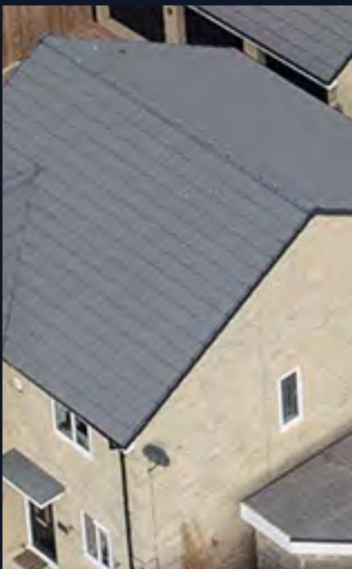




# Annual Report 2023





# CONTENTS

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## Strategic Review

- 4. Chairman's Statement
- 8. Investment Adviser's Report
- 12. Strategic Report
- 20. Board of Directors
- 22. Directors' Report
- 27. Statement of Corporate Governance
- 30. Report of the Audit Committee
- 33. Directors' Remuneration Report
- 36. Management Report and Directors' Responsibility Statement
- 37. Independent Auditor's Report
- 44. Income Statement
- 45. Statement of Financial Position
- 46. Statement of Changes in Equity
- 47. Cash Flow Statement
- 48. Notes to the Financial Statements

## General Information

- 64. Notice of Annual General Meeting
- 71. Shareholder Information
- 72. Glossary
- 74. Corporate Information

# CHAIRMAN'S STATEMENT

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JOHN NEWLANDS, CHAIRMAN

## HIGHLIGHTS

- Net Asset Value total return of 1.4% (November 2022: 2.3%)
- Continued reduction in the Company's risk profile as the collective LTV reduced to 65.1% from c.67% a year earlier
- Decrease in earnings per share from 3.7p to 2.5p
- £1.1m distributed to shareholders during the year
- Re-pricing of loan book in line with higher interest rates created a c.9% year-on-year increase in average rates charged
- Total dividends of 4 pence per share paid or payable for the year
- Share buybacks during the year enhanced the NAV per share for remaining shareholders by 0.3%
- Loan facility with Shawbrook Bank Limited renewed to May 2025

## INTRODUCTION

I am pleased to present the Company's results for the year ended 30 November 2023, during which the Company entered its seventh year of trading.

Once again the economic backdrop, especially with regard to real estate-linked investment, has been

hallmarked by increases in interest rates, together with high but generally easing inflation figures as 2023 progressed.

UK base rates rose from 3% at the start of our financial year in December 2022 to 5.25% by August 2023. This figure was a little higher than the Office of Budgetary Responsibility's predicted 2023 peak of 4.8% which we reported last year. However, no further rate rises occurred during the remainder of the year and into early 2024.

A combination of soaring energy prices, supply chain disruptions caused by global geopolitical events, not least Russia's invasion of Ukraine, triggered price rises that reached a 41-year high of 11.1% in October 2022. Underlying pressures gradually eased over the following twelve months such that inflation had fallen to 4.6% by the beginning of November 2023.

Turning to property prices, the latest ONS figures show that the average house price was £6,000 cheaper in November 2023 than a year earlier, a trend generally attributed to a combination of high mortgage rates, cost of living increases and low market confidence.

Prospects have undoubtedly improved as borrowing rates have come down and cost price inflation has eased. Our Investment Adviser has prudently adopted Zoopla's prediction of a 2% fall in house prices across our regions, while reporting improved confidence of stability within cost budgets and a further improvement in the availability of labour and sub-contractors, with the potential to shorten build programmes.

## OBJECTIVE; MANAGERIAL ARRANGEMENTS; COMPANY NAME

The Company seeks to achieve its investment objective primarily through a diversified portfolio of fixed rate loans predominantly secured over land and/or property in the UK and managed by its Investment Adviser, Tier One Capital Ltd ('TOC'). The Investment Adviser's Report may be found on pages 8 to 11.

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The change of the Company's name to Develop North PLC, as reported last year, has had a positive impact since its implementation on 6 May 2022.

The name not only has the benefit of brevity but gives an immediate insight into the Company's ambitions and regionally focused investment objective. The Company's upgraded web site, [www.developnorth.co.uk](http://www.developnorth.co.uk), has had a similarly beneficial effect while being readily accessed via a simple internet search using the Company's name.

### PERFORMANCE; NET ASSET VALUE

The Company's net asset value ('NAV') fell to 78.9 pence per share as at 30 November 2023, having been 81.8 pence per share twelve months earlier. Taking into account dividends paid or declared for the period, this equates to a net asset value total return for the financial year of approximately +1.4% and after a modest increase in the impairment charge, reflecting the Investment Adviser's expectations for the UK economy in the year ahead.

This figure may be placed into context by comparison with the total return figures over the same period of the Association of Investment Companies' (AIC) 'Property-Debt' sector, of which the Company is a component member, of +4.5% and of the AIC's 'Debt-Loans' sector of +9.9% (Source: AIC).

The total value of the Company's portfolio now stands at £19.5 million.

### REVENUE AND DIVIDENDS

The Company has adhered to the dividend policy established in 2021, namely to pay dividends at a rate of 1 penny per share per quarter, equivalent to 4 pence per share per year in aggregate.

For the year to 30 November 2023, revenue decreased to 2.5 pence per share (November 2022: 3.7 pence).

The fall in revenue per share is a result of an increase in impairments this year linked to legacy projects, which are substantially concluded.

The Board has declared and paid three quarterly interim dividends of 1.0 pence per share for the year ended 30 November 2023 and I am pleased to report that a fourth interim dividend of 1.0 pence per share has been declared. This dividend will be paid on 28 March 2024 to shareholders on the register at the close of business on 8 March 2024 (ex-dividend date 7 March 2024).

### SHARE BUYBACKS

In November 2023 the Company announced the introduction of a share buyback programme to repurchase an initial figure of up to £500,000 of its Ordinary shares. The programme's objective is to reduce the discount to net asset value at which the shares may be trading.

As at 30 November 2023 the Company had repurchased 689,838 Ordinary shares at an average discount to NAV of 10%.

### GEARING

Loan facilities during the year consisted of a £6.5 million credit facility with Shawbrook Bank Limited. There were no funds drawn under the loan facility at 30 November 2023. £1.5m has been drawn down since the year end.

The Shawbrook loan facility was renewed to May 2025, thereby providing adequate liquidity for the Investment Adviser to take advantage of lending opportunities as they arise.

### INVESTMENT PORTFOLIO; NEW INVESTMENTS; PROJECT IMPAIRMENTS

The total value of the Company's portfolio now stands at £19.5m, from 17 projects, a decrease of £5.0m since last year. The quality of the underlying loan book continues to improve with the Loan to Value moving from 66.8% at 30 November 2022 to 65.1% at year end.

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**New Investments** The Company agreed four new loans during the year, including a £2.2 million, 30-month facility to fund the construction of a new warehouse in Darlington, Durham; a £1.1 million, 18-month facility to refurbish a hotel and wedding venue in North Yorkshire and two residential developments for a combined £2.4 million in Aberdeenshire, Scotland.

The change in interest rate environment is also being reflected in the net rates of interest on new and refinanced projects. This will help to mitigate the higher interest and higher inflation that the Company is facing.

**Exits** There were three portfolio exits, bringing total exits to eighteen since inception. In addition, partial redemptions occurred for three other projects in the portfolio.

**Impairments** As required under the stringent requirements of accountancy standard IFRS 9, the Company has reflected the more uncertain economic conditions resulting in an increased general provision at year end.

All loans are written balancing risk and return, whereby contingencies are put in place, typically in the form of capital/equity in the projects subordinate to the Company's loan. This arrangement protects the Company in the event that the underlying properties being supported do not realise the full expected value and/or that the return of capital could be delayed by sales taking longer than anticipated. The Board and the Investment Adviser believe that this substantially mitigates the risks associated with the downturn.

The Investment Adviser's Report on pages 8 to 11 provides further detail on performance and the activity within the loan portfolio. This includes information on deployment of capital, progress on projects undertaken as well as any profit share received, impairments and uplifts on loans and loan redemptions.

## LONG TERM PERFORMANCE

The Company was incorporated in 2016, and as is set out in the Investment Advisor's Report included in this Annual Report, it has reinvested its entire capital base more than twice, supporting SME developers and similar entrepreneurs predominantly in the North of England and Scotland.

The strategy adopted shortly after incorporation has been applied consistently and has proven successful. A deep understanding of the local market, of the individual sites that our lending supports, and of the borrowers themselves, coupled with financial and credit disciplines has meant that loans issued since 2018 (22 loans and over £41 million) have produced an IRR to date of 9.6%, with a loss of capital of only 0.5%. Given the conservative Loan to Value and the protection this security over the underlying property affords, this is a very acceptable outcome, particularly in the very low interest rate environment that has prevailed through most of this period. I believe this compares favourably with comparative alternative lenders and highlights the differentiators inherent in localised lending. I also note the not inconsiderable support that this lending has provided to the local economies in the areas the loans have been made, making a significant social impact in regional communities.

When the Company was incorporated in 2016, it took onto its balance sheet loans to ten existing projects, and made four additional loans in the first year of trading. Several of these loans resulted in a capital loss, and not all were able to service their interest, leading to historic impairments. The substantial majority of these loans have now been concluded, and as such the Board and the Investment Adviser are confident that the level of impairment that has been necessary historically will not recur.

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## BOARD OF DIRECTORS

In accordance with the requirements of the UK Corporate Governance Code all Directors will stand for re-appointment at the AGM.

## ANNUAL GENERAL MEETING

The Company's AGM will be held at The Grey Street Hotel, 2-12 Grey Street, Newcastle on Thursday, 25 April 2024 at 12 noon. Visitors are requested to arrive at the hotel reception no later than 11:50 a.m.

The Board strongly encourages all shareholders to exercise their votes in respect of the meeting in advance, by completing and returning their proxy forms to the Company's registrar. This will ensure that the votes are registered.

In addition, shareholders are encouraged to raise any questions in advance of the AGM with the Company Secretary via email to [cosec@MaitlandGroup.com](mailto:cosec@MaitlandGroup.com) or by post to the Company Secretary at the address set out on page 74 of this report.

Any questions received will be replied to by the Company after the AGM.

## OUTLOOK

Notwithstanding one major political event looking increasingly likely at some stage during 2024 – namely, a general election - a degree of market confidence and property transaction volumes is expected in 2024 as interest rates ease and affordability improves.

As well as inflation continuing a generally downward trend, financial markets are pricing in cuts to the base rate during 2024. Looking forward, the Bank of England now expects to see a further slowing down in headline inflation to a likely 3.1% in the final quarter of 2024 before returning to normalised levels of around 2% in 2025. Economic growth is expected to remain weak, on the other hand, with unemployment rising and frozen tax thresholds limiting any increase, in real terms, in take home earnings.

With the return of both interest rate and construction cost stability, our Investment Adviser has adopted a more positive outlook for 2024, citing relative confidence in property as an asset class, a continuing shortage in housing and an increasing ability to compete in debt markets. Key risks remain,

nevertheless, and a contraction in asset values cannot be discounted, though any downturn is expected to be shallow.

We are transitioning to the higher interest rate world, and recent lending reflects this in the rates at which we are now lending. While the outlook for business is challenging, I am confident the Company has placed itself in a good position for the current year and beyond.

The property markets where the Company lends, while not immune to wider economic trends, have not suffered the turbulence experienced in other parts of the UK (in particular the South East). As such, the affordability of home prices has been less stretched and there has consequently been only a modest correction in prices in response to the changing interest rate regime.

Moreover, I believe the lending disciplines which the Investment Advisor has in place will continue to provide protection to our loan portfolio; the relationships with developers, the maintenance of prudent Loan to Value ratios and the knowledge of each site and developments to which we lend. In short, Develop North will press ahead with identifying and investing in real estate projects of the highest quality, continuing to enhance the Company's portfolio and strengthen its reputation in the market. This should lead to the creation of shareholder value that is sustainable in the longer term, while also providing a positive social impact to the communities within which many of us live and work.

**JOHN NEWLANDS, CHAIRMAN**

25 MARCH 2024

# INVESTMENT ADVISER'S REPORT



## INVESTMENT ADVISER'S REPORT: REVIEW OF THE 12 MONTHS TO 30 NOVEMBER 2023

### Investment Adviser's Highlights:

- Exits of three portfolio projects, bringing the number of exits since inception to eighteen
- NAV Total Return of 1.4% for the year to 30 November 2023 and an annualised dividend yield of 4.7%, resulting in £1.1m of income distributed to shareholders
- £3.4m deployed into 6 projects
- Loan to Value ('LTV') has decreased to 65.1% from 66.8%, delivering on our strategy to build risk resilience and improve the credit quality of our loan book
- 71.2% of funds deployed in North East England reflecting the Company's ongoing commitment to focus operations on our chosen regional markets.

This Annual Report covers the sixth full year of performance and seventh audit review of the Company since its listing in January 2017.

The Company's primary purpose is to provide debt finance to the property sector. The Company also benefits from a small number of equity positions attained at nil cost in six of the borrowing entities which it supports. In addition, the Company benefits from exit fees on redemption of other projects that additionally contribute to the Senior & Profit lending type.

### Progress on the Company's Strategic Objectives:

- Weighted Average interest generated was 8.2% - up from 7.56% in the prior year
- Size of investment portfolio year-on-year decreased due to three successful exits
- Prudent cost control saw overheads maintained at £0.5m

- Portfolio Loan to Value ('LTV') improved at 65.1%
- Further progress in managing non-performing assets and improvement in loan book quality, including £0.36m repaid by legacy projects.
- Fund liquidity further improved, enabling the commencement of the first Company share buyback exercise in November 2023.

### The Economic Backdrop and Outlook:

The year had seen continued strategic risk challenges presented in both significant inflation and increased borrowing rates. Average inflation in the year was 6.7%, albeit down from 10.7% in the previous 12 months. UK base rates saw six consecutive increases from 3% to 5.25%. Notwithstanding those challenges, the UK economy avoided falling into the recession predicted at the start of the year. Looking forward, the Bank of England ('BoE') expects to see a slowing down in headline inflation from 4.6% at 30 November 2023 to a likely 3.1% in the final quarter of 2024 before returning to normalised levels of around 2% in 2025. Markets are predicting that inflationary control will calm interest rate movements and see some relief built in to lower the base rate to 4.25% by the end of 2024, although the BoE themselves are more pessimistic at 5.1%.

The end of 2022 saw house prices come off a peak, coupled with lower supply of new builds as volume housebuilders reduced the number of new site starts. A slower market was seen across the North East and Scotland in 2023, partly driven by increased mortgage costs relative to wage growth. Looking forward, we have adopted Zoopla's prediction of a 2% fall in house prices across our regions; however, we are encouraged by recent pay settlements above inflation to bring some confidence back to mortgage affordability.



This financial year also saw an easing to both build cost inflation and labour rates. Building Cost Information Service Construction Data ('BCIS') material price increases peaked at 18% in 2022 before dropping to zero for the 12 months to September 2023 and forecasting 2% in 2024. That stability was coupled with a 6% contraction in new work output in 2023 and a further 1% fall forecast in 2024. These factors combined, this then gives some confidence of stability within cost budgets and a further improvement in the availability of labour and sub-contractors to aid the shortening of build programmes.

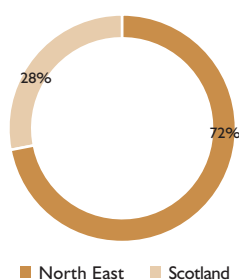
With the return of both interest rate and construction cost stability we have adopted a more positive outlook for 2024. Key risks remain and a contraction in asset values cannot be discounted, although we anticipate any downturn to be shallow.

The increased rate environment saw us set higher targets for Investment Rate of Return ('IRR') on projects.

## Deployment

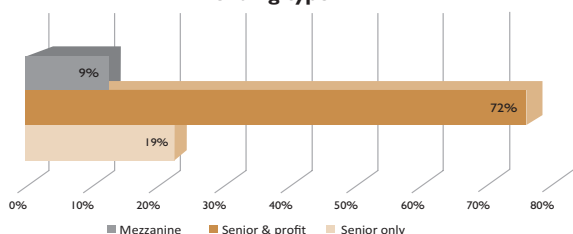
The Company's portfolio can be broken down as follows:

### Deployment by Region



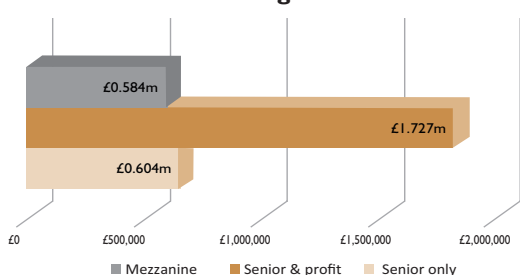
■ North East ■ Scotland

### Lending type



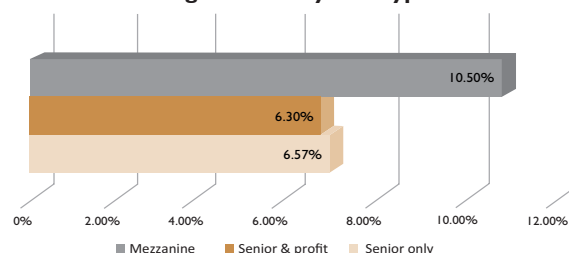
■ Mezzanine ■ Senior & profit ■ Senior only

### Average loan size



■ Mezzanine ■ Senior & profit ■ Senior only

### Average returns by loan type



■ Mezzanine ■ Senior & profit ■ Senior only

Despite the ongoing uncertainties, we are pleased to report an active year for new transactions and deployments to existing projects, together with full and partial exits:

- Croft, North Yorkshire - £1.1m 18-month facility
- Aberdeen, Scotland - £1.7m 24-month facility
- Aberdeen, Scotland - £0.8m 10-month facility
- Darlington, North East England - £2.2m 30-month facility

During the year a total of £3.4m was deployed into six projects, including the four new projects mentioned above.

At the year-end, fund deployment totalled £19.5m. The quality of the underlying loan book continues to improve with the Loan to Value moving from 66.8% at 30 November 2022 to 65.1% at 30 November 2023

## Portfolio Exits

Three loans were repaid during the year, bringing the number of exits in the portfolio to eighteen since inception.

## Partial Redemptions Update

During the year there were £8.6m of partial redemptions across six of the portfolio projects, including the three exits in the year

## Impairments

In accordance with IFRS 9, the Company recognises the gross interest receivable on all its loans, and then recognises an impairment charge if that interest is not paid by the borrower and there is not a clear expectation that this can be recovered subsequently. During the year, there were two projects unable to meet their interest requirements in full.

Continued

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IFRS 9 also requires the Company to consider various credit loss scenarios and assign a risk weighting to these. This calculation generates a provision which is taken as a general impairment for the year. In this period the Company has increased the provision to £146,000 from the £114,000 that was in place at 30 November 2022. This provision is based on forward looking scenarios to withstand market-related shocks reflecting current economic uncertainties

### **Gearing**

In May 2023, the Company renewed its committed revolving credit facility with Shawbrook Bank for a further two years. As previously, the key driver was headroom and liquidity and its renewal demonstrates the support that the Company has from its lender, and the growing confidence in future deployment given the current strength of pipeline

### **PROFIT SHARE PROJECTS**

There are currently four Profit Share projects in the portfolio (November 2022: six) reflecting further progress in our strategic aim to simplify and focus on debt-only products.

### **BUYBACK PROGRAMME**

In November 2023, the Company announced the commencement of a share buyback programme. The Company repurchased 689,838 Ordinary shares in November 2023. A further 566,369 Ordinary shares were repurchased in December 2023. The shares are held in treasury.

### **OUTLOOK**

#### **Residential**

As at 30 November 2023, 73.9% of deployed funds were invested across twelve projects with a residential focus with a further £1.6m committed to live projects.

This represented a 20.4% decrease over 2022 and formed part of our response to the pressures across the Residential sector in 2023.

#### **Commercial**

As at 30 November 2023, 24.6% of deployed funds were invested across five projects with a commercial focus.

#### **PIPELINE**

There is currently £5.2m at various stages of due diligence across two commercial projects in the North East, one of which was completed post financial year end.

#### **PERFORMANCE SINCE 2018**

Ten projects were brought into the portfolio on listing, with a further four projects supported in the first year of trading. Of these fourteen projects, six had capital write-offs of circa £4m.

Since 1 June 2018, the Company has provided loans totalling £40m across twenty new projects. These projects have generated an average IRR of 9.6% with only 0.5% of capital write-offs which have been more than covered by associated exit and plot fees. These projects have also been lower risk projects with LTVs lower than the legacy projects.

The quality and experience of each management team that we are in discussions with will continue to enhance the Company's portfolio and strengthen its reputation in the market. This should lead to the creation of shareholder value that is sustainable in the longer term.

With input cost stability predicted to emerge, relative confidence in property as an asset class, a continuing shortage in housing and an increasing ability to compete in debt markets, we are looking forward to growing fund deployment post the year end.

**IAN McELROY,**  
TIER ONE CAPITAL LTD

25 MARCH 2024



#### THE INVESTMENT PORTFOLIO AS AT 30 NOVEMBER 2023

Sector	% of Portfolio	LTV* (Nov 23)	Loan Value (Nov 23) £'000s	LTV* (Nov 22)	Loan Value (Nov 22) £'000s
Residential	69.8%	62.1%	14,221	69.0%	17,111
Commercial	24.5%	73.6%	5,005	61.9%	7,508
Cash	5.7%	–	1,154	–	638
General Impairment	–	–	(146)	–	(114)
<b>Total/Weighted Average</b>	<b>100.0%</b>	<b>65.1%</b>	<b>20,235</b>	<b>66.8%</b>	<b>25,143</b>

\*LTV has been calculated using the carrying value of the loans as at the balance sheet date

# STRATEGIC REPORT

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The Directors present their Strategic Report for the year to 30 November 2023.

## STRATEGIC REPORT

The aim of the Strategic Report is to provide shareholders with the ability to assess how the Directors have performed their duty to promote the success of the Company during the year under review. The Strategic Report contains a summary of the Company's business model, a statement of its objectives and policy, a review of performance and a description of the principal and emerging risks it faces. Please refer to the Chairman's Statement and the Investment Adviser's Report for an analysis of the Company's performance during the financial year and a summary of the future prospects. Pages 22 to 29, together with the sections of this Annual Report and Accounts incorporated by reference, constitute a Strategic Report that has been prepared in accordance with Section 414A of the Companies Act 2006 (the 'Act').

## PRINCIPAL ACTIVITY AND PURPOSE

The Company's principal activity is that of an investment company, with a primary purpose of providing debt finance to the property sector.

## INVESTMENT OBJECTIVE

The Company's investment objective is to provide shareholders with a consistent and stable income and the potential for an attractive total return over the medium to long term.

## INVESTMENT POLICY

The Company seeks to achieve its investment objective through a diversified portfolio of fixed rate loans predominantly secured over land and/or property in the UK.

The Company attempts to reduce downside risk by focusing on secured debt with both quality collateral and contractual protection. The Company makes investments primarily through senior secured loans although other loans such as bridging loans, subordinated loans, selected loan financings and other debt instruments may be considered if appropriate.

The typical loan term is between one and five years. The Company retains absolute discretion to make investments for either shorter or longer periods.

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## Loan to Value

The Company typically seeks to originate debt where the effective loan to real estate value ratio of any investment is between 40% and 100% at the time of origination. The Company typically seeks to achieve a blended loan to value ('LTV') across the portfolio of no more than 75% (based on the initial valuations at the time of loan origination) once fully invested.

## Sector

The Company's portfolio is appropriately diversified by sector and predominantly split between:

- Regional residential housebuilding across the UK, with a preliminary focus on non-London based property;
- Small to medium commercial property development across the UK primarily focusing on small serviced office space, hotel developments and wedding and conferencing venues; and
- Direct sale and leaseback vehicles primarily operating in the professional sectors of dentists, accountants, solicitors and finance professionals.

## INVESTMENT RESTRICTIONS

The Company observes the following investment restrictions:

- The Company derives its income from a portfolio of not less than five loans;
- No more than 100% of the Gross Asset Value will be exposed to the regional residential housebuilding sector, calculated at the time of investment;
- No more than 100% of the Gross Asset Value will be exposed to the small to medium commercial property development sector, calculated at the time of investment;
- No more than 30% of the Net Asset Value will be exposed to direct sale and leaseback vehicles, at the time of investment;
- No more than 50% of the Net Asset Value will be exposed to subordinated loans, calculated at the time of investment and/or subsequent subordination;

- No more than 50% of the Net Asset Value will be exposed to bridging loans, selected loan financings and other debt instruments, calculated at the time of investment;
- No more than 5% of the Net Asset Value will be exposed to unsecured loans, calculated at the time of investment;
- No single investment, or aggregate investments secured on a single property or group of properties or connected with related borrowers, will exceed 20% of the Net Asset Value, calculated at the time of investment;
- No more than 20% of the Net Asset Value will be exposed to any one borrower or related borrowers or developer or related developer entities calculated at the time of investment;
- No more than 10% of the Net Asset Value will be exposed to any sector other than regional residential housebuilding, small to medium commercial property development and direct sale and leasehold vehicles; and
- The Company will not invest in other listed closed-ended investment companies.

## Borrowing

The Company may use gearing if it believes it will enhance shareholder returns over the longer term. It will limit the Company's borrowings to a maximum of 30% of the Net Asset Value at the time of drawdown.

In May 2023 the Company renewed its £6.5 million committed revolving facility with Shawbrook Bank Limited until May 2025. At the year end the Company had no drawings under this facility (November 2022: £4.0m). The Company has drawn down £1.5 million since the year end (November 2022: repaid £0.5m).

## Cash Management

The Company may from time-to-time have surplus cash. It is expected that any surplus cash will be temporarily invested in cash or cash equivalents, money market instruments, bonds, commercial paper or other debt obligations with banks or other counterparties having a single-A (or equivalent) or higher credit rating as determined by an internationally recognised rating agency or gilts or otherwise approved by the Board.

Continued

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### Use of derivatives and hedging

The Company may invest through derivatives for efficient portfolio management. In particular, the Company may engage in interest rate hedging or otherwise seek to mitigate the risk of interest rate increases as part of the Company's efficient portfolio management.

In accordance with the requirements of the FCA Listing Rules, any material changes in the principal investment policies and restrictions of the Company would only be made with the approval of Shareholders by ordinary resolution.

## BUSINESS MODEL, CULTURE AND VALUES

The Company invests in accordance with the investment objective.

The Board is the Company's governing body and is collectively responsible to shareholders for the long-term success of the Company. It is responsible for the overall strategy of the Company, including its investment objective and policy, decisions regarding corporate governance, asset allocation, risk and internal control assessment and determining the overall limits and restrictions for the portfolio. In addition, it appoints and monitors the performance of its service providers and seeks to secure the Company's success by engaging reputable third-party service suppliers with established track records to deliver its day-to-day operations.

The management of the Company's investments, is delegated to the Investment Adviser, Tier One Capital Ltd ('TOC'), and there is a clear division of responsibilities between the Board and the Investment Adviser. The Board maintains a close working relationship with the Investment Adviser as its principal service provider.

All of the Directors seek to discharge their responsibilities and meet shareholder expectations in an open and transparent manner. The Company's values of integrity, skill and knowledge are aligned to the delivery of its investment objective. The culture and values of the Company are embodied in the Board of Directors.

The Board seeks to recruit Directors who have diverse working experience. The industry experience on the Board ensures there is detailed knowledge and constructive challenge in the decision-making process. This helps the Company achieve its overarching aim of enhancing shareholder value. The Directors are mindful of costs and seek to ensure that the best value for money is achieved in managing the Company.

The Board seeks to employ third-party providers who share the Company's values and, importantly, will work with the Directors openly to achieve the Company's aims. As mentioned below, the Board expects and seeks assurance at least annually that the companies it works with adopt working practices that are of a very high standard.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICY ('ESG')

The Company has no employees and all of its Directors are non-executive. The day-to-day activities are carried out by third parties. There are therefore no disclosures to be made in respect of social, community, employee or environmental matters.

The Company has an investment advisory contract with Tier One Capital Ltd.

In asking the Company's Investment Adviser to deliver against set objectives, the Directors have also requested that the Investment Adviser take into account the broader social, ethical and environmental issues of counterparties within the Company's portfolio, acknowledging that companies failing to manage these issues adequately run a long-term risk to the sustainability of their businesses. More specifically, they expect companies to demonstrate ethical conduct, effective management of their stakeholder relationships, responsible management and mitigation of social and environmental impacts, as well as due regard for wider societal issues.

The Investment Adviser actively seeks to invest in companies that adopt good ESG practices and, where possible, uses its influence to encourage companies to adopt best practice on environmental, social and corporate governance matters.

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## MODERN SLAVERY ACT 2015 ('MSA')

The MSA requires companies to prepare a slavery and human trafficking statement for each financial year. As the Company does not provide goods or services in the normal course of business, the Board considers that the Company is not required to make any slavery or human trafficking statement under the Modern Slavery Act 2015. In relation to this matter the Company's supply chain is thought to be low risk by the Board.

## PRINCIPAL AND EMERGING RISKS

The Board of Directors has overall responsibility for risk management and internal control within the context of achieving the Company's objectives.

The Directors confirm that they have carried out a robust assessment of the principal and emerging risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity, as they operated during the year and up to the approval of the Annual Report.

The Board agrees the strategy of the Company, taking into consideration the Company's risk appetite. With the assistance of the Investment Adviser, the Board has drawn up a risk matrix, which identifies the key risks to the Company, as well as emerging risks. In assessing the risks and how they can be mitigated, the Board has given particular attention to those risks that might threaten the viability of the Company. These key risks fall broadly under the following categories:

- **Investment and strategy risk**

The Company's targeted returns are targets only and are based on estimates and assumptions about a variety of factors including, without limitation, yield and performance of the Company's investments, which are inherently subject to significant business, economic and market uncertainties and contingencies, all of which are beyond the Company's control and which may adversely affect the Company's ability to achieve its targeted returns. Accordingly, the actual rate of return achieved may be materially lower than the targeted returns, or may result in a partial or total loss, which could have a material adverse effect on the Company's profitability, the net asset value ('NAV') and the price of Ordinary shares.

Borrowers under the loans in which the Company invests may not fulfil their payment obligations in full, or at all, and/or may cause, or fail to rectify, other events of default under the loans.

The Board is responsible for setting the investment strategy to achieve the targeted returns and for monitoring the performance of the Investment Adviser and the implementation of the agreed strategy.

An inappropriate strategy could lead to poor capital performance and lower than targeted income yields.

This risk is mitigated through regular reviews and updates with the Investment Adviser, monitoring of the portfolio sectors against the investment restrictions on a quarterly basis and tracking of loan to value ratios of the underlying property projects

- **Market risk**

The Company's investment strategy relies in part upon local credit and real estate market conditions. Adverse conditions may prevent the Company from making investments that it might otherwise have made, leading to a reduction in yield and an increase in the default rate.

The Company holds 100% of its assets in the United Kingdom.

To mitigate the market risks, the Board receives quarterly updates from the Investment Adviser containing information on the local market conditions and trends. This information is reviewed alongside the sector split of the portfolio to ensure the portfolio is aligned to meet future challenges.

- **Financial risk**

The Company's activities expose it to a variety of financial risks that include interest rate risk, liquidity risk and credit risk. Further details on these risks and the way in which they are mitigated are disclosed in the notes to the financial statements.

- **Operational risk**

The Company has no employees and relies upon the services provided by third parties. It is primarily dependent on the control systems of the Investment Adviser and Administrator who respectively maintain the assets and accounting records.

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Failure by any service provider to carry out its obligations in accordance with the terms of their appointment could have a detrimental effect on the Company.

To mitigate these risks, the Board reviews the overall performance of the Investment Adviser and other key third-party service providers on a regular basis and has the ability to terminate agreements if necessary. The business continuity plans of key third-party service providers are subject to Board scrutiny.

- **Legal and Regulatory risk**

In order to qualify as an investment trust, the Company must comply with section 1158 of the Corporation Tax Act 2010. The Company has been approved by HM Revenue & Customs as an investment trust. The Company is listed on the London Stock Exchange. Non-compliance with the taxes act or a breach of listing rules could lead to financial penalties and reputational loss.

These risks are mitigated by the Board's review of quarterly financial information and compliance with the relevant rules.

## PROMOTING THE SUCCESS OF THE COMPANY

Under section 172(1) of the Companies Act 2006 the Directors have a duty to act in good faith and to promote the success of the Company for the benefit of its shareholders as a whole. This includes taking into consideration the likely consequences of their decisions over the long term and on the Company's stakeholders, employees and suppliers, while acting fairly between shareholders. The Directors must also consider the impact on the community and its reputation for maintaining high standards of business conduct.

Set out below is an explanation of engagement with stakeholders:

Stakeholder Group	Engagement in the year
Investors	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 and are encouraged to attend the Annual General Meeting. The Board engaged with shareholders during the year and was delighted to be able to welcome shareholders to the Annual General Meeting.
Key Service Providers	Key service providers report to the Board on a regular basis. The Company employs a collaborative approach and looks to build long-term partnerships based on open terms of business and fair payment terms.
Borrowers	The Investment Adviser meets with the management of all companies to which the Company lends money and reports its findings to the Board on a quarterly basis.
Regulators	Compliance with necessary rules and regulations relevant to the Company is maintained in order to build trust and a good reputation in the market.

- **Factoring Shareholders and Stakeholders into the Principal Decisions**

We define principal decisions as both those that are material to the Company but also those that are significant to any of our 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 between the members of the Company.



<b>Principal Decision 1</b>	<p><b>Share Buyback Programme</b></p> <p>In November 2023 the Company announced the commencement of a share buyback programme to repurchase its Ordinary shares for up to a maximum consideration of £500k. The programme was designed to address the share price discount. The programme was extended in December 2023 to repurchase further Ordinary shares up to a maximum consideration of £500k. The authority expired on 31 December 2023.</p>
<b>Principal Decision 2</b>	<p><b>Dividend Policy</b></p> <p>Directors continue to pay a consistent and stable income. The dividend policy is set out in the Strategic Report on pages 12 to 19.</p>
<b>Principal Decision 3</b>	<p><b>Impairments and Uplifts</b></p> <p>The Audit Committee reviews the Investment Adviser's recommendations in relation to impairments and uplifts to the Company's portfolio at both the interim and year end and makes a recommendation to the Board.</p> <p>The Board considers and formally agrees the final level of impairments and uplifts.</p>
<b>Principal Decision 4</b>	<p><b>Remuneration</b></p> <p>During the year the Remuneration Committee undertook a review of the level of non-executive Directors' fees. The Remuneration Committee recommended to the Board, and the Board agreed, that the Directors' remuneration should remain unchanged for the year ending 30 November 2023. Directors' fees will continue to be reviewed annually.</p>
<b>Principal Decision 5</b>	<p><b>Lending Strategy</b></p> <p>The Board's focus on the loans provided ensures that the sustainability of the Company and its ability to pay dividends is not compromised</p>

## LONG TERM VIABILITY STATEMENT

In accordance with Provision 36 of the AIC Code the Directors are required to assess the prospects of the Company over a longer period than the twelve months referred to in the going concern guidance and statement.

At the forthcoming AGM shareholders are invited to vote on the continuation of the Company. The Board of Directors recommends that shareholders vote in favour of the resolution. The Board understands that the Investment Adviser has taken soundings of major shareholders and therefore it has a high degree of confidence that this vote will be passed by shareholders; however, the vote is outside the control of the Board and thus, in the context of assessing the future prospects of the Company, it represents a material uncertainty which (if the vote were to be lost) may cast significant doubt upon the ability of the Company to continue as a going concern. The financial statements do not include the adjustments that may be necessary should a positive vote from the shareholders to continue not be received and the Company was not able to continue as a going concern. Notwithstanding this, the Board conducted this viability review for a period of three years principally because it believes that any investment in the shares of the Company should be made on a medium to long-term basis. The Board considers the Company, with no fixed life, to be a long-term investment vehicle. It has decided this is an appropriate time period over which to report, reflecting the long-term objectives of the Company and the typical loan term, whilst taking into account the impact of uncertainties in the markets.

The Board regularly considers a detailed cash flow model which does not indicate any matters which would give rise to any concerns over the Company's longer term viability. The debt portfolio held by the Company is however not expected to remain unchanged over the longer term. The Investment Adviser is expected to provide new loans and receive repayments, in line with the Company's investment objective and policy throughout the year. At 30 November 2023 17 loans had been made with an average value of £1.1m and average time to loan maturity of 0.9 years. The longer the time horizon which is considered, the higher the

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degree of uncertainty over the constituents of the Company's debt portfolio and, on balance, the Board considers that a period of three years is an appropriate length of time over which a detailed sensitivity analysis can be conducted whilst retaining a reasonable level of accuracy regarding forecast interest rate movements.

In making this statement the Board carried out a robust assessment of the principal risks facing the Company including those that would threaten its business model, future performance, solvency or liquidity. These risks and their mitigations are set out above.

The principal risks identified as most relevant to the assessment of the viability of the Company were those relating to potential impairment of loans in the portfolio and its effect on the capital value of the Company and its ability to pay dividends.

When considering the risk of under-performance, the Board carries out a series of stress tests to understand the effects of any substantial future increases in interest rates and future worsening of the property and development markets on the value of the underlying security leading to potential breaches of loan covenants by the borrowers.

The results of these stress tests have given the Board comfort over the viability of the Company and its ability to maintain capital value and dividend levels. The Board has also considered the impact of potential regulatory change for future periods and the controls in place surrounding significant third-party providers, including the Investment Adviser.

The Directors have considered the current economic uncertainty, the ongoing conflict in Ukraine and the escalating conflict in the Middle East. The Board considers that the mitigation measures put in place by the Investment Adviser in relation to the Company and its loan portfolio, together with those in place at key service providers serve to maintain operational resilience. The Directors do not believe that these call into question the long-term viability of the Company.

Based on the Company's processes for monitoring revenue and costs, together with the Investment Adviser's compliance with the investment objective and policies, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operational existence and meet its liabilities as they fall due for a period of three years from the date of approval of this Report

## REVIEW OF THE BUSINESS

A review of the year and commentary on the future outlook is provided in the Chairman's Statement and Investment Adviser's Review on pages 4 to 7 and 8 to 11 respectively.

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 decreased from £22.0m to £20.7m, partly as a result of the share buyback programme which commenced in November 2023, as well as a modest decline in the value of investments. As at 30 November 2023 the net asset value per share was 78.9p.

## KEY PERFORMANCE INDICATORS

The below key performance indicators (KPIs) are used by the Board to assess the Company's success in meeting its objectives. The KPIs and related Alternative Performance Measures are described in the Glossary on pages 72 and 73.

- **Dividends**

The payment of dividends is a key element of the Company's investment objective. The Board monitors the Company's ability to provide shareholders with a consistent and stable income on a continuing basis. Further details on the Board's policy is set out in the Chairman's Statement on page 5.

Details of the dividends declared and paid are set out on page 54.

- **Net Asset Value Total Return (NAV total return)**

The Board regards the growth of the Company's NAV total return as inherent to the successful delivery of value to the shareholders over the longer term.

Since listing in January 2017, the Company has generated a NAV total return of 16.9% (November 2022: 15.3%) (including launch costs) as at 30 November 2023. The NAV total return for the year to 30 November 2023 was 1.4% (November 2022: 2.3%).

- **Ongoing charges ratio (OCR)**

The ongoing charges are a measure of the total expenses incurred by the Company expressed as a percentage of the average net assets over the year.

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The Board regularly reviews the ongoing charges. The Board seeks to ensure the expenses incurred by the Company are kept to a minimum whilst not impacting the services obtained.

The ongoing charges ratio as at 30 November 2023 was 2.7% (November 2022: 2.8%).

- **Discount/Premium to NAV**

The Board monitors the level of the Company's discount/premium to NAV. The annualised average premium to the NAV for the Company is 2.8% (November 2022: premium 3.7%).

## CRIMINAL CORPORATE OFFENCE

In line with the requirements of The Criminal Finances Act 2017, the Directors confirm that the Company has a commitment to zero tolerance towards the criminal facilitation of tax evasion.

## THE BRIBERY ACT

In order to ensure compliance with the UK Bribery Act 2010, the Directors confirm that the Company has a zero tolerance policy towards the provision of illegal services, bribery and corruption acts and a 18 commitment to carry out business openly, honestly and fairly.

## TASKFORCE FOR CLIMATE RELATED FINANCIAL DISCLOSURES ('TCFD')

The Company notes the TCFD recommendations on climate related financial disclosures. The Company is an investment company and, as such, it is exempt from the Listing Rules requirement to report against the TCFD framework.

## GREENHOUSE GAS EMISSIONS

The Company has no greenhouse gas emissions to report from its operations for the year ended 30 November 2022 nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013 (including those within the underlying investment portfolio).

## 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

## BOARD COMPOSITION

The Board comprises four male non-executive Directors. In accordance with best practice all Directors stand for re-election annually. The Board is mindful of the composition of the Board and the range of skills and expertise brought by each of the Directors. The Board is committed to ensuring that any vacancies are filled by the most qualified candidates and it recognises the merits of diversity in its composition.

The FCA Listing Rules require companies to report on whether they have met the targets on board diversity set out in the Parker Review's recommendations with respect to ethnic and cultural representation on UK boards. As at 30 November 2022 the Company had not met the gender diversity requirement that 40% of the individuals on the board are women, and that at least one of the senior positions on the board is woman. Nor had it met the requirement for at least one director from a minority ethnic background.

With a small Board comprising solely non-executive Directors, and in light of the specialist nature of the Company, it is challenging to meet diversity targets when appointing new board members. As such, the Board does not consider it appropriate to set targets; however, it will ensure that diversity criteria are considered as part of any future succession planning. Further details on the gender and ethnic background of the Directors are included in the Corporate Governance Statement on pages 27 and 28.

On behalf of the Board

**JOHN NEWLANDS, CHAIRMAN**

25 MARCH 2024

# BOARD OF DIRECTORS

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**JOHN NEWLANDS**  
NON-EXECUTIVE CHAIRMAN

John has served more than twenty years in the City, most recently with Brewin Dolphin Limited as Head of Investment Companies Research from 2007 to 2017. He was a member of the Association of Investment Companies Statistics' Committee from 2000 to 2017. He has an MBA from Edinburgh University Business School and is a Chartered Engineer. He is Deputy Chair of the Investment Committee of Durham Cathedral. He has written four books about financial history, the most recent being *150 years: A history of The Scottish American Investment Company PLC* (Baillie Gifford, June 2023). John is currently Director of Gabelli Merger Plus+ Trust PLC and CQS New City High Yield Fund Limited.

Shareholding as at 30 November 2023: 5,000 ordinary shares (30 November 2022: 5,000).

Date of appointment: 14 November 2017.



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**MATTHEW HARRIS ('MATT')**  
INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND AUDIT COMMITTEE  
CHAIRMAN

Matt is a Chartered Accountant, with a career background as an auditor and in the provision of due diligence advice to private equity firms and corporates. He has advised on numerous transactions across Europe and around the world. Matt started his career at Arthur Andersen in New Zealand, but has spent the majority of his career in London, including as a Partner in the KPMG Private Equity Group. He sits on a number of boards and provides deal related and ongoing advice to PE buyers and portfolio companies. Shareholding as at 30 November 2023: 60,724 ordinary shares (30 November 2022: 60,724).

Date of appointment: 19 December 2016.



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**IAN MCELROY**  
NON-INDEPENDENT  
NON-EXECUTIVE DIRECTOR

Ian is one of the founding shareholders of Tier One Capital Ltd, establishing the business having spent many years in the wealth management industry. Ian initially trained and qualified as an investment manager with Gerrard Stockbrokers before moving into financial advice, corporate finance and credit structuring during senior roles with Barclays Wealth, Kleinwort Benson and Coutts. Over the last 20 years, Ian has worked closely with business owners and company directors, senior executives and professionals across many industries to help structure, preserve and achieve their financial objectives. Ian is a Chartered Fellow of the CISI and a Chartered Wealth Manager.

Shareholding as at 30 November 2023: 74,005 ordinary shares (30 November 2022: 74,005).

Date of appointment: 18 April 2018.



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**DOUGLAS NOBLE**  
INDEPENDENT NON-EXECUTIVE  
DIRECTOR

Douglas has over 30 years' private banking experience. He is currently a Director of Jigsaw Lending and also holds the position of Consultant with Hallcroft Finance where he is assisting Hallcroft in launching their business in Scotland. Previous to this he has held Senior Executive roles in the Banking Industry including the Scottish Head of Private Banking for Barclays, Adam & Company and HBOS. He also launched Bank of Scotland's first ever private banking operation. Douglas holds a law degree from Dundee University, as well as achieving the PCIAM and IMC from the CFA. He is a member of the Chartered Institute of Bankers, Scotland and holds Chartered Banker status.

Shareholding as at 30 November 2023: 8,600 ordinary shares (30 November 2022: 8,600).

Date of appointment: 19 December 2016.

# DIRECTORS' REPORT

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Oak Meadows, Middleton St George

The Directors present their Annual Report and Financial Statements of the Company for the year to 30 November 2023.

## INFORMATION DISCLOSED IN THE STRATEGIC REPORT

The following matters required to be disclosed in this Report under the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 are covered in the Chairman's Statement, Investment Adviser's and the Strategic Report on pages 4 to 19: the Company's objectives, policies and financial risk management, the Company's exposure to risks and its prospects, as well as important events affecting the Company since the year end.

## STATUS

The Company was incorporated in England and Wales as a public limited company under the Companies Act 2006 (number 10395804). It is an investment company as defined by Section 833 of the Companies Act 2006.

The Company is a member of the Association of Investment Companies ('AIC').

The Company has been confirmed by HM Revenue & Customs as having approved investment trust status under the Investment Trusts (Approved Company) (Tax) Regulations 2011, subject to it continuing to comply with those regulations. The Directors conduct the affairs of the Company with a view to maintaining this approved investment trust status in order to preserve the Company's exemption from UK capital gains tax. The Directors have no reason to believe that approval will not continue to be obtained. The Company is not a close company for taxation purposes.

## MANAGEMENT OF THE COMPANY

The Investment Adviser is Tier One Capital Ltd ('TOC'). TOC undertakes portfolio management

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services for the Company, subject to overall control and supervision by the Board. TOC is employed under a contract which can be terminated on 12 months' notice. If the Company wishes to terminate the contract on shorter notice, the balance of remuneration is payable by way of compensation.

TOC is entitled to receive from the Company an investment advisory fee which is calculated and paid quarterly in arrears at an annual rate of 0.25% per annum of the prevailing Net Asset Value if less than £100m, or 0.50% per annum of the prevailing Net Asset Value if £100m or more.

The Board has reviewed the performance of the Investment Adviser and believes that its continued appointment is in the interests of the Company and shareholders. Such a review is carried out on an annual basis.

## ALTERNATIVE INVESTMENT FUND MANAGER'S DIRECTIVE ('AIFMD')

The Company is registered with the FCA as a Small Registered Alternative Investment Fund Manager ('AIFM').

The Alternative Investment Managers' Directive requires certain disclosures to be made in respect of any remuneration policy of the AIFM, leverage, risk disclosures and pre-investment disclosures. The Board, as AIFM, receives no remuneration in this regard. The Company makes sufficient disclosures in relation to gearing and risk within the Annual Report. The investment policy and guidelines are set out in this Strategic Report on pages 12 to 19. Therefore, no further separate disclosures are required.

## INVESTMENT POLICY AND OBJECTIVE

Details of the Company's Investment Policy and Objective are set out in the Strategic Report on pages 12 to 19.

## RESULTS AND DIVIDENDS

The revenue return for the financial year ended 30 November 2023 after taxation amounted to £672,000 (November 2022: £992,000). An interim dividend of 1.0p per Ordinary share was declared and paid on 28 December 2023 and a further interim dividend has been declared, to be paid to shareholders on the register at the close of business on 8 March 2024 (ex-dividend date 7 March 2024). These dividends when added to the two quarterly interim dividends paid in 2023, make a total dividend for the year of 4 pence per share (November 2022: 4 pence).

The post balance sheet events of the Company are described in detail in Note 18 on page 63.

## FUTURE DEVELOPMENTS

The outlook for the Company is described in the Chairman's Statement on pages 4 to 7 and in the Investment Adviser's Report on pages 8 to 11.

## USE OF FINANCIAL INSTRUMENTS

The Company's use of financial instruments is disclosed in note 16 to the Financial Statements.

## CAPITAL STRUCTURE AND VOTING RIGHTS

### Capital Structure and Voting Rights

As at 30 November 2023 the Company's share capital comprised 26,234,225 (November 2022: 26,924,063) Ordinary shares of 1p each. There were 689,838 (November 2022: nil) Ordinary shares held in Treasury. The Ordinary shares have a premium listing on The London Stock Exchange

### Voting Rights in the Company's shares

Details of the voting rights in the Company's shares as at the date of this report are given in note (xvi) to the Notice of Meeting on page 68.

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## Substantial Interests in Voting Rights

As at the end of the financial year the following had a declared notifiable interest in the Company's voting rights in accordance with the FCA's Disclosure Guidance and Transparency Rules:

Number of Shares		% held*
Mr B Thompson	1,638,000	6.1
Preston Transport Ltd	1,700,000	6.3
Peter Harley Jasper	1,433,790	5.3

\*Percentage as at the date of notification.

No changes have been notified since the year end to the date of this report.

There are no restrictions on the transfers of securities in the Company; no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; no agreements which the Company is party to that affect its control following a takeover bid; and no agreement between the Company and its Directors concerning compensation for loss of office.

## DIRECTORS

Biographical details of the Directors who held office throughout the year can be found on pages 20 and 21. All are non-executive and, save for Ian McElroy, are independent of the Investment Adviser and the other service providers. The Directors have reviewed their independence by reference to the AIC Code.

Details of the Directors' beneficial shareholdings can be found on page 34.

Mr McElroy has agreed to waive his Director's fee for so long as he has an interest in the Company's Investment Adviser.

All Directors will retire at the forthcoming Annual General Meeting and, being eligible, will offer themselves for reappointment. The Board having considered their qualifications, performance and contribution to the Board and its committees, confirms that each Director continues to be effective and demonstrates commitment to the role and the Board recommends to shareholders that they be reappointed.

The rules concerning the appointment, reappointment and replacement of Directors, amendment of the Articles of Association and powers to repurchase the Company's shares are contained in the Articles of Association of the Company and the Companies Act 2006.

## DIRECTORS' AND OFFICERS' LIABILITY INSURANCE AND INDEMNIFICATION

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

As permitted by the Company's Articles of Association, each Director has the benefit of an indemnity which is a qualifying third party indemnity, as defined by Section 234 of the Companies Act 2006. These indemnities were in place during the year and as at the date of this Report.

## CORPORATE GOVERNANCE

The Statement of Corporate Governance is set out on pages 27 to 29 and forms part of this Report.

## EMPLOYMENT, SOCIAL, COMMUNITY AND HUMAN RIGHTS ISSUES

The Company has no employees and the day-to-day activities are carried out by third parties. There are therefore no disclosures to be made in respect of employees

## LISTING RULE 9.8.4

The Company itself has no greenhouse gas emissions to report from its activities.

## LISTING RULE 9.8.4R

Listing Rule 9.8.4R requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. Other than Listing Rule 9.8.4 (10), under which Ian McElroy who is an employee of the Investment Adviser and is deemed to be interested in the Company's investment advisory agreement, the Directors confirm that there are no disclosures to be made in respect of Listing Rule 9.8.4R.



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## DISCLOSURE OF INFORMATION TO THE AUDITOR

The Directors confirm that, so far as each of them are aware, there is no relevant audit information of which the Company's auditor is unaware and the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The above confirmation is given and should be interpreted in accordance with the provision of section 418 (2) of the Companies Act 2006.

## AUDITOR

The Independent Auditor's Report can be found on pages 37 to 43. Following a rebranding exercise on 15 May 2023 the trading name of the Company's independent auditor changed from MHA Macintyre Hudson to MHA. MHA has indicated its willingness to continue in office with the Company and a resolution to re-appoint them will be proposed at the Annual General Meeting (resolution 9).

## DIRECTORS' REMUNERATION POLICY AND REPORT

It is mandatory for listed companies to put their Directors' Remuneration Report to an advisory shareholder vote on an annual basis. Resolution 2 seeks to approve the Directors' Remuneration Report.

The Company's remuneration policy was last approved by shareholders at the AGM in 2019 in accordance with the provisions of the Companies Act 2006. There have been no changes to the policy since that approval. It has been decided that the policy will be approved by shareholders annually. Resolution 3 seeks to approve the Directors' Remuneration Policy.

## GOING CONCERN

The Company does not have a fixed wind-up date and, therefore, unless shareholders vote to wind-up the Company, shareholders will only be able to realise their investment through the market. In addition, the

Articles of Association require shareholders to approve a resolution to continue the Company at three yearly intervals. At a General Meeting of the Company held on 29 March 2021 a resolution was approved by shareholders to continue the Company for a further three years. A resolution will be proposed at the forthcoming AGM to seek shareholder approval for the Company to continue its business as presently constituted for a further three years. The Board understands that the Investment Adviser has taken soundings of major shareholders and therefore it has a high degree of confidence that this vote will be passed by shareholders; however, the vote is outside the control of the Board and thus, in the context of assessing the future prospects of the Company, it represents a material uncertainty which (if the vote were to be lost) may cast significant doubt upon the ability of the Company to continue as a going concern. The Company has a strong balance sheet which is made up of realisable investments. The Investment Adviser monitors the Company's cash balances continually and forecasts cash flows, including stress testing in respect of the timing of those cash flows. The Board reviews the Company's liquidity, cash flow requirements and the associated assumptions at every meeting. In reaching its conclusion that the Company is a going concern, the Board takes comfort from the solid performance and improved cash generation over the past year, as well as the ongoing support of the Company's lender.

In assessing the going concern basis of accounting the Directors have had regard to the guidance issued by the Financial Reporting Council. After making enquiries, and bearing in mind the nature of the Company's business and assets, the Directors consider that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements subject to the material uncertainty. For this reason, they continue to adopt the going concern basis

## ANNUAL GENERAL MEETING

The notice of the Annual General Meeting of the Company to be held on 25 April 2024 is set out on pages 64 to 70. The full text of the resolutions is set

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out in the notice of meeting. Resolutions relating to the following items of special business will be proposed at the meeting:

**(i) Dividend Policy (resolution 8)**

Subject to market conditions and the Company's performance, financial position and financial outlook it is the Directors' intention to pay a consistent and stable income to shareholders on a quarterly basis. The Company intends to continue to pay all dividends as interim dividends

Recognising that this means that shareholders will not have the opportunity to vote on a final dividend, the Company will instead propose a resolution to approve the Company's dividend policy at the AGM (resolution 8). The Directors expect that this resolution to approve the Company's dividend policy will continue to be approved annually.

The Company intends to distribute at least 85% of its eligible income or such other percentage as may be prescribed by HMRC in accordance with Chapter 4 of Part 24 ICTA 2010.

**(ii) Authority to allot new shares and to disapply pre-emption rights (resolution 12 and 13)**

It is advantageous for the Company to be able to issue new shares for cash to investors when the Directors consider that it is in the best interests of shareholders to do so. The proceeds of any such issue will be available for investment in line with the Company's investment policies. The Board is seeking authority to issue up to 20% of the Company's issued share capital (excluding Treasury shares) in order to provide flexibility to issue shares at a premium and manage share price volatility to NAV. This authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the passing of this resolution unless it is previously renewed, varied or revoked.

Resolution 13 will enable the allotment of new ordinary shares, pursuant to Resolution 12 otherwise than by way of a pro-rata issue to existing shareholders. This authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the passing of this resolution unless it is previously renewed, varied or revoked.

The full text of resolutions 12 and 13 is set out in the Notice of Meeting on pages 64 and 65.

**(iii) Authority to repurchase the Company's shares (resolution 14)**

The authority to repurchase up to 14.99% of the Company's issued share capital will expire at the conclusion of the forthcoming Annual General Meeting unless renewed at that meeting. The Directors consider that the renewal is in the interests of shareholders as a whole, as the repurchase of shares at a discount to the underlying NAV enhances the NAV of the remaining shares. Resolution 14 will be proposed as a special resolution and seeks to provide the Directors with the authority to purchase up to 3,847,600 ordinary shares or, if less, the number representing approximately 14.99 per cent. of the Company's ordinary shares in issue at the date of the passing of resolution 14. The Company may either cancel any ordinary shares it purchases under this authority or hold them in Treasury. This authority will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the passing of this resolution unless it is previously renewed, varied or revoked.

## RECOMMENDATION

The Directors consider the passing of the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders and likely to promote the success of the Company for the benefit of its shareholders as a whole.

Accordingly, the Directors unanimously recommend that shareholders should vote in favour of the resolutions, as they intend to in respect of their own beneficial shareholders amounting to less than 1% of the shares in issue.

On Behalf of the Board

**JOHN NEWLANDS, CHAIRMAN**

25 MARCH 2024

# STATEMENT OF CORPORATE GOVERNANCE

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## STATEMENT OF CORPORATE GOVERNANCE

The Company is committed to high standards of corporate governance. The Board has considered the Principles and Provisions of the AIC Code of Corporate Governance, published in February 2019 ('AIC Code'). The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code (the UK Code), as well as setting out additional Provisions on issues that are of specific relevance to the Company.

The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the Financial Reporting Council, provides more relevant information to shareholders.

The AIC Code is available on the AIC website ([www.theaic.co.uk](http://www.theaic.co.uk)). It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the UK Code to make them relevant for investment companies.

The Company has complied with the Principles and Provisions of the AIC Code; however, the Board has elected not to designate a senior independent non-executive Director as it considers that each Director has different strengths and qualities on which they may provide leadership.

## THE BOARD

### Composition

The Board consists of four Directors. Three are independent non-executive Directors, including the Chairman John Newlands. These Directors are considered by the Board to be independent in character and judgment of the Investment Adviser. Ian McElroy is considered not to be independent on the basis of his role at the Investment Adviser. The independence of the Directors is determined with reference to the AIC Code and is reviewed annually.

Biographical details of the Directors and their experience is disclosed on pages 20 and 21.

### Induction and Training

On appointment, the Investment Adviser and Company Secretary provide all Directors with induction training. Thereafter, regular briefings are provided on changes in law and regulatory requirements that affect the Company and the Directors. Directors are encouraged to attend industry

and other seminars covering issues and developments relevant to investment trust companies.

Regular reviews of the Directors' training needs are carried out by the Chairman by means of the Board and Committee evaluation process.

### Role of the Board

The basis on which the Company agrees to generate value over the longer term is set out in its objective and investment policy as contained within the Strategic Review.

The Company has no executive Directors or employees. An Investment Adviser Agreement between the Company and its Investment Adviser sets out the matters over which the Investment Adviser has authority and the limits beyond which Board approval must be sought. All other matters, including strategy, investment and dividend policies, gearing and corporate governance procedures, are reserved for the approval of the Board.

### Tenure and Reappointment of Directors

Directors are initially appointed until the following Annual General Meeting when, under the Articles of Association, they are required to be elected by shareholders.

Although the Articles require that Directors submit themselves for re-election at least every three years the Board has resolved to adopt corporate governance best practice and all of the Directors are subject to re-election on an annual basis. In addition, the Board has agreed that any Director with more than nine years' service will be required to stand for re-election at each annual general meeting.

### Board Diversity – Gender and Ethnic Background

In accordance with Listing Rule 9.8.6 R(9) and (11), the Company is required to include a statement in the Annual Report setting out whether it has met the following targets on board diversity. The reference date for this statement is 30 November 2023, the Company's year end:

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

Continued

The following tables set out the prescribed format for information in accordance with the requirements of LR 9 Annex 2.

(a) Table for reporting on gender identity or sex

	Number of Board Members	Percentage of the Board	Number of senior positions on the Board
Men	4	100%	2
Women	-	-	-
Not specified/prefer not to say	-	-	-

(b) Table for reporting on ethnic background

	Number of Board Members	Percentage of the Board	Number of senior positions on the Board
White British or other White (including minority white groups)	4	100%	2
Mixed Multiple Ethnic Groups	-	-	-
Asian/Asian British	-	-	-
Black/African/Caribbean/Black British	-	-	-
Other ethnic group, including Arab	-	-	-
Not specified/prefer not to say	-	-	-

The Listing Rules only recognise the roles of Chairman, Chief Executive (CEO), Senior Independent Director and Chief Financial Officer (CFO) as senior board positions. As an externally managed investment company with no executive management the Board considers that the CEO and CFO positions are not relevant to the Company. The Board does, however, consider the role of the Chair of the Audit Committee to be a senior board position and the above disclosure is made on this basis.

The Listing Rules require disclosure of an explanation of the Company's approach to collecting the data used for the purposes of making the disclosures. The data was collated in consultation with the Directors.

Further details on Board diversity and the Board's approach to meeting the diversity targets are set out in the Strategic Report on page 19.

There have been no changes to the Board since 30 November 2023 and the date of approval of this report.

## Meetings and Committees

The Board delegates certain responsibilities and functions to committees. Directors who are not members of committees may attend at the invitation of the Chairman of the relevant committee.

Directors have attended scheduled Board and Committee meetings during the year ended 30 November 2023 as follows (with their eligibility to attend the relevant meeting in brackets):

	BOARD	AC	RC	NC	MEC
M Harris	4 (4)	3 (3)	1 (1)	1 (1)	1 (1)
I McElroy	3 (4)	- (-)	- (1)	- (1)	- (-)
J Newlands	4 (4)	3 (3)	1 (1)	1 (1)	1 (1)
D Noble	4 (4)	3 (3)	1 (1)	1 (1)	1 (1)

In addition to the above, ad-hoc Board and Board Committee meetings were held during the year to deal with such matters as the approval of the Annual and Half Year Reports, the renewal of the Shawbrook Loan Facility, the commencement of the share buyback programme, as well as project specific matters.

The Board has a schedule of matters reserved to it for decision and the requirement for Board approval on these matters is communicated directly to the Investment Adviser. In addition to the scheduled meetings above, additional meetings were held to consider ad-hoc matters including borrowings, investment decisions and dividend payments.

Full and timely information is provided to the Directors to enable the Board to function effectively and to discharge its responsibilities. The Board also reviews the financial statements, performance and revenue budgets.

## AUDIT COMMITTEE

Matthew Harris is the Chairman of the Company's Audit Committee which comprises the three independent Directors. Mr Ian McElroy may attend Audit Committee meetings by standing invitation.

The report of the Audit Committee is set out on pages 30 to 32.

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## MANAGEMENT ENGAGEMENT COMMITTEE

John Newlands is the Chairman of the Company's Management Engagement Committee which comprises the three independent Directors. The Management Engagement Committee reviews the appropriateness of the Investment Adviser's continuing appointment, together with the terms and conditions thereof, on a regular basis. The Management Engagement Committee meets at least annually.

## NOMINATION COMMITTEE

John Newlands is the Chairman of the Company's Nomination Committee which comprises the three independent Directors. The Nomination Committee is responsible for Director appointments and succession planning.

The Company's affairs are overseen by a Board currently comprising four male non-executive Directors. In terms of progress in achieving diversity, the Company is committed to ensuring that vacancies arising are filled by the best qualified candidates and recognises the value of diversity in the composition of the Board. When the Board goes through its next recruitment process, improving the Board's diversity will be a key consideration.

The Directors have a wealth of experience, bringing knowledge of investment markets, business, financial services, accounting and regulatory expertise to discussions on the Company's business. The Directors regularly consider the leadership needs and specific skills required to achieve the Company's investment objective. While appointments are based on skills and experience, the Board is conscious of diversity of gender, social and ethnic backgrounds, cognitive and personal strengths and experience. All appointments are based on objective criteria and merit, and are made following a formal, rigorous and transparent process.

The Board has put in place necessary procedures to conduct, on an annual basis, an appraisal of the Chairman of the Board as well as a performance evaluation of the Board, the individual Directors and the Board Committees. This was conducted through completion of evaluation questionnaires. The evaluation includes an assessment of how cohesively the Board and its committees operate as a whole and in conjunction with the Company's key service providers, as well as the effectiveness of the Chairman. The evaluation process is used as a mechanism to improve

Board effectiveness, maximise strengths, ascertain any training needs and also to identify potential risks and strategic imperatives for the coming year.

## REMUNERATION COMMITTEE

The Board has established a Remuneration Committee comprising all Directors for the purposes of considering the Directors' remuneration. The committee is chaired by Douglas Noble and meets at least annually.

The Company's policy on remuneration is discussed in the Directors' Remuneration Report on pages 33 to 35.

## TERMS OF REFERENCE

The Audit Committee, Nomination Committee, Remuneration Committee and Management Engagement Committee all have written terms of reference which define clearly their respective responsibilities, copies of which are available for inspection on the Company's website at [www.DevelopNorth.co.uk](http://www.DevelopNorth.co.uk) and on request at the Company's registered office.

## RELATIONS WITH SHAREHOLDERS

The Directors place a great deal of importance on communication with shareholders. The Annual Report and Accounts are distributed to other parties who have an interest in the Company's performance. Shareholders and investors may obtain up to date information on the Company through the Investment Adviser's website. The Company responds to questions from shareholders on a wide range of issues.

A regular dialogue is maintained with the Company's shareholders.

The Notice of the General Meeting included within the Annual Report and Accounts is sent out 20 working days in advance of the meeting. The Company Secretary is available to answer general shareholder queries at any time throughout the year.

On Behalf of the Board

## APEX FUND ADMINISTRATION SERVICES (UK) LIMITED

25 MARCH 2024

# REPORT OF THE AUDIT COMMITTEE

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## COMPOSITION OF THE AUDIT COMMITTEE

An Audit Committee (the 'Committee') has been established with written terms of reference and comprises three non-executive Directors, Matthew Harris (Chairman), Douglas Noble and John Newlands. The Committee meets on at least two occasions each year. In addition the Committee meets with the Auditors at least twice a year.

The members of the Committee consider that they have the requisite skills and experience to fulfill the responsibilities of the Committee. As a Chartered Accountant the Committee Chairman has recent and relevant financial experience and the Committee, as a whole, has competence relevant to the sector.

## ROLE OF THE AUDIT COMMITTEE

A summary of the Committee's main audit review functions is shown below:

- To monitor and review the principles, policies, and practices adopted in the preparation and audit of the accounts of the Company;
- To review and monitor the effectiveness of the internal control systems and risk management systems on which the Company is reliant;

- To consider annually whether there is a need for the Company to have its own internal audit function;
- To monitor the integrity of the half-yearly and annual financial statements of the Company by reviewing, and challenging where necessary, the actions and judgments of the Investment Adviser, the Company Secretary and Administrator;
- To meet with the external Auditor to review their proposed audit programme of work and their findings following completion of the audit. The Committee also uses this as an opportunity to assess the effectiveness of the audit process;
- To make recommendations in relation to the appointment of the external Auditor and to approve the remuneration and terms of engagement of the external Auditor;
- To monitor and review annually the external Auditor's independence, objectivity, effectiveness, resources and qualification; and
- To consider and approve all non-audit services.

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## FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING MATTERS

The Board of Directors is responsible for preparing the Annual Report and financial statements. The Committee advises the Board on the form and content of the Annual Report and financial statements, any issues which may arise and any specific areas which require judgement.

The valuation of investments in the form of loans and profit shares, the building projects given as guarantee for the loans, and the loan recoverability and interest receipts were areas of focus given their significance to the financial statements as a whole and these were specifically reviewed by the Committee.

Following discussion with the Investment Adviser, the Committee gained comfort over the valuation of the loans as included in the Annual Report and financial statements.

### AUDITOR

As part of its review of the scope and results of the audit, during the year the Committee considered and approved MHA's plan for the audit of the financial statements for the year ended 30 November 2023. At the conclusion of the audit MHA did not highlight any issues to the Committee which would cause it to qualify its audit report nor did it highlight any fundamental internal control weaknesses. MHA issued an unqualified audit report with a material uncertainty relating to going concern which is included on pages 37 to 43.

#### Non-audit services

There were no fees paid to the auditor in respect of non-audit services during the year ended 30 November 2023 (November 2022: £nil).

#### Auditor Independence

As part of the review of auditor independence and effectiveness, MHA has confirmed that it is independent of the Company and has complied with relevant auditing standards. In evaluating MHA, the Audit Committee has taken into consideration the

standing, skills and experience of the firm and the audit team. The Audit Committee, from direct observation and enquiry of the Investment Adviser and the Administrator, remains satisfied that MHA continues to provide effective independent challenge in carrying out its responsibilities.

The main areas of accounting risk considered by the Committee during the year in relation to the Company's financial statements were the valuation and ownership of investments held by the Company.

The valuation of investments is undertaken in accordance with the accounting policies as set out in note 1 to the financial statements. Details of the fair value hierarchy are set out in note 8.

The Committee reviews detailed information on the loan book and its value on a quarterly basis. A full portfolio analysis is prepared for each Board meeting, including a detailed update on development works, collateral given and loan to value ratios, which is reviewed in detail and considered by the Directors.

The Company also receives regular reporting on internal controls (as detailed below).

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is ultimately responsible for the Company's systems of internal control and for reviewing its effectiveness. Following publication of the Financial Reporting Council's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting (the "FRC Guidance") the Board confirms that there is an on-going process for identifying, evaluating and managing the significant risks faced by the Company. This process has been in place for the year under review and up to the date of approval of this Annual Report and is regularly reviewed by the Board to ensure it accords with the FRC Guidance.

The Board has reviewed the effectiveness of the system of internal control. In particular, it has reviewed and updated the process for identifying and evaluating the significant risks affecting the Company and policies by which these risks are managed. The significant risks faced by the Company are as follows:

Continued

- 
- Investment and strategy;
  - Market;
  - Financial;
  - Operational; and
  - Legal and regulatory

The key components designed to provide effective internal control are outlined below:

- Apex Fund Administration Services (UK) Limited (formerly Maitland Administration Services Limited) acts as Company Secretary and Administrator and, together with the Investment Adviser, prepares forecasts and management accounts which allow the Board to assess the Company's activities and review its performance;
- the Board and Investment Adviser have agreed clearly defined investment criteria, specified levels of authority and exposure limits. Reports on these issues, including concentration limits and loan to value ratios, are regularly submitted to the Board and there are meetings with the Investment Adviser in between as appropriate;
- as a matter of course the Investment Adviser's Credit and Compliance teams continually review the Investment Adviser's operations and will report to the Board on any breaches;
- written agreements are in place which specifically define the roles and responsibilities of the Investment Adviser, Company Secretary, Administrator and other third-party service providers; and
- the Board has considered the need for an internal audit function but, due to the compliance and internal control systems in place at the Investment Adviser, the Company Secretary and Administrator, it has decided to place reliance on their systems and internal audit procedures.

At its March 2024 meeting, the Committee carried out an annual assessment of internal controls for the year ended 30 November 2023 and subsequent events by considering documentation from the Investment Adviser, the Company Secretary and Administrator. The results of the assessment were reported to, and considered by, the Board at its next meeting.

Internal control systems are designed to meet the Company's particular needs and the risks to which it is exposed. Accordingly, the internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and, by their nature, can only provide reasonable and not absolute assurance against mis-statement and loss.

The principal risks and uncertainties affecting the Company are disclosed in the Strategic Report on pages 12 to 19.

## FAIR, BALANCED AND UNDERSTANDABLE

As a result of the work performed, the Committee has concluded that the Annual Report and Financial Statements for the year ended 30 November 2023, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy, and has reported on these findings to the Board. The Board's conclusions in this respect are set out in the Statement of Director's Responsibilities on page 36.

## MATTHEW HARRIS CHAIRMAN OF AUDIT COMMITTEE

25 MARCH 2024



# DIRECTORS' REMUNERATION REPORT

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The Board presents the Directors' Remuneration Report for the year ended 30 November 2023, which has been prepared in accordance with the requirements of Section 421 of the Companies Act 2006.

The law requires the Company's Auditor to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in their report on pages 37 to 43.

All of the Directors are non-executive. In late 2020 the Board established a Remuneration Committee with Douglas Noble as Chairman. This Committee reviews Director's fees on a regular basis and makes recommendations to the Board as and when appropriate.

The Remuneration Committee completed an assessment of the level of Directors' fees during the year. This assessment considered a number of factors, including external peer group analyses, increased regulatory responsibilities and inflationary trends.

This review did not result in any changes to the Directors' remuneration for the coming year. The current level of fees is: Chairman of the Board, £29,000, Audit Committee Chair, £28,500, and non-executive Directors, £27,500

## POLICY ON DIRECTORS' REMUNERATION

The Company's policy is that the remuneration of the Directors should reflect the experience of the Board as a whole, the time commitment required, and be fair and comparable with that of other similar companies. The remuneration of Directors has been set at a level designed to attract individuals of a calibre appropriate to

the future development of the Company. to the future development of the Company. Furthermore, the level of remuneration should be sufficient to attract and retain the Directors needed to oversee the Company properly and to reflect its specific circumstances.

The fees for the Directors are determined within the limit set out in the Company's Articles of Association. The present limit is an aggregate of £400,000 per annum and may not be changed without seeking shareholder approval at a general meeting. Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits. No element of the Directors' remuneration is performance-related.

It is the Board's policy that Directors do not have service contracts, but each new Director is provided with a letter of appointment. The terms of Directors' appointments provide that Directors should retire and be subject to election at the first Annual General Meeting after their appointment. Directors are subject to re-election annually thereafter.

Although the Company's Articles of Association provide that Directors shall not remain in office for longer than three years without submitting themselves for re-election, the Board has resolved that all of the Directors should be subject to re-election on an annual basis.

The terms and conditions of Directors' appointments are set out in formal letters of appointment which are available for review at the Company's Annual General Meeting and the Company's registered office. There is no notice period and no provision for compensation upon early termination of appointment. Details of the Board's policy on tenure are set out on page 27.

Continued

## ANNUAL REPORT ON DIRECTORS' REMUNERATION

The Directors who served in the year received the below fees:

	2023	2022
John Newlands (Chairman)	£29,000	£29,000
Matthew Harris	£28,500	£28,500
Douglas Noble	£27,500	£27,500
Ian McElroy*	£nil	£nil
<b>Total</b>	<b>£85,000</b>	<b>£85,000</b>

\*Ian McElroy is entitled to Directors fees of £27,500 per annum. He has waived this entitlement in respect of the years ended 30 November 2023 and 2022.

## ANNUAL PERCENTAGE CHANGE IN DIRECTORS' REMUNERATION

The annual percentage change in fees for each Director who served in the year under review is set out in the following table:

	YEAR TO NOV 2023	YEAR TO NOV 2022	YEAR TO NOV 2021	YEAR TO NOV 2020	YEAR TO NOV 2019
John Newlands (Chairman)	0%	-3.3%	0%	0%	0%
Matthew Harris	0%	-5.0%	0%	0%	0%
Douglas Noble	0%	-8.3%	0%	0%	0%
Ian McElroy	0%	0%	0%	0%	0%

The Company has no employees.

## RELATIVE IMPORTANCE OF DIRECTORS' FEES

The table below sets out in respect of the financial year ended 30 November 2023 and the preceding financial year:

- the remuneration paid to Directors;
- the distribution made to shareholders by way of dividend; and
- expenses paid by the Company.

	2023 £'000	2022 £'000
Total remuneration	85	85
Dividend	1,077	1,077
Expenses	578	615
National Insurance Contributions	3	3

Directors' fees as a percentage of:

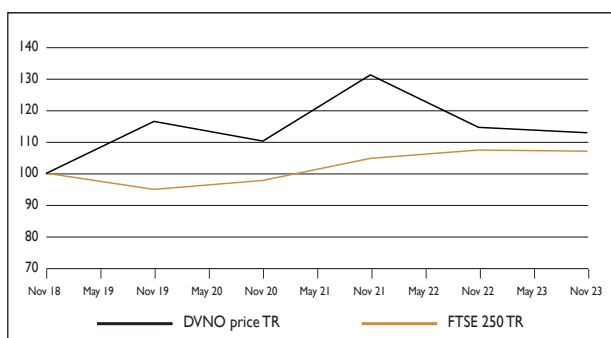
	2023 %	2022 %
Dividend	7.9	7.9
Expenses	14.7	13.8

## DIRECTORS' INTERESTS

The Directors, including connected parties who held office at the year end and their interests (all beneficial) in the Ordinary Shares of the Company were as follows:

	At 30 November 2023 Ordinary shares	At 30 November 2022 Ordinary Shares
John Newlands	5,000	5,000
Matthew Harris	60,724	60,724
Ian McElroy	74,005	74,005
Douglas Noble	8,600	8,600

The graph below illustrates the total shareholder return for a holding in the Company's shares as compared to the FTSE 250 for the period from Listing to 30 November 2023. The Company considers this to be an appropriate index against which to measure the Company's performance, in the absence of a meaningful benchmark index.



## VOTING AT AGM

At the Company's General Meeting, held on 27 April 2023, shareholders approved the Directors' Remuneration Policy and Report in respect of the year ended 30 November 2022. 100% of the votes cast were in favour of these resolutions.

Ordinary resolutions for the approval of the Directors' Remuneration Policy and Report will be put to a shareholder vote at the forthcoming Annual General Meeting.

For and on behalf of the Board

**DOUGLAS NOBLE, CHAIRMAN**

25 MARCH 2024

# MANAGEMENT REPORT AND DIRECTORS' RESPONSIBILITY STATEMENT

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## Management report

Listed companies are required by the DTRs to include a management report in their Financial Statements. The information is included in the Strategic Report on pages 12 to 19 inclusive (together with the sections of the Annual Report and Accounts incorporated by reference) and the Directors' Report on pages 22 to 26. Therefore, a separate management report has not been included.

## Directors' responsibility statement

The Directors are responsible for preparing the Annual Report and financial statements, in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK adopted International Financial Reporting Standards ("UK adopted IFRS") and with the Companies Act 2006, as applicable to companies reporting under international accounting standards.

Under Company law the Directors must not approve the financial statements unless they are satisfied that, taken as a whole, they are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy and that they give a true and fair view of the state of affairs of the Company and of the total return or loss of the Company for that period. In order to provide these confirmations and in preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK adopted IFRS have been followed, 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 and the Directors confirm that they have done so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the

financial statements comply with the Companies Act 2006, where applicable. They are responsible for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The financial statements are published on [www.DevelopNorth.co.uk](http://www.DevelopNorth.co.uk) which is a website maintained by the Company's Investment Adviser. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Under applicable UK law and regulations, the Directors are also responsible for preparing a Strategic Report, a Directors' Report, Statement of Corporate Governance and Directors' Remuneration Report that complies with that law and those regulations.

## Directors' confirmation statement

Each of the Directors, whose names and functions appear on pages 20 and 21, confirm that to the best of their knowledge:

- the financial statements, prepared in accordance with UK adopted IFRS and with the Companies Act 2006, as applicable to companies reporting under international accounting standards, give a true and fair view of the assets, liabilities and financial position and total return or loss of the Company; and
- The Management Report, referred to herein, which comprises the Chairman's Statement, the Investment Adviser's Report, Strategic Report (including risk factors) and note 17 of the Financial Statements includes a fair review of the development and performance of the business and position of the Company, together with the principal risks and uncertainties that it faces.

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

On Behalf of the Board

**JOHN NEWLANDS, CHAIRMAN**

25 MARCH 2024

# INDEPENDENT AUDITOR'S REPORT

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Independent Auditor's Report to the Members of Develop North PLC

For the purpose of this report, the terms "we" and "our" denote MHA in relation to UK legal, professional and regulatory responsibilities and reporting obligations to the members of Develop North Plc. For the purposes of the table on pages 39 to 40 that sets out the key audit matters and how our audit addressed the key audit matters, the terms "we" and "our" refer to MHA. The "Company" is defined as Develop North PLC. The relevant legislation governing the Company is the United Kingdom Companies Act 2006 ("Companies Act 2006").

## OPINION

We have audited the financial statements of Develop North PLC for the year ended 30 November 2023.

The financial statements that we have audited comprise:

- the Income Statement
- the Statement of Financial Position
- the Statement of Changes in Equity
- the Statement of Cash Flows, and
- Notes 1 to 18 of the financial statements, including the significant accounting policies.

The financial reporting framework that has been applied in the preparation of the Company's financial statements is applicable law and UK adopted International Financial Reporting Standards ("UK Adopted IFRS").

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 November 2023 and of the Company's profit for the year then ended;
- have been properly prepared in accordance with UK adopted International Financial Reporting Standards ("UK Adopted IFRS"); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Our opinion is consistent with our reporting to the Audit Committee.

## BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw your attention to the disclosures on going concern on page 48 of this Annual Report, which indicate the requirement as outlined in the Articles of Association, for shareholders to approve a resolution on the continuation of the Company. This resolution is being proposed at the forthcoming AGM and, while the Board has a high degree of confidence that this vote will be approved by shareholders, the vote represents a material uncertainty that may cause doubt over the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included:

- The consideration of inherent risks to the Company's operations and specifically its business model.
- The evaluation of how those risks might impact on the Company's available financial resources.

Continued

- Review of the mathematical accuracy of the cashflow forecast model prepared by management and corroboration of key data inputs to supporting documentation for consistency of assumptions used with our knowledge obtained during the audit.
- Challenging management for reasonableness of assumptions in respect of the timing and values of cash receipts and payments included in the cash flow model.
- Holding discussions with management regarding future financing plans, corroborating these were necessary and assessing the impact on the cash flow forecast.
- Performing sensitivity analysis and reverse stress tests on key inputs to the cash flow forecast, including the timing of capital repayments, quantum of interest revenue and dividends.

- Viability assessment including consideration of current investments and future business plans.

In relation to the Company's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the Company's financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## OVERVIEW OF OUR AUDIT APPROACH

Materiality	2023	2022	
Company	£209k	£261k	1% of gross assets (2022: 1% of gross assets)
<b>Key Audit Matters</b>	Recurring <ul style="list-style-type: none"> <li>• Valuation of Loan Portfolio</li> </ul>		
<b>Scope</b>	Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the directors that may have represented a risk of material misstatement.		

## KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those matters which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## VALUATION OF LOAN PORTFOLIO

<p><b>Key audit matter description</b></p>	<p>Loans are held at amortised cost or fair value through profit or loss, depending on the loan classification in accordance with IFRS 9. As such, a key issue for the Company is estimating the expected credit losses on loans at amortised cost and estimating the fair value of loans at fair value through profit or loss.</p> <p>In addition, judgement is required in determining the classification of loans under IFRS 9 based on the business model for managing the financial assets.</p> <p>Management undertake an assessment regarding the staging of each loan held under amortised cost by determining if there has been a significant increase in credit risk or whether the loan is deemed to be credit impaired.</p> <p>Expected credit losses (ECL's) are then estimated based on the various loan stages, the underlying property value and the progress of the particular development.</p> <p>The calculation of the ECL involves a significant amount of judgement and therefore may be subject to a degree of management bias. This has therefore been a key area of audit focus.</p> <p>For loans held at fair value through profit or loss, the management estimate lies in the fair value calculation for the relevant loans. Management calculate this using techniques such as estimating future cash flows and discounting them at the appropriate discount rate. The potential for management bias therefore lies in the consideration of discount rate used and also the future cash flows. This was also considered to be a key area of audit focus.</p>
<p><b>How the scope of our audit responded to the key audit matter</b></p>	<p>We have reviewed Management's assessment of the classification of each loan by reviewing the terms of the underlying loan agreements and any other evidence of contractual cash flows, such as profit share agreements as well as the entity's business model for managing financial assets.</p> <p>We have reviewed management's assessment of the ageing of each loan against its underlying agreement and information available at the balance sheet date, including considering the classification of amounts between current and non-current.</p> <p>We have reviewed Management's staging assessment including criteria for determining significant increases in credit risk and when a loan is considered to be credit impaired, to supporting documentation such as loan to value ("LTV") data, property valuation reports, interest payment history and progress reports on property developments.</p> <p>We have assessed and challenged the reasonableness of key assumptions used to estimate 12-month ECL's, such as probability of default and loss given default, with reference to industry data and the Company's lending experience.</p>

Continued

<p><b>How the scope of our audit responded to the key audit matter</b></p>	<p>We have assessed and challenged the reasonableness of the key assumptions used to estimate lifetime ECL, including forecasted value and timing of sales for the underlying development project.</p> <p>We have performed sensitivity analysis of the estimated impairment provision with reference to the key assumptions to assess the reasonableness thereof. In respect of loans held at fair value, we have challenged key inputs into the discounted cash flow models with regard to quantum and timing of cashflows and reasonableness of discount rates and carrying out sensitivity analysis thereon.</p> <p>For both loans at amortised cost and fair value through profit or loss we have reviewed, where available, the most recent RICs valuations of the underlying property as security for the loans.</p>
<p><b>Key Observations</b></p>	<p>From the audit procedures completed, we are satisfied that valuation of the loan portfolio is reasonable and recognised in accordance with IFRS 9.</p>

## OUR APPLICATION OF MATERIALITY

Our definition of materiality considers the value of error or omission on the financial statements that, individually or in aggregate, would change or influence the economic decision of a reasonably knowledgeable user of those financial statements. Misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole. Materiality is used in planning the scope of our work, executing that work and evaluating the results.

Materiality in respect of the Company was set at £209,000 (2022: £261,000) which was determined on the basis of 1% (2022: 1%) of the Company's gross assets. This was deemed to be the appropriate benchmark for the calculation of materiality as this is a key area of the financial statements with which the users of the financial statements are principally concerned.

Performance materiality is the application of materiality at the individual account or balance level, set at an amount to reduce, to an appropriately low level, the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

Performance materiality for the Company was set at £146,300 (2022: £182,700) which represents 70% (2022: 70%) of the above materiality levels.

The determination of performance materiality reflects our assessment of the risk of undetected errors existing,

the nature of the systems and controls and the level of misstatements arising in previous audits.

We agreed to report any corrected or uncorrected adjustments exceeding £10,450 to the Audit Committee as well as differences below this threshold that in our view warranted reporting on qualitative grounds.

## THE CONTROL ENVIRONMENT

We evaluated the design and implementation of those internal controls of the Company which are relevant to our audit, such as those relating to the financial reporting cycle.

## CLIMATE-RELATED RISKS

In planning our audit and gaining an understanding of the Company, we considered the potential impact of climate-related risks on the business and its financial statements. We have held discussion with management in relation to their climate-related risk assessment to understand their process for identifying and assessing those risks.

We have agreed with managements' assessment that climate-related risks are not material to these financial statements.

## REPORTING ON OTHER INFORMATION

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The



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directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## STRATEGIC REPORT AND DIRECTORS' REPORT

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

## DIRECTORS' REMUNERATION REPORT

Those aspects of the director's remuneration report which are required to be audited have been prepared in accordance with applicable legal requirements.

## CORPORATE GOVERNANCE REPORT

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the entity's compliance with the provisions of the UK Corporate Governance Code specified for our review by the Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified as seen on page 25;
- Directors' explanation as to its assessment of the group's prospects, the period this assessment covers and why the period is appropriate as seen on page 17;
- Director's statement on whether it has a reasonable expectation that the group will be able to continue in operation and meets its liabilities as seen on page 18;
- Directors' statement on fair, balanced and understandable as seen on page 36;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks as seen on page 15;
- Section of the annual report that describes the review of effectiveness of risk management and internal control systems as seen on pages 31 and 32; and
- Section describing the work of the audit committee as seen on page 30.

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received by branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit; or
- a corporate governance statement has not been prepared by the Company.

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## RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES, INCLUDING FRAUD

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

These audit procedures were designed to provide

reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

## IDENTIFYING AND ASSESSING POTENTIAL RISKS ARISING FROM IRREGULARITIES, INCLUDING FRAUD

The extent of the procedures undertaken to identify and assess the risks of material misstatement in respect of irregularities, including fraud, included the following:

- We considered the nature of the industry and sector the control environment, business performance including remuneration policies and the Company's own risk assessment that irregularities might occur as a result of fraud or error. From our sector experience and through discussion with the directors, we obtained an understanding of the legal and regulatory frameworks applicable to the Company focusing on laws and regulations that could reasonably be expected to have a direct material effect on the financial statements, such as provisions of the Companies Act 2006, UK tax legislation or those that had a fundamental effect on the operations of the Company.
- We enquired of the directors and management concerning the Company's policies and procedures relating to:
  - identifying, evaluating and complying with the laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they had any knowledge of actual or suspected fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- We assessed the susceptibility of the Company's financial statements to material misstatement,

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including how fraud might occur by evaluating management's incentives and opportunities for manipulation of the financial statements. This included utilising the spectrum of inherent risk and an evaluation of the risk of management override of controls. We determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce costs, creating fictitious transactions to hide losses or to improve financial performance, and management bias in accounting estimates particularly in determining expected credit losses.

## AUDIT RESPONSE TO RISKS IDENTIFIED

In respect of the above procedures:

- we corroborated the results of our enquiries through our review of the minutes of the Company's board meetings and the inspection of legal correspondence;
- audit procedures performed by the engagement team in connection with the risks identified included:
  - reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations expected to have a direct impact on the financial statements;
  - reviewing legal fees incurred during the year in order to assess for potential unrecorded contingent liabilities;
  - testing journal entries, including those processed late for financial statements preparation, those posted by infrequent or unexpected users, those posted to unusual account combinations;
  - evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
  - enquiry of management around actual and potential litigation and claims.
  - challenging the assumptions and judgements made by management in its significant accounting estimates, in particular those relating to the determination of the expected credit losses as reported in the key audit matter section of our report.
- we communicated relevant laws and regulations and potential fraud risks to all engagement team members, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

## OTHER REQUIREMENTS

We were appointed by the Directors on 16 September 2021. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is three years.

We did not provide any non-audit services which are prohibited by the FRC's Ethical Standard to the Company, and we remain independent of the Company in conducting our audit.

## USE OF OUR REPORT

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

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

## ANDREW MOYSER FCA FCCA

(SENIOR STATUTORY AUDITOR)  
FOR AND ON BEHALF OF MHA  
STATUTORY AUDITOR

LONDON  
UNITED KINGDOM

25 MARCH 2024

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

# INCOME STATEMENT

	Notes	Year ending 30 November 2023			Year ending 30 November 2022		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
<b>REVENUE</b>							
Investment interest	2	1,722	–	<b>1,722</b>	1,787	–	1,787
<b>Total revenue</b>		1,722	–	<b>1,722</b>	1,787	–	1,787
Losses on investments held at fair value through profit or loss	4,8	(201)	(2)	<b>(203)</b>	(36)	(342)	(378)
Amortisation of exit fees	8,9	–	32	<b>32</b>	–	–	–
<b>Total net income</b>		1,521	30	<b>1,551</b>	1,751	(342)	1,409
<b>EXPENDITURE</b>							
Investment adviser fee	3	(65)	–	<b>(65)</b>	(67)	–	(67)
Impairments on investments held at amortised cost	4,9	(116)	(441)	<b>(557)</b>	(12)	(136)	(148)
Other expenses	4	(513)	–	<b>(513)</b>	(548)	–	(548)
<b>Total expenditure</b>		(694)	(441)	<b>(1,135)</b>	(627)	(136)	(763)
<b>Profit/(loss) before finance costs and taxation</b>		827	(411)	<b>416</b>	1,124	(478)	646
<b>FINANCE COSTS</b>							
Interest payable		(155)	–	<b>(155)</b>	(132)	–	(132)
<b>Profit/(loss) before taxation</b>		672	(411)	<b>261</b>	992	(478)	514
<b>TAXATION</b>							
	5	–	–	–	–	–	–
<b>Profit/(loss) for the year</b>		672	(411)	<b>261</b>	992	(478)	514
Basic earnings per share	7	2.50p	(1.53)p	<b>0.97p</b>	3.68p	(1.78)p	1.90p

The notes on pages 48 to 63 form an integral part of the financial statements.

The total column of this statement represents the Company's Income Statement, prepared in accordance with UK adopted IFRS. The supplementary revenue return and capital return columns are both prepared under guidance published by the Association of Investment Companies.

All revenue and capital items in the above statement derive from continuing operations.

There is no other comprehensive income as all income is recorded in the statement above.

# STATEMENT OF FINANCIAL POSITION

	Notes	As at 30 November 2023 £'000	As at 30 November 2022 £'000
<b>NON-CURRENT ASSETS</b>			
Loans at amortised cost	9	6,208	12,659
		6,208	12,659
<b>CURRENT ASSETS</b>			
Investments held at fair value through profit or loss	8	3,024	4,874
Loans at amortised cost	9	10,496	7,948
Other receivables and prepayments	10	13	11
Cash and cash equivalents		1,154	638
		14,687	13,471
<b>TOTAL ASSETS</b>		<b>20,895</b>	<b>26,130</b>
<b>CURRENT LIABILITIES</b>			
Loan facility	11	–	(4,000)
Other payables and accrued expenses	12	(191)	(109)
<b>TOTAL LIABILITIES</b>		<b>(191)</b>	<b>(4,109)</b>
<b>NET ASSETS</b>		<b>20,704</b>	<b>22,021</b>
<b>SHARE CAPITAL AND RESERVES</b>			
Share capital	13	269	269
Share premium		9,094	9,094
Special distributable reserve		12,267	12,849
Capital reserve		(1,059)	(644)
Revenue reserve		133	453
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<b>20,704</b>	<b>22,021</b>
<b>Net asset value per ordinary share</b>		<b>78.92p</b>	<b>81.79p</b>

The notes on pages 48 to 63 form an integral part of the financial statements.

The financial statements on pages 44 to 63 were approved by the Board of Directors of Develop North plc (a public limited company incorporated in England and Wales with company number 10395804) and authorised for issue on 25 March 2024. They were signed on its behalf by

**JOHN NEWLANDS**  
CHAIRMAN

# STATEMENT OF CHANGES IN EQUITY

For the year ending  
30 November 2023

	Share capital £'000	Share premium £'000	Special distributable reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
<b>AT BEGINNING OF THE YEAR</b>	269	9,094	12,849	(644)	453	22,021
Total comprehensive profit for the year:						
Profit for the year	–	–	–	(411)	672	261
<b>TRANSACTION WITH OWNERS IN THEIR CAPACITY AS OWNERS:</b>						
Dividends paid	–	–	(85)	–	(992)	(1,077)
Repurchase of shares into treasury	–	–	(497)	(4)	–	(501)
<b>At 30 November 2023</b>	<b>269</b>	<b>9,094</b>	<b>12,267</b>	<b>(1,059)</b>	<b>133</b>	<b>20,704</b>

For the year ending  
30 November 2022

	Share capital £'000	Share premium £'000	Special distributable reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
<b>AT BEGINNING OF THE YEAR</b>	269	9,094	13,093	(166)	294	22,584
Total comprehensive profit for the year:						
Profit for the year	–	–	–	(478)	992	514
<b>TRANSACTION WITH OWNERS IN THEIR CAPACITY AS OWNERS:</b>						
Dividends paid	–	–	(244)	–	(833)	(1,077)
<b>At 30 November 2022</b>	<b>269</b>	<b>9,094</b>	<b>12,849</b>	<b>(644)</b>	<b>453</b>	<b>22,021</b>

# CASH FLOW STATEMENT

	Year ending 30 November 2023 Notes	Year ending 30 November 2022 £'000
<b>OPERATING ACTIVITIES</b>		
Profit before taxation	261	514
Losses on investments held at fair value through profit and loss	213	342
Impairments on loans at amortised cost	592	136
Gains on investments held at fair value through profit and loss	(10)	–
Uplifts on loans at amortised cost	(35)	–
Amortisation of exit fees	(32)	–
Interest expense	155	132
<b>Changes in working capital</b>		
Increase in loan interest receivable on investments held at fair value through profit and loss	(93)	(147)
Increase in loan interest receivable on loans at amortised cost	(133)	(249)
(Increase)/decrease in other receivables	(2)	16
Increase/(decrease) in other payables	82	(26)
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES AFTER TAXATION</b>	<b>998</b>	<b>718</b>
<b>INVESTING ACTIVITIES</b>		
Loans given	(3,369)	(10,986)
Loans repaid	8,620	3,570
<b>NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES</b>	<b>5,251</b>	<b>(7,416)</b>
<b>FINANCING</b>		
Equity dividends paid	(1,077)	(1,077)
Repurchase of shares into Treasury	13 (501)	–
Bank loan drawn down	14 –	4,251
Repayment of bank loan	14 (4,000)	(251)
Interest paid	(155)	(132)
<b>NET CASH (OUTFLOW)/INFLOW FROM FINANCING</b>	<b>(5,733)</b>	<b>2,791</b>
<b>INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		
	516	(3,907)
Cash and cash equivalents at the start of the year	638	4,545
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>1,154</b>	<b>638</b>

# NOTES TO THE FINANCIAL STATEMENTS

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## 1. ACCOUNTING POLICIES

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### SIGNIFICANT ACCOUNTING POLICIES

#### (A) BASIS OF PREPARATION

The financial statements of Develop North plc have been prepared in accordance with UK adopted International Financial Reporting Standards ("UK adopted IFRS") and with the Companies Act 2006, as applicable to companies reporting under international accounting standards. The financial statements were also prepared in accordance with the Statement of Recommended Practice, Financial Statements of Investment Trust Companies and Venture Capital Trusts ("SORP") issued by the AIC (as issued in July 2022), where this guidance is consistent with UK adopted IFRS.

The financial statements have been prepared on a going concern basis under the historical cost convention, except for certain investment valuations which are measured at fair value.

The notes and financial statements are presented in pounds sterling (being the functional currency and presentational currency for the Company) and are rounded to the nearest thousand except where otherwise indicated.

The Company reviews forthcoming changes to UK adopted IFRS and does not anticipate material changes as a result of these.

### NEW STANDARDS OR AMENDMENTS FOR 2023 FOR FORTHCOMING REQUIREMENTS

New standards, interpretations and amendments issued which are not yet effective and applicable for the periods beginning on or after 1 December 2023:

Effective date accounting periods on or after 1 January 2024:

IAS 1 Amendments to accounting for non-current liabilities with covenants

### GOING CONCERN

The financial statements have been prepared on a going concern basis. At the forthcoming AGM shareholders are invited to vote on the continuation of the Company. The Board understands that the Investment Adviser has taken soundings of major shareholders and therefore it has a high degree of confidence that this vote will be passed by shareholders; however, the vote is outside the control of the Board and thus, in the context of assessing the future prospects of the Company, it represents a material uncertainty which (if the vote were to be lost) may cast significant doubt upon the ability of the Company to continue as a going concern. The financial statements do not include the adjustments that may be necessary should a positive vote from the shareholders to continue not be received and the Company was not able to continue as a going concern. The disclosures on going concern on page 25 of the Directors' Report form part of these financial statements.



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## INTEREST INCOME

For financial instruments measured at amortised cost, the effective interest rate method is used to measure the carrying value of a financial asset or liability and to allocate associated interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments or receipts over the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. In calculating the effective interest rate, the cash flows are estimated considering all contractual terms of the financial instrument but does not consider expected credit losses. The calculation includes all fees received and paid and costs borne that are an integral part of the effective interest rate.

On an ongoing basis the Investment Adviser assesses whether there is evidence that a financial asset is impaired. The basis of calculating interest income on the three stages of impairment (detailed below) are as follows:

**Stage 1** Interest is calculated on the gross outstanding principal

**Stage 2** Interest is calculated on the gross outstanding principal

**Stage 3** Interest is calculated on the principal amount less impairment

## EXPENSES

Expenses are accounted for on an accruals basis. The Company's administration fees, finance costs and all other expenses are charged through the Income Statement and are charged to revenue. Fees incurred in relation to operational costs of the loan portfolio, such as legal fees, are charged through the Income Statement and are charged to capital.

## DIVIDENDS TO SHAREHOLDERS

Interim dividends declared during the year are recognised when they are paid. Any final dividends declared are recognised when they are approved by the Shareholders at the Annual General Meeting.

## TAXATION

Taxation on the profit or loss for the period comprises current and deferred tax. Taxation is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is also recognised in other comprehensive income or directly in equity respectively.

Current tax is the expected tax payable on the taxable income for the period, using tax rates and laws enacted or substantively enacted at the reporting date.

Deferred income taxes are calculated using rates and laws that are enacted or substantivity are expected to apply as or when the associated temporary differences reverse. Deferred income tax is provided using the liability method on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which deductible temporary differences, carried forward tax credits or tax losses can be utilised. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities. Deferred income is recognised in profit or loss unless it relates to a transaction recorded in other comprehensive income or equity, in which case it is also recognised in other comprehensive income or directly in equity respectively.

## FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The financial assets and financial liabilities are classified at inception into the following categories:

### Amortised cost:

Financial assets that are held for collection of contractual cash flows where those cash flows represent SPPI ('solely payment of principal and interest') and that are not designated at fair value through profit and loss are measured at amortised cost. At initial recognition, these assets are recognised as the amounts advanced to customers on the trade date. Financial assets are derecognised when the rights to receive cashflows from the financial assets no longer exists. The carrying amount of these assets is adjusted by any expected credit loss allowance as described in the impairment note below. Interest income from these financial assets is included in investment interest using the effective interest rate method. Any gain or loss on derecognition is recognised directly in the Income Statement. Impairment losses are presented as separate line item in the Income Statement. The Company's cash and cash equivalents, other receivables, other payables and accruals, and the Company's loan facility are included within this category.

Continued

### Fair value through profit and loss:

The Company has a number of borrower facilities in which it received a minority equity stake or exit fee mechanism in conjunction with providing those loan facilities. These loans are recognised at fair value through profit and loss. At initial recognition, these assets are recognised as the amounts advanced to customers on the trade date. Financial assets are derecognised when the rights to receive cashflows from the financial assets no longer exists. The fair value of the contracts is monitored and reviewed quarterly using discounted cash flow forecasts based on the estimated cash flows that will flow through from the underlying development project. Interest income from these financial assets is included in investment interest using the effective interest rate method. Any gain or loss on derecognition is recognised directly in the Income Statement. Impairment losses are presented as separate line item in the Income Statement. A sensitivity analysis is included in note 16.

Any values attributed to the equity stakes of these borrowers are incorporated into the overall loan valuation.

### Exit fees:

Some of the financial assets measured at amortised costs have an exit fee. There are two types of exit fees; those recognised at the end of the term of the financial asset once it has been repaid, and those recognised during the term of the financial instrument where here they are linked to specific events such as plot sales.

## IMPAIRMENT

At initial recognition, an impairment allowance is required for expected credit losses ('ECL') resulting from possible default events within the next 12 months. When an event occurs that increases the credit risk, an allowance is required for ECL for possible defaults over the term of the financial instrument.

The key inputs into the measurement of ECL are probability of default ('PD'), loss given default ('LGD'), and exposure at default ('EAD'). These inputs are then considered and applied against residential and commercial facilities in the loan book. ECL are calculated by multiplying the PD by LGD and EAD.

PD has been determined by considering the local market where the underlying assets are situated, economic indicators including inflationary pressures on build costs, government policy, and market sentiment. For residential loans this has been further broken down into two scenarios; where only sales risk is still present, and where both construction risk and sales risk still exist. LGD is the magnitude of the likely loss if there is a default. The LGD

models consider the structure, collateral, seniority of the claim, and recovery costs of any collateral that is integral to the financial asset. LTV ratios are a key parameter in determining LGD. LGD estimates are recalibrated for different economic scenarios and, for lending collateralised by property, to reflect possible changes in property prices. EAD represents the expected exposure in the event of a default. The Company derives the EAD from the current exposure to the borrower. The EAD of a financial asset is its gross carrying amount at the time of default. EAD for residential facilities has been further broken down into two scenarios; where the build is complete, and where construction is ongoing.

A financial asset is credit-impaired when one or more events that have occurred have a significant impact on the expected future cash flows of the financial asset. It includes observable data that has come to our attention regarding one or more of the following events:

- delinquency in contractual payments of principal and interest;
- cash flow difficulties experienced by the borrower;
- initiation of bankruptcy proceedings;
- the borrower being granted a concession that would otherwise not be considered;
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio; and
- a significant decrease in assets values held as security.

Impairment of financial assets is recognised on a loan-by-loan basis in stages:

- **Stage 1:** A general impairment covering what may happen within the next 12 months, based on the adoption of BIS standards as outlined below.
- **Stage 2:** Significant increase in credit risk, where the borrower is in default, potentially in arrears, where full repayment is expected and the underlying asset value remains robust. The ECL calculation recognises the lifetime of the loan.
- **Stage 3:** Credit impaired, where the borrower is in default of their loan contract, in arrears, full loan repayment is uncertain and there is a shortfall in underlying asset value. The ECL calculation recognises likely failure of the borrower.

As at 30 November 2023, there were eighteen loans in

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the portfolio. Four of those projects supported included either an equity stake of at least 25.1% for the Company or an exit fee mechanism. Please see note 8 for details on these four projects.

The Board has deemed that six projects (November 2022: five); are currently impaired and specific additional provisions have been made against these facilities in these financial statements.

The other twelve loans have been assessed as not impaired.

The Company's response to IFRS 9 requirements has been based on the Bank for International Settlements ('BIS') Basel Supervisory Committee liquidity risk tool recommendations.

## FAIR VALUE HIERARCHY

Accounting standards recognise a hierarchy of fair value measurements for financial instruments which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The classification of financial instruments depends on the lowest significant applicable input, as follows:

- Level 1 – Unadjusted, fully accessible and current quoted prices in active markets for identical assets or liabilities. Examples of such instruments would be investments listed or quoted on any recognised stock exchange.
- Level 2 – Quoted prices for similar assets or liabilities, or other directly or indirectly observable inputs which exist for the duration of the period of investment. Examples of such instruments would be forward exchange contracts and certain other derivative instruments.
- Level 3 – External inputs are unobservable. Value is the Directors' best estimate, based on advice from relevant knowledgeable experts, use of recognised valuation techniques and on assumptions as to what inputs other market participants would apply in pricing the same or similar instrument.

All loans are considered Level 3.

## CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash in hand and short-term deposits in banks with an original maturity of three months or less from inception.

## OTHER RECEIVABLES

Other receivables do not carry interest and are short-term in nature. There were no irrecoverable amounts accounted for at the year end or the prior period end.

## RESERVES

### SHARE PREMIUM

The surplus of net proceeds received from the issuance of new shares over their par value is credited to this account and the related issue costs are deducted from this account.

### CAPITAL RESERVE

The following are accounted for in the capital reserve:

- Capital charges;
- Increases and decreases in the fair value of and impairments of loan capital held at the year end

As at year end the Capital Reserve comprises both realised and unrealised gains and losses and so does not contain distributable reserves.

### REVENUE RESERVE

The net profit/(loss) arising in the revenue column of the Income Statement is added to or deducted from this reserve which is available for paying dividends.

### SPECIAL DISTRIBUTABLE RESERVE

Created from the Court of Session cancellation of the initial launch share premium account and is available for paying dividends and the repurchase of shares. The Special distributable reserve is used to prevent the Revenue reserve going into a negative position when paying distributions.

### REPURCHASE OF SHARES TO HOLD IN TREASURY

The cost of repurchasing ordinary shares to hold in Treasury is charged to the Special distributable reserve and the related stamp duty and transaction cost is charged to the 'capital reserve' and dealt with in the Statement of Changes in Equity. Share repurchase transactions are accounted for on a trade date basis.

## SEGMENTAL REPORTING

The Chief Operating Decision Maker is the Board of Directors. The Directors are of the opinion that the Company is engaged in a single segment of business, being the investment of the Company's capital in financial

Continued

assets comprising loans. All loan income is derived from the UK. The Company derived revenue totalling £714,000 (November 2022: £978,000) where the amounts from two (November 2022: four) individual borrowers each exceeded 10% or more of the Company's revenue. The individual amounts were £354,000 and £360,000, (November 2022: £282,000, £256,000, £243,000 and £196,000).

## USE OF SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenue and expenses during the year. The nature of the estimation means that actual outcomes could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The key driver to determine whether loans are classified as fair value through profit or loss or amortised cost is if the facility has an exit fee or equity stake attached. Where these are present the loan is classified as fair value through profit or loss.

The following are areas of particular significance to the Company's financial statements and include the use of estimates or the application of judgement:

## CRITICAL JUDGEMENTS AND ESTIMATES IN APPLYING THE COMPANY'S ACCOUNTING POLICIES – INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS:

The Company owns profit share holdings or has exit fees mechanism in relation to 6 of the borrowers in place as at the year end. The loans held have been designated at fair value through profit and loss. The determination of the fair value requires the use of estimates. A sensitivity analysis is included in note 16. The key uncertainties are around the timings and amounts of both drawdown and repayments as these are determined by construction progress and the timing of sales.

## CRITICAL JUDGEMENTS AND ESTIMATES IN APPLYING THE COMPANY'S ACCOUNTING POLICIES – LOANS AMORTISED COST CLASSIFICATION AND IMPAIRMENTS:

The Company uses critical judgements to determine whether it accounts for its loans at either amortised cost using the effective interest rate method less impairment provisions or at fair value through profit and loss. The determination of the required impairment adjustment requires the use of estimates. The key uncertainties are around the timings and amounts of both drawdown and repayments as these are determined by construction progress and the timing of sales. See notes 8 and 9 on pages 54 and 55 for further details.

## 2. REVENUE

	30 November 2023	30 November 2022
	£'000	£'000
Interest from loans	1,722	1,787
<b>Total income</b>	<b>1,722</b>	<b>1,787</b>

## 3. INVESTMENT ADVISER'S FEES

### INVESTMENT ADVISER

In its role as the Investment Adviser, Tier One Capital Ltd is entitled to receive from the Company an investment adviser fee which is calculated and paid quarterly in arrears at an annual rate of 0.25% per annum of the prevailing Net Asset Value if less than £100m; or 0.50% per annum of the prevailing Net Asset Value if £100m or more.

There is no balance accrued for the Investment Adviser for the period ended 30 November 2023 (year to 30 November 2022: £nil).

There are no performance fees payable.

	30 November 2023	30 November 2022
	£'000	£'000
Investment Adviser fee	65	67

## 4. OPERATING EXPENSES

	30 November 2023		30 November 2022	
	Revenue £'000	Capital £'000	Revenue £'000	Capital £'000
Legal & professional	20	–	13	–
Directors' fees	85	–	85	–
Audit fees related to the audit of the financial statements	77	–	57	–
Fund Administration and Company Secretarial	97	–	85	–
Brokers' fees	30	–	30	–
Marketing fees	1	–	18	–
AIFM fee	18	–	17	–
Impairments on loans amortised at cost*	116	476	12	136
Uplifts on loans amortised at cost*	–	(35)	–	–
Losses on investments held at fair value through profit or loss*	201	2	36	342
Other expenses	185	–	243	–
<b>Total other expenses</b>	<b>830</b>	<b>443</b>	<b>596</b>	<b>478</b>

\*Loan impairments consist of impairments to interest on loans of £317,000 (November 2022: £48,000) and a capital impairment on the loan of £478,000 (November 2022: £478,000). Loan uplifts consist of a capital uplift on the loans of £35,000 (November 2022: £nil).

All expenses are inclusive of VAT where applicable. Further details on Directors' fees can be found in the Directors' Remuneration Report on pages 33 to 35.

## 5. TAXATION

As an investment trust the Company is exempt from corporation tax on capital gains. The Company's revenue income from loans is subject to tax, but offset by any interest distribution paid, which has the effect of reducing the corporation tax. The interest distribution may be taxable in the hands of the Company's shareholders.

	30 November 2023 £'000	30 November 2022 £'000
Current corporation tax at 23% (November 2022: 19%)	–	–
Deferred taxation	–	–
<b>Tax on profit on ordinary activities</b>	<b>–</b>	<b>–</b>

### RECONCILIATION OF TAX CHARGE

Profit on ordinary activities before taxation	261	514
Taxation at standard corporation tax rate 23% (November 2022: 19%)	60	98

### EFFECTS OF:

Expenses/(Income) not subject to tax	95	91
Interest distributions	(248)	(205)
Tax losses not recognised within deferred tax	93	16
<b>Tax charge for the year</b>	<b>–</b>	<b>–</b>

\* With effect from 1 April 2023, the main rate of Corporation tax increased from 19% to 25%, therefore a hybrid rate of 23% has been used.

There is an unrecognised deferred tax asset not recognised on losses of £331,409 (November 2022: £230,408) calculated at the relevant deferred tax rate of 25%. There is no expiry date for the recognition of the unrecognised deferred tax asset.

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## 6. ORDINARY DIVIDENDS

	30 November 2023		30 November 2022	
	Pence per share	£'000	Pence per share	£'000
<b>Dividends paid in the year relating to previous year:</b>				
Interim dividend for the quarter ended August, paid in December	1.00	269	1.0	269
Interim dividend for the quarter ended November, paid in April	1.00	269	1.0	269
<b>Dividends paid during and relating to the year:</b>				
Interim dividend for the quarter ended February, paid in June	1.00	269	1.0	269
Interim dividend for the quarter ended May, paid in September	1.00	270	1.0	270
<b>Total dividends paid in the year</b>		<b>1,077</b>		<b>1,077</b>

Of the dividends paid in the year, £85,000 (November 2022: £244,000) has been paid from the Special distributable reserve. This is to ensure the Revenue reserve does not go into a negative position.

The Company intends to distribute at least 85% of its distributable income earned in each financial year by way of interest distribution. A third interim dividend of 1.00 pence per share was declared on 23 November 2023, payable on 28 December 2023. On 29 February 2024, the Company declared a fourth interim dividend of 1.00 pence per share for the quarter ended 30 November 2023, payable on 28 March 2024.

## 7. EARNINGS PER SHARE

The revenue, capital and total return per ordinary share is based on each of the profit after tax and on 26,907,053 ordinary shares, being the weighted average number of ordinary shares in issue (excluding shares held in Treasury) throughout the year. During the year there were no dilutive instruments held, therefore the basic and diluted earnings per share are the same.

## 8. INVESTMENTS HELD AT FAIR VALUE THROUGH PROFIT OR LOSS

The Company's investment held at fair value through profit or loss represents its profit share arrangements whereby the Company owns at least 25.1% or has an exit fee mechanism for four companies.

	30 November 2023 £'000	30 November 2022 £'000
Opening Balance	4,874	7,589
Loans deployed	59	80
Principal repayments	(1,802)	(2,600)
Movements in interest receivable	93	183
Unrealised losses on investments held at fair value through profit or loss	(203)	(378)
Amortisation of exit fees	3	–
<b>Total investments held at fair value through profit and loss</b>	<b>3,024</b>	<b>4,874</b>
Split:		
Non-current assets: Investments held at fair value through profit and loss due for repayment after one year	–	–
Current assets: Investments held at fair value through profit and loss due for repayment under one year	3,024	4,874

Please refer to note 16 for details of the approach to valuation and sensitivity analysis.

## 9. LOANS AT AMORTISED COST

	30 November 2023 £'000	30 November 2022 £'000
Opening balance	20,607	10,558
Loans deployed	3,310	10,906
Principal repayments	(6,818)	(970)
Movements in interest receivable	133	261
Movement in impairments	(557)	(148)
Amortisation of exit fees	29	–
<b>Total loans at amortised cost</b>	<b>16,704</b>	<b>20,607</b>
Split:		
Non-current assets: Loans at amortised cost due for repayment after one year	6,283	12,659
Current assets: Loans at amortised cost due for repayment under one year	10,421	7,948

The Company's loans held at amortised cost are accounted for using the effective interest method. The carrying value of each loan is determined after taking into consideration any requirement for impairment provisions during the year, allowances for impairment losses amounted to £557,000 (November 2022: £148,000).

Further details on impairment can be found within the accounting policies note on pages 50 and 51.

Movements in allowances for impairment losses in the year

	Nominal value £'000
at 1 December 2022	3,227
Provisions for impairment losses	475
Write off prior year impairment	(1,560)
<b>at 30 November 2023</b>	<b>2,142</b>
Stage 1 provisions at 1 December 2022	114
Provisions for impairment losses	32
<b>Stage 1 provisions at 30 November 2023</b>	<b>146</b>
Stage 2 provisions at 1 December 2022	–
Provisions for impairment losses	–
<b>Stage 2 provisions at 30 November 2023</b>	<b>–</b>
Stage 3 provisions at 1 December 2022	3,113
Provisions for impairment losses	443
Write off prior year impairment	(1,560)
<b>Stage 3 provisions at 30 November 2023</b>	<b>1,996</b>

Stage 1, 2, and 3 are referenced in more detail on page 50.

Continued



## 10. RECEIVABLES

	30 November 2023 £'000	30 November 2022 £'000
Prepayments	13	11
<b>Total receivables</b>	<b>13</b>	<b>11</b>

## 11. LOAN FACILITY

	30 November 2023 £'000	30 November 2022 £'000
Bank loan	–	4,000

In May 2023 the Company renewed its £6.5m committed revolving facility with Shawbrook Bank Limited, expiring in May 2025. No balance was drawn down at the year end.

The facility is secured against a debenture over the assets of the Company.



## 12. OTHER PAYABLES

	30 November 2023 £'000	30 November 2022 £'000
Accruals	191	109
<b>Total other payables</b>	<b>191</b>	<b>109</b>

## 13. SHARE CAPITAL

	2023 £'000	2022 £'000
Allotted, issued and fully paid:		
26,234,225 (November 2022: 26,924,063) ordinary shares of 1p each*	262	269
689,838 (November 2022: nil) ordinary shares of 1p held in Treasury	7	–
<b>26,924,063 (November 2022: 26,924,063) total ordinary shares of 1p each</b>	<b>269</b>	<b>269</b>

\* The Ordinary Shares (excluding shares held in Treasury) are eligible to vote and have the right to participate in either an interest distribution or participate in a capital distribution (on winding up).

No shares were issued by the Company during the year (November 2022: nil).

During the year, the Company bought back 689,838 shares to be held in Treasury at a cost of £501,000 (November 2022: nil).

Between 1 December 2023 and 20 March 2024, the Company bought back a further 566,369 shares into Treasury.

## 14. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	At 30 November 2022 £'000	Cash flows £'000	Non-cash flows £'000	At 30 November 2023 £'000
Short term borrowings	4,000	(4,000)	–	–
<b>Total liabilities from financing activities</b>	<b>4,000</b>	<b>(4,000)</b>	<b>–</b>	<b>–</b>
	At 30 November 2021 £'000	Cash flows £'000	Non-cash flows £'000	At 30 November 2022 £'000
Short term borrowings	–	4,000	–	4,000
<b>Total liabilities from financing activities</b>	<b>–</b>	<b>4,000</b>	<b>–</b>	<b>4,000</b>

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## 15. RELATED PARTIES

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The Directors are considered to be related parties. No Director has an interest in any transactions which are, or were, unusual in their nature or significant to the nature of the Company.

The Directors of the Company received £85,000 fees for their services during the year to 30 November 2023 (30 November 2022: £85,000). £nil was payable at the period and prior year end.

Ian McElroy is Chief Executive of Tier One Capital Ltd and is a founding shareholder and director of the firm.

Tier One Capital Ltd received £65,000 investment adviser's fee during the year (30 November 2022: £67,000) and £nil was payable at the year end (30 November 2022: £nil). Tier One Capital Ltd receives up to a 20% margin and arrangement fee for all loans it facilitates.

There are various related party relationships in place with the borrowers as below:

The following related parties arise due to the opportunity taken to advance the profit share contracts:

- **Thursby Homes (Springs)**

The Company owns 25.1% of the borrower Thursby Homes (Springs) Ltd. The loan amount outstanding as at 30 November 2023 was £36,000 (30 November 2022: £1.3m). Transactions in relation to loans repaid during the year amounted to (£1.5m) (30 November 2022: £918,000). Interest due to be received as at 30 November 2023 was £1,000 (30 November 2022: £213,000). Interest received during the year amounted to £33,000 (30 November 2022: £157,000).

- **Northumberland**

Develop North PLC owns 25.1% of the borrower Northumberland Ltd. The loan amount outstanding as at 30 November 2023 was £42,000 (30 November 2022: £356,000). Transactions in relation to loans repaid during the year amounted to £288,000 (30 November 2022: £911,000). Interest due to be received as at 30 November 2023 was £2,000 (30 November 2022: £3,000). Interest received during the year amounted to £3,000 (30 November 2022: £32,000).

- **Coalsnaughton**

Develop North PLC owns 40.1% of the borrower Kudos Partnership. The loan amount outstanding as at 30 November 2023 was £2.0m (30 November 2022: £2.2m). Transactions in relation to loans made during the year amounted to £nil (30 November 2022: £80,000). Interest due to be received as at 30 November 2023 was £424,000 (30 November 2022: £324,000). Interest received during the year amounted to £108,000 (30 November 2022: £196,000).

- **Oswald Street**

Develop North PLC owns 25.1% of the Riverfront Property Limited Partnership. The loan amount outstanding as at 30 November 2023 was £448,000 (30 November 2022: £388,000). Transactions in relation to loans made during the year amounted to £59,000 (30 November 2022: £nil). Interest due to be received as at 30 November 2023 was £8,000 (30 November 2022: £5,000). Interest received during the year amounted to £47,000 (30 November 2022: £31,000).

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## 16. FINANCIAL INSTRUMENTS

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Consistent with its objective, the Company holds a diversified portfolio of fixed rate loans secured with collateral in the form of; land or property in the UK, charges held over bank accounts and personal or corporate guarantees. The benefit of a related profit share or exit fee mechanism may also be agreed. In addition, the Company's financial instruments comprise cash and receivables and payables that arise directly from its operations. The Company does not have exposure to any derivative instruments.

The Company is exposed to various types of risk that are associated with financial instruments. The most important types are credit risk, liquidity risk, interest rate risk and market price risk. There is no foreign currency risk as all assets and liabilities of the Company are maintained in pounds sterling.

The Board reviews and agrees policies for managing the Company's risk exposure. These policies are summarised below:

### CREDIT RISK

Credit risk is the risk that an issuer or counterparty will be unable or unwilling to meet a commitment that it has entered into with the Company.

In the event of default by a borrower if it is in financial difficulty or otherwise unable to meet its obligations under the agreement, the Company will suffer an interest shortfall and potentially a loss of capital. This potentially will have a material adverse impact on the financial condition and performance of the Company and/or the level of dividend cover. Management determines concentrations of risk by assessing the characteristics of each borrower and including these in the underwriting process. The most applicable of these are the geographical location of the projects and the economic sector the borrowers operate in. The Board receives regular reports on concentrations of risk and the performance of the projects underlying the loans, using loan to value percentages to help monitor the level of risk. The Investment Adviser monitors such reports in order to anticipate, and minimise the impact of, default.

There were financial assets which were considered impaired at 30 November 2023, with impairments amounting to £557,000 (30 November 2022: £148,000). Our maximum exposure to credit risk as at 30 November 2022 was £20,895,000 (30 November 2022: £26,130,000).

All of the Company's cash is placed with financial institutions with a long-term credit rating of A or better. Bankruptcy or insolvency of such financial institutions may cause the Company's ability to access cash placed on deposit to be delayed or limited. Should the credit quality or the financial position of the banks currently employed significantly deteriorate, cash holdings would be moved to another bank.

The carrying amount for investments held at fair value through profit or loss best represents the maximum exposure to credit risk. The Company holds assets as collateral against loans issued. The Company does not have assets held as collateral.

Further details on the exposure to, and management of, credit risk by the Company is included in both the Investment Advisor's report and the Strategic Report on pages 8 to 19.

### Loans held at amortised cost as at 30 November 2023

	Total £'000
Stage 1	16,390
Stage 2	275
Stage 3	39
<b>Total</b>	<b>16,704</b>

### Loans held at amortised cost as at 30 November 2022

	Total £'000
Stage 1	20,000
Stage 2	378
Stage 3	229
<b>Total</b>	<b>20,607</b>

## LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulties in realising assets or otherwise raising funds to meet financial commitments. The Company's investments comprise loans.

Property and property-related assets in which the Company invests via loans are not traded in an organised public market and are relatively illiquid assets, requiring individual attention to sell in an orderly way. As a result, the Company may not be able to liquidate quickly its investments in these loans at an amount

close to their fair value in order to meet its liquidity requirements.

The Company's liquidity risk is managed on an ongoing basis by the Investment Adviser and monitored on a quarterly basis by the Board. In order to mitigate liquidity risk the Company has a comprehensive three-year cash flow forecast that aims to have sufficient cash balances, taking into account projected drawdowns on the live facilities to meet its obligations for a period of at least 12 months. At the reporting date, the maturity of the financial assets and liabilities was:

### Financial assets as at 30 November 2023

	In one year £'000	In two or more years £'000	Total £'000
Cash and cash equivalents	1,154	–	1,154
Loans at amortised cost	10,421	6,283	16,704
Investments held at fair value	3,024	–	3,024
<b>Total</b>	<b>14,599</b>	<b>6,283</b>	<b>20,882</b>

### Financial assets as at 30 November 2022

	In one year £'000	In two or more years £'000	Total £'000
Cash and cash equivalents	638	–	638
Loans at amortised cost	7,948	12,659	20,607
Investments held at fair value	4,874	–	4,874
<b>Total</b>	<b>13,460</b>	<b>12,659</b>	<b>26,119</b>

### Financial liabilities as at 30 November 2023

	In one year £'000	In two or more years £'000	Total £'000
Bank loan	–	–	–
<b>Total</b>	<b>–</b>	<b>–</b>	<b>–</b>

### Financial liabilities as at 30 November 2022

	In one year £'000	In two or more years £'000	Total £'000
Bank loan	4,000	–	4,000
<b>Total</b>	<b>4,000</b>	<b>–</b>	<b>4,000</b>

## INTEREST RATE RISK

The interest rate profile of the Company was as follows:

### as at 30 November 2023

	Financial net assets on which no interest is paid £'000	Fixed rate Financial Assets £'000	Variable rate financial net assets £'000	Total £'000
Other receivables and prepayments	13	–	–	13
Loan Interest receivable	766	–	–	766
Other payables and accrued expenses	(191)	–	–	(191)
Cash and cash equivalents	–	–	1,154	1,154
Investments held at fair value through profit and loss	–	2,588	–	2,588
Loans at amortised cost	–	16,374	–	16,374
<b>Total</b>	<b>588</b>	<b>18,962</b>	<b>1,154</b>	<b>20,704</b>

### as at 30 November 2022

	Financial net assets on which no interest is paid £'000	Fixed rate Financial Assets £'000	Variable rate financial net assets £'000	Total £'000
Other receivables and prepayments	11	–	–	11
Loan Interest receivable	976	–	–	976
Other payables and accrued expenses	(109)	–	–	(109)
Cash and cash equivalents	–	–	638	638
Loan facility	–	–	(4,000)	(4,000)
Investments held at fair value through profit and loss	–	4,329	–	4,329
Loans at amortised cost	–	20,176	–	20,176
<b>Total</b>	<b>878</b>	<b>24,505</b>	<b>(3,362)</b>	<b>22,021</b>

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Shawbrook provide a working capital facility which is capped at 30% of the Net Asset value of the Company. Using forward looking SONIA figures as at November 2023, the forecast decrease in interest rates will see £2k less of finance costs over the next twelve months assuming an average drawn balance of £1.4m in the year. Since year end, the outlook for interest rate rises has eased.

Sensitising the equity discount rate has immaterial impact on the loans held at fair value.

### MARKET PRICE RISK

The management of market price risk is part of the investment management process and is typical of an investment company. The portfolio is managed with an awareness of the effects of adverse valuation movements through detailed and continuing analysis, with an objective of maximising overall returns to shareholders. Investments in property and property-related assets are inherently difficult to value due to the individual nature of each property. As a result, valuations are subject to substantial uncertainty. There is no assurance that the estimates resulting from the valuation process will reflect the actual sales price even where such sales occur shortly after the valuation date. Such risk is minimised through the appointment of external property valuers. The basis of valuation of the loan portfolio is set out in detail in the accounting policies. The inputs into the DCF models are the forecast monthly cashflows including sales values and build costs, the discount rate which is the imputed interest rate at the time the facility was entered into adjusted for any movements in the risk free rate as at current year end, and a 30% (November 2022: 30%) discount rate for the equity element to reflect the higher level of uncertainty. Any changes in market conditions will directly affect the profit and loss reported through the Income Statement. Details of the Company's investment portfolio held at the balance sheet date are disclosed in the Investment Adviser's Review on page 11. A 10% fall in the sales value of the residential development projects and a 10% reduction

in asset value of commercial and investment property assets for those loans held at fair value would have resulted in a further impairment to the portfolio of £254,000 as at 30 November 2023 (30 November 2022: £330,000). The calculations are based on the property valuations at the respective balance sheet date and are not representative of the year as a whole, nor reflective of future market conditions.

### VALUATION OF FINANCIAL INSTRUMENTS

Accounting standards recognise a hierarchy of fair value measurements for financial instruments which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The classification of financial instruments depends on the lowest significant applicable input, as follows:

- **Level 1** – Unadjusted, fully accessible and current quoted prices in active markets for identical assets or liabilities. Examples of such instruments would be investments listed or quoted on any recognised stock exchange.
- **Level 2** – Quoted prices for similar assets or liabilities, or other directly or indirectly observable inputs which exist for the duration of the period of investment. Examples of such instruments would be forward exchange contracts and certain other derivative instruments.
- **Level 3** – External inputs are unobservable. Value is the Directors' best estimate, based on advice from relevant knowledgeable experts, use of recognised valuation techniques and on assumptions as to what inputs other market participants would apply in pricing the same or similar instrument.

### 30 November 2023

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments held at fair value through profit and loss	–	–	3,024	3,024
<b>Total</b>	<b>–</b>	<b>–</b>	<b>3,024</b>	<b>3,024</b>

### 30 November 2022

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments held at fair value through profit and loss	–	–	4,874	4,874
<b>Total</b>	<b>–</b>	<b>–</b>	<b>4,874</b>	<b>4,874</b>

A reconciliation of fair value measurements in Level 3 is set out in the following table:

	30 November 2023 £'000	30 November 2022 £'000
Opening Balance	4,874	7,589
Loans deployed	59	80
Principal repayments	(1,802)	(2,600)
Movements in interest receivable	93	183
Unrealised losses on investments held at fair value through profit or loss	(203)	(378)
Amortisation of exit fees	3	–
<b>Closing Balance</b>	<b>3,024</b>	<b>4,874</b>

## 17. CAPITAL MANAGEMENT

The Company's capital is represented by the Ordinary Shares, share premium, capital reserves, revenue reserve and special distributable reserve. The Company is not subject to any externally imposed capital requirements.

The capital of the Company is managed in accordance with its investment policy, in pursuit of its investment objective. Capital management activities may include the allotment of new shares, the buy back or re-issuance of shares from treasury, the management of the Company's discount to net asset value and consideration of the Company's net gearing level.

## 18. POST BALANCE SHEET EVENTS

- Since the year end £1,475,000 has been drawn down on the Shawbrook loan facility
- on 23 November 2023, a third interim dividend of 1.00 pence per share was declared, payable on 28 December 2023
- on 8 December 2023, the Company bought back a further 436,532 shares into Treasury
- on 13 December 2023, the Company bought back a further 20,834 shares into Treasury
- on 18 December 2023, the Company bought back a further 81,037 shares into Treasury
- on 21 December 2023, the Company bought back a further 27,966 shares into Treasury
- on 13 February 2024, a new loan was issued to Almscliffe Dhesi Developments (1) Ltd with an initial drawdown of £576,000
- on 29 February 2024, a fourth interim dividend of 1.00 pence per share was declared, payable on 28 March 2024

# NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the annual general meeting (“AGM”) of Develop North PLC (the “Company”) will be held on Thursday, 25 April 2024 at 12 noon at the Grey Street Hotel, 2-12 Grey Street, Newcastle, NE1 6AE for the purposes of considering and, if thought fit, passing the resolutions below. Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolutions 13 to 15 will be proposed as special resolutions.

## ORDINARY BUSINESS

### Ordinary Resolutions

1. To receive the Company’s annual report and accounts for the financial year ended 30 November 2023 (the “Annual Report and Accounts”), together with the Directors’ report and the auditors’ report on those accounts.
2. To approve the Directors’ Remuneration Report (excluding the Directors’ remuneration policy) for the year ended 30 November 2023.
3. To approve the Directors’ Remuneration Policy.
4. To re-elect Ian McElroy as a Director of the Company.
5. To re-elect Matthew Harris as a Director of the Company.
6. To re-elect John Newlands as a Director of the Company.
7. To re-elect Douglas Noble as a Director of the Company.
8. To approve the dividend policy of the Company.
9. To re-appoint MHA as the Company’s Auditor to hold office until the conclusion of the next Annual General Meeting of the Company.
10. To authorise the Audit Committee to determine the Auditor’s remuneration.
11. That the Company continue its business as presently constituted.

## SPECIAL BUSINESS

### 12. Authority to allot shares

THAT, in accordance with section 551 of the Companies Act 2006 (the “CA 2006”), the board of directors of the Company (or a duly constituted committee of the directors of the Company) (the “Directors”) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £51,335 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 25 July 2025 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any security into shares in the Company to be granted and the Directors may allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

### Special Resolutions

### 13. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 11 and in accordance with section 570 of the CA 2006, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by resolution 12 and/or to sell ordinary shares of one pence each in the capital of the Company held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall



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be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £51,335. The authority granted by this resolution will, unless renewed, varied or revoked by the Company, expire at the conclusion of the Company's next annual general meeting after this resolution is passed or, if earlier, at the close of business on 25 July 2025, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

14. That the Company be authorised generally and unconditionally, in accordance with Section 701 of the Companies Act 2006 (the "Act"), to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of £0.01 each ("Ordinary Shares") provided that:
- a. the maximum number of Ordinary Shares authorised to be purchased is 3,847,600;
  - b. the minimum price which may be paid for an Ordinary Share is £0.01; and
  - c. the maximum price which may be paid for an Ordinary Share must not be more than the higher of: (i) 5 per cent. above the average of the mid-market value of the Ordinary Shares for the five business days before the purchase is made; or (ii) the higher of the last independent trade and the highest current independent bid for Ordinary Shares.

The authority conferred by this resolution will expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the passing of this resolution save that the

Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

15. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

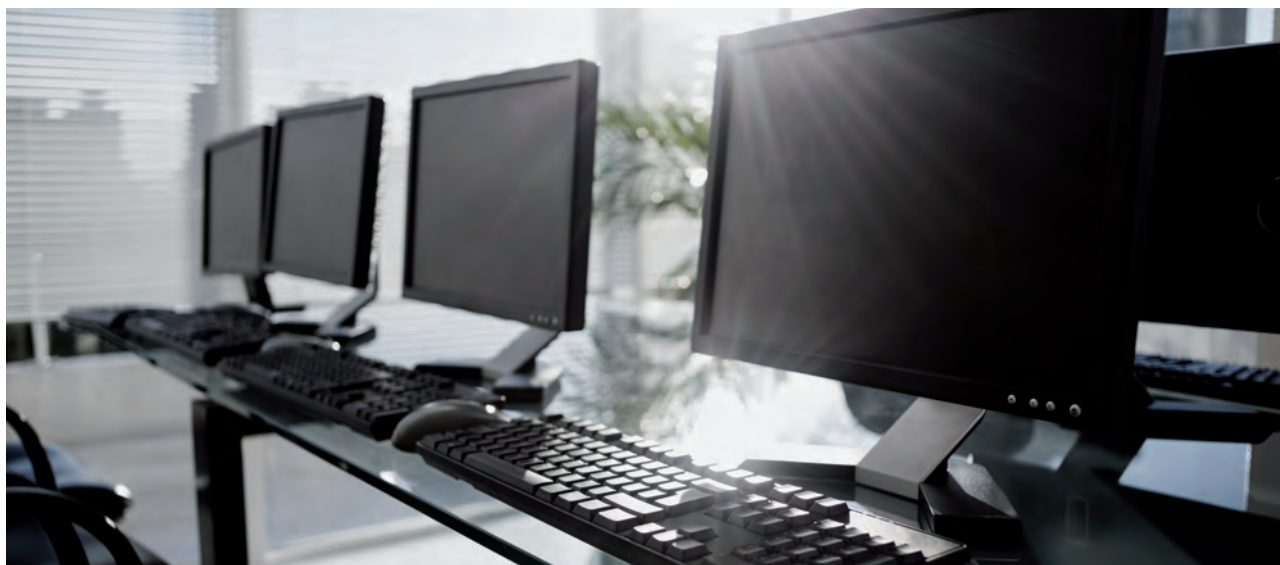
**BY ORDER OF THE BOARD**  
**APEX FUND ADMINISTRATION**  
**SERVICES (UK) LIMITED**  
**COMPANY SECRETARY**

REGISTERED OFFICE:  
HAMILTON CENTRE, RODNEY WAY,  
CHELMSFORD, ESSEX CM1 3BY

25 MARCH 2024

# NOTES

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These notes should be read in conjunction with the notes on the Form of Proxy.

Only shareholders on the Register of Members (the “Register”) at close of business on 23 April 2024 are entitled to vote at the AGM in respect of the number of Ordinary Shares registered in their name at such time. In the event of any adjournment of the AGM, the time by which a person must be entered on the Register in order to have the right to attend and vote at the adjourned AGM is the close of business 48 hours (excluding non-business days) before the time of the adjourned meeting. Such shareholders can vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the Register shall be disregarded in determining rights to attend and vote

- (i) A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of the rights of the member to attend and speak and vote in his place. A proxy need not be a member of the Company.

If a member appoints more than one proxy to attend the AGM, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.

- (ii) To appoint a proxy you may use the Form of Proxy enclosed with this notice. To be valid,

the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY to be received as soon as possible and in any event by not later than 12 noon on 23 April 2024. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.

- (iii) Completion of the Form of Proxy will not prevent you from attending and voting in person.
- (iv) Any person receiving a copy of this notice as a person nominated by a member to enjoy information rights under section 146 of the Act (a “Nominated Person”) should note that the provisions in note (ii) above concerning the appointment of a proxy or proxies to attend the AGM in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have

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someone else appointed, as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the AGM.

- (v) Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (vi) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (vii) Shareholders who hold their Ordinary Shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Company's registrar not later than 48 hours before the start of the meeting. Instructions on how to vote through CREST can be found by accessing the following website: [www.euroclear.com/CREST](http://www.euroclear.com/CREST). Shareholders are advised that CREST is the only method by which completed proxies can be submitted electronically.
- (viii) If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST

message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Computershare Investor Services PLC (ID number 3RA50) not later than 48 hours before the time appointed for holding the AGM excluding non-business days. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Computershare Investor Services PLC is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

- (ix) Any corporation which is a member may appoint one or more corporate representative(s) who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares. It is, therefore, no longer necessary to nominate a designated corporate representative. Representatives should bring to the AGM evidence of their appointment, including any authority under which it is signed.
- (x) If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidelines and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial

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Conduct Authority. As a result, any member holding 3 per cent or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidelines and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority

(xi) Any question relevant to the business of the AGM may be asked at the AGM by anyone permitted to speak at the AGM. A holder of shares may alternatively submit a question in advance by a letter addressed to the Company's registered office. Under section 319A of the Act, the Company must answer any question a shareholder asks relating to the business being dealt with at the AGM, unless, (i) answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (ii) the answer had already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

(xii) Under section 527 of the Act, a shareholder or shareholders meeting the criteria set out in note (xiv) below, have the right to request the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the AGM relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM. Where the Company is required to publish such a statement on its website: (i) it may not require the shareholder making the request to pay any expense incurred by the Company in complying with the request; (ii) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and (iii) that statement may be dealt with as part of the business of the AGM. The request: (a) may be in hard copy

form or in electronic form; (b) either set out the statement in full or, if supporting a statement sent by another shareholder, clearly identify the statement which is being supported; (c) must be authenticated by the person or persons making it; and (d) be received by the Company at least one week before the AGM.

(xiii) In order to be able to exercise the shareholders' right to require the Company to publish audit concerns in accordance with note (xii) above, the relevant request must be made by: (i) a shareholder or shareholders having a right to vote at the AGM and holding at least 5 per cent. of total voting rights in the Company (please see note (xvi) below in relation to total voting rights); or (ii) at least 100 shareholders having a right to vote at the AGM and holding, on average, at least £100 of paid up share capital.

(xiv) Where a shareholder or shareholders wishes to request the Company to publish audit concerns in accordance with note (xii) above, such request must be made by either sending:

(a) a hard copy request which is signed by the relevant shareholder or shareholders, states such persons' full name(s) and address(es) and sent to the Company Secretary, Maitland Administration Services Limited; or

(b) a request which states the shareholder or shareholders' full name and address(es), and sent by email to [CoSec@maitlandgroup.com](mailto:CoSec@maitlandgroup.com). Please state "Develop North AGM" in the subject line of the e-mail.

(xv) Further information regarding the AGM which the Company is required by section 311A of the Act to publish on a website in advance of the AGM can be accessed at [www.DevelopNorth.co.uk](http://www.DevelopNorth.co.uk).

(xvi) As at 20 March 2024 (being the latest practicable date prior to the printing of this notice) the Company's issued share capital consisted of 25,667,856 Ordinary Shares carrying one vote each.



- (xvii) You may not use any electronic address provided either in this notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
- (xviii) A copy of the letters of appointment of the Directors will be available for inspection during normal business hours at the Company's registered office and at the place of the meeting from at least 15 minutes prior to the meeting until the end of the meeting.

## EXPLANATION OF RESOLUTIONS

Resolutions 1 to 12 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 15 (inclusive) are to be proposed as special resolutions. This means that for the resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolutions.

1. Resolution 1 – The Directors are required to lay before the meeting the Audited Financial Statements of the Company for the year ended 30 November 2023 including the Strategic Report, Report of the Directors, the Independent Auditor's

report and the Director's Remuneration Report.

2. Resolution 2 – The shareholders are asked to approve the Directors' Remuneration Report for the year ended 30 November 2023, as set out on pages 33 to 35 of the Annual Report. The vote is advisory and does not affect the remuneration payable to any individual Director.
3. Resolution 3 – Is a resolution subject to a binding vote. The Company is seeking approval for its remuneration policy as set out on page 33 of the Directors' Remuneration Report. The remuneration policy will take effect immediately on approval by shareholders and will continue to apply for the next three years, unless amended by the Company in general meeting at an earlier date.
4. Resolutions 4 to 7 – the Directors to be reappointed.
5. Resolution 8 – The Directors' present the Company's dividend policy on an annual basis recognising that shareholders will not have the opportunity to vote on a final dividend.
6. Resolutions 9 and 10 – Shareholders are required to approve the appointment of the Company's auditor each year and to give the Audit Committee the

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authority to determine the auditor's remuneration. MHA have indicated their willingness to continue in office. Resolution 9 covers their re-appointment for the year ending 30 November 2024 and resolution 10 authorises the Audit Committee to determine their remuneration.

7. Resolution 11 – continuation of the Company. In accordance with article 166.2 an ordinary resolution to approve the continuation of the Company as presently constituted is required to be proposed at the AGM in 2024 and every three years thereafter.
8. Resolution 12 – allotment of shares
9. Resolution 13 – disapplication of pre-emption rights
10. Resolution 14 – The Directors are requesting authority for the Company to make market purchases of Ordinary Shares up to a maximum nominal amount of 3,847,600 (representing approximately 14.99 per cent. of the issued Ordinary Share capital of the Company as at 20 March 2024 (the latest practicable date prior to the publication of this document)). There is no present intention to exercise such general authority. Any repurchase of Ordinary Shares will be made subject to the Act and within guidelines established from time to time by the Directors (which will take into account the income and cash flow requirements of the Company) and will be at the absolute discretion of the Directors, and not at the option of shareholders. Subject to shareholder authority for the proposed repurchases, general purchases of the Ordinary Shares in issue will only be made through the market. Such purchases may only be made provided the price to be paid is not more than the higher of: (i) five per cent. above the average of the middle market quotations for the

Ordinary Shares for the five Business Days before the purchase is made; or (ii) the higher of the price of the last independent trade and the highest current independent bid at the time of purchase.

11. Resolution 15 – The Act provides that the notice period required for general meetings of the Company must be at least 21 clear days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (annual general meetings will continue to be held on at least 21 clear days' notice). This resolution seeks shareholder approval to hold general meetings after giving notice of 14 or more clear days. The approval will be effective until the next annual general meeting, when it is intended that a similar resolution will be proposed. The Act provides that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

# SHAREHOLDER INFORMATION

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## Share Register Enquiries

For shareholder enquiries, please contact the registrar, Computershare +44 (0) 370 702 0000.

## Share Capital and General Information

Ordinary £0.01 Shares	25,667,856
SEDOL Number	BD0ND66
ISIN	GB00BD0ND667
Ticker	DVNO

## Share Prices

The Company's shares are listed on the London Stock Exchange.

## Annual and Interim Reports

Copies of the Annual and Interim Reports are available from the Company Secretary on telephone 01245 398950 and are also available on the Company's website [www.developnorth.co.uk](http://www.developnorth.co.uk)

## Provisional Financial Calendar

March 2024	Payment of interim dividend
25 April 2024	Annual General Meeting
31 May 2024	Interim period end
July 2024	Payment of interim dividend
September 2024	Payment of interim dividend
30 November 2024	Year end
December 2024	Payment of interim dividend
March 2025	Year end results announced
March 2025	Payment of interim dividend

# GLOSSARY

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## **AIC Association of Investment Companies**

This is the trade body for Closed-end Investment Companies ([www.theaic.co.uk](http://www.theaic.co.uk)).

## **AIFMD Alternative Investment Fund Managers Directive**

Issued by the European Parliament in 2012 and 2013, the Directive requires the Company to appoint an Alternative Investment Fund Manager (AIFM). The Board of Directors of a Closed-ended Investment Company, nevertheless, remains fully responsible for all aspects of the Company's strategy, operations and compliance with regulations.

## **AIFM Alternative Investment Fund Manager**

The entity that provides portfolio management and risk management services to the Company and which ensures the Company complies with the AIFMD.

## **Basic Total Earnings per Share Total**

Profit after taxation divided by the weighted average number of Ordinary Shares in issue during the period.

**C share** This is a class of share issued by investment trusts. It allows the increase in number of shares in issue and funds under management without reducing the value of the existing ordinary shares. 'C' shares are quoted separately from the ordinary shares until the money raised from their issue has been fully invested. After that, they are converted to ordinary shares at a value based on the trust's net asset value.

## **Closed-end Investment Company**

A company with a fixed issued ordinary share capital which is traded on a stock exchange at a price not necessarily related to the Net Asset Value of the company and where shares can only be issued or bought back by the company in certain circumstances.

## **Discount (or Premium) of Share Price to NAV**

If the share price is less than the Net Asset Value per share, the shares are trading at a discount. If the share price is greater than the Net Asset Value per share, the shares are trading at a premium. The discount (or premium) is calculated by reporting the difference between the Net Asset Value per share and the Share Price as a percentage of the Net Asset Value per share.

## **Dividend Yield**

Calculated using the annual dividend as a percentage of the share price at the year end.

## **Dividends per Share**

Dividends declared for the year.

## **Gearing**

Total Assets less all cash divided by shareholders' funds.

## **Increase/decrease in NAV**

The movement in NAV in the period, shown in total and as a movement per share. Expressed in whole numbers and as a percentage.

## **Investment Trust Qualification**

The Investment Trust (Approved Company) Tax Regulations 2011 (SI 2011/2999) set out requirements for investment trust approval, amongst which is that an investment trust must not retain in respect of an accounting period an amount which is greater than 15% of its income for the accounting period.

## **Loan to Value**

Debt outstanding and drawn at the period end, net of any cash held in the Lender deposit account, expressed as a percentage of the market value of all property assets.

## **Net Assets (or Shareholders' Funds)**

This is calculated as the value of the investments and other assets of an Investment Company, plus cash and debtors, less borrowings and any other creditors. It represents the underlying value of an Investment Company at a point in time.

## **Net Asset Value (NAV) per Ordinary Share**

This is calculated as the net assets of the Company calculated under its accounting policies as set out in the Financial Statements on pages 44 to 63 divided by the number of shares in issue (excluding shares held in Treasury). This is the number disclosed at the foot of the Statement of Financial Position on page 45.

## **NAV Total Return**

The growth in NAV plus dividends reinvested. This is expressed as a percentage of NAV per share at the start of the year.



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### Ongoing Charges

All operating costs incurred by the Company, expressed as a proportion of its average Net Assets over the reporting year.

### Share Price Total Return

The percentage change in the Share Price assuming dividends are reinvested to purchase additional Ordinary Shares at the prevailing share price.

### SORP

Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued by the AIC.

### Total Assets

This is calculated as the value of the investments and other assets of the Company, plus cash and debtors.

### Total Return

The return to shareholders calculated on a per share basis by adding dividends paid in the period to the increase or decrease in the Share Price or NAV. The dividends are assumed to have been reinvested in the form of Ordinary Shares.

### UK Corporate Governance Code

A code issued by the Financial Reporting Council which sets out standards of good practice in relation to Board leadership and effectiveness, remuneration, accountability and relations with shareholders. All companies with a Premium Listing of equity shares in the UK are required under the Listing Rules to report on how they have applied the Code in their annual report and accounts.

### Alternative Performance Measures (APMs)

The Company uses the following APMs (as described in the glossary) to present a measure of profitability which is aligned with the requirements of our investors and potential investors, to draw out meaningful data around revenues and earnings to provide additional information not required for disclosure under accounting standards. All APMs relate to past performance.

- Dividend yield
- Increase / decrease in NAV
- Loan to value
- NAV total return
- Ongoing charges
- Share price total return

# CORPORATE INFORMATION

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## DIRECTORS

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### JOHN NEWLANDS

Chairman

### MATTHEW HARRIS

Chairman of the Audit Committee

### IAN MCELROY

### DOUGLAS NOBLE

Chairman of the Remuneration Committee

## REGISTERED OFFICE

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Hamilton Centre  
Rodney Way  
Chelmsford  
Essex CM1 3BY

## INVESTMENT ADVISER

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### TIER ONE CAPITAL LTD

Eagle House  
Asama Court  
Newcastle-upon-Tyne NE4 7YD

## BROKER AND FINANCIAL ADVISER

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### CAVENDISH CAPITAL MARKETS LIMITED

One Bartholomew Close  
London EC1A 7BL

## SOLICITOR

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### GOWLING WLG (UK) LLP

4 More London  
Riverside  
London SE1 2AU

## ADMINISTRATOR AND SECRETARY

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### APEX FUND ADMINISTRATION SERVICES (UK) LIMITED

(Formerly Maitland Administration Services Limited)  
Hamilton Centre  
Rodney Way  
Chelmsford  
Essex CM1 3BY

## INDEPENDENT AUDITOR

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### MHA

Chartered Accountants & Statutory Auditor  
2 London Wall Place  
London  
EC2Y 5AU

## REGISTRAR

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### COMPUTERSHARE INVESTOR SERVICES PLC

The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ

## WEBSITE

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[www.developnorth.co.uk](http://www.developnorth.co.uk)





DEVELOP  
NORTH