment price subsequently calculated as appropriate	-	2,712,087
Total	**129,054,735**	**67,047,144**

The unquoted equity investments had the following movements between valuation methodologies between 30 September 2023 and 30 September 2024:

Change in valuation methodology (2023 to 2024)	Carrying value as at 30 September 2024 £	Explanatory note
Recent investment price to cost less impairment basis	1,860,855	Cost less impairment is a more appropriate basis for determining fair value.
Multiple basis to cost less impairment basis	1,059,932	Cost less impairment is a more appropriate basis for determining fair value.
Recent investment price to multiple basis	948,538	Sufficient time has elapsed since investment to move to a more appropriate basis for determining value.

The valuation will be the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the December 2022 IPEV guidelines. The Directors believe that, within these parameters, these are the most appropriate methods of valuation which would be reasonable as at 30 September 2024.

17 Management of capital

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

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

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

18 Acquisition of assets and liabilities of Mobeus Income & Growth 4 VCT plc

On 26 July 2024, the assets and liabilities of Mobeus Income & Growth 4 VCT plc were transferred to the Company in exchange for the issue of a further 111,563,043 Ordinary Shares in the Company, at a total value of £80,712,057. Subsequently and on the same day, Mobeus Income & Growth 4 VCT plc was placed into members' voluntary liquidation pursuant to a scheme of reconstruction under section 110 of the Insolvency Act 1986.

The net asset values per share of each fund used for the purposes of conversion at the calculation date of 25 July 2024, and the resultant conversion ratios into Ordinary Shares were:

	NAV per share (pence)	Conversion ratio applied to Mobeus Income & Growth 4 VCT plc Ordinary Shares to obtain new number of Mobeus Income & Growth VCT plc Ordinary Shares
The Income & Growth VCT plc	72.34659061	1.0
Mobeus Income & Growth 4 VCT plc	73.21094543	1.01194741

Share certificates reflecting the new shareholdings totalling 111,563,043 Ordinary Shares in The Income & Growth VCT plc were sent to Shareholders on 9 August 2024.

Based upon estimated total merger costs of £614,229 to merge the Company with Mobeus Income & Growth 4 VCT plc, the Company's share of these costs is £387,073. This includes £233,378 of stamp duty, charged to the share premium account, as shown in The Statement of Changes in Equity. £153,695 is disclosed as merger costs in the Income Statement and a balance of £32,877 relates to further merger expenses not yet invoiced.

Notes to the Financial Statements for the year ended 30 September 2024

19 Related parties

During the year, Gresham House Asset Management Ltd received fees totalling £621,464 (2023: £394,195) during the year ended 30 September 2024, being £206,037 (2023: £82,092) for arrangement fees, and £415,427 (2023: £312,103) of directors' fees for services provided to companies in the investment portfolio.

20 Segmental analysis

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

21 Post balance sheet events

On 1 October 2024, the Company allotted 39,623,337 Ordinary Shares at prices of between 71.13 and 75.48 pence per share raising net funds of £27.5m under the Offer for Subscription launched on 2 September 2024.

On 2 October 2024, further proceeds of £0.82 million were received in respect of the sale of Master Removers Group 2019 Limited (trading as Anthony Ward Thomas, Bishopsgate and Aussie Man & Van) as part of the terms of the transaction in February 2024.

On 25 October 2024, a new investment of £0.54 million was made into Mobility Mojo Limited.

On 28 October 2024, the Company allotted 22,939,334 Ordinary Shares at prices of between 71.13 and 74.57 pence per share raising net funds of £15.9m under the Offer for Subscription launched on 2 September 2024.

On 14 November 2024, a new investment of £1.25 million was made into Gentianes Solutions Ltd (trading as Much Better Adventures).

On 18 November 2024, a follow-on loan investment of £0.31 million was made into Branchspace Limited.

On 18 December 2024, a follow-on loan investment of £0.54 million was made into Preservica Limited.

On 20 December 2024, a follow-on investment of £0.12 million was made into Focal Point Positioning Limited.

Information for Shareholders

Shareholder Information

Communication with Shareholders

We aim to communicate regularly with our Shareholders. The annual general meetings provide a useful platform for the Board to meet Shareholders and exchange views and we are pleased to invite Shareholders to attend the Annual General Meeting of the Company on 5 March 2025. Your Board welcomes your attendance at the Annual General Meeting to give you the opportunity to meet the Directors and representatives of the Investment Adviser. We will also offer a facility whereby you can view the AGM, the Investment Adviser's presentation and submit questions remotely via a live stream. The Company releases Interim Management Statements in respect of those quarters where it does not publish half or full year accounts via the London Stock Exchange RNS service. The Investment Adviser held its last annual Shareholder event virtually in March 2024 and plans to hold another such event later in 2025. Further details will be available on the Company's website prior to the meeting: www.incomeandgrowthvct.co.uk.

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

Financial calendar

5 March 2025	Annual General Meeting
June 2025	Announcement of Half-Year Results and circulation of Half-Year Report for the six months ended 31 March 2025 to Shareholders
September 2025	Virtual Shareholder Event
30 September 2025	Year-end
January 2026	Annual Report for the year ended 30 September 2025 to be circulated to Shareholders

Annual General Meeting

The Company's next Annual General Meeting will be held on **Wednesday, 5 March 2025 at 2.30 pm** at 1st Floor, 8 Fenchurch Place, London EC3M 4PB and will also be available by webcast for those Shareholders who are unable to attend in person. Details of how to join the meeting by virtual means will be shown on the Company's website. Shareholders joining virtually should note you will not be able to vote at the meeting and therefore you are encouraged to lodge your proxy form, which is included with Shareholders' copies of this Annual Report, or on-line using the Vote Here button on the Company's website: www.incomeandgrowthvct.co.uk. Directions to the AGM venue will also be available on the website.

A copy of the notice of the meeting is included on pages 87 to 89. Shareholders may send any questions on the resolutions proposed to the following email address: AGM@greshamhouse.com. A response will be provided prior to the deadline for lodging your proxy vote. Questions for the Annual General Meeting can also be submitted using the same email address or there will be a facility to type in a question at the meeting itself if you are not attending in person.

Dividend

Shareholders who wish to have dividends paid directly into their bank account rather than sent by cheque to their registered address can complete a mandate for this purpose. Mandates can be obtained by contacting the Company's Registrars, City Partnership (UK) Ltd at the address given on page 90.

Shareholders are encouraged to ensure that the Registrar maintains up-to-date details for yourselves and to check whether you have received all dividends payable to you. This is particularly important if you have recently moved house or changed bank details. We are aware that a number of dividends remain unclaimed by Shareholders and whilst we will endeavour to contact Shareholders if this is the case we cannot guarantee that we will be able to do so if the Registrar do not have an up-to-date postal or email address for you.

Dividend Investment Scheme

Those Shareholders who wish to participate, or to amend their existing participation, in the DIS can do so by visiting www.incomeandgrowthvct.co.uk and click the Dividends tab or by contacting the Registrar directly using the details on page 90. Please note that Shareholders' elections to participate or amendments to participation in the Scheme require 15 days to become effective.

Selling your shares

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

The Company is unable to buy back shares direct from Shareholders, so you will need to use a stockbroker to sell your shares. If you do not have a broker already, the following links may be useful to help you identify a suitable broker: Find a Broker | London or Unbiased. You can check that they are FCA registered on the FCA website at: fca.org.uk.

Shareholder Information

If you are considering selling your shares or trading in the secondary market, please contact the Company's Corporate Broker, Panmure Liberum Limited ("Panmure"). Panmure is able to provide details of close periods (when the Company is prohibited from buying in shares) and details of the price at which the Company has bought in shares.

Panmure can be contacted as follows:

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

Further details can be found on the Company's website: How to sell Baronsmead and Mobeus VCT shares - Gresham House.

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

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

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

Managing your shareholding online

The Company changed its Registrar to City Partnership (UK) Ltd on 4 December 2023.

For details on your individual shareholding and to manage your account online, Shareholders may log into or register with the City Shareholder Portal at: https://gresham-house- vcts.cityhub.uk.com/login. You can use the portal to change your address details, check your holding balance and transactions, view the dividends you have received, add and amend your bank details. Details of how to access the Hub can also be found on the Company's website: www.incomeandgrowthvct.co.uk.

Fraud Warning

Boiler Room fraud and unsolicited communications to Shareholders.

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

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

We strongly recommend that you seek financial advice before taking any action if you remain in any doubt. You can also contact the Investment Adviser on 020 7382 0999, or email or email info@greshamhouse.com to check whether any claims made by a caller are genuine.

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

Shareholder enquiries:

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

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

Full contact details for each of Gresham House Asset Management and City Partnership are included under Corporate Information on page 90 of this Annual Report.

Timeline of the Company

October 2000	The Company is launched as TriVest VCT plc advised by three managers, Foresight Group, GLE Development Capital and LICA Development Capital.
April 2001	The Company's first fundraising of its "O Share Fund" is completed.
October 2007	The Company changes its name to The Income & Growth VCT plc.
December 2007	The 'S' Share Fund is launched.
March 2009	The Company becomes a VCT solely advised by Matrix Private Equity Partners. The Company changes its Investment Policy to focus on more mature businesses.
March 2010	The 'O' Share Fund (launched in 2000) merges with the 'S' Share Fund (launched in 2007) to create the current class of shares.
November 2011	The Company sells its stake in App-DNA for 32 times cost and pays a special interim capital dividend of 20p per share in the following January.
June 2012	Matrix Private Equity Partners LLP becomes a fully independent firm owned by its partners and renames itself Mobeus Equity Partners LLP.
2010-2014	The Company participates in four linked fundraisings with other Mobeus advised VCTs.
March 2015	The Company closes a successful fundraising with the other Mobeus advised VCTs in which £10 million was raised for the Company.
March 2018	The Company closes a successful fundraising with the other Mobeus advised VCTs in which £25 million was raised for the Company.
October 2019	The Company launches a joint fundraising with the other Mobeus advised VCTs in which it sought to raise up to £10 million, including an optional over-allotment facility.
January 2020	The Company closes a successful fundraising with the other Mobeus advised VCTs for which £10 million was raised for the Company.
September 2021	The Company becomes advised by Gresham House Asset Management Limited.
March 2022	The Company closes a successful fundraising with the other Mobeus advised VCTs for which £10 million was raised for the Company.
December 2022	The Company reaches its capacity for its fundraising with the other Mobeus advised VCTs for which £22 million (including over-allotment) was raised for the Company.
July 2024	The Company merged with Mobeus Income & Growth 4 VCT plc following shareholder approval.
September 2024	The Company launched a joint fundraising with Mobeus Income & Growth VCT plc in which it sought to raise £35 million, with an optional over-allotment facility of a further £10 million.
October 2024	The Company closed a successful fundraising with Mobeus Income & Growth VCT plc for which £45 million, including the over-allotment facility, was raised for the Company.

Performance Data at 30 September 2024

(unaudited)

Share price at 30 September 2024 69.00p[1]

NAV per share as at 30 September 2024 70.90p

Performance data for all fundraising rounds

The following tables shows, for investors in the first allotment of each fundraising in The Income & Growth VCT plc, and former Mobeus Income & Growth 4 VCT plc, how their investments have performed since they were originally allotted shares in each fundraising.

Shareholders from the original fundraising in 2000/01 should note that the funds were managed by three investment advisers, up until 10 March 2009. At that date, Mobeus became the sole adviser, to this and all subsequent fundraisings.

On 26 July 2024, The Income & Growth VCT plc ("I&G VCT") acquired the assets and liabilities of Mobeus Income & Growth 4. Former MIG 4 VCT shareholders received 1.0119 shares in I&G VCT for every former MIG 4 VCT share they held.

Total return data, which includes cumulative dividends paid to date, is shown on both a share price and a NAV basis as at 30 September 2024. The NAV basis enables shareholders to evaluate more clearly the performance of the Investment Adviser, as it reflects the underlying value of the portfolio at the reporting date. This is the most widely used measure of performance in the VCT sector.

Allotment date(s)	Allotment price (p)	Net allotment price[2] (p)	Cumulative dividends paid per share[3] (p)	Total return per share to Shareholders since allotment (Share price basis) (p)	(NAV basis) (p)
Funds raised - O Fund (launched 18 October 2000)[4]	100.00	60.62	145.22	197.51	198.95
Funds raised 2007/8 - S Share fund (launched 14 December 2007)	100.00	70.00	162.50	231.50	233.40
Funds raised 2010/11 (launched 12 November 2010)	104.80	73.36	162.00	231.00	232.90
Funds raised 2012 (launched 20 January 2012)	106.40	74.48	134.00	203.00	204.90
Funds raised 2013 (launched 29 November 2012)	116.00	81.20	134.00	203.00	204.90
Funds raised 2014 (launched 28 November 2013)	117.82[5]	82.47	122.00	191.00	192.90
Funds raised 2015 (launched 10 December 2014)	108.33[5]	75.83	104.00	173.00	174.90
Funds raised 2017/18 (launched 06 September 2017)	82.49[5]	57.74	60.00	129.00	130.90
Funds raised 2019/20 (launched 25 October 2019)	77.28[5]	54.10	45.00	114.00	115.90
Funds raised 2021/22 (launched 20 January 2022)	98.12[5]	68.68	22.00	91.00	92.90
Funds raised 2022/23 (launched 5 October 2022)	82.73[5]	57.91	14.00	83.00	84.90

[1] Source: Panmure Gordon & Co (mid-price basis), when the most recent NAV was 72.35 pence.

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

[3] For each fundraising, the allotment price, net allotment price, cumulative dividends paid, share price and NAV Total Return figures are based upon the first allotment in each fundraising.

[4] Shareholders who invested in 2000/01 received 0.7578 shares in the current share class for each share previously held on 29 March 2010, when the Company's two share classes merged. The net allotment price, NAV, cumulative dividend, total return, share price and percentage return data per share have been adjusted to reflect this conversion ratio.

[5] Average effective offer price. Shares were allotted pursuant to the 2014, 2015, 2017/18, 2019/20, 2021/22, and 2022/23 offers at individual prices for each investor in accordance with its pricing formula set out in each offer's respective securities note.

Former Mobeus Income & Growth 4 VCT plc

Share price at 30 September 2024 69.82p[1]

NAV per share as at 30 September 2024 71.75p

Shareholders in the former MIG 4 VCT received approximately 1.0119 shares in I&G VCT for each MIG 4 VCT share that they held on 26 July 2024, when the two Companies merged. Both the share price and the NAV per share shown above have been adjusted by using this figure.

Allotment date(s)	Allotment price (p)	Net allotment price[2] (p)	Cumulative dividends paid per share[3] (p)	Total return per share to Shareholders since allotment (Share price basis) (p)	(NAV basis) (p)
Funds raised 1999[4]	200.00	160.00	166.20	236.02	237.95
Funds raised 2006/07 (launched 2 November 2006)	118.58	83.01	155.50	225.32	227.25
Funds raised 2010 Top Up Offer	112.40	78.68	150.50	220.32	222.25
Funds raised 2011 (launched 12 November 2010)	121.80	85.26	147.50	217.32	219.25
Funds raised 2012 (launched 20 January 2012)	123.50	86.45	144.50	214.32	216.25
Funds raised 2013 (launched 29 November 2012)	120.10	84.07	139.50	209.32	211.25
Funds raised 2014 (launched 28 November 2013)	120.36[5]	84.25	132.00	201.82	203.75
Funds raised 2015 (launched 10 December 2014)	115.40[5]	80.78	114.00	183.82	185.75
Funds raised 2017/18 (launched 06 September 2017)	89.53[5]	62.67	68.00	137.82	139.75
Funds raised 2019/20 (launched 25 October 2019)	71.27[5]	49.89	38.00	107.82	109.75
Funds raised 2021/22 (launched 20 January 2022)	101.89[5]	71.32	23.00	92.82	94.75
Funds raised 2022/23 (launched 5 October 2022)	83.49[5]	58.44	13.00	82.82	84.75

[1] Source: Panmure Gordon & Co (mid-price basis) , as adjusted for merger ratio.

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

[3] Dividends received since the merger date on 26 July 2024 have been converted using the merger ratio.

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

[5] Average effective offer price. Shares were allotted pursuant to the 2014, 2015, 2017/18, 2019/20, 2021/22 and 2022/23 Offers at individual prices for each investor in accordance with the allotment formula set out in each respective Securities Note.

Information for Shareholders

Glossary of terms

Alternative performance measure ("APM")

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

Cumulative dividends paid (APM)

The total amount of dividend distributions by the Company over the time period specified. A list of all dividends paid since launch of the Company is shown on the Company's website www.incomeandgrowthvct.co.uk. Dividends paid in the year and dividends paid in respect of the year are shown in Note 8.

Cumulative total return (APM)

Cumulative total return per share comprises the NAV per share (NAV basis) or the mid-market price per share (Share price basis), plus cumulative dividends paid since the launch of the current share class in 2008.

Internal Rate of Return ("IRR")

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

Net asset value or NAV

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

Net asset value per share or NAV per share

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

NAV Total Return (APM)

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

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

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

To aid comparison with the wider Investment Trust market, the Annual Report also contains a Total Return performance measure which assumes dividends are reinvested. This assumes that dividends paid are reinvested at the date of payment at a price equivalent to the latest announced NAV at the ex-div date. Where this is referred to it will be specified in the Notes.

Ongoing charges ratio (APM)

This figure, calculated using the AIC recommended methodology, shows Shareholders the annual percentage reduction in shareholder returns as a result of recurring operational expenses, assuming markets remain static and the portfolio is not traded. Although the Ongoing Charges figure primarily is based upon historic information, it provides Shareholders with an indication of the likely level of costs that will be incurred in managing the Fund in the future. This is calculated by dividing the Investment Adviser's fees (calculated as 2% of closing net assets) and other expenses (comprising revised annual post merger figures) (on page 62), the latter being reduced by IFA Trail commission fees and one-off fees, by the closing net assets of £188,695,667 (as this more accurately reflects likely the level of net assets in future).

Realised gains/(losses) in the year

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

Share Price Total Return (APM)

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

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Income & Growth VCT plc ("the Company") will be held at 1st Floor, 8 Fenchurch Place, London EC3M 4PB at **2.30 pm on Wednesday, 5 March 2025** for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions. An explanation of the main business to be proposed is included in the Directors' Report on pages 36 to 39 of this document:

1 To receive and adopt the Annual Report and Financial Statements of the Company for the year ended 30 September 2024 ("Annual Report"), together with the auditor's report thereon.

2 To approve the Directors' Annual Remuneration Report as set out in the Annual Report.

3 To re-elect Maurice Helfgott as a director of the Company.

4 To re-elect Justin Ward as a director of the Company.

5 To re-elect Nemone Wynn-Evans as a director of the Company.

6 To elect Graham Paterson as a director of the Company.

7 To appoint Johnston Carmichael LLP of Bishop's Court, 29 Albyn Place, Aberdeen AB10 1YL as auditor of the Company until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to determine the remuneration of the auditor.

8 That, in substitution for any existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot ordinary shares of 1 penny each in the capital of the Company ("Shares") and to grant rights to subscribe for, or convert, any security into Shares ("Rights") up to an aggregate nominal value of £1,102,281, provided that the authority conferred by this resolution shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2026 but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors of the Company shall be entitled to allot Shares or grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.

9 That, subject to the passing of resolution 8 set out in this notice and in substitution for any existing authorities, the directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority conferred upon them by resolution 8 set out in this notice, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities:

(i) with an aggregate nominal value of up to £330,684 (representing approximately 10% of the existing issued share capital) in connection with offer(s) for subscription;

(ii) with an aggregate nominal value of up to, but not exceeding, 10% of the issued share capital of the Company from time to time pursuant to any dividend investment scheme operated by the Company, at a subscription price per Share which may be less than the net asset value per Share, as may be prescribed by the scheme terms; and

(iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, with an aggregate nominal value of up to, but not exceeding, 10% of the issued share capital of the Company from time to time,

in each case where the proceeds of the allotment may be used, in whole or in part, to purchase the Company's Shares in the market and provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2026, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

10 That, in substitution for any existing authorities, the Company be and hereby is authorised pursuant to and accordance with section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Shares provided that:

(i) the aggregate number of Shares which may be purchased shall not exceed 49,569,590 or, if lower, such number of Shares (rounded down to the nearest whole Share) as shall equal 14.99% of the Shares in issue at the date of the passing of this resolution;

(ii) the minimum price which may be paid for a Share is 1 penny (the nominal value thereof);

(iii) the maximum price which may be paid for a Share (excluding expenses) shall be the higher of (a) an amount equal to 5% above the average of the middle market quotations for a Share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased and (b) the amount stipulated in Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended);

Notice of the Annual General Meeting

(iv) the authority conferred by this resolution shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2026; and

(v) the Company may make a contract or contracts to purchase its own Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own Shares in pursuance of any such contract.

BY ORDER OF THE BOARD

Registered Office:
5 New Street Square
London EC4A 3TW

Gresham House Asset Management Limited
Secretary

Dated: 13 January 2025

Notes:

The following Notes explain your general rights as a Shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf. A webcast of the Meeting will also be available and details of how to join the webcast will be shown on the Company's website. If possible, Shareholders intending to join the Meeting by means of the webcast (which would be as an attendee only) are requested to join at least ten minutes prior to the commencement of the Meeting at **2.30 pm on Wednesday, 5 March 2025**.

1. A member is entitled to attend, speak and vote at the Meeting in person or to appoint one or more other persons as their proxy to exercise all or any of his rights on his behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the Notes below. Where a member intends to join the Meeting by means of the webcast, they shall be permitted to ask questions at the Meeting but shall not be entitled to vote on resolutions at the Meeting (and are, therefore, encouraged to lodge their proxy vote and appoint the Chairman of the Meeting as their proxy). Note 16 below will apply to those who join the meeting (which would be in attendance only) by means of the webcast.
2. To be entitled to attend the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast) and to be able to lodge your proxy votes, Shareholders must be registered in the Register of Members of the Company at close of trading on 3 March 2025. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend the Meeting and/or virtual meeting and vote by proxy.
3. In order for a proxy appointment to be valid it must be received by City Partnership, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH by **2.30 pm on Monday, 3 March 2025**.
4. A Shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. A form of proxy for use in connection with the Meeting is enclosed with the document of which this Notice forms part. If you do not have a form of proxy and would like a copy, please contact the Company's registrar, City Partnership, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH ("Registrar"), or on +44 (0)1484 240910. Completion and return of a form of proxy form will not legally prevent a Shareholder from attending and voting at the Meeting in person, or from joining the Meeting (which would be as an attendee only) by means of the webcast. The Company requests all Shareholders to vote by proxy on the resolutions set out in this Notice as soon as possible.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fits in relation to any other matter which is put before the Meeting.
8. You can also vote:
   a. by accessing the 'Vote Here' button on the Company's website: www.incomeandgrowthvct.co.uk;
   b. if you need help with voting online, please contact our Registrar, City Partnership, on +44 (0)1484 240910 if calling from the UK, or email City Partnership at: registrars@city.uk.com
   c. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

   We strongly recommend voting electronically via the Company's website: www.incomeandgrowthvct.co.uk using the "Vote Here" button, as your vote will automatically be counted. Given the current situation, with many people working from home and delays in the postal system, there is a risk that your vote may not be counted if you send a paper proxy.
9. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 8RA57) by **2.30 pm on 3 March 2025**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 10 January 2025 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 330,684,390 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 January 2025 are 330,684,390.
15. Under Section 527 of the Companies Act 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Financial Statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual Financial Statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the Shareholders propose to raise at the relevant meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
16. Any Shareholder attending the Meeting has the right to ask questions. Any Shareholder may submit questions in relation to the business to be transacted at the Meeting via email to: AGM@greshamhouse.com by **28 February 2025**. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
17. Copies of the directors' letters of appointment will be available for inspection at the registered offices of the Company Secretary at 80 Cheapside during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) and will also be available for inspection at the place of the Meeting at least 15 minutes before and during the Meeting.
18. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
19. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.incomeandgrowthvct.co.uk

Corporate Information

Directors
Maurice Helfgott
Graham Paterson
Justin Ward
Nemone Wynn-Evans

Company's Registered Office
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4069483

Legal Entity Identifier
213800FPC15FNM74YD92

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info@greshamhouse.com
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Registrar
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The Mending Rooms
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Shareholder portal:
http://gresham-house-vcts.cityhub.uk.com/

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Gresham House
Specialist investment

The Income & Growth VCT plc