

## **Maven Income and Growth VCT 5 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 85.05p per share (2021: 84.64p)
- NAV at the year end of 35.40p per share (2021: 38.99p), after total dividend payments of 4.00p per share during the year
- Enhanced interim dividend of 3.00p per share paid following the realisation of Ideagen
- Final dividend of 0.50p per share proposed for payment on 5 May 2023
- Offer for Subscription launched to raise up to £10 million alongside the other Maven VCTs

#### **Strategic Report**

##### **Chairman's Statement**

On behalf of your Board, I am pleased to present the 2022 Annual Report. During the financial year, the unsettled economic and geopolitical landscape created a challenging operating environment, and it is, therefore, encouraging to report on the progress that has been achieved by your Company. The stable NAV total return that has been reported reflects the strength and diversity of the unlisted portfolio, where many private companies have continued to achieve revenue growth and meet commercial objectives, which has merited uplifts to certain valuations. Conversely, the continued volatility within financial markets has had an impact on AIM, resulting in your Company's AIM quoted portfolio declining in value. Notwithstanding the wider market conditions, in May 2022 there was a notable development when the holding in Ideagen received an all cash offer at a significant premium to the underlying share price. The exit generated a total return of 15x cost and material cash proceeds, which enabled your Board to declare an enhanced interim dividend. This has also been a good period for private company realisations with the completion of seven profitable exits, including the sale of Quorum Cyber, which generated a total return of 6.5x cost, inclusive of a retained shareholding in the acquiring entity. Further to this, and consistent with the commitment to make regular tax free distributions, the Directors are pleased to propose a final dividend of 0.50p per share for payment in May 2023, which will bring the annual yield to 8.98%, thereby comfortably exceeding the 5% target.

##### **Overview**

During the first half of the financial year, the impact of the pandemic significantly reduced, enabling most economies to reopen and whilst there was an initial surge in activity, the recovery was tempered by the invasion of Ukraine by Russia. Whilst this humanitarian tragedy has garnered global condemnation, it has also had far reaching economic consequences, the most notable of which have been the sharp rise in global energy prices and the widespread disruption to international supply chains. The UK has not been immune to these external events, with the energy price shock significantly contributing to the current high level of inflation and the cost of living crisis which, alongside rising interest rates, has created a challenging situation for many consumers and businesses.

Against this backdrop, it is encouraging to report on the performance that has been achieved by your Company. The resilient NAV total return that has been reported, reflects the consistent application of the investment strategy, which has been in place for a number of years and has the core objective of building a large and sectorally diversified portfolio of high growth private and AIM quoted companies that operate across a broad range of end markets. and

which are capable of achieving scale and generating a capital gain on exit. During the year, there has been further development of the portfolio with the addition of 13 new private companies, with follow-on funding also provided to support those companies that are achieving commercial targets and require additional capital to fully scale before securing an exit. The Manager continues to see strong demand for growth capital from ambitious and entrepreneurial private companies across its network of regional offices and 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.

Your Board remains committed to future growth and in early October 2022 the Directors were pleased to launch an Offer for Subscription alongside the other Maven managed VCTs. Your Company has a target raise of £10 million, and it is encouraging to report that, at the time of writing, £5.18 million has been raised by your Company. The Directors would like to remind Shareholders that 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 fully subscribed ahead of this date. Further information about the Offers, can be found at: [mavencp.com/vctoffer](https://mavencp.com/vctoffer). With respect to future fund raisings, the Board and the Manager welcomed the announcement by the UK Government in September 2022 that tax relief for the VCT and EIS schemes would continue beyond 2025. The news that the period covered by the "sunset clause" will be extended removes uncertainty for investors and allows entrepreneurial SMEs to continue to access this important source of growth capital.

It is pleasing to report on the tangible progress that has been achieved across the early stage unlisted portfolio, where the majority of companies have continued to deliver revenue growth and achieve commercial milestones, meriting uplifts to certain 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 risks associated with earlier stage growth companies. This positive performance has, however, been offset by the volatility that has affected financial markets throughout 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. During the year, the value of your Company's AIM quoted portfolio reduced by 16.2%, compared to a 26.7% reduction in the FTSE AIM All-Share Index over the same time period. Across AIM, there has also been limited IPO and new share issuance activity, with only two new AIM quoted investments completed by your Company during the year. Your Board continues to believe that a blended portfolio of private equity and AIM quoted holdings provides the optimal structure for delivering long term growth in Shareholder value, however, the Manager will remain cautious on any new AIM investments until there is clear evidence of a recovery in this market and an improvement in the quality and range of companies seeking VCT investment.

This has been a strong period for portfolio realisations with the completion of seven profitable private company exits, including the most significant realisation to date from the early stage portfolio with the sale of **Quorum Cyber**, which achieved a total return of 6.5x cost inclusive of a retained shareholding in the acquiring entity. A further highlight was the realisation of your Company's holding in AIM quoted **Ideagen**, which received an all cash offer at a 52% premium to the underlying share price. This exit generated cash proceeds of £5.9 million and a total return of 15x cost over the life of the investment. Following this realisation, your Company's exposure to AIM is significantly reduced, which is consistent with the Director's previously stated strategic objective to reduce the size of certain larger AIM quoted holdings to rebalance the portfolio as a whole.

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 and where valuations have been uplifted, 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**

Decisions on distributions take into consideration a number of 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 which represents 5% of the NAV per share at the immediately preceding year end.

The Directors would like to remind Shareholders that, as the portfolio continues to expand and a greater proportion of investments are in early stage companies, the timing of distributions will be more 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 NAV per share. However, your Board considers this to be a tax efficient means of returning value to Shareholders, whilst ensuring ongoing compliance with the requirements of the VCT legislation.

### **Proposed Final Dividend**

Your Board is pleased to propose a final dividend of 0.50p per Ordinary Share in respect of the year ended 30 November 2022, which will be paid on 5 May 2023 to Shareholders on the register at 31 March 2023. This will bring total distributions for the financial year to 3.50p per Ordinary Share, representing a yield of 8.98% based on the NAV at the immediately preceding year end of 38.99p per share. Since the Company's launch, and after receipt of the proposed final dividend, Shareholders will have received a total of 50.15p 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 5 May 2023, the mandate form must be received by the Registrar (The City Partnership) before 19 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/migvct5](https://mavencp.com/migvct5). Election to participate in the DIS can also be made through the Registrar's online investor hub at: [maven-cp.cityhub.uk.com/login](https://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**

On 7 October 2022, your Company, alongside Maven Income and Growth VCT PLC, Maven Income and Growth VCT 3 PLC and Maven Income and Growth VCT 4 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 a target raise of £10 million and as at the date of the Annual Report, it has raised a total of £5.18 million.

With respect to the 2022/23 tax year, an allotment of 9,705,619 new Ordinary Shares completed on 8 February 2023, with a further allotment of 1,005,373 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 is expected take place 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 for 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

valuation or to be held in treasury, subject always to such transactions being in the best interests of Shareholders.

As announced in the 2022 Interim Report, the Directors carried out a further review of the Company's share buy-back policy and following that review it is intended that the Company will seek to buy back shares with a view to maintaining a share price discount that is approximately 5% below the latest published NAV per share. This will be adjusted, where appropriate, for any dividends in respect of which the Company's shares are trading ex-dividend, and is subject to market conditions, available 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 the relevant results, or the release of an unaudited NAV. 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 has been 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 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 Directors 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 originally 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 for 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 that 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 its 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, as 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 is also 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 in providing 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.

The Board is aware of the significant steps that are being taken by the Manager to assess ESG capability and support ongoing dialogue with investee companies, with the aim of improving ESG metrics over the period that your Company is invested. However, 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 25 April 2023, commencing at 11:30am. The Notice of Annual General Meeting can be found in the Annual Report.

### **The Future**

Despite the challenging macroeconomic backdrop, the Directors are encouraged by the progress that has been achieved by your Company during the financial year. The realisation of Ideagen helped to further rebalance the portfolio and, at the same time, allowed for an enhanced interim dividend to be paid. Additionally, your Company has added a large number of new private companies to the portfolio in recent years, which allows for further diversification by sector and absolute number of holdings. This strategy of portfolio expansion will continue, supplemented by fundraising to match the level of new investment activity. The Manager has a track record of successfully completing and realising private company holdings through sales to a wide range of financial and trade buyers, and this trend is expected to continue as the portfolio expands every year. The Board and Manager believe that is the optimum strategy in support of the target dividend level for Shareholders, which has been exceeded in the last year.

**Graham Miller**  
Chairman

**23 March 2023**

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. Maven Capital Partners UK LLP (Maven or the Manager) was appointed in February 2011 with a view to applying a new investment policy, as set out below.

### **Business Model and Investment Policy**

Under an investment policy approved by the Directors, 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 which 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. The Board has no intention of approving any borrowing at this time.

### **Principal and Emerging Risks and Uncertainties**

The Board and the 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 current 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 early stage, 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 economic sectors;
- actively and closely monitoring the progress of investee companies;
- co-investing with other clients of Maven, other VCT managers, and/or other co-investor partners;
- ensuring valuations of underlying investments are made fairly and reasonably (see Notes to the Financial Statements 1(e), 1(f) and 16 for further details);
- taking steps to ensure that the share price discount is managed appropriately; and
- choosing and appointing an FCA authorised investment manager with the appropriate skills, experience and resources required to achieve the Investment Objective above, 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. The failure of a significant outsourcer resulting in an inability to provide services to the Company or Shareholders and the risk of misappropriation of funds or assets belonging to the Company are considered to be ongoing operational risks. These are mitigated by robust systems and controls, which include close and careful oversight by the Manager and the Board.

## **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 a serious breach of other regulations such as the FCA Listing Rules and the Companies Act 2006; 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 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 2006, the FCA Listing Rules, the FCA Disclosure Guidance and Transparency Rules, the General Data Protection Regulation (GDPR), and the Alternative Investment Fund Managers Directive (AIFMD), could lead to a number of detrimental outcomes and reputational damage.

The AIFMD, which regulates the management of alternative investment funds, including VCTs, introduced a new 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 only 5% of Shareholders now receiving printed reports.

The Board is aware that the Manager has increased its efforts in relation to the identification of environmental risks and opportunities facing investee companies, and has developed 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.

Generally, VCTs are regarded as supporting small and medium sized enterprises which, in turn, helps create local employment opportunities across a range of geographical areas in the UK.

### **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, to ensure that any risks arising are mitigated as effectively as possible.

### **Ukraine**

The conflict in Ukraine and the global response has resulted in disruptions to international supply chains, inflationary pressure on prices and general market uncertainty. In addition, it is acknowledged that there is an increased cyber security risk and the Manager is taking steps to mitigate this risk, including the 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. If required, additional training is then arranged.

#### **Management Risk**

The Directors are aware of the risk that investment opportunities 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 from the Manager's controls that have been updated to ensure compliance with the Senior Managers and Certification Regime.

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 takes reassurance from 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 consistent with the active liquidity management policy, also has the ability to hold certain listed investment trusts prior to any investment in new or follow-on investment opportunities. The Company has only limited direct exposure to currency risk and does not enter into any derivative transactions.

## **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 the Annual Report, and in the Chairman's Statement and the Investment Manager's Review. A review of the Company's business, its financial 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 VCT qualifying investment is monitored continually by the Manager and reported to the Risk Committee quarterly or as otherwise required.

## **Key Performance Indicators (KPIs)**

During the year, the net return on ordinary activities before taxation was £693,000 (2021: £8,432,000), gains on investments were £2,082,000 (2021: £9,624,000) and earnings per share were 0.39p (2021: 5.24p). The Directors also consider a number of 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 History table and definitions of the APMs can be found in the Glossary in the Annual Report. In addition, the Board considers the following to be KPIs:

- NAV total return;
- cumulative dividends paid;
- share price discount to NAV;

- share price total return; and
- operational expenses.

The NAV total return is the principal measure of Shareholder value as it includes both the current NAV per share and the sum of dividends paid to date. Cumulative dividends paid is the total amount of both capital and income distributions paid since the launch of the Company. 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 share price of an investment is lower than the NAV per share. Share price total return is the percentage movement in the share price over a period of time including any re-invested dividends paid over that timeframe. A historical record of these measures is shown in the Financial Highlights in the Annual Report, and the profile of the portfolio is reflected in the Summary of Investment Changes in the Annual Report. The Board also reviews the Company's operational expenses on a quarterly basis as the Directors consider that this element is an important component in the generation of Shareholder returns. Further information can be found in Notes 2 and 4 to the Financial Statements in the Annual Report.

Your Board continues to believe that a blended portfolio of private equity and AIM quoted holdings provides the optimal structure for delivering long term growth in Shareholder value, however, the Manager will remain cautious on any new AIM investments until there is clear evidence of a recovery in this market and an improvement in the quality and range of companies seeking VCT investment.

There is no VCT index against which to compare the financial 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 and the Company's ranking within the VCT sector.

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 5 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 quoted or traded on a recognised stock exchange, including AIM, are valued at their closing bid price at the year end.

### 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 discussions and decision making during the year. This has been summarised in the table below:

Form of engagement	Influence on Board decision making
<b>Shareholders</b> 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	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, and the dividend policy, can be found in the Chairman's Statement.

<p>encouraged to exercise their right to vote on the resolutions proposed at the AGM.</p> <p>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.</p> <p>In addition, significant matters or reporting obligations are disseminated to Shareholders by way of London Stock Exchange Announcements.</p> <p>The Secretary acts as a key point of contact for the Board and communications received from Shareholders are circulated to the whole Board.</p>	<p>Share buy-back policy - the Directors recognise the importance to Shareholders of the Company maintaining an active buy-back policy. During the year, the Directors reviewed and agreed to revise the current policy with the intention that future share buy backs would be conducted with a view to maintaining a share price discount that is approximately 5% below the latest published NAV per share. Further details can be found in the Chairman's Statement and in the Directors' Report in the Annual Report.</p> <p>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 Offer for Subscription can be found in the Chairman's Statement.</p> <p>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 investment. Further details regarding the liquidity management policy can be found in the Investment Manager's Review in the Annual Report.</p>
<p><b>Environment and society</b></p> <p>The Directors and the Manager take account of the social, environmental and ethical factors impacted by the Company and the investments that it makes.</p>	<p>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 on their impact on the 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 Chairman's Statement, the Investment Manager's Review and in the Statement of Corporate Governance in the Annual Report.</p>
<p><b>Portfolio companies</b></p> <p>Quarterly Board Meetings - the Manager reports to the Board on the performance of portfolio companies, in particular, on the private companies, and the Directors challenge the Manager if they feel it is appropriate. The Manager then communicates directly with each private investee company, normally through the Maven representative who sits on its board.</p>	<p>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. From time to time, the management teams of the private investee companies give presentations to the Board.</p> <p>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.</p>
<p><b>Manager</b></p> <p>Quarterly Board Meetings - the Manager attends every Board Meeting and presents a detailed portfolio analysis and reports on key issues such as VCT compliance, investment pipeline and utilisation of any new monies raised.</p>	<p>The Manager is responsible for implementing the investment objective and the strategy agreed by the Board. In making a decision to launch any Offer 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.</p>
<p><b>Registrar</b></p> <p>Annual review meetings and control reports.</p>	<p>The Directors review the performance of all third party service providers on an annual basis, including ensuring compliance with GDPR.</p>
<p><b>Custodian</b></p> <p>Regular statements and control reports received, with all holdings and balances reconciled.</p>	<p>The Directors review the performance of all third party providers on an annual basis, including oversight of securing the Company's assets.</p>

## Employee, Environmental and Human Rights Policy

The Company has no direct employee or environmental responsibilities, nor is it directly responsible 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. The Company has no employees and, accordingly, has no requirement to report

managed and invested properly. The Company has no employees and, accordingly, has no requirement to report separately on employment matters. The Board comprises three male Directors and delegates responsibility for 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 Investment Manager's Review and in the Statement of Corporate Governance in the Annual Report. The Manager has continued with its focus on developing its ESG framework and oversight capabilities. Further details on the Manager's approach to ESG and the progress made with developing its ESG framework can be found in the Chairman's Statement in the Annual Report. The Manager will be overseeing the collation of this information for the benefit of the Board but will also be supporting individual companies to identify ESG risks and opportunities and, where potential improvements are identified, will work jointly with investee businesses to make positive changes.

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:

**Graham Miller**  
Director

23 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
Gains on investments	-	2,082	2,082	-	9,624	9,624
Income from investments	514	-	514	516	-	516
Other income	60	-	60	3	-	3
Investment management fees	(369)	(1,109)	(1,478)	(324)	(972)	(1,296)
Other expenses	(485)	-	(485)	(415)	-	(415)
<b>Net return on ordinary activities before taxation</b>	<b>(280)</b>	<b>973</b>	<b>693</b>	<b>(220)</b>	<b>8,652</b>	<b>8,432</b>
Tax on ordinary activities	-	-	-	-	-	-
<b>Return attributable to Equity Shareholders</b>	<b>(280)</b>	<b>973</b>	<b>693</b>	<b>(220)</b>	<b>8,652</b>	<b>8,432</b>
<b>Earnings per share (pence)</b>	<b>(0.16)</b>	<b>0.55</b>	<b>0.39</b>	<b>(0.14)</b>	<b>5.38</b>	<b>5.24</b>

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 AIC. 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	Share premium account	Capital redemption reserve	Capital reserve unrealised	Capital reserve realised	Special distributable reserve	Revenue reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>At 30 November 2021</b>	<b>17,635</b>	<b>14,527</b>	<b>484</b>	<b>6,543</b>	<b>1,720</b>	<b>29,308</b>	<b>(1,454)</b>	<b>68,763</b>
Net return	-	-	-	(6,139)	8,221	(1,109)	(280)	693
Dividends paid	-	-	-	-	-	(7,022)	-	(7,022)
Repurchase and cancellation of shares	(207)	-	207	-	-	(729)	-	(729)
Net proceeds of DIS issue*	210	536	-	-	-	-	-	746
<b>At 30 November 2022</b>	<b>17,638</b>	<b>15,063</b>	<b>691</b>	<b>404</b>	<b>9,941</b>	<b>20,448</b>	<b>(1,734)</b>	<b>62,451</b>

#### Year ended 30 November 2021

	Non Distributable Reserves				Distributable Reserves			
	Share capital	Share premium account	Capital redemption reserve	Capital reserve unrealised	Capital reserve realised	Special distributable reserve	Revenue reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>At 30 November 2020</b>	<b>12,405</b>	<b>21</b>	<b>218</b>	<b>(3,095)</b>	<b>1,734</b>	<b>35,087</b>	<b>(1,234)</b>	<b>45,136</b>
Net return	-	-	-	9,638	(14)	(972)	(220)	8,432
Dividends paid	-	-	-	-	-	(3,874)	-	(3,874)
Repurchase and cancellation of shares	(266)	-	266	-	-	(933)	-	(933)
Net proceeds of share issue	5,381	14,210	-	-	-	-	-	19,591
Net proceeds of DIS issue*	115	296	-	-	-	-	-	411
<b>At 30 November 2021</b>	<b>17,635</b>	<b>14,527</b>	<b>484</b>	<b>6,543</b>	<b>1,720</b>	<b>29,308</b>	<b>(1,454)</b>	<b>68,763</b>

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 in 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.

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.

## Balance Sheet

As at 30 November 2022

	30 November 2022 £'000	30 November 2021 £'000
<b>Fixed assets</b>		
Investments at fair value through profit or loss	43,090	46,313
<b>Current assets</b>		
Debtors	602	436
Cash	19,303	22,434
	<b>19,905</b>	<b>22,870</b>
<b>Creditors</b>		
Amounts falling due within one year	(544)	(420)
<b>Net current assets</b>	<b>19,361</b>	<b>22,450</b>
<b>Net assets</b>	<b>62,451</b>	<b>68,763</b>
<b>Capital and reserves</b>		
Called up share capital	17,638	17,635
Share premium account	15,063	14,527
Capital redemption reserve	691	484
Capital reserve - unrealised	404	6,543
Capital reserve - realised	9,941	1,720
Special distributable reserve	20,448	29,308
Revenue reserve	(1,734)	(1,454)
<b>Net assets attributable to Ordinary Shareholders</b>	<b>62,451</b>	<b>68,763</b>
<b>Net asset value per Ordinary Share (pence)</b>	<b>35.40</b>	<b>38.99</b>

The Financial Statements of Maven Income and Growth VCT 5 PLC, registered number 04084875, were approved and authorised for issue by the Board of Directors on 23 March 2023 and were signed on its behalf by:

**Graham Miller**  
Director

23 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
<b>Net cash flows from operating activities</b>	<b>(1,357)</b>	<b>(1,042)</b>
<b>Cash flows from investing activities</b>		
Purchase of investments	(10,715)	(8,067)
Sale of investments	15,946	4,885
<b>Net cash flows from investing activities</b>	<b>5,231</b>	<b>(3,182)</b>
<b>Cash flows from financing activities</b>		

Equity dividends paid	(7,022)	(3,874)
Issue of Ordinary Shares	746	20,002
Repurchase of Ordinary Shares	(729)	(1,013)
<b>Net cash flows from financing activities</b>	<b>(7,005)</b>	<b>15,115</b>
<b>Net (decrease)/increase in cash</b>	<b>(3,131)</b>	<b>10,891</b>
<b>Cash at beginning of year</b>	<b>22,434</b>	<b>11,543</b>
<b>Cash at end of year</b>	<b>19,303</b>	<b>22,434</b>

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 and Wales and its registered office is shown in the Corporate Summary in the Annual Report.

##### (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 £57,476 (2021: £34,303) 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 which 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 25% to revenue and 75% to the special distributable reserve to reflect the Company's investment policy and prospective income and capital growth.

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 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 which 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 during 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 portfolio management team of Maven. 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 the AIM or a recognised stock exchange are valued at their closing 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.
- 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 Notes 8 and 16 in the Annual Report and explained in Note 1(e).

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**

	<b>Year ended 30 November 2022</b>	<b>Year ended 30 November 2021</b>
The returns per share have been based on the following figures:		
Weighted average number of Ordinary Shares	176,072,463	160,814,292
Revenue return	(£280,000)	(£220,000)
Capital return	£973,000	£8,652,000
<b>Total return</b>	<b>£693,000</b>	<b>£8,432,000</b>

#### **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 as at that date of: 176,391,734 Ordinary Shares (2021: 176,361,696 Ordinary Shares).

#### **Directors' Responsibility Statement**

The Directors confirm 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 Tuesday, 25 April 2023, commencing at 11.30am, at the offices of Maven Capital Partners UK LLP, Kintyre House, 205 West George Street, Glasgow G2 2LW.

Copies of this announcement and copies of the Annual Report and Financial Statements for the year ended 30 November 2022, will be available to the public at the offices of Maven Capital Partners UK LLP, Kintyre House, 205 West George Street, Glasgow G2 2LW; at the registered office of the Company, Fifth Floor, 1-2 Royal Exchange Buildings, London EC3V 3LF; and on the Company's website at [www.mavencp.com/migvct5](http://www.mavencp.com/migvct5).

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

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.

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 2022 Annual Report will be submitted to the National Storage Mechanism and will be available for inspection at: [www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism](http://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism).

**By order of the Board**  
**Maven Capital Partners UK LLP**  
**Secretary**

**23 March 2023**

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [ms@seg.com](mailto:ms@seg.com) or visit [www.ms.com](http://www.ms.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

FR UOABROVUOUAR