

## **RIGHTS AND ISSUES INVESTMENT TRUST PLC**

**Legal Entity Identifier (LEI):** 2138002AWAMB3Z6BP574

### **Annual Results for the year to 31st December 2025**

The following text is extracted from the Company's financial statements for the year ended 31st December 2025. Page numbers refer to the full financial statements.

#### **CHAIRMAN'S STATEMENT**

##### **Market backdrop**

For UK small cap industrials and this investment trust which focuses on them 2025 can be described as a hard year. Before I discuss market backdrop, I must say this has been a difficult report to write. I think the first topic I should address is to acknowledge the very disappointing financial results our Company has produced in 2025 and to let you know that your Board recognises this. The reasons are set out later in this report and I invite you to attend the forthcoming Annual General Meeting (AGM) to discuss this. This poor performance is, and should be, at the front of our minds.

To provide some background it's worth reflecting on the market backdrop. The first part of 2025 was driven by events and commentary from the US and, amongst many, the proposed tariff policies come to mind. As we entered the second quarter, markets steadied as they realised these factors had more limited impact than anticipated. Certain sectors and geographies started to perform strongly. We also noted steady declines in inflation and interest rates. Despite these improving market dynamics the Company's shares yielded a negative return of -12.4%, including dividends. This is a disappointing result, even more so, when compared to our chosen benchmark the FTSE All Share Capital Return Index which yielded a positive return of 19.8%, against the FTSE All-Share Total Return which yielded a positive total return of 24.0% which is used by the Investment Manager. These are the facts. What is behind them is important. The most significant driver of these numbers is the widening discount to NAV. Shareholders will recall that the resolution authorising the Company to buy back its own shares was defeated. This mechanism has, with our shareholders' approval, been used to manage the discount to Net Asset Value (NAV) for many years. Another factor that affected our performance was the continuing low levels of activity and appetite for investment in the small-cap sector which significantly underperformed the FTSE 100. The level of takeover activity in the small-cap sector is worthy of note too as this might suggest the market is undervaluing good companies. Notwithstanding the widening of the discount, the Company's performance was a positive 4.2%. Whilst still disappointing it highlights the importance of a buyback programme to defend value and provide liquidity. You will note in the Investment Manager's Review that we are now using an additional benchmark to better understand performance, the Deutsche Normis Smaller Companies (ex-Investment Trusts) Index (DNSCI). The relative performance of small-caps to large-caps is also discussed later in this report. None of these benchmarks is a perfect comparator but they do provide helpful context.

##### **Company performance**

The Company's shares generated a negative return in 2025 of -12.4%, significantly behind our chosen benchmark (FTSE All-Share Capital Index) which increased by 19.8%. The Net Asset Value per Share improved over the year from 2543.4p to 2603.7p. The discount to NAV had widened to 23.6% at the year end, an increase from 6.4% at the prior year end, and averaged 19.5% over the course of the year. Overall shareholders achieved a return of 4.2% in 2025 compared to 24.0% (FTSE All Share Total Return Index).

##### **Jupiter**

Our portfolio is managed by lead manager Matt Cable, supported by Tim Service. They have continued to actively manage the portfolio. In 2025 three positions were sold and five new positions were acquired. These changes and the performance of the individual holdings that have driven the Company's performance are more fully described in the Investment Manager's Review on pages 7 to 9. Of particular note was the positive decision to sell our position in Treatt before the takeover bid failed.

The Management Engagement Committee carried out its third formal review of Jupiter's performance in January 2026. It noted the continuity of investment style, the changes that had been made to increase the diversity of the portfolio and discussed the new positions that have been taken. The Board will continue to keep the Investment Manager's performance under regular review, particularly in light of the disappointing performance in 2025. The increase in marketing activities for the Company reported on last year have continued. These are carried out to seek to raise awareness of the Company to a much wider audience of investors. Over the course of the year events were held for a variety of investors, including wealth managers, professional fund managers and private individuals, via a number of traditional and digital marketing tools.

##### **Discount**

At the end of December 2025 the discount stood at 23.6%. From late March 2025, following the conclusion of the AGM, the Company was unable to purchase its own shares in the market. The Board remains of the view that a share buyback programme remains an important tool to try to narrow the discount between the Company's share price and net asset value per share or reduce its volatility. Buybacks at the margin provide a useful increase in liquidity for those shareholders seeking to realise their investment whilst also delivering an economic uplift for those shareholders wishing to remain invested in the Company.

The Company will again be seeking shareholder approval for a new share buyback authority at the forthcoming Annual General Meeting to run until the conclusion of the AGM in 2027. It has become clear from the voting at last year's AGM and the subsequent General Meeting that a number of shareholders are seeking to narrow the discount to NAV. The Board remains of the view that a share buyback programme remains an important tool to try to narrow the discount between the Company's share price and net asset value per share or reduce its volatility. Buybacks at the margin provide a useful increase in liquidity for those shareholders seeking to realise their investment whilst also delivering an economic uplift for those shareholders wishing to remain invested in the Company.

that a majority of shareholders by number value the benefits that the share buyback programme affords them. The share buyback resolution is typically presented as a special resolution and, as was demonstrated last year, it can be defeated by a small number of shareholders who hold a significant shareholding. In order to provide a fairer and more equitable mechanism for the majority of shareholders, the buyback resolution will be presented as both a special and an ordinary resolution at the forthcoming AGM. In the event that the special resolution is not passed, the ordinary resolution to authorise the Company to buy back its own shares will be put to shareholders. If approved, the Board intends to reinstate the share buyback programme as soon as practicable.

#### **Shareholder consultations**

Over the course of 2025 the Board consulted with a number of major shareholders and advisors. The most significant and regularly repeated topic of debate was the buyback and the potential for a new share buyback scheme. There was deep and wide support expressed for such an initiative. I would note that this remains in tune with the vote at the EGM held in May 2025 which was narrowly defeated by the votes of, primarily, one significant shareholder and their associated interests.

#### **Dividend**

The Directors are aware of the appetite our shareholders have for income and are proposing a final dividend of 32.75p per share which, if approved at the upcoming AGM, would result in total dividends for the year of 45.0p per share, an increase of 2.3% over the previous year's dividend. Subject to approval at the AGM, the dividend will be paid on 2nd April 2026 to shareholders on the register at close of business on 6th March 2026 (ex-dividend date: 5th March 2026).

#### **Annual General Meeting**

The Company's Annual General Meeting is to be held at 12 noon on Thursday, 26th March 2026 at Jupiter's offices, the Zig Zag Building, 70 Victoria Street, London SW1E 6SQ. The AGM will be followed by a presentation by our Investment Manager. My fellow Directors and I look forward to meeting as many shareholders as possible at the meeting.

Irrespective of whether you intend to attend the AGM please submit your proxy votes in respect of the resolutions via the registrar's portal. Details of how to do this can be found in the notice of AGM on pages 67 to 69. Should you have any questions for the Board these can be submitted to our Company Secretary at the registered office or via email to [cosec-uk@apexgroup.com](mailto:cosec-uk@apexgroup.com)

#### **Directorate Changes**

Jonathan Roper will be standing down from the Board at the conclusion of the AGM. I would like to thank him for his diligent work, sage advice and counsel over his years of service. We will miss him and wish him well for a long and happy retirement. As announced on 13th February 2026, Ruth Beechey has been appointed to succeed Jonathan and will join the Board with effect from the conclusion of the AGM. Ruth is an experienced non-executive director and we look forward to working with her.

#### **Outlook**

As we look forward into 2026 we hope to resolve the share buyback issue, to be able to provide greater liquidity for our shareholders and manage the discount. In the markets we will continue to watch macroeconomic indicators but more importantly the performance of our portfolio companies and their management teams. As a Board we are very mindful of this work. These and other factors will provide opportunities as well as challenges. Accordingly, we will continue to encourage our Investment Manager to seek investments in differentiated companies operated by good management teams that they believe to be fundamentally underpriced. The Board believes that our team at Jupiter have the skills and knowledge to identify these and so continue to be well placed to deliver for your Company into the future.

#### **Dr Andrew J Hasty**

Chairman  
18th February 2026

\* Source: MorningStar

## **INVESTMENT MANAGER'S REVIEW**

### **Introduction**

We present our investment report to shareholders of Rights & Issues for the year to 31st December 2025.

There is no getting away from the fact that it has been a difficult and disappointing year, as the Company's shares delivered a negative return of -12.4%, including dividends. This is particularly frustrating in the context of a UK equity market that has continued to perform strongly, with the FTSE All-Share Total Return Index returning 24.0%. We do not want to shy away from this poor comparison, but also believe it is important for shareholders to understand the moving parts behind the overall result.

As discussed in the Chair's report above, a significant factor in the share price performance over the year was a dramatic widening of the discount to NAV. As investment managers this is not something we can directly control so only note it for context. On an investment basis alone (change in NAV plus dividends paid) performance was positive at 4.2%, albeit still significantly behind the Company's benchmark, the FTSE All-Share Capital Return Index.

The Company's investment policy is to focus on smaller companies. Over the long term, UK smaller companies have delivered superior returns to the wider equity market, but this premium has varied significantly from year to year<sup>1</sup>. In 2025 smaller companies significantly underperformed their larger counterparts, contributing to the portfolio's weakness against its benchmark.

To better understand underlying investment performance from year to year, we use the Deutsche Numis Smaller Companies (ex.IT) Index ("DNSCI") as an additional benchmark. The DNSCI includes UK listed companies (excluding those listed on AIM) that make up the bottom 10%

of the market by value. We believe this is a useful proxy for the Company's investible universe. Over the course of 2025 the DNSCI returned 12.7% which was significantly behind the FTSE All-Share Total Return Index and illustrates the relative weakness of smaller companies during the year.

While these factors (the widening discount and underperformance of small companies) were important, they do not explain all of the poor return for the year. The residual, 'underlying', weakness is discussed in more detail in the Portfolio Performance section below. We also provide some market context, update shareholders on changes to the portfolio, and share our outlook for the year ahead.

### Market backdrop

The first half of 2025 was dominated by the early weeks and months of the new Trump administration in the US. Where the first Trump term was marked by noisy rhetoric that didn't always translate into action, his second government quickly put the world on notice that it wasn't afraid to confound expectations and ignore established norms. While some initiatives such as Elon Musk's 'DOGE' were never taken very seriously by the equity market, other policies, especially around tariffs, quickly had a significant effect on stocks. This culminated in April's 'Liberation Day' announcements and what turned out to be the equity market nadir for the year.

As it became clear that there were deals to be done and a plethora of tariff exemptions available, global stock markets quickly found their feet again. In the US this continued to be driven by a fairly narrow cadre of AI related tech stocks, while in Europe a number of 'old economy' sectors got a new lease of life. These included a suddenly in-favour defence industry as well as banks, which finally enjoyed a more helpful interest rate environment and regulatory cycle.

In the UK, this meant a strong showing for the much-maligned FTSE 100 index despite continued pessimism about the UK economy in general. The latter was not helped by what now appears to be a clumsy ruse by the government to lower expectations ahead of the autumn budget. Despite the underwhelming politics, economic indicators in the UK continued to evolve broadly as anticipated, with inflation and market rates steady and policy rates continuing to decline.

Correspondingly, the general business environment has been relatively benign for much of the year, but lacking in confidence and exposed to occasional mini-shocks, particularly where US trade policy is relevant. Businesses with high labour-to-sales ratios have had to navigate a challenging increase in payroll taxes and this has had knock-on effects in some supply chains (see Macfarlane below, for example). In general, however, UK businesses have largely got on with the job and successfully navigated the environment.

### Portfolio Performance

As mentioned above, the Company's investment portfolio underperformed its benchmark in part due to the relative weakness of smaller companies in 2025. However, it also delivered returns behind those of the more representative DNSCI index, returning 12.7% against 24.0% the FTSE All Share Total Return Index. Given the concentrated nature of the portfolio, relative performance is generally a reflection of stock-specific developments. However, in 2025 certain themes were also evident, as discussed below.

Among positive contributors a clear theme for the year was takeover activity. Overall, four portfolio holdings were subject to takeover bids during the year, albeit one (Treatt, discussed further below) subsequently fell away. The other three targets were industrial chain manufacturer **Renold (+72%)**, FX and payments specialist **Alpha Group (+79%)**, and newly added fund administrator **JTC (+57%)**. While these transactions added significantly to performance during the year, we also view them as symptomatic of an equity market that is not appropriately valuing high quality businesses. While the short-term performance boost is helpful, it is not in the UK market's long-term interests to see our best businesses moving alternative ownership.

Away from takeovers, specialist lender **OSB (+69%)** was also a significant positive contributor as it established a set of new strategic targets and enjoyed the sector tailwinds mentioned above. Towards the end of year, it also received a boost from changes to capital rules for smaller banks that will allow it to return more cash to shareholders over the next few years.

Mirroring the takeover effect, a clear negative theme for the year was underperformance of what we view as high quality companies that have broadly delivered as expected. Examples among significant performance detractors included multi-utility business **Telecom Plus (-17%)**, identity verification and fraud detection specialist **GB Group (-23%)** and cloud communications provider **Gamma Communications (-39%)**. In each case the company has delivered financial results broadly in line with original expectations, but seen significant share price weakness driven by a decline in valuation (as measured by the ratio of price to earnings).

Inevitably some of the Company's holdings did experience genuine operational challenges during the year that led to material underperformance. Packaging distributor **Macfarlane (-31%)** has experienced significant pricing pressure, particularly in its retail market segment as customers have sought to offset their own cost inflation challenges. Furthermore, the business experienced a fatal accident at one of its sites in the final quarter of the year which is likely to impact performance in the short to medium term.

As mentioned in our interim report, flavours and fragrances business **Treatt (-45%)** has been experiencing operational challenges for some time, including two significant profit warnings in the year. When the company received a takeover offer in September, we took the opportunity to exit the position, a decision vindicated when the deal later fell away.

### Portfolio changes

Three positions were sold during 2025. As mentioned above, both **Alpha Group** and **Renold** were subject to takeovers during the year and hence left the portfolio. Treatt was also subject to a takeover approach and was sold before the transaction was cancelled.

Five new positions were added to the portfolio.

Fund administrator **JTC** was added in the first half as described in our interim report. In the second half of the year, it was subject to a takeover approach which we expect to be approved by shareholders in early 2026. A position remains in the portfolio, but we expect to sell this in due course to fund new investment ideas.

Workwear and linen rental business **Johnson Services Group** has a strong track record of organic and inorganic growth over many years. Its shares appear to have come under pressure as the market sees potential limits on further growth in its core markets. We think this concern is misplaced, so have taken the opportunity to invest in a high-quality business at an attractive valuation.

**Ashtead Technology** is a marine services company that mainly operates as a rental business with a very high element of service. Again,

the company has an excellent growth track record and attractive quality characteristics, such as high returns on invested capital. Following some disruption to the business from US policy changes earlier in the year the valuation appears very attractive to us for such a good business.

**Keller** is one of the world's leading geotechnical engineers with a significant presence in North America, Europe, the Middle East and Asia Pacific. After many years of mixed results, a change of management led to five years of strong growth and improving returns. With the valuation continuing to reflect a cautious view we think the shares offer an attractive entry point.

Finally, pensions consultant **XPS** was added to the portfolio towards the end of the year. Over recent years XPS has secured a place as the leading challenger to the three large incumbents in its market and has also started to address new industry verticals. We think this offers attractive scope for further growth that is not reflected in valuation.

### Summary and Outlook

2025 was a disappointing year for the Company from an investment perspective as weak underlying portfolio performance was exacerbated by a widening discount to NAV and the underperformance of smaller companies generally. While some of the Company's holdings experienced genuine operational problems, this will always be a feature of investment and there was positive news too, especially in terms of takeover activity. In our view, the balance of underperformance has come from a number of higher-quality stocks that have been weak despite satisfactory operational performance.

It is hard to understand why this trend has become so pronounced among smaller UK companies, or to anticipate what might reverse it. General negativity (justified or not) about the UK economy is probably part of it. We also suspect that persistent outflows from UK smaller companies funds, which may be more likely to own these higher-quality stocks, is a factor as it creates persistent selling pressure. It is also possible that the equity market is anticipating a deep earnings recession in the near future, although we would expect this to be reflected in the market more widely.

In any case, we believe that underperformance of higher quality businesses creates opportunities for long-term investors. While we acknowledge that the UK economy has challenges, we do not see these as unusual in a global context. Macroeconomic indicators (inflation, growth, interest rates etc) are not universally bullish; but neither are they pointing to an imminent economic meltdown. In this environment we expect our investee companies to have to keep working hard to make progress. But we trust our management teams and expect them to continue to find ways to move forward.

As such, we still think that there are now, more than ever, opportunities for long term investors to own great businesses at attractive valuations. We made five new investments during the year on just this logic. One of these has already been taken over as the wider world recognises the valuation discrepancy often embedded in UK smaller companies today.

As ever, we do not seek to make specific predictions for the year ahead, but we remain doggedly optimistic that opportunities continue to exist for long-term investors in our market.

### Matt Cable

Lead Manager

### Tim Service

Fund Manager

18th February 2026

1 Over 71 years (the maximum available period) the DNSCI returned 14.1% p.a. compared to 11.6% p.a. for the FTSE All-Share. Smaller companies (DNSCI) underperformed larger companies (Deutsche Numis Large Cap index) by 10% or more in 13 of those years and outperformed by 10% or more in 19 years. Source: Deutsche Numis Indices 2026 Annual Review.

## PORTFOLIO STATEMENT

Details of the investments held within the portfolio as at 31st December 2025 are given below by market value:

	31st December 2025			31st December 2024		
	Holdings	Market Value	% of Net Assets	Holdings	Market Value	% of Net Assets
<b>UK Investments</b>						
Hill & Smith	377,437	8,058	6.47	404,313	7,544	6.13
IM	292,263	7,272	5.84	292,263	5,322	4.32
JTC	554,724	7,123	5.72	-	-	-
OSB	1,072,110	6,835	5.49	1,401,694	5,666	4.95
Oxford Instruments	280,450	5,749	4.62	245,735	5,296	4.30
GB	2,226,691	5,711	4.59	1,663,873	5,657	4.59

Jet2	399,296	5,606	4.50	399,296	6,321	5.14
Keller	334,421	5,565	4.47	-	-	-
Telecom Plus	398,587	5,413	4.35	430,975	7,387	6.00
Vp	997,487	5,287	4.25	1,393,566	7,665	6.22
Norcros	1,555,605	5,180	4.16	318,554	812	0.66
Johnson Service	3,836,307	5,171	4.15	-	-	-
Colefax	555,952	5,170	4.15	835,952	6,520	5.29
Ashtead Technology	1,612,703	5,000	4.02	-	-	-
Gamma Communications	541,130	5,000	4.02	516,289	7,899	6.42
Eleco	4,026,834	4,913	3.95	4,479,758	6,540	5.31
Macfarlane	6,437,647	4,622	3.71	7,090,653	7,587	6.16
Foresight	1,045,334	4,484	3.60	877,203	3,588	2.91
Sthree	2,233,484	4,266	3.43	890,288	2,622	2.13
Marshalls	2,299,139	4,152	3.34	1,545,642	4,536	3.68
XFS Pensions	1,112,439	3,771	3.03	-	-	-
RS	604,401	3,756	3.02	604,401	4,107	3.34
Morgan Advanced Materials	1,500,000	3,270	2.63	1,500,000	4,080	3.31
Videndum	959,582	106	0.09	959,582	1,397	1.13
Dyson	1,000,000	31	0.02	1,000,000	31	0.03
Renold*	-	-	-	18,813,923	8,843	7.19
Alpha Group International*	-	-	-	241,738	5,633	4.57
Treatt*	-	-	-	1,281,009	6,232	5.06
<b>Total Investments</b>		<b>121,511</b>	<b>97.62</b>		<b>121,285</b>	<b>98.49</b>
<b>Net current assets</b>		<b>2,964</b>	<b>2.38</b>		<b>1,862</b>	<b>1.51</b>
<b>Net Assets</b>		<b>124,475</b>	<b>100.00</b>		<b>123,147</b>	<b>100.00</b>

Unless otherwise specified, the actual holdings are, in each case, of ordinary shares or stock units and of the nominal value for which listing has been granted.

\*Sold during the year to 31st December 2025.

## STRATEGIC REPORT

The Strategic Report is designed to provide information primarily about the Company's business and results for the year ended 31st December 2025 and should be read in conjunction with the Chairman's Statement and the Investment Manager's Review.

## PERFORMANCE STATISTICS

	31st December 2025	31st December 2024	Change %
NAV per Share	2603.7p	2543.4p	
Discount to NAV	(23.6%)	(6.4%)	
Closing mid-market price per Ordinary Share	1990.0p	2380.0p	
Dividends per Ordinary Share <sup>1</sup>	45.00p	44.00p	
Dividend yield*	2.3%	1.8%	
Ongoing Charges*	1.0%	0.9%	
Earnings per Ordinary Share - basic			
Revenue	49.2p	42.1p	
Capital	49.9p	181.2p	
NAV return*	2.4%	8.8%	
FTSE All-Share Capital Index	19.8%	5.5%	

\*These are Alternative Performance Measures.

<sup>1</sup>Assumes shareholder approval of the proposed final dividend of 32.75p per Ordinary share at the forthcoming AGM

## Explanation of Alternative Performance Measures ("APM")

The European Securities and Markets Authority ('ESMA') published its guidelines on Alternative Performance Measures ('APMs'). APMs are defined as being a 'financial measure of historical or future financial performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable accounting framework.' The guidelines are aimed at promoting the usefulness and transparency of APMs included in regulated information and aim to improve comparability, reliability and/or comprehensibility of APMs.

The following APMs are used throughout the annual report, financial statements and notes to the financial statements:

### Discount to NAV

The discount to net asset value is the amount, expressed as a percentage, by which the share price is less than the net asset value per share.

As at 31st December 2025, the share price was 1990.00p and the net asset value per share was 2603.7p, the discount therefore being (23.6%). As at 31st December 2024, the share price was 2380.00p and the net asset value per share was 2543.40p, the discount therefore being (6.4%).

The discount to NAV is calculated as follows:

	2025	2024
Net asset value per Ordinary Share (a)	2603.7p	2543.4p
Closing mid-market price Ordinary Share (b)	1990.0p	2380.0p
Discount to NAV ((a-b)/a)*100	23.6%	6.4%

### Dividend Yield

The dividend yield is a financial ratio which indicates how much the Company pays out in dividends each year relative to its share price. The figure is calculated by dividing the aggregate value of dividends per share in a given year by the closing share price as at 31st December each year and is represented as a percentage.

The dividend yield is calculated as follows:

	2025	2024
Total Dividends paid per Ordinary Share <sup>1</sup> (a)	45.00p	44.00p
Closing mid-market price Ordinary Share (b)	1990.0p	2,380.0p
Dividend Yield (a)/(b)*100	2.3%	1.8%

<sup>1</sup>Assumes shareholder approval of the proposed final dividend of 32.75p per Ordinary share at the forthcoming AGM

### Ongoing Charges

Ongoing charges are the total expenses charged to revenue or capital that relate to the operation of the Company as an investment trust and are deemed likely to recur in the foreseeable future. Ongoing charges include both the investment management fee and other costs. They do not include the costs of acquisition or disposal of investments, financing costs and gains or losses arising on investments. Ongoing charges are calculated on the basis of the annualised ongoing charge as a percentage of the average net asset value in the period.

The calculation methodology for ongoing charges is set out by the Association of Investment Companies ("AIC") and is calculated as follows:

	2024 £'000	2024 £'000
Investment management fee	603	672
Other expenses	565	522
Total Expenses (a)	1,168	1,194
Average NAV (b)	121,233	134,330
Ongoing Charge (a)/(b)*100	1.0%	0.9%

### NAV Return

The NAV return is the percentage change in closing NAV per share compared with opening NAV per share.

The NAV return is calculated as follows:

NAV per Ordinary Share at current year end (a)	2,603.7p
NAV per Ordinary Share at prior year end (b)	2,543.4p
NAV return (a/b-1)*100	2.4%

### Status

The Company is registered as an investment company as defined in section 833 of the Companies Act 2006 and operates as such. The Company is not a close company within the meaning of the provisions of the Corporation Tax Act 2010.

The Company is an "alternative investment fund" ("AIF") for the purposes of the EU Alternative Investment Fund Managers ("AIFM") Directive, as adopted in the UK. In the opinion of the Directors the Company has conducted its affairs during the year under review so as to qualify as an investment trust for the purposes of Chapter 4 of Part 24 of the Corporation Tax Act 2010 and continues to meet the eligibility conditions set out in section 1158 of the Corporation Tax Act 2010.

The Board is directly accountable to shareholders. The Company is listed on the London Stock Exchange and is subject to the UK Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority ("FCA"). The Company is governed by its articles of association, amendments to which must be approved by shareholders by special resolution. The Company is a member of the Association of Investment Companies ("AIC").

The FCA rules in relation to non-mainstream pooled investments do not apply to the Company.

### Strategy for Meeting the Objectives

The Company's objective is to exceed the benchmark index over the long-term whilst managing risk.

To achieve this objective, the Board appointed Jupiter Unit Trust Managers Limited ("JUTM") on 3rd October 2022 to continue the Company's long-term strategy of seeking out undervalued investments. This is supported by the five-yearly review that addresses the above objective. The most recent review was conducted in February 2026, at which the Board concluded that the continuation of the Company for the period until July 2031 was in the best interests of shareholders.

The Company fulfils its investment objective and policy by operating as an investment company. The Board delegates operational

matters to specialist third-party service providers. The closed-ended nature of the Company allows a longer-term view on investments because liquidity issues as a result of redemptions are less likely to arise. The Board has closely monitored performance in 2025 to ensure the Company's strategic objectives are continuing to be met.

In pursuing its strategy, close attention is also paid to the control of costs. Further information on this is contained in the Key Performance Indicators on page 17.

### **Investment Selection**

There is a rigorous process of risk analysis at the level of the individual investment, based on the characteristics of the investee company. This controls the overall risk profile of the investment portfolio.

Since its appointment the Investment Manager has taken steps to balance risk and improve performance by reducing the Company's largest holdings and investing in additional holdings at similar weights. The Investment Manager has also invested in companies from a broader range of industries and sectors over the past year and will continue to seek out undervalued investments that offer the opportunity for capital growth.

The investment portfolio is managed on a medium-term basis with a low level of investment turnover. This minimises transaction costs and ensures medium-term consistency of the investment approach.

The Company's investment activities are subject to the following limitations and restrictions:

The policy does not envisage hedging either against price or currency fluctuations. Whilst performance is compared against major UK indices, including the FTSE All-Share Total Return and the Deutsche Nüris Smaller Companies (ex-Investment Trusts) indices, the composition of indices has no influence on investment decisions or the construction of the portfolio. As a result, it is expected that the Company's investment portfolio and performance will deviate from comparator indices.

Full details of the Company's portfolio are set out above and further information is set out in Notes 9 and 10 inclusive.

### **Sustainability of Business Model and promoting the success of the Company**

The Board is responsible for the overall strategy of the Company and decisions regarding corporate governance, asset allocation, risk and control. The day-to-day management of the investments is delegated to the Investment Manager and the management of the operations to specialist third-party suppliers.

The Directors are conscious of their duties under section 172 of the Companies Act 2006 and, in particular, the overarching duty to promote the success of the Company for the benefit of the shareholders, with careful attention paid to wider stakeholders' interests. The Board is aware of the importance of ensuring that the Company has a sustainable, well-governed business model to achieve its strategy and objectives.

As part of discharging its section 172 duties, the Company, through the Investment Manager, uses its influence as a shareholder, where possible, to encourage the companies in which it invests to adopt best practice on environmental, social and corporate governance ("ESG") matters. Further related information can be found on pages 14 to 16 of the Annual Report.

The third-party service providers are a key element of ensuring the success of the business model. The Board monitors the chosen service providers closely to ensure that they continue to deliver the expected level of service. The Board also receives regular reporting from them, evaluates the control environment and governing contract in place at each service provider and formally assesses their appointment annually.

### **Culture & Values**

The Board believes that a strong and well-embedded culture is fundamental to the long-term success of the Company and to the delivery of sustainable value for shareholders. Our desired culture is grounded in integrity, accountability, constructive challenge and a long-term stewardship mindset, reflecting our responsibilities as a listed investment company and fiduciary for our shareholders.

The Board has taken an active role in setting and overseeing the Company's culture. The Company's purpose, values and expected behaviours have been clearly articulated and communicated to the Investment Manager and key service providers. These expectations are embedded within governance arrangements, contractual frameworks and ongoing engagement, ensuring that behaviours are aligned with the Company's strategic objectives and risk appetite.

Culture is reinforced through the Board's oversight of decision-making, with particular emphasis on robust debate, independent challenge and transparency. Board and committee discussions are structured to encourage open dialogue and differing perspectives, supporting high-quality investment and risk decisions. The Board regularly assesses whether outcomes and behaviours are consistent with the Company's values, rather than focusing solely on financial performance.

The Company's values are further embedded through the oversight of the Investment Manager's culture and conduct. The Board receives regular reporting on the Investment Manager's governance, remuneration structures, risk management and compliance arrangements, and engages directly with senior representatives to understand how the desired culture is promoted within the investment team. This includes consideration of how incentives support long-term performance, responsible investment and effective risk management.

Board performance reviews provide an additional mechanism for assessing cultural alignment. These reviews consider not only skills and experience, but also behaviours, dynamics and the extent to which the Board collectively demonstrates the values it expects to see throughout the Company's operations.

The Board also considers stakeholder outcomes as an important indicator of culture. Feedback from shareholders, advisers and other stakeholders is reviewed to assess whether the Company's conduct and communications reflect its stated values and commitment to transparency and stewardship.

The Board is satisfied that the Company's desired culture is well understood and embedded, and that it supports effective governance, responsible investment decision-making and the Company's long-term strategy. The Board will continue to monitor and evolve the Company's cultural framework to ensure it remains aligned with the Company's purpose, regulatory expectations and the interests of shareholders.

The Responsibilities as an Institutional Shareholder section below describes the Company's approach to managing its investments, including ESG matters.

### **Business Ethics**

The Company maintains a zero-tolerance policy towards the provision of illegal services, bribery and corruption in its business activities, including the facilitation of tax evasion. As the Company has no employees and the Company's operations are delegated to third-party service providers, the Board seeks assurance from these providers that they comply with the provisions of the Modern

third-party service providers, the Board seeks assurances from those providers that they comply with the provisions of the Modern Slavery Act 2015 and maintain adequate safeguards in keeping with the provisions of the Bribery Act 2010 and Criminal Finances Act 2017.

As an investment vehicle the Company does not provide goods or services in the normal course of business, and does not have customers. Accordingly, the Directors consider that the Company is not within the scope of the Modern Slavery Act 2015.

### **Board Diversity**

The Company's affairs are overseen by a Board comprising four non-executive Directors, one of whom is female and three of whom are male. None of the Directors is from an ethnic minority background.

The UK Listing Rules set out the following board diversity targets: at least 40% of board members should be women; at least one board member should be from an ethnic minority background; and at least one of the senior board positions should be held by a woman. The role of Chair of the Audit, Risk and Compliance Committee is held by a woman, however, the Company does not currently meet the first two of these targets.

The Board recognises the benefits of diversity and inclusion in promoting effective decision-making and robust governance. In seeking to enhance diversity, the Board remains committed to ensuring that appointments are made on the basis of merit, skills and experience, while also having due regard to the value of greater gender and ethnic diversity in the composition of the Board. Improving the Board's diversity was a key consideration during the most recent recruitment exercise. Further details on the gender and ethnic background of the Directors are set out in the Corporate Governance Statement on page 28 of the Annual Report.

The Directors collectively bring a broad range of experience and expertise, including in investment markets, business leadership, financial services, accounting and regulation. The Board regularly reviews its composition to ensure it has the appropriate balance of skills, experience and perspectives to support the Company's investment objective. While appointments are based on objective criteria and merit, the Board is mindful of the importance of diversity of gender, social and ethnic backgrounds, cognitive styles and personal strengths. All appointments are made following a formal, rigorous and transparent process.

### **Responsibilities as an Institutional Shareholder**

The Board has delegated authority to the Investment Manager for monitoring the corporate governance of investee companies. The Board has delegated to the Investment Manager responsibility for selecting the portfolio of investments within investment guidelines established by the Board and for monitoring the performance and activities of investee companies. On behalf of the Company the Investment Manager carries out detailed research on investee companies and possible future investee companies through internally generated research. The research includes an evaluation of fundamental details such as financial strength, quality of management, market position and product differentiation. Other aspects of research include an appraisal of social, ethical and environmentally responsible investment policies.

The Board has delegated authority to the Investment Manager to vote on behalf of the Company in accordance with the Company's best interests. The primary aim of the use of voting rights is to address any issues which might impinge on the creation of a satisfactory return from investments. The Company's policy is, where appropriate, to enter into engagement with an investee company in order to communicate its views and allow the investee company an opportunity to respond.

In such circumstances the Investment Manager would not normally vote against investee company management but would seek, through engagement, to achieve its aim. The Investment Manager would, however, vote against resolutions it considers would damage the Company's shareholder rights or economic interests. The Company has a procedure in place such that where the Investment Manager, on behalf of the Company, has voted against an investee company resolution, it is reported to the Board.

The Board considers that it is not appropriate for the Company to formally adopt the UK Stewardship Code. However, many of the UK Stewardship Code's principles on good practice on engagement with investee companies are used by the Company, as described above.

### **Environmental Impact**

When investments are made, the primary objective is to achieve the best investment return while allowing for an acceptable degree of risk. In pursuing this objective, various factors that may impact on the performance are considered and these may include socially responsible investment issues.

As an investment trust, the Company's own direct environmental impact is minimal. The Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions-producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013 for the year to 31st December 2025 (2024: unchanged). The Directors receive and use electronic meeting packs only. The Company provides electronic copies of the annual and half-yearly reports and other shareholder information on its website. All printed material, wherever possible, is on recycled material. The Investment Manager attempts to minimise the Company's carbon footprint. The Company's indirect impact occurs through the investments it makes.

The Company does not purchase electricity, heat, steam or cooling for its own use nor does it have responsibility for any other emissions producing sources.

### **Environmental, Social & Governance ("ESG")**

#### **Overview**

As a high-conviction active asset manager, the Investment Manager recognises that it has an important role to play in the allocation of capital, both as active owners and long-term stewards of the assets in which it invests on behalf of clients. The investment team has a defined investment process, and consideration of material ESG issues is integrated into both investment analysis and decision-making, influencing asset allocation, portfolio construction, security selection, position sizing, stewardship, engagement and subsequent decisions on whether to remain invested or exit.

This context is important when viewing the Investment Manager's approach to ESG factors that are highlighted below. These are complex matters where progress may not be linear and may manifest over multiple years. Furthermore, certain environmental and social issues may also depend on a policy or regulatory response in addition to investor input.

The Investment Manager's Responsible Investment Policy and Stewardship Report, available on its website (<https://www.jupiteram.com/global/en/corporate/sustainability-at-jupiter/reports/>), describes how it supports the Company's integration of environmental, social and governance responsibilities, setting out its sustainability governance and oversight, its approach to ESG integration and materiality and core material ESG issues.

#### **ESG in a UK small and mid-cap context**

The Company's investment universe comprises small and mid-size companies which may be exposed to important sustainability risks and opportunities that can have material impacts on value. As an active investment manager, the Investment Manager believes that

and opportunities that can have material impacts on value. As an active investment manager, the Investment Manager believes that effective ESG integration cannot be outsourced to third parties, but must be incorporated into the fundamental analysis conducted by the investment team.

In particular, smaller companies remain under-researched by ESG rating agencies relative to their larger listed peers. Where they are covered at all, smaller companies are often penalised by rating agencies, either due to their corporate governance arrangements or a relative lack of detailed corporate disclosure about ESG issues. These factors present challenges but also, in the Investment Manager's view, opportunities to identify ESG risks or opportunities affecting companies which are not priced efficiently by financial markets.

### **Corporate Governance**

To grow successfully, the leadership of smaller companies must not only execute strategically, they must also lay the foundations for future growth by creating appropriate corporate governance structures. The Investment Manager believes that as corporate culture is set at an early stage, the relationships formed with key stakeholders such as customers, the workforce and suppliers at this point in a company's development can be fundamental to long-term success. The Investment Manager fully endorses the principles of the UK Corporate Governance Code and, while it acknowledges the need for pragmatism with smaller companies, it still expects high standards of governance at investee companies to support their growth in a sustainable manner.

The Investment Manager assesses company governance on a range of issues. These issues may include but are not limited to:

- **Boards and executive leadership:** The Investment Manager builds an understanding of the quality of leadership teams and boards through assessment of i) board and committee composition and independence; ii) board and executive tenure and succession planning; iii) Diversity, Equity and Inclusion ("DE&I") oversight and actions at board level and throughout an enterprise; and iv) oversight and management of corporate culture.
- **Remuneration:** Management incentivisation structures should be aligned with shareholder interests. The Investment Manager will review pay for performance and best practice considerations when making an informed voting decision. Where relevant the Investment Manager may also engage with issuers as part of the ongoing relationship with companies. In either scenario, the Investment Manager is considering pay outcomes in relation to the investor experience. The Investment Manager seeks to understand how remuneration policies are structured to incentivise and reward management teams for the successful execution of strategy and the long-term success of the company.
- **Protection of minority rights and related party transactions:** The Investment Manager will escalate engagement where it believes that minority rights have been compromised.
- **Systemic risks:** The environment in which companies operate continues to change rapidly and the Investment Manager considers where businesses are exposed to wider systemic risks, including through the assessment of global standards, such as the UN Global Compact.
- **Conduct, litigation and relations with policy makers and regulators:** Poor relations with regulators can severely hamper corporate success and result in value destruction for investors. The Investment Manager seeks to understand board oversight of regulatory matters and how a company guards against malpractice.
- **Corporate culture:** The Investment Manager may engage with boards to understand how corporate culture is being led, developed, and monitored and to highlight strengths and areas for development. Where relevant, it seeks to understand how management is advancing culture and where and how culture challenges emerge.
- **Audit and control environment:** The Investment Manager considers quality and independence of auditors. It may escalate engagement with Audit Committee chairs where it believes that audit standards are not in line with its expectations.

### **Environmental**

#### **Climate**

Limiting global temperature rises to 1.5 degrees above preindustrial levels, in line with the Paris Agreement, is an urgent challenge facing the global economy. The Investment Manager uses its influence as an investor through stewardship and active ownership to encourage companies to identify, manage and mitigate climate change risks or opportunities. It believes that the scale of climate change will impact all sectors, industries and asset classes and it acknowledges the positive role that investors can play in tackling it through its investment decisions and capital allocation.

#### **Biodiversity**

The Investment Manager considers biodiversity impacts in its ESG analysis of companies, in line with its approach and commitments. It engages with investee companies where it believes their practices are unsustainable, with the goal of achieving change, reversing biodiversity loss, while preserving and enhancing the value of the Company's assets.

### **Social**

#### **Human Rights**

Companies with poor management of human rights can face a range of issues including fines, workforce issues and supply chain challenges which may affect their ability to operate. The Investment Manager monitors and assesses human rights policies and procedures for its investee companies to ensure that they are promoting good governance and management of human rights issues. It expects companies to comply with internationally-recognised human rights codes and standards.

#### **Human Capital**

Good human capital management supports both value creation and business resilience, and the Investment Manager believes that investing in human capital correlates with longer-term business success. Promoting Diversity, Equity and Inclusion (DE&I) enables companies to attract talent from a wider talent pool. It also contributes to better decision-making, performance, innovation and employee satisfaction and retention. The Investment Manager understands that approaches to human capital management, including DE&I, will differ and, as an active owner, it seeks to understand an investee company's operating model and engage to advise on best practice and potential improvements.

#### **Health and safety**

Where a company fails to meet health and safety standards, the Investment Manager will engage and encourage the company to improve its practices and to disclose health and safety indicators. Good health and safety should be embedded in a business and the Investment Manager promotes a zero-harm ethos.

#### **Engagement**

Engagement is central to the Investment Manager's active ownership approach. The investment team maintains a dialogue with companies to inform its investment decisions and carry out strategic engagement, which may include matters focused on ESG

companies to inform investment decisions and carry out strategic engagement, which may include matters raised on ESG materiality. The Investment Manager may engage with companies to monitor material ESG issues that will impact the long-term success of an investment. The Investment Manager is committed to long-term engagement goals; however, to protect shareholders' interests it reserves the right to exit an investment if the investment team concludes that progress is insufficient or does not meet the Company's strategic objectives. The Investment Manager may use collective engagement as a way to leverage influence to protect and enhance shareholder interests. This may include collaborating with other shareholders on company specific issues or liaising with investor bodies and trade organisations on regulatory and policy matters. This will be done on a case-by-case basis, at the Investment Manager's discretion.

### Proxy Voting

Exercising its shareholder voice through active proxy voting is central to the Investment Manager's stewardship approach to represent the Company's interests, hold boards to account and support investee companies. Its investment managers are accountable for the exercise of their shareholder votes supported by the Stewardship team, which is responsible for proxy voting operations, the monitoring of meeting ballots and providing an initial assessment of each meeting's agenda, including an assessment of independent proxy advisory research. The Investment Manager's Proxy Voting & Company Dialogue Policy is available on the above-mentioned website.

### Data Science and third-party data resource

The Investment Manager's in-house data science team has built a proprietary desktop tool, known as ESG Hub, which allows the investment teams to apply multi-factor ESG screening to their investment universe and to build custom reports. The data science team also works with third-party ESG data providers to challenge and provide constructive feedback to enhance the quality and integrity of the ESG data sets it uses.

### Screening

The Investment Manager does not exclude, except i) where required by law; ii) in line with the specifications of the Company's mandate; or iii) if a company is involved in banned activities under the following international conventions:

- The 1997 Ottawa Convention (Anti-Personnel Mine Ban Treaty)
- The 2008 Convention on Cluster Munitions (CCM)

It uses third party vendors to screen for involvement in controversial and banned weaponry.

### Task Force on Climate-related Financial Disclosures

The Investment Manager's report on the UK's Task Force on Climate-related Financial Disclosures Report ('TCFD) discloses estimates of the Company's portfolio's climate-related risks and opportunities according to the Financial Conduct Authority's Environmental, Social and Governance Sourcebook and the Task Force on Climate-related Financial Disclosures Recommendation. It is available on the Investment Manager's website: [www.jupiteram/global/en/corporate/sustainability-at-jupiter/task-force-on-climate-related-financial-disclosures/](http://www.jupiteram/global/en/corporate/sustainability-at-jupiter/task-force-on-climate-related-financial-disclosures/).

### Streamlined Energy and Carbon Reporting

The Company is categorised as a lower energy user under the HMRC Environmental Reporting Guidelines March 2019 and is therefore not required to make the detailed disclosures of energy and carbon information set out within the guidelines. The Company's energy and carbon information is therefore not disclosed in this Report.

### Review of the Business

A review of the year and commentary on the future outlook is provided in the Chairman's Statement.

During the year under review, the assets of the Company were invested in accordance with the Company's investment policy.

During the year the Company's net assets have increased from £123.1m to £124.5m, as a result of a modest increase in the value of investments. At 31st December 2025 the net asset value per Ordinary share was 2603.7p (2024: 2543.4p).

### Key Performance Indicators

The Board is provided with detailed information on the Company's performance at every Board meeting. Key Performance Indicators are:

- Shareholders' funds equity return compared to the FTSE All-Share Index (the Company's benchmark index). Whilst not a formal benchmark index for the Company, as noted in the Chairman's Statement, the Board also considers performance relative to the Deutsche Normis Smaller Companies (ex-Investment Trusts) Index at its meetings.
- Dividends per Ordinary share.
- Ongoing Charges ratio (formerly titled the Total Expense Ratio). Further information is provided in the Glossary of Terms within the Annual Report.

#### *Shareholders' funds equity return*

In reviewing the performance of the Company, the Board monitors shareholders' funds in relation to the FTSE All-Share Index. During the year NAV per Ordinary share increased by 2.4% compared to an increase of 19.8% in the FTSE All-Share Capital Index. Over the five years ended 31st December 2025 NAV per Ordinary share increased by 15.3% compared with an increase of 45.6% in the FTSE All-Share Capital Index. The NAV return calculation can be found above.

#### *Dividends per Ordinary share*

The total dividend per Ordinary share paid and proposed is 45.0p (2024: 44.0p).

#### *Ongoing Charges*

Ongoing charges are expenses charged to revenue or capital that relate to the operation of the Company as an investment trust and are deemed likely to recur in the foreseeable future. They include the investment management fee but do not include the costs of acquisition or disposal of investments, financing costs and gains or losses arising on investments. Ongoing charges are calculated on the basis of the annualised ongoing charges as a percentage of the average net asset value in the period. The Ongoing Charges for the year ended 31st December 2025 were 1.0% (2024: 0.9%). Under the terms of the Investment Management Agreement, an operating expenses cap will be applied to the Company's annual ordinary operating expenses at 0.8 per cent. of the Company's average daily NAV during each financial year for a period of five years with effect from 3rd October 2022. Further details are given in Note 3 to the financial statements.

### Principal and Emerging Risks and Uncertainties

The Board of Directors has a process for identifying, evaluating and managing the key risks of the Company. This process operated during the year and has continued to the date of this report. The Directors confirm that during the year they have carried out a robust

during the year and has continued to the date of this report. The Directors' commitment during the year they have carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. Most of these risks are market related and are similar to those of other investment trusts investing primarily in listed markets. The Audit, Risk and Compliance Committee reviews the Company's Risk Matrix and Risk Heat Map at each meeting and, as part of this process, gives consideration to identifying emerging risks. Any emerging risks that are identified and that are considered to be of significance will be recorded in the Company's Risk Matrix, together with any mitigations.

carrying out this assessment, consideration is given to the current market conditions which may impact the Company. No emerging risks have been identified.

The Company's principal risks and how they are being managed or mitigated are described below.

Investment in an individual smaller company inherently carries a higher risk than investment in an individual large company. In a diversified portfolio, the portfolio risk of a smaller company portfolio is only slightly greater than the portfolio risk of a large company portfolio. The Company's portfolio is diversified. Additionally, the Company invests overwhelmingly in smaller UK listed and AIM traded companies and has no exposure to derivatives. The principal financial risks are therefore market price risk and liquidity risk. Further details on these risks and how they are managed may be found in Note 19 to the financial statements.

Additional principal risks identified by the Company, together with the Board's approach to dealing with them are as follows:

Principal Risk	Mitigation and Controls	Change in Risk Profile During the Year
<b>Investment performance</b>	The Board's objective is to outperform the benchmark over the long term while managing risk. The Board reviews portfolio performance against the benchmark FTSE All Share Capital Return and the DNSCI at each meeting, receives detailed performance and attribution analysis, and ensures that the Investment Manager operates within the investment policy and the Company's established investment philosophy, including portfolio diversification.	No change. The risk profile remains consistent with the Company's long-term investment approach.
<b>Share price discount</b>	The Board monitors the share price discount to net asset value and reviews the discount management policy with the Investment Manager. The Company typically operates a share buyback programme to seek to manage the discount; however, following the withdrawal of the share buyback resolution from the business of the AGM in March 2025 and the subsequent defeat of the resolution at a General Meeting in May 2025, the Company's authority to buy back its own shares has lapsed, leading to a widening of the discount. The Board deems the current level of discount as excessive and not in shareholders' interests. It has spent a considerable amount of time debating a solution to this issue, resulting in a decision to propose the share buyback resolution as both a special and ordinary resolution at the 2026 AGM.	Increased. As a result of the defeat of the share buyback resolution the Company has been unable to buy back shares since 24th March 2025.
<b>Loss of key personnel</b>	The Board reviews this risk annually and maintains regular dialogue with the Investment Manager. The Investment Management Agreement provides for two dedicated fund managers supported by a broader investment team. The Investment Manager undertakes regular succession planning and reviews remuneration arrangements.	No change. The personnel at the Investment Manager has remained consistent throughout the year.
<b>Regulatory and tax compliance</b>	The Company operates a consistent investment policy designed to maintain compliance with section 1158 of the Corporation Tax Act 2010. The Board receives confirmation from the Administrator that investment trust status is maintained. The Audit, Risk and Compliance Committee reviews regulatory developments and a schedule of compliance matters at each meeting.	Increased. The 2024 UK Corporate Governance Code became effective for financial years commencing on or after 1 January 2025.
<b>Safeguarding of assets</b>	The Company's assets are held by an independent custodian. The Board monitors the custodian and reviews internal control reports. The Administrator reconciles cash and investment positions to custodian records on a daily basis to provide assurance over asset protection.	No change. Control arrangements remained unchanged and effective during the year.
<b>Geopolitical risk</b>	The Board considers geopolitical developments and their potential impact on markets and portfolio companies at each meeting. The Investment Manager reports on risks arising from international conflicts and political instability. The Company has no direct exposure to investments in current conflict zones.	Increased. Ongoing conflicts in Eastern Europe and the Middle East have heightened market uncertainty, although the Company has no direct exposure to the affected regions.
<b>Climate change risk</b>	The Board and Investment Manager consider the potential impact of climate change on portfolio companies and long-term	No change. Climate change remains a long-term consideration

	shareholder returns. Investments are valued at fair value in accordance with UK-adopted International Accounting Standards, reflecting market participants' assessment of climate-related risks.	within investment decision-making.
<b>Pandemic and health emergencies</b>	The Investment Manager monitors the resilience and adaptability of portfolio companies and maintains portfolio diversification. Lessons learned from the earlier pandemic continue to inform investment analysis and risk management.	No change. While the immediate impacts of the earlier pandemic have reduced, the risk of future health emergencies remains.
<b>Cyber and operational resilience</b>	The Company relies on third-party service providers with established cyber security and operational resilience frameworks. The Board receives regular assurances regarding cyber security controls and business continuity planning and has met with key service providers to review their arrangements.	Increased. The broader cyber threat environment continues to evolve, increasing the inherent risk despite strong mitigating controls.
<b>Economic conditions</b>	The Board reviews the investment strategy and portfolio at each meeting in the context of prevailing economic conditions, including interest rates, inflation, taxation and competitive pressures. The Investment Manager continually assesses macroeconomic developments in pursuit of the Company's investment objective.	No change. Economic uncertainty remained elevated but broadly consistent with the prior year.

#### Section 172 Statement

The Board seeks to promote the success of the Company for the benefit of its shareholders. In doing so it gives consideration to the likely long-term consequences of any decision with regard to the interests of its business relationships and the environment in which it operates. As at 31st December 2025, the Company had no employees.

Stakeholder Group	Engagement in the year and their material issues
Shareholders	<p>Shareholders play an important role in monitoring and safeguarding the governance of the Company. They have access to the Board via the Company Secretary throughout the year. The Board welcomes the opportunity to engage with shareholders at its Annual General Meeting. The Company continues to communicate with shareholders via the Company Secretary, its website and the publication of its financial reports throughout the year. The Chairman regularly meets with larger investors to gauge investor sentiment and always responds to questions from shareholders.</p> <p>The Board encourages shareholders to ask questions of the Chairman of the Board and all other Directors via the Company Secretary and to ask questions of the Investment Manager. Shareholders may submit questions to <a href="mailto:cosec-uk@apexgroup.com">cosec-uk@apexgroup.com</a> or investment <a href="mailto:companies@jupiteram.com">companies@jupiteram.com</a>. Communication with shareholders enables the Board to make informed decisions when considering how to promote the success of the Company over the long term.</p>
Suppliers	<p>The Board relies on a number of advisors for support in the successful operation of the Company and in meeting its obligations. The Board therefore considers the Investment Manager, Secretary/Administrator, Broker, Registrar, Custodian and Depository to be stakeholders.</p> <p>Key suppliers are required to report to the Board on a regular basis and there is a robust framework in place to evaluate their performance annually. The Company employs a collaborative approach and looks to build long-term partnerships based on open terms of business and fair payment terms.</p> <p>t services provided are satisfactory.</p> <p>The Secretary engages with key suppliers to ensure that services provided are satisfactory.</p>
Investee Companies	<p>The Board recognises the benefits of good communication with and stewardship of investee companies and the importance of such in meeting the Company's investment objective.</p> <p>The Investment Manager meets with the management of companies in which the Company has a significant interest and reports on findings to the Board regularly.</p>
Regulators	<p>As a company listed on the London Stock Exchange, the Board ensures compliance with the necessary rules and regulations relevant to the Company in order to build trust and maintain its reputation in the market.</p>
Community and environment	<p>As discussed in more detail in the Annual Report, in pursuing the Company's objectives, various factors that may impact on performance are considered. These may include environmental, social and governance ('ESG') issues. The Board believes that poor practices can have an impact on the value of investments and potential investments and consideration of</p>

ESG factors as part of the investment process is therefore key.

### Factoring Stakeholders into Principal Decisions

The Board defines principal decisions as not only those that are material to the Company but also those that are significant to any of the Company's key stakeholders as identified above. In making the following principal decisions, the Board considered the outcome from its stakeholder engagement as well as the need to maintain a reputation for high standards of business conduct and the need to act fairly as between the members of the Company.

Principal Decision 1	<p><i>Share buyback programme</i></p> <p>At the AGM in March 2025, in light of some opposition, primarily from a single material shareholder (and related interests), the share buyback resolution was withdrawn from the business of the AGM. As the buyback programme is a key pillar of the Company's discount management policy, following consultations with shareholders, the Board decided to convene a General Meeting in May 2025 to put the buyback resolution to a further shareholder vote. In order to encourage shareholder engagement and give the resolution the best possible chance to be passed, the Board approved a detailed shareholder analysis which enabled the Company to mail retail shareholders to inform of the General Meeting and the significance to them of exercising their right to vote. Despite the Board's best endeavours, the resolution was defeated by a small margin due to the continuing opposition of the same significant shareholder.</p> <p>The defeat of the resolution has meant that the Company has been unable to purchase its own shares for the majority of the year, leading to a significant widening of the discount. The Board has explored a number of options to seek to restore the Company's ability to undertake share buybacks. In order to best serve the interests of the majority of shareholders, the Board has concluded that the share buyback resolution at the forthcoming AGM should be proposed as both a special resolution and an ordinary resolution. In the event that the special resolution is defeated, the ordinary resolution will be put to shareholders.</p>
Principal Decision 2	<p><i>Board Composition and Succession</i></p> <p>In light of Mr Roper's decision to retire at the conclusion of the Annual General Meeting in 2026, a recruitment exercise was undertaken during the year. As part of this process the Board appointed Nurole, an independent search consultant. Following a rigorous recruitment process the Board has appointed Ms Ruth Beechey as a non-executive director. Ms Beechey's appointment will take effect from the conclusion of the AGM. The Board will continue to review its composition annually or in the event of any further changes.</p>
Principal Decision 3	<p><i>Dividend Policy</i></p> <p>The Board continues to operate a progressive dividend policy. The Board has increased the annual dividend, having paid and recommended dividends totalling 45.0p per share to shareholders for the financial year ended 31st December 2025 (2024: 44.0p).</p>

Principal Decision 4	<p><i>Remuneration</i></p> <p>During the year the Nominations and Remuneration Committee undertook a review of the level of non-executive Directors' fees. The Committee considered the level of fees relative to various benchmarks, together with the Company's performance and the need to attract and retain directors of a high calibre. The Committee concluded that Directors' fees should be increased with effect from 1st January 2026 by £1,215 for the Chair of the Audit, Risk and Compliance Committee, by £1,500 for the Chairman and by £1,075 for each of the other non-executive directors and that the fees should continue to be reviewed annually to ensure that the levels of remuneration remain attractive to current and prospective directors. On the recommendation of the Nominations and Remuneration Committee the Board considered and approved the proposed increase in Directors' fees.</p>
Principal Decision 5	<p><i>Continuing Appointment of the Investment Manager</i></p> <p>The Board monitors the Investment Manager's performance against the Company's investment objective at each Board meeting. In addition, the Management Engagement Committee meets annually to review the contractual terms of the Investment Management Agreement and the performance of the Investment Manager. On the recommendation of the Management Engagement Committee the Board approved the continuing appointment of the Investment Manager, having concluded that it is in the best interests of the Company and its shareholders.</p>

### Viability Statement

In accordance with Provision 31 of the 2024 UK Corporate Governance Code, the Directors have assessed the Company's prospects over a period of five years, which is considered an appropriate timeframe for a closed-ended investment trust given the nature of its portfolio, its investment horizon, and the absence of fixed-term liabilities. The Company also uses a five-year time horizon for its strategic planning.

The Board's assessment considered:

- the Company's business model as an externally managed investment trust;
- the liquidity, volatility and concentration characteristics of the investment portfolio;
- projections of income, expenses and cash flows;
- the continuing programme of risk monitoring;
- the principal risks and uncertainties faced by the Company;
- the operational resilience of key outsourced service providers;
- compliance with investment trust regulatory requirements; and
- the results of stress testing and scenario analysis, including severe but plausible market downturns, reduced income levels and operational disruption at key suppliers.

The stress tests evaluated the impact of significant falls in market value and prolonged income reductions. The Board also considered reverse stress testing and reviewed the adequacy of mitigation plans.

The following facts support the Directors' view of the viability of the Company:

- The Company's portfolio comprises marketable smaller UK-listed and AIM traded securities and has short term cash on deposit.
- The Company does not use gearing.
- The expenses of the Company were covered three times by investment income in 2025.

Based on this assessment, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five-year period under review.

### Shareholder Communication

The Board is committed to maintaining open channels of communication with shareholders. It is the Chairman's role to ensure effective communication with the Company's shareholders and it is the responsibility of the Board to ensure that satisfactory dialogue takes place, based on the mutual understanding of objectives. The Board remains cognisant of the importance of clear communications with shareholders and will respond to all reasonable requests for information or meetings.

The Investment Manager maintains a regular dialogue with existing and potential investors via investor meetings and events, ensuring that shareholder perspectives are understood and taken into account in the ongoing management and strategic development of the Company and reports to the Board. In the event that shareholders wish to raise issues or concerns with the Directors, they are welcome to do so at any time via the Company Secretary at [cosec-uk@apexgroup.com](mailto:cosec-uk@apexgroup.com).

These engagement activities are supported by Kepler Partners, which provides research and digital marketing services and facilitates regular communication with the investment community through virtual meetings, written materials and video content. The Company's broker further supports shareholder engagement through the provision of market intelligence and ongoing dialogue with the wider investment community.

The Annual Report and half-year results are circulated to shareholders wishing to receive them and are available on the Company's website. These provide shareholders with a clear understanding of the Company's portfolio and financial position. This information is supplemented by the daily calculation and publication of the NAV per share. JUTM also publishes a monthly factsheet that can be found on the Company's website, [www.jupiteram.com/uk/en/individual/rights-and-issues-investment-trust-plc](http://www.jupiteram.com/uk/en/individual/rights-and-issues-investment-trust-plc). Shareholders are encouraged to ask questions either at the Annual General Meeting or via the Company Secretary.

### Company's Directors and Employees

The number of directors at 31st December 2025 was four (2024: four).

	2025		2024	
	Male	Female	Male	Female
Directors (non-executive)	3	1	3	1
Other Employees	0	0	0	0

The Directors have considered the Strategic Report and believe that taken as a whole it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance and strategy.

The Strategic Report was approved by the Board and signed on its behalf by:

#### Dr Andrew J. Hosty

Chairman

18th February 2026

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and financial statements in accordance with applicable United Kingdom law and UK adopted International Accounting Standards.

The Directors are required to prepare the financial statements for each financial year which present fairly the financial position, the financial performance and cash flows of the Company for that period. In preparing those financial statements the Directors are required to:

- select suitable accounting policies in accordance with UK adopted International Accounting Standard 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements of UK adopted International Accounting

Standards is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;

- state that the Company has complied with UK adopted International Accounting Standards subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Directors' Report, Strategic Report and Directors' Remuneration Report that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Visitors to the website need to be aware that legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors consider that the Annual Report and financial statements taken as a whole are fair, balanced and understandable and provide shareholders with the information necessary to assess the Company's position and performance, business model and strategy.

The Directors confirm that to the best of their knowledge:

- the financial statements, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

**Dr A. J. Hosty**

Chairman

18th February 2026

## Statement of Comprehensive Income

for the year ended 31st December 2025

	Notes	Year ended 31st December 2025			Year ended 31st December 2024		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>Investment income</b>	2	3,403	-	3,403	3,313	-	3,313
Other operating income	2	120	-	120	108	-	108
		<b>3,523</b>	<b>-</b>	<b>3,523</b>	<b>3421</b>	<b>-</b>	<b>3,421</b>
Gains on fair value through profit or loss assets	10	-	2,392	2,392	-	9,706	9,706
<b>Total income</b>		<b>3,523</b>	<b>2,392</b>	<b>5,915</b>	<b>3421</b>	<b>9,706</b>	<b>13,127</b>
<b>Expenses</b>							
Investment management fee	3	603	-	603	672	-	672
Other expenses	4	565	1	566	522	131	653
		<b>1,168</b>	<b>1</b>	<b>1,169</b>	<b>1,194</b>	<b>131</b>	<b>1,325</b>
<b>Profit before finance costs and taxation</b>		<b>2,355</b>	<b>2,391</b>	<b>4,746</b>	<b>2,227</b>	<b>9,575</b>	<b>11,802</b>
Finance costs		-	-	-	-	-	-
<b>Profit before tax</b>		<b>2,355</b>	<b>2,391</b>	<b>4,746</b>	<b>2,227</b>	<b>9,575</b>	<b>11,802</b>
Tax	6	-	-	-	-	-	-
<b>Profit for the year</b>		<b>2,355</b>	<b>2,391</b>	<b>4,746</b>	<b>2,227</b>	<b>9,575</b>	<b>11,802</b>
Return per Ordinary share	8	<b>49.2p</b>	<b>49.9p</b>	<b>99.1p</b>	<b>42.1p</b>	<b>181.2p</b>	<b>223.3p</b>

The revenue and capital columns, including the revenue and capital earnings per Ordinary Share, are supplementary information prepared under guidance published by the AIC.

All revenue and capital items in the above statement derive from continuing operations. No operations were acquired or discontinued during the period. All income is attributable to the equity holders of the Company.

The Company does not have any other comprehensive income. Therefore no separate Statement of Comprehensive Income has been presented.

The total column represents the statement of comprehensive income of the Company.

The accompanying notes form part of these financial statements.

### Statement of Financial Position

as at 31st December 2025

	Notes	31st December 2025 £'000	31st December 2024 £'000
<b>Non-current assets</b>			
Investments - fair value through profit or loss	10	121,511	121,285
<b>Current assets</b>			
Other receivables	12	442	457
Cash and cash equivalents	13	2,809	1,893
		3,251	2,350
<b>Total assets</b>		<b>124,762</b>	<b>123,635</b>
<b>Current liabilities</b>			
Other payables	14	287	488
<b>Total assets less current liabilities</b>		<b>124,475</b>	<b>123,147</b>
<b>Net assets</b>		<b>124,475</b>	<b>123,147</b>
<b>Equity</b>			
Called up share capital	15	1,195	1,210
Capital redemption reserve	16	1,060	1,045
Retained reserves:			
Capital reserve	16	101,898	81,693
Revaluation reserve	16	17,369	36,483
Revenue reserve	16	2,953	2,716
<b>Total equity</b>		<b>124,475</b>	<b>123,147</b>
<b>Net asset value per share</b>			
Ordinary shares	17	2,603.7p	2,543.4p

The accompanying notes form part of these financial statements.

The financial statements were approved by the Board and authorised for issue on 18th February 2026. They were signed on its behalf by:

**Dr A. J. Hosty**

Chairman

### Statement of Changes in Equity

for the year ended 31st December 2025

	Share capital £'000	Capital Redemption reserve £'000	Capital reserve £'000	Revaluation reserve £'000	Revenue reserve £'000	Total £'000
<b>For the year ended 31st December 2025</b>						
Balance at 31st December 2024	1,210	1,045	81,693	36,483	2,716	123,147
Profit for the year	-	-	21,505	(19,114)	2,335	4,746
Total recognised income and expense	1,210	1,045	103,198	17,369	5,071	127,893
Ordinary shares bought back and cancelled*	(15)	15	(1,300)	-	-	(1,300)
Dividends (Note 7)	-	-	-	-	(2,118)	(2,118)
<b>Balance at 31st December 2025</b>	<b>1,195</b>	<b>1,060</b>	<b>101,898</b>	<b>17,369</b>	<b>2,953</b>	<b>124,475</b>

	Share capital £'000	Capital Redemption reserve £'000	Capital reserve £'000	Revaluation reserve £'000	Revenue reserve £'000	Total £'000
<b>For the year ended 31st December 2024</b>						
Balance at 31st December 2023	1,405	850	84,416	41,873	2,815	131,359
Profit for the year	-	-	14,965	(5,390)	2,227	11,802
Total recognised income and expense	1,405	850	99,381	36,483	5,042	143,161
Ordinary shares bought back and cancelled*	(195)	195	(17,688)	-	-	(17,688)
Dividends (Note 7)	-	-	-	-	(2,326)	(2,326)
<b>Balance at 31st December 2024</b>	<b>1,210</b>	<b>1,045</b>	<b>81,693</b>	<b>36,483</b>	<b>2,716</b>	<b>123,147</b>

The accompanying notes form part of these financial statements.

\*Share buyback amounts above the nominal value are taken out of the Capital Reserve.

Dividends paid were paid from the revenue reserve.

### Cash Flow Statement

for the year ended 31st December 2025

	Notes	31st December 2025 £'000	31st December 2024 £'000
<b>Cashflows from operating activities</b>			
Profit before tax		4,746	11,802
Adjustments for:			
Gains on investments		(2,392)	(9,706)
Purchases of investments	10	(34,648)	(23,495)
Proceeds on disposal of investments	10	36,814	41,910
Operating cash flows before movements in working capital		4,520	20,511
Decrease in receivables		15	99
(Decrease)/increase in payables		(201)	62
Net cash from operating activities before income tax		4,334	20,672
<b>Net cash flows from operating activities</b>		<b>4,334</b>	<b>20,672</b>
<b>Cashflows from financing activities</b>			
Ordinary shares bought back		(1,300)	(17,504)
Dividends paid	7	(2,118)	(2,326)
<b>Net cash used in financing activities</b>		<b>(3,418)</b>	<b>(19,830)</b>
<b>Net increase in cash and cash equivalents</b>		<b>916</b>	<b>842</b>
<b>Cash and cash equivalents at beginning of year</b>		<b>1,893</b>	<b>1,051</b>
<b>Cash and cash equivalents at end of year</b>		<b>2,809</b>	<b>1,893</b>

The net cash flows from operating activities includes cash flows of £3,406,000 from dividend income (2024: £3,414,000) and £120,000 from interest income (2024: £108,000).

The accompanying notes form part of these financial statements.

### Notes to the Financial Statements

for the year ended 31st December 2025

#### 1. Reporting Entity

Rights and Issues Investment Trust PLC is a closed-ended investment company, registered in England and Wales on 2nd October 1962 with Company number 00736898. The Company's registered office is Hamilton Centre, Rodney Way, Chelmsford CM1 3BY. Business operations commenced on 28th July 1966 when the Company's shares were admitted to trading on the London Stock Exchange. The Company invests primarily in a portfolio of equity securities with an emphasis on smaller companies. UK smaller companies will normally constitute at least 80% of the investment portfolio. UK smaller companies include those listed on either the London Stock Exchange or the Alternative Investment Market ("AIM").

Details of the Directors, Investment Manager and Advisors can be found on page 64 of the Annual Report.

The financial statements of the Company are presented for the year ended 31st December 2025 and were authorised for issue by the Board on 18th February 2026.

### **Basis of Accounting**

The financial statements have been prepared in accordance with UK-adopted international accounting standards and the applicable legal requirements of the Companies Act 2006.

In preparing these financial statements, the Directors have considered the impact of climate change risk and concluded there was no impact as the values of investments are based on market quoted prices and therefore reflect market participants view of climate change risk. None of the Company's other assets and liabilities are considered to be potentially impacted by climate change.

Under UK-adopted international accounting standards, the AIC Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" ("SORP") issued in July 2022 has no formal status, but the Company adheres to the guidance of the SORP unless its requirements contravene those of UK-adopted international accounting standards.

### **Going concern**

The financial statements have been prepared on a going concern basis. In forming this opinion, the Directors have considered the general economic backdrop, the potential impact of geopolitical risks on the going concern and viability of the Company. In making their assessment, the Directors have reviewed income and expense projections and the liquidity of the investment portfolio, and considered the mitigation measures which key service providers, including the Investment Manager, have in place to maintain operational resilience.

The Directors have a reasonable expectation that the Company has adequate operational resources to continue in operational existence for at least twelve months from the date of approval of these financial statements and up to 18th February 2027. Further information on the Company's going concern can be found on page 26 of the Annual Report.

### **Significant accounting policies**

#### *a. Accounting convention*

The accounts are prepared under the historical cost basis, except for the measurement of fair value of investments.

#### *b. Adoption of new IFRS standards*

There have been minor amendments to IAS 1 and 7 and IFRS 7 and 16 which were effective for annual periods beginning on or after 1st January 2026 and have not had any material impact on the accounts. Amendments to IAS 21 (The Effects of Changes in Foreign Exchange Rates) are effective for annual periods beginning on or after 1st January 2025 and are not anticipated to have any material impact on the accounts.

#### *c. Income*

Dividend income is included in the financial statements on the ex-dividend date. All other income is included on an accruals basis.

#### *d. Expenses*

The Company's policy is to expense transaction costs on acquisition/disposal through the gains on investment at fair value through profit or loss. All other expenses are accounted for on an accruals basis and charged through the revenue account.

#### *e. Taxation*

The charge for taxation is based on the net revenue for the year. Deferred taxation is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date to which there are none (2024: none). Investment trusts which have approval under section 1158 of the Corporation Tax Act 2010 are not liable for taxation on capital gains.

#### *f. Dividends*

Dividends payable to shareholders are recognised in the financial statements when they are paid or, in the case of final dividends, when they are approved by the shareholders.

#### *g. Cash and cash equivalents*

Cash comprises cash in hand and deposits payable on demand. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash.

#### *h. Investments*

Investments are classified as fair value through profit or loss as the Company's business is investing in financial assets with a view to profiting from their total return in the form of interest, dividends or capital growth.

Changes in the value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the Income Statement as "Gains or losses on investments held at fair value through profit or loss". Also included within this heading are transaction costs in relation to the purchase or sale of investments.

All investments, classified as fair value through profit or loss, are further categorised into the following fair value hierarchy:

Level 1 - Unadjusted prices quoted in active markets for identical assets and liabilities.

Level 2 - Having inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices).

Level 3 - Having inputs for the asset or liability that are not based on observable data.

Investments traded on active stock exchange markets are valued at their fair value, which is determined by the quoted market bid price at the close of business at the balance sheet date. Where trading in a security is suspended, the investment is valued at the Board's estimate of its fair value.

The unquoted investment is valued by the Board at fair value using the International Private Equity and Venture Capital Valuation Guidelines.

#### **Judgments, estimates or assumptions**

#### Judgments, estimates or assumptions

The Directors have reviewed matters requiring judgments, estimates or assumptions. The preparation of the financial statements require management to make judgments, estimates or assumptions that affect the amounts reported for assets and liabilities as at the year end date and the amounts reported for revenue and expenses during the year. However, the nature of the estimate means that actual outcomes could differ from those estimates. No significant judgments, estimates or assumptions have been made in the preparation of these financial statements.

## 2. Income

	2025	2024
	£'000	£'000
<b>Income from investments</b>		
Franked investment income	3,403	3,313
<b>Other operating income</b>		
Deposit interest	120	108
<b>Total income</b>	<b>3,523</b>	<b>3,421</b>
Total income comprises:		
Dividends	3,403	3,313
Interest	120	108
	<b>3,523</b>	<b>3,421</b>
<b>Income from investments</b>		
UK	3,246	3,313
AIMtraded	157	-
	<b>3,403</b>	<b>3,313</b>

## 3. Investment Management fee

	2025	2024
	£'000	£'000
Investment management fee	723	806
Operating expenses rebate	(120)	(134)
<b>Total</b>	<b>603</b>	<b>672</b>

Following the appointment of Jupiter as Investment Manager on 3rd October 2022 a management fee is payable quarterly to the Investment Manager on the following basis:

0.60% per cent per annum on the Company's NAV up to and including £200 million.

0.50% per cent per annum on the Company's NAV in excess of £200 million.

An operating expenses cap (rebate) will be applied, in respect of each financial year by means of a balancing charge, which will reduce the management fee payable to the Investment Manager with respect to the quarter ending 31st March of the following financial year. It will apply for a period of 5 years with effect from 3rd October 2022. The operating expenses cap will not apply to the extent that the management fee would be less than 0.50% of the Company's average daily NAV during any financial year. The Manager and the Board will review the operating expenses cap at least annually to determine whether the level of the cap remains appropriate.

## 4. Other Expenses

	2025	2024
	£'000	£'000
Staff costs (note 5)	6	7
Non-executive Directors' fees	134	128
Administration fees	85	94
Auditor's remuneration		
- Audit	66	66
Secretarial services	74	58
Other	200	169
	<b>565</b>	<b>522</b>
Capital expenses	1	131
<b>Total</b>	<b>566</b>	<b>653</b>

## 5. Staff Costs and Directors' Remuneration

	2025	2024
	£'000	£'000

Social security costs	6	7
<b>Total</b>	<b>6</b>	<b>7</b>

	<b>2025</b>	<b>2024</b>
	<b>£'000</b>	<b>£'000</b>
Directors' emoluments	134	128
	<b>134</b>	<b>128</b>

## 6. Taxation

	2025			2024		
	Revenue	Capital	Total	Revenue	Capital	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Corporation tax at 25% (2024: 25%)	-	-	-	-	-	-
Profit before tax	2,355	2,391	4,746	2,227	9,575	11,802
Tax on profit at effective rate 25% (2024: 25%)	589	598	1,187	557	2,394	2,951
Factors affecting the recovery/charge for the year:						
Income not taxable	(851)	-	(851)	(828)	-	(828)
Capital items not taxable	-	(598)	(598)	-	(2,427)	(2,427)
Unutilised losses	262	-	262	271	33	304
<b>Current tax charge for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

At the year end there is a potential deferred tax asset of £2,748,314 (2024: £2,486,287) in relation to surplus management expenses of £10,993,257 (2024: £9,945,149). It is unlikely that the Company will generate sufficient taxable profits in the future to utilise these expenses and therefore no deferred tax asset has been recognised in the year. The Company has not provided for deferred tax on capital gains or losses arising on the revaluation or disposal of investments as it is exempt from tax on these items because of its status as an investment trust company.

### Factors that may affect future tax charges

The Company has not recognised any deferred tax asset arising as a result of having unutilised management expenses. These expenses will only be utilised if the tax treatment of the Company's income and capital gains changes or if the Company's investment profile changes.

## 7. Dividends

Amounts recognised as distributions to equity holders in the year:

	2025	2024
	£'000	£'000
<b>Ordinary (Paid)</b>		
Final dividend for the year ended 31st December 2024 of 32.00p per share (year ended 31st December 2023: 31.25p)	1,532	1,702
Interim dividend for the year ended 31st December 2025 of 12.25p per share (year ended 31st December 2024: 12p)	586	624
	<b>2,118</b>	<b>2,326</b>

	2025	2024
	£'000	£'000
<b>Ordinary (Proposed)</b>		
Final dividend payable for the year ended 31st December 2025 of 32.75p per share (year ended 31st December 2024: 32.00p)	1,566	1,537

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

Set out below is the total dividend paid and payable in respect of the financial year, which is the basis on which the requirements of section 1158 of the Corporation Tax Act 2010 are considered.

	2025	2024
	£'000	£'000
Revenue available for distribution by way of dividend for the year	2,355	2,227
Interim dividend for the year ended 31st December 2025 of 12.25p per share (year ended 31st December 2024: 12p)	(586)	(624)
Proposed final dividend for the year ended 31st December 2025 of 32.75p per share (year ended 31st December 2024: 32.00p)	(1,566)	(1,537)
<b>Net addition to Revenue reserve</b>	<b>203</b>	<b>66</b>

## 8. Return per Ordinary Share

	2025	2024
	£'000	£'000
Return attributable to equity shareholders		
Revenue return	2,355	2,227

Revenue return	4,746	11,802
Capital return	2,391	9,575
	4,746	11,802
	p	p
Revenue return per share	49.2	42.1
Capital return per share	49.9	181.2
	99.1	223.3

Return by share is calculated using the weighted average number of income shares in issue during the year of 4,788,055 (2024: 5,249,524).

## 9. Investments

### Analysis of the investments

The number of companies or institutions in which equities, convertibles or fixed interest securities were held was 25 (2024: 22).

	2025		2024	
	£'000	%	£'000	%
<b>Equity Groups</b>				
<b>Basic Materials</b>				
Chemicals	-	-	6,232	5.14
Industrial Metals and Mining	8,058	6.63	7,544	6.22
<b>Consumer Discretionary</b>				
Leisure Goods	106	0.09	1,397	1.15
<b>Energy</b>				
Oil, Gas and Coal	5,000	4.11	-	-
<b>Financials</b>				
Finance and Credit Services	6,835	5.63	5,666	4.67
Investment Banking and Brokerage Services	15,378	12.66	9,221	7.60
<b>Industrials</b>				
Construction and Materials	14,897	12.26	5,348	4.41
Electronic and Electrical Equipment	16,291	13.41	14,698	12.12
General Industrials	4,622	3.80	7,587	6.25
Industrial Support Services	13,193	10.86	6,729	5.55
Industrial Transportation	5,287	4.35	7,665	6.32
<b>Technology</b>				
Software and Computer Services	5,711	4.70	-	-
<b>Telecommunications</b>				
Telecommunications Equipment	5,000	4.11	-	-
<b>Utilities</b>				
Electricity	5,413	4.45	7,387	6.09
<b>AIM Traded Stocks</b>	15,689	12.91	41,780	34.45
<b>Unlisted</b>	31	0.03	31	0.03
<b>Total UK</b>	<b>121,511</b>	<b>100.00</b>	<b>121,285</b>	<b>100.00</b>

## 10. Investments held at fair value through profit or loss

	2025	2024
	£'000	£'000
Investments listed on a recognised investment exchange		
UK equity listed investments at fair value	105,791	79,474
AIM traded stocks	15,689	41,780
Unlisted stock	31	31
	121,511	121,285

	Listed	AIM traded/ Unlisted	Total	Total
	2025	2025	2025	2024
	£'000	£'000	£'000	£'000
Opening book cost	71,755	13,047	84,802	88,121
Opening unrealised appreciation	21,275	15,208	36,483	41,873
Opening valuation	93,030	28,255	121,285	129,994
Movement in the year:				
Purchases at cost	34,648	-	34,648	23,495
Sales - proceeds	(19,523)	(17,291)	(36,814)	(41,910)
Sales - realised gains on sales	10,492	11,014	21,506	15,096
Decrease/(increase) in unrealised appreciation	(12,856)	(6,258)	(19,114)	(5,390)
<b>Closing valuation</b>	<b>105,791</b>	<b>15,720</b>	<b>121,511</b>	<b>121,285</b>

Closing book cost	97,372	6,770	104,142	84,802
Closing unrealised appreciation	8,419	8,950	17,369	36,483
	105,791	15,720	121,511	121,285
Realised gains on sales	10,492	11,014	21,506	15,096
Decrease in unrealised appreciation	(12,856)	(6,258)	(19,114)	(5,390)
<b>Gains on investments</b>	<b>(2,364)</b>	<b>4,756</b>	<b>2,392</b>	<b>9,706</b>

The Company received £36,814,000 (2024: £41,910,000) from investments sold in the year. The book cost of these investments when they were purchased was £15,308,000 (2024: £15,05,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of investment.

With the exception of the delisted stock which is a Level 3 asset, the Company's investments are Level 1 assets under the definition of IFRS 7 and comprise equity listed and AIM traded investments classified as held at fair value through profit or loss.

During the year transaction costs of £172,477 were incurred on the acquisition of investments (2024: £75,583). Costs relating to disposals of investments during the year amounted to £35,499 (2024: £19,154). All transaction costs have been included within the capital column of the Income Statement.

#### 11. Significant Interests in Investee Companies

The Company has a holding of 3% or more that is material in the context of the financial statements in the following investments as at 31st December 2025:

Name	% holding
Elecosoft	4.8
Macfarlane Group	4.1

#### 12. Other Receivables

	2025 £'000	2024 £'000
Amounts due from brokers	-	2
Prepayments and accrued income	442	455
	442	457

#### 13. Cash and cash equivalents

	2025 £'000	2024 £'000
Cash at bank	1,009	1,893
Cash equivalent	1,800	-
	2,809	1,893

#### 14. Other payables

	2025 £'000	2024 £'000
Accruals	287	304
Outstanding share buybacks	-	184
	287	488

#### 15. Share Capital

	2025 £'000	2024 £'000
<b>Allotted, Called Up and Fully Paid</b>		
4,780,643 Ordinary shares of 25p each (2024: 4,841,803)	1,195	1,210

	Number of Ordinary shares 2025
Balance at beginning of year	4,841,803
Ordinary shares bought back and cancelled	(61,160)
	4,780,643

## 16. Reserves

	2025			
	Capital redemption reserve	Capital reserve	Revaluation reserve	Revenue reserve
	£'000*	£'000	£'000	£'000
Beginning of year	1,045	81,693	36,483	2,716
Ordinary shares bought back and cancelled	15	(1,300)	-	-
Decrease in unrealised appreciation	-	-	(19,114)	-
Net gains on realisation of investments	-	21,519	-	-
Expenses	-	(14)	-	-
Profit for year	-	-	-	2,355
Dividends	-	-	-	(2,118)
<b>End of year</b>	<b>1,060</b>	<b>101,898</b>	<b>17,369</b>	<b>2,953</b>

  

	2024			
	Capital redemption reserve	Capital reserve	Revaluation reserve	Revenue reserve
	£'000*	£'000	£'000	£'000
Beginning of year	850	84,416	41,873	2,815
Ordinary shares bought back and cancelled	195	(17,688)	-	-
Decrease in unrealised appreciation	-	-	(5,390)	-
Net gains on realisation of investments	-	15,096	-	-
Expenses	-	(131)	-	-
Profit for year	-	-	-	2,227
Dividends	-	-	-	(2,326)
<b>End of year</b>	<b>1,045</b>	<b>81,693</b>	<b>36,483</b>	<b>2,716</b>

\*The nominal value of Ordinary share capital purchased and cancelled is transferred out of called-up share capital and into the capital redemption reserve. Capital redemption reserve is not available for the payments of dividends.

The capital reserve represents realised profits and losses arising on the disposal of investments. The revaluation reserve represents unrealised profits and losses arising on the revaluation of investments held. The revenue reserve represents accumulated revenue less the distributions paid. Both the capital reserve and revenue reserve together represent the total distributable reserves at the year end.

## 17. Net Asset Value per share

The net asset value per Ordinary share calculated in accordance with the Articles of Association was as follows:

	Net asset value per Ordinary share attributable		Net asset value attributable	
	2025	2024	2025	2024
	p	p	£'000	£'000
Ordinary shares	2603.7	2543.4	124,475	123,147

The movements during the year attributable to each class of share were as follows:

	Ordinary shares 2025 £'000	Ordinary shares 2024 £'000
Total net assets at beginning of year	123,147	131,359
Shares bought back and cancelled	(1,300)	(17,688)
Total recognised gains for the year	2,391	9,575
Transfer to reserves	237	(99)
<b>Total net assets attributable at end of year</b>	<b>124,475</b>	<b>123,147</b>
<b>Number of shares in issue</b>	<b>4,780,643</b>	<b>4,841,803</b>

Subject to the provisions of the Companies Act 2006 the Company may repurchase its own shares and then cancel them, reducing the freely traded shares ranking for dividends and enhancing returns and earnings per Ordinary Share to the remaining Shareholders. When the Company repurchases its shares, it does so at a total cost below the prevailing NAV per share.

The estimated percentage added to the NAV per share as a result of buybacks of 0.2% (2024: 1.8%) is derived from the repurchase of shares in the market at a discount to the prevailing NAV at the point of repurchase. The shares were bought back at a weighted average discount of 19.5% (2024: 11.4%).

Weighted average discount of buybacks	13.3%	11.4%	a
Percentage of shares bought back	1.3%	13.9%	b
NAV accretion from buyback	0.2%	1.8%	(a*b)/(100-b)

## 18. Related Party Transactions

Fees payable during the year to the Directors and their interests in shares of the Company are considered to be related party transactions. Details are disclosed within the Directors' Remuneration Report on pages 35 to 38 of the Annual Report and Accounts. The balance of fees due to Directors at the year end was £nil (2024: £nil).

The Company has an agreement with Jupiter Unit Trust Managers Limited for the provision of Investment Management services. Details of fees earned during the year and balances outstanding at the year end are disclosed in note 3.

## 19. Financial assets and liabilities

The Company's financial assets and liabilities comprise securities, cash balances and debtors and creditors that arise from its operations, for example, in respect of sales and purchases awaiting settlement and debtors for accrued income.

The investment policy and objectives of the Company are stated on page 2 of the Annual Report and Accounts.

As an investment trust, the Company invests in securities for the long term. Accordingly it is and has been throughout the year under review, the Company's policy that no short term trading in investments or other financial instruments should be undertaken.

The main risks arising from the Company's financial instruments are market price risk, liquidity risk and credit risk. The Board's policy for managing these risks is summarised below. These policies have remained unchanged since the beginning of the year to which these financial statements relate.

### Market price risk

Market price risk arises from uncertainty about future prices of financial instruments held. It represents the potential loss the Company might suffer through holding market positions in the face of price movements. Market Risk comprises other price risk and interest rate risk.

### Other price risk

The Board meets at least quarterly to consider the asset allocation of the portfolio in order to minimise the risk associated with industry sectors. The Investment Manager has responsibility for monitoring the existing portfolio selected in accordance with the Company's investment objectives and seeks to ensure that individual stocks meet an acceptable risk-reward profile.

Company's exposure to changes in market prices as at 31st December 2025 on its quoted equity investments was £121,480,000 (2024: £121,254,000).

If the price of the investments held increased or decreased by 10%, with all other variables held constant, the net assets attributable to Shareholders would increase or decrease by approximately £1,215,100 (2024: £1,212,500).

### Interest rate risk

The Company has limited exposure to Interest Rate risk on the underlying investments held. The only exposure to interest rate risk is from cash and cash equivalents of £2,809,000 (2024: £1,893,000).

If the value of the Sterling Overnight Index Average (SONIA) increased or decreased by 10%, with all other variables held constant, then the net assets attributable to Shareholders would increase or decrease by approximately £280,900 (2024: £189,300).

### Liquidity risk

Liquidity risk is not considered significant. All liabilities are payable within three months. The company's assets comprise mainly readily realisable securities which can be sold to meet funding requirements if necessary. The Company currently holds one unquoted security, Dyson, which is not quoted on the London Stock Exchange or AIM.

### Credit risk

Credit risk is the failure of the counterparty to a transaction to discharge its obligations which could result in the Company suffering a loss. At the year end the Company's maximum exposure to credit risk was as follows:

	2025	2024
	£'000	£'000
Receivables	442	457
Cash and cash equivalents	2,809	1,893
	<b>3,251</b>	<b>2,350</b>

The risk is managed by dealing only with brokers and banks which have satisfactory credit ratings and are approved by the Audit, Risk and Compliance Committee.

### Financial assets and liabilities

Financial assets and liabilities are either measured at fair value or at amortised cost, which is a reasonable approximation of fair value.

## Valuation of financial instruments

IFRS 13 requires the Company to classify fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The valuation techniques used by the Company are explained in the accounting policies note 1h Investments.

The fair value hierarchy has the following levels:

Level 1 - Unadjusted prices quoted in active markets for identical assets and liabilities.

Level 2 - Having inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly

(ie derived from prices).

Level 3 - Having inputs for the asset or liability that are not based on observable data.

31st December 2025	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Financial assets at fair value through profit or loss</b>				
UK Equity Listed	105,791	-	-	105,791
AIM traded stocks	15,689	-	-	15,689
Unlisted stock	-	-	31	31
<b>Net fair value</b>	<b>121,480</b>	<b>-</b>	<b>31</b>	<b>121,511</b>

31st December 2024	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
<b>Financial assets at fair value through profit or loss</b>				
UK Equity Listed	79,474	-	-	79,474
AIM traded stocks	41,780	-	-	41,780
Unlisted stock	-	-	31	31
<b>Net fair value</b>	<b>121,254</b>	<b>-</b>	<b>31</b>	<b>121,285</b>

There were no transfers between Level 1 and Level 2 during the period.

The fair value of the Company's investment in Dyson which is classified above as Level 3, is determined using the outsourced provider S&P Global with their valuation techniques and price assessed and agreed by the governance process in place by the Unlisted Assets Valuation Committee of the Investment Manager and ratified by the Board.

## 20. Capital Management Policies and Procedures

The Company's capital comprises the equity share capital, share premium and reserves as shown in the Statement of Financial Position.

The Board, with the assistance of the Investment Manager, monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- The need to buy back Ordinary shares, either for cancellation or to hold in treasury, which takes account of the difference between the net asset value per share and the share price (i.e. the level of share price discount or premium); and
- The extent to which revenue in excess of that which is required to be distributed should be retained. During the period, the Company complied with the externally imposed capital requirements:
- As a public company, the Company has a minimum share capital of £50,000; and
- In order to be able to pay dividends out of profits available for distribution, the Company has to be able to meet one of the two capital restriction tests imposed on investment companies by Company law.

## 21. Post Balance Sheet Events

There are no post balance sheet events to report.

A copy of the Company's Annual Report for the year ended 31st December 2025 will shortly be available to view and download from the Company's website [www.jupiteram.com/uk/en/individual/rights-and-issues-investment-trust-plc](http://www.jupiteram.com/uk/en/individual/rights-and-issues-investment-trust-plc).

Printed copies of the Annual Report will be sent to those shareholders electing to receive hard copies shortly. Additional copies may be obtained from the Company Secretary - Apex Fund Administration Services (UK) Limited, Hamilton Centre, Rodney Way, Chelmsford, Essex CM1 3BY.

The Annual General Meeting of the Company will be held in the **Zig Zag Building, 70 Victoria Street, London SW1E 6SQ** on 26th March 2026, at 12 noon.

<END>

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