

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED IN IT ARE NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO, THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA), AUSTRALIA, CANADA, JAPAN, NEW ZEALAND, THE REPUBLIC OF SOUTH AFRICA, IN ANY MEMBER STATE OF THE EEA OR IN ANY OTHER JURISDICTION IN WHICH THE SAME WOULD BE UNLAWFUL.**

**THIS ANNOUNCEMENT IS NOT AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO ACQUIRE, SECURITIES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION IN WHICH THE SAME WOULD BE UNLAWFUL. NEITHER THIS ANNOUNCEMENT NOR ANY PART OF IT SHALL FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH OR ACT AS AN INDUCEMENT TO ENTER INTO ANY CONTRACT OR COMMITMENT WHATSOEVER.**

24 February 2026

**The Investment Company plc**

(the "Company")

**Proposals for the future of the Company**

Further to the announcement on 2 December 2025 outlining that the board of the Company (the "Board") was considering options for the Company's future, the Board is pleased to announce that heads of terms have been agreed in relation to proposals regarding the appointment of a new portfolio manager, the adoption of a new investment policy, a tender offer to existing shareholders (the "Tender Offer") and the recapitalisation of the Company (the "Capital Raise") through the issue and sale of ordinary shares in the capital of the Company (the "Shares") (together the "Proposals").

*Background*

The Company's current investment manager, Chelverton Asset Management Ltd ("CAM") has indicated to the Board that its preference would be to step down as investment manager to the Company, subject to the Company agreeing that it would be willing to terminate the existing investment management agreement entered into between the Company and CAM in July 2023 (the "IMA"). Following constructive discussions between CAM and the Board, the Board decided to explore options for the Company's future, including the potential appointment of a new investment manager to replace CAM, the potential for a combination of the Company with another listed investment trust and the potential winding-up of the Company.

The Board was pleased that a number of parties expressed interest in acting as investment manager to the Company going forward, with a variety of potential new strategies presented, including a proposal from Dowgate Wealth Limited ("Dowgate"). The proposition put forward by Dowgate was particularly compelling and aligned with the Board's view for the future strategic direction of the Company. The Board is pleased that CAM is supportive of the Proposals which are set out in more detail below, and which will be subject to various approvals and conditions, including shareholder approval and certain regulatory approvals.

*New portfolio manager*

Pursuant to the Proposals, the Company intends to appoint Dowgate as its portfolio manager in place of CAM, with the existing IMA terminating simultaneously upon the appointment of Dowgate. Dowgate's appointment will be conditional upon the Proposals being implemented, including the adoption of a new investment objective and policy which is summarised below.

Dowgate is a dynamic, owner-managed boutique wealth and fund manager with £2 billion of assets under management. It acts as investment manager to two funds - including one closed-ended vehicle, Onward Opportunities Limited - and has a track record for taking on and scaling mandates. Dowgate currently acts as manager of inflation-protection strategies for private clients, high net worth individuals, charities and trusts. If appointed, the Company's portfolio management is expected to be led by Jeremy McKeown, Market Strategist at Dowgate, who will be supported by the broader Dowgate investment team.

*Investment policy*

As part of the Proposals, the Company will, subject to Financial Conduct Authority and shareholder approvals, introduce a new investment objective and policy which will seek to protect and grow the real purchasing power of shareholders' capital over the long-term through investing in a diversified portfolio of assets that possess inherent scarcity, enduring economic relevance and resilience to monetary debasement.

Dowgate will seek to achieve this through investing in a multi-asset portfolio across distinct, scarcity-based pillars including: (i) foundational reserves; (ii) strategic equity participations consisting of a core concentrated portfolio of

scarce equities which are resistant to technological disruption; and (iii) inflation-protected instruments, which will serve as a cash alternative for the Company, and whose purpose will be specifically designed to protect investors' purchasing power.

The Dowgate team believe that the traditional 60:40 portfolio no longer serves as an effective investment strategy and the mandate proposed would provide the Company with an investment approach that is better-suited to the future. Full details of the proposed new investment objective and policy will be published in due course alongside further details of the Proposals.

#### *Capital Raise*

Under the Proposals, the Company intends to raise new capital. It is proposed that the Capital Raise will be undertaken by way of a placing, offer for subscription and/or through a matched bargain facility established in connection with the Tender Offer.

#### *The Tender Offer*

Subject to the Proposals being successfully implemented, existing shareholders in the Company are expected to be offered the option of a cash exit for up to 100 per cent. of their Shares at a five per cent. discount to the prevailing net asset value of the Company. The Directors (save for David Horner) have confirmed that they will not tender their shares in the Tender Offer.

#### *Conditions and approvals*

The implementation of the Proposals is subject a number of shareholder approvals, regulatory approvals and court approvals, as well as enough capital being raised to ensure that the Company has sufficient scale following completion of the Proposals.

A circular providing further details of the Proposals and convening a general meeting to seek the necessary shareholder approvals will be published by the Company as soon as practicable. It is anticipated that the process to implement the Proposals will complete in the second quarter of this year.

The various elements of the Proposals are inter-conditional such that, unless the Proposals as a whole are successfully implemented, then no single element of the Proposals will proceed on a standalone basis. As such, there can be no guarantee that the Proposals will be successfully implemented, in whole or in part.

#### **Ian Dighe, Chairman of The Investment Company plc commented:**

*"I am delighted that we have reached a preliminary agreement in relation to a plan for the Company's future. With a heritage dating back to 1868, making the Company one of the oldest investment trusts on the London Stock Exchange, we, as a Board, are keen to secure an appropriate future for the Company with a mandate which is designed to protect and grow the real purchasing power of shareholders' capital over the long-term. The Board believes that the Proposals on which we have reached preliminary agreement with Dowgate achieve this, offering shareholders the opportunity to continue their investment in the Company, in what we believe will be an exciting new strategy, or to exit should they so wish.*

*"The Board is grateful to CAM for supporting the Board in reaching agreement on the Proposals. We look forward to announcing further details in due course and, with the support of our shareholders, securing an exciting future for the Company."*

#### **Ben McKeown, Investment Director, Dowgate Wealth said:**

*"It is a privilege to propose a new future for The Investment Company plc, a cornerstone of the UK's investment trust sector. Since 1868, the Company has navigated every major financial cycle; our objective is to ensure it thrives in the next one by modernising its strategic engine for a new era.*

*At Dowgate Wealth, we have built a culture defined by entrepreneurialism, high-conviction and long-term thinking. Our proposal for The Investment Company is the logical evolution of our platform. Having successfully launched the fast-growing Onward Opportunities Ltd in 2023, one of the UK's newest investment companies while also managing the deep-value SVS Dowgate Cape Wrath Focus Fund, we are uniquely positioned to bridge tradition with modern agility. Our strategy will revitalise one of the market's most historic vehicles, capitalising on the distinct structural opportunities emerging in today's global economy."*

#### **For further information, please contact:**

**The Investment Company PLC**  
Ian Dighé, Chairman

Tel: +44 (0) 20 3934 6632

#### **Shore Capital**

Tel: +44 (0) 20 7601 6128

Gillian Martin / Anita Ghanekar / Matthew Walton (Corporate Advisory)

Henry Willcocks / Fiona Conroy (Corporate Broking)

#### **Dowgate Wealth**

Tel: +44 (0) 77 33 032 695 / +44  
(0)204 529 0549

Charlie Barker / Nick Jackman

Dowgate@houston.co.uk

**This announcement contains inside information for the purposes of Article 7 of Regulation (EU) No 596/2014, as it forms part of UK domestic law ("MAR"). Upon publication of this announcement, the inside information is now considered to be in the public domain for the purposes of MAR. The person responsible for arranging the release of this announcement on behalf of the Company is Tim Metcalfe, Director.**

LEI: 2138004PBWN5WM2XST62

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

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

END

STRDBGDDLGGDGLX