

ODYSSEAN

INVESTMENT TRUST PLC



Annual Report and Financial Statements for the year ended 31 March 2023

About Us

Odyssean Investment Trust PLC (the “Company” or “OIT”) is an investment trust which is listed on the premium segment of the Official List of the FCA and admitted to trading on the premium segment of the main market for listed securities of the London Stock Exchange. The Company had total net assets of £181.2m as at 31 March 2023.

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



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Investment Objective



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



Investment Policy

The Company primarily invests in smaller company equities quoted on markets operated by the London Stock Exchange, where the Portfolio Manager believes the securities are trading below intrinsic value and where this value can be increased through strategic, operational, management and/or financial initiatives. Where the Company owns an influencing stake, it will engage with other stakeholders to help improve value. The Company may, at times, invest in securities quoted on other recognised exchanges and/or unquoted securities.

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

The portfolio will typically consist of up to 25 holdings, with the top 10 holdings accounting for the majority of the Company's aggregate Net Asset Value ("NAV") across a range of industries. The Company will adhere to an exclusion-based investment approach to avoid investment in companies involved in activities the Company deems unethical and/or unsustainable.

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

Investment restrictions

- No exposure to any investee company will exceed 15 per cent. of Net Asset Value at the time of investment.
- The Company may invest up to 20 per cent. of Gross Assets at the time of investment in unquoted securities where the issuer has its principal place of business in the UK.

- The Company may invest up to 20 per cent. of Gross Assets at the time of investment in quoted securities not traded on the London Stock Exchange.
- The Company will not invest more than 10 per cent., in aggregate, of Gross Assets at the time of investment in other listed closed-end investment funds.

Ethical and sustainability investment restrictions

The Company will not invest¹ in companies which derive any revenue from, or are engaged in:

- the production or direct distribution of pornography;
- the manufacture, production or retail of controversial weapons² (e.g. chemical, biological or nuclear weapons, cluster munitions, landmines), civilian firearms and ammunition;
- the manufacture of alcohol and tobacco products;
- the ownership or operation of gambling facilities;
- sub-prime and/or predatory lending;
- oil and gas production (both conventional and unconventional, including shale oil and gas, coal seam gas, coal bed methane, thermal coal, tar sands, Arctic onshore/offshore deepwater, shallow water and other onshore/offshore) extraction and refining;
- animal experimentation or animal testing, (a) where there is a proven alternative and/or where testing is not mandated by regulation; or (b) where there is no proven alternative and/or the experimentation or testing is mandated by regulation, but where the investee company is not adhering to the "three Rs" ethics of Replacement, Reduction and Refinement.

The Company will not invest more than 10 per cent., in aggregate, of Gross Assets at the time of investment in companies involved in distributing, licensing, retailing or supplying tobacco and/or alcohol beverage products.

¹ The Company will base its analysis of an investee company's revenues and activities on publicly available information, and will exclude revenues and activities that are considered to be de-minimis, being those that represent less than 1% of the investee company's revenue.

² Controversial weapons are those that have an indiscriminate and disproportional humanitarian impact on civilian populations, the effects of which can be felt long after military conflicts have ended.



Investment Policy *(continued)*

Borrowings

The Company does not intend to incur borrowings for investment purposes, although the Company may, from time to time, utilise borrowings over the short term for working capital purposes up to 10 per cent. of Net Asset Value at the time of borrowing.

Derivatives and Hedging

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

General

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

The Company intends to conduct its affairs so as to qualify as an investment trust for the purposes of section 1158 of the Corporation Tax Act 2010.

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



Financial Summary

Company performance	As at 31 March 2023	As at 31 March 2022	Change
Shareholders' funds	£181.2m	£157.8m	14.8%
NAV per share	160.4p	164.0p	(2.2)%
Share price per share	164.0p	166.0p	(1.2)%
Share price premium to NAV per share [#]	2.2%	1.2%	
		Year ended 31 March 2023	Year ended 31 March 2022
Revenue income per share*	0.2p	0.5p	
Capital (losses)/gains per share*	(4.1)p	23.5p	
Total (loss)/profit per share*	(3.9)p	24.0p	
NAV total return per share [#]	(2.2)%	17.7%	
NSCI ex IC plus AIM Total Return Index ^{**}	(13.4)%	(2.1)%	
Cost of running the Company		Year ended 31 March 2023	Year ended 31 March 2022
Annualised ongoing charges [#]	1.45%	1.45%	

Alternative Performance Measures (see Glossary on page 91).

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

** Used by the Company as comparator, not a Benchmark. Source: Bloomberg.

Past performance is not a guide to future performance.

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Strategic Report



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Chairman's Statement

Introduction

I am pleased to present the Annual Report and Financial statements for Odyssean Investment Trust PLC ("OIT" or the "Company") covering the period from 1 April 2022 to 31 March 2023.

Performance

Over the year, the net asset value per share ("NAV per share") of your Company fell by 2.2%. That said, the Company's performance is creditable against the broad peer group and underlying markets during a period of considerable market turmoil. Over a matter of a few months, there has been a 400% increase in the absolute cost of money (i.e. interest rates) and this continues to have ramifications for both asset prices and company earnings. Moreover, as the Portfolio Manager details, UK equity funds are extremely out of favour, with open ended funds experiencing large redemptions.

The net assets of your Company increased during the period under review by £23.4m to £181.2m, representing a rise of 14.8% reflecting a steady issuance of shares above the NAV per share. This growth is extremely credible in the difficult environment and reflective of increased awareness of the Company's differentiated investment strategy, as well as the loyal, long-term shareholder base.

Our management team are navigating these markets well and I am confident we will make money out of them but some short-term volatility has to be endured.

Discount and Premium Management

The share price has tracked in line with the NAV per share over the period, albeit with some minor volatility across the late summer. The Company's shares ended the period trading at a moderate premium to its NAV per share.

The Company issued a total of 17.0m shares at a premium to NAV, which meant that there was no dilution to existing

shareholders. Of these 1.2m were issued to the Portfolio Manager and connected parties. Stuart Widdowson sold a total of 753,300 shares during the year for personal reasons. He owned 1,171,425 shares at the year-end. Since the period end and up to the date of this report a further 627,000 shares have been issued at a premium to NAV.

It is pleasing to note that the Company's average discount since IPO has been narrower than 0.5%. The Board believes that the Company's strong absolute and relative rating is driven by a number of factors including good performance, a differentiated strategy (only accessible to investors via OIT), effective communication with existing and potential investors, a clear discount control policy (including a periodic redemption facility), a well-balanced register of long-term shareholders and multiple features which align the interests of all stakeholders.

The Company's realisation facility coming up in the seventh year after initial admission, starting on 1 May 2024, should continue to anchor the price of our shares around NAV.

Dividend

The Directors expect that returns for shareholders will be driven primarily by capital growth of the shares rather than dividend income. No dividend is proposed for the year ended 31 March 2023.

Portfolio Manager

In spite of the double-digit relative NAV per share out-performance over the year, and the considerable relative outperformance over the three year test period, an absolute decline in the NAV per share over the period meant that the high watermark for the performance fee struck at the end of March 2022 was not exceeded. As a result, no performance fee was paid to the Portfolio Manager over the period.



Chairman's Statement *(continued)*

Growth of the Company

The Board believes that the growth in the Company, described above, provides a number of benefits to shareholders including greater liquidity in the shares and a lower ongoing charges ratio as the fixed costs of the Company are spread over a larger asset base.

The Board is also of the view that investors typically prefer to invest in larger more liquid trusts and hence further growth in the Company's assets is likely to widen the universe of potential shareholders, stimulating more demand and liquidity, which ultimately should lead to less discount volatility. The Board will continue to look for opportunities to grow the Company through issuance or other strategic initiatives, where possible.

The Board

I am delighted to welcome Neil Mahapatra to the Board. Neil became a Director on 3 April. He has over 20 years finance and investment experience and is a managing partner at Kingsley Capital Partners LLP.

Annual General Meeting ("AGM")

The fifth AGM of the Company will take place at 12.00 noon on Thursday, 21 September 2023. The AGM will be held at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD. The Notice convening the AGM together with explanations of the proposed resolutions can be found on pages 94 to 103.

Outlook

At the time of this report, we have recently crossed the fifth anniversary since your Company's launch. The NAV per share has increased by more than 60%, during which time the relevant equity markets have made negligible progress.

Investor sentiment towards UK equities remains very poor, but the level of M&A activity from private equity and corporate buyers of quoted UK companies is extremely strong so far in 2023, indicative of many valuation anomalies. The Company has benefitted from this trend, and, absent a material re-rating of markets, is likely to continue to do so.

Investing in these market conditions can be challenging. The positive and negative attributes of quoted equity markets, particularly in less liquid smaller companies, is

that recalibration can be frighteningly quick, with some potential overshoots. However what I observe as Chairman of this highly concentrated, specialist portfolio, is that the hands-on active management of our positions creates opportunities in bad days as well as good days. I have taken great comfort in watching your management team closely and although there are bumps in the road, we have a team who know their companies well and can move quickly to take advantage of situations.

The Portfolio Manager is also willing and able to engage with their portfolio companies to help bring about positive change, the benefits of which tend to be seen months later and deliver non-market driven returns.

With the considerable M&A driven exits of portfolio companies over the period, the Portfolio Manager has been busy re-allocating capital. As a result, portfolio turnover has been higher than expected for the strategy, but it is indicative of the current opportunity set that the Portfolio Manager has been able to find new investments so quickly.

It is also notable that the underlying portfolio generates the supermajority of revenues from outside of the UK. Far from being the stereotypical domestic smaller company exposed fund, the Company's portfolio enables shareholders to benefit from international growth opportunities. This feature, the concentration, and the avoidance of various sectors drives the differentiated performance against the indices and the broader peer group.

The Board shares the Portfolio Manager's view that notwithstanding short-term volatility and further potential short-term weakness, above trend long-term future returns are likely from this point. The lead indicator is likely to be data showing that the level of outflows from UK equity funds is slowing. Once fund flows stabilise and forced selling stops, it's likely that UK equities will re-rate, potentially quite sharply for less liquid smaller companies. The market backdrop for the level of absolute returns in the next five years appears more supportive than the first five years.

We are grateful for the ongoing support shown by shareholders during the period.

Jane Tufnell
Chairman

30 May 2023



Stuart Widdowson



Ed Wielechowski

Portfolio Manager's Report

Details of the Portfolio Manager

The Company's Portfolio Manager is Odyssean Capital LLP.

The Portfolio Manager was founded in 2017 by Stuart Widdowson and Harwood Capital Management Limited, an independently owned investment group, and is jointly owned by both parties. The Chairman of Odyssean Capital LLP is Ian Armitage, former CEO and Chairman of HgCapital.

The Portfolio Manager's investment team, Stuart Widdowson and Ed Wielechowski, identify and undertake research on potential investee companies as well as managing the portfolio. They draw on the experience of a three-strong Panel of Advisors, who have run and invested in multiple quoted and unquoted smaller companies. In addition, the investment team draws on the expertise and experience of Mr Armitage and Mr Christopher Mills, who sits on Odyssean Capital's Board as a Non-Executive JV Partner. Mr Armitage and Mr Mills have more than 85 years' combined investment experience in quoted and unquoted smaller companies.

Stuart Widdowson, Co-fund Manager

Stuart has spent the last 22 years investing in public and private UK small and mid-size corporates and a further two years providing investment advisory services in the same field.

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

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

Ed Wielechowski, Co-fund Manager

Ed joined the Portfolio Manager in December 2017 as a Fund Manager.

Prior to joining Odyssean Capital, Ed was a Principal in the technology team at HgCapital. He joined HgCapital in 2006 and worked on numerous completed deals, including multiple bolt-on transactions made by portfolio companies. He has additional quoted market experience, having led the successful IPO of Manx Telecom plc in 2014, as well as having evaluated and executed public to private transactions. Ed started his career as an analyst in the UK mergers and acquisitions department of JPMorgan in 2004.



Portfolio Manager's Report *(continued)*

The investment approach

Our investment approach applies the core elements of the private equity investment philosophy – highly focused, long-term, engaged ‘ownership’ style investment - to public markets. We believe that this approach creates a portfolio unlike that of many typical public equity funds and that, well executed, can offer attractive, differentiated, risk-adjusted returns.

- **Highly concentrated portfolio:** We look to build a highly concentrated portfolio of no more than 25 investee companies where we carry out intensive diligence, only investing behind our highest conviction ideas.
- **Narrow focus:** We are focused on smaller companies typically too small for inclusion in the FTSE 250 index. We believe this market is less efficient, offering more opportunities to find mis-pricings. Further, we believe the best investment decisions are made from a base of knowledge and experience, and we will make most investments in industry sectors that we and our advisors, know well (TMT, Services, Industrials and Healthcare).
- **Targeting long-term holding periods:** We will evaluate each investment opportunity over a three to five-year investment horizon. We have structured our business to reflect this belief and do not intend to run any capital which is redeemable over short time periods. To think like an ‘owner’ of a business we believe your capital should behave like one too.
- **Engaged investment style:** We are engaged investors. We like investing in companies which, whilst good, are underperforming their potential and where we see the opportunity for constructive corporate engagement to unlock improved sustainable returns for all stakeholders.

The Company's investment objective is to deliver long-term capital growth rather than outperform a specific index. Our differentiated investment approach, allied with our sector focus and the recently revised investment restrictions approved in January 2021, is likely to lead to periods of NAV per share performance materially different from those of the broader market. We fully anticipate this potential short-term performance variance and will focus on comparative investment performance on a rolling three-year basis.

The absolute return mentality of the strategy, allied with the desire to avoid being a forced seller, may lead to net cash balances being held over the long term. We anticipate a core range of 5-15% over the long term. Net cash balances will not be used as an attempt to market time, but to enable us to invest where blocks of stock are available rather than being required to sell a less liquid holding on short notice.

Implementing the investment strategy

There are three key factors we look for when we analyse a potential investment;

- 1) a valuation opportunity;
- 2) in a higher-quality company; and
- 3) with improvement potential.

Our view is that buying at a fair price and supporting improved performance generates capital growth, while our quality filters mitigate losses in the event of unexpected headwinds.

Valuation

We look for two valuation factors in every investment. Firstly, what we refer to as “static valuation” - does the company trade at a discount to its current value? This is not only judged by traditional public market ratios. We also seek to model every company through the lens of a private equity buyer (of which we have considerable experience) as well as evaluating its attractiveness to strategic trade buyers.

Secondly, we are looking for companies which can grow their value over time – “dynamic valuation”. We particularly look for situations where there are multiple, independent drivers of value creation present, and where management actions can unlock these. We believe seeking multiple value drivers makes an investment case more secure and less exposed to single areas of uncertainty or misjudgement.

Quality

We assess every potential investment against qualitative and quantitative quality criteria. The quality assessment is important to mitigate the risk of permanent capital destruction from investments which fail to achieve their value potential. In our experience, higher quality companies are more likely to maintain a minimum value through difficult times and are more able to attract high calibre management teams to rectify underperformance.



Portfolio Manager's Report *(continued)*

Improvement potential and engagement

We particularly like companies that are in some way underperforming relative to their potential, and where the current valuation does not price in the potential for improvement. Once invested, constructive corporate engagement can help to unlock value. Our mantra is to buy good businesses and sell excellent businesses. The spectrum of areas which can be improved is broad and includes operating performance, asset utilisation, overly complex business structures/organisation, strategic direction, poor M&A, investor relations, and governance and pay.

ESG in our investment process

We have historically focused on evaluating and engaging on corporate governance ("G") and financial performance as part of our investment process.

In January 2021, shareholders approved a change in the investment policy of the Company to implement negative screening of certain investments, deemed unethical and or involved in activities which were deemed unsustainable. These restrictions augment our approach to corporate engagement and provide clarity and certainty to investors and formalises the approach we have taken since we launched.

Our partnership with the specialist ESG data provider for smaller quoted companies, announced in December 2020, has enabled us to analyse all our portfolio companies' ESG performance. Many of these companies are too small to have attracted ratings from the major ESG rating agencies. As at the time of preparation, we have shared these reports with each of our portfolio companies.

This is in line with the pragmatic approach to E&S engagement given the more resource-constrained nature of smaller quoted companies. Our focus is on how boards approach sustainability, where the scope for improvement is, how progress is evaluated and how it is reported to investors. Our belief is that performing ahead of peers and market expectations on ESG should attract new shareholders, a higher rating and a lower cost of equity, all things which will drive enhanced returns and benefit the Company's shareholders.

Progress and performance in the past year

The year ended March 2023 can broadly be divided into two halves, with markedly differing performance for equity markets. The first half of the year through to the end of September was a challenging period for investors. Investor sentiment was poor as they digested a broad range of headwinds from rising inflation and tightening monetary policy, through UK political instability (three prime ministers and four chancellors in a year) and expectations of a looming recession with the tragic war in Ukraine raising the risk of winter energy rationing in Europe. Against this backdrop UK small and mid-cap markets were particularly weak posting declines of c.20%.

The second half of the year saw a shift in sentiment. Signs that inflation may be peaking allowed markets to see through to an eventual end to central bank tightening; a warm winter saw Europe's energy crunch pass and initial expectations of a deep and long recession revised against continued robust economic data. Markets showed some recovery on this improving outlook; in the UK mid-cap stocks rose c.15% in the six months from September with small-cap lagging this with a c.7% rise and the AIM index up c.1%.

The ultimate outcome of this volatile 12-month period was disappointing for small and mid-cap stocks in the UK. For the year as a whole mid-caps fell c.7%, small-caps c.13% and AIM by 21%.

One key consistent market trend has been the headwinds created by fund flows. During the 12 months to March 2023, Numis estimates 8% of the starting assets of UK Small and Mid Cap OEICs have been redeemed by investors, totalling £1.3bn,

The Company's net asset value ("NAV") per share fell 2.2% in the year and whilst negative in absolute terms, it materially exceeded the performance of the NSCI & AIM index (a comparator not a benchmark) which fell by 13.4%. On an absolute basis the net cash balance averaged 4% across the year.

The top five positive contributors to performance were Euromoney, Curtis Banks, Devro, Hyve and Ascential.

M&A and other corporate activity have been key drivers of the top contributors. Three of the top five contributors were also B2B media companies, a subsector we perceived as offering attractive risk/reward characteristics, where there has been considerable financial and trade buyer M&A activity.

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Portfolio Manager's Report *(continued)*

In June **Euromoney** received a bid approach from a private equity consortium of Astorg and Epiris. The recommended bid at c.1,481p came with a lengthy period to completion (required for regulatory approvals); with limited likelihood of an interloper we sold our shares generating a 1.5x cash 50% IRR return from our investment. The majority of the proceeds from this sale were invested into **Ascential**.

Our investment thesis for Ascential was similar to that of Euromoney – both were multi divisional B2B media groups, trading at a discount to their sum-of-the-parts value, suffering from poor investor sentiment. The market capitalisations at the time of investment were both towards the high end of our focus area, but demonstrative of our investment strategy identifying attractive opportunities in slightly larger companies.

Curtis Banks was a particularly pleasing success story during the year. We initially invested in March 2021. The group, which had stable revenues, in our view had been historically under managed, and as a result was not generating the margins it should. Correcting this shortfall in potential, and driving an attractive return, could be delivered through operational change over a period of time, and made the group highly attractive to sector consolidators who already had efficient operating platforms. As a result of dialogue between a number of shareholders, material board change was announced in May 2022, with the new chairman instigating a strategic and operational review. In November the company received an approach from industry peer James Hay/Nucleus at 350p per share, representing a premium of 32%. With the bidder bringing significant synergies we saw a counter bid as unlikely and sold our shares into the market. Including dividends, the investment delivered a c.1.5x cash, >31% IRR return in a wider market that had fallen materially.

Devro and **Hyve** continued the theme of M&A activity in the period. Devro was one of OIT's first investments in 2018. We believed the market was overlooking the potential of new management to improve performance of the group whilst continuing to generate attractive cash flows. During our investment, management delivered on a successful self-help program, but the improved quality of the business was not fully reflected in the share price, and in February Devro received a bid from industry peer Saria Group at a c.65% premium. We exited our holding delivering a return, including dividends, of 1.7x cash, 19% IRR – a solid result in a broadly flat market.

Hyve demonstrates the unpredictability of M&A activity. Aided by our specialist dealer, we purchased just under 3% of the company in February. Within four weeks, the company was subject to a bid from Providence Private Equity. The bid at a c.40% premium delivered a 1.5x cash return. Given the short holding period, the IRR exceeded 8,000%.

The top five negative contributors to performance were **NCC**, **Dialight**, **Benchmark**, **Flowtech** and **Xaar**.

NCC delivered a material profit warning on the last day of the period, citing weakening demand from large US tech customers following layoffs and general cost cutting in the sector. Coming suddenly and late in the financial year, there has been limited ability for NCC to quickly reallocate resources to other parts of its assurance business (some parts are growing at 30% per annum, and assurance as a whole will grow in the current financial year). The company's shares fell sharply on this news. Against this trading weakness, NCC has made progress with changes in the management team and announced a strategic review to potentially crystallise value from its Software Resilience (or Escrow) division. We believe that the shares are trading at a significant discount to their sum-of-the parts value. Whilst the temporary loss of value is unfortunate, we believe that the shares are pricing in a very pessimistic view of the strategic value of the Assurance division, indicative of investor capitulation.

Dialight issued a profit warning in January for the year just finished, noting some large orders not landing in December. However, the order outlook remained robust, and the business continues to grow. A new chairman, Neil Johnson, has a proven track record of creating and crystallising shareholder value in multiple small and mid-cap quoted companies.

Benchmark released positive trading updates through the year showing progression in all its divisions. The company moved its listing to Oslo and potentially some overhang from this has weighed on shares. **Flowtech** and **Xaar** both released solid trading updates through the year and delivered on key operational objectives - new product launches and factory reorganisation at Xaar and group simplification and transactional website launch for Flowtech. Both suffered from market concerns on macro outlook which saw shares fall. The progress in reported financials and operations at both companies remains overlooked by the market.

The portfolio was on average 96% invested across the period. Net cash began the period at 1.6% and ended the period at 0.4%.



Portfolio Manager's Report *(continued)*

Portfolio development

The level of M&A across the portfolio, combined with volatile markets drove portfolio turnover at levels above those expected.

£109m was invested into stock purchases, a level of portfolio turnover higher than anticipated driven by increased M&A, leading to accelerated exits, selling down Chemring in the first quarter of the period (following the supernormal relative and absolute performance in the wake of the Ukraine war starting) as well as cash inflows of £28m following the issuance of new shares.

New investments totalled £72m across the period with nine new positions initiated. This represents an above trend number of new positions in a 12 month period (typically we would expect c.4-6). The market turmoil, exacerbated by political uncertainties and outflows amongst OEICs managed by our broader peer group, meant many opportunities to deploy capital into compelling risk/reward situations, but where historically the companies had been too highly rated. Our larger new positions Ascential, XP Power, Hyve and Gooch & Housego are examples of positions well known to us where general market weakness alongside company specific issues allowed investment at attractive levels.

We made follow on investments totalling c.£37m across the period including in [Xaar](#), [Spire](#), [Benchmark](#) and [Elementis](#). There were periods during the year where shares in these companies were sold off, despite solid trading updates. Additionally, we made a significant further investment in [NCC](#), both prior to and on the day of the major profits warning (in part re-investing profits taken historically).

Through the period we realised £82m from disposals, with five positions fully exited raising £61m.

Four of the fully exited were Euromoney, Curtis Banks, Hyve and Devro. We also exited one smaller <2% “to hold” position, where trading updates suggested our initial investment thesis was no longer valid.

Material realisations were taken from our position in Chemring which benefitted from strong demand and a robust rating supported by the ongoing conflict in the Ukraine, and Wilmington which has seen an ongoing strong recovery in demand for in-person training post COVID.

Industrials remains the largest sector exposure, reflecting the variety of special situations which remain unloved by many investors. The majority of the overall increase in exposure to the industrials sector over the past two years has been deployment of capital into the B2B electronics sector, through the investments in Xaar, XP Power, Gooch & Housego and Dialight. Our entry valuations are undemanding (often after quite material price and/or rating falls) and offer compelling medium to long-term risk reward opportunities.

During the period, average cash levels in the portfolio were lower than is typical for our investment strategy. This was a result of the large number of attractive investment opportunities that we were able to find.

Engagement with portfolio companies was centred around corporate governance, investor relations and ESG disclosure during the period. Of the 215 resolutions we voted on at general meetings, there were 19 votes against and no abstentions. As part of our engagement on broader ESG issues, we engage an external consultant to conduct a review of each of our investments against a proprietary ESG scoring system - the score of our companies increasing reflecting improved disclosure on ESG issues. We believe this will drive improved ESG performance over time.

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Portfolio Manager's Report *(continued)*

Portfolio detail

At the end of the period under review, the portfolio comprised 18 companies.

Key updates through the period for each of our top 10 positions and our opinions on each are detailed below:

ELEMENTIS	Elementis is a leading producer of specialty chemicals focused on personal care, talc and coatings markets.	% NAV: 13% Sector: Industrials
<i>Performance in period</i>		
Elementis delivered pleasing performance through 2022 with profit upgrades driven by strong performance in the Coatings and Personal Care divisions which benefitted from pricing actions and ongoing post COVID demand recovery respectively. The group's talc activities suffered a more challenging period with weak European auto demand and high energy prices both headwinds. Early 2023 saw the group complete the disposal of its Chromium chemicals division with proceeds used to materially reduce group leverage.		
<i>Outlook</i>		
We remain optimistic on the outlook. The management team has continued to deliver on self-help cost actions and has a further c.\$19m of savings targeted. There is scope for a material recovery in profitability from the talc division when its end markets improve – the division has historically generated c.\$25m of profits, but was breakeven in 2022. The group is exposed to any slowdown in industrial and construction demand for coatings in the near term, but the successful implementation of price rises, cost reduction and strong momentum from new product launches can offset any weakness. With strong cash generation to drive de-leveraging and a current share price underpinned by the value of the group's unique mineral assets (of which it has decades of supply), we see an attractive risk/reward balance at current levels.		
ASCENTIAL	Provider of B2B data, events and digital commerce support platforms.	% NAV: 12% Sector: TMT
<i>Performance in period</i>		
The key update from Ascential during the period, alongside a beat of results for FY 2022, was the outcome of the group's strategic review, which resulted in the proposed break up the group. Management intends to split their business in three parts over the next 2 years; the Product Design division is to be sold with a significant portion of proceeds returned to shareholders; the Digital Commerce division is to be listed on NASDAQ and the remaining events focused assets will remain listed in London. This announcement drove a strong rise in share price.		
<i>Outlook</i>		
Despite the rise of shares in the period we still see them trading at a very meaningful discount to the full sum-of-the parts value. With catalysts in the coming year as the auction of the Product Design division progresses, we continue to see upside from current levels and the return potential feels asymmetrically skewed to the upside from this point.		



Portfolio Manager's Report *(continued)*

	Leading independent designer and manufacturer of industrial inkjet print heads.	% NAV: 11% Sector: Industrials
<p><i>Performance in period</i></p> <p>Xaar's trading updates through the period were broadly in line, with the group delivering organic revenue growth and improving margins despite headwinds from ongoing COVID lockdowns in China (a key end market for users of Xaar's products). Operationally, the group continued to make good progress. In early 2023 the first phase of a factory re-organisation to increase manufacturing capacity and reduce costs and the launch of the group's new 'Aquinox' print head. This product allows Xaar's unique printhead technology to print with aqueous inks opening significant new markets for the group notably in printing on textiles. Initial market reaction has been positive.</p>		
<p><i>Outlook</i></p> <p>We believe that Xaar potentially offers some of the most exciting capital upside in the portfolio. The group enjoys unique, world leading IP that gives its printheads advantages over competitors in the printing of highly viscous fluids. The new management team has re-purposed historic R&D investment into a product roadmap allowing Xaar to address new industry segments, increasing Xaar's addressable market. The Aquinox print head is a key step on this journey, and we expect a further key launch in the next 18 months to address the largest addressable market for the first time – Wide Format Graphics. Although it will take time for new launches to generate meaningful revenues, the positive client reception on Aquinox shows the potential opportunity for the group. Little of this upside seems to have been priced in by the market.</p>		
	Leading independent provider of software escrow services and cyber security consulting provided through the Assurance division.	% NAV: 7% Sector: TMT
<p><i>Performance in period</i></p> <p>NCC saw challenging trading through the end of the period. In late March the group announced a material downgrade to expectations driven by a sudden, sharp slowdown in demand for its cyber security segment from West Coast US based technology clients. This sudden fall off in demand reflected cost cutting and headcount reductions seen within this client group. The pace of demand weakening left NCC with little time to adjust its cost base. The resultant impact on profitability on NCC's Assurance division was material and shares fell sharply.</p> <p>Despite these disappointing trading updates, other news is positive. In July the group appointed a new CEO with significant experience of building scale, growth businesses in cyber security. He completed a strategic review early in 2023 setting out investment to drive future growth and an intention to sell the group's lower growth but highly profitable Software Resilience division aiming to crystallise value from this sometimes overlooked asset.</p>		
<p><i>Outlook</i></p> <p>We remain confident in the value recovery potential from the current position. Whilst there is demand weakness in one client segment, NCC's cyber security offering continues to deliver growth in other areas, and has maintained all of its client relationships. The new CEO has a clear strategic vision, and the recent miss-steps increase the urgency in his plans to expand the group's offering, shift more work towards longer-term or recurring contracts and build delivery capacity in lower cost regions.</p> <p>We believe the group's shares are undervalued on a sum-of-the-parts basis. Any successful crystallisation of value from the Software Resilience division at levels near current analyst expectations, would suggest the market puts little value on the group's cyber security operations. We see this as unrealistic given the group enjoys a material portion of revenue on longer-term managed service contracts, maintains a blue-chip client base and represents a unique, scale asset in what remains a secular growth market.</p>		

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Portfolio Manager's Report *(continued)*

New top 10 position XP XP Power	Leading manufacturer of power supplies and power converters.	% NAV: 7% Sector: Industrials
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New top 10 position

The group is a leading, global manufacturer of power supplies and power converters used in a range of B2B products in industrial, healthcare and semi-conductor end markets. XPP's products are commonly 'designed in' to their customers' platforms, offering longer-term revenue streams, whilst the design expertise and service level the group offers allow some pricing power. XPP shares were weak through 2022 driven by macro concerns (notably the group's exposure to the semi-conductor cycle), litigation from a competitor and, we believe, material forced sellers of shares on the group's register.

Despite some near-term uncertainty on industrial and semi-conductor demand, the group benefits from markets expected to grow well above GDP across the cycle, and has a track record of gaining market share. With ongoing geopolitical focus on building domestic semi-conductor manufacturing capacity the group is also exposed to a potential accelerating mid-term tailwind in one of its key end markets. Alongside this, we see upside in group's margins as it expands its low-cost manufacturing capacity with a new facility in Malaysia, rolls out a group wide ERP platform and further integrates its legacy M&A. We were able to build our position at prices as low as c.11x PE compared to the groups long run average rating of c.15x+, with a return to these ratings offering further upside.

FLOWTECH FLUIDPOWER	Leading UK distributor of hydraulic and pneumatic components.	% NAV: 6% Sector: Services
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Performance in period

Flowtech's performance through 2022 was in-line with market expectations. Revenues grew c.5%, the distribution focused Flowtech division showing a moderate decline, offsetting strong growth in the solutions and services focused Fluidpower division. Group margins improved as the benefits of self-help actions and price rises began to be felt. Operationally the group made forward steps – completing the integration of a number of legacy brands, successfully launching a new online presence and shutting some legacy sites to reduce costs. Immediately after the period end, the group announced a new CEO, who joins from one of the highest performing UK quoted distribution groups.

Outlook

The developments at Flowtech in the period are highly positive. The past few years have been a phase of 'building the platform' with significant work on integrating legacy M&A and improving the groups internal and external facing systems. This work continues, with the group increasingly able to accelerate top-line growth, gaining market share and continuing to drive margins. We believe the new CEO has plenty of scope to help unlock and grow shareholder value.



Portfolio Manager's Report *(continued)*

 Spire Healthcare	Leading provider of private hospitals in the UK.	% NAV: 6% Sector: Healthcare
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Performance in period

Spire delivered a strong year in 2022. Revenue rose c.8% driven by strong demand in private healthcare (both self-pay and insured). EBITDA margin rose to c.17% supported by the mix shift away from NHS work and the group's delivery of c.£15m of cost savings, more than offsetting inflation and some ongoing cost headwinds from COVID. The group continued to deliver on the strategy set out in a recent capital markets day with development of new service areas around diagnostic clinics and primary care ongoing. Finally, we would also like to celebrate the ongoing high care quality scores Spire delivers, with 98% of sites rated 'good' or 'outstanding' by the CQC.

Outlook

Spire currently enjoys a number of exciting tailwinds. The group is a beneficiary of extended NHS waiting lists, driving strong demand from both self-pay and private medical insurance patients. This allows Spire to manage its capacity more efficiently and offset any potential wage inflation through mix and pricing actions. We remain positive on the capabilities of the Spire management team which has delivered an initial round of cost savings and expect some more from continuing to integrate historically separate operating hospitals. With the share price backed by significant free hold property, strong cash generation able to fund a number of exciting growth opportunities and a history of strategic interest in the asset we see further value ahead.

New top 10 position  Gooch & Housego	Manufacturer of photonics solutions for a variety of industrial end markets.	% NAV: 5% Sector: Industrials
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New top 10 position

Gooch and Housego is a leading manufacturer of high value, high IP photonic & electro-optic systems and components for a variety of industrial and defence end markets. The group's end markets are expected to grow significantly above GDP driven by secular trends towards adoption of photonics solutions and the group has historically bolstered this organic growth through acquisitions to add capability and new customer segments. Through 2022 shares were weak largely as a result of pandemic driven issues as Gooch suffered challenges around supply chain, a factory re-organisation and difficulties in hiring staff. Despite these issues, the group continued to report strong demand and record order books. A new, experienced CEO joined the group in September.

We see the Company's shares as undervalued given its quality and the scope for earnings to recover and grow. The group has hard to replicate, world leading IP, addressing markets that are large and growing. Recent investment in R&D should position the group well to deliver organic growth and exploit this market opportunity. The new CEO joins with a clear mandate to review group operations and we see significant scope for improvements in group operating margins to mid teen levels from c.7% in 2022. Alongside this, the group's current EV/Sales rating is 50% below the average of the last 15 years, below those of peers and precedent M&A transactions for businesses of this nature.

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Portfolio Manager's Report *(continued)*

Wilmington plc	B2B information, training and media provider focused on the compliance, healthcare and professional business markets.	% NAV: 5%
		Sector: TMT

Performance in period

Wilmington delivered strong trading updates through the period. The group continued to benefit from a return of in-person events and training, with demand reaching or exceeding levels seen pre-pandemic, and strong progression in the group's subscription businesses. Margins also rose through the period as the group benefitted from growth and tight cost management. Operationally, the group continues to invest in building single, integrated IT platforms for each of its divisions bringing together multiple legacy systems. Investment which should increase efficiencies and scalability going forward.

Outlook

Wilmington has continued its track record of delivery and we see more to come. Over recent years the management team have reorganised the group structure, disposed of non-core operations and built a stronger operating platform. With a lot of the 'heavy lifting' now done, and the headwinds of COVID past, the group can turn its attention to exploiting the investment of recent years by driving margins and enhancing growth.

The high levels of recurring revenue the group enjoys, strong cash conversion and the now net cash balance sheet gives Wilmington a highly valuable, stable base and we expect this to be added to with accretive M&A going forward. The current p/e rating, especially ex cash, is not demanding.

RWS	Leading global provider of language services, translation software and intellectual property services.	% NAV: 5%
		Sector: TMT

Performance in period

RWS's performance in the period was mixed. As expected, trading was muted on the top line with growth held back by the introduction of the single EU unitary patent impacting patent translation demand, some weakness at certain large clients and RWS stepping away from some lower margin work. Against this, technology sales were strong. Margins delivered continued improvement through the period, benefitting from synergies from further integration of the SDL business (acquired in 2020) as well as early benefits from the new management's investment into streamlining operations.

Outlook

RWS is at the start of the strategic shift set out by the new management team in March 2022. This envisages a period of investment to enhance the group's product offer (including machine translation), improve operational efficiency and accelerate new business wins. We view the proposed strategy as sensible.

RWS remains a leader in a fragmented but growing industry. The business enjoys high recurring/repeat revenue and is highly cash generative. The group has a market leading product offer (notably across its technology suite) and is well placed to continue to gain share. Investing to maximise this opportunity has the potential to offer attractive returns. The shares have struggled recently, reflective of shorter-term concerns on current trading and concerns around the impact of ChatGPT on the business model in the long term.

The remaining eight investments represent between c.1% and c.4% of NAV each. These are spread across our core focus sectors and all offer scope to scale, subject to further due diligence and pricing remaining attractive.



Portfolio Manager's Report *(continued)*

Review of the first five years and Outlook

Markets have had plenty of events to deal with, making little headway since the launch of OIT. In this environment the investment strategy has proven both its differentiation (specifically being neither growth nor value) and robustness (specifically having valuation discipline on both buying and selling). As OIT has recently passed its five year milestone, it's worth reflecting on elements of the investment proposition and strategy we laid out in the prospectus, what has happened, and what might happen in the next five years.

We wrote of high absolute and relative long-term returns from smaller companies. Since IPO, our comparator index has risen by 1.8%, or 0.3% annualised, against an annualised return of 14.5% for the 63 years leading to December 2017. Conclusion: UK Smaller Companies' performance since our IPO has been statistically very poor compared with history and delivered a return below inflation. This unfavourable market backdrop compared with our absolute returns of more than 10% per annum over the period highlights the value our strategy can add over just "owning the market".

Since May 2018, UK indices have de-rated materially, 21% in the case of the Comparator Index. This de-rating highlights the achievement of generating such positive NAV per share growth over the period. Unlike many momentum strategies, our investment strategy does not rely on markets re-rating.

With current ratings low, we expect absolute market returns to provide far more of a tailwind to absolute returns from our strategy over the next five years. Given our strategy tends to be low beta, we would be surprised to continue to generate relative returns of 10% per annum above the market in a rising market.

Secondly, we highlighted the structural liquidity mismatch of funds investing in small and mid cap companies, specifically open-ended funds subject to daily inflows and outflows. We detailed the scope for the potential for valuation anomalies in companies with market capitalisations below £500m, that would be eschewed by managers of large open ended funds. As detailed earlier, the outflows, especially during the last 18 months, from open ended UK equity funds have been vicious, leading in some cases to forced selling. Our experience (and record) has shown these dynamics have allowed our strategy, executed through a closed ended investment company, to thrive and add value.

We believe outflows will eventually stabilise, leading to a re-rating of markets, which our investee companies should benefit from. However, it's difficult to anticipate fund management groups reversing the decision to exit investing in smaller companies. Hopefully, a strong rebound in performance from smaller companies will generate institutional inflows into existing and new funds focused on this historically high performing part of the market. In summary, a headwind we believe which will abate or even potentially reverse somewhat.

Thirdly, we wrote of sporadic sell-side research into UK smaller companies, exacerbated by the introduction of MiFID II, and the deterioration in research potentially leading to more pricing anomalies. This has been a tailwind for our deep-research, focused investment approach, enabling us to uncover investment opportunities which have generated attractive absolute returns, as well as we believe attractive reward/risk situations. We see limited likelihood, or any evidence to support the frequency and quality of sell-side research improving.

Over the past five years, we have undertaken all of our corporate engagement with portfolio companies in private. Whilst this can lead to change taking longer, we believe many of our corporate engagement initiatives have succeeded. We have not sought to act as a sole agitator, but have worked with other stakeholders and shareholders to firmly make the case for change or improvement. With shareholder registers continuing to concentrate, we believe engagement and change/self-help at our portfolio companies will continue.

Since launch, we have exited 25 investments. 10 of these (40%) were due to M&A/bid approaches, a higher number than expected at launch, leading to higher than expected portfolio turnover. These bids have been broadly spread out over the period, with the average Day 1 premium achieved of >48%. The number of takeovers and the premiums achieved are an excellent indication of our ability to find mispriced companies which, if struggling to attract public market investors, will prove to be takeover targets. In the short term, absent a re-rating of UK equities, the level of M&A could remain buoyant, and hopefully the Company's holdings can be beneficiaries at an appropriate price.

Of the c.60% of exits executed by selling shares in the market, 11 (or 44% of all exits) were where an investment had delivered to plan. Two (8% of all exits) were where the investment was broadly delivering, but we believed on balance more compelling risk/reward opportunities existed

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Portfolio Manager's Report *(continued)*

elsewhere. The last two (8% of all exits) were where there had been a thesis violation and we chose to exit regardless of the prevailing share price and at a capital loss. This low realised loss ratio is indicative of the focused and multi-stage investment process, which garners the views of a wide range of team members, including Ian Armitage, the Chairman of the management company, and our three strong Panel of Advisers.

Turning to current market conditions, alongside the ever-present uncertainties, the investment community is grappling with the outlook for inflation, interest rates and the risk of recession. The spectre of continued and material outflows remains for managers of open ended UK equity funds, despite UK equities being clearly extremely attractively valued on an absolute and relative basis compared to other major equity markets, especially US equities. The scale of the outflows in an environment of such attractive pricing is unprecedented within our careers. The behaviour is put into perspective by the feeding frenzy of financial and trade buyers announcing bid approaches for UK quoted companies (at the time of preparation c.15 live take privates/bid approaches have been announced for UK Small and Mid-cap companies since the beginning of 2023).

This bid activity is acting as a prop for overall market levels, in most cases providing cash and exit opportunities for fund managers to fund outflows.

The fund flow dynamics are not helping underlying liquidity. With such uncertainties about AUM levels, alongside trading and macro uncertainties, our contacts on the sell side report there is very little appetite for fund managers to consider investing in companies they do not already own. Not surprisingly the IPO market is shut.

There is scope for value creation from multiple levers across all of our holdings. Often, these initiatives can be driven by management irrespective of end market conditions. With such an international source of revenue across our portfolio companies, NAV growth is not anchored to the macro success or otherwise of one particular geography. There will be short-term surprises – negative and positive. Nevertheless, there is scope for healthy medium and long-term returns.

We believe it's a buyer's market for UK equities, especially smaller companies, and the next five years will likely see markets as more of a tailwind to absolute returns from our investment strategy than the five years just gone.

Stuart Widdowson | Ed Wielechowski
Odyssean Capital LLP

30 May 2023



Portfolio of Investments

as at 31 March 2023

Company	Sector	Country of Listing	Cost £'000	Valuation £'000	% of Net Assets
Elementis	Industrials	UK	18,468	23,820	13.1%
Ascential	TMT	UK	19,269	21,690	12.0%
Xaar	Industrials	UK	15,054	20,775	11.5%
NCC Group	TMT	UK	23,936	13,328	7.4%
XP Power	Industrials	UK	13,468	13,228	7.3%
Flowtech Fluidpower	Business Services	UK	10,912	10,894	6.0%
Spire Healthcare	Healthcare	UK	9,489	10,625	5.9%
Gooch and Housego	Industrials	UK	10,234	9,266	5.1%
Wilmington	TMT	UK	4,623	8,305	4.6%
RWS Holdings	TMT	UK	10,613	8,222	4.5%
Top ten equity investments			136,066	140,153	77.4%
Other equity investments*			46,876	40,241	22.2%
Total equity investments			182,942	180,394	99.6%
Cash and other net current assets				811	0.4%
Net assets				181,205	100.0%

* Other equity investments include eight investments, each represents between 1.6% and 4.1% of NAV. These are spread across our core focus sectors and all offer scope to scale, subject to further due diligence and pricing remaining attractive.

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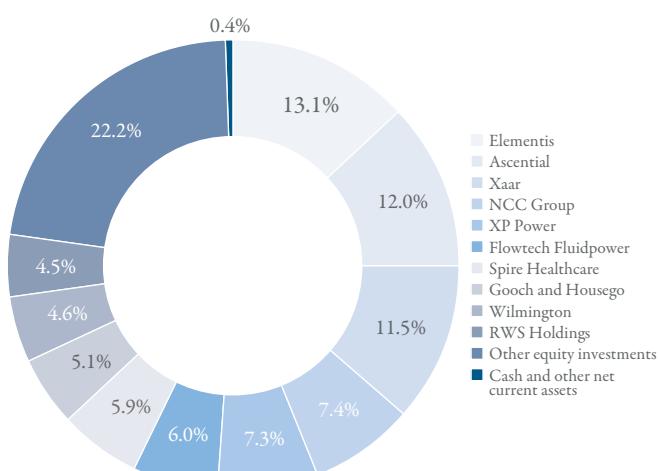
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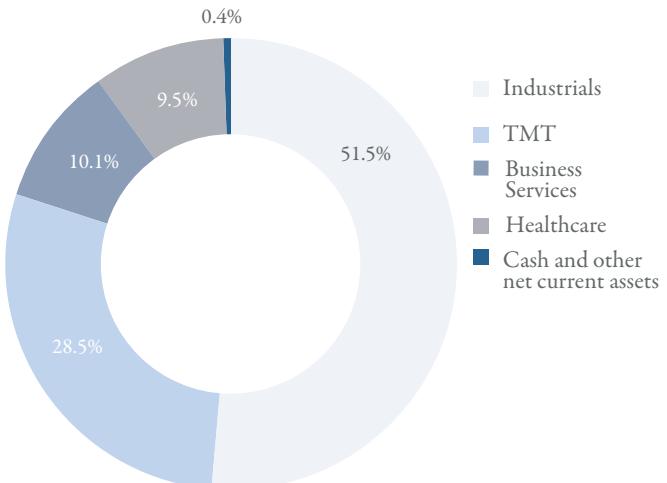
Distribution of Investments

as at 31 March 2023 (% of net assets)

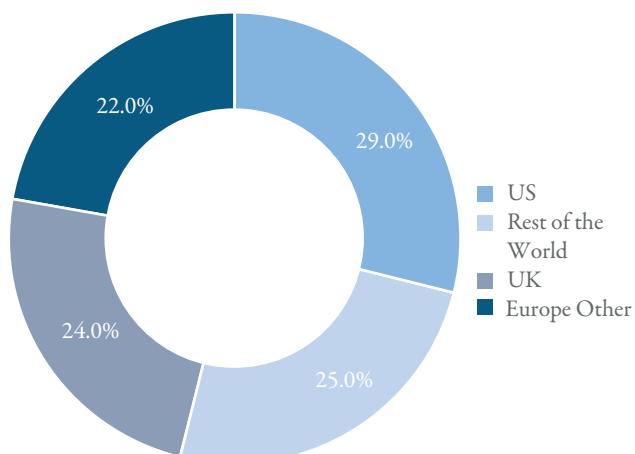
Portfolio holdings



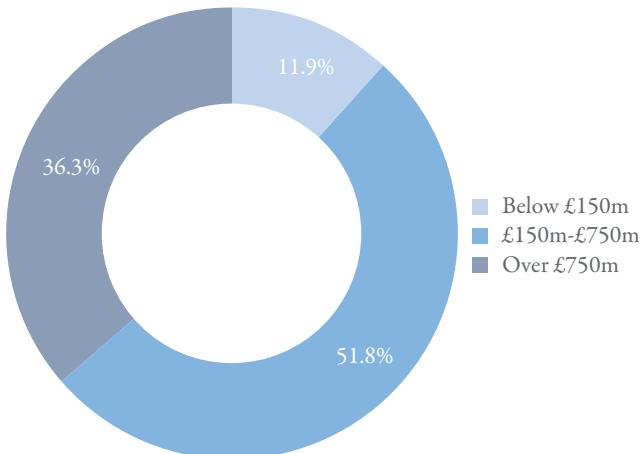
Holdings by sector



Geographical revenue exposure (% of invested capital)



Market capitalisation (% of invested capital)



As at 31 March 2023, the net assets of the Company were £181.2m.



Business Review

The Strategic Report, set out on pages 6 to 42, contains a review of the Company's business model and strategy, an analysis of its performance during the financial year ended 31 March 2023 and its future developments and details of the principal risks and challenges it faces. In particular, the Chairman's Statement on pages 7 and 8 and the Portfolio Manager's Report on pages 9 to 20 concentrate on the outlook for the current year and the factors likely to affect the position of the business. The Strategic Report has been prepared solely to provide information to shareholders to enable them to assess how the Directors have performed their duty to promote the success of the Company.

The Strategic Report contains certain forward-looking statements. These statements are made by the Directors in good faith based on the information available to them up to the date of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

Further information on how the Directors have discharged their duty under Section 172 of the Companies Act 2006 can be found on pages 24 to 29.

Business model

Status of the Company

The Company was incorporated on 21 December 2017 and the IPO took place on 1 May 2018. It is registered in England and Wales as a public limited company and is an investment company within the terms of section 833 of the Companies Act 2006. The principal activity of the Company is to carry on business as an investment trust. The Company has been approved by HM Revenue & Customs as an authorised investment trust under sections 1158 and 1159 of the Corporation Tax Act 2010, subject to there being no subsequent serious breaches of regulations. In the opinion of the Directors, the Company is directing its affairs so as to enable it to continue to qualify for such approval.

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

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

Strategy for the year ended 31 March 2023 and Strategic Review

Throughout the year ended 31 March 2023, the Company continued to operate as an approved investment trust, following its investment objective and policy.

During the year, the Board made all strategic decisions for the Company. Odyssean Capital LLP and Frostrow Capital LLP undertook all strategic and administrative activities on behalf of the Board, which retained overall responsibility.

Purpose

The purpose of the Company is to achieve predominantly capital growth in our shareholders' wealth over time. It aims to achieve this by using its closed-ended structure to invest in a concentrated number of less liquid, higher-quality smaller quoted companies, which the Portfolio Manager believes are undervalued and could be generating higher returns for their shareholders. The long-term nature of the Company's capital enables the Portfolio Manager to undertake constructive corporate engagement with the underlying portfolio companies and their stakeholders, on financial and operating performance, strategy and sustainability, specifically ESG practices.

Sustainable improvement in a smaller quoted company's financial and operational performance, and ESG practices, not only benefit the shareholders of the Company, but also the shareholders and stakeholders in the underlying portfolio companies.

Investment objective

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

Investment policy

The Company's full investment policy is set out on pages 3 and 4 and contains information on the policies which the Company follows, including in relation to borrowings, derivatives, hedging as well as ethical and sustainability investment restrictions. The Company invests primarily in smaller company equities quoted on markets operated by the London Stock Exchange, where the Portfolio Manager believes the securities are trading below intrinsic value and where this value can be increased through strategic, operational, management and/or financial initiatives.

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Business Review *(continued)*

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

Portfolio analysis

A detailed review of how the Company's assets have been invested is contained in the Chairman's Statement on pages 7 and 8 and the Portfolio Manager's Report on pages 9 to 20. A list of all the Company's investments is contained in the Portfolio of Investments on page 21.

Dividend Policy

It is the Company's policy to pursue attractive total returns principally through growth over the long term. The Company will comply with the investment trust rules regarding distributable income, which require investment trusts to retain no more than 15% of their investment income each year. The Company will only pay the minimum dividend required to maintain investment trust status. No dividend will be proposed for the year ended 31 March 2023.

The Board

The Board of the Company comprises Jane Tufnell (Chairman), Arabella Cecil, Peter Hewitt, Richard King and Neil Mahapatra (appointed on 3 April 2023), all of whom are independent non-executive Directors and, with the exception of Mr Mahapatra, served during the whole year under review and up to the date of signing the report. All Directors will stand for election or re-election at the forthcoming Annual General Meeting. Further information on the Directors can be found on pages 44 and 45.

Board Focus and Responsibilities

With the day to day management of the Company outsourced to service providers the Board's primary focus at each Board meeting is reviewing the investment performance and associated matters, such as, *inter alia*, future outlook and strategy, gearing, asset allocation, investor relations, marketing, and industry issues.

In line with its primary focus, the Board retains responsibility for all the key elements of the Company's strategy and business model, including:

- Investment Objective and Policy, incorporating the investment guidelines and limits, and changes to these;
- whether the Manager should be authorised to gear the portfolio up to a pre-determined limit;

- review of performance against the Company's key performance indicators ("KPIs");
- review of the performance and continuing appointment of service providers; and
- maintenance of an effective system of oversight, risk management and corporate governance.

Details of the principal KPIs, along with details of the principal risks, and how they are managed, are given on page 30.

Section 172 statement

Overview

The Directors' overarching duty is to act in good faith and in a way that is the most likely to promote the success of the Company as set out in Section 172 of the Companies Act 2006. In doing so, Directors must take into consideration the interests of the various stakeholders of the Company, the impact the Company has on the community and the environment, take a long-term view on consequences of the decisions they make as well as aim to maintaining a reputation for high standards of business conduct and fair treatment between the members of the Company.

Fulfilling this duty naturally supports the Company in achieving its investment objective and helps to ensure that all decisions are made in a responsible and sustainable way. In accordance with the requirements of the Companies (Miscellaneous Reporting) Regulations 2018, the Company explains how the Directors have discharged their duty under Section 172 below.

To ensure that the Directors are aware of, and understand, their duties they are provided with the pertinent information when they first join the Board as well as receiving regular and ongoing updates and training on the relevant matters. Induction and access to training is provided for new Directors. They also have continued access to the advice and services of the Company Secretary, and when deemed necessary, the Directors can seek independent professional advice. The schedule of Matters Reserved for the Board, as well as the Terms of Reference of its committees are reviewed on an annual basis and further describe Directors' responsibilities and obligations and include any statutory and regulatory duties. The Audit Committee has the responsibility for the ongoing review of the Company's risk management systems and internal controls and, to the extent that they are applicable, risks related to the matters set out in Section 172 are included in the Company's risk register and are subject to periodic and regular reviews and monitoring.



Business Review *(continued)*

Stakeholders

A company's stakeholders are normally considered to comprise its shareholders, its employees, its customers, its suppliers as well as the wider community in which the company operates and impacts. The Company is different in that as an investment trust it has no employees and, significantly, its customers are synonymous with its shareholders. In terms of suppliers, the Company receives professional services from a number of different providers, principal among them being the Portfolio Manager. The Board believes that the wider community in which the Company operates encompasses its portfolio of investee companies and the communities in which they operate.

Details of how the Board considers the needs and priorities of the Company's stakeholders and how these are taken into account during all its discussions and as part of its decision-making are detailed below. All discussions involve careful considerations of the longer- term consequences of any decisions and their implications for stakeholders.

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Business Review *(continued)*

Stakeholder

Board Engagement

Shareholders

Continued shareholder support and engagement are critical to existence of the business and the delivery of the long-term strategy of the Company.

The Board is committed to maintaining open channels of communication and to engage with shareholders in a manner which they find most meaningful, in order to gain an understanding of the views of shareholders. These include:

- **Annual General Meeting** – The Company welcomes and encourages attendance, voting and participation from shareholders at the AGM, during which the Directors and the Portfolio Manager are available to discuss issues affecting the Company and answer any questions. The Portfolio Manager provides a presentation at the AGM on the Company's performance and its future outlook. The Company values any feedback and questions it may receive from shareholders ahead of and during the AGM.
- **Publications** – The Annual and Interim Reports of the Company are made available on its website and the Annual Report is circulated to shareholders. These reports provide shareholders with a clear understanding of the Company's portfolio and financial position. This information is supplemented by a monthly fact sheet and regular presentations which are available on the website. Feedback and/or questions the Company receives from the shareholders help the Company evolve its reporting, aiming to render the reports and updates transparent and understandable.
- **Shareholder meetings** – The Portfolio Manager and the Company's Broker are in regular contact with major shareholders. The Chairman and the other Directors are available to meet with shareholders to understand their views on governance and the Company's performance where they wish to do so. Shareholders are also able to meet with the Portfolio Manager and the Marketing Team of Frostrow Capital LLP ("Frostrow") throughout the year, either in person or via video conference. The results from all meetings between the Portfolio Manager, Frostrow, the Broker and shareholders, and the views of the shareholders are reported to the Board on a regular basis.
- **Shareholder concerns** – In the event shareholders wish to raise issues or concerns with the Directors, they are welcome to do so at any time by writing to the Chairman. Other members of the Board are also available to shareholders if they have concerns that have not been addressed through the normal channels. Shareholders wishing to communicate directly with the Board should contact the Company Secretary at the registered office address which can be found on page 104.
- **Investor relations updates** – At every Board meeting, the Directors receive updates from the Company's Broker on the share trading activity, share price performance and any shareholders' feedback, as well as updates from the Portfolio Manager and from Frostrow. To gain a deeper understanding of the views of its shareholders and potential investors, the Portfolio Manager and Frostrow also meet regularly with shareholders. Any pertinent feedback is taken into account when Directors discuss the Company's share capital and any possible fund raisings. The willingness of the shareholders, including the partners and staff of the Portfolio Manager, to maintain their holdings over the long-term period is another way for the Board to gauge how the Company is meeting its objectives and suggests the presence of a healthy corporate culture.



Business Review *(continued)*

Stakeholder

Board Engagement

The Portfolio Manager

The Portfolio Manager's performance is critical for the Company to successfully deliver its investment strategy and meet its objective to provide shareholders with attractive total return over a long-term period.

The management of the Company's portfolio is delegated to the Portfolio Manager, which manages the assets in accordance with the Company's objectives and policies. At each Board meeting, representatives from the Portfolio Manager are in attendance to present reports to the Directors covering the Company's current and future activities, portfolio of assets and its investment performance over the preceding period.

Maintaining a close and constructive working relationship with the Portfolio Manager is crucial as the Board and Odyssean Capital both aim to continue to achieve consistent, long-term returns in line with the Company's investment objective. Important components in the collaboration with the Portfolio Manager, representative of the Company's culture, are:

- Operating in a fully supportive, co-operative and open environment and maintaining ongoing communication with the Board between formal meetings;
- Encouraging open discussion with the Portfolio Manager, allowing time and space for original and innovative thinking;
- Recognising that the interests of shareholders and the Portfolio Manager are for the most part well aligned, adopting a tone of constructive challenge, balanced with robust negotiation of the Portfolio Manager's terms of engagement if those interests should not be fully united;
- Drawing on Board members' individual experience and knowledge to support the Portfolio Manager in its monitoring of and engagement with portfolio companies; and
- Willingness to make the Board members' experience available to support the Portfolio Manager in the sound long-term development of its business and resources, recognising that the long-term health of the Portfolio Manager is in the interests of shareholders in the Company.

The management arrangements are set out in greater detail on pages 31 and 32. In addition to the management fee, the Portfolio Manager also receives a performance fee if certain circumstances are met. In respect of the year ended 31 March 2023, no performance fee has been accrued (2022: £2,436,000).

Portfolio companies

The Company invests into available opportunities, allocating capital across different portfolio companies to meet the Company's investment objectives within the pre-defined portfolio limits and with a focus on portfolio level diversification.

The relationship with the Portfolio Manager is fundamental to ensuring the Company meets its purpose. Day-to-day engagement with portfolio companies is undertaken by the Portfolio Manager. Details of how Odyssean Capital carries out portfolio management, as well as information on its differentiated investment approach and the structuring of investments can be found in the Portfolio Manager's report on pages 9 to 20. The Board receives updates at each scheduled Board meeting from the Portfolio Manager on specific investments including regular valuation reports and detailed portfolio and returns analyses. Odyssean Capital's engagement with portfolio companies incorporates recurring due diligence reviews, active voting at their annual general meetings, discussions with their stakeholders (including but not limited to executives, non-executives, other shareholders and corporate advisors) and on-site visits.

In particular, the Board strongly supports the Portfolio Manager in engaging with portfolio companies on ESG issues with the aim of improving operations, ESG standards and performance as well as company culture.

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Business Review *(continued)*

Stakeholder

Board Engagement

Other service providers

In order to function as an investment trust with a premium listing on the London Stock Exchange, the Company relies on a diverse range of reputable advisors for support in meeting all relevant obligations.

The Company's main functions are delegated to a number of service providers, each engaged under separate contracts. The Board, together with Frostrow as Company Secretary, maintains regular contact with its key external providers and receives regular reporting from them, both through the Board and committee meetings, as well as outside of the regular meeting cycle. Their advice and views are routinely taken into account. This regular interaction provides an environment where issues and business developments needs can be dealt with efficiently and collegiately.

The Audit Committee reviews and evaluates the financial reporting control environments in place at each service provider.

Through its Management Engagement Committee, the Board formally assesses their performance, fees and continuing appointment annually to ensure that the key service providers continue to function at an acceptable level and are appropriately remunerated to deliver the expected level of service.

The above mechanisms for engaging with stakeholders are kept under review by the Directors and are discussed on a regular basis at Board meetings to ensure that they remain effective.



Business Review *(continued)*

Key topics of engagement with stakeholders and outcomes

Key topics of engagement with investors

- Ongoing dialogue with shareholders concerning the strategy of the Company, performance, the portfolio and ESG issues.

Actions taken and principal decisions

- The Portfolio Manager, Frostrow and the Broker meet regularly with shareholders and potential investors to discuss the Company's Strategy, performance, the portfolio and any ESG issues which might be raised.
- Shareholders are provided with performance updates via the Company's website as well as the usual financial reports and monthly factsheets.

Key topics of engagement with the Portfolio Manager on an ongoing basis

- Portfolio composition, performance, outlook and business updates as well as ESG engagement with portfolio companies.

Actions taken and principal decisions

- Updates are received by the Board at every Board meeting.

Key topics of engagement with other service providers

- The Directors have frequent engagement with the Company's other service providers through the annual cycle of reporting and due diligence meetings and conversations with the Portfolio Manager. Frostrow, as Company Secretary, has regular conversations with all other service providers on behalf of the Board and the Management Engagement Committee.
- This engagement is completed with the aim of maintaining an effective working relationship and oversight of the services provided.

Actions taken and principal decisions

- During the year, no other specific action was required in respect of the other service providers, as the reviews of their services have been positive and the Directors believe that their continued appointment is in the best interest of the Company.

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Business Review *(continued)*

Culture

The Directors agree that establishing and maintaining a healthy corporate culture among the Board and in its interaction with the Portfolio Manager, shareholders and other stakeholders supports the delivery of the Company's goals. The Board seeks to promote a culture of openness, debate and integrity through ongoing dialogue and engagement with its service providers, principally, the Portfolio Manager.

The Board strives to ensure that its culture is in line with the Company's purpose, values and strategy. As detailed in the Corporate Governance Statement, the Company has a number of policies and procedures in place to assist with maintaining a culture of good governance including those relating to diversity, Directors' conflicts of interest and Directors' dealings in the Company's shares. The Board assesses and monitors compliance with these policies as well as the general culture of the Board through Board meetings and in particular, during the annual evaluation process which is undertaken by each Director (for more information see the performance evaluation section on page 53).

The Board is cognisant of the nature of companies that the Company invests in and notes that their performance could fluctuate while the Portfolio Manager actively engages with them. This requires a culture of patience from the Board, supported by an orderly, disciplined investment management process by the Portfolio Manager. The Board pays particular attention to Odyssean Capital's corporate engagement initiatives and proxy voting policies. Additional information on the Board's approach to ESG matters is detailed on page 34.

The Board seeks to appoint the best possible service providers and evaluates their remit, performance and cost effectiveness on a regular basis. The Board considers the culture of the Portfolio Manager and other service providers, including their policies, practices and behaviour, through regular reporting from these stakeholders and, in particular, during the annual review of the performance and continuing appointment of all service providers through its Management Engagement Committee.

Responsible and Sustainable Investing

It is the Board's view that, in order to achieve long-term success, companies need to maintain high standards of corporate governance and corporate responsibility. More information is given in the Portfolio Manager's Report on pages 9 to 20.

Climate Change

The risks associated with climate change represent an increasingly important issue and the Board and the Portfolio Manager are aware that the transition to a low-carbon economy will affect all businesses, irrespective of their size, sector or geographic location. Therefore, no company's revenues are immune and the assessment of such risks must be considered within any effective investment approach.

Key Performance Indicators ("KPIs")

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

Net asset value

The NAV at 31 March 2023 was 160.4p per ordinary share, compared to 164.0p per ordinary share at the end of the previous period, a decrease of 2.2% (2022: an increase of 17.7%) The NAV total return* since the launch of the Company on 1 May 2018 to 31 March 2023 was 60.4%. The total return from the NSCI ex IC plus AIM Total Return Index* was 1.6% for the same period.

A full description of the Company's performance for the year ended 31 March 2023 can be found in the Portfolio Manager's Report on pages 9 to 20.

*Share price total return**

The Company's share price at the previous year end was 166.0p and decreased to 164.0p as at 31 March 2023, resulting in a return of -1.2% (2022: +28.7%) during the year.

*Share price premium/(discount) to NAV**

The share price premium to NAV changed from 1.2% at the previous year end to premium of 2.2% as at 31 March 2023. During the year ended 31 March 2023, the shares traded at an average premium to NAV of 1.1%.

Revenue return per ordinary share

In the year to 31 March 2023, the Company made a revenue income of 0.2p per share (2022: revenue income of 0.5p per share).

*Ongoing charges**

The Company's ongoing charges ratio for the year ended 31 March 2023 was 1.45% (2022: 1.45%).

* Alternative Performance Measures (see Glossary on page 91).



Business Review *(continued)*

Management Arrangements – Portfolio Manager

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

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

The Company may terminate the Portfolio Management Agreement by giving the Portfolio Manager not less than six months' prior written notice. The Portfolio Manager may terminate the Portfolio Management Agreement by giving the Company not less than six months' prior written notice.

Management Fee

The Portfolio Manager is entitled to receive an annual management fee equal to the lower of: (i) 1% of the NAV (calculated before deduction of any accrued but unpaid management fee and any performance fee) per annum; or (ii) 1% per annum of the Company's market capitalisation. The annual management fee is calculated and accrues daily and is payable quarterly in arrears.

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

Performance Fee

In addition, the Portfolio Manager is entitled to a performance fee in certain circumstances.

During the year, in order to simplify the accounting treatment, the Board agreed to amend the settlement mechanism relating to the payment of any performance fee earned, to a payment wholly in cash rather than a combination of cash and the Company's ordinary shares. This amendment only affects such payments made when the Company's ordinary shares are trading at a premium to the NAV per share, as this already applies where the Company's shares are trading at a discount to the NAV per share. The requirement for the Portfolio Manager to use 50% of any performance fee payment to purchase

the Company's ordinary shares remains in place. Such purchase to be made within four months of receipt of any cash payment. Further details regarding the performance fee can be found below.

The Portfolio Manager will continue to ensure that 50% of any performance fee earned by the Odyssean Capital LLP will be invested in the ordinary shares of the Company as a collective group rather than as individuals. The collective group includes Ian Armitage, Harwood Capital Management Limited, Stuart Widdowson and Ed Wielechowski.

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

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

- i) the NAV per ordinary share on the first business day of a Performance Period; in each case as adjusted by the aggregate amount of (i) the total return on the Comparator Index (expressed as a percentage); and (ii) 1% per annum over the relevant Performance Period (the "Target NAV per Share");
- ii) the highest previously recorded NAV per ordinary share as at the end of the relevant Performance Period in respect of which a Performance Fee was last paid (the "High Watermark"); and
- iii) with any resulting excess amount being known as the "Excess Amount".

The Portfolio Manager will be entitled to 10% of the Excess Amount multiplied by the time weighted average number of ordinary shares in issue during the relevant Performance Period to which the calculation date relates. The Performance Fee will accrue daily.

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Business Review *(continued)*

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

Subject at all times to compliance with relevant regulatory and tax requirements, any Performance Fee paid or payable shall be satisfied as to 100% of its value in cash and the Portfolio Manager shall, as soon as reasonably practicable following receipt of such payment, use 50% of such Performance Fee payment to make market purchases of ordinary shares (rounded down to the nearest whole number of ordinary shares) within four months of the date of receipt of such Performance Fee payment.

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

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

Based on the performance of the Company to 31 March 2023, no performance fee (2022: £2,436,000) has been accrued in respect of the year ended 31 March 2023.

Administration Manager, Company Secretary and Marketing Specialist

Frostrow Capital LLP ("Frostrow") has been appointed as the Company's Administration Manager and Company Secretary as well as Marketing Manager. Frostrow is an independent provider of services to the investment companies sector and currently has a total of 15 investment

company clients whose assets totalled approximately £20.1 billion as at the date of this report.

Administrative, company secretarial and marketing services are provided by Frostrow under an agreement dated 23 June 2020. An annual administration and management services fee of 22.5 basis points of the market capitalisation of the Company up to (but not including) £150 million, charged monthly in arrears, is payable. Frostrow's fees will reduce from 22.5 basis points to 20 basis points on market capitalization of the Company in excess of £150 million in size up to and including £500 million, and to 17.5 basis points on market capitalisation in excess of £500 million. The agreement may be terminated by either party on six months' written notice. Further details can be found in note 4 to the financial statements.

Custodian

RBC Investor Services Trust ("RBC") was appointed as the Company's Custodian pursuant to an agreement dated 22 March 2018. RBC is in charge of, *inter alia*, safekeeping and custody of the Company's assets, investments and cash, processing transactions and foreign exchange services, if necessary. The Company and the Custodian may terminate the Custody Agreement with 90 days' written notice.

Portfolio Manager Evaluation and Continuing Appointment

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

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



Business Review *(continued)*

Frostrow's Evaluation and Continuing Appointment

The review of the performance of Frostrow as Administration Manager, Company Secretary and Marketing Specialist is a continuous process carried out by the Board and a formal evaluation was undertaken by the Management Engagement Committee in May 2023. The Board believes that the continuing appointment of Frostrow Capital LLP under the terms described above, is in the interests of shareholders. In coming to this decision, the Board also took into consideration the quality and depth of experience of the management, administrative and company secretarial team that Frostrow allocates to the Company.

Company Promotion

The Company has appointed Frostrow to promote the Company's shares to professional investors in the UK and Ireland. As investment company specialists, the Frostrow team provides a continuous, pro-active marketing, distribution and investor relations service that aims to promote the Company by encouraging demand for the shares.

Frostrow actively engages with professional investors, typically discretionary wealth managers, some institutions and a range of execution-only platforms. Regular engagement helps to attract new investors and retain existing shareholders, and over time results in a stable share register made up of diverse, long-term holders.

Frostrow arranges and manages a continuous programme of one-to-one meetings with professional investors around the UK. These include regular meetings with "gate keepers", the senior points of contact responsible for their respective organisations' research output and recommended lists. The programme of regular meetings also includes autonomous decision makers within large multi-office groups, as well as small independent organisations. Some of these meetings involve Odyssean Capital LLP, but most of the meetings do not, which means the Company is being actively represented both to existing and potential investors, while the Portfolio Manager concentrates on the portfolio.

The Company also benefits from involvement in the regular professional investor seminars run by Frostrow in major centres, notably London and Edinburgh, and webinars which are focused on buyers of investment companies.

Frostrow produces many key corporate documents, monthly factsheets, annual and half-yearly reports. All Company information and invitations to investor events, including updates from the Portfolio Manager on portfolio and market developments, are regularly emailed to a growing database, overseen by Frostrow, consisting of professional investors.

Frostrow maintains close contact with all the relevant investment trust broker analysts, particularly those from Winterflood Securities Limited, the Company's corporate broker, but also others who publish and distribute research on the Company to their respective professional investor clients.

The Company further benefits from regular press coverage, with articles appearing in respected publications that are widely read by both professional and self-directed private investors. The latter typically buy their shares via retail platforms, which account for a significant proportion of the Company's share register.

Employees, Human Rights, Social and Community Issues

The Board recognises the requirement under Companies Act 2006 to detail information about human rights, employees and community issues, including information about any policies it has in relation to these matters and the effectiveness of these policies. These requirements do not apply to the Company as it has no employees, all the Directors are non-executive and it has outsourced all its functions to third party service providers. The Company has therefore not reported further in respect of these provisions, however, it does expect its service providers and portfolio companies to respect these requirements.

Integrity and Business Ethics

The Company is committed to carrying out business in an honest and fair manner with a zero-tolerance approach to bribery, tax evasion and corruption. As such, policies and procedures are in place to prevent the above. The Board's expectations are that its principal service providers have similar governance policies in place. The Company Secretary, on behalf of the Board, will seek assurances from service providers on a regular basis.

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Business Review *(continued)*

Environmental, Social and Governance (“ESG”) issues

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

The Board is comprised entirely of non-executive Directors and the day-to-day management of the Company’s business is delegated to the Portfolio Manager. The Portfolio Manager aims to be a responsible investor and believes it is important to invest in companies that act responsibly in respect of environmental, ethical and social issues.

The Portfolio Manager is specifically looking to invest in companies which have average or above average ESG characteristics or practices, but where improvement potential exists. Being mindful of the smaller company nature of many of the portfolio companies, the Portfolio Manager has a pragmatic engagement approach, focused on dialogue with portfolio companies around their performance, disclosure and general practices compared with best-in-class peers, and seeking positive changes in specific areas. The Portfolio Managers will not invest in non-ethical or unsustainable businesses as set out on pages 3 and 4.

The Directors believe that proxy voting is an important part of the corporate governance process. It is the policy of the Company to vote at all shareholder meetings of investee companies, and the Board has delegated voting activities to the Portfolio Manager. The Portfolio Manager follows relevant regulatory requirements with an aim to make voting decisions which will best support growth in shareholder value and will commonly take into account best practices regarding corporate governance, board composition, remuneration and ESG issues. The Portfolio Manager also provides the Directors with a six-monthly update regarding the voting decisions made in respect of the investee companies.

Modern Slavery Act 2015

The Company does not provide goods or services in the normal course of business, and as a financial investment vehicle does not have customers. The Directors do not therefore consider that the Company is required to make a statement under the Modern Slavery Act 2015 in relation to slavery or human trafficking.

The Company’s suppliers are typically professional advisers and the Company’s supply chains are considered to be low risk in this regard.

In light of the nature of the Company’s business there are no relevant human rights issues and the Company does not have a human rights policy.



Risk Management

Principal Risks, Emerging Risks and Risk Management

The Board considers that the risks detailed within this report are the principal risks currently facing the Company to deliver its strategy.

The Board is responsible for the ongoing identification, evaluation and management of the principal risks faced by the Company and the Audit Committee, on behalf of the Board, has established a process for the regular review of these risks and their mitigation. This process accords with the UK Governance Code and the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.

During the year ended 31 March 2023, the Audit Committee has again carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity. The Committee also considered the controls in place to mitigate the inherent risks and whether additional controls or actions were required to bring the residual risk down to an acceptable level. The Committee was satisfied with the controls that are in place.

Further details, including as a summary of the Company's approach to risk and how principal risks and uncertainties were dealt with during the year under review, are set out on pages 37 to 41.

Internal Control Review

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

Key procedures established with a view to providing effective financial control, have been in place throughout the year ended 31 March 2023 and up to the date of this Report. The internal control systems are designed to ensure that proper accounting records are maintained, that the financial information on which business decisions are made and which are issued for publication is reliable and that the assets of the Company are safeguarded.

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

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

Internal Control Assessment Process

Robust risk assessments and reviews of internal controls are undertaken regularly in the context of the Company's overall investment objective. During the year, the Board – through the Audit Committee and together with Frostrow – has confirmed its risk management controls under the key headings of: Corporate Strategy; Accounting, Legal and Regulatory; Operational; Investment and Business Activities. In evaluating the risks the Company faces, the Board has considered the Company's operations in the light of the following factors:

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

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Risk Management *(continued)*

A risk matrix helps to monitor the risks which have been identified and the controls in place to mitigate those risks. The risks are assessed on the basis of the likelihood of them happening, the impact on the business if they were to occur and the effectiveness of the controls in place to mitigate them. This risk register is reviewed by the Audit Committee regularly at every meeting.

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



Risk Management *(continued)*

Principal risks and uncertainties

Key mitigation

Investment performance is not comparable to the expectations of investors

Consistently poor performance could lead to a fall in the share price and a widening of the discount. The success of the Company depends on the Portfolio Manager's ability to identify, acquire and realise investments in accordance with the Company's investment policy. This, in turn, depends on the ability of the Portfolio Manager to apply its investment processes and identify suitable investments.

The Board reviews and discusses the Company's performance against its investment objective and policy, and assesses performance in comparison to industry peers and the broader comparative market. The Board also keeps the performance of the Portfolio Manager under continual review, along with a review of significant stock decisions and the overall rationale for holding the current portfolio. In addition, the Management Engagement Committee conducts an annual appraisal of the Portfolio Manager.

Share price performance

The market price of the Company's shares, like shares in all investment companies, may fluctuate independently of the NAV and therefore may not reflect the underlying NAV of the shares. The shares could trade at a discount or premium to NAV at different times, depending on factors such as market conditions, investors' perceptions of the merits of the Company's objective and investment policy, supply and demand for the shares and the extent investors value the activities of the Company and/or the Portfolio Manager.

The Board monitors the relationship between the share price and the NAV, including regular review of the level of discount relative to that of companies in the sector. The Company has taken powers to re-purchase shares and will consider doing so to reduce the volatility of any share price discount. The Company has also taken powers to issue shares (only at a premium to NAV) to provide liquidity to the market to meet investor demand by way of issue of further shares.

No share buybacks were undertaken during the year. The Company issued a total of 16,697,000 new shares through tap issuances).

The Board and the portfolio management team all own shares in the Company, by way of aligning their own interests with those of all other shareholders. The Directors invest their Directors' fees in shares and the Portfolio Manager invests at least 50% of any performance fee in shares. For more details about the performance fee, please see pages 31 and 32.

In addition, in the seventh year following the IPO (and every seventh year thereafter), the Board will provide shareholders with an opportunity to realise their shares at the applicable NAV.

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Risk Management *(continued)*

Principal risks and uncertainties

Key mitigation

Portfolio Manager – loss of personnel or reputation

The identification and selection of investment opportunities and the management of the day-to-day activities of the Company depends on the diligence, skill, judgement and business contacts of the Portfolio Manager's investment professionals and the information and deal flow they generate during the normal course of their activities. The Company's future success depends on the continuing ability of these individuals to provide services and the Portfolio Manager's ability to strategically recruit, retain and motivate new talented personnel as required. The departure of some or all of the Portfolio Manager's investment professionals could prevent the Company from achieving its investment objective and give rise to a significant public perception risk regarding the potential performance of the Company.

The Board maintains a good level of communication and has a good relationship with the Portfolio Manager, and regularly reviews the Portfolio Manager's performance at Board meetings. The Portfolio Manager's Compliance Officer also reports to the Board regularly and the Portfolio Manager would report to the Board immediately in the event of any change in key personnel.

Odyssean Capital LLP as Portfolio Manager has appointed an investment team consisting of Stuart Widdowson and Ed Wielechowski, both of whom are very experienced in managing the portfolio in accordance with the Company's principles and investment strategy.

Material changes within the Portfolio Manager's organisation

Material changes could occur within the Portfolio Manager's organisation or its affiliates which are to the detriment of the Company's standing in respect of its competitors and its profitability.

The Portfolio Manager has advance notice of any material changes within its organisation and would report to the Board immediately in the event of any such changes, including within its organisation and affiliates or to its key personnel.



Risk Management *(continued)*

Principal risks and uncertainties

Key mitigation

Reliance on the performance of third party service providers

The Company has no employees and the Directors have been appointed on a non-executive basis. The Company is reliant upon the performance of third party service providers for its executive function. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment could have a material adverse effect on the operation of the Company.

This encompasses disruption or failure caused by cyber crime or a pandemic and covers dealing, trade processing, administrative services, financial and other operational functions.

The Board has appointed third party service providers with relevant experience. Each third party service provider is monitored by the Board and their roles are evaluated at least annually by the Management Engagement Committee.

The Board further receives a monthly report from Frostrow, which includes details of compliance with applicable law and regulations; reviews internal control reports and key policies of its service providers; has considered the increased risk of cyber-attacks and has received assurances from its service providers regarding the controls in place; and maintains a risk matrix with details of risks to which the Company is exposed, the approach to those risks, key controls relied on and the frequency of the controls operation.

UK Regulatory Risk

The regulatory environment in which the Company operates changes materially, affecting the Company's modus operandi.

The Board monitors regulatory change with the assistance of Frostrow and external professional advisers to ensure that the Board is aware of any likely changes in the regulatory environment and will be able to adapt as required.

UK Legal Risk

The Company and/or the Directors fail to comply with legal requirements in relation to FCA dealing rules and procedures, the AIFMD, the Listing Rules, the Companies Act 2006, relevant accounting standards, the Bribery Act 2010, the Criminal Finances Act 2017, GDPR, tax regulations or any other applicable regulations.

The Board monitors regulatory change with the assistance of its external professional advisers to ensure compliance with applicable laws and regulations including the Companies Act 2006, the AIFM Rules, the Corporation Tax Act 2010 ("Section 1158"), the Market Abuse Regulation ("MAR"), the Disclosure Guidance and Transparency Rules ("DTRs") and the FCA's Listing Rules.

The Board reviews compliance reports and internal control reports provided by its service providers, as well as the Company's financial statements and revenue forecasts.

The Directors attend seminars and conferences to keep up to date on regulatory changes and receive industry updates from the Company Secretary. The Company Secretary also presents a quarterly report on changes in the regulatory environment, including AIC updates, and how changes have been addressed.

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Risk Management *(continued)*

Principal risks and uncertainties

Key mitigation

Governance Risk

Poor adherence to corporate governance best practice or errors or irregularities in published information could lead to censure and/or result in reputational damage to the Company.

The Board reviews all information supplied to shareholders and Frostrow's marketing activity at each meeting.

Details of the Company's compliance with corporate governance best practice, including information on relationships with shareholders, are set out in the Corporate Governance Report in the Annual Report.

ESG and Climate Change Risk

Risks related to the environment, social issues and governance (ESG) such as the impact of climate change or bad governance of portfolio companies could have an adverse impact on the portfolio companies' operational performance.

At every Board meeting, the Board receives ESG updates, which include information on any climate change and governance related engagement, from the Portfolio Manager together with monthly portfolio updates. The Board challenges the Investment Manager on ESG matters to ensure that the portfolio companies are acting in accordance with the Board's ESG approach.

The Portfolio Manager supports the UK Stewardship Code and actively engages with portfolio companies on ESG matters including climate change.

Details of the Portfolio Manager's ESG approach can be found in the Portfolio Manager's Report and on the Company's website at www.oitplc.com.

Furthermore, the Board has decided to hold some of its meetings, when possible, not in person but via video conference, to save on travel and reduce the Directors' carbon footprints on behalf of the Company.



Risk Management *(continued)*

Emerging Risks

The Company has carried out a detailed assessment of its emerging and principal risks. The International Risk Governance Council's definition of an "emerging" risk is one that is new, or is a familiar risk in a new or unfamiliar context or under new context conditions (re-emerging). Failure to identify emerging risks may cause reactive actions rather than being proactive and, in a worst case scenario, could cause the Company to become unviable or otherwise fail or force the Company to change its structure, objective or strategy.

The Audit Committee reviews the Company's risk register at its half-yearly meetings. Emerging risks are discussed in detail as part of this process to try to ensure that emerging as well as well-known risks are identified and mitigated as far as possible.

Any emerging risks and mitigations are added to the risk register, an example being the invasion of Ukraine by Russia, which has led to shock waves in the markets and was followed by increasingly severe sanctions against Russia such as the boycott of Russian oil and gas by many countries and the blacklisting of Russian banks. Supply emergencies, distribution problems and price increases ensued and the Board and all its advisers continue to keep developments under close review.

The experience and knowledge of the Directors is useful in these discussions, as are update papers and advice received from the Board's key service providers such as the Portfolio Manager, Frostrow and the Company's brokers. In addition, the Company is a member of the AIC, which provides regular technical updates, draws members' attention to forthcoming industry and regulatory issues and advises on compliance obligations.

Going Concern

The content of the Company's portfolio, trading activity, the Company's cash balances and revenue forecasts, and the trends and factors likely to affect the Company's performance are reviewed and discussed at each Board meeting.

The Company's financial statements for the year ended 31 March 2023 have been prepared on a going concern basis.

In reaching this conclusion, the Board has considered a detailed assessment of the Company's ability to meet its

liabilities as they fall due, including tests which modelled the effects of substantial falls in markets and significant reductions in market liquidity, on the Company's NAV, its cash flows and expenses. The assessments also factored in the risk of persistently high inflation, existing and potential further risks arising from Russia's invasion of Ukraine, and any ongoing risks from the COVID pandemic. Further information is provided in the Audit Committee report.

Based on the information available to the Directors at the date of this report, including the results of these stress tests, the conclusions drawn in the Viability Statement, the Company's cash balances, and the liquidity of the Company's listed investments, the Directors are satisfied that the Company has adequate financial resources to continue in operation for at least the next 12 months and that, accordingly, it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Longer-Term Viability Statement

In accordance with the UK Corporate Governance Code, the Directors have carefully assessed the Company's position and prospects as well as the principal risks and have formed a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three financial years. The Board has chosen a three-year horizon in view of the long-term nature and outlook adopted by the Investment Manager when making investment decisions.

To make this assessment and in reaching this conclusion, the Audit Committee has considered the Company's financial position and its ability to liquidate its portfolio and meet its liabilities as they fall due:

- the portfolio is principally comprised of investments listed and traded on stock exchanges. These are actively traded and, whilst perhaps less liquid than larger quoted companies, the portfolio is well diversified;
- the portfolio is typically run with a net cash position (average of 5.5% in net cash over the past two years) and as a result there is ample liquidity on a day-to-day basis for the Company to meet its obligations;
- the expenses of the Company are predictable and modest in comparison with the assets and there are no capital commitments foreseen which would alter that position; and

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Risk Management *(continued)*

- the Company has no employees, only its non-executive Directors. Consequently, it does not have redundancy or other employment related liabilities or responsibilities.

The Audit Committee, as well as considering the potential impact of the Company's principal risks and various severe but plausible downside scenarios, has also considered the following assumptions in considering the Company's longer-term viability:

- there will continue to be demand for investment trusts;
- the Board and the Portfolio Manager will continue to adopt a long-term view when making investments;
- the Company invests principally in the securities of UK listed companies to which investors will wish to continue to have exposure;
- regulation will not increase to a level that makes running the Company uneconomical; and
- the performance of the Company will continue to be satisfactory.

High inflation and the war in Ukraine were also factored into the key assumptions made by assessing its impact on the Company's key risks and whether they had increased in their potential to affect the normal, favourable and stressed market conditions.

Looking to the Future

The Board concentrates its attention on the Company's investment performance and Odyssean Capital LLP's investment approach and on factors that may have an effect on this approach.

The Board is regularly updated by Frostrow Capital LLP on wider investment trust industry issues and regular discussions are held concerning the Company's future development and strategy.

A review of the Company's year ended 31 March 2023, its performance and the outlook for the Company can be found in the Chairman's Statement and in the Portfolio Manager's Review.

The Company's overall strategy remains unchanged.

Approval

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

Jane Tufnell
Chairman

30 May 2023

Governance



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Board of Directors

as at 31 March 2023



Jane Tufnell

Chairman

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

In 1994, Jane co-founded Ruffer Investment Management Limited where she worked for over 20 years to build the business to an AUM of £20 billion, before leaving in 2015. Jane now has a variety of directorships including Schroders Capital Global Innovation Trust plc. She is also chairman of ICG Enterprise Trust plc.

Date of appointment: 21 December 2017



Arabella Cecil

Senior Independent Director

Arabella began working in finance in 1987, training in Milan and Paris before CL-Laing in London, where she headed the firm's Extel-rated food producers research team.

From 1996, she worked as a freelance photojournalist and filmmaker, and in 1998, she founded a media company which specialised in the IMAX® format. Between 2008 and 2012, she worked for Culross Global Management, ultimately as a member of the firm's Investment and Risk Committees. In 2012, she co-founded BACIT Limited serving as Chief Investment Officer, and from 2015, as a non-executive director until the company became Syncona. She served as Chief Investment officer of Syncona's fund portfolio until April 2019.

Date of appointment: 31 January 2018



Peter Hewitt

Chairman of the Management Engagement Committee

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

In 2008, he launched BMO Managed Portfolio Trust (now called CT Global Managed Portfolio Trust PLC following the acquisition of BMO Financial Group's European asset management business by Columbia Threadneedle) onto the London Stock Exchange and remains the current investment manager of the company.

Date of appointment: 31 January 2018



Board of Directors *(continued)*



Richard King

Chairman of the Audit Committee

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

Richard is a non-executive director of GYG Ltd. He is also the Chair of Trustees for the Willow Foundation, Chair of Finance, Audit and Risk at FareShare and Ark Schools, and a partner of Rockpool Investments LLP and Beach Private Equity LLP.

Date of appointment: 21 December 2017

Overview



Neil Mahapatra

Independent Non-Executive Director

Neil has over 20 years finance and investment experience. He began his career in investment banking at Morgan Stanley. In 2008, he joined J. Rothschild Capital Management, where led the private investment activities for Lord Rothschild and RIT Capital Partners plc.

In 2013, Neil established Kingsley Capital Partners LLP, a family office backed private investment firm that creates and builds businesses from inception. Through Kingsley, Neil has created numerous companies across different sectors, including FTSE-listed biotechnology firm Oxford Cannabinoid Technologies and UK wholesale fibre internet business Spring Fibre.

Outside of work, Neil is Chair of the MASS Design Group, working with the two founders for over a decade to grow the organisation into one of the leading architecture & design firms in the world.

Date of appointment: 3 April 2023

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Directors' Report

The Directors are pleased to present the Annual Report and Financial Statements for the year ended 31 March 2023. In accordance with Companies Act 2006 (as amended), the Listing Rules and the Disclosure Guidance and Transparency Rules, the Corporate Governance Statement, Directors' Remuneration Report, Report from the Audit Committee and the Statement of Directors' Responsibilities should be read in conjunction with one another, and the Strategic Report. As permitted by legislation, some of the matters normally included in the Directors' Report have instead been included in the Strategic Report, as the Board considers them to be of strategic importance.

Directors

The Directors in office during the year and at the date of this report, and their biographical details, are shown on pages 44 and 45.

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

Performance and outlook

A summary of the Company's performance during the year ended 31 March 2023 and the outlook for the forthcoming year is set out in the Strategic Report on pages 6 to 43.

Corporate governance

The Company's Corporate Governance Statement, which includes the Company's Corporate Governance policies, is set out on pages 50 to 55 and forms part of this report. Details regarding independent professional advice, insurance and indemnity are set out in the statement on pages 54 and 55.

Share capital

Share issues

At the AGM held on 21 September 2022, the Directors were granted authority to issue up to 20,703,010 ordinary shares, being 20% of the ordinary shares in issue at the time of the passing of the resolution. Proposals for the renewal of the Directors' authority to issue shares will be set out in the Notice of the forthcoming AGM.

On 28 June 2022, the Company was granted a new block listing of 10.0 million ordinary shares, on 7 December 2022 a block listing for 5.0 million ordinary shares was granted, and a further stock listing for 7.0 million ordinary shares was granted on 1 February 2023 to be listed to the premium segment of the Official List of the FCA and admitted to trading on the premium segment of the LSE's main market. During the year ended 31 March 2023, 16.7 million shares were issued under available block listings. As at the date of this report, a balance of 9.6 million shares remain under its block listings.

During the year ended 31 March 2023, a total of 16,697,000 new shares were issued under the Company's block listings.

Since the year end and up to the date of this report, 627,000 new shares were issued to the market.

Purchase of own shares

At the AGM held on 21 September 2022, the Directors were granted the authority to buy back up to 15,516,906 ordinary shares, being 14.99% of the ordinary shares in issue at the time of the passing of the resolution.

No shares were bought back during the year and up to the date of this report. Proposals for the renewal of the Directors' authority to buy back shares will be set out in the Notice of AGM.

Current share capital

As at 31 March 2023, there were 112,945,053 ordinary shares in issue. No shares are held in treasury, therefore the total voting rights of the Company as at 31 March 2023 was 112,945,053.

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



Directors' Report *(continued)*

Substantial shareholdings

The Company has been informed of the following interests in the voting rights of the Company:

31 March 2023 Shareholder	Number of ordinary shares held	% of voting rights
Harwood Capital	17,835,227	15.79
Cazenove Capital Management	11,228,020	9.94
Brewin Dolphin, stockbrokers	7,649,779	6.77
Mr Ian Armitage	6,996,540	6.19
Investec Wealth & Investment	6,165,901	5.46
Raymond James Investment Services	5,634,168	4.99
Close Brothers Asset Management	5,380,952	4.76
JM Finn, stockbrokers	5,093,320	4.51
AJ Bell, stockbrokers (EO)	4,820,583	4.27
Hargreaves Lansdown, stockbrokers (EO)	4,004,023	3.55
Interactive Investor (EO)	3,626,840	3.21

30 April 2023 Shareholder	Number of ordinary shares held	% of voting rights
Harwood Capital	17,835,227	15.76
Cazenove Capital Management	11,020,109	9.74
Brewin Dolphin, stockbrokers	7,698,207	6.80
Mr Ian Armitage	6,996,540	6.18
Investec Wealth & Investment	6,246,189	5.52
Raymond James Investment Services	5,645,868	4.99
Close Brothers Asset Management	5,471,952	4.83
JM Finn, stockbrokers	5,094,270	4.50
AJ Bell, stockbrokers (EO)	4,875,748	4.31
Hargreaves Lansdown, stockbrokers (EO)	4,009,446	3.54
Interactive Investor (EO)	3,601,404	3.18

EO = execution only

Interests of key management personnel in the shares of the Company as at 31 March 2023:

	Ordinary Shares	% of voting rights
Stuart Widdowson	1,171,425	1.04
Ed Wielechowski	597,805	0.53

Beneficial Owners of Ordinary Shares – Information Rights

The beneficial owners of ordinary shares who have been nominated by the registered holder of those shares to receive information rights under Section 146 of the Companies Act 2006 are required to direct all communications to the registered holder of their shares rather than to the Company's registrar, Equiniti, or to the Company directly.

Requirements of the Listing Rules

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross-reference table indicating where the information is set out. The information required under Listing Rules 9.8.4(5) and 9.8.4(6) in relation to Peter Hewitt waiving his Director's fee is set out on page 60. The Directors confirm that there are no additional disclosures to be made in relation to Listing Rule 9.8.4.

Anti-Bribery and Corruption Policy

The Board has adopted a zero-tolerance approach to instances of bribery and corruption. Accordingly, it expressly prohibits any Director or associated persons when acting on behalf of the Company, from accepting, soliciting, paying, offering or promising to pay or authorise any payment, public or private, in the United Kingdom or abroad to secure any improper benefit for themselves or for the Company.

The Board applies the same standards to its service providers in their activities for the Company.

A copy of the Company's Anti Bribery and Corruption Policy can be found on its website at www.oitplc.com. The policy is reviewed annually by the Audit Committee.

Prevention of the Facilitation of Tax Evasion

In response to the implementation of the Criminal Finances Act 2017, the Board has adopted a zero-tolerance approach to the criminal facilitation of tax evasion. A copy



Directors' Report *(continued)*

of the Company's policy on preventing the facilitation of tax evasion can be found on the Company's website www.oitplc.com. The policy is reviewed annually by the Audit Committee.

Political Donations

The Company has not made any political donations in the past, nor does it intend to do so in the future.

Global Greenhouse Gas Emissions for the Year ended 31 March 2023

The Company is an investment trust, with neither employees nor premises, nor has it any financial or operational control of the assets which it owns. It 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' Report) Regulations 2013, including those within the Company's underlying investment portfolio. Consequently, the Company consumed less than 40,000 kWh of energy during the year in respect of which the Directors' Report is prepared and therefore is exempt from the disclosures required under the Streamlined Energy and Carbon Reporting criteria.

The Directors have decided to hold some of the Company's meetings not in person but via video conference when possible, to save on travel and reduce their carbon footprints on behalf of the Company.

Common Reporting Standard ("CRS")

CRS is a global standard for the automatic exchange of information commissioned by the Organisation for Economic Cooperation and Development and incorporated into UK law by the International Tax Compliance Regulations 2015. CRS requires the Company to provide certain additional details to HMRC in relation to certain shareholders. The reporting obligation began in 2016 and will be an annual requirement going forward. The Registrars, Equiniti Limited, have been engaged to collate such information and file the reports with HMRC on behalf of the Company.

Other Statutory Information

The following information is disclosed in accordance with the Companies Act 2006:

- The rules on the appointment and replacement of directors are set out in the Company's articles of association (the "Articles"). A change to the Articles would be governed by the Companies Act 2006.
- Subject to the provisions of the Companies Act 2006, to the Articles, and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. The powers shall not be limited by any special powers given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors. The Directors' powers to buy back and issue shares, in force at the end of the year, are recorded in the Directors' Report.

There are no agreements:

- (i) to which the Company is a party that might affect its control following a takeover bid; and/or
- (ii) between the Company and its Directors concerning compensation for loss of office.

Auditor

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

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

Financial Risk Management

The Company's financial instruments comprise its investment portfolio, cash balances, debtors and creditors that arise directly from its operations such as sales and purchases awaiting settlement and accrued income. The



Directors' Report *(continued)*

financial risk management objectives and policies arising from its financial instruments and the exposure of the Company to risk are disclosed in note 12 to the Financial Statements.

Post Balance Sheet Events

Details of the post Balance Sheet events are set out in note 14 to the Financial Statements on page 88.

Articles of Association

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

Annual General Meeting ("AGM")

The fifth AGM of the Company will be held at 12.00 noon on Thursday, 21 September 2023 at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD. The full text of the Notice of the AGM together with explanatory notes can be found on pages 94 to 103.

Resolutions relating to the following items of business will be amongst those to be proposed at the forthcoming AGM.

Resolution 11: Authority to allot shares up to approximately 10% of the ordinary shares in issue;

Resolution 12: Authority to allot shares up to approximately a further 10% of the ordinary shares in issue;

Resolution 13: Authority to disapply pre-emption rights in respect of the shares to be allotted under Resolution 12;

Resolution 14: Authority to disapply pre-emption rights in respect of the shares to be allotted under Resolution 13;

Resolution 15: Authority to buy back up to 14.99% of shares in issue; and

Resolution 16: Authority to hold General Meetings (other than the AGM) on at least 14 clear days' notice.

Resolutions 11 and 12 will be put to shareholders as ordinary resolutions and Resolutions 13 to 16 will be asked as special resolutions.

Ordinary resolutions require that more than 50% of the votes cast at the relevant meeting must be in favour of the resolutions. Special resolutions require that at least 75% of the votes cast must be in favour of the resolution to be passed.

Recommendation

The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

AGM Arrangements

In the event that it will not be possible for shareholders to meet with the Board in person then arrangements will be made for a partially digital, or hybrid meeting. Shareholders are encouraged to view the Company's website, www.oitplc.com for updates nearer the time. Questions can be submitted to the Company Secretary at info@frostrow.com.

Shareholders are also strongly encouraged to exercise their votes in respect of the meeting in advance by returning their forms of proxy. This will ensure that all shareholders' votes are registered in the event that attendance is not possible or restricted or if the meeting is postponed. Further details about the voting process can be found in the Notice of Meeting.

By order of the Board

Frostrow Capital LLP
Company Secretary

30 May 2023

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Corporate Governance Statement

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

The Board is accountable to shareholders for the governance of the Company's affairs and is committed to maintaining the highest standard of corporate governance for the long-term sustainable success of the Company, generating value for shareholders, other stakeholders and contributing to the wider society through investing in its portfolio companies. In this statement, the Company reports on its compliance with the AIC Code of Corporate Governance published in February 2019 (the "AIC Code"), sets out how the Board and its committees have operated during the past year and describes how the Board exercises effective stewardship over the Company's activities in the interests of shareholders and other stakeholders of the Company. The AIC Code addresses all the principles set out in the UK Corporate Governance Code (the "UK Code"), as well as setting out additional provisions on issues that are of specific relevance to the Company as an investment trust.

The Board is confident that it has properly undertaken its duties to shareholders and other stakeholders, and taken a long-term approach to the management of the Company.

Statement of Compliance with the AIC Code

The Board of the Company has considered the principles and recommendations of the AIC Code and considers that reporting against the principles and recommendations of the AIC Code (which incorporates the UK Code), will provide better information to shareholders.

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

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

The Board considers that it has managed its affairs in compliance with the AIC Code and the relevant provisions of the UK Code throughout the year ended 31 March 2023, except where it has concluded that adherence or compliance with any particular principle or

recommendation of either of the Codes would not have been appropriate to the Company's circumstances. Similar to the UK Code, the AIC Code specifies a "comply or explain" basis and the Board's report under this section explains any deviation from its recommendations.

The UK Code includes provisions relating to:

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

The Board considers these provisions are not relevant to the position of the Company, being an externally-managed investment company. The Company has therefore not reported further in respect of these provisions.

The Board of Directors

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

The Board consists of five non-executive Directors, who have substantial recent and relevant experience of investment trusts and financial and public company management.

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

Chairman and Senior Independent Director

The Chairman, Jane Tufnell, is deemed by her fellow independent Board members to be independent in character and judgement, and free of any conflicts of interest. She leads the Board and is responsible for its overall effectiveness



Corporate Governance Statement *(continued)*

in directing the Company. In liaison with the Company Secretary, she ensures that the Directors receive accurate, timely and clear information. Mrs Tufnell considers herself to have sufficient time to spend on the affairs of the Company. She has no significant commitments other than those disclosed in her biography on page 44. The role and responsibilities of the Chairman are clearly defined and set out in writing, a copy of which is available on the Company's website.

Arabella Cecil is the Senior Independent Director of the Company. She provides a sounding board for the Chairman and serves as an intermediary for the other Directors and shareholders. Miss Cecil also provides a channel for any shareholder concerns regarding the Chairman and will take the lead in the annual evaluation of the Chairman by the other independent Directors. The role and responsibilities of the Senior Independent Director are clearly defined and set out in writing, a copy of which is available on the Company's website.

Culture

The Chairman demonstrates objective judgement, promotes a culture of openness and debate, and facilitates effective contributions by all Directors. The Directors are required to act with integrity, lead by example and promote this culture within the Company.

The Board seeks to ensure the alignment of the Company's purpose, values and strategy with the culture of openness, debate and integrity through ongoing dialogue, and engagement with the Portfolio Manager and the Company's other service providers. The culture of the Board is considered as part of the annual performance evaluation process which is undertaken by each Director. The culture of the Company's service providers is also considered by the Board during the annual review of their performance and while considering their continuing appointment.

Purpose and Strategy

The Board assesses the basis on which the Company generates and preserves value over the long term. The Strategic Report describes how opportunities and risks to the future success of the business have been considered and addressed, the sustainability of the Company's business model and how its governance contributes to the delivery of its strategy.

The Company's Objective and Investment Policy are set out on pages 2 to 4.

The purpose and strategy of the Company are described in the Strategic Report on page 23.

Strategy issues and all material operational matters are considered at Board meetings.

Board Operation

The Directors have adopted a formal schedule of matters specifically reserved for their approval. A copy of this schedule is available on the Company's website. These matters include, but are not limited to, the following:

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

Day-to-day investment management is delegated to Odyssean Capital LLP and operational management is delegated to Frostrow Capital LLP.

The Board takes responsibility for the content of communications regarding major corporate issues although Odyssean Capital LLP and Frostrow act as spokesman. The Board is kept informed of relevant promotional material that is issued on behalf of the Company.

Board Meetings

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

At each scheduled Board meeting, the Directors follow a formal agenda which is circulated in advance by the Company Secretary. The Company Secretary, the Administration Manager and the Portfolio Manager regularly provide the Board with financial information, including an annual expenses budget, together with briefing notes and papers in relation to changes in the Company's economic and financial environment, statutory and regulatory changes and corporate governance best practice. A description of the Company's risk management and internal control systems is set out in the Strategic Report on pages 6 to 43.

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Corporate Governance Statement *(continued)*

Board Committees

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

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

Audit Committee

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

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

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

Further details about the Audit Committee and its activities during the year under review are set out on pages 56 to 58.

Management Engagement Committee

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

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

Disclosure Committee

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

Meeting Attendance

The number of scheduled Board and Audit Committee meetings held during the year ended 31 March 2023 and the attendance of the individual Directors is shown below:

	Board Meetings		Audit Committee		Management Engagement Committee	
	Number entitled to attend	Number attended	Number entitled to attend	Number attended	Number entitled to attend	Number attended
Jane Tufnell	4	4	2	2	1	1
Arabella Cecil	4	4	2	2	1	1
Peter Hewitt	4	4	2	2	1	1
Richard King	4	4	2	2	1	1
Neil Mahapatra*	–	–	–	–	–	–

* Appointed on 3 April 2023.

In addition, three ad hoc Committee and Board meetings were held during the year. All meetings were attended by all Directors.



Corporate Governance Statement *(continued)*

Performance evaluation

The Directors are aware that they need to continually monitor and improve Board performance and recognise that this can be achieved through regular evaluation of the Board, its committees and the individual Directors; this provides a valuable feedback mechanism for improving Board's effectiveness.

An evaluation of the Board and its Committees as well as the Chairman and the individual Directors is carried out annually.

The Chairman acts on the results of the Board's evaluation by recognising the strengths and addressing the weaknesses of the Board and recommending any areas for development.

During the year ended 31 March 2023, the performance of the Board, its committees and individual Directors (including each Director's independence) was evaluated through a formal assessment process led by the Chairman. This involved the circulation of a Board and Committee evaluation checklist, tailored to suit the nature of the Company, followed by discussions between the Chairman and each of the Directors. The performance of the Chairman was evaluated by the Senior Independent Director.

As part of the Board evaluation discussions, each of the Directors also assessed the overall time commitment of their external appointments and it was concluded that all Directors have sufficient time to discharge their duties. During the year and since the year-end, all Directors have without fail attended all Board and Committee meetings.

The Chairman is satisfied that the structure and operation of the Board continues to be effective and relevant and that there is a satisfactory mix of skills, experience and knowledge of the Company. The Board has considered the position of all the Directors including the Chairman as part of the evaluation process and believes that it would be in the Company's best interests to propose them for re-election.

Independence of Directors

The independence of the Directors was reviewed as part of the annual evaluation process and it was found that each Director is considered to be independent in character and judgement and entirely independent of the Portfolio Manager. None of the Directors sits on the boards of any other companies managed by the Portfolio Manager.

Tenure

The Company has no set policy on the length of the tenure of the Directors. It is intended that all Directors, including the Chairman, would remain on the Board no longer than nine years. However, the Board has agreed that to facilitate a phased and efficient refreshment of the Board, if necessary, the Chairman could stay on for more than nine years as a Director.

Re-election of Directors

In accordance with the AIC Code, all Directors are subject to annual re-election.

Accordingly, all Directors will be standing for election and/or re-election at the Company's forthcoming AGM. As detailed above, following formal performance evaluation, it is considered that each current Director has the necessary skills and experience, and continues to contribute effectively to the management of the Company. In addition, it is believed that the Board has the relevant expertise and sufficient time to provide the appropriate leadership and direction for the Company. Therefore, the Board strongly recommends the re election of each of the Directors on the basis of their experience and expertise in investment matters, their independence and continuing effectiveness and commitment to the Company.

Diversity

The Board supports the principle of boardroom diversity, of which gender and ethnicity are two important aspects. The Board's aim is to have a broad range of approaches, backgrounds, skills, knowledge and experience represented and to make appointments on merit against objective criteria, including diversity in its broadest sense. The Board believes that this will promote the long-term sustainable success of the Company and generate value for all shareholders by ensuring there is cognitive diversity among the Directors and the challenge needed to support good decision making.

To this end, achieving a diversity of perspectives and backgrounds on the Board will be a key consideration in any future Director search process. The Board encourages any recruitment agencies it engages to find a diverse range of candidates that meet the criteria agreed for each appointment and, from the shortlist, aims to ensure that a diverse range of candidates is brought forward for interview.

The Board will give due regard to the new diversity targets in the Listing Rules, but will not discriminate unfairly on the grounds of gender, ethnicity, age, sexual orientation,

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Corporate Governance Statement *(continued)*

disability or socio-economic background when considering the appointment of new directors. Candidates' educational and professional backgrounds, their cognitive and personal strengths, are considered against the specification prepared for each appointment.

The Board has noted the FCA's new Listing Rules which require companies to report against the following diversity targets:

- a) At least 40% of individuals on the board are women;
- b) At least one of the senior board positions is held by a woman; and
- c) At least one individual on the board is from a minority ethnic background.

In accordance with the Listing Rules, the Board has provided the following information in relation to its diversity as at the date of this Annual Report.

	Number of Board Members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)
Men	3	60%	1
Women	2	40%	2
Not specified/prefer not to say	-	-	-
	Number of Board Members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)
White British or other White (including minority-white groups)	4	80%	3
Mixed/Multiple Ethnic Groups	-	-	-
Asian/Asian British	1	20%	0
Black/African/Caribbean/Black British	-	-	-
Other ethnic group, including Arab	-	-	-
Not specified/ prefer not to say	-	-	-

*The format of the above tables is prescribed in the Listing Rules. However, as an externally managed investment trust, the Company has no executive management functions, including the roles of CEO and CFO, and the Company has therefore excluded columns relating to executive management. In the absence of the aforementioned roles, the Board considers the Chair of the Audit Committee to be a senior position and therefore the Company has defined the 'senior positions on the Board' as Chairman, Senior Independent Director and Chair of the Audit Committee.

The information above was obtained by asking the Directors to indicate on an anonymous form, how they should be categorised for the purposes of the Listing Rules Disclosures.

Conflicts of Interest

Company Directors have a statutory obligation to avoid a situation in which they (and connected persons) have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company.

In line with the Companies Act 2006, the Board has the power to sanction any potential conflicts of interest that may arise and impose such limits or conditions that it thinks fit. A register of interests and external appointments is maintained by the Company Secretary and is reviewed at every Board meeting to ensure that all details are kept up to date. Should a conflict arise, the Board has the authority to request that the Director concerned abstains from any relevant discussion, or vote. Appropriate authorisation will be sought prior to the appointment of any new directors or if any new conflicts or potential conflicts arise.

No conflicts of interest arose during the year under review.

Induction of New Directors

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

Training and Advice

On an ongoing basis, and further to the annual evaluation process, the Company Secretary will make arrangements for Directors to develop and refresh their skills and knowledge in areas which are mutually identified as being likely to be required, or of benefit to them, in carrying out their duties effectively. Directors will endeavour to make themselves available for any relevant training sessions which may be organised for the Board. The Board has agreed arrangements whereby Directors may take independent professional advice, at the Company's expense, in the furtherance of their duties.

The AIC holds regular Director Roundtable events throughout the year, which are designed to cover the latest issues and regulatory developments affecting the investment company sector. The Director Roundtables are open to all member investment company directors.

Insurance and Indemnity Provisions

The Company has Directors' and Officers' liability insurance to cover legal defence costs and public offering of securities insurance in place in respect of the IPO. Under the Company's Articles of Association, the Directors are



Corporate Governance Statement *(continued)*

provided, subject to the provisions of UK legislation, with an indemnity in respect of liabilities which they may sustain or incur in connection with their appointment. The Company has also entered into a deed of indemnity with each Director pursuant to which it has agreed to insure, indemnify and/or loan funds to the Director in relation to certain specific liabilities incurred by them in the performance of their duties as a Director of the Company.

Relations with Stakeholders

As the Company does not have employees, its main stakeholders comprise a small number of service providers and its shareholders. Details regarding the Company's engagement with its stakeholders are set out in the Strategic Report on pages 24 to 29.

Internal Control Review and Assessment Process

Details of the Company's internal control review and the assessment process are outlined in the Strategic Report on pages 6 and 43.

Company Secretary

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

UK Stewardship Code and Exercise of Voting Powers

The Board and the Investment Manager support the UK Stewardship Code, issued by the FRC, which sets out the principles of effective stewardship by institutional investors. The Company's investment portfolio is managed by Odyssean Capital LLP who have extensive experience and a strong commitment to effective stewardship.

The Board has delegated discretion to Odyssean Capital LLP to exercise voting powers on its behalf in respect of shares owned by the Company.

Nominee Share Code

Where the Company's shares are held via a nominee company name, the Company undertakes:

- to provide the nominee company with multiple copies of shareholder communications, so long as an indication of quantities has been provided in advance; and
- to allow investors holding shares through a nominee company to attend general meetings, provided the correct authority from the nominee company is available.

Nominee companies are encouraged to provide the necessary authority to underlying shareholders to attend, speak and vote at the Company's general meetings.

Significant Holdings and Voting Rights

Details of the shareholders with substantial interests in the Company's shares, the Directors' authorities to issue and repurchase the Company's shares, and the voting rights of the shares are set out in the Report of the Directors.

Audit, Risk and Internal Control

The Statement of Directors' Responsibilities on pages 63 and 64 describes the Directors' responsibility for preparing this Annual Report.

The Audit Committee Report on pages 56 to 58 explains the work undertaken to allow the Directors to make this statement and to apply the going concern basis of accounting. It also sets out the main roles and responsibilities and the work of the Audit Committee throughout the year, and describes the Directors' review of the Company's risk management and internal control systems.

A description of the principal risks facing the Company and an explanation of how they are being managed is provided in the Strategic Report on pages 6 to 43.

The Board's assessment of the Company's longer-term viability is set out in the Business Review on pages 23 to 25.

Remuneration

The Directors' Remuneration Report on pages 59 to 62 sets out the levels of remuneration for each Director and explains how Directors' remuneration is determined.

Frostrow Capital LLP
Company Secretary

30 May 2023

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Audit Committee Report

I am pleased to present the Audit Committee Report for the year ended 31 March 2023.

Role of the Audit Committee

The primary responsibilities of the Audit Committee are:

- to monitor the integrity and contents of the Company's half-yearly reports, annual reports and financial statements and accounting policies, and to review compliance with regulatory and financial reporting requirements;
- to advise the Board, where requested, on whether the annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- to review the principal and emerging risks facing the Company that would threaten its business model, future performance, solvency or liquidity;
- to review the Company's internal financial controls and review the adequacy and effectiveness of the Company's risk management systems;
- to assess the prospects of the Company for the next 12 months and to consider its longer-term viability;
- to consider annually whether there is a need for the Company to have its own internal audit function;
- to oversee the selection process of possible new appointees as external auditor;
- to make recommendations to the Board in relation to the appointment, re-appointment and removal of the Auditor;
- to approve the Auditor's remuneration and its terms of engagement;
- to review the adequacy and scope of the external audit;
- to consider the independence, objectivity and effectiveness of the Auditor and the effectiveness of the audit;
- to approve any non-audit services to be provided by the Auditor and the fees paid for such services; and
- to ensure the effective operation of the Company's data protection policy.

Matters Considered During the Period

During the year ended 31 March 2023, the Committee met twice and each Director's attendance at these meetings is set out in the table on page 52. The Committee has:

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

The Committee has direct access to the Auditor, KPMG LLP, who attends Committee meetings on a regular basis. The Committee has the opportunity to meet with the Auditor without the Portfolio Manager nor the Administrator being present.

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

Significant issue

(a) Valuation of investments

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



Audit Committee Report *(continued)*

Other issues

(a) Internal controls

During the year, the Committee reviewed and updated the Company's risk register. The register is updated on an ongoing basis and reviewed at every meeting of the Committee.

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

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

(b) Going concern and longer-term viability

In line with the AIC Code, the Committee considered the Company's financial requirements and viability for the forthcoming year and over a longer period of three years. Their considerations have included the impact of high inflation, the war in Ukraine and its effects in the UK and globally as well as any ongoing risks arising from the COVID pandemic. As a result of this assessment, the Committee concluded that the Company had adequate resources to continue in operation and meet its liabilities as they fall due both for the forthcoming year and over the next two years. Related disclosures are set out on pages 41 and 42.

(c) Maintenance of investment trust status

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

Following the consideration of the above issues and its detailed review, the Committee was of the opinion that the Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy and advised the Board accordingly.

Audit Fees and Non-Audit Services

An audit fee of £52,000 has been agreed in respect of the audit for the year ended 31 March 2023 (2022: £39,300).

In accordance with the Company's non-audit services policy, the Audit Committee reviews the scope and nature of all proposed non-audit services before engagement, to ensure that auditor independence and objectivity are safeguarded. The policy includes a list of non-audit services which may be provided by the Auditor provided there is no apparent threat to independence, as well as a list of services which are prohibited. In respect of any permissible non-audit service up to a fee of £10,000 or where any urgent matters arise, the Audit Committee has delegated authority to the Portfolio Manager to approve these between meetings. Non-audit services are capped at 70% of the average of the statutory audit fees for the preceding three years. No non-audit services were provided by the Auditor during the year ended 31 March 2023 (2022: none).

Further information on the fees paid to the Auditor is set out in note 4 to the Financial Statements on page 81.

Effectiveness of the External Audit

The Audit Committee monitors and reviews the effectiveness of the external audit carried out by the Auditor, including a detailed review of the audit plan and the audit results report, and makes recommendations to the Board on the re-appointment, remuneration and terms of engagement of the Auditor. This review takes into account the experience and tenure of the audit partner and team, the nature and level of services provided, and confirmation that the Auditor has complied with independence standards. Any concerns with the effectiveness of the external audit process would be reported to the Board. No concerns were raised in respect of the year ended 31 March 2023.

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Audit Committee Report *(continued)*

Independence and objectivity of the Auditor

The Committee receives an annual assurance from the Auditor that its independence is not compromised. No non-audit services were provided by the Auditor to the Company during the year. Following a review of the performance of the Auditor, the Committee is satisfied that the Auditor remains independent and objective, and has fulfilled its obligations to the Company and its shareholders. There are no contractual obligations that would restrict the Committee in selecting an alternative external auditor.

KPMG LLP have been the Auditor to the Company since launch in 2018. The Auditor is required to rotate the audit partner every five years. Jatin Patel has been the Company's audit partner since KPMG's appointment, and so will serve until the completion of this year's audit process. I would like to thank Jatin for his work over the last five years. The Committee has met Jatin's successor.

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

Re-appointment of the Auditor

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

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

Richard King
Chairman of the Audit Committee

30 May 2023



Directors' Remuneration Report

Statement from the Chairman

I am pleased to present the Directors' Remuneration Report for the year ended 31 March 2023.

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

During the year ended 31 March 2023, the annual fees were set out at the rate of £36,800 for the Chairman, £29,500 for the Chairman of the Audit committee and £25,900 for a Director.

For the year ending 31 March 2024, Directors' fees will be increased with effect from 1 April 2023 as follows: £38,000 for the Chairman, £31,000 for the Chairman of the Audit Committee and £27,000 for a Director.

Company Performance

The graph below compares the total return to holders of ordinary shares since they were first admitted to trading on the London Stock Exchange, with the total return of the NSCI ex IC plus AIM Total Return Index (used by the Company as a comparator, not benchmark). Further information about the Company's performance during the year is detailed in the Chairman's Statement and the Portfolio Manager's Report on pages 9 to 20.



As at 31 March 2023. Performance measured from close of business on 1 May 2018. Share performance since inception assumes IPO price of 100.0p. Source: Bloomberg. Rebased to 100.

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Directors' Remuneration Report *(continued)*

Directors' Remuneration for the Year Ended 31 March 2023 (audited)

The single total figure table below details the remuneration received by the Directors who served during the year:

Director	Year ended 31 March 2023			Year ended 31 March 2022		
	Fees	Taxable benefits	Total	Fees	Taxable benefits	Total
Jane Tufnell ¹	£36,800	—	£36,800	£35,500	—	£35,500
Arabella Cecil ²	£25,900	—	£25,900	£25,000	—	£25,000
Peter Hewitt ³	—	£1,692	£1,692	—	£493	£493
Richard King ¹	£29,500	—	£29,500	£28,500	—	£28,500
Neil Mahapatra ⁴	n/a	n/a	n/a	n/a	n/a	n/a
	£92,200	£1,692	£93,892	£89,000	£493	£89,493

¹ Appointed on 21 December 2017.

² Appointed on 31 January 2018.

³ Peter Hewitt is not receiving a fee in respect of his services as a Director to the Company; this is owing to his employment as a director of Global Equities at Columbia Threadneedle.

⁴ Appointed on 3 April 2023.

There are no variable elements in the remuneration payable to the Directors. Taxable benefits included in the above table are in respect of the amounts reimbursed to Directors as travel and other expenses properly incurred by them in the performance of their duties.

Changes in Directors' Remuneration

Director	2023 Fees	2023 % Change	2022 Fees	2022 % Change	2021 Fees	2021 % Change	2020 Fees	2020 % Change	2019 Fees	2019 % Change
Jane Tufnell	£36,800	4%	£35,500	4%	£34,000	—	£34,000	—	£34,000	—
Arabella Cecil	£25,900	4%	£25,000	4%	£24,000	—	£24,000	—	£24,000	—
Peter Hewitt	—	—	—	—	—	—	—	—	—	—
Richard King	£29,500	4%	£28,500	4%	£27,500	—	£27,500	—	£27,500	—
Neil Mahapatra	n/a	—								

Relative Importance of Spend on Pay

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

	Year ended 31 March 2023	Year ended 31 March 2022
Spend on Directors' fees*	£93,892	£89,493
Management fee and other expenses	£2,503,000	£2,122,000

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



Directors' Remuneration Report *(continued)*

In the absence of any employees, dividend payments made during the year and amount spent on shares buybacks, the management fee and other expenses have been included because the Directors believe it will help shareholders' understanding of the relative importance of the spend on pay. The figures for this measure are the same as those shown in notes 3 and 4 to the Financial Statements.

Directors' Interests (audited)

The Company's Articles of Association do not require a Director to own shares in the Company. The interests of the Directors and any connected persons in the ordinary shares of the Company at 31 March 2023, 31 March 2022 and 30 May 2023, the date of this report, are shown in the table below:

	30 May 2023 Number of shares	31 March 2023 Number of shares	31 March 2022 Number of shares
Jane Tufnell	666,840	663,625	651,125
Arabella Cecil	191,306	188,170	175,755
Peter Hewitt	35,000	35,000	35,000
Richard King	85,363	85,363	74,315
Neil Mahapatra*	16,700	16,700	—

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

* Joined the Board on 3 April 2023.

Voting at AGM

The Directors' Remuneration Report for the year ended 31 March 2022 was approved at the AGM held on 21 September 2022. The votes cast by proxy on the resolution were:

Directors' Remuneration Report		
	Number of votes	% of votes cast
For	53,231,544	99.99
Against	4,000	0.01
Total votes cast	53,235,544	100.0
Votes withheld	0	0

Any proxy votes which were at the discretion of the Chairman were included in the "For" total. A vote withheld is not a vote in law and is not counted in the calculations of votes cast by proxy.

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Directors' Remuneration Report *(continued)*

Remuneration Policy

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

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

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

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

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

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

Directors' fee levels

Component	Role	Rate at 1 April 2023	Purpose of Remuneration
Annual fee	Chairman	£38,000	Commitment as Chairman ¹
Annual fee	Non-executive Director	£27,000	Commitment as non-executive Director ²
Additional fee	Chairman of the Audit Committee	£4,000	For additional responsibilities and time commitments ³
Additional fee	All Directors	N/A	For extra or special services performed in their role as a Director ⁴
Expenses	All Directors	N/A	Reimbursement of expenses incurred in the performance of duties as a Director

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

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

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

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

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

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

Compensation will not be made upon early termination of appointment.

Approval

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

Jane Tufnell
Chairman

30 May 2023



Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial period. Accordingly, the Directors have prepared the Financial Statements in accordance with IFRS as adopted by the United Kingdom. Under company law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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

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

We confirm that to the best of our knowledge:

- the Financial Statements, which have been prepared in accordance with IFRS as adopted by the United Kingdom, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

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Statement of Directors' Responsibilities *(continued)*

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

On behalf of the Board

Jane Tufnell
Chairman

30 May 2023

Independent auditor's report

to the members of Odyssean Investment Trust PLC

1. Our opinion is unmodified

We have audited the financial statements of Odyssean Investment Trust PLC ("the Company") for the year ended 31 March 2023 which comprise the statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement, and the related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its return for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the UK; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

We were first appointed as auditor by shareholders on 29 November 2018. The period of total uninterrupted engagement is for the five financial years ended 31 March 2023. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview

Materiality: £1.82m (2022: £1.6m)
Financial statements as 1% of Total Assets (2022: 1%)
a whole

Key audit matters: vs 2022

Recurring risks: Carrying amount of
quoted investments

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

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matter, which is consistent with prior year, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

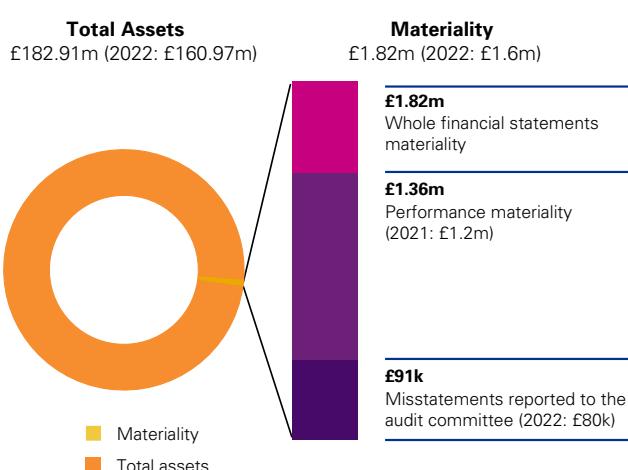
The risk	Our response	
<p>Carrying amount of quoted investments (£180.394m; (2021: £155m))</p> <p>Refer to page 56 (Audit Committee Report), page 76 (accounting policy) and page 83 and 84 (financial disclosures).</p>	<p>Low risk, high value:</p> <p>The Company's portfolio of quoted investments makes up 99% (2022:97%) of the Company's total assets by value and is considered to be the key drivers of financial results. We do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise liquid, quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be the area which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.</p>	<p>We performed the detailed tests below rather than seeking to rely on any of the Company's controls, because the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described below.</p> <p>Our procedures included:</p> <p>Tests of detail: Agreeing the valuation of 100% of quoted investments in the portfolio to externally quoted prices; and</p> <p>Enquiry of custodians: All investments in non-derivative level 1 investments were agreed to independently received third party confirmations from investment custodians or we performed alternate procedures on unconfirmed balances.</p> <p>Agreeing all outstanding trades at year-end to subsequent settlements per the post year-end bank statements.</p> <p>Our findings: We found the carrying amount of quoted investments to be acceptable (2022: acceptable).</p>

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

Materiality for the financial statements as a whole was set at £1.82m (2022: £1.6m), determined with reference to a benchmark of Total Assets, of which it represents 1% (2022: 1%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole. Performance materiality was set at 75% (2022: 75%) of materiality for the financial statements as a whole, which equates to £1.36m (2022: £1.2m). We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £91k (2021: £80k), in addition to other identified misstatements that warranted reporting on qualitative grounds.



Our audit of the Company was undertaken to the materiality and performance materiality levels specified above and was performed by a single audit team.

The scope of the audit work performed was predominately substantive as we placed limited reliance upon the Company's internal control over financial reporting.

4. Going concern

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

We used our knowledge of the Company, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to adversely affect the Company's available financial resources and its ability to operate over this period were:

- the impact of a significant reduction in the valuation of investments;
- the liquidity of the Level 1 investments and its ability to meet the liabilities of the Company as and when they fall due; and
- the operational resilience of key service organisations.

We considered whether these risks could plausibly affect the liquidity in the going concern period by assessing the degree of downside assumption that, individually and collectively, could result in a liquidity issue, taking into account the Company's liquid investment position (and the results of their stress testing).

We considered whether the going concern disclosure in note 1 to the financial statements gives a full and accurate description of the Directors' assessment of going concern, including the identified risks and related sensitivities.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period;
- we have nothing material to add or draw attention to in relation to the directors' statement in note 1 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Company's use of that basis for the going concern period, and we found the going concern disclosure in note 1 to be acceptable; and
- the related statement under the Listing Rules set out on page 41 is materially consistent with the financial statements and our audit knowledge.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

5. Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of Directors as to the Company's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud;
- assessing the segregation of duties in place between the Directors, the Administrator and the Company's Investment Manager; and
- reading Board and Audit Committee minutes.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular to the risk that management may be in a position to make inappropriate accounting entries. We evaluated the design and implementation of the controls over journal entries and other adjustments and made inquiries of the Administrator about inappropriate or unusual activity relating to the processing of journal entries and other adjustments. We substantively tested all material post-closing entries and, based on the results of our risk assessment procedures and understanding of the process, including the segregation of duties between the Directors and the Administrator, no further high-risk journal entries or other adjustments were identified.

On this audit we have rebutted the fraud risk related to revenue recognition because the revenue is non-judgemental and straightforward, with limited opportunity for manipulation. We did not identify any significant unusual transactions or additional fraud risks.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the Directors, the Investment Manager and the Administrator (as required by auditing standards) and discussed with the Directors the policies and procedures regarding compliance with laws and regulations. As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

5. Fraud and breaches of laws and regulations – ability to detect (continued)

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

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

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: money laundering, data protection, bribery and corruption legislation and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Directors and the Administrator and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

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

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

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

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' remuneration report

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

Disclosures of emerging and principal risks and longer-term viability

We are required to perform procedures to identify whether there is a material inconsistency between the directors' disclosures in respect of emerging and principal risks and the viability statement, and the financial statements and our audit knowledge.

Based on those procedures, we have nothing material to add or draw attention to in relation to:

- the directors' confirmation within the principal risks page 35 that they have carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity;
- the Emerging and Principal Risks disclosures describing these risks and how emerging risks are identified, and explaining how they are being managed and mitigated; and
- the directors' explanation in the viability statement of how they have assessed the prospects of the Company, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We are also required to review the viability statement, set out on pages 41 and 42 under the Listing Rules. Based on the above procedures, we have concluded that the above disclosures are materially consistent with the financial statements and our audit knowledge.

6. We have nothing to report on the other information in the Annual Report (continued)

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

Corporate governance disclosures

We are required to perform procedures to identify whether there is a material inconsistency between the directors' corporate governance disclosures and the financial statements and our audit knowledge.

Based on those procedures, we have concluded that each of the following is materially consistent with the financial statements and our audit knowledge:

- the Directors' statement that they consider that the annual report and financial statements taken as a whole is fair, balanced and understandable, and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- the section of the annual report describing the work of the Audit Committee, including the significant issues that the Audit Committee considered in relation to the financial statements, and how these issues were addressed; and
- the section of the Annual Report that describes the review of the effectiveness of the Company's risk management and internal control systems.

We are required to review the part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified by the Listing Rules for our review. We have nothing to report in this respect.

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

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

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

We have nothing to report in these respects.

8. Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on pages 63 and 64, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

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

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

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

**Jatin Patel (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

15 Canada Square
London
E14 5GH

30 May 2023

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Statement of Comprehensive Income

for the year ended 31 March 2023

	Notes	Year ended 31 March 2023			Year ended 31 March 2022		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Income	2	2,720	–	2,720	2,573	–	2,573
Net (losses)/gains on investments at fair value	7	–	(4,295)	(4,295)	–	24,137	24,137
Total (loss)/income		2,720	(4,295)	(1,575)	2,573	24,137	26,710
Expenses							
Portfolio management and performance fees	3	(1,718)	–	(1,718)	(1,459)	(2,436)	(3,895)
Other expenses	4	(785)	–	(785)	(663)	–	(663)
Total expenses		(2,503)	–	(2,503)	(2,122)	(2,436)	(4,558)
Net (loss)/profit before taxation		217	(4,295)	(4,078)	451	21,701	22,152
Taxation	5	(12)	–	(12)	–	–	–
Net (loss)/profit for the period		205	(4,295)	(4,090)	451	21,701	22,152
Basic and diluted (loss)/earnings per share (pence)	6	0.2	(4.1)	(3.9)	0.5	23.5	24.0

The total column of this statement is the Income Statement of the Company prepared in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the United Kingdom. The supplementary revenue and capital columns are presented in accordance with the Statement of Recommended Practice issued by the AIC ("AIC SORP").

All revenue and capital items in the above statement derive from continuing operations. No operations were acquired or discontinued during the period.

There is no other comprehensive income, and therefore the profit for the period after tax is also the total comprehensive income.

The accompanying notes are an integral part of these financial statements.

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Statement of Changes in Equity

for the year ended 31 March 2023

Notes	Share capital £'000	Share premium account £'000	Special distributable reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Year ended 31 March 2023						
Opening balance as at 1 April 2022	962	13,244	85,475	58,263	(128)	157,816
Net (loss)/profit for the year	–	–	–	(4,295)	205	(4,090)
Net proceeds from share issuance	10	167	27,312	–	–	27,479
As at 31 March 2023	1,129	40,556	85,475	53,968	77	181,205

Notes	Share capital £'000	Share premium account £'000	Special distributable reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Year ended 31 March 2022						
Opening balance as at 1 April 2021	883	449	85,245	36,562	(579)	122,560
Net profit for the year	–	–	–	21,701	451	22,152
Net proceeds from share issuance	10	79	12,583	–	–	12,662
Shares released from treasury	10	–	212	230	–	442
As at 31 March 2022	962	13,244	85,475	58,263	(128)	157,816

The accompanying notes are an integral part of these financial statements.



Balance Sheet

as at 31 March 2023

	Notes	31 March 2023 £'000	31 March 2022 £'000
Non current assets			
Investments at fair value through profit or loss	7	180,394	155,348
Current assets			
Trade and other receivables	8	1,146	420
Cash and cash equivalents		1,370	5,197
		2,516	5,617
Total assets		182,910	160,965
Current liabilities			
Trade and other payables	9	(1,705)	(3,149)
Total liabilities		(1,705)	(3,149)
Total assets less current liabilities		181,205	157,816
Net assets		181,205	157,816
Represented by:			
Share capital	10	1,129	962
Share premium account		40,556	13,244
Special distributable reserve	10	85,475	85,475
Capital reserve		53,968	58,263
Revenue reserve		77	(128)
Total equity attributable to equity holders of the Company		181,205	157,816
Basic and diluted NAV per ordinary share (pence)	11	160.4	164.0

The accompanying notes are an integral part of these financial statements.

These statements were approved and authorised for issue by the Board on 30 May 2023 and signed on its behalf by:

Jane Tufnell
Chairman

Company Registered Number: 11121934

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Cash Flow Statement

for the year ended 31 March 2023

Notes	Year ended 31 March 2023 £'000	Year ended 31 March 2022 £'000
Reconciliation of net (loss)/profit before taxation to net cash outflow from operating activities		
Net (loss)/profit before taxation	(4,078)	22,152
Losses/(gains) on investments held at fair value through profit and loss	4,295	(24,137)
(Increase)/decrease in receivables	(282)	28
(Decrease)/increase in payables	(2,337)	710
Taxation paid	(12)	–
Net cash outflow from operating activities	(2,414)	(1,247)
Investing activities		
Purchases of investments	(107,939)	(90,568)
Sales of investments	79,067	68,223
Net cash outflow from investing activities	(28,872)	(22,345)
Financing activities		
Net proceeds from share issuance	27,479	12,662
Shares released from treasury	–	442
Net cash inflow from financing activities	27,479	13,104
Decrease in cash and cash equivalents	(3,807)	(10,488)
Reconciliation of net cash flow movements in funds		
Cash and cash equivalents at the beginning of the year	5,197	15,689
Exchange rate movements	(20)	(4)
Decrease in cash and cash equivalents	(3,807)	(10,488)
Decrease in net cash	(3,827)	(10,492)
Cash and cash equivalents at end of year	1,370	5,197

The accompanying notes are an integral part of these financial statements.



Notes to the Financial Statements

for the year ended 31 March 2023

1. Accounting Policies

Odyssean Investment Trust PLC is a listed public company incorporated and registered in England and Wales. The registered office of the Company is 25 Southampton Buildings, London WC2A 1AL. The principal activity of the Company is that of an investment trust company within the meaning of sections 1158/1159 of the Corporation Tax Act 2010 and its investment approach is detailed in the Strategic Report.

a) Basis of preparation

The financial statements of the Company have been prepared in accordance with IFRS as adopted by the United Kingdom which comprise standards and interpretations approved by the International Accounting Standards Board ("IASB"), and as applied in accordance with the provisions of the Companies Act 2006. The annual financial statements have also been prepared in accordance with the AIC SORP for the financial statements of investment trust companies and venture capital trusts, except to any extent where it is not consistent with the requirements of IFRS.

In order to better reflect the activities of an investment trust company and in accordance with guidance issued by the AIC, supplementary information which analyses the Income Statement between items of a revenue and capital nature has been prepared alongside the Income Statement.

The functional currency of the Company is Sterling because this is the currency of the primary economic environment in which the Company operates. The financial statements are also presented in Sterling rounded to the nearest thousand, except where otherwise indicated.

b) Going concern

The financial statements have been prepared on a going concern basis that approval as an investment trust company will continue to be met.

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has the resources to continue in business for the foreseeable future, being a period of at least 12 months from the date these financial statements were approved. In making the assessment, the Directors have considered the likely impacts of high inflation and the Russia/Ukraine conflict on the Company, operations and the investment portfolio. The Directors noted the net cash balance exceeds any short-term liabilities, the Company has no debt and the Company holds a portfolio of investments listed on the London Stock Exchange. The Company is a closed end fund, where assets are not required to be liquidated to meet redemptions. Whilst the economic future is uncertain, and the Directors believe it is possible the Company could experience further reductions in income and/or market value this should not be to a level which would threaten the Company's ability to continue as a going concern. The Directors, the Portfolio Manager and other service providers have put in place contingency plans to minimise disruption. Furthermore, the Directors are not aware of any material uncertainties that may cast doubt upon the Company's ability to continue as a going concern, having taken into account the liquidity of the Company's investment portfolio and the Company's financial position in respect of its cash flows, debt and investment commitments. Therefore, the financial statements have been prepared on a going concern basis.

c) Segmental reporting

The Directors are of the opinion that the Company is engaged in a single segment of the business, being investment business. The Company invests in small companies principally based in countries bordering the North Atlantic Ocean.

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Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

1. Accounting Policies *(continued)*

d) Accounting developments

In the current year, the Company has applied a number of amendments to IFRS, issued by the IASB. These include annual improvements to IFRS, changes in standards, legislative and regulatory amendments, changes in disclosure and presentation requirements.

The adoption of the changes has had no material impact on the current or prior years' financial statements.

e) Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts in the Balance Sheet, the Income Statement and the disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The areas requiring the most significant judgement and estimation in the preparation of the financial statements are: recognising and classifying unusual or special dividends received as either revenue or capital in nature; when determining any deferred performance fee, this may be affected by future changes in the Company's portfolio and other assets and liabilities; and setting the levels of dividends paid and proposed in satisfaction of both the Company's long-term objective and its obligations to adhere to investment trust status rules under Section 1158 of the Corporation Tax Act 2010.

The estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods. There are no significant judgements or estimates in these financial statements.

During the year ended 31 March 2023, the Company has received no unusual or special dividend (2022: £nil); no performance fee has been accrued (2022: £2,436,000) or deferred (2022: £nil).

f) Investments

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

The investments held by the Company are designated by the Company as 'at fair value through profit or loss'. All gains and losses are allocated to the capital return within the Statement of Comprehensive Income as 'Gains or losses on investments held at fair value through profit or loss'. Also included within this heading are transaction costs in relation to the purchase or sale of investments. When a sale or purchase is made under a contract, the terms of which require delivery within the timeframe of the relevant market, the investments concerned are recognised or derecognised on the trade date.



Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

1. Accounting Policies *(continued)*

f) Investments *(continued)*

All investments are designated upon initial recognition as held at fair value through profit or loss, and are measured at subsequent reporting dates at fair value, which is either the bid price or the closing price for Stock Exchange Electronic Trading Service (“SETS”). The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of consideration received and receivable and the cumulative gain or loss that had been accumulated is recognised in profit or loss.

Fair values for unquoted investments, or investments for which the market is inactive, are established by using various valuation techniques in accordance with the International Private Equity and Venture Capital Valuation (the “IPEV”) guidelines. These may include recent arm's length market transactions, earnings multiples and the net asset basis.

All investments for which a fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy levels set out in note 7.

g) Foreign currency translation

Transactions in currencies other than Sterling are recorded at the rates of exchange prevailing on the date of the transaction. Items that are denominated in foreign currencies are retranslated at the rates prevailing on the Balance Sheet date. Any gain or loss arising from a change in exchange rate subsequent to the date of the transaction is included as an exchange gain or loss in the capital reserve or the revenue account depending on whether the gain or loss is capital or revenue in nature.

h) Cash and Cash Equivalents

Cash comprises cash in hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the Cash Flow Statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts when applicable.

i) Trade and other receivables and payables

Trade receivables and trade payables are measured at amortised cost and balances revalued for exchange rate movement. There are immaterial expected credit losses on the trade and other receivables balance.

j) Income

Dividends receivable on quoted equity shares are taken to revenue on an ex-dividend basis. Dividends receivable on equity shares where no ex-dividend date is quoted are brought into account when the Company's right to receive payment is established. Dividends from overseas companies are shown gross of any withholding taxes which are disclosed separately in the Statement of Comprehensive Income.

Special dividends are taken to the revenue or capital account depending on their nature. In deciding whether a dividend should be regarded as capital or revenue receipt, the Board reviews all relevant information as to the sources of the dividend on a case-by-case basis.

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Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

1. Accounting Policies *(continued)*

j) Income *(continued)*

When the Company has elected to receive scrip dividends in the form of additional shares rather than in cash, the amount of the cash dividend foregone is recognised as income. Any excess in the value of the cash dividend is recognised in the capital column.

All other income is accounted on a time-apportioned accruals basis and is recognised in the Statement of Comprehensive Income.

k) Expenses

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

l) Taxation

The charge for taxation is based on the net revenue for the year and takes into account taxation deferred or accelerated because of temporary differences between the treatment of certain items for accounting and taxation purposes.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes at the reporting date. Deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted. In line with recommendations of the SORP, the allocation method used to calculate the tax relief expenses charged to capital is the 'marginal' basis. Under this basis, if taxable income is capable of being offset entirely by expenses charged through the revenue account, then no tax relief is transferred to the capital account.

m) Dividends payable to shareholders

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

n) Share capital and reserves

The share capital represents the nominal value of equity shares.

The share premium account represents the accumulated premium paid for shares issued above their nominal value less issue expenses.

The special distributable reserve was created on 7 August 2018. This reserve may be used for the costs of share buybacks, the cancellation of shares, and distribution by way of dividends.

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

The revenue reserve represents the surplus of accumulated revenue profits being the excess of income derived from holding investments less the costs associated with running the Company. This reserve may be distributed by way of dividends, if positive.



Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

2. Income

	Year ended 31 March 2023 Income £'000	Year ended 31 March 2023 Capital £'000	Year ended 31 March 2023 Total £'000	Year ended 31 March 2022 Income £'000	Year ended 31 March 2022 Capital £'000	Year ended 31 March 2022 Total £'000
Income from investments						
UK dividends	2,170	–	2,170	2,573	–	2,573
Overseas dividends	420	–	420	–	–	–
	2,590	–	2,590	2,573	–	2,573
Other income						
Bank Interest	130	–	130	–	–	–
	2,720	–	2,720	2,573	–	2,573

3. Portfolio management fee

	Year ended 31 March 2023			Year ended 31 March 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Portfolio management fee	1,718	–	1,718	1,459	–	1,459
Performance fee	–	–	–	–	2,436	2,436
	1,718	–	1,718	1,459	2,436	3,895

The Company is liable to pay a performance fee depending on the performance of the Company over a three-year period and thereafter a rolling three-year period as set out in the Company's prospectus dated 26 March 2018. Based on the performance of the Company to 31 March 2023, no performance fee has been accrued (2022: £2,436,000).

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

In addition, the Portfolio Manager will be entitled to a performance fee in certain circumstances, as stated on page 80.

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Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

3. Portfolio management fee *(continued)*

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

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

- (i) (a) the NAV per ordinary share at IPO, in relation to the first Performance Period; and (b) thereafter the NAV per ordinary share on the first business day of a Performance Period; in each case as adjusted by the aggregate amount of (i) the total return on the Comparator Index (expressed as a percentage); and (ii) 1% per annum over the relevant Performance Period (the "Target NAV per Share");
- (ii) the highest previously recorded NAV per ordinary share as at the end of the relevant Performance Period in respect of which a Performance Fee was last paid (or the NAV per ordinary share as at IPO, if no Performance Fee has been paid) (the "High Watermark"); and
- (iii) with any resulting excess amount being known as the "Excess Amount".

The Portfolio Manager will be entitled to 10% of the Excess Amount multiplied by the time weighted average number of ordinary shares in issue during the relevant Performance Period to which the calculation date relates. The Performance Fee will accrue daily.

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

Subject at all times to compliance with relevant regulatory and tax requirements, any Performance Fee paid or payable shall be satisfied as to 100% of its value in cash and the Portfolio Manager shall, as soon as reasonably practicable following receipt of such payment, use 50% of such Performance Fee payment to make market purchases of ordinary shares (rounded down to the nearest whole number of ordinary shares) within four months of the date of receipt of such Performance Fee payment.



Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

3. Portfolio management fee *(continued)*

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

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

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

The Company may terminate the Portfolio Management Agreement by giving the Portfolio Manager not less than six months' prior written notice. The Portfolio Manager may terminate the Portfolio Management Agreement by giving the Company not less than six months' prior written notice.

4. Other expenses

	Year ended 31 March 2023 £'000	Year ended 31 March 2022 £'000
Frostrow Capital	385	334
Directors' fees*	92	89
Broker fees	60	60
Auditor fees**	52	39
Depositary and Custody fees	29	30
Registrar fees	21	13
Other expenses	146	98
	785	663

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

** Exclusive of VAT. The Company's auditor provided no non-audit services (2022: none) during the year.

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Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

5. Taxation

	Year ended 31 March 2023			Year ended 31 March 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Analysis of charge in year						
Current tax:						
Overseas withholding tax suffered	12	–	12	–	–	–
	12	–	12	–	–	–

The tax charged for the period is lower than the standard rate of corporation tax in the UK of 25% (2022: 19%). The differences are explained below:

	Year ended 31 March 2023			Year ended 31 March 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net (loss)/profit before taxation	217	(4,295)	(4,078)	451	21,701	22,152
Theoretical tax at UK corporation tax rate of 19% (2022: 19%)	41	(816)	(775)	86	4,123	4,209
Effects of:						
UK dividends that are not taxable	(517)	–	(517)	(489)	–	(489)
Non-taxable investment gains	–	816	816	–	(4,586)	(4,586)
Irrecoverable overseas withholding tax	12	–	12	–	–	–
Unrelieved excess management expenses	476	–	476	403	463	866
	12	–	12	–	–	–

Factors that may affect future tax charges

At 31 March 2023, the Company had no unprovided deferred tax liabilities (2022: £nil). At that date, based on current estimates and including the accumulation of net allowable losses, the Company had unrelieved losses of £12,759,000 (2022: £10,386,000) that are available to offset future taxable revenue. A deferred tax asset of £3,000,000 (2022: £2,597,000) has not been recognised because the Company is not expected to generate sufficient taxable income in future periods in excess of the available deductible expenses and accordingly, the Company is unlikely to be able to reduce future tax liabilities through the use of existing surplus losses.

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



Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

6. (Loss)/earning per ordinary share

The capital, revenue and total return per ordinary share are based on the net (loss)/profit shown in the Income Statement and the weighted average number of ordinary shares during the period of 104,414,502 (2022: 92,499,592).

There are no dilutive instruments issued by the Company.

7. Investments held at fair value through profit or loss

	As at 31 March 2023 £'000	As at 31 March 2022 £'000
Opening book cost	128,482	83,896
Opening unrealised investment holding gains	26,866	25,363
Opening fair value	155,348	109,259
Analysis of transactions made during the year		
Purchases at cost	108,859	90,472
Sales proceeds received	(79,511)	(68,528)
Gains on sales of investments	25,112	22,642
Unrealised (losses)/gains on investment holding	(29,414)	1,503
Closing fair value	180,394	155,348
Closing book cost	182,942	128,482
Closing unrealised investment holding (losses)/gains	(2,548)	26,866
Closing fair value	180,394	155,348
Transaction costs	645	521

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Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

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

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

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

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

- **Level 2** – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- **Level 3** – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

	As at 31 March 2023				As at 31 March 2022			
	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000
Quoted at fair value	180,394	174,832	5,562	–	155,348	155,348	–	–
Total	180,394	174,832	5,562	–	155,348	155,348	–	–

During the year ended 31 March 2023, £5,562,000 of level 1 investments were transferred to level 2 (2022: no transfer).

8. Trade and other receivables

	As at 31 March 2023 £'000	As at 31 March 2022 £'000
Due from brokers	749	305
Dividend income receivable	337	84
Other receivables	60	31
	1,146	420



Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

9. Trade and other payables

	As at 31 March 2023 £'000	As at 31 March 2022 £'000
Due to brokers	1,101	208
Portfolio management fees	483	379
Performance fees	—	2,436
Other payables	121	126
	1,705	3,149

10. Share capital

	Year ended 31 March 2023		Year ended 31 March 2022	
	Number of Shares	£'000	Number of Shares	£'000
Issued and fully paid:				
Ordinary shares of 1p:				
Balance at beginning of the period	96,248,053	962	88,257,211	883
Shares issued during the year	16,697,000	167	7,990,842	79
Balance at end of the period	112,945,053	1,129	96,248,053	962

Special distributable reserve

Upon initial placing and subsequent issuance of the Company's ordinary shares on 1 May 2018 and 27 June 2018 respectively, the Company accumulated a premium account of £85,495,000. Following approval of the Court, effective on 8 August 2018, the share premium account was cancelled and the balance after cancellation cost of £20,000 was transferred to the special distributable reserve.

The Company currently has no shares in treasury. During the year, the Company also issued 16,697,000 new ordinary shares (2022: 7,990,842). On 22 May 2020, the Company purchased 275,000 of its own ordinary shares at a total cost of £230,000 and these shares were placed into treasury, but were subsequently reissued to the market during the year ended 31 March 2022.

11. Net asset value per ordinary share

The basic net asset value per ordinary share is based on net assets of £181,205,000 (2022: £157,816,000) and the number of ordinary shares in issue of 112,945,053 (2022: 96,248,053).

There are no dilutive instruments issued by the Company.

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Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

12. Financial Instruments

Investment objective and policy

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

The Company's investment objective and policy are detailed on pages 2 to 4.

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

Risks

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

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

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

(i) Market risk

Market risk is the risk of loss arising from movements in observable market variables. The fair value of future cash flows of a financial instrument held by the Company may fluctuate because of changes in market prices. The Portfolio Manager assesses the exposure to market risk when making each investment decision and these risks are monitored by the Portfolio Manager on a regular basis and the Board at meetings with the Portfolio Manager.

Market price risk

The Company is exposed to market price risk (i.e. changes in market prices other than those arising from currency or interest rate risk) which may affect the value of investments whose future prices are uncertain. The Company's exposure to market price risk comprises movements in the value of the Company's investments. If the fair value of the Company's investments at the year-end increased or decreased by 10%, then it would have had an impact on the Company's capital return and equity of £18,039,000 (2022: £15,535,000).

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



Notes to the Financial Statements *(continued)*

for the year ended 31 March 2023

12. Financial instruments *(continued)*

Currency risk

Currency risk is the risk that fair values of future cash flows of a financial instrument fluctuate because of changes in foreign exchange rates. The Company held two investments in foreign currencies as at 31 March 2023 (2022: none). Whilst the Company's other investments are denominated in Sterling, the Company may have currency exposure through the trading activities of its investee companies.

The Portfolio Manager does not hedge underlying portfolio companies.

Foreign currency exposures

The Company has two investments denominated in foreign currencies and their respective fair values are shown below. The Company has no other foreign currency denominated assets or liabilities.

	As at 31 March 2023 £'000	As at 31 March 2022 £'000
Euro	2,839	—
Norwegian krone	5,563	—
	8,402	—

Foreign currency sensitivity

The table below shows the impact on the Company's net loss after taxation for the year ended and net assets as at 31 March 2023, if sterling had strengthened/weakened by 10% against the Euro and Norwegian krone.

	As at 31 March 2023 £'000	As at 31 March 2022 £'000
Euro	(258)/315	—
Norwegian krone	(506)/618	—
	(764)/933	—

Interest rate risk

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

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

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If the Company maintained the following level of cash for a year £1,370,000 (2022: £5,197,000), a 1% increase in interest rates would increase the revenue return and net assets by £14,000 (2022: £52,000). If there was a fall of 1% in interest rates, the total effect would be a revenue reduction/cost increase of £14,000 (2022: £52,000).

The Portfolio Manager actively manages the cash positions of the Company.

(ii) Liquidity risk

The Company's assets mainly comprise readily realisable securities which can be easily sold to meet funding commitments and obligations. Liquidity risk is mitigated by the fact that the Company has £1,370,000 (2022: £5,197,000) cash at bank and the assets are readily realisable. The Company is a closed-end fund and assets do not need to be liquidated to meet redemptions.

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

(iii) Credit risk

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

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

All the investments of the Company which are traded on a recognised exchange are held by the Company's custodian, RBC Investor Services Trust ("RBC"). All the Company's cash is also held by RBC. The Portfolio Manager and the Board actively monitor the relationship with RBC and review RBC's internal control report.

13. Related party transactions

The amount incurred in respect of Portfolio Management fees during the period to 31 March 2023 was £1,718,000 (2022: 1,459,000), of which £483,000 (2022: £379,000) was outstanding at 31 March 2023. The amount accrued in relation to the performance fee provision as at 31 March 2023 was £nil (2022: £2,436,000).

Fees paid to the Company's Directors and Directors' shareholdings, are disclosed in the Directors' Remuneration Report. At the year end, there were no outstanding fees payable to Directors (2022: £nil).

14. Subsequent events

There have been no events with material impact on the Company since the Balance Sheet date.

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Shareholder Information

Investing in the Company

The Company's shares are traded openly on the London Stock Exchange and can be purchased through a stock broker or other financial intermediary. The shares are available through savings plans (including Investment Dealing Accounts, ISAs, Junior ISAs and SIPPs) which facilitate both regular monthly investments and lump sum investments in the Company's shares. There are a number of investment platforms that offer these facilities. A list of some of them, that is neither comprehensive nor constitutes any form of recommendation, can be found below:

AJ Bell YouInvest	www.youinvest.co.uk
Barclays Smart Investor	www.barclays.co.uk/smart-investor
Bestinvest	www.bestinvest.co.uk
Charles Stanley Direct	www.charles-stanley-direct.co.uk
Halifax Share Dealing	www.halifaxsharedealing-online.co.uk/ www.hl.co.uk
Hargreaves Lansdown	www.hargreaveslansdown.com
HSBC	www.hsbc.co.uk/investments
iDealing	www.idealing.com
interactive investor	www.ii.co.uk
iWeb	www.iweb-sharedealing.co.uk/share-dealing-home.asp

Risk warnings

Past performance is no guarantee of future performance. The value of your investment and any income from it may go down as well as up and you may not get back the amount invested. This is because the share price is determined by the changing conditions in the relevant stock markets in which the Company invests and by the supply and demand for the Company's shares. As the shares in an investment trust are traded on a stock market, the share price will fluctuate in accordance with the supply and demand and may not reflect the underlying net asset value of the shares; where the share price is less than the underlying value of the assets, the difference is known as the 'discount'. For these reasons investors may not get back the original amount invested. Although the Company's shares are denominated in sterling, it may invest in stocks and shares which are exposed to currencies other than sterling and to the extent they do so, they may be affected by movements in exchange rates. Investors should note that tax rates and reliefs may change at any time in the future. The value of ISA tax advantages will depend on personal circumstances. The favourable tax treatments of ISAs may not be maintained.

Share capital and NAV information

Ordinary 1p shares	112,945,053 as at 31 March 2023
SEDOL number	BFFK7H5
ISIN	GB00BFFK7H57
Ticker	OIT
LEI	213800RWVAQJKXYHSZ74

The Company's NAV is released daily to the London Stock Exchange and published on the Company's website.

Sources of further information

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

Share register enquiries

The register for the ordinary shares is maintained by Equiniti Limited. In the event of queries regarding your holding, please contact the Registrar on 0371 384 2030. Changes of name and/or address must be notified in writing to the Registrar, at the address shown on page 106. You can check your shareholding and find practical help on transferring shares or updating your details at www.shareview.co.uk.

Key dates

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

Association of Investment Companies

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



Glossary

AGM

Annual General Meeting

AIC

Association of Investment Companies

Alternative Performance Measure ('APM')

An APM is a numerical measure of the Company's current, historical or future financial performance, financial position or cash flows, other than a financial measure defined or specified in the applicable financial framework.

Comparator Benchmark

The Company's Comparator Benchmark is the NSCI (Numis Smaller Companies Index) ex IC plus AIM Total Return Index. The benchmark is used only as a yard stick to compare investment performance.

Cost

The book cost of each investment is the total acquisition value, including transaction costs, less the value of any disposals or capitalised distributions allocated on a weighted average cost basis.

Discount/premium (APM)

A description of the difference between the share price and the net asset value per share. The size of the discount is calculated by subtracting the share price from the NAV per share and is usually expressed as a percentage of the NAV per share. If the share price is higher than the net asset value per share the result is a premium. If the share price is lower than the net asset value per share, the shares are trading at a discount.

Premium/(Discount) Calculation	31 March 2023	31 March 2022	
Closing NAV per share (p)	160.4	164.0	a
Closing share price (p)	164.0	166.0	b
Premium			
(c=((b-a)/a) x 100) (%)	2.2%	1.2%	c

The discount and performance are calculated in accordance with guidelines issued by the AIC. The discount is calculated using the net asset values per share inclusive of accrued income with debt at market value.

ESG

Environmental, social and governance

EU

European Union

FCA

Financial Conduct Authority

Gearing

Gearing refers to the ratio of the Company's debt to its equity capital. The Company may borrow money to invest in additional investments for its portfolio. If the Company's assets grow, the shareholders' assets grow proportionately more because the debt remains the same. If the Company's assets fall, the situation is reversed. Gearing can therefore enhance performance in rising markets but can adversely impact performance in falling markets. The Company had no borrowings during the year (2022: nil).

IPO

Initial public offering

Key Performance Indicators ('KPIs')

KPIs are a shortlist of corporate attributes that are used to assess the general progress of the Company. These are outlined on page 30.

M&A

Mergers and acquisitions

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Glossary *(continued)*

Net Asset Value ('NAV') per Share

The NAV is shareholders' funds expressed as an amount per individual share. Shareholders' funds are the total value of all of the Company's assets, at their current market value, having deducted all liabilities and prior charges at their par value, or at their asset value as appropriate. The total NAV per share is calculated by dividing shareholders' funds of £181,205,000 (2022: £157,816,000) by the number of Ordinary Shares in issue 112,945,053 (2022: 96,248,053) at the year end.

NAV Total Return (APM)

NAV total return is the closing NAV per share including any cumulative dividends paid as a percentage over the opening NAV. NAV total return is an alternative way of measuring investment management performance of investment trusts which is not affected by movements in the share price.

	31 March 2023	31 March 2022	Inception to 31 March 2023	
Closing NAV per share (p)	160.4	164.0	160.4	a
Opening NAV Per share (p)	160.4	139.3	100.0	b
Dividend reinvested (p)	–	–	–	
NAV total (loss)/ return				
(c= ((a-b)/b x 100) (%)	(2.2)%	17.7%	60.4% c	

NSCI ex IT plus AIM Index

Numis Smaller Companies ex Investment Trust plus AIM Index.

	31 March 2023	31 March 2022	1 May 2018 to 31 March 2023	
Closing index	15,187	17,530	15,187	a
Opening index	17,530	17,913	14,955	b
NAV total (loss)/ return				
(c= ((a-b)/b x 100) (%)	(13.4)%	(2.1)%	1.6% c	

Ongoing Charges Ratio (APM)

As recommended by the AIC in its guidance, ongoing charges are the Company's annualised expenses (excluding finance costs and certain non-recurring items) expressed as a percentage of the average monthly net assets of the Company during the year as disclosed to the London Stock Exchange. Performance fees are excluded from the calculation.

	31 March 2023	31 March 2022
Ongoing charges (a)	2,503,000	2,122,000
Average net asset value (b)	172,320,000	145,968,000
Ongoing charges (a/b) expressed as a %	1.45%	1.45%

P/E

Price earnings ratio

R&D

Research and development

TMT

Technology, media and telecom

Total assets

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

Share Price Total Return (APM)

Total return statistics enable the investor to make performance comparisons between investment trusts with different dividend policies. The combined effect of any dividends paid, together with the rise or fall in the share price. This is calculated by the movement in the share price plus dividend income reinvested by the Company at the prevailing share price.

Share Price Total Return	31 March 2023	31 March 2022
Closing share price (p)	164.0	166.0
Opening share price (p)	166.0	129.0
Dividend reinvested (p)	–	–
Share price total (loss)/return (c= ((a-b)/b x 100) (%)	(1.2)%	28.7% c



Glossary *(continued)*

UCITS

Undertakings for the Collective Investment in Transferable Securities

Volatility

The term volatility describes how much and how quickly the share price or net asset value has tended to change in the past. Those investments with the greatest movement in their share prices are known as having high volatility, whereas those with a narrow range of change are known as having low volatility.

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Notice of Annual General Meeting

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

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

NOTICE IS HEREBY GIVEN that the fifth ANNUAL GENERAL MEETING of Odyssean Investment Trust plc will be held at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD at 12 noon on Thursday, 21 September 2023 to consider and vote on the resolutions below:

Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 to 16 (inclusive) will be proposed as special resolutions.

1. To receive and, if thought fit, to accept the Strategic Report, Directors' Report, Auditors Report and the audited Financial Statements for the year ended 31 March 2023.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 March 2023.
3. To re-elect Mrs Jane Tufnell as a Director of the Company.
4. To re-elect Miss Arabella Cecil as a Director of the Company.
5. To re-elect Mr Peter Hewitt as a Director of the Company.
6. To re-elect Mr Richard King as a Director of the Company.
7. To elect Mr Neil Mahapatra as a Director of the Company.
8. To approve the Company's dividend policy, as set out on page 24 of the Annual Report for the year ended 31 March 2023.
9. To re-appoint KPMG LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
10. To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.
11. THAT, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares up to 11,357,205 (representing approximately 10% of the ordinary shares in issue as at the date of this Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution, such authority to expire at conclusion of the Company's AGM to be held in 2024, or 15 months from the date of passing this resolution, whichever is the earlier, unless renewed, varied or revoked by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require ordinary shares to be allotted in pursuance of such offer or agreement as if such authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to any allotment of ordinary shares or grant of rights made, offered or agreed to be made pursuant to such authorities.



Notice of Annual General Meeting *(continued)*

12. THAT, subject to the passing of Resolution 11, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot ordinary shares up to a further 11,357,205 (representing approximately 10% of the ordinary shares in issue as at the date of this Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution, such authority to expire at conclusion of the Company’s AGM to be held in 2024, or 15 months from the date of passing this resolution, whichever is the earlier, unless renewed, varied or revoked by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require ordinary shares to be allotted in pursuance of such offer or agreement as if such authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to the authority granted to the Directors pursuant to Resolution 11, or any allotment of ordinary shares or grant of rights made, offered or agreed to be made pursuant to such authorities.
13. THAT, subject to the passing of Resolution 11, the Directors be generally empowered (pursuant to sections 570 and 573 of the Companies Act 2006 (the “Act”)) to allot ordinary shares and to sell ordinary shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the issue of up to 11,357,205 shares (representing approximately 10% of the ordinary shares in issue as at the date of this Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution. This power will expire at the conclusion of the Company’s AGM to be held in 2024 unless previously revoked, varied or renewed by the Company in general meeting save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury ordinary shares in pursuance of such an offer or agreement as if such power had not expired.
14. THAT, subject to the passing of Resolution 12, the Directors be generally empowered (pursuant to sections 570 and 573 of the Companies Act 2006 (the “Act”)) to allot ordinary shares and to sell ordinary shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the issue of up to a further 11,357,205 shares (representing approximately 10% of the ordinary shares in issue as at the date of this Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution. This power will expire at the conclusion of the Company’s AGM to be held in 2024 unless previously revoked, varied or renewed by the Company in general meeting, save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury ordinary shares in pursuance of such an offer or agreement as if such power had not expired. This resolution is in addition to the authority granted pursuant to, but without prejudice to that granted to, the Directors in Resolution 13 above.
15. THAT, the Company be authorised in accordance with section 701 of the Companies Act 2006 (the “Act”) to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that the maximum number of ordinary shares authorised to be purchased will be up to 14.99% of the ordinary shares in issue (excluding treasury shares) immediately following the passing of this resolution. The minimum price which may be paid for an ordinary share is £0.01. The maximum price which may be paid for an ordinary share must not be more than the higher of:
- (i) 5% above the average of the mid-market value of the ordinary shares for the five business days before the purchase is made; or
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares on the trading venue where the purchase is carried out.

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Notice of Annual General Meeting *(continued)*

Such authority will expire at the AGM of the Company to be held in 2024, or 15 months from the date of passing this resolution, whichever is the earlier, save that the Company may contract to purchase ordinary shares under the authority thereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase ordinary shares in pursuance of such contract. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to make market purchases of ordinary shares.

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

All shareholders are strongly advised to exercise their votes in advance of the meeting by proxy, by following the voting instructions overleaf.

By order of the Board

Frostrow Capital LLP
Company Secretary

30 May 2023

Registered Office: 25 Southampton Buildings, London WC2A 1AL



Notice of Annual General Meeting *(continued)*

Notes

1. Holders of ordinary shares are entitled to attend, speak and vote at the AGM. A member entitled to attend, speak and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed, they must not be appointed in respect of the same shares. To be effective, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 12.00 noon on Tuesday, 19 September 2023.

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

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

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

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

2. Only those ordinary shareholders registered in the register of members of the Company as at 6.30 pm on Tuesday, 19 September 2023 (the "specified time") shall be entitled to attend or vote at the aforesaid AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.30 pm on Tuesday, 19 September 2023 shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting, or if the Company gives notice of the adjourned meeting, at the time specified in that notice.
3. Shareholders who hold their shares electronically may submit their votes through CREST. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com.

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CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting and any adjournment thereof by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST manual (available via www.euroclear.com). The message, in order to be valid, must be transmitted so as to be received by them Company’s agent (ID RA19) by the latest time for receipt of proxy appointments specified in note 1 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

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

4. A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in note 1 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.
5. Shareholders (and any proxies or representatives they appoint) agree, by attending the meeting, that they are expressly requesting and that they are willing to receive any communications (including communications relating to the Company’s securities) made at the meeting.
6. As at 30 May 2023 (being the date of the publication of this notice), the Company’s issued share capital amounted to 113,572,053 ordinary shares carrying one vote each. Therefore, the total voting rights of the Company as at the date of this notice of meeting were 113,572,053.
7. Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment. Corporate shareholders may also appoint one or more proxies in accordance with note 1.



Notice of Annual General Meeting *(continued)*

8. Any question relevant to the business of the AGM may normally be asked at the meeting by anyone permitted to speak at the meeting. You can also submit your question in advance by letter addressed to the Secretary at the registered office of the Company or by email to info@frostrow.com. The Company must answer any question asked by a member relating to the business being dealt with at the meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
10. Members satisfying the thresholds in section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM. A resolution may properly be moved at the AGM unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the AGM.
11. Members satisfying the thresholds in section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM. A matter may properly be included in the business at the AGM unless (i) it is defamatory of any person, or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the AGM.
12. Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his/her proxy is to ensure that both he/she and his/her proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.
13. Copies of the letters of appointment of the Directors of the Company will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the conclusion of the AGM and on the date of the AGM at the offices of Odyssean Capital LLP, 6 Stratton Street, Mayfair, London W1J 8LD from 11.45 a.m. until the conclusion of the meeting.

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- 14.** This notice, the information required by section 311A of the Companies Act 2006 and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice, will be available on the Company's website at www.oitplc.com.
- 15.** Members may not use any electronic address provided either in the Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.



Explanatory Notes to the Resolutions

Resolutions 1 to 12 will be proposed as ordinary resolutions and Resolutions 13 to 16 will be proposed as special resolutions.

Resolution 1 – To receive the Annual Report and Financial Statements

The Annual Report and Financial Statements for the year ended 31 March 2023 will be presented to the AGM and shareholders will be given an opportunity at the meeting to ask questions. The Annual Report and Financial Statements can be found on the Company's website at www.oitplc.com under Corporate Information.

Resolution 2 – To receive and approve the Directors' Remuneration Report

The Directors' Remuneration Report is set out in full on pages 59 to 62 of the Annual Report.

Resolutions 3 to 7 – Re-election/election of Directors

Resolutions 3 to 7 deal with the re-election and election of each Director. Biographies of each of the Directors can be found on pages 44 and 45 of the Annual Report.

The Board has confirmed, following a performance review, that the Directors standing for re-election continue to perform effectively.

Resolution 8 – Approval of the Company's dividend policy

Resolution 8 seeks shareholder approval of the Company's dividend policy, which is set out on page 24 of the Annual Report.

Resolutions 9 and 10 – Re-appointment of auditors

Resolution 9 relates to the re-appointment of KPMG LLP as the Company's independent auditors to hold office until the next Annual General Meeting of the Company and Resolution 10 authorises the Audit Committee to set their remuneration. Following the implementation of the Competition and Markets Authority order on Statutory Audit Services only the Audit Committee may negotiate and agree the terms of the auditors' service agreement.

Resolutions 11 and 12 – Authority to allot ordinary shares

Resolutions 11 and 12, ordinary resolutions as set out in the Notice of AGM, if passed, will renew the Directors' authority to allot shares in accordance with statutory pre-emption rights. These resolutions will authorise the Board to allot:

- ordinary shares generally and unconditionally in accordance with section 551 of Companies Act 2006 up to an aggregate nominal value of £113,572, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, the number representing 10% of the issued share capital of the Company at the date at which this resolution is passed (Resolution 11); and
- further ordinary shares generally and unconditionally in accordance with section 551 of Companies Act 2006 up to an additional aggregate nominal value of £113,572, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, the number representing 10% of the issued share capital of the Company at the date at which this resolution is passed (Resolution 12).

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Explanatory Notes to the Resolutions *(continued)*

If both these resolutions are passed, shareholders will be granting the Directors authority to allot up to 20% of the Company's issued share capital. The Board believes that passing of Resolutions 11 and 12 is in the shareholders' interests as the authority is intended to be used for funding investment opportunities sourced by the Portfolio Manager, thereby mitigating any potential dilution of investment returns for existing shareholders, and the Directors will only issue new ordinary shares at a price above the prevailing NAV per ordinary share. If only Resolution 11 is passed and Resolution 12 is not passed, shareholders will only be granting Directors the authority to allot up to 10% of the existing issued ordinary share capital of the Company. These authorities, if given, will lapse at the conclusion of the 2024 AGM of the Company.

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

In the event that Resolution 11 is not passed, Resolution 12 will not be proposed at the AGM.

Resolutions 13 and 14 – Disapplication of pre-emption rights

Resolution 13, a special resolution, is being proposed to authorise the Directors to disapply the statutory pre-emption rights of existing shareholders in relation to the issue of shares under Resolution 11, for cash or the sale of shares out of treasury up to an aggregate nominal amount of £113,572, being approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, 10% of the issued share capital immediately upon the passing of this resolution.

Resolution 14, a special resolution, is being proposed to authorise the Directors to disapply the statutory pre-emption rights of existing shareholders in relation to the further issue of shares under Resolution 12, for cash or the sale of shares out of treasury up to an aggregate nominal amount of £113,572, being approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date of the Notice of AGM or, if changed, 10% of the issued share capital immediately upon the passing of this resolution.

In respect of Resolutions 13 and 14, shares would only be issued at a price above the prevailing NAV per share. The Directors will only issue shares on a non-pre-emptive basis if they believe it would be in the best interests of the Company's shareholders.

If both these resolutions are passed, shareholders will be granting the Directors authority to allot up to 20% of the Company's issued share capital on a non-pre-emptive basis. Although this percentage authority is higher than the authority typically sought by investment companies, the Board believes that in order to have the maximum flexibility to raise finance to enable the Company to take advantage of suitable opportunities, the passing of Resolutions 13 and 14 is in the shareholders' interests. These authorities, if given, will lapse at the 2024 AGM of the Company.

Resolution 15 – Purchase of own shares

Resolution 15, a special resolution, will renew the Company's authority to make market purchases of shares (being 14.99% of the issued share capital immediately following the passing of this resolution), either for cancellation or placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company. The maximum price which may be paid for an ordinary share must not be more than the higher of (i) 5% above the average of the mid-market value of the ordinary shares for the five business days before the purchase is made, or (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares on the trading venue where the purchase is carried out. The minimum price which may be paid is £0.01 per ordinary share.



Explanatory Notes to the Resolutions *(continued)*

The Directors would only use this authority in order to address any significant imbalance between the supply and demand for the ordinary shares and to manage the discount to NAV at which the ordinary shares trade. Ordinary shares will be repurchased only at prices below the NAV per ordinary share, which should have the effect of increasing the NAV per ordinary share for remaining shareholders.

This authority, if approved by shareholders, will expire at the AGM to be held in 2024, when a resolution for its renewal will be proposed.

Resolution 16 – Notice period for general meetings

In terms of the Companies Act 2006, the notice period for general meetings (other than an AGM) is 21 clear days' notice unless the Company: (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all shareholders to vote by electronic means. The Company would like to preserve its ability to call general meetings (other than an annual general meeting) on less than 21 clear days' notice. The shorter notice period proposed by resolution 16, a special resolution, would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The approval will be effective until the date of the AGM to be held in 2024, when it is intended that a similar resolution will be proposed.

Directors' Recommendation

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

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Directors

Jane Tufnell (Chairman)
Arabella Cecil
Peter Hewitt
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Shareholder warning

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

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

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

Be ScamSmart

Investment scams are designed to look like genuine investments

Spot the warning signs

Have you been:

- contacted out of the blue
- promised tempting returns and told the investment is safe
- called repeatedly, or
- told the offer is only available for a limited time?

If so, you might have been contacted by fraudsters.

Avoid investment fraud

1 Reject cold calls

If you've received unsolicited contact about an investment opportunity, chances are it's a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.

2 Check the FCA Warning List

The FCA Warning List is a list of firms and individuals we know are operating without our authorisation.

3 Get impartial advice

Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

Report a Scam

If you suspect that you have been approached by fraudsters please tell the FCA using the reporting form at www.fca.org.uk/consumers/report-scam-unauthorised-firm. You can also call the FCA Consumer Helpline on **0800 111 6768**

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at www.actionfraud.police.uk

Find out more at
www.fca.org.uk/scamsmart

Remember: if it sounds too good to be true, it probably is!



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Company Registered Number: 11121934

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