

Baronsmead



Baronsmead Second Venture Trust plc
Half-yearly report for the
six months ended
31 March 2023



Gresham House
Specialist asset management

About Baronsmead Second Venture Trust plc

Our investment objective

Baronsmead Second Venture Trust plc (the “Company”) is a tax efficient listed company which aims to achieve long-term investment returns for private investors, including tax free dividends.

Investment policy

- To invest primarily in a diverse portfolio of UK growth businesses, whether unquoted or traded on the Alternative Investment Market (“AIM”).
- Investments are made selectively across a range of sectors in companies that have the potential to grow and enhance their value.

Key elements of the business model

Access to an attractive, diverse portfolio

The Company gives shareholders access to a diverse portfolio of growth businesses.

The Company will make investments in growth businesses, whether unquoted or traded on AIM, which are substantially based in the UK in accordance with the prevailing VCT legislation. Investments are made selectively across a range of sectors.

The Manager’s approach to investing

The Manager endeavours to select the best opportunities and applies a distinctive selection criteria based on:

- Primarily investing in parts of the economy which are experiencing long-term structural growth.
- Businesses that demonstrate, or have the potential for, market leadership in their niche.
- Management teams that can develop and deliver profitable and sustainable growth.
- Companies with the potential to become an attractive asset appealing to a range of buyers at the appropriate time to sell.

In order to ensure a strong pipeline of opportunities, the Manager invests in building deep sector knowledge and networks and undertakes significant proactive marketing to interesting target companies in preferred sectors. This approach generates a network of potentially suitable businesses with which the Manager maintains a relationship ahead of possible investment opportunities.

Dividend policy

- The Board will, where possible, seek to pay two dividends to shareholders in each financial year, typically an interim dividend in September and a final dividend following the Annual General Meeting.
- The Board will use, as a guide, when setting the dividends for a financial year, a sum representing 7 per cent. of the opening NAV of that financial year.

The Manager as an influential shareholder

The Manager is an engaged and supportive shareholder (on behalf of the Company) in both unquoted and significant quoted investments. For unquoted investments, representatives of the Manager often join the investee board. The role of the Manager with investees is to ensure that strategy is clear, the business plan can be implemented and that management resources are in place to deliver profitable growth. The intention is to build on the business model and grow the company into an attractive target, for it to be either sold or potentially floated in the medium term.

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If you have sold or otherwise transferred all of your shares in Baronsmead Second Venture Trust plc, please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was, or is being, effected, for delivery to the purchaser or transferee.



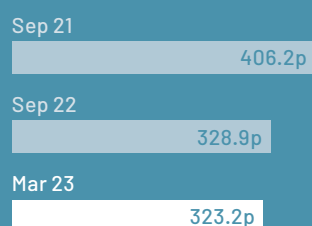
01

Strategic
report

Financial highlights

Net asset value total return¹ (as at 31 March 2023)

323.2p



Net Asset Value ("NAV") total return to shareholders for every 100.0p invested at launch (January 2001).

Decrease in net asset value per share^{1,2} (six months to 31 March 2023)

-1.8%



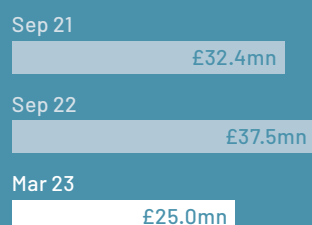
■ NAV per share (p)

* Excludes interim dividend of 2.25p

NAV per share decreased 1.8 per cent. to 61.0p, before the deduction of dividends, in the six months to 31 March 2023.

Funds raised (six months to 31 March 2023)

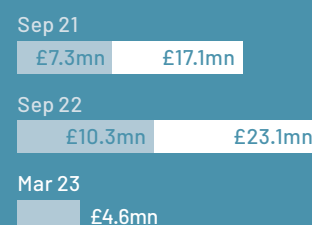
£25.0mn



£25.0mn raised in the period (before costs).

New investments³ (six months to 31 March 2023)

£4.6mn



■ Six months to March

■ Twelve months to September

Investments made into two new and three follow-on opportunities during the period (Unquoted: £3.4mn, Quoted: £1.2mn).

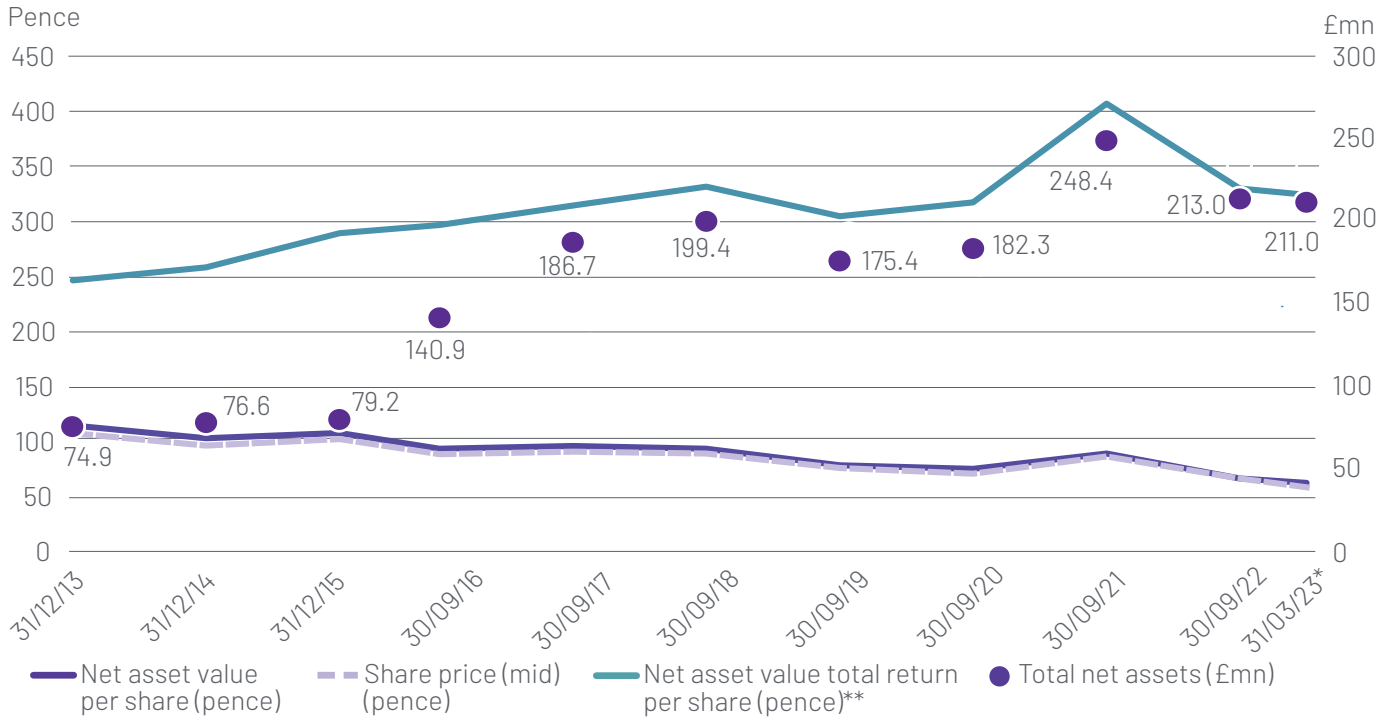
1. Alternative Performance Measures ("APM")/Key Performance Indicators ("KPIs") – please refer to glossary on page 27 for definitions.

2. Please refer to table on page 6 for breakdown of NAV per share movement.

3. Direct investments only.

Performance summary

Ten-year performance record



* Six months to 31 March 2023.

Source: Gresham House Asset Management Ltd

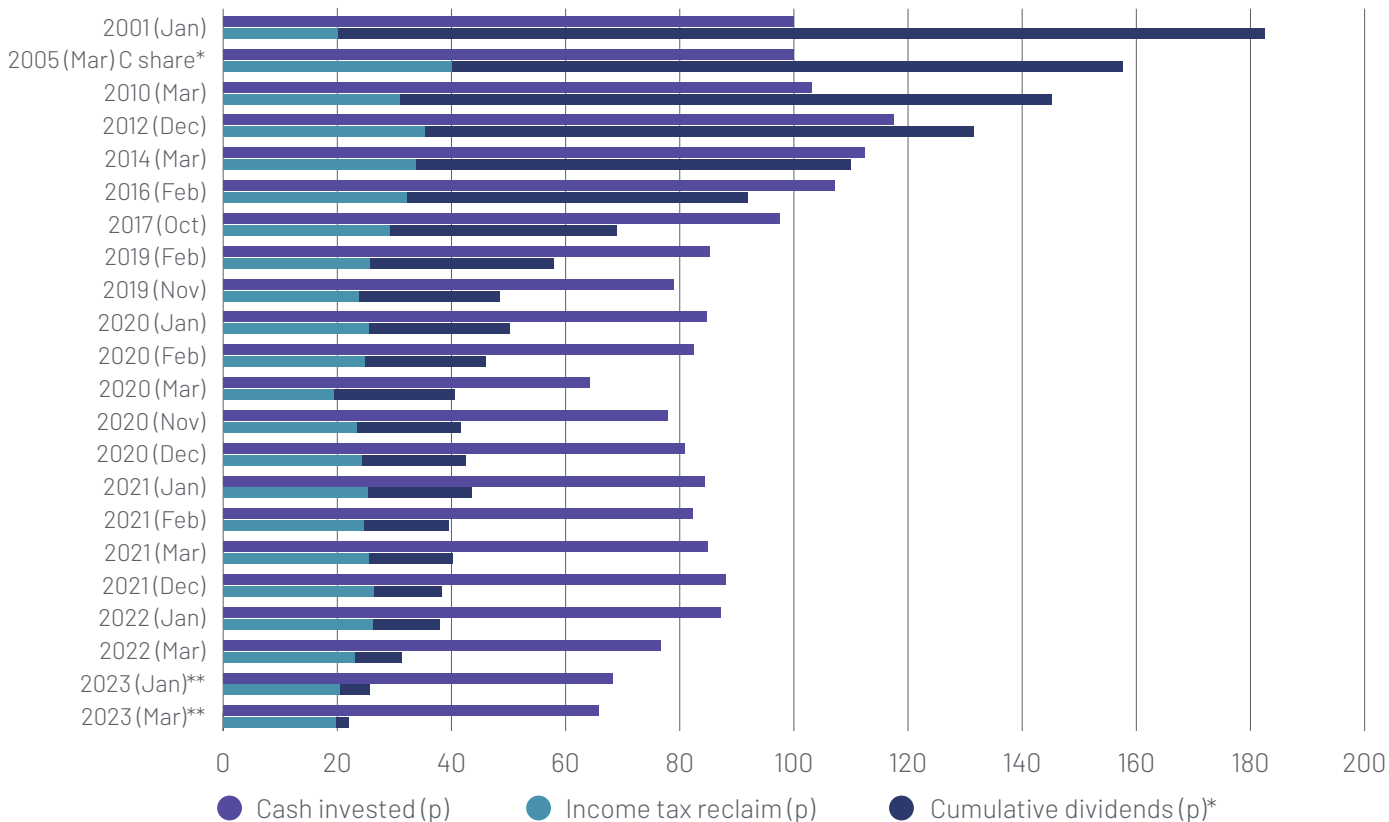
** Net asset value total return (gross dividends reinvested) rebased to 100p at launch.

Dividend history over the last ten years



Cash returned to shareholders by date of investment

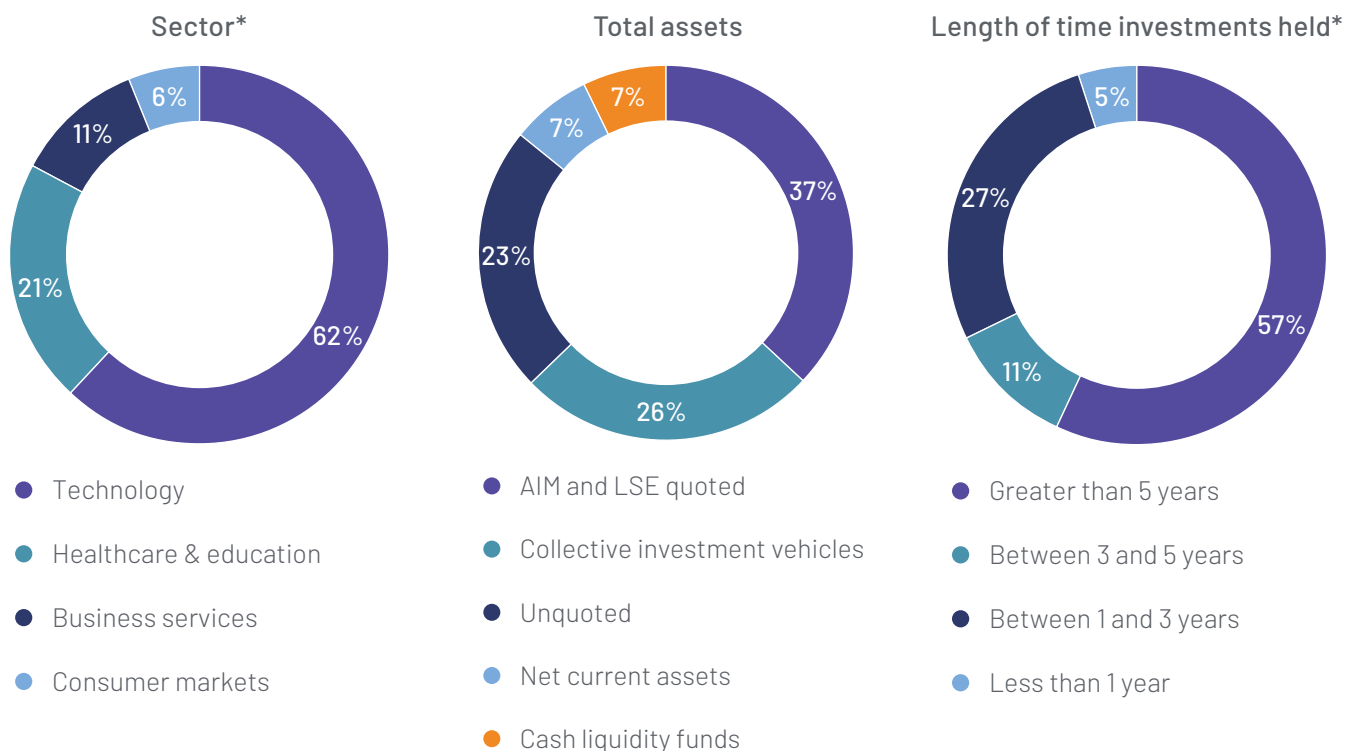
The chart below shows the cash returned to shareholders based on the subscription price and the income tax reclaimed on subscription.



* Includes interim dividend of 2.25p per share payable on 8 September 2023.

** Average effective offer price. Shares were allotted pursuant to the 2023 Offer at individual prices for each investor in accordance with the allotment formula as set out in each Offer's Securities Note.

Investment diversification at 31 March 2023 by value



* Direct investments only.

Chair's statement

The UK economic backdrop continued to be challenging through the end of 2022 and into the first quarter of 2023. Inflation and interest rates remained at high levels and there was much uncertainty across the financial markets. This led to uncertainty in the debt markets and a liquidity squeeze. This was compounded in the first quarter of 2023 by the collapse of Silicon Valley Bank and then of Credit Suisse, which led to fears of a more widespread banking sector contagion. Consumer and business confidence remains fragile.

Against this backdrop, the quoted portfolio delivered strong growth in the last quarter of 2022 as markets recovered from the declines seen earlier in the year. This continued into the first quarter of 2023 with some hopes of inflation and the cost-of-living crisis easing. This partially offset the declines from the uncertainty generated by the concerns within the banking sector and recessionary fears. The Manager continues to believe that, in aggregate, the fundamentals of the underlying portfolio companies remain robust and the growth prospects for the majority of investee companies continue to be positive over the medium term. The portfolio also remains relatively defensively positioned with high levels of diversification. The portfolio contains over 85 direct investments, both quoted and unquoted assets, and a bias towards sectors which have more resilient, contracted or recurring revenue streams.

The Board is declaring an interim dividend of 2.25p to be paid on 8 September 2023 to shareholders on the register as of 11 August 2023. The Board is aware that dividends are an important part of the total return to the shareholders' investment in the Company. Over the period, there were no capital proceeds realised from the sale, or partial sale, of any portfolio companies. The Board has considered the capital reserves available along with potential known realisations and has made the decision to slightly reduce the interim dividend amount compared to recent years. The Board continues to aim to achieve its dividend policy objective of an annual yield of 7.0 per cent of opening NAV.

I must, of course, remind shareholders that payment dates and the amount of future dividends depend on the level and timing of profitable realisations and cannot be guaranteed.

Sarah Fromson

Chair



Results

During the six months to 31 March 2023, the Company's NAV per share decreased 1.8 per cent. from 62.1p to 61.0p after the payment of a final dividend of 3.0p per share on 3 March 2023. The table below breaks down the movement in NAV over the six months.

	Pence per ordinary share
NAV as at 1 October 2022	
(after deducting the final dividend of 3.0p)	62.1
Valuation decrease (1.8 per cent.)	(1.1)
NAV as at 31 March 2023	61.0

Over the two months to 31 May 2023, NAV was 62.6p per share, a 2.6 per cent. increase over the NAV as at 31 March 2023. This was driven by firmer quoted markets.

Portfolio review

The table below provides a summary of each asset class and the return generated during the period under review.

Asset class	NAV* (£mn)	% of NAV*	Number of investee companies**	% return in the period***
Unquoted	48	23	41	(14)
AIM-traded companies	78	37	46	2
LF Gresham House UK Micro Cap Fund	25	12	48	7
LF Gresham House UK Multi Cap Income Fund	20	9	40	7
LF Gresham House UK Smaller Companies Fund	11	5	38	4
Liquid assets [#]	29	14	N/A	2
Total	211	100	213	(2)

* By value at 31 March 2023.

** Includes investee companies with holdings by more than one fund. Total number of individual companies held is 164.

*** Return includes interest received on unquoted realisations during the period.

[#] Represents cash, OEICs and net current assets. % return in the period relates only to the OEICs.

The value of the unquoted portfolio decreased 14.2 per cent. in the six months to 31 March 2023. The drop in value was driven by a combination of lower benchmark market comparables and softening trading performance of the investee companies as a result of the decline in consumer confidence.

The value of the Company’s portfolio of investments directly held in AIM-traded companies increased 1.8 per cent. in the six months to 31 March 2023. The value of the Company’s investment into the LF Gresham House UK Micro Cap Fund (“Micro Cap”) increased by 7.4 per cent., the LF Gresham House UK Smaller Companies Fund (“Small Cap”) increased by 4.2 per cent. and the LF Gresham House UK Multi Cap Income Fund (“Multi Cap”) increased by 7.2 per cent. in the period. This was primarily due to positive news flow across the portfolio being well received by the markets with a number of trading updates demonstrating better than expected financial performance.

Investments and divestments

The Company’s investments and divestments during the period are set out below.

Investments

I am pleased to report that the Company made two new investments totalling £1.4mn and three follow-on investments with a combined value of £3.3mn in the six months to 31 March 2023. Below are descriptions of the new investments made:

- **Cognassist (unquoted)** – a platform for supporting those with learning needs.

- **Connect Earth (unquoted)** – helps businesses track their carbon emissions.
- **Patchworks (unquoted)** – a platform for connecting businesses’ applications.
- **Seen (quoted)** – a video technology business.
- **Oberon (quoted)** – wealth advisory service for individuals and businesses.

Following the period end, two further follow-on investments were made into Airfinty and Panthera Biopartners, totalling £1.2mn, and a new unquoted investment of £0.8mn was made into Dayrize, a platform for assessing the sustainability of products.

Realisations

There were no realisations during the period. However, Glisser, a provider of conference and educational software provider and CMME, a specialist mortgage broker, went into administration. Both businesses had experienced very challenging trading conditions over the past year and their valuations had already been written down.

Following the period end, in the unquoted portfolio; Evox was acquired resulting in a gross money multiple of 0.7x original cost; the deferred consideration from the sale of Key Travel in 2018 was received, resulting in a gross money multiple of 3.2x original cost; and also the earn-out consideration from the Pho realisation which, in addition to the proceeds received at the time of the realisation, resulted in a gross money multiple of 3.1x original cost. In the quoted portfolio, we continued to top-slice Cerillion plc resulting in proceeds of £0.7mn.

Fundraising

I am pleased to report that, during the period, the Company successfully raised £25.0mn (before costs) through an offer for subscription which became fully subscribed in April 2023. The Directors are pleased to welcome the 1,007 new shareholders who invested during the offer period and are appreciative of the continued support of 442 pre-existing shareholders.

The Board will consider whether to raise new funds in the 2023/24 tax year. This will be determined by the Company’s cashflow and its anticipated requirements to fund new and follow-on investments over the next two to three years. The Board appreciates that shareholders would like ample notice of its fundraising intentions and will ensure that shareholders are informed of any such fundraising at the earliest practical time.

Consumer Duty

The Financial Conduct Authority (FCA) has introduced the concept of Consumer Duty, the rules and principles of which come into effect in July 2023. Consumer Duty is an advance on the existing concept of ‘treating customers fairly’ and looks to ensure good outcomes for purchasers of investment products. As a listed entity, Baronsmead Second Venture Trust plc, alongside other investment companies, are not themselves subject to Consumer Duty.

Instead, in their role as promoter of and Investment Manager to the Company, it is Gresham House, and any other FCA regulated parties associated with your investment in the Company, that must uphold the principles behind Consumer Duty. To that end, the Board is working with Gresham House to review the information that should be provided to assist investors and their advisers to discharge their obligations under Consumer Duty.

VCT Regulation – Financial Health Test

Since the various VCT rule changes in both 2015 and 2018, VCT qualifying investments have become focussed on smaller, younger companies. As a result, when the Manager makes a new investment, they expect to make further follow-on investments as the investee company progresses and where the business case for the investment is justified. These follow-on investments are subject to the same VCT compliance rules as new deals and both rely on certain criteria being met, including the Financial Health Test.

The Financial Health Test is not something new and was primarily introduced as an anti-abuse regulation. However, following amendment to HMRC’s guidance, there has been an effective tightening of the interpretation of the Financial Health Test. This is resulting in the restriction of potential follow-on VCT investment to support certain portfolio companies. This has the potential to negatively impact shareholders’ returns as a result of portfolio companies going into administration when they might otherwise have gone on to be successful. Furthermore, as this is an industry wide issue, this measure increases the uncertainties small companies face at a particularly difficult time and may well result in unnecessary job losses and hardship to employees and their families and has the potential to reduce the overall tax efficiency of the VCT scheme as a whole.

The Board continues to monitor developments in this area carefully and supports the representations being made by the AIC and the VCTA to HMRC and HM Treasury to seek a change to HMRC’s guidance in this area.

Outlook

The Board expects that market conditions will remain volatile throughout 2023. It is likely that UK inflation will ease – whilst remaining higher than Bank of England forecasts. Nonetheless, there remains a material possibility of recession in the UK.

However, the portfolio is well diversified, and is largely positioned in sectors of the economy which the Board expects will benefit from long-term structural growth tailwinds. Whilst the geopolitical and economic context for the next year is liable to be challenging, experience suggests that investing through the cycle can often produce superior returns. This can also provide an opportunity for the Company to make high quality investments and build strategic stakes in businesses with great potential for the future. This applies to both new investments and further investments in the portfolio. There are good prospects in the pipeline across a variety of themes and sectors. The Company remains suitably capitalised and the Manager is well resourced to support investment into new and existing portfolio companies, which is expected to drive value creation and steady dividend payments to shareholders over the long-term.

Sarah Fromson
Chair

12 June 2023

Investments in the period

Company	Location	Sector	Activity	Book cost £'000
Unquoted investments				
New				
Cognassist UK Ltd	Newcastle upon Tyne	Healthcare & Education	A platform for supporting those with learning needs	902
Connect Earth Ltd	London	Business Services	Helps businesses track their carbon emissions	451
Follow on				
Patchworks Integration Ltd	Nottingham	Technology	A platform for connecting businesses' applications	2,080
Total unquoted investments				3,433
AIM-traded investments				
Follow-on				
SEEEEN plc	London	Technology	A video technology business	659
Oberon Investments Group plc	London	Business Services	Wealth advisory service for individuals and businesses	531
Total AIM-traded investments				1,190
Total investments in the period				4,623

Realisations in the period

There were no realisations in the period.



02

Statement
of Directors'
responsibilities

Responsibility statement of the Directors in respect of the half-yearly financial report

Half-yearly report

The important events that have occurred during the period under review, the key factors influencing the financial statements and the principal uncertainties for the remaining six months of the financial year are set out in the Chair's statement and the Strategic report.

The principal risks facing the Company are mostly unchanged since the date of the Company's Annual Report for the financial year ended 30 September 2022 and continue to be as set out in that Report on [pages 18 and 19](#).

Risks faced by the Company include but are not limited to; loss of approval as a Venture Capital Trust, legislative risk, investment performance risk, risk of economic, political and other external factors, regulatory and compliance risk and operational risk. The Board considers the aftermath of the COVID-19 pandemic and the Russian invasion of Ukraine to be factors which permeate these risks, and their impacts for the remaining six months of the year continue to be kept under review.

Responsibility statement

Each director confirms that to the best of their knowledge:

- the condensed set of financial statements has been prepared in accordance with FRS 104 Interim Financial Reporting Standards and gives a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
- This half-yearly report includes a fair review of the information required by:
 - a) DTR 4.2.7R of the Disclosure Guidance and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the condensed set of financial statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and
 - b) DTR 4.2.8R of the Disclosure Guidance and Transparency Rules, being related party transactions that have taken place in the first six months of the current financial year and that have materially affected the financial position or performance of the entity during that period; and any changes in the related party transactions described in the last annual report that could do so.

The half-yearly report was approved by the Board of Directors on 12 June 2023 and was signed on its behalf by Ms Sarah Fromson, Chair.

Sarah Fromson
Chair

12 June 2023



03

Financial statements

Condensed income statement

For the six months to 31 March 2023 (Unaudited)

	Notes	Six months to 31 March 2023			Six months to 31 March 2022			Year to 30 September 2022		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Losses on investments	5	-	(2,132)	(2,132)	-	(27,719)	(27,719)	-	(48,771)	(48,771)
Income		1,201	-	1,201	961	-	961	4,951	-	4,951
Investment management fee		(620)	(1,860)	(2,480)	(706)	(2,116)	(2,822)	(1,367)	(4,101)	(5,468)
Other expenses		(357)	-	(357)	(359)	-	(359)	(669)	-	(669)
Profit/(loss) before taxation		224	(3,992)	(3,768)	(104)	(29,835)	(29,939)	2,915	(52,872)	(49,957)
Taxation on ordinary activities		-	-	-	-	-	-	(263)	263	-
Profit/(loss) for the period, being total comprehensive income for the period after taxation		224	(3,992)	(3,768)	(104)	(29,835)	(29,939)	2,652	(52,609)	(49,957)
Return per ordinary share:										
Basic and Diluted	2	0.07p	(1.21p)	(1.14p)	(0.04p)	(10.04p)	(10.08p)	0.85p	(16.85p)	(16.00p)

All items in the above statement derive from continuing operations.

There are no recognised gains and losses other than those disclosed in the Income Statement.

The revenue column of the Income Statement includes all income and expenses. The capital column accounts for the realised and unrealised profit or loss on investments and the proportion of the management fee charged to capital.

The total column of this statement is the unaudited Statement of Total Comprehensive Income of the Company prepared in accordance with the Financial Reporting Standard ("FRS"). The supplementary revenue return and capital return columns are prepared in accordance with the Statement of Recommended Practice issued by the Association of Investment Companies ("AIC SORP").

Condensed statement of changes in equity

For the six months to 31 March 2023 (Unaudited)

	Non-distributable reserves			Distributable reserves		
	Called-up share capital £'000	Share premium £'000	Revaluation reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
At 1 October 2022	35,789	106,099	18,834	49,142	3,122	212,986
(Loss)/profit on ordinary activities after taxation	-	-	(3,433)	(559)	224	(3,768)
Net proceeds of share issues, share buybacks & sale of shares from treasury	1,933	10,718	-	(771)	-	11,880
Dividends paid	-	-	-	(9,116)	(1,013)	(10,129)
At 31 March 2023	37,722	116,817	15,401	38,696	2,333	210,969

For the six months to 31 March 2022 (Unaudited)

	Non-distributable reserves			Distributable reserves		
	Called-up share capital £'000	Share premium £'000	Revaluation reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
At 1 October 2021	31,206	74,231	77,481	63,698	1,758	248,374
(Loss)/profit after taxation	-	-	(34,540)	4,705	(104)	(29,939)
Net proceeds of share issues, share buybacks & sale of shares from treasury	4,583	31,868	-	(1,050)	-	35,401
Dividends paid	-	-	-	(10,465)	(308)	(10,773)
At 31 March 2022	35,789	106,099	42,941	56,888	1,346	243,063

For the year ended 30 September 2022 (Audited)

	Non-distributable reserves			Distributable reserves		
	Called-up share capital £'000	Share premium £'000	Revaluation reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
At 1 October 2021	31,206	74,231	77,481	63,698	1,758	248,374
(Loss)/profit after taxation	-	-	(58,647)	6,038	2,652	(49,957)
Net proceeds of share issues, share buybacks & sale of shares from treasury	4,583	31,868	-	(1,302)	-	35,149
Dividends paid	-	-	-	(19,292)	(1,288)	(20,580)
At 30 September 2022	35,789	106,099	18,834	49,142	3,122	212,986

Condensed balance sheet

As at 31 March 2023 (Unaudited)

	Notes	As at 31 March 2023 £'000	As at 31 March 2022 £'000	As at 30 September 2022 £'000
Fixed assets				
Unquoted investments	5	48,545	53,887	53,118
Traded on AIM	5	77,655	83,916	75,051
Collective investment vehicles	5	69,933	60,053	49,502
Listed on LSE	5	-	34	34
Investments	5	196,133	197,890	177,705
Current assets				
Debtors		1,477	106	152
Cash at bank and on deposit		14,803	46,647	36,622
		16,280	46,753	36,774
Creditors (amounts falling due within one year)		(1,444)	(1,580)	(1,493)
Net current assets		14,836	45,173	35,281
Net assets		210,969	243,063	212,986
Capital and reserves				
Called-up share capital		37,722	35,789	35,789
Share premium		116,817	106,099	106,099
Capital reserve		38,696	56,888	49,142
Revaluation reserve	5	15,401	42,941	18,834
Revenue reserve		2,333	1,346	3,122
Equity shareholders' funds		210,969	243,063	212,986
Net asset value per share		61.0p	74.2p	65.1p
Number of ordinary shares in circulation		345,640,159	327,596,768	327,288,384

Condensed statement of cash flows

For the six months to 31 March 2023 (Unaudited)

	Six months to 31 March 2023 £'000	Six months to 31 March 2022 £'000	Year to 30 September 2022 £'000
Net cash outflow from operating activities	(2,035)	(2,536)	(1,872)
Net cash (outflow)/inflow from investing activities	(21,534)	12,689	12,058
Net cash (outflow)/inflow before financing activities	(23,569)	10,153	10,186
Net cash inflow from financing activities	1,750	24,182	14,124
(Decrease)/increase in cash	(21,819)	34,335	24,310
Reconciliation of new cash flow to movement in net cash			
(Decrease)/increase in cash	(21,819)	34,335	24,310
Opening cash at bank and on deposit	36,622	12,312	12,312
Closing cash at bank and on deposit	14,803	46,647	36,622
Reconciliation of loss on ordinary activities before taxation to net cash outflow from operating activities			
Loss on ordinary activities before taxation	(3,768)	(29,939)	(49,957)
Losses on investments	2,132	27,719	48,771
Changes in working capital and other non-cash items	(399)	(316)	(686)
Net cash outflow from operating activities	(2,035)	(2,536)	(1,872)

Notes to the financial statements

For the six months to 31 March 2023 (Unaudited)

1 Basis of preparation

The condensed financial statements for the six months to 31 March 2023 comprise the unaudited financial statements set out on pages 13 to 16 together with the related notes on pages 17 to 21. The Company applies FRS 102 and the AIC SORP for its annual Financial Statements. The condensed financial statements for the six months to 31 March 2023 have therefore been prepared in accordance with FRS 104 'Interim Financial Reporting' and the principles of the SORP. They have also been prepared on a going concern basis. The financial statements have been prepared on the same basis as the accounting policies set out in the Company's Annual Report and Financial Statements for the year ended 30 September 2022.

The financial information contained in this half-yearly financial report does not constitute statutory accounts as defined in sections 434 – 436 of the Companies Act 2006. The half-yearly financial report for the six months ended 31 March 2023 and for the six months ended 31 March 2022 have been neither audited nor reviewed by the Company's Auditor. The information for the year to 30 September 2022 has been extracted from the latest published audited financial statements, which have been filed with the Registrar of Companies. The report of the Auditor for the audited financial statements for the year to 30 September 2022 was: (i) unqualified; (ii) did not include a reference to any matters to which the Auditor drew attention by way of emphasis without qualifying their report; and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006. No statutory accounts in respect of any period after 30 September 2022 have been reported on by the Company's Auditor or delivered to the Registrar of Companies.

Copies of the half-yearly financial report have been made available to shareholders and are available from Gresham House, 80 Cheapside, London, EC2V 6EE.

2 Performance and shareholder returns

Return per share is based on a weighted average of 330,678,751 ordinary shares in issue (31 March 2022 – 297,083,965 ordinary shares; 30 September 2022 – 312,132,990 ordinary shares).

Earnings for the first six months to 31 March 2023 should not be taken as a guide to the results of the full financial year to 30 September 2023.

3 Called-up share capital

The below table details the movement in called-up share capital during the period.

Allotted, called-up and fully paid:

Ordinary shares	£'000
357,889,473 ordinary shares of 10p each listed at 30 September 2022	35,789
19,335,239 ordinary shares of 10p each issued during the period	1,933
377,224,712 ordinary shares of 10p each listed at 31 March 2023	37,722
30,601,089 ordinary shares of 10p each held in treasury at 30 September 2022	(3,060)
2,264,464 ordinary shares of 10p each repurchased during the period and held in treasury	(226)
1,281,000 ordinary shares of 10p each sold from treasury during the period	128
31,584,553 ordinary shares of 10p each held in treasury at 31 March 2023	(3,158)
345,640,159 ordinary shares of 10p each in circulation* at 31 March 2023	34,564

* Carrying one vote each.

During the six months to 31 March 2023 the Company issued 19,335,239 shares at net proceeds of £12,543,000 (after costs). During the same period, the Company purchased 2,264,464 shares to be held in treasury at a cost of £1,430,000 (including costs). The Company also sold 1,281,000 shares from treasury for proceeds of £767,000. At 31 March 2023, the Company held 31,584,553 ordinary shares in treasury. Shares may be sold out of treasury below Net Asset Value as long as the discount at issue is narrower than the average discount at which the shares were bought into treasury.

Excluding treasury shares, there were 345,640,159 ordinary shares in circulation at 31 March 2023 (31 March 2022 – 327,596,768 ordinary shares; 30 September 2022 – 327,288,384 ordinary shares).

4 Dividends

The final dividend for the year ended 30 September 2022 of 3.0p per share (2.7p capital, 0.3p revenue) was paid on 3 March 2023 to shareholders on the register on 3 February 2023. The ex-dividend date was 2 February 2023.

During the year to 30 September 2022, the Company paid an interim dividend on 9 September 2022 of 3.0p per share (2.7p capital, 0.3p revenue).

5 Investments

All investments are initially recognised and subsequently measured at fair value. Changes in fair value are recognised in the Income Statement.

The methods of fair value measurement are classified into a hierarchy based on reliability of the information used to determine the valuation.

- Level 1 – Fair value is measured based on quoted prices in an active market.
- Level 2 – Fair value is measured based on directly observable current market prices or indirectly being derived from market prices.
- Level 3 – Fair value is measured using a valuation technique that is not based on data from an observable market.

The valuation of unquoted investments contained within level 3 of the Fair Value hierarchy involves key assumptions dependent upon the valuation methodology used. The primary methodologies applied are:

- Cost of recent investment.
- Earnings multiple.
- Offer less 10 per cent.

The earnings multiple approach involves more subjective inputs than the cost of recent investment and offer approaches and therefore presents a greater risk of over or under estimation. Key assumptions for the earnings multiple approach are the selection of comparable companies and the use of either historic or forecast revenue or earnings, as considered most appropriate. Other assumptions include the appropriateness of the discount magnitude applied for reduced liquidity and other qualitative factors. These assumptions are described in more detail in note 2.3 in the Company's Report and Financial Statements for the year to 30 September 2022. The techniques used in the valuation of unquoted investments have not changed materially since the date of that report.

	Level 1		Level 2	Level 3	Total £'000
	Traded on AIM £'000	Listed on LSE £'000	Collective investment vehicles £'000	Unquoted £'000	
Opening book cost	63,764	3,429	36,557	55,121	158,871
Opening unrealised appreciation/ (depreciation)	11,287	(3,395)	12,945	(2,003)	18,834
Opening fair value	75,051	34	49,502	53,118	177,705
Movements in the year:					
Purchases at cost	1,190	-	39,738	3,433	44,361
Sale - proceeds	-	-	(22,500)	(1,301)	(23,801)
- realised gains on sales	-	-	-	1,301	1,301
Change in unrealised appreciation/ (depreciation)	1,414	(34)	3,193	(8,006)	(3,433)
Closing fair value	77,655	-	69,933	48,545	196,133
Closing book cost	64,954	3,429	53,795	58,554	180,732
Closing unrealised appreciation/ (depreciation)	12,701	(3,429)	16,138	(10,009)	15,401
Closing fair value	77,655	-	69,933	48,545	196,133
Equity shares	77,655	-	-	23,697	101,352
Preference shares	-	-	-	18,842	18,842
Loan notes	-	-	-	6,006	6,006
Collective investment vehicles	-	-	69,933	-	69,933
Closing fair value	77,655	-	69,933	48,545	196,133

6 Other required disclosures

6.1 Segmental reporting

The Company has one reportable segment being investing in primarily a portfolio of UK growth businesses, whether unquoted or traded on AIM.

6.2 Principal risks and uncertainties

The Company's assets consist of equity and fixed interest investments, shares in collective investment schemes, cash and liquid resources. Its principal risks are therefore market risk, price risk, credit risk and liquidity risk. Other risks faced by the Company include loss of approval as a Venture Capital Trust, legislative, investment performance, economic, political and other external factors, regulatory and compliance and operational risks. These risks, and the way in which they are managed, are described in more detail in the principal risks and uncertainties table within the Strategic report section in the Company's Annual Report and Accounts for the year ended 30 September 2022. The Board continues to regularly review the risk environment in which the Company operates.

6.3 Related parties

Gresham House Asset Management Ltd (the "Manager") manages the investments of the Company. The Manager also provides or procures the provision of secretarial, accounting, administrative and custodian services to the Company. Under the management agreement, the Manager receives a fee of 2.5 per cent. per annum of the net assets of the Company. This is described in more detail under the heading 'The Investment Management Agreement' within the Strategic Report in the Company's Annual Report and Accounts for the year ended 30 September 2022. During the period the Company has incurred management fees of £2,480,000 (31 March 2022 – £2,822,000; 30 September 2022 – £5,468,000) and secretarial and accounting fees of £80,000 (31 March 2022 – £76,000; 30 September 2022 – £149,000) payable to the Manager. No performance fee has been accrued at 31 March 2023 (31 March 2022 – £nil; 30 September 2022 – £nil). This is described in more detail under the heading 'Performance fees' within the Strategic Report in the Company's Annual Report and Financial Statements for the year to 30 September 2022.

6.4 Going concern

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 the foreseeable future. In arriving at this conclusion, the Directors have considered the Company's cash balances, the liquidity of the Company's investments and the absence of any gearing. The Directors are therefore also satisfied that the Company has adequate financial resources to continue in operation for at least the next 12 months and that, accordingly, it is appropriate to adopt the going concern basis in preparing the financial statements.

6.5 Post balance sheet events

The following events occurred between the balance sheet date and the signing of these financial statements:

- The 30 April 2023 NAV of 62.3p was announced on 5 May 2023 and the 31 May 2023 NAV of 62.6p was announced on 6 June 2023. At the date of publishing this report, the Board is unaware of any matter that will have caused the NAV per share to have changed significantly since the latest NAV.
- 19mn shares were issued on 3 April 2023 at allotment prices between 61.8p and 65.2p under the current offer.
- Purchased 1.2mn Ordinary Shares of 10.0p on 5 April 2023 at a price of 57.0p per share to be held in Treasury.
- Follow-on investment, into Airfinity Ltd, completed in April 2023 totalling £0.7mn.
- Follow-on investment, into Panthera Biopartners, completed in June 2023 totalling £0.5mn.
- Follow-on investments, into LF Gresham House UK Multi Cap Income Fund, completed in April and May 2023, totalling £0.5mn.
- Follow-on investments, into LF Gresham House UK Smaller Companies Fund, completed in April and May 2023, totalling £4.5mn.
- One new investment, into Dayrize B.V., completed in May 2023 totalling £0.8mn.
- Partial realisation of MXC Capital in April, as part of a tender offer, realising proceeds of £0.02mn and making a return of 0.6x cost.
- Partial realisations in Cerillion plc were made in April and May, realising proceeds of £0.7mn and making a return of 15.8x cost.
- Received earn-out proceeds of £1.4mn from Pho in May 2023, which was realised in July 2021, making a total return of 3.1x cost.
- Realised Evotix in May 2023, receiving proceeds of £0.8mn and making a return of 0.7x cost.
- Received deferred proceeds of £0.4mn from Key Travel in May 2023, which was realised in May 2018, making a total return of 3.2x cost.





04

Appendices

Cash returned to shareholders

The table below shows the cash returned to shareholders that invested in **Baronsmead Second Venture Trust plc** dependent on their subscription cost, including the income tax available to be reclaimed on the subscription.

Year subscribed	Cash invested (p)	Income tax reclaim (p)	Net cash invested (p)	Cumulative dividends paid [#] (p)	Return on cash invested [#] (%)
2001(January)	100.00	20.00	80.00	162.55	182.6
2005(March) - C share*	100.00	40.00	60.00	117.69	157.7
2010(March)	103.10	30.93	72.17	114.25	140.8
2012(December)	117.40	35.22	82.18	96.25	112.0
2014(March)	112.40	33.72	78.68	76.25	97.8
2016(February)	107.20	32.16	75.04	59.75	85.7
2017(October)	97.48	29.24	68.24	39.75	70.8
2019(February)	85.30	25.59	59.71	32.25	67.8
2019(November)	78.90	23.67	55.23	24.75	61.4
2020(January)	84.80	25.44	59.36	24.75	59.2
2020(February)	82.50	24.75	57.75	21.25	55.8
2020(March)	64.30	19.29	45.01	21.25	63.0
2020(November)	77.90	23.37	54.53	18.25	53.4
2020(December)	80.90	24.27	56.63	18.25	52.6
2021(January)	84.40	25.32	59.08	18.25	51.6
2021(February)	82.20	24.66	57.54	14.75	47.9
2021(March)	84.90	25.47	59.43	14.75	47.4
2021(December)	88.10	26.43	61.67	11.75	43.3
2022(January)	87.10	26.13	60.97	11.75	43.5
2022(March)	76.60	22.98	53.62	8.25	40.8
2023(January) [†]	68.19 ¹	20.46	47.73	5.25	37.7
2023(March) [†]	65.72 ²	19.72	46.00	2.25	33.4

The total return could be higher for those shareholders who were able to defer a capital gain on subscription and the net sum invested may be less.

* Dividends paid to C shareholders post conversion have been adjusted by the conversion ratio (0.85642528).

Includes interim dividend of 2.25p per share payable 8 September 2023.

† Shares were allotted pursuant to the 2023 Offer at individual prices for each investor in accordance with the allotment formula as set out in each Offer's Securities Note.

1. Average effective offer price based on allotment prices between 67.6p and 71.5p.

2. Average effective offer price based on allotment prices between 64.8p and 67.9p.

Full investment portfolio

Company	Sector	Original Book cost† £'000	Accounting Book cost† £'000	31 March 2023 fair value £'000	30 September 2022 fair value £'000	% of net assets	% of Equity held by Baronsmead Second Venture Trust plc	% of Equity held by all funds#
Unquoted								
Patchworks Integration Ltd	Technology	4,576	4,576	5,881	3,729	2.8	10.9	23.8
eConsult Health Ltd	Healthcare & Education	3,899	3,899	5,252	5,195	2.5	5.2	11.4
Airfinity Ltd	Healthcare & Education	2,911	2,911	4,019	4,006	1.9	9.3	20.1
Popsa Holdings Ltd	Technology	3,379	3,379	3,379	3,379	1.6	4.1	8.9
Clarilis Ltd	Technology	1,819	1,819	2,723	2,723	1.3	7.6	16.7
Scurri Web Services Ltd	Technology	2,293	2,293	2,668	2,565	1.3	6.9	14.7
Metrion Bioscience Ltd	Healthcare & Education	1,192	1,192	2,050	2,355	1.0	12.7	27.3
RevLifter Ltd	Technology	1,559	1,559	1,978	1,869	0.9	6.2	13.6
Fu3e Limited	Technology	1,819	1,819	1,916	1,856	0.9	13.7	30.0
SecureCloud+ Ltd	Technology	789	789	1,854	1,482	0.9	8.8	16.6
IWP Holdings Ltd	Business Services	1,587	1,587	1,569	3,072	0.8	4.2	9.0
TravelLocal Ltd	Consumer Markets	1,325	1,325	1,443	1,037	0.7	1.9	4.2
Orri Ltd	Healthcare & Education	794	794	1,186	794	0.6	5.7	28.4
Proximity Insight Holdings Ltd	Technology	1,152	1,152	1,152	1,152	0.5	4.1	20.4
Pointr Ltd	Technology	526	526	1,145	1,189	0.5	2.7	5.1
Armstrong Craven Ltd	Business Services	664	1,335	1,104	1,815	0.5	10.3	18.7
Counting Ltd	Business Services	1,059	1,059	1,055	1,055	0.5	2.5	5.3
Bidnamic	Technology	921	921	916	916	0.4	1.8	9.1
Focal Point Positioning Ltd	Technology	908	908	908	908	0.4	1.0	4.9
Cognassist UK Ltd	Healthcare & Education	902	902	902	-	0.4	4.4	22.2
Panthera Biopartners Ltd	Healthcare & Education	2,858	2,858	714	2,974	0.3	11.9	26.0
SilkFred Ltd	Consumer Markets	966	966	674	943	0.3	2.8	5.1
Tribe Digital Holdings Ltd	Technology	1,351	1,351	604	722	0.3	3.5	6.7
Cisiv Ltd	Technology	789	789	562	992	0.3	9.2	17.3
Munnypot Ltd	Technology	562	562	562	562	0.3	1.5	2.7
Connect Earth Ltd	Business Services	451	451	451	-	0.2	2.9	14.6
Evotix Ltd	Technology	423	423	423	423	0.2	0.7	1.3
Key Travel Ltd	Business Services	255	255	378	364	0.2	0.0	0.0
Your Welcome Ltd	Technology	1,030	1,030	281	354	0.1	8.3	15.6
Yappy Ltd	Consumer Markets	2,013	2,013	262	2,602	0.1	14.9	31.9
Vinoteca Ltd	Consumer Markets	1,054	1,054	256	843	0.1	6.7	14.3
RockFish Group Ltd	Consumer Markets	789	789	145	371	0.1	6.6	12.5
Custom Materials Ltd	Technology	3,092	3,092	133	648	0.1	13.8	25.0
CMME Group Ltd	Consumer Markets	1,136	1,204	-	-	0.0	2.3	4.2
Equipsme (Holdings) Ltd	Business Services	949	949	-	-	0.0	7.1	13.3
Funding Xchange Ltd	Business Services	795	795	-	-	0.0	2.1	4.4
Glisser Ltd	Business Services	1,787	1,787	-	115	0.0	6.7	14.5
Rezatec Ltd	Technology	1,620	1,620	-	108	0.0	0.0	0.0
Samuel Knight International Ltd	Business Services	795	795	-	-	0.0	11.1	23.8
		56,789	57,528	48,545		23.0		

Company	Sector	Original Book cost ¹ £'000	Accounting Book cost ¹ £'000	31 March 2023 fair value £'000	30 September 2022 fair value £'000	% of net assets	% of Equity held by Baronsmead Second Venture Trust plc	% of Equity held by all funds [#]
Delisted (previously AIM)								
InterQuest Group plc	Business Services	620	726	-	-	0.0	2.2	4.3
MXC Capital Ltd	Business Services	270	300	-	-	0.0	0.3	0.6
		890	1,026	-	-	0.0		
Total unquoted		57,679	58,554	48,545		23.0		
AIM								
Cerillion plc	Technology	1,507	1,666	22,202	18,435	10.5	6.7	12.2
Netcall plc	Technology	2,616	5,983	14,496	10,650	6.9	9.2	23.6
IDOX plc	Technology	1,028	2,972	6,904	7,125	3.3	2.4	5.7
Bioventix plc	Healthcare & Education	309	940	4,594	3,887	2.2	2.3	9.6
Inspired plc	Business Services	861	2,682	2,737	3,011	1.3	2.8	29.7
Property Franchise Group plc	Consumer Markets	838	1,032	2,180	2,306	1.0	2.6	14.6
Diaceutics plc	Healthcare & Education	1,590	1,590	2,092	1,674	1.0	2.5	12.8
PCI-PAL plc	Technology	1,345	1,345	1,888	1,809	0.9	6.0	10.9
Anpario plc	Healthcare & Education	662	2,239	1,870	3,931	0.9	4.0	5.8
Belvoir Group plc	Consumer Markets	919	826	1,594	1,594	0.8	2.0	13.6
Begbies Traynor Group plc	Business Services	545	513	1,504	1,656	0.7	0.8	3.6
Access Intelligence plc	Business Services	716	716	1,389	1,687	0.7	1.4	7.3
Vianet Group plc	Business Services	2,092	1,724	1,194	846	0.6	5.8	17.7
Beeks Financial Cloud Group plc	Technology	413	413	1,040	1,130	0.5	1.3	2.3
hVIVO plc	Healthcare & Education	1,445	1,437	1,022	719	0.5	1.1	1.9
Crossword Cybersecurity plc	Technology	2,322	2,322	907	1,813	0.4	9.7	18.6
Oberon Investments Group plc	Business Services	1,273	1,273	826	458	0.4	5.3	10.0
Driver Group plc	Business Services	1,529	1,747	792	880	0.4	5.6	20.2
Everyman Media Group plc	Consumer Markets	956	1,010	749	1,095	0.4	1.3	4.0
One Media iP Group plc	Technology	1,008	912	658	922	0.3	5.9	10.8
SysGroup plc	Technology	1,579	1,578	633	481	0.3	5.2	28.3
IXICO plc	Healthcare & Education	825	825	604	972	0.3	6.1	11.1
Crimson Tide plc	Technology	668	668	534	401	0.3	3.4	6.4
Aptamer Group plc	Healthcare & Education	2,390	2,390	511	1,675	0.2	3.0	5.7
SEEEN plc	Technology	2,250	2,250	508	247	0.2	15.6	29.8
Eden Research plc	Business Services	1,375	1,380	498	720	0.2	4.0	7.3
Skillcast Group plc	Healthcare & Education	817	817	441	441	0.2	2.5	4.7
Merit Group plc	Technology	3,267	4,253	411	485	0.2	6.1	10.2
Gama Aviation plc	Business Services	1,004	1,171	380	326	0.2	0.9	1.7
Gresham House plc*	Business Services	137	145	364	340	0.2	0.1	0.2
Scholium Group plc	Consumer Markets	1,100	682	352	440	0.2	8.1	14.7
Fusion Antibodies plc	Healthcare & Education	660	660	270	381	0.1	3.0	5.5
TPXimpact Holdings plc	Technology	660	660	241	312	0.1	1.0	1.8
KRM22 plc	Technology	550	550	237	292	0.1	1.5	2.8
Roslyn Data Technologies plc	Technology	1,407	1,407	205	498	0.1	8.6	28.3
Zoo Digital Group plc	Technology	817	586	202	135	0.1	0.1	0.2
Poolbeg Pharma plc	Healthcare & Education	51	51	181	104	0.1	0.5	0.9
Tasty plc	Consumer Markets	2,033	6,085	100	175	0.0	3.4	13.7

04 Appendices - Full investment portfolio

Company	Sector	Original Book cost [†] £'000	Accounting Book cost [†] £'000	31 March 2023 fair value £'000	30 September 2022 fair value £'000	% of net assets	% of Equity held by Baronsmead Second Venture Trust plc	% of Equity held by all funds [#]
AIM (continued)								
Totally plc	Healthcare & Education	86	197	79	151	0.0	0.3	0.5
Deepverge plc	Healthcare & Education	1,590	1,590	77	424	0.0	0.7	1.3
Science In Sport plc	Consumer Markets	352	330	65	95	0.0	0.3	0.6
CloudCoco Group plc	Technology	535	359	36	29	0.0	0.5	0.8
Fulcrum Utility Services Ltd	Business Services	438	1,650	36	241	0.0	0.9	1.0
I-nexus Global plc	Technology	688	688	35	29	0.0	2.9	5.4
LoopUp Group plc	Technology	616	640	17	29	0.0	0.3	0.6
Total AIM		49,869	64,954	77,655		36.8		
Listed								
Hawkwing plc	Business Services	2,136	3,429	-	34	0.0	1.1	26.5
Total listed		2,136	3,429	-		0.0		
Collective investment vehicles								
LF Gresham House UK Micro Cap Fund		6,189	10,335	25,220	23,474	12.0		
LF Gresham House UK Multi Cap Income Fund		19,442	19,442	20,062	13,966	9.5		
LF Gresham House UK Smaller Companies Fund		10,000	10,000	10,633	6,454	5.1		
BlackRock Sterling Liquidity Fund		7,009	7,009	7,009	2,804	3.3		
JPMorgan Sterling Liquidity Fund		7,009	7,009	7,009	2,804	3.3		
Total collective investment vehicles		49,649	53,795	69,933		33.2		
Total investments		159,333	180,732	196,133		93.0		
Net current assets				14,836		7.0		
Net assets				210,969		100.0		

[†] The original cost column provides the combined cost of investments made by BVCT3, BVCT4 and BVCT5 prior to the merger of the three VCT's to become BSVT. This is included for information purposes for shareholders reviewing the portfolio.

The accounting cost column ties into the investment note on [page 19](#) of these accounts. For Investments owned before the assets of BVCT 4 and BVCT 5 were acquired by BVCT 3 the accounting book cost is a sum of the original cost of the investments held in BVCT 3 and the market value of the investment in BVCT 4 and BVCT 5 at the date of each of the mergers.

[#] All funds managed by the same investment manager, Gresham House Asset Management Ltd.

* Acquired November 2014, pre change of Investment Manager on 30 November 2018.

Glossary

AIM	The Alternative Investment Market, a sub-market of the London Stock Exchange, designed to help smaller companies access capital from the public market.
Annual Dividend Yield	The ratio of dividend paid/declared for financial year divided by opening net asset value per share.
Book Cost (Original)	Total acquisition value, including transaction costs, less the value of any disposals or capitalised distributions allocated on a weighted average cost basis.
Book Cost (Accounting)	The original book cost of an asset, rebased to the value at which it was used in a subsequent transaction, such as a transfer between entities.
Collective Investment Vehicle	An entity which allows investors to pool their money, investing the pooled funds on their behalf.
Discount/Premium	If the share price is lower than the NAV per share it is said to be trading at a discount. The size of the Company's discount is calculated by subtracting the share price from the NAV per share and is usually expressed as a percentage of the NAV per share. If the share price is higher than the NAV per share, this situation is called a premium.
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation – a proxy for the cash flow generated by a business, most commonly used for businesses that do not (yet) generate operating or shareholder profits.
IFA	Independent Financial Advisors, professionals who offer independent advice to their clients and recommend suitable financial products.
Key Performance Indicators (“KPIs”)	A measurable value that demonstrates how effectively the Company is achieving core business objectives.
NAV	The total value of all the Company's assets, at current market value, having deducted all liabilities at their carrying value.
NAV per share	Total Net Asset Value divided by the number of shares.
NAV total return	A measure showing how the Net Asset Value has performed over a period of time, taking into account both capital returns and dividends paid to shareholders.
Return on Cash Invested to shareholders	The amount of cash returned to shareholders through income tax reclaimed, and cumulative dividends paid, expressed as a percentage of the initial investment.
Shares Held in Treasury	Shares in the Company repurchased by itself, reducing the number of freely traded shares.
SME	Small and medium-sized entities. These are independent companies which meet two of the three recognition criteria for small or medium companies according to UK Legislation.
Total Assets	All assets, both current and non-current. An asset is an economic resource owned by an entity that can lead to an increase in economic value.
VCT Value	The value of an investment when acquired, rebased if the holding is added to or any payment is made which causes an increase or decrease in its value.
80 per cent. test	Ensuring that the Company meets the requirement to hold 80 per cent. of its investments in qualifying holdings.

A photograph of a server room. In the foreground, a person wearing a white lab coat is seen from the side, holding a clipboard and a pen, appearing to be working or inspecting the equipment. The background is filled with server racks containing various electronic components, with numerous colorful cables (red, blue, yellow) plugged into the units. Some of the server units have glowing blue and green lights. The overall lighting is dim, with a blueish tint, suggesting a data center environment.

05

Information

Shareholder information and contact details

Shareholder Account Queries

The Registrar for Baronsmead Second Venture Trust plc is Computershare Investor Services plc (“Computershare”).

Computershare will deal with all of your queries with regard to your shareholder account, such as:

- Change of address
- Latest share price
- Your current shareholding balance
- Your payment history including any outstanding payments
- Your payment options (cheque, direct payment to your bank/building society account, reinvestment)
- Paper or electronic communications
- Request replacement cheques or share certificates (for which there may be additional administrative and other charges)

You can contact Computershare with your queries in several ways:

Telephone:	0800 923 1534	<ul style="list-style-type: none"> ▪ This is an automated self-service system ▪ It is available 24 hours a day, 7 days a week ▪ You should have your Shareholder Reference Number (“SRN”) to hand, which is available on your share certificate and dividend tax voucher and which you should always keep confidential for security reasons ▪ Press ‘0’ if you wish to speak to someone ▪ The Contact Centre in Bristol is available on UK business days between 8.30am – 5.00pm Monday to Friday
On-line:	Investor Centre www.investorcentre.co.uk	<ul style="list-style-type: none"> ▪ Computershare’s secure website, Investor Centre, allows you to manage your own shareholding online ▪ You will need to register to use this service on the Investor Centre web site ▪ You should have your SRN to hand, which is available on your share certificate and dividend tax voucher and which you should always keep confidential for security reasons
Email:	web.queries@computershare.co.uk	
Post:	Computershare Investor Services plc The Pavilions Bridgwater Road Bristol BS99 6ZZ	

Share Price

The Company's shares are listed on the London Stock Exchange. The mid-price of the Company's shares is given daily in the Financial Times in the Investment Companies section of the London Share Service. Share price information can also be obtained from the link on the Company's website and many financial websites.

Shares In Issue

As at 12 June 2023, the Company had 396,279,533 Ordinary shares of 10p each in issue which included 32,800,716 Ordinary shares of 10p each held in treasury. The total voting rights in the Company is therefore 363,478,817.

Financial Calendar

August 2023 - Quarterly factsheet to 30 June 2023

December 2023 - Announcement of final results for the period to 30 September 2023

March 2024 - Annual General Meeting

Additional Information

The information provided in this report has been produced in order for shareholders to be informed of the activities of the Company during the period it covers. Gresham House Asset Management Ltd does not give investment advice and the naming of companies in this report is not a recommendation to deal in them.

Baronsmead Second Venture Trust plc is managed by Gresham House Asset Management Ltd which is authorised and regulated by the FCA. Past performance is not necessarily a guide to future performance. Stock market and currency movements may cause the value of investments and the income from them to fall as well as rise and investors may not get back the amount they originally invested. Where investments are made in unquoted securities and smaller companies, their potential volatility may increase the risk to the value of, and the income from, the investment.

Secondary market in the shares of Baronsmead Second Venture Trust plc

The existing shares of the Company are listed on the London Stock Exchange and can be bought and sold using a stockbroker in the same way as shares of any other listed company.

The market makers in the shares of Baronsmead Second Venture Trust plc are:

Panmure Gordon & Co. +44 (0)20 7886 2500 (the Company's broker)

Winterflood +44 (0)20 3100 0009

Qualifying investors* who invest in the existing shares of the Company can benefit from:

- Tax free dividends;
- Realised gains are not subject to capital gains tax (although any realised losses are not allowable);
- No minimum holding period; and
- No need to include VCT dividends in annual tax returns.

The UK tax treatment of VCTs is on a first in first out basis and therefore tax advice should be obtained before shareholders dispose of their shares and also if they deferred a capital gain in respect of new shares acquired prior to 6 April 2004.

* UK income tax payers, aged 18 or over, who acquire no more than £200,000 worth of VCT shares in a tax year.

Warning to Shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from “brokers” based overseas who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers for free company reports.

Please note that it is very unlikely that either the Company or the Company Registrar, Computershare, would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment “advice”.

If you are in any doubt about the veracity of an unsolicited phone call, please call either the Company or the Registrar at the numbers provided below.

Protect Yourself

If you are offered unsolicited investment advice, discounted shares, a premium price for shares you own, or free company or research reports, you should take these steps before handing over any money or share certificates:

- 1 Get the name of the person and organisation contacting you.
- 2 Check the FCA Register at www.fca.org.uk/register to ensure they are authorised (or www.fca.org.uk/publication/systems-information/aifmd-small-register.pdf).
- 3 Use the details on the FCA Register to contact the firm.
- 4 Call the FCA Consumer Helpline on **0800 111 6768** (freephone) from 8.00am to 6.00pm, Monday to Friday (except public holidays) and 9.00am to 1.00pm, Saturday (from abroad call **+44 20 7066 1000**) if there are no contact details on the Register or you are told they are out of date.
- 5 Search the FCA's list of unauthorised firms and individuals to avoid doing business with.
- 6 **REMEMBER: if it sounds too good to be true, it probably is!**

If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service (<https://www.financial-ombudsman.org.uk/>) or Financial Services Compensation Scheme (<https://www.fscs.org.uk/>) if things go wrong.

Report a Scam

If you are approached about a share scam you should tell the FCA using the Share Fraud Reporting Form (www.fca.org.uk/consumers/report-scam-unauthorised-firm), where you can find out about the latest investment scams. You can also call the FCA Consumer Helpline on **0800 111 6768**.

If you have already paid money (or otherwise dealt with share fraudsters) you should contact ActionFraud on 0300 123 2040 or use the ActionFraud (<https://www.actionfraudalert.co.uk/>) Online Reporting Tool.

More detailed information on this or similar activity can be found on the FCA web site.

Corporate information

Directors

Sarah Fromson (Chair)[†]
Malcolm Groat*
Graham McDonald
Tim Farazmand[#]

Secretary

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Registered Number

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www.baronsmeadvcts.co.uk

[†] Chair of the Nomination Committee.

* Senior Independent Director and Chair of the Audit & Risk Committee.

[#] Chair of the Management Engagement and Remuneration Committee.



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