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Maven Income and Growth VCT 3 PLC
14 March 2023

Maven Income and Growth VCT 3 PLC

Final results for the year ended 30 November 2022

The Directors report the Company's financial results for the year ended 30 November 2022.

Highlights

- NAV total return at the year end of 152.49p per share (2021: 152.97p)
- NAV at the year end of 57.32p per share (2021: 62.55p), after payment of 4.75p per share in dividends during the year
- Interim dividend of 1.25p per share paid on 26 August 2022
- Final dividend of 1.90p per share proposed for payment on 26 April 2023
- £16.1 million of capital raised for the 2021/22 and 2022/23 tax years
- New Offer for Subscription launched for the 2022/23 and 2023/24 tax years to raise up to £10 million (including an overallotment facility for up to £5 million) alongside the other Maven VCTs

Chairman's Statement

On behalf of your Board, I am pleased to present the results for the financial year to 30 November 2022 where, against a backdrop of economic uncertainty and geopolitical instability, your Company has made further strategic progress. The resilient NAV total return that has been reported reflects the strength and diversity of the underlying portfolio with many of the private company holdings continuing to make commercial progress and achieve their growth objectives, which has resulted in uplifts to certain valuations. This progress has, however, been offset by a weaker performance across the AIM quoted portfolio, where share prices have been impacted by the volatility that has persisted in listed markets throughout the year. Conversely, this has been a strong period for private company realisations with the completion of seven profitable exits, including the sale of Quorum Cyber, which achieved a total return of 6.5x cost inclusive of a retained shareholding in the acquiring entity. In recognition of the exits achieved, and the commitment to make regular tax free distributions, the Directors are proposing a final dividend of 1.90p per share for payment to Shareholders in April 2023. This takes the tax free dividend yield to just over 5%, which is in line with the annual target.

Overview

At the start of the financial year, the impact of the COVID-19 pandemic had reduced, enabling economies to reopen and there was a sense of cautious optimism within the UK business community. This optimism was, however, curtailed by the escalating tension in Eastern Europe and the subsequent invasion of Ukraine by Russia. In addition to the tragic human cost, the war has had a significant economic impact, most notably resulting in the sharp rise in global energy prices and widespread disruption to international supply chains. In the UK, the energy price shock has contributed to the current high level of inflation and the cost of living crisis which, alongside rising interest rates, resulted in an uncertain and difficult operating environment for many consumers and businesses during 2022.

Notwithstanding the prevailing economic conditions, the Directors are encouraged by the resilient performance that has been achieved during the financial year. This reflects the consistent application of the long term investment strategy, which is focused on building a large and sectorally diversified portfolio of high growth private and AIM quoted companies that operate across a broad range of end user markets, and which are capable of achieving scale and generating a capital gain on exit. During the year, the Manager continued to see good demand for growth capital from ambitious and entrepreneurial private companies and completed 13 new investments, with follow-on funding also provided to support those companies that are gaining commercial traction and require additional capital to fully scale prior to securing an exit. The Board believes that Maven remains well placed to continue to source and execute high quality VCT qualifying investments to ensure that your Company maintains a good rate of investment in the new financial year.

There has been further positive progress across the early stage unlisted portfolio, with the majority of companies continuing to deliver growth and achieve their strategic objectives which, in certain cases, has resulted in uplifts to valuations. Your Company also benefits from a portfolio of later stage private companies, completed prior to the change in VCT rules, and these more mature holdings help to counterbalance the higher level of risk associated with earlier stage growth companies. This generally good performance has, however, been offset by the volatility within financial markets that has persisted since the start of the year, and which has impacted the value of your Company's AIM quoted portfolio, where share prices have declined in response to negative investor sentiment. Furthermore, during the year, the AIM market has been very quiet with limited IPO and new share issuance activity, and whilst the Manager has reviewed various opportunities, they have not been of sufficient quality to warrant participation. Whilst your Board continues to believe that a hybrid private equity and AIM quoted portfolio provides the optimal approach to deliver long term growth in Shareholder value, the Manager will remain cautious on any new AIM investments until there is clear evidence of a market recovery and an improvement in the quality and range of companies seeking VCT investment.

During the year, your Company made further progress in line with its long term growth objective and the success of the 2021/22 fundraising, which closed in May 2022 after raising £16.1 million, provides good near term liquidity to support investment activity. The commitment to future growth was further enhanced by the announcement from UK Government in September 2022 that tax relief for VCT and EIS schemes would continue beyond 2025. The Board and the Manager welcomed the news that the period imposed by the "sunset clause" will be extended as this removes uncertainty for investors and allows entrepreneurial SMEs to continue to access this important source of growth capital. In early October 2022, the Directors were pleased to launch new Offers for Subscription for the 2022/23 and 2023/24 tax years alongside the other Maven managed VCTs. Your Company has an initial target raise of £5 million, with the ability to make use of an over-allotment facility of up to a further £5 million which, as announced on 16 February 2023, the Directors have resolved to utilise. It is encouraging to report that, at the time of writing, £5.2 million has been raised by your Company. The Offers remain open until 4 April 2023 for the 2022/23 tax year and until 26 May 2023 for the 2023/24 tax year, unless it is fully subscribed ahead of this date. Further information about the Offers, including the Securities Note and Application Form can be found at: **mavencp.com/vctoffer**.

Your Board remains committed to making regular tax free distributions and, as Shareholders will be aware, achieving portfolio realisations is central to this objective. It is, therefore, encouraging to report that during the period under review, seven profitable private company exits completed. A number of these exits were from the early stage portfolio and have been delivered over a relatively short period of investment, with the key highlight being the exit from **Quorum Cyber** which completed in December 2021 generating a total return of 6.5x cost inclusive of a retained element in the acquiring entity, over a holding period of 18 months. Whilst the timing of exits is hard to predict, particularly in the current environment, the Directors remain optimistic that further profitable realisations can be achieved in the year ahead.

Full details of the portfolio developments, including the new investments and realisations completed during the year, as well as updates on the companies that have delivered a positive performance alongside the small number of cases where valuations have been reduced or fully written down, can be found in the Investment Manager's Review in the Annual Report. Shareholders will also find details of the principal Key Performance Indicators (KPIs) in the Business Report and a summary of the Alternative Performance Measures (APMs) can be found in the Financial Highlights in the Annual Report.

Dividend Policy

As Shareholders will be aware from recent Interim and Annual Reports, decisions on distributions take into consideration several factors, including the realisation of capital gains, the adequacy of distributable reserves, the availability of surplus revenue and the VCT qualifying level, all of which are kept under close and regular review.

The Board and the Manager recognise the importance of tax free distributions to Shareholders and, subject to the considerations outlined above, will seek, as a guide, to pay an annual dividend that represents 5% of the NAV per share at the preceding year end.

The Directors would like to remind Shareholders that, as the portfolio continues to expand and the proportion of younger companies increases, the timing of distributions will be closely linked to realisation activity, whilst also reflecting the Company's requirement to maintain its VCT qualifying level. If larger distributions are required as a consequence of significant exits, this may result in a corresponding reduction in the NAV per share of the Company. However, your Board considers this to be a tax efficient means of returning value to Shareholders, whilst ensuring ongoing compliance with the VCT legislation.

Proposed Final Dividend

Further to the recent private company realisations, your Board is pleased to propose that a final dividend of 1.90p per Ordinary Share, in respect of the year ended 30 November 2022, will be paid on 26 April 2023 to Shareholders on the register at 24 March 2023. This will bring total distributions for the financial year to 3.15p per Ordinary Share, representing a yield of 5.04% based on the NAV at the immediately preceding year end of 62.55p per share. Since the Company's launch, and after receipt of the proposed final dividend, Shareholders will have received a total of 97.07p per share in tax free distributions.

Dividend Investment Scheme (DIS)

Your Company operates a DIS, through which Shareholders can, at any time, elect to have their dividend payments utilised to subscribe for new Ordinary Shares issued by the Company under the standing authority requested from Shareholders at Annual General Meetings. Shares issued under the DIS should qualify for VCT tax relief applicable for the tax year in which they are allotted, subject to an individual Shareholder's particular circumstances.

Shareholders can elect to participate in the DIS in respect of future dividends, by completing a DIS mandate. In order for the DIS to apply to the final dividend that is due to be paid on 26 April 2023, the mandate form must be received by the Registrar (The City Partnership) before 12 April 2023, this being the relevant dividend election date. The mandate form, terms & conditions and full details of the scheme (including tax considerations) are available from the Company's website at: **mavencp.com/migvct3**. Election to participate in the DIS can also be made through the Registrar's online investor hub at: maven-cp.cityhub.uk.com/login.

If a Shareholder is in any doubt about the merits of participating in the DIS, or their own tax status, they should seek advice from a suitably qualified adviser.

Fund Raising and Allotment

As detailed in the 2022 Interim Report, on 20 September 2021, your Company, alongside Maven Income and Growth VCT 4 PLC, launched joint Offers for Subscription for new Ordinary Shares, to raise up to £20 million in aggregate (£10 million for each company) with combined over-allotment facilities of up to £20 million (£10 million for each company). Your Company's Offer closed on 27 May 2022 having raised a total of £16.1 million for the 2021/22 and 2022/23 tax years.

With respect to the 2021/22 tax year, there were three allotments of new Ordinary Shares. An allotment of 13,603,037 new Ordinary Shares completed on 4 February 2022, with a further allotment of 4,314,618 new Ordinary Shares on 23 March 2022 and a final allotment of 4,767,002 new Ordinary Shares taking place on 5 April 2022. An allotment of 2,938,136 new Ordinary Shares for the 2022/23 tax year completed on 6 June 2022.

Further details regarding the new Ordinary Shares issued under the Offer for Subscription can be found in Note 12 to the Financial Statements in the Annual Report.

Current Offers for Subscription

On 7 October 2022, your Company, alongside Maven Income and Growth VCT PLC, Maven Income and Growth VCT 4 PLC and Maven Income and Growth VCT 5 PLC, launched Offers for Subscription for up to £40 million in aggregate, inclusive of over-allotment facilities for up to £10 million in aggregate, for the 2022/23 and 2023/24 tax years. Your Company has an initial target raise of £5 million, with the ability to use an over-allotment facility of up to a further £5 million. As at the date of this Annual Report, your Company has raised a total of £5.2 million and further to the announcement of 16 February 2023, the Directors have resolved to utilise the over-allotment facility.

With respect to the 2022/23 tax year, an allotment of 6,389,151 new Ordinary Shares completed on 8 February 2023

With respect to the 2022/23 tax year, an allotment of [illegible] new Ordinary Shares completed on 3 February 2023, with a further allotment of 982,796 new Ordinary Shares completing on 3 March 2023. A final allotment for the 2022/23 tax year will be made on or before 5 April 2023. The Offers will close on 26 May 2023, unless a particular Offer is fully subscribed ahead of this date, and an allotment for the 2023/24 tax year will take place after 5 April 2023, and on or before 31 May 2023.

The Directors are confident that Maven's regional office network has the capacity and capability to continue to source attractive investment opportunities in VCT qualifying companies, and that the additional liquidity provided by the fundraising will facilitate further expansion and development of the portfolio in line with the investment strategy. Furthermore, the funds raised will allow your Company to maintain its share buy-back policy, whilst also spreading costs over a wider asset base in line with the objective of maintaining a competitive total expense ratio for the benefit of all Shareholders.

Share Buy-backs

Shareholders will be aware that a primary objective of the Board is to ensure that the Company retains sufficient liquidity for making investments in line with its stated policy, and for the continued payment of dividends. However, the Directors also acknowledge the need to maintain an orderly market in the Company's shares and have, therefore, delegated authority to the Manager for the Company to buy back its own shares in the secondary market for cancellation or to be held in treasury, subject always to such transactions being in the best interests of Shareholders.

It is intended that the Company should seek to maintain a share price discount that is approximately 5% below the latest published NAV per share, subject to market conditions, availability liquidity and the maintenance of the Company's VCT qualifying status.

Shareholders should be aware that neither the Company nor the Manager can execute a direct transaction in the Company's shares. Any instruction to buy or sell shares on the secondary market must be conducted through a stockbroker. If a Shareholder wishes to buy or sell shares on the secondary market, they or their broker can contact the Company's corporate broker, Shore Capital Stockbrokers on 020 7647 8132, to discuss a transaction. It should, however, be noted that such transactions cannot take place whilst the Company is in a closed period, which is the time from the end of a reporting period (quarter end, half year or full year) until the announcement of an unaudited NAV and any dividend. A closed period may also be introduced if the Directors and Manager are in possession of price sensitive information that may restrict the Company's ability to buy back shares.

VCT Regulatory Developments

During the period under review, there were no further amendments to the rules governing VCTs. Shareholders may, however, be aware that under the VCT scheme approved by the European Commission in 2015, a "sunset clause" was introduced which stated that income tax relief would no longer be available on subscriptions for new shares in VCTs made on or after 6 April 2025, unless the legislation was renewed by an HM Treasury order. During the financial year, there was a considerable level of activity by industry participants including the Association of Investment Companies (AIC), of which the Company is a member, and the Venture Capital Trust Association (VCTA), of which the Manager is an active member, to demonstrate the important role of VCT investment in supporting ambitious SMEs and stimulating economic growth and regional employment. It is, therefore, encouraging to report that the UK Government has committed to extend the income tax relief available on new VCT shares beyond 2025. In the budget statement of 17 November 2022, the Chancellor reconfirmed the UK Government's commitment to extend the VCT scheme beyond 2025. The Manager will remain actively involved in discussions regarding the process for implementing this extension.

Consistent with industry best practice, the Board and the Manager continue to apply the International Private Equity and Venture Capital Valuation (IPEV) Guidelines as the central methodology for all private company valuations. The IPEV Guidelines are the prevailing framework for fair value information in the private equity and venture capital industry. Following the invasion of Ukraine in February 2022, IPEV reiterated the Special Guidance provided in March 2020, at the outbreak of the COVID-19 pandemic in the UK, with respect to assessing the fair value of private company holdings. The Directors and the Manager continue to follow industry guidelines and adhere to the IPEV Special Guidelines in all private company valuations.

Environmental, Social and Governance (ESG) Considerations

The Board and the Manager acknowledge the importance of ESG principles and consider that those portfolio companies which have ESG aims integrated into their business model benefit both society and Shareholders. The Board and the Manager believe that there is an interconnectivity between profit and purpose, and that strong ESG credentials can give companies a competitive edge.

The Board is pleased to report on the continued focus by the Manager in developing its ESG framework and oversight capabilities. In order to assist this process, Maven has partnered with a specialist software provider to enhance its ability to track, analyse and report key ESG information across the portfolio. The Manager is in the process of standardising internal metrics, which will be measured from year to year with the intention of reducing carbon footprint and improving and enhancing key governance and social metrics.

The Manager has a comprehensive ESG policy in place, which is ingrained within the investment process and is a standard part of due diligence for any new investment to ensure that ESG risks and opportunities are fully considered. A number of investee companies are already very focused on the environment or making improvements to society and local communities and have set themselves specific ESG related goals. Where this is not the case, the Manager is able to support and advise on the value of improving these metrics and all investee companies are required to include ESG as a standing board agenda item to encourage regular dialogue on the topic.

In May 2021, the Manager became a signatory to the internationally recognised Principles for Responsible Investment, demonstrating its commitment to include ESG as an integral part of its investment decision making and ownership. The Manager has also become a signatory to the Investing in Women Code, which aims to improve female entrepreneurs' access to tools, resources and finance, supporting diversity and inclusion in access to finance.

Although neither the Company nor the Manager are currently required to disclose climate related financial information in line with the Task Force on Climate related Financial Disclosures (TCFD), they recognise the aim and importance of the TCFD recommendations to provide a foundation to improve investors' ability to appropriately assess climate-related risk and opportunities. Disclosing information against the TCFD recommendations remains an objective of the Manager as part of its ESG initiatives and progress will be monitored by the Directors.

Whilst significant steps are being taken by the Manager to assess ESG capability and support ongoing dialogue with investee companies, with the aim of improving the use of ESG metrics over the period that your Company is invested, the Board wishes to remind Shareholders that your Company's investment policy does not incorporate specific ESG aims, and investee companies are not required to meet any specific targets.

Shareholder Communications

Twice a year Maven publishes a VCT newsletter *Creating Value*, which is issued by email or post, and includes details on the new investments and realisations that have been completed by the Maven VCTs, as well as updates about the VCT portfolios and investee companies, and the launch of new Maven VCT Offers. Shareholders wishing to receive this newsletter and other VCT related information, can register their email address with the Registrar, The City Partnership, or subscribe through Maven's website.

Appointment of a New Auditor

Following a formal tender process, Johnston Carmichael LLP (Johnston Carmichael) was appointed as the new Auditor to the Company with effect from 4 October 2022. Johnston Carmichael conducted the audit of the Financial Statements for the financial year to 30 November 2022 and the Independent Auditor's Report can be found in the Annual Report. Shareholders will be asked to confirm the appointment of Johnston Carmichael at the forthcoming AGM.

Annual General Meeting (AGM)

The 2023 AGM will be held in the Glasgow office of Maven Capital Partners UK LLP at Kintyre House, 205 West George Street, Glasgow, G2 2LW on 24 April 2023, commencing at 12 noon. The Notice of AGM can be found in the Annual Report.

Succession Planning

Further to the announcement of 12 December 2022, after nearly nine years serving as a Non-executive Director, including seven years as Chairman, I have informed the Board of my intention to step down as Chairman and from the including seven years as Chairman, I have informed the Board of my intention to step down as Chairman and from the Board and I will not stand for re-election at the 2024 AGM.

This is part of a planned succession, in line with good corporate governance, and allows for a period of stability during which the Board will commence a process to recruit a new Non-executive Director, and reach a decision on who will be appointed to succeed me as Chairman. Details of these further changes to the constitution of the Board will be announced in due course.

The Future

Notwithstanding the macroeconomic backdrop, this has been a year of steady progress during which your Company has maintained a good rate of new investment activity, completed seven profitable private company realisations, and successfully closed a fundraising, increasing net assets at the year end to almost £60 million. With good levels of liquidity, enhanced by the current Offer for Subscription, the strategy for the year ahead will continue to focus on expanding and developing the portfolio through the selective addition of high quality growth companies that operate in sectors and markets that are less dependent on discretionary consumer spending, and which are capable of delivering growth in an inflationary environment. The Directors believe that this approach will enable your Company to continue to deliver long term sustained growth in Shareholder value and support a programme of regular tax free distributions.

Atul Devani
Chairman

14 March 2023

Business Report

This Business Report is intended to provide an overview of the strategy and business model of the Company, as well as the key measures used by the Directors in overseeing its management. The Company is a VCT and invests in accordance with the investment objective set out below.

Investment Objective

The Company aims to achieve long-term capital appreciation and generate income for Shareholders.

Business Model and Investment Policy

The Company intends to achieve its objective by:

- investing the majority of its funds in a diversified portfolio of shares and securities in smaller, unquoted UK companies and AIM/AQSE quoted companies that meet the criteria for VCT qualifying investments and have strong growth potential;

- investing no more than £1.25 million in any company in one year and no more than 15% of the Company's assets by cost in one business at any time; and

- borrowing up to 15% of net asset value, if required and only on a selective basis, in pursuit of its investment strategy.

Principal and Emerging Risks and Uncertainties

The Board and the Audit & Risk Committee have an ongoing process for identifying, evaluating and monitoring the principal and emerging risks and uncertainties facing the Company. The risk register and risk dashboard form key parts of the Company's risk management framework used to carry out a robust assessment of the risks, including a significant focus on the controls in place to mitigate them. The principal and emerging risks and uncertainties facing the Company are considered to be as follows:

Investment Risk

The majority of the Company's investments are in small and medium sized unquoted UK companies and AIM/AQSE quoted companies which, by their nature, carry a higher level of risk and lower liquidity than investments in large quoted companies. The Board aims to limit the risk attached to the investment portfolio as a whole by ensuring that a robust and structured selection, monitoring and realisation process is applied. The Board reviews the investment portfolio with the Manager on a regular basis.

The Company manages and minimises investment risk by:

- diversifying across a large number of companies;
- diversifying across a range of sectors;
- actively and closely monitoring the progress of investee companies;
- co-investing with other clients of Maven, other VCT managers and/or other co-investment partners;
- ensuring valuations of underlying investments are made fairly and reasonably (see Notes to the Financial Statements 1(e), 1(f) and Note 16 in the Annual Report for further details);
- taking steps to ensure that share price discount is managed appropriately; and
- choosing and appointing an FCA authorised investment manager with the skills, experience and resources required to achieve the investment objective, with ongoing monitoring to ensure the Manager is performing in line with expectations.

Operational Risk

The Board is aware of the heightened cyber security risk and potential consequences of IT failure, particularly in relation to the increased utilisation of remote working practices by the Manager and key third parties. A cyber attack or systems failure not only has the potential to cause a third party to fail to perform its duties and responsibilities in accordance with the service level agreements that are in place, but could also result in it encountering financial difficulties, such that it is unable to carry on trading and cannot continue to provide services to the Company. The Board has closely monitored the systems and controls in place to prevent or mitigate against a systems or data security failure and the overall effectiveness of business continuity arrangements of the Manager and third parties.

VCT Qualifying Status Risk

The Company operates in a complex regulatory environment and faces a number of related risks, including:

- becoming subject to capital gains tax on the sale of its investments as a result of a breach of Section 274 of the Income Tax Act 2007;
- loss of VCT status and the consequential loss of tax reliefs available to Shareholders as a result of a breach of the VCT Regulations;
- loss of VCT status and reputational damage as a result of serious breach of other regulations such as the FCA Listing Rules and the Companies Act 2006 (the Companies Act); and
- increased investment restrictions resulting from the EU State Aid Rules incorporated by the Finance (No. 2) Act 2015 and the Finance Act 2018.

The Board works closely with the Manager to ensure compliance with all applicable and upcoming legislation, such that VCT qualifying status is maintained. Further information on the management of this risk is detailed under other headings in this Business Report.

Legislative and Regulatory Risk

The Directors strive to maintain a good understanding of the changing regulatory agenda and consider emerging issues so that appropriate changes can be implemented and developed in good time. In order to maintain its approval as a VCT, the Company is required to comply with current VCT legislation in the UK as well as the EU State Aid as a VCT, the Company is required to comply with current VCT legislation in the UK as well as the EU State Aid Rules. Changes to either legislation could have an adverse impact on Shareholder investment returns, whilst maintaining the Company's VCT status. The Board and the Manager continue to make representations where appropriate, either directly or through relevant industry bodies such as the AIC, the British Venture Capital Association (BVCA) and the VCTA.

The Company has retained Philip Hare & Associates LLP as its principal VCT adviser and also uses the services of a number of other VCT advisers on a transactional basis.

Breaches of other regulations including, but not limited to, the Companies Act, the FCA Listing Rules, the FCA Disclosure Guidance and Transparency Rules, and the Alternative Investment Fund Managers Directive (AIFMD) could lead to a number of detrimental outcomes and reputational damage. Breaches of controls by service providers to the Company could also lead to reputational loss or damage.

The AIFMD, which regulates the management of alternative investment funds, including VCTs, introduced an authorisation and supervisory regime for all investment companies in the EU. The Company is a small registered, internally managed alternative investment fund under the AIFMD, and its status as such is unchanged as a result of the UK's departure from the EU. The Company is also required to comply with tax legislation under the Foreign Account Tax Compliance Act and the Common Reporting Standard. The Company has appointed City Partnership to act on its behalf to report annually to HM Revenue & Customs (HMRC) and ensure compliance with this legislation.

Climate Change and Social Responsibility Risk

The Board recognises that climate change is an important emerging risk that all companies should take into consideration within their strategic planning. As referred to elsewhere in this Strategic Report and in the Statement of Corporate Governance in the Annual Report, the Company has little direct impact on environmental issues. However, the Company has introduced measures to reduce the cost and environmental impact of the production and circulation of Shareholder documentation such as the annual and interim reports. This has resulted in a significant reduction in the number of paper copies being printed and posted, with fewer than 13% of Shareholders now receiving printed reports.

The Board is aware that the Manager is increasing efforts in relation to the identification of environmental risks and opportunities, and is developing its ESG policy accordingly. Environmental risk is a fundamental aspect of due diligence and industry specialists are assigned where there may be specific concerns in relation to a potential business or sector. The results are then factored into the decision making process for new investments. VCTs in general are regarded as supporting SMEs, which helps to create local employment opportunities across a range of UK geographical regions.

Ukraine

The conflict in Ukraine and the global response has resulted in disruptions to international supply chains, inflationary pressures on prices and general market uncertainty. It is also acknowledged that there is an increased cyber security risk and the Manager is taking steps to mitigate this risk, including oversight of third parties.

Other Key Risks

Governance Risk

The Directors are aware that an ineffective Board could have a negative impact on the Company and its Shareholders. The Board recognises the importance of effective leadership and board composition, and this is ensured by completing an annual evaluation process, with action being taken if required.

Management Risk

The Directors are aware of the risk that investments could fail, or the management of the VCT could breach the Management and Administration Deed or regulatory parameters, due to lack of knowledge and/or experience of the investment professionals acting on behalf of the Company. To manage this risk, the Board has appointed Maven as investment manager, as it employs skilled professionals with the required VCT knowledge and experience. In addition, the Board takes comfort that the Manager's controls have been updated to ensure compliance with the FCA's Senior Managers and Certification Regime (SMCR).

The Directors are also mindful of the impact that the loss of the Manager's key employees could have on both investment opportunities that may be lost or existing investments that may fail. The Board is reassured by the Manager's approach to incentivising staff and ensuring that adequate notice periods are included in all contracts of employment.

Financial and Liquidity Risk

As most of the investments require a mid to long term commitment and are relatively illiquid, the Company retains a portion of the portfolio in cash and listed investment trusts in order to finance any new or follow-on investment opportunities. The Company has only limited direct exposure to currency risk and does not enter into any derivative transactions.

Political Risk

Political changes that result in parties with extreme political or social agendas having power or influence over policies could lead to instability and uncertainty in the markets, legislation and the economy.

The Board reviews regularly the political situation, together with any associated changes to the economic, regulatory and legislative environment, in order to ensure that any risks are mitigated as effectively as possible.

Economic Risk

The valuation of investment companies may be affected by underlying economic conditions such as rising interest rates and the availability of bank finance, which can be impacted during times of geopolitical uncertainty and fluctuating markets, including the impact of the current cost of living crisis and rising interest rates currently being experienced in the UK. The economic and market environment is kept under constant review and the investment strategy of the Company is adapted so far as possible to mitigate emerging risks.

Credit Risk

The Company may hold financial instruments and cash deposits and is dependent on counterparties discharging their agreed responsibilities. The Directors consider the creditworthiness of the counterparties to such instruments and seek to ensure that there is no undue concentration of exposure to any one party.

An explanation of certain economic and financial risks and how they are managed can be found in Note 16 to the Financial Statements in the Annual Report.

Statement of Compliance with Investment Policy

The Company is adhering to its stated investment policy and managing the risks arising from it. This can be seen in various tables and charts throughout this Annual Report, from information provided in the Chairman's Statement and in the Investment Manager's Review. A review of the Company's business, its position as at 30 November 2022 and its performance during the year then ended is included in the Chairman's Statement, which also includes an overview of the Company's business model and strategy.

The management of the investment portfolio has been delegated to Maven, which also provides company secretarial, administrative and financial management services to the Company. The Board is satisfied with the breadth and depth of the Manager's resources and its nationwide network of offices, which supply new deals and enable it to monitor the geographically widespread portfolio of companies effectively.

The Investment Portfolio Summary in the Annual Report discloses the investments in the portfolio and the degree of co-investment with other clients of the Manager. The Portfolio Analysis charts in the Annual Report show the profile of the portfolio by industry sector and by asset class. They help to show the sectoral diversity of the portfolio and the hybrid structure which is balanced between private growth capital companies, more mature private company holdings and AIM/AQSE quoted investments. The level of qualifying investments is monitored continually by the Manager and reported to the Audit & Risk Committee quarterly, or as otherwise required.

Key Performance Indicators (KPIs)

During the year, the net return on ordinary activities before taxation was a loss of £456,000 (2021: a profit of £6,731,000), the gain on investments was £626,000 (2021: £8,550,000) and earnings per share were a deficit of (0.47p) (2021: 8.49p). The Directors also use a number of Alternative Performance Measures (APMs) in order to assess the Company's success in achieving its objectives, and these also enable Shareholders and prospective investors to gain an understanding of its business. The APMs are shown in the Financial Highlights and are defined in the Glossary in the Annual Report.

In addition, the Board considers the following to be KPIs:

- NAV total return;
- annual yield;
- share price discount to NAV;
- investment income; and
- operational expenses.

The NAV total return is considered to be a more appropriate long-term measure of Shareholder value as it includes both the current NAV per share and the sum of dividends paid to date. The annual yield is the total dividends paid for the financial year, expressed as a percentage of the NAV per Ordinary Share at the immediately preceding year end. The Directors seek to pay dividends to provide a yield and comply with the VCT rules, taking account of the level of distributable reserves, profitable realisations in each accounting period and the Company's future cash flow projections. The share price discount to NAV is the percentage by which the mid-market price of a share is lower than the most recently published NAV per share. A historical record of these measures is shown in the Financial Highlights in the Annual Report. The change in the profile of the portfolio is reflected in the Summary of Investment Changes in the Annual Report. The Board also reviews the Company's investment income and operational expenses on a quarterly basis, as the Directors consider that both of these elements are important components in the generation of Shareholder returns. Further information can be found in Notes 2 and 4 to the Financial Statements in the Annual Report.

There is no VCT index against which to compare the performance of the Company. However, for reporting to the Board and Shareholders, the Manager uses comparisons with the most appropriate index, being the FTSE AIM All-Share Index, and the graph in the Annual Report compares the Company's performance against the FTSE AIM All-Share Index. The Directors also consider non-financial performance measures such as the flow of investment proposals.

In addition, the Directors consider economic, regulatory and political trends and factors that may impact on the Company's future development and performance.

Valuation Process

Investments held by Maven Income and Growth VCT 3 PLC in unquoted companies are valued in accordance with the IPEV Guidelines. Following the invasion of Ukraine in February 2022, IPEV reiterated the Special Guidance provided in March 2020, at the outbreak of the COVID-19 pandemic in the UK, with respect to assessing the fair value of private company holdings. The Directors and the Manager continue to follow these industry guidelines and adhere to the IPEV Special Guidelines in all private company valuations. Investments that are quoted or traded on a recognised stock exchange, including AIM, are valued at their bid prices.

Share Buy-backs

At the forthcoming AGM, the Board will seek the necessary Shareholder authority to continue to conduct share buy-backs under appropriate circumstances.

The Board's Duty and Stakeholder Engagement

The Directors recognise the importance of an effective Board and its ability to discuss, review and make decisions to promote the long-term success of the Company and protect the interests of its key stakeholders. As required by provision 5 of the AIC Code (and in line with the UK Code), the Board has discussed the Directors' duty under Section 172 of the Companies Act and how the interests of key stakeholders have been considered in the Board's discussions and decision making during the year.

This has been summarised in the table below:

Form of engagement	Influence on Board decision making
SHAREHOLDERS AGM - Shareholders are encouraged to attend the AGM and are provided with the opportunity to ask questions and engage with the Directors and the Manager. Shareholders are also encouraged to exercise their right to vote on the resolutions proposed at the AGM. Shareholder documents - the Company reports formally to Shareholders by publishing Annual and Interim Reports, normally in March and July each year. In the instance of a corporate action taking place, the Board will communicate with Shareholders through the issue of a Circular and, if required, a Prospectus. In addition, significant matters or reporting obligations are disseminated to Shareholders by way of London Stock Exchange Announcements. The Secretary acts as a point of contact for the Board and communications received from Shareholders are circulated to the whole Board.	Dividend declarations - the Board recognises the importance of tax free dividends to Shareholders and takes this into consideration when making decisions to pay interim and propose final dividends for each year. Further details regarding dividends for the year under review can be found in the Chairman's Statement. Share buy-back policy - the Directors recognise the importance to Shareholders of the Company maintaining an active buy-back policy and considered this when establishing the current programme. Further details can be found in the Chairman's Statement and in the Directors' Report in the Annual Report. Offers for Subscription - in making the decision to launch the current Offer for Subscription, the Directors considered that it would be in the interest of Shareholders to continue to grow the portfolio and make investments across a diverse range of sectors. By growing the Company, costs are spread over a wider asset base, which helps to promote a competitive total expense ratio, which is in the interests of Shareholders. In addition, the increased liquidity helps support the buy-back policy referred to above. Further details regarding the current Offers for Subscription can be found in the Chairman's Statement. Liquidity management - in order to generate income and add value for Shareholders, the Board has an active liquidity management policy, which has the objective of generating income from the cash held prior to deployment in VCT qualifying investments. Further details regarding the liquidity management policy can be found in the Investment Manager's Review in the Annual Report.
ENVIRONMENT AND SOCIETY The Directors and the Manager take account of the social, environmental and ethical factors impacted by the Company and the investments that it makes.	The Directors and the Manager are aware of their duty to act in the interests of the Company and acknowledge that there are risks associated with investment in companies that fail to conduct business in a socially responsible manner. The Manager's ESG assessment of investee companies focuses heavily on their impact on their environment, challenging fundamental aspects such as energy and emissions usage, and targets an approach to waste and recycling as well as broader social themes such as the companies' approach to diversity and inclusion in the workplace and their work with charities. Further details can be found in the Statement of Corporate Governance, Chairman's Statement and in the Investment Manager's Review in the Annual Report.
PORTFOLIO COMPANIES Quarterly Board Meetings - the Manager reports to the Board on the performance of portfolio companies, in particular on the private investee companies, and the Directors challenge the Manager where they feel it is appropriate. The Manager then communicates directly with each private investee company, normally through the Maven representative who sits on the board of the private investee company.	The Directors are aware that the exercise of voting rights is key to promoting good corporate governance and, through the Manager, ensures that the portfolio companies are encouraged to adopt best practice corporate governance. The Board has delegated the responsibility for monitoring the portfolio companies to the Manager and has given it discretion to vote in respect of the Company's holdings in the investment portfolio, in a way that reflects the concerns and key governance matters discussed by the Board. The Board is also mindful that, as the portfolio expands and the proportion of early stage investment increases, follow-on funding will represent an important part of the Company's investment strategy and this forms a key part of the Directors' discussions in relation to valuations, risk management and fundraising. From time to time, the management teams of investee companies give presentations to the Board.
MANAGER Quarterly Board Meetings - the Manager attends every Board	The Manager is responsible for implementing the investment objective and the strategy agreed by the Board. In making a decision to launch any Offer

Meeting, presenting a detailed portfolio analysis and reports on key issues such as VCT compliance, investment pipeline and utilisation of any new monies raised.	for Subscription, the Board needs to consider that the Company requires to have sufficient liquidity to continue to expand and broaden the investment portfolio in line with the strategy, including the provision of follow-on funding, as referred to above.
REGISTRAR Annual review meetings and control reports.	The Directors review the performance of all third party service providers on an annual basis, including ensuring compliance with GDPR.
CUSTODIAN Regular statements and control reports received, with all holdings and balances reconciled.	The Directors review the performance of all third party providers on an annual basis, including oversight of securing the Company's assets.

Employee, Environmental and Human Rights Policy

The Company has no direct employee or environmental responsibilities, nor is it responsible directly for the emission of greenhouse gases. The Board's principal responsibility to Shareholders is to ensure that the investment portfolio is managed and invested properly. As the Company has no employees, it has no requirement to report separately on employment matters. The Board comprises four male Directors and delegates responsibility for looking to ensure diversity to the Nomination Committee, as explained in the Statement of Corporate Governance in the Annual Report.

The management of the portfolio is undertaken by the Manager through members of its portfolio management team. The Manager engages with the Company's underlying investee companies in relation to their corporate governance practices and in developing their policies on social, community and environmental matters and further information can be found in the Statement of Corporate Governance. The Manager is continuing to focus on developing its ESG framework and oversight capabilities. Further details regarding the Manager's approach to ESG and the progress made on developing its ESG framework can be found in the Chairman's Statement in the Annual Report.

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

Auditor

The Company's Auditor is required to report if there are any material inconsistencies between the content of the Strategic Report and the Financial Statements. The Independent Auditor's Report can be found in the Annual Report.

Future Strategy

The Board and Manager intend to maintain the policies set out above for the year ending 30 November 2023, as it is believed that these are in the best interests of Shareholders.

Approval

The Business Report, and the Strategic Report as a whole, was approved by the Board of Directors and signed on its behalf by:

Atul Devani
Director

14 March 2023

Income Statement

For the year ended 30 November 2022

	Year ended 30 November 2022			Year ended 30 November 2021		
	Revenue £'000	**Capital £'000**	**Total £'000**	**Revenue £'000**	**Capital £'000**	**Total £'000**
Gain on investments	-	626	626	-	8,550	8,550

Income from investments	730	-	730	755	-	755
Other income	55	-	55	2	-	2
Investment management fees	(277)	(1,111)	(1,388)	(444)	(1,776)	(2,220)
Other expenses	(479)	-	(479)	(356)	-	(356)
Net return on ordinary activities before taxation	**29**	**(485)**	**(456)**	**(43)**	**6,774**	**6,731**
Tax on ordinary activities	-	-	-	-	-	-
Return attributable to Equity Shareholders	**29**	**(485)**	**(456)**	**(43)**	**6,774**	**6,731**
Earnings per share (pence)	**0.03**	**(0.50)**	**(0.47)**	**(0.05)**	**8.54**	**8.49**

All gains and losses are recognised in the Income Statement.

The total column of this statement is the Profit & Loss Account of the Company. The revenue and capital columns are supplementary to this and are prepared under guidance published by the Association of Investment Companies. All items in the above statement are derived from continuing operations. The Company has only one class of business and one reportable segment, the results of which are set out in the Income Statement and Balance Sheet. The Company derives its income from investments made in shares, securities and bank deposits.

There are no potentially dilutive capital instruments in issue and, therefore, no diluted earnings per share figures are relevant. The basic and diluted earnings per share are, therefore, identical.

The Notes are an integral part of the Financial Statements and can be found in full in the Annual Report.

Statement of Changes in Equity

For the year ended 30 November 2022

Year ended 30 November 2022

	Non-distributable Reserves				**Distributable Reserves**			
	Share capital £'000	**Share premium account £'000**	**Capital redemption reserve £'000**	**Capital reserve unrealised £'000**	**Capital reserve realised £'000**	**Special distributable reserve £'000**	**Revenue reserve £'000**	**Total £'000**
At 30 November 2021	7,866	6,436	287	9,669	(1,823)	26,020	745	49,200
Net return	-	-	-	(2,247)	2,873	(1,111)	29	456
Dividends paid	-	-	-	-	-	(4,607)	-	(4,607)
Repurchase and cancellation of shares	(59)	-	59	-	-	(328)	-	(328)
Net proceeds of share issue	2,562	13,074	-	-	-	-	-	15,636
Net proceeds of DIS issue*	88	410	-	-	-	-	-	498
At 30 November 2022	**10,457**	**19,920**	**346**	**7,422**	**1,050**	**19,974**	**774**	**59,943**

Year ended 30 November 2021

	Non-distributable Reserves				**Distributable Reserves**			
	Share capital £'000	**Share premium account £'000**	**Capital redemption reserve £'000**	**Capital reserve unrealised £'000**	**Capital reserve realised £'000**	**Special distributable reserve £'000**	**Revenue reserve £'000**	**Total £'000**
At 30 November 2020	7,965	6,285	153	(722)	18	30,332	788	44,819
Net return	-	-	-	10,391	(1,841)	(1,776)	(43)	6,731
Dividends paid	-	-	-	-	-	(1,783)	-	(1,783)
Repurchase and cancellation of shares	(134)	-	134	-	-	(753)	-	(753)
Net proceeds of share issue								
Net proceeds of DIS issue*	35	151	-	-	-	-	-	186
At 30 November 2021	**7,866**	**6,436**	**287**	**9,669**	**(1,823)**	**26,020**	**745**	**49,200**

The capital reserve unrealised is generally non-distributable other than the part of the reserve relating to gains/(losses) attributable to readily realisable quoted investments which are distributable.

Where all, or an element of the proceeds of sales have not been received in cash or cash equivalent (as noted on the realisations table in the Annual Report), and are not readily convertible to cash, they do not qualify as realised gains for the purposes of distributable reserves calculations and, therefore, do not form part of distributable reserves. The split of unrealised gains/(losses) for the year is detailed within the portfolio valuation section of Note 8 in the Annual Report.

Report.

The Notes are an integral part of the Financial Statements and can be found in full in the Annual Report.

*DIS represents the Dividend Investment Scheme as detailed in the Chairman's Statement in the Annual Report.

Balance Sheet

As at 30 November 2022

	30 November 2022 £'000	30 November 2021 £'000
Fixed assets		
Investments at fair value through profit or loss	41,160	43,410
Current assets		
Debtors	703	508
Cash	18,261	5,648
	18,964	**6,156**
Creditors		
Amounts falling due within one year	(181)	(366)
Net current assets	**18,783**	**5,790**
Net assets	**59,943**	**49,200**
Capital and reserves		
Called up share capital	10,457	7,866
Share premium account	19,920	6,436
Capital redemption reserve	346	287
Capital reserve - unrealised	7,422	9,669
Capital reserve - realised	1,050	(1,823)
Special distributable reserve	19,974	26,020
Revenue reserve	774	745
Net assets attributable to Ordinary Shareholders	**59,943**	**49,200**
Net asset value per Ordinary Share (pence)	**57.32**	**62.55**

The Financial Statements of Maven Income and Growth VCT 3 PLC, registered number 04283350, were approved by the Board of Directors and were signed on its behalf by:

Atul Devani

Director

14 March 2023

The Notes are an integral part of the Financial Statements and can be found in full in the Annual Report.

Cash Flow Statement

For the Year Ended 30 November 2022

	Year ended 30 November 2022 £'000	Year ended 30 November 2021 £'000
Net cash flows from operating activities	**(1,329)**	**(1,574)**
Cash flows from investing activities		
Purchase of investments	(5,626)	(3,334)
Sale of investments	8,369	2,428
Net cash flows from investing activities	**2,743**	**(906)**
Cash flows from financing activities		
Equity dividends paid	(4,607)	(1,783)

Issue of Ordinary Shares	16,134	186
Repurchase of Ordinary Shares	(328)	(753)
Net cash flows from financing activities	**11,199**	**(2,350)**
Net increase/(decrease) in cash	**12,613**	**(4,830)**
Cash at beginning of year	**5,648**	**10,478**
Cash at end of year	**18,261**	**5,648**

The Notes are an integral part of the Financial Statements and can be found in full in the Annual Report.

Notes to the Financial Statements

For the Year Ended 30 November 2022

1. Accounting Policies

The Company is a public limited company, incorporated in England & Wales and its registered office is shown in the Corporate Summary.

(a) Basis of preparation

The Financial Statements have been prepared on a going concern basis, further details can be found in the Directors' Report in the Annual Report. The Financial Statements have been prepared under the historical cost convention, as modified by the revaluation of investments and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland, and in accordance with the Statement of Recommended Practice for Investment Trust Companies and Venture Capital Trusts (the SORP) issued by the AIC in July 2022.

(b) Income

Interest income on loan notes and dividends on preference shares are accrued on a daily basis. Provision is made against this income where recovery is doubtful. Where the terms of unquoted loan notes only require interest or a redemption premium to be paid on redemption, the interest and the redemption premium is recognised as income once redemption is reasonably certain. Until such date interest is accrued daily and included within the valuation of the investment. When a redemption premium is designed to protect the value of the instrument holder's investment rather than reflect a commercial rate of revenue return the redemption premium should be recognised as capital.

The treatment of redemption premiums is analysed to consider if they are revenue or capital in nature on a company by company basis. A redemption premium of £83,433 (2021: £38,805) was received in the year ended 30 November 2022. Income from fixed interest securities and deposit interest is included on an effective interest rate basis.

Dividends on quoted shares are recognised as income when the related investments are marked ex-dividend and where no dividend date is quoted, when the Company's right to receive payment is established.

(c) Expenses

All expenses are accounted for on an accruals basis and charged to the Income Statement. Expenses are charged through the revenue account, except as follows:

- expenses that are incidental to the acquisition and disposal of an investment are charged to capital; and
- expenses are charged to the special distributable reserve where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. In this respect, the investment management fee and performance fee have been allocated 20% to revenue and 80% to the special distributable reserve to reflect the Company's investment policy and prospective income and capital growth.

(d) Taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or right to pay less tax in the future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the Financial Statements that are capable of reversal in one or more subsequent periods.

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

The tax effect of different items of income/gain and expenditure/loss is allocated between capital reserves and revenue account on the same basis as the particular item to which it relates, using the Company's effective rate of tax for the period.

UK Corporation tax is provided at amounts expected to be paid/recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

(e) Investments

In valuing unlisted investments, the Directors follow the criteria set out below. These procedures comply with the revised IPEV Guidelines for the valuation of private equity and venture capital investments. Investments are recognised at their trade date and are designated by the Directors as fair value through profit and loss. At subsequent reporting dates, investments are valued at fair value, which represents the Directors' view of the amount for which an asset could be exchanged between knowledgeable and willing parties in an arm's length transaction. This does not assume that the underlying business is saleable at the reporting date or that its current shareholders have an intention to sell their holding in the near future.

A financial asset or liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

1. For early stage investments completed in the reporting period, fair value is determined using the price of recent investment, calibrating for any material change in the trading circumstances of the investee company.

   Other early stage companies are valued by applying a multiple to the investee's revenue to derive the enterprise value of each company.

2. Whenever practical, recent investments will be valued by reference to a material arm's length transaction or a quoted price.

3. Mature companies are valued by applying a multiple to their maintainable earnings to determine the enterprise value of the company.

   To obtain a valuation of the total ordinary share capital held by management and the institutional investors, the value of third party debt, institutional loan stock, debentures and preference share capital is deducted from the enterprise value. The effect of any performance related mechanisms is taken into account when determining the value of the ordinary share capital.

4. All unlisted investments are valued individually by the Manager's portfolio management team. The resultant valuations are subject to detailed scrutiny and approval by the Directors of the Company.

5. In accordance with normal market practice, investments listed on AIM or a recognised stock exchange are valued at their bid market price at the year end.

(f) Fair value measurement

Fair value is defined as the price that the Company would receive upon selling an investment in a timely transaction to an independent buyer in the principal or the most advantageous market of the investment. A three-tier hierarchy has been established to maximise the use of observable market data and minimise the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity.

Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on best information available in the circumstances.

The three-tier hierarchy of inputs is summarised in the three broad levels listed below:

- Level 1 - the unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 - inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly; and

- Level 3 - inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

(g) Gains and losses on investments

When the Company sells or revalues its investments during the year, any gains or losses arising are credited/charged to the Income Statement.

(h) Critical accounting judgements and key sources of estimation uncertainty

Disclosure is required of judgements and estimates made by the Board and the Manager in applying the accounting policies that have a significant effect on the Financial Statements. The area involving the highest degree of judgement and estimates is the valuation of early stage unlisted investments recognised in Note 8 and 16 in the Annual Report and explained in Note 1(e) above.

In the opinion of the Board and the Manager, there are no critical accounting judgements.

Reserves

Share premium account

The share premium account represents the premium above nominal value received by the Company on issuing shares net of issue costs. This reserve is non-distributable.

Capital redemption reserve

The nominal value of shares repurchased and cancelled is represented in the capital redemption reserve. This reserve is non-distributable.

Capital reserve - unrealised

Increases and decreases in the fair value of investments are recognised in the Income Statement and are then transferred to the capital reserve unrealised account. This reserve is generally non-distributable other than the part of the reserve relating to gains/(losses) attributable to readily realisable quoted investments which are distributable.

Capital reserve - realised

Gains or losses on investments realised in the year that have been recognised in the Income Statement are transferred to the capital reserve realised account on disposal. Furthermore, any prior unrealised gains or losses on such investments are transferred from the capital reserve unrealised account to the capital reserve realised account on disposal. This reserve is distributable.

Special distributable reserve

The total cost to the Company of the repurchase and cancellation of shares is represented in the special distributable reserve account. The special distributable reserve also represents capital dividends, capital investment management fees and the tax effect of capital items. This reserve is distributable.

Revenue reserve

The revenue reserve represents accumulated profits retained by the Company that have not been distributed to Shareholders as a dividend. This reserve is distributable.

Return per Ordinary Share

	Year ended 30 November 2022	Year ended 30 November 2021
The returns per share have been based on the following figures:		
Weighted average number of Ordinary Shares	97,545,818	79,296,960
Revenue return	£29,000	(£43,000)
Capital return	(£485,000)	£6,774,000
Total return	**(£456,000)**	**£6,731,000**

Net asset value per Ordinary Share

The net asset value per Ordinary Share as at 30 November 2022 has been calculated using the number of Ordinary Shares in issue at that date of 2022: 104,569,876 (2021: 78,660,439).

Directors' Responsibility Statement

Each Director believes that, to the best of their knowledge:

- the Financial Statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company as at 30 November 2022 and for the year to that date;

- the Directors' Report includes a fair review of the development and performance of the Company, together with a description of the principal risks and uncertainties that it faces; and

- 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.

Other Information

The Annual General Meeting will be held on Monday 24 April 2023, commencing at 12 noon, at the offices of Maven Capital Partners UK LLP, Kintyre House, 205 West George Street, Glasgow G2 2LW.

The Annual Report and Financial Statements for the year ended 30 November 2022 will be issued to Shareholders and filed with the Registrar of Companies in due course.

The financial information contained within this announcement does not constitute the Company's statutory Financial Statements as defined in the Companies Act 2006. The statutory Financial Statements for the year ended 30 November 2021 have been delivered to the Registrar of Companies and contained an audit report which was unqualified and did not constitute statements under S498(2) or S498(3) of the Companies Act 2006.

Copies of this announcement, and of the Annual Report and Financial Statements for the year ended 30 November 2022, will be available, in due course, to the public at the office of Maven Capital Partners UK LLP, 205 West George Street, Glasgow G2 2LW; at the registered office of the Company, 1-2 Royal Exchange Buildings, London EC3V 3LF and on the Company's website at mavencp.com/migvct3.

Neither the content of the Company's website nor the contents of any website accessible from hyperlinks on the

Company's website (or any other website) is incorporated into, or forms part of, this announcement.

The Annual Report will shortly be submitted to the National Storage Mechanism and will be available for inspection at: **fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism**.

By Order of the Board

Maven Capital Partners UK LLP
Secretary

14 March 2023