MAJEDIE INVESTMENTS PLC
2023 ANNUAL REPORT

30 September 2023
Company number: 00109305

Contents

Cautionary statement regarding forward-looking statements

This Annual Report has been prepared for the members of Majedie Investments PLC (the "Company") and no one else. The Company, its Directors or agents do not accept or assume responsibility to any other person in connection with this document and any such responsibility or liability is expressly disclaimed.

This Annual Report contains certain forward-looking statements with respect to the principal risks and uncertainties facing the Company. By their nature, these statements and forecasts involve risk and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forward-looking statements and forecasts. The forward looking statements reflect the knowledge and information available at the date of preparation of this Annual Report and will not be updated during the year. Nothing in this Annual Report should be construed as a profit forecast.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser. If you have sold or otherwise transferred all your ordinary shares in Majedie Investments PLC please forward this document, together with the accompanying documents, immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares, you should retain these documents.

Investment Objective

The Company's investment objective is to deliver long-term capital growth whilst preserving shareholders' capital, and to pay a regular dividend.

Performance Target

The performance target is to achieve net annualised total returns (in GBP) of at least 4% above the UK Consumer Prices Index over rolling five-year periods.

Financial Highlights

	2023	2022
Total shareholder return (including dividends)†	**26.2%**	-24.9%
Net asset value total return (debt at fair value including dividends)†	**14.1%**	-18.2%
Net asset value total return (debt at par including dividends)†	**14.2%**	-19.8%
Total dividends (per share)†	**5.4p**	10.4p

† **Alternative Performance Measures**
Please refer to pages 88 and 89 for definitions and a reconciliation of the Alternative Performance Measures to the financial statements.

Year's Summary

Capital Structure	Notes (See below)	2023	2022	%
As at 30 September				
Total assets less current liabilities	†	**£148.8m**	£137.6m	8.1
Which are attributable to:				
Financial liabilities (debt at par value)	†	**£20.7m**	£20.8m	–
Equity Shareholders Funds		**£128.1m**	£116.9m	9.6
Gearing	†	**9.2%**	12.6%	–
Potential Gearing	†	**16.2%**	17.8%	–
Total returns (capital growth plus dividends) ("TR")				
Net asset value per share TR (debt at par value)	†	**14.2%**	-19.8%	–
Net asset value per share TR (debt at fair value)	†	**14.1%**	-18.2%	–
Share price TR	†	**26.2%**	-24.9%	–
Capital returns				
Net asset value per share (debt at par value)		**241.7p**	220.6p	9.6
Net asset value per share (debt at fair value)		**241.6p**	220.5p	9.6
Share price		**196.5p**	163.5p	20.2
Discount of share price to net asset value per share				
Debt at par value	†	**18.7%**	25.9%	–
Debt at fair value	†	**18.7%**	25.8%	–
Revenue and dividends				
Net revenue available to Equity Shareholders		**£0.9m**	£2.8m	-67.9
Net revenue return per share		**1.6p**	5.2p	-69.2
Total dividends per share		**5.4p**	10.4p‡	-48.1
Total administrative expenses and management fees		**£3.4m**	£1.7m	100.0
Ongoing Charges Ratio	†^	**1.6%**	1.3%	–
Ongoing charges of underlying funds		**0.4%**	–	–
Ongoing Charges Ratio plus look through fund costs		**2.0%**	1.3%	–

† **Alternative Performance Measures**
Please refer to pages 88 and 89 for definitions and a reconciliation of the Alternative Performance Measures to the financial statements.

‡ The 10.4p dividend in 2022 includes a 1.8p special dividend paid on 27 January 2023. This dividend represented the first quarterly payment to 31 December 2022 under the Company's new dividend policy.

^ Excludes performance fee where payable.

Year's High/Low

		2023	2022
Share price	high	**223.0p**	243.0p
	low	**158.0p**	160.0p
Net asset value – debt at par	high	**259.2p**	297.1p
	low	**220.6p**	220.7p
Discount – debt at par	high	**31.2%**	28.7%
	low	**8.3%**	14.9%
Discount – debt at fair value	high	**30.8%**	28.5%
	low	**8.0%**	13.4%

Ten Year Record

to 30 September 2023

Year End	Total Assets++ £000	Equity shareholders' Funds £000	NAV Per Share (Debt at par value) Pence	Share Price Pence	Discount %	Earnings Pence	Total Dividend** Pence	Gearing† %	Potential Gearing† %	Ongoing Charges Ratio %^
2014	167,934	134,061	256.7	229.0	10.79	9.36	7.50	23.39	25.27	1.66
2015	183,708	149,807	281.9	257.3	8.74	9.42	8.00	21.25	22.63	1.88
2016	203,917	169,986	318.1	257.1	19.18	9.25	8.75	18.46	19.96	1.58
2017	216,507	182,544	341.6	281.5	17.59	11.14	9.75	17.09	18.61	1.54
2018	199,151	178,626	334.3	277.5	16.99	12.47	11.00	10.01	11.49	1.33
2019	175,621	155,074	292.3	256.0	12.42	12.92	11.40	11.50	13.25	1.34
2020	152,153	131,333	247.7	176.5	28.74	9.11	11.40	10.97	15.85	1.34
2021	172,951	152,153	287.1	230.0	19.89	9.41	11.40	12.26	13.67	1.25
2022	137,647	116,887	220.6	163.5	25.80	5.20	10.40	12.65	17.80	1.34
2023	**148,794**	**128,073**	**241.7**	**196.5**	**18.70**	**1.62**	**5.40**	**9.16**	**16.23**	**1.98**

Notes:

++ Total Assets are defined as total assets less current liabilities.

** Dividends disclosed represent dividends that relate to the Company's financial year. Under UK adopted International Accounting Standards dividends are not accrued until paid or approved. Total dividends include special dividends paid, if any.

† Calculated in accordance with AIC guidance.

^ Excludes performance fee where payable and includes ongoing charge ratio of underlying funds.

Chairman's Statement

During the year ended 30 September 2023 Majedie Investments has successfully implemented the transition to a liquid endowment investment policy[1] following its approval at the AGM in January 2023, principally through transferring responsibility for management of the Company's assets to Marylebone Partners LLP ("Marylebone" or the "Investment Manager"). The Net Asset Value (with debt at fair value) grew by 14.1% during the year and the discount closed somewhat from 25.8% at the start of the financial year to 18.7% at its close.

Investment conditions were challenging throughout the year as global equity and bond markets were volatile as inflationary expectations and political events created uncertainty for investors and governments. A growing acceptance that interest rates are to remain considerably higher for some time, together with a weaker than expected economic recovery in China after its pandemic restrictions were removed in January 2023, also put pressure on the broader equity markets. Notably, the US equity market was one of the best performers, once again driven by a very narrow selection of technology stocks.

The background to market performance helps explain the decision of your Board in late 2022 to appoint Marylebone as the Company's portfolio manager. It also reinforces the central view that the ending of a thirty-year down trend of interest rates is likely to lead to significant change in the sources of investment returns. The Board focused on identifying an endowment style strategy that would enable the Company to grow over time through strong performance, developing the Company's culture and clear differentiation that uses the benefits of the investment trust structure. Whilst still in its very early days, the liquid endowment portfolio has now been in place since February 2023, the Board believes that the evidence to date vindicates its decision. In addition to the distinctive and compelling investments that feature in the portfolio, the Board notes that virtually all of its underlying assets are priced frequently by an independent source.

The investment approach includes three complementary strategies comprising, at September 2023: External Managers (62%), Direct Investments (20%) and Special Investments (9%). The remaining 9% was in cash and UK gilts pending investment into additional Special Investment opportunities. Whilst remaining equity-centric, the drivers of the investments are fundamental, idiosyncratic and generally not macro-predicated. The Board is confident that this style of investing will stand the test of time and achieve the clear targets set out by the Manager Review carried out in 2022.

Subsequent to the approval of the new investment policy by shareholders, the Board has also transferred responsibilities under the AIFMD to Marylebone. Further, the remaining administration arrangements for Majedie that had been carried out internally have now been outsourced to Juniper Partners Limited ("Juniper"). The Board looks forward to developing both of these important new relationships. These steps have however resulted in Majedie's offices in Kings Arms Yard being vacated[2] and I would like to take this opportunity to record our thanks to the Majedie executive team for their consistent and professional contribution throughout this period despite the consequences to their own positions.

Of particular note through this year has been the development of the shareholder base, which was one of the key aims of the Manager Review. Approximately 25% of the shares in issue have changed hands during the year and the Company remains fortunate in having a supportive Barlow family shareholder group. The increased marketing presence of the Company, well supported by the Marylebone team and a refreshed website with explanatory short videos, has been helpful in achieving this important step towards growth.

The Board has enjoyed a year of stability and I am grateful for the commitment and wise counsel of my colleagues. Formal internal Board reviews are carried out annually in October. The principal areas for further focus in 2022 involved concluding and effectively implementing the Manager Review conclusions and increasing the demand for the Company's shares. In 2023 the Board has identified targets relating to the development and monitoring of the relationships with Marylebone and Juniper, planning for Board member succession and building on the progress made on expanding the shareholder base.

The Company's policy on dividends also changed following the introduction of the new investment policy. Quarterly dividends of approximately 0.75% of the NAV have been declared, albeit that in this transition year the first quarterly payment to December 2022 was paid in January 2023 as a Special Dividend of 1.8p accrued in the prior year. Going forward the Board hopes that the clarity of quarterly dividend payments, equating to approximately 3% of NAV over the year, is helpful to shareholders.

[1] Please refer to page 6 of the Investment Manager's Report.
[2] Please refer to note 20 on page 74 for more information.

It is a core function of an investment trust Board to bear down on costs where possible. The Board notes that investments through External Managers as a significant part of the portfolio has increased the cost measured by the Ongoing Charges Ratio ("OCR") from 1.3% in 2022 to 2.0% in September 2023. The skills in specialist areas that require substantial original research work inevitably come with additional cost. However, in terms of true active management of a liquid endowment style strategy the Board understands this requirement whilst also noting that the costs associated with the External Managers is expected to fall over time as the exposure to Special Investments grows, as they typically have low additional management fees. The remaining underlying costs are made up of core management, administrative and transaction costs; as all activities are now outsourced the Board expects that these costs will also fall in 2024. Overall the OCR is expected to fall in 2024.

In terms of investment outlook, Marylebone believes that this is an excellent juncture at which to be deploying capital. Following a transition from a multi-year regime that was characterised by low interest rates, abundant liquidity and generally rising asset prices, the Board expects the period ahead to be defined by structurally higher rates, variable liquidity, more geopolitical and cyclical volatility, and greater fundamental price dispersion within markets. This is precisely the sort of environment in which a highly selective, fundamental approach that features distinctive bottom-up investments should thrive. Marylebone is confident that current and future Special Investments are capable of achieving their ambitious return targets for this component of the portfolio. With respect to External Managers, those with an equity-centric profile should be capable of annualised returns that are substantially better than broad markets, whilst providing shareholders with positions and style diversification away from the indices. In addition, the External Manager allocation features a significant exposure to leading practitioners in the specialist credit strategies arena, an area of true differentiation for Marylebone who see the best risk-adjusted return opportunity here for many years. Finally, the Direct Investments component of the new portfolio features an eclectic mix of positions that have been researched and identified by Marylebone's in-house team. These provide not only return potential in the low-teens over a multi-year period but also benefit the portfolio in terms of its overall liquidity.

The Board was very pleased that the 2022 Annual General Meeting could be held in person as it enabled a welcome opportunity to meet again and learn directly from our shareholders. This year's AGM will be held at Pewterers' Hall, Oat Lane, London EC2V 7DE at 12.00pm on Wednesday 17th January 2024. The Investment Manager will present the details of the portfolio, its strategy and outlook. My colleagues and I look forward to welcoming shareholders to that meeting. Following the AGM the Investment Manager's presentation will be available on the Company's website for those who cannot attend.

In the meantime, I thank you for both trusting and supporting Majedie Investments.

Christopher D Getley
Chairman

15 December 2023

Investment Manager's Report

Strategy

Marylebone Partners' appointment as the investment manager of Majedie Investments PLC ("Majedie") marked a significant milestone. We are excited about the prospect of pursuing our distinctive approach for Majedie's shareholders, especially when the recent transition of the market regime has created so many opportunities for discriminating bottom-up investors. We welcome Majedie's shareholders to our Partnership, by virtue of the membership stake granted to the Company in a demonstration of our alignment. Given the importance of this mandate to our business, it is only right that Majedie's shareholders should participate in our future success.

What exactly do we mean when we refer to the 'liquid endowment' model we deploy for Majedie? The 'endowment' element evokes a truly long-term investment mentality that is behind the success of the elite university endowments (mostly based in the United States). These institutions have harnessed differentiated – and sometimes alternative – return sources, eschewing market timing or tactical trading in favour of active fundamental strategies designed to compound wealth at an attractive rate, after the potential effects of inflation.

We aim to replicate this success for Majedie's shareholders by identifying and assessing compelling, long-term investment opportunities, few of which ever come onto the radars of our industry peers. Unlike many university endowments, however, we refrain from allocating to deeply illiquid and hard-to-price asset classes such as private equity, venture capital, real estate, or infrastructure. Our proficiency lies in more liquid markets, and we do not believe it is necessary to lock up capital for extended periods to generate attractive total returns.

Our ambition over the years ahead is to provide Majedie's shareholders with an alternative to generic investment offerings or strategies whose historic success depended on cheap leverage, abundant liquidity, and rising asset prices. Ultimately, a shareholder in Majedie is buying into our people and our process. We believe that more challenging conditions should only highlight the merits of our approach as the fortunes of individual enterprises, sectors, geographic regions, and asset classes diverge.

The Company delivered strong returns over the financial year, investment performance between February 2023 (when we assumed investment management responsibility) and the financial year-end was effectively flat as contributions at the position level offset one another. We implemented the transition towards the new portfolio in a swift and cost-effective manner, with legacy positions exited and holdings in place by the end of March. As part of this exercise, we have substantially sold down the strategic holding in Liontrust PLC and it is now below 0.5%.

The portfolio

The portfolio is eclectic and focused. It features high-conviction investments of differing profiles and with varying underlying return drivers. Although of course there can be no guarantee of success, we believe that Majedie's most conservative investments can achieve target returns over the next few years, while some of its more ambitious positions have the potential to deliver much stronger outcomes. It was simply not possible to achieve portfolio balance, whilst striving for returns of this magnitude, in the latter stages of the pre-COVID era.

The portfolio comprises three primary elements:

1. Special Investments. We identify co-investments, Special Purpose Vehicles, and thematic opportunities, through a proprietary ideas network built over nearly three decades. To earn a place in the Majedie portfolio, a Special Investment must originate from a trusted source, and have the potential to deliver annualised returns of at least 20% over a time horizon of typically 2-3 years. As an important aside, our investments are all marked-to-market at least quarterly. So Majedie's shareholders should be confident that the stated Net Asset Value is representative.

   It will take time for us to build the portfolio's exposure to Special Investments to its initial target of 20% (by definition, these opportunities are situation specific and the bar for inclusion is extremely high). Nevertheless, we had already made five allocations by the Company's financial year-end, plus another three on 1st October. These include targeted activist co-investments in public equities, a thematic investment in the listed Uranium sector, a unique factoring strategy and two stressed/distressed credit co-investments. We have a strong pipeline of new ideas.

2. External Managers. We have selected a total of 14 funds managed by third-party managers, each of whom specialises in a niche sector or geographic region that is structurally inefficient and therefore offers potential for skill-based returns ('alpha'). These managers work within owner-operated boutiques that are largely unknown to/inaccessible by most allocators. In keeping with Majedie's longstanding philosophy, nine of the managers we have selected pursue equity-centric strategies. Their role is to add value through stock-picking in areas as diverse as midcap biotechnology, value-style activism, Scandinavian equities, software, Greater China, and Continental European value stocks. To supplement nine managers with an equity-centric profile, we have identified five leading managers who seek to deliver less-correlated absolute returns, mostly though specialist credit strategies. We believe the stressed/distressed credit markets offer extremely attractive risk-to-reward characteristics at the present time.

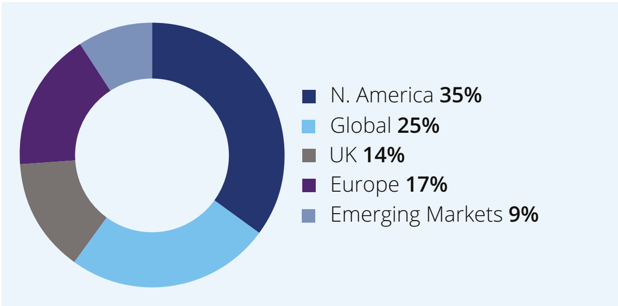
   At 62% of the total, the portfolio's initial allocation to external managers is higher than one should expect over the medium term. The weighting to this category should naturally decrease over time, as we identify more Special Investments. In turn, this should help to reduce look-through costs, although our primary concern is always to maximise the net returns to shareholders whilst achieving portfolio balance. In the meantime, we feel confident about the performance potential of this group and believe they represent a very attractive and differentiated combination of active managers.

3. Direct Investments. Our in-house team has carefully selected 15 public equities, listed in the developed markets, each of which meets our stringent criteria regarding growth potential, business profitability and quality. Valuation also plays an important part of our decision-making process; this sub-portfolio of eclectic, factor-diverse and catalyst-rich stocks currently trades on quite reasonable multiples of earnings and cash flow.

Its largest weightings are to the Industrials, Consumer, Services and Healthcare sectors. By geography, the sub portfolio is well spread across companies listed in the United States, Europe, and our un-loved home market, the U.K. Reflecting much higher valuation differentials, there is a mid-cap bias to our portfolio and no exposure to the handful of mega-cap technology stocks that are so heavily represented in the major indices.

Strategy Allocation at 30 September 2023

Geographical Profile at 30 September 2023



The above chart refers to the Global Industry Classification Standard ("GICS") regional classification (in the case of direct investments), or area of primary geographic focus (in the case of external managers).

Investment Manager's Report

Largest Five Holdings in each strategy at 30 September 2023

Largest Special Investment Holdings

Position Name	Underlying	Profile	Asset Class	% of Total Assets
Project Uranium	Cameco Corporation	Thematic	Public Equity	1.8%
Project Bungalow	Shake Shack Inc.	Co-invest	Public Equity	1.6%
Project Sherpa	V.F. Corporation	Co-invest	Public Equity	1.6%
Project Challenger	Metro Bank Snr Non Pref	Co-invest	Corporate Debt	1.4%
Project Retain	Marblegate Overflow II	Thematic	Factoring	1.1%

Largest External Managers Holdings

Position Name	Strategy	Profile	Region	% of Total Assets
Silver Point Capital Offshore Fund	Absolute (Specialist Credit)	Distressed/Event	DM Global	6.3%
Helikon Long Short Equity Fund	Equity-centric	Special Situations	Europe	6.0%
Millstreet Credit Fund	Absolute (Specialist Credit)	High Yield	North America	6.0%
Contrarian Emerging Markets	Absolute (Specialist Credit)	Distressed/Event	Emerging Markets	5.3%
Eicos Fund S.A. SICAV-RAIF	Absolute (Specialist Credit)	High Yield	Europe	4.2%

Largest Direct Investments Holdings

Position Name	Strategy	GICS Sector	Geography	% of Total Assets
KBR Inc	Equity-centric	IT Consulting	United States	2.0%
Weir Group PLC	Equity-centric	Engineering	United Kingdom	1.8%
UnitedHealth Group Inc	Equity-centric	Healthcare	United States	1.7%
Westinghouse Air Brake Technologies Corp	Equity-centric	Construction Machinery	United States	1.7%
Sage Group plc	Equity-centric	Technology	United Kingdom	1.5%

As we await entry points in certain investments, we have maintained liquidity to take advantage of currently high short-term interest rates by purchasing short-dated gilts.

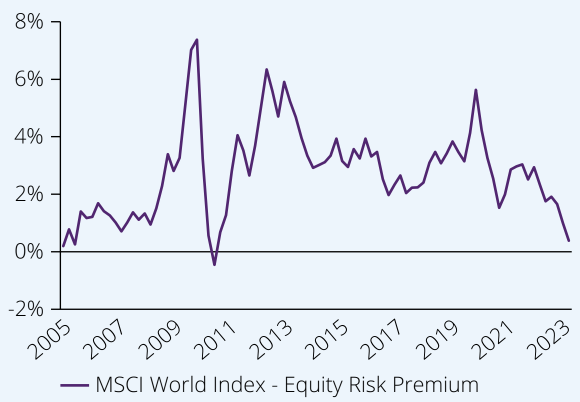
To follow the progress of the portfolio and our approach, we encourage you to visit the refreshed Majedie website where we post video clips with examples along with a quarterly Portfolio Manager commentary. We intend to be very transparent with shareholders.

Outlook

Markets have largely completed a transition to a new regime that will be characterised by higher interest rates, variable liquidity, and more geopolitical and cyclical volatility. Many of the tailwinds upon which the fortunes of conventional investment strategies rode have turned into headwinds. Against a backdrop that is likely to be more challenging, an investor's ability to identify – and capitalise upon – idiosyncratic, bottom-up situations will be critical to success. The portfolio represents a distinctive mix of fundamental bottom-up ideas with low cross-correlation to one another. This results in a proposition that should not only be capable of achieving inflation-beating returns over the medium-term but also act as a complementary investment for shareholders.

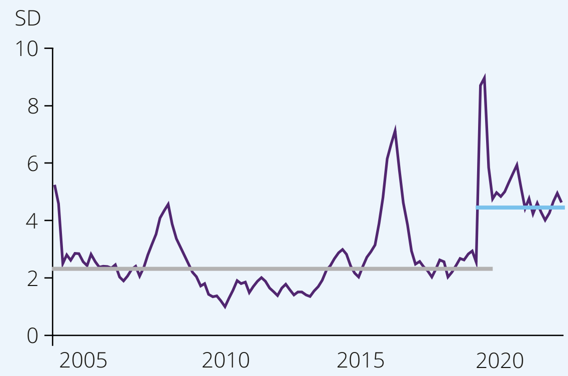
The global economic outlook is uncertain and is likely to remain so. When framing our decisions, we do not dismiss the possibility of a recession over the next 12-24 months. We can identify numerous possible threats to the equilibrium of markets, which include a sharper-than-expected economic slowdown, geopolitical instability, a possible resurgence of inflation (which would most likely be caused by rising commodity prices), or some other extraneous variable. The 'equity risk premium' is low by historic standards, i.e. the projected earnings yield on equities is very close to the yield on long-dated government bonds, which suggests that stocks are expensive at an aggregate level.

Equity Risk Premium



Hence, at an asset class level, we are not especially bullish. However, we also believe it is a mistake to generalise, especially at a time of widening dispersion at an individual-security level.

Dispersion of Global Sector PE Ratios



There is no shortage of attractive bottom-up situations that meet our selection criteria, especially when one hunts for them in areas that are off the beaten track. Selectivity, and an ability to identify differentiated fundamental return sources, will be the key to unlocking good investment outcomes over the years ahead.

Investment Manager's Report

Portfolio as at 30 September 2023

	Market Value (£000)	% of Total Assets less Current Liabilities
Direct Investments		
KBR Inc	3,016	2.0%
Weir Group PLC	2,615	1.8%
UnitedHealth Group Inc	2,588	1.7%
Westinghouse Air Brake Technologies Corp	2,533	1.7%
Sage Group plc	2,210	1.5%
Heineken NV	2,153	1.5%
Computacenter plc	2,112	1.4%
Pernod Ricard SA	1,969	1.3%
Alight Inc	1,917	1.3%
Howmet Aerospace Inc	1,907	1.3%
Thermo Fisher Scientific Inc	1,846	1.2%
Breedon Group PLC	1,541	1.0%
Other Direct Investments	3,549	2.4%
	29,956	20.1%
External Managers		
Silver Point Capital Offshore Fund, Ltd	9,447	6.3%
Helikon Long Short Equity Fund ICAV	8,911	6.0%
Millstreet Credit Offshore Fund, Ltd	8,896	6.0%
Contrarian Emerging Markets Offshore Fund, Ltd	7,971	5.3%
Eicos Fund S.A. SICAV-RAIF	6,319	4.2%
Praesidium Strategic Software Opportunities Offshore Fund, LP	6,229	4.2%
Keel Capital S.A., SICAV-SIF – Longhorn Fund	6,204	4.2%
Perseverance DXF Value Feeder Fund, Ltd.	6,140	4.1%
KL Event Driven UCITS Fund	6,067	4.1%
CastleKnight Offshore Fund Ltd	6,010	4.0%
Paradigm BioCapital Partners Fund Ltd	5,909	4.0%
Energy Dynamics Fund Ltd	5,447	3.7%
Andurand Climate and Energy Transition Fund	4,112	2.8%
Engaged Capital Flagship Fund, Ltd	2,797	1.9%
Other External Managers	1,152	0.8%
	91,611	61.6%

	Market Value (£000)	% of Total Assets less Current Liabilities
Special Investments		
Project Uranium	2,647	1.8%
Project Bungalow	2,424	1.6%
Project Sherpa	2,297	1.6%
Project Challenger	2,109	1.4%
Project Retain	1,696	1.1%
Project Diameter	1,651	1.1%
Other Special Investments	263	0.2%
	13,087	8.8%
Fixed Interest		
United Kingdom Gilt 0.125 31/01/2024	4,325	2.9%
Other Investments	700	0.5%
Total Investments	139,679	93.9%
Cash and Cash Equivalents	5,441	3.6%
Net Current Assets	3,674	2.5%
Total Assets less Current Liabilities	**148,794**	**100.0%**

Dan Higgins
Marylebone Partners LLP

15 December 2023

Responsible Capitalism

This section on responsible capitalism has been produced by Marylebone Partners LLP and has been included with their permission.

Our principles

Our purpose is to protect and grow the wealth of our clients over the long term. Given a reasonable timeframe, we believe a sustainable investment mindset is consistent with good performance outcomes.

We are not prescriptive about the Environmental, Social and Governance ("ESG") policies adopted by a company or external manager. However, we expect to see well-considered policies that are consistent with our principles.

In our opinion, the best way of driving constructive change is through proactive yet pragmatic engagement. Our effectiveness is amplified because we manage a focused portfolio and enjoy deep, multi-year relationships with companies and External Managers.

We became a member of the UN PRI in April 2022. We support the UN's Sustainable Development Goals by 2030 and Net Zero by 2050.

Our approach to sustainability

Whereas our guiding principles should not change over time, our policies and process will evolve.

External engagement

We engage with companies and External Managers, both as part of our initial due diligence and once invested.

We recognise that the operating dynamics of businesses will evolve over time. This is particularly the case in industries undergoing transition, where constructive engagement can drive positive change.

With respect to Direct Investments, we evaluate a company's people & culture, strategy & operating practices and governance & disclosure.

With respect to External Managers, we assess firm & team, investment philosophy & process and portfolio outcomes.

Internal appraisal

By incorporating ESG considerations into our research, we seek to identify opportunities and risks that might otherwise be overlooked/underestimated.

Our team of analysts form their own opinions on sustainability issues, having drawn upon third-party data, independent research and views from within our extensive network.

We collaborate with peers, who include allocators in the charitable and non-profit sectors. We want to learn from views and opinions that might differ from our own.

Applying sustainability in our day-to-day activities

Special Investments

ESG in practice

- We work with the idea originator in our network to understand ESG risks and opportunities
- We draw on our External Managers and direct investments resources, as appropriate, to challenge the originator's appraisal

External Managers

ESG in practice

- We request and review relevant policies from the manager, notably those that relate to sustainability, diversity, equity and inclusion, and proxy voting/ engagement
- Our Operational Due Diligence provider, may also raise topics of concern as part of their review
- Where relevant, we raise and monitor areas for improvement

Direct Investments

ESG in practice

- We screen for MSCI World ESG index inclusion
- We draw on Morningstar's ESG research, which includes insights from 'Sustainalytics'
- We undertake our own analysis of companies' sustainability reports
- Where relevant, we raise and monitor areas for improvement
- We exercise our voting rights, in accordance with our fundamental views and principles

Portfolio Level

ESG in practice

- We disaggregate portfolio exposure by GICS sector through our Tableau reports
- We undertake scenario and factor analysis
- We record initial and ongoing ESG discussions in our internal meeting minutes, noting relevant action points

Business Review

Introduction and Strategy

The Company, as an investment trust, is a closed-end public limited company which invests in a diversified portfolio of assets meeting certain tax conditions. The Company's investment objective and policy were updated following approval by shareholders at a general meeting on 25 January 2023. The investment objective follows a liquid endowment strategy and aims both to deliver long-term capital growth whilst preserving shareholders' capital and paying a regular dividend. The performance target is to achieve net annualised total returns (in GBP) of at least 4% above the UK CPI over rolling five-year periods. Due to the short period involved, the Company has not reported against its performance target for this financial year.

Marylebone Partners LLP ("Marylebone" or the "Investment Manager") was appointed as the Company's Alternative Investment Fund Manager ("AIFM") on 19 July 2023. The AIFM is subject to the UK Alternative Investment Fund Managers Directive ("UK AIFMD") and its responsibilities to the Company in respect of this are set out in the Investment Management Agreement.

The Company's broker is J.P. Morgan Cazenove, and the Company is a member of the AIC.

The purpose of the Strategic Report is to inform the shareholders of the Company by:

- analysing development and performance using appropriate Key Performance Indicators (KPIs);
- providing a fair and balanced review of the Company's business;
- outlining the principal and emerging risks and uncertainties affecting the Company;
- describing how the Company manages these risks;
- setting out the Company's environmental, social and governance policy;
- outlining the main trends and factors likely to affect the future development, performance and position of the Company's business;
- explaining the future business plans of the Company; and
- explaining how the Board has performed its duty to promote the success of the Company in accordance with Section 172 of the Companies Act 2006.

Business Model

The Board outsources all operational infrastructure to third party organisations. In particular, the Board appoints and oversees Marylebone as AIFM and Investment Manager to manage the investment portfolio. The Board sets the Company's strategy, decides the appropriate financial policies to manage the assets and liabilities of the Company, ensures compliance with tax, legal and regulatory requirements and reports regularly to shareholders on the Company's performance. On 1 November 2023 Juniper Partners Limited ("Juniper" or the "Company Secretary") was appointed to perform the administration and company secretarial functions for the Company. On 31 October 2023 the employment of the Company's three employees ended either under the terms of a contract of employment or a settlement agreement. The full amount of £200,000 for redundancy costs has been provided for in the 2023 financial statements.

The Board does not envisage any further changes to this model in the foreseeable future.

Investment Objective

The Company's investment objective is both to deliver long-term capital growth whilst preserving shareholders' capital and to pay a regular dividend. The performance target is to achieve net annualised total returns (in GBP) of at least 4% above the UK CPI over rolling five-year periods.

Investment Policy

An overview of the new liquid endowment investment policy, approved by shareholders on 25 January 2023, is provided below.

The Company's strategy to achieve its investment objective is to create a balanced portfolio of investments that is diversified both across asset classes and by geography. Holdings will be focused on the following three main segments:

1. *Special Investments:* opportunities including co-investments, special-purpose vehicles and thematic funds. These eclectic and episodic opportunities are generally hard-to-access investments targeting potential IRRs of 20% or better. These investments may be somewhat illiquid in nature, with an expected duration of 24 to 36 months.
2. *External Managers:* allocations to pooled vehicles managed by third parties. These funds pursue fundamental strategies.

3. *Direct Investments:* targeted investments in listed securities, predominantly equities.

The Company's underlying investments are expected to be primarily in equities and related instruments (which shall include, without limitation, preference shares, convertible debt instruments, equity-related and equity-linked notes and warrants) issued by quoted and unquoted portfolio companies as well as in partnerships, limited liability partnerships, offshore or unregulated funds and other legal forms of entity where the investment has equity-like return characteristics. The Company may invest in publicly traded companies (including participating in the IPO of an existing unquoted company investment), subject to the investment restrictions below. The Company is not expected to take majority shareholder positions in portfolio companies but shall not be restricted from doing so.

Though the Company's underlying investments are expected to be primarily in equities, the Company may also invest in securities and financial instruments of any kind, including, without limitation, sovereign debt and related options and/or futures and other fixed income instruments issued by sovereign borrowers or their agencies, bonds and other fixed-income securities, loans, futures, forward contracts, warrants, options, swaps, contracts for difference and other derivative instruments, currencies, commodities, pooled investment vehicles (which may be open-ended or closed-ended and established in any jurisdiction), moneymarket funds, commercial paper, certificates of deposit and other cash equivalents. Debt securities in which the Company may invest may be of investment-grade, sub-investment-grade, or unrated. In addition, the Company may pursue any of these strategies through privately negotiated investments as well as public market transactions. From time to time, the Company may acquire assets or securities that are illiquid and the fair value of which may not be readily derived from third-party sources.

The Company may use derivatives and similar instruments, whether for the purpose of capturing specific opportunities, to create return asymmetry, mitigate currency exposure or for capital preservation.

The Company may make investments directly or indirectly through special-purpose vehicles, intermediate holding vehicles or other fund or similar structures or other vehicles where the Investment Manager considers that that this would be commercially beneficial or confer legal, regulatory or tax advantages, or provide the only practicable means of access to the relevant investment.

Investment Restrictions

The Company will invest and manage its assets with the objective of spreading investment risk. It shall not be restricted in the jurisdictions or sectors in which it may invest. However, no more than 10% of the Company's gross assets may be directly or indirectly (through derivatives or similar instruments) invested in any one investment or issuer, or allocated to a single external third-party manager, as at the time of investment.

When fully invested, the Company will aim to allocate its assets between the three main investment segments within the below strategic ranges:

- Special Investments: 10% to 40% of gross assets.
- External Managers: 30% to 60% of gross assets.
- Direct Investments: 10% to 30% of gross assets.

The Company will not be required to dispose of any investment or rebalance its portfolio as a result of a change in the respective value of any of its investments.

Not more than 10% of the Company's gross assets at the time an investment is made will be invested in other closed-ended investment funds which are listed on the Official List.

Borrowing Policy

The Board is empowered to borrow up to 100% of adjusted capital and reserves. The Board reviews the level of gearing (borrowings less cash) on an ongoing basis and sets a range at its discretion, with an upper limit set at 30% of the Company's gross assets, measured at time of drawdown. Where the Company invests in portfolio companies indirectly (whether through a third-party manager, special-purpose vehicles as holding entities or otherwise), notwithstanding the previous paragraph, indebtedness in such holding entity will not be included in the calculation of indebtedness of the Company provided that the provider of such debt only has recourse to the assets of the holding entity and does not have recourse to the other assets of the Company or other investments made by the Company.

Business Review

Cash and Portfolio Management

The Company may hold cash on deposit and may invest in cash equivalent investments, which may include but shall not be limited to, short-term investments in money market funds, gilts, and tradeable debt securities.

There is no restriction on the amount of cash or cash equivalent investments that the Company may hold or where it is held. When fully invested, the Company will hold an appropriate value of the Company's gross assets in cash or cash equivalent investments for the purposes of making follow-on investments and to manage working capital requirements of the Company.

The Company may also use derivative instruments and may, but shall not be required to, hedge currency exposure in its portfolio.

Dividend Policy

The Company's dividend policy is to pay quarterly dividends which are expected to comprise approximately 0.75% of the relevant quarter end net asset value ("NAV"), leading to an aggregate annual dividend target of approximately 3%.

Performance Management

The Board uses the following KPIs to help assess progress against the Company's objectives. Further comments on these KPIs are contained in the Chairman's Statement and Investment Manager's Report sections of the Strategic Report respectively.

- **NAV and Total Return:**
  The Board believes that the NAV return is fundamental to delivering value over the long-term and is a key determinant of shareholder return. The Board further believes that, in accordance with the Company's objective, the total return basis (which includes dividends paid out to shareholders) is the best measure of how to assess long-term shareholder return. The Board, at each meeting, receives reports detailing the Company's NAV and shareholder total return performance, asset allocation and related analyses. Details of the NAV and share price total return performance for the year are shown in the Year's Summary on page 2.

- **Investment Performance:**
  The Board believes that, after asset allocation, the performance of each of the three main segments (including Special Investments, External Managers, and Direct Investments), are the key drivers of NAV return and hence shareholder return. The Board receives, at each meeting, detailed reports showing the performance of the investment groups which also includes relevant attribution analysis. The Investment Manager's Report provides further detail on each investment group's performance for the year.

- **Share Price Premium/Discount:**
  As a closed-ended listed investment company, the share price of the Company can and does differ from that of the NAV. This can give rise to either a premium or discount and as such is another component of Total Shareholder Return. During the year the discount has decreased, ending the year at a lower value to that at the start of the year (with the NAV with debt at par), resulting in the Company's share price gain being more than the gain in the Company's NAV (with debt at par).

  The Board continually monitors the Company's premium or discount, and does have the ability to buy back shares if thought appropriate, although it must be noted that this ability is limited by the majority shareholding held by members of the Barlow family. Additionally, the Board has approval (and is seeking to renew such approval at the upcoming AGM) to issue new shares, at a premium to the relevant NAV (with debt at fair value), in order to meet any demand for shares which cannot be satisfied through the market. Details of movements in the Company's share price discount over the year are shown in the Year's Summary on page 2.

- **Expenses:**
  The Board is aware of the impact of costs on returns and is conscious of seeking to minimise these. The current industry-wide measure for investment trusts is the OCR, which seeks to quantify the ongoing costs of running the Company. This measures the annual ongoing running costs of an investment trust, excluding performance fees, one-off expenses, finance costs and investment dealing costs, as a percentage of average equity shareholders' funds. Any investments made into pooled funds are included using the Company's share of estimated ongoing fund running costs. The Chairman's Statement on page 5 provides further details on the expenses incurred during the year. Details of the OCR for the year are shown in the Year's Summary on page 2.

- **Dividend Growth:**
  Dividends paid to shareholders are an important component of Total Shareholder Return. The Board is aware of the importance of dividends to shareholders but wishes to be prudent. As such, a sustainable and progressive long-term dividend policy which pays quarterly dividends which are expected to comprise approximately 0.75% of the relevant quarter end NAV, leading to an aggregate annual dividend target of approximately 3% has been adopted.

  The Board receives detailed management accounts and forecasts which show the actual and forecast financial outcomes for the Company.

Emerging and Principal Risks

The emerging and principal risks and the Company's policies for managing these risks and the policy and practices are summarised below and in note 22 to the accounts.

Emerging Risks

- **Geopolitical Risk:**
  There remain heightened uncertainties for global economies and financial markets, with rapid changes in interest rates, higher levels of inflation, volatility in equity markets and continued geopolitical risks impacting on energy supply and costs, global trade and economic activity. Recent conflicts in Ukraine and the Middle East have heightened geopolitical risk and is likely to continue to have an adverse impact on world markets which could lead to a fall in the value of the assets that the Company invests in.

Principal Risks

- **Investment Risk:**
  The Company has a range of investments, across three main segments: 1. Special Investments: opportunities including co-investments, special-purpose vehicles and thematic funds. 2. External Managers: allocations to pooled vehicles managed by third parties. 3. Direct Investments: targeted investments in listed securities, predominantly equities. The major risk for the Company remains investment risk which is primarily driven by market risk. Furthermore, the impact of geopolitical and economic events could result in losses to the Company.

  The number of investments held, together with the geographic and sector diversity of the portfolio, enables the Company to spread its risks with regard to liquidity, market volatility, currency movements and revenue streams.

- **Strategy Risk:**
  An inappropriate investment strategy could result in poor returns for shareholders and the introduction or widening of the discount of the share price to the NAV per share.

  The Board regularly reviews strategy in relation to a range of issues including investment objective and policy, the allocation of assets between investment groups, the level and effect of gearing and sector, currency and geographic exposure.

- **Business Risk:**
  Inappropriate management or controls in the Company could result in financial loss, reputational risk and regulatory censure.

  The Board receives detailed reports from its service providers on financial and non-financial matters.

- **Compliance Risk:**
  Failure to comply with regulations could result in the Company losing its listing, or being subjected to corporation tax on its capital gains through loss of investment trust status.

  The Board receives and reviews regular reports from its service providers on the controls in place to prevent non-compliance of the Company with rules and regulations. The Board also receives regular investment portfolio reports and income forecasts as part of its monitoring of compliance with section 1158 of the Corporation Tax Act 2010.

- **Operational Risk:**
  Inadequate financial controls, failure by an outsourced supplier to perform to the required standard, or dependency on a small number of individuals could result in misappropriation of assets, loss of income and mis-reporting of NAVs. The Board and Audit Committee regularly review statements on internal controls and procedures, receive detailed reports and presentations from the Company's depositary and the Company is subject to an annual external audit. Both the Company and its service providers implemented business continuity plans and service levels have been maintained.

  The Corporate Governance Statement and the Report of the Audit Committee in the Company's Annual Report and Accounts provide further information in respect of internal control systems and risk management procedures.

Business Review

How the Board meets its obligations under section 172 of the Companies Act

Under section 172(1) of the Companies Act 2006, directors of a company must act in a way that they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing so they should have regard to, inter alia, the likely long-term consequences of their decisions, the interests of the company's employees, fostering relationships with suppliers, customers and others, the impact of operations on the community and environment, maintaining a reputation for high standards and lastly to act fairly for the shareholders of the company.

The Company is an investment company and its key stakeholders comprise its one and only class of shareholders (it does not have customers), and also its third-party service providers (including its Company Secretary, Investment Manager, Custodian, Depositary, Stockbroker, Registrar, Auditor and Solicitor – see Shareholder Information on page 98). Additionally, the Company interacts with the wider community and the environment primarily through its holdings in investee companies worldwide.

In accordance with its duty to promote the success of the Company, the Board utilises the investment objective (see page 14), various comprehensive procedures and policies, including the Company's investment policy (see pages 14 and 15), and committees with defined roles and responsibilities against which third-party providers are monitored, challenged and assessed. The Board regularly reviews the objective, procedures and policies and Committee responsibilities to ensure they remain effective.

In performing its duties, the Board receives regular and detailed reporting from both the Investment Manager and third-party service providers. As an investment company, investment performance is fundamentally important and, as such, a significant portion of the Board's time is spent in this area. The Company has been established for a very long time, with a cornerstone shareholder base, and as a closed ended listed investment company is a long-term investor in global equity markets and the Board is mindful of this in undertaking its duties.

The Company, in conducting its operations, utilises its third-party service providers as listed previously. The Board believes that maintaining effective continuing relationships is important to its duty under s172(1). In particular the relationship with the Investment Manager is of critical value to the Company and its long-term success. The Board receives regular detailed reports and presentations from the Investment Manager from an investment and business perspective and on marketing. The Company's other service providers provide regular reports and advice with the Board ensuring two-way communications are in place. All major service providers have relevant metrics which are used to measure performance. The Board monitors operations to ensure that in undertaking its operations the Company operates to the standard befitting an LSE listed investment company.

The Board is conscious of its community and its direct environmental impact and seeks to be aware of these when making decisions. The Company invests, indirectly, in many investee companies worldwide. The Investment Manager has a focus on ESG which is embedded in its investment decision making process and it engages regularly with investee companies in this area. The Investment Manager makes available to the Board an extensive amount of information on these activities in this area.

Under Listing Rule 15.4.29(R), the Company, as a closed ended investment fund, is exempt from complying with the Task Force on Climate-related Financial Disclosures.

The Board recognises the need for good communications with its shareholders and is committed to listening to their views. In addition, the Board consults with them, where appropriate, concerning major decisions before they are taken.

During the year the following material decisions have been made:

- The Board, at each meeting, reviewed the Company's asset allocation over the year. A decision was taken to undertake a strategic review of the Company's investment policy and operations. Based on the review the Board recommended a change to the Company's investment management arrangements. These changes were presented to shareholders for approval and adoption at a General Meeting on 25 January 2023. The Board continues to keep the asset allocation of the Company under review at each Board meeting;

- Given the changes and uncertainties the Board had to carefully consider the future dividend levels for the Company after taking into account known shareholder views in this area. The Board received a detailed revenue forecast and projections to take account of the changing outlook for dividend receipts. Three interim dividends, each of 1.80p per share, have been paid in respect of the year ended 30 September 2023. Together, the three interim dividends make a total distribution of 5.40p per share in respect of the financial year (2022: 10.40p per share). As part of the transition of the Company's dividend policy, a special dividend of 1.80p was paid in January 2023. This dividend accrued in the prior year and is included in the 10.40p per share dividend for 2022;
- The Board continued to review the Company's discount level and following discussions with its Stockbroker did not buy back any shares during the financial year. The Company is subject to constraints in this area which limit the number of shares which can be bought back. The Board is aware of investor and shareholder views concerning share liquidity and remains determined to raise investor awareness and interest in the Company; and
- The Board pays close attention to the Company's marketing activity and engages with third parties to assist its efforts. During the review of investment management arrangements the responsibility for the Company's marketing activities was passed to Marylebone Partners LLP.

On behalf of the Board

Christopher D Getley
Chairman

15 December 2023

Board of Directors

This page forms part of the Directors' Report

Christopher D Getley*

Christopher was appointed as a Non-Executive Director of Majedie on 1 July 2020 and became Chairman of the Board on 19 January 2022. He has over 25 years' experience at senior level in financial services, specifically in fund management and investment banking. He was a Partner and Fund Manager at Cazenove & Co and a Director at Deutsche Asset Management. Subsequently, he was CEO of Westhouse Securities, an institutional stockbroker. In his current roles of Executive Chairman of AgPlus Diagnostics Limited and Non-Executive Chairman of Masawara PLC, he utilises his comprehensive knowledge of developing, implementing and communicating strategy. Christopher is Chairman of the Nomination and Management Engagement Committees and a member of the Remuneration and Audit Committees.

Sir J William M Barlow Bt.

William became a Non-Executive Director with effect from 1 November 2023. Prior to this he was Chief Executive Officer of Majedie from 1 April 2014, before which he was a member and Chief Operating Officer at Javelin Capital LLP. Prior to Javelin Capital LLP, he was at Newedge Group (part of the Societe Generale Group). He joined Skandia Asset Management Limited as an equity portfolio manager in 1991 and was Managing Director of DnB Asset Management (UK) Limited in 2002. William was appointed a Non-Executive Director of the Company in July 1999 and was made an Executive Director in June 2011. He is Chairman of Racing Welfare and Chairman of Strategic Equity Capital PLC.

Jane M Lewis*

Jane was appointed as a Non-Executive Director of Majedie on 1 January 2019. She was, until 2013, a director of corporate finance and broking at Winterflood Investment Trusts. She is Chairman of CT UK Capital and Income Investment Trust PLC and Non-Executive Director of JPMorgan Global Growth & Income PLC and BlackRock World Mining Trust PLC. Jane is Chairman of the Remuneration Committee and a member of the Management Engagement, Nomination and Audit Committees.

A Mark J Little*

Mark was appointed as a Non-Executive Director of Majedie on 23 May 2019. He has an extensive knowledge of the investment industry, having previously served as the Managing Director of Barclays Wealth Scotland and Northern Ireland. Prior to this role he was Global Head of Automotive Research at Deutsche Bank having previously qualified as a Chartered Accountant with Price Waterhouse. He is currently a Non-Executive Director and Audit Chair of STS Global Income & Growth Trust plc, Blackrock Smaller Companies Trust plc and abrdn Equity Income Trust PLC. He also acts as a consultant to Lindsays LLP and North Capital Wealth Management. Mark is Chairman of the Audit Committee and a member of the Remuneration, Management Engagement and Nomination Committees.

Richard W Killingbeck*

Richard was appointed as a Non-Executive Director of Majedie on 1 July 2020. He has over 35 years' experience in the financial services sector, initially as a fund manager and latterly in a number of senior management roles within the wealth management sector. He was previously Chief Executive officer of WH Ireland PLC and is currently Managing Director of Harris Allday, a division of EFG Private Bank. He retired as the non-executive chairman of Bankers Investment Trust PLC in 2019 and is currently a trustee of the London Stock Exchange Benevolent Fund. Richard is a member of the Remuneration, Audit, Management Engagement and Nomination Committees.

* Independent Non-Executive.

Directors' Report

The Directors submit their report and the accounts for the year ended 30 September 2023.

Introduction

The Directors' Report includes the Corporate Governance Statement, the Report of the Audit Committee and the Directors' Remuneration Report. A review of the Company's business is contained in the Strategic Report (which includes the Chairman's Statement) and should be read in conjunction with the Directors' Report.

Principal Activity and Status

The Company is a public limited company and an investment company under section 833 of the Companies Act 2006. It operates as an investment trust and is not a close company. The Company has been a member of the AIC since 20 January 2014.

The Company has historic written confirmation from HM Revenue & Customs that it meets the eligibility conditions and is an approved investment trust for taxation purposes under section 1158 of the Corporation Tax Act 2010, with effect from 1 October 2012, subject to it continuing to meet the eligibility conditions and on-going requirements. In the opinion of the Directors, the Company continues to direct its affairs so as to enable it to continue to qualify as an approved investment trust.

Results and Dividend

The net revenue return before taxation arising from operations amounted to £878,000 (2022: £2,780,000).

As agreed at the General Meeting on 25 January 2023, quarterly dividends will be paid at the end of each financial quarter (31 December, 31 March, 30 June and 30 September) at approximately 0.75% of the Net Asset Value ("NAV").

Three interim dividends, each of 1.80p per share, have been paid in respect of the year ended 30 September 2023. Together, the three interim dividends make a total distribution of 5.40p per share in respect of the financial year (2022: 10.40p per share which included a special dividend of 1.80p per share).

Risk Management and Objectives

The Company, as an investment company, is subject to various risks in pursuing its objective. The nature of these risks and the controls and policies in place that are used to minimise these risks are further detailed in the Strategic Report and in note 22 of the Accounts.

Directors

The general powers of the Directors are contained within the relevant UK legislation and the Company's Articles. The Directors are entitled to exercise all powers of the Company, subject to any limitations imposed by the Articles or applicable legislation.

The Directors in office at the date of this report are listed on page 20 of the Company's Annual Report and Accounts.

Directors' retirement by rotation and appointment is subject to the minimum requirements of the Company's Articles of Association and the AIC Code of Corporate Governance 2019 (the "AIC Code").

The Company's Articles of Association require that at every AGM any Director who has not retired from office at the preceding two AGMs and who was not appointed by the Company in a general meeting, at either such meeting, shall retire from office and be eligible for re-election or election respectively, by the Company.

However, in accordance with the AIC Code, all Directors are to be re-elected annually. As such Messrs. JWM Barlow, CD Getley, RW Killingbeck, AMJ Little and Ms JM Lewis will retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

The Board believes that the performance of the Directors continues to be effective, that they demonstrate commitment to their roles and that they have a range of business, financial and asset management skills and experience relevant to the direction and control of the Company.

The Board, having considered the Directors' performance within the annual Board performance evaluation, hereby recommend that shareholders vote in favour of the proposed re-elections.

Directors' Report

Qualifying Third Party Indemnity Provisions

Under the Company's Articles, the Directors are provided, subject to the provisions of UK legislation and at the discretion of the Board, with an indemnity in respect of liabilities which they may sustain or incur in connection with their appointment. This indemnity was in force during the year and remains in force as at the date of this report. Apart from this, there are no qualifying third-party indemnity provisions or qualifying pension scheme indemnity provisions that would require disclosure.

Directors' Interests

Beneficial interests in shares as at:

	30 September 2023	30 September 2022
JWM Barlow	**409,224**	409,224
AMJ Little	**9,879**	9,879
JM Lewis	**8,000**	8,000
CD Getley	**59,730**	36,830
RW Killingbeck	**20,000**	20,000

Non-beneficial interests in shares as trustees for various settlements as at:

	30 September 2023	30 September 2022
JWM Barlow	**3,111,110**	3,111,110

Substantial Shareholdings[1]

At 30 September 2023, the Company is aware of the following substantial holdings in shares carrying voting rights:

	Number	%
HS Barlow	**15,757,619**	**29.7**
JWM Barlow (Non-Beneficial)	**3,111,110**	**5.8**
Christ Church Oxford	**2,282,583**	**4.3**
AE Barlow	**2,040,415**	**3.8**
MHD Barlow	**1,776,241**	**3.4**

Notes:

1. The substantial voting rights disclosed above include the total holdings of shares within certain trusts where there are other beneficiaries.

On 17 November 2023, LGT Wealth Management UK LLP notified the Company that their shareholding had risen to 3.0% of the Company's total voting rights.

There have been no other changes notified in respect of the above holdings, and no new holdings notified, since the end of the year.

AGM

The AGM will be held at Pewterers' Hall, Oat Lane, London EC2V 7DE on Wednesday, 17 January 2024 at 12 noon. The notice convening the AGM can be found on pages 90 and 91 and is available on the Company's website.

The Board considers that Resolutions 1 to 16 are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings.

Issue and Buyback of Shares

The Board continues to be of the view that an increase of the Company's shares in issue provides benefits to shareholders including a dilution of the Company's gearing and cost of its debentures, a reduction in the Company's administrative expenses on a per share basis and increased liquidity in the Company's shares. The Board sought and received approval, at the AGM on 25 January 2023, to allot new shares for cash, and without first offering them to existing shareholders in proportion to their holdings, up to a maximum of 5,294,579 shares (being approximately 9.99% of the Company's existing share capital at that time). These two existing authorities will expire at the 2024 AGM.

During the year, as the Company's shares remained at a discount, no shares have been allotted (2022: Nil).

The Board continues to be prepared to issue new shares in order to meet demand which cannot be satisfied through the market, subject to the restriction that any new shares will be issued at a premium to the Company's then prevailing NAV per share, with debt at fair value. As such shareholder approval is sought at the AGM to renew the authority to issue new shares, without first offering them to existing shareholders in proportion to their holdings, up to a maximum of 5,294,579 shares (being approximately 9.99% of the Company's existing share capital at the date of this document). The renewed authority will expire at the 2025 AGM.

In response to the continued wide share price discount, in part, reflecting the continued depressed share markets, and in the best interests of shareholders, the Company has maintained its intention to buyback for cancellation its shares, noting however the restrictions that exist for the Company in respect of share buybacks. Since 1 October 2022 and up to the date of this report the Company has not bought back any shares for cancellation (2022: 7,092 shares). At the AGM in 2023 the Directors were given power to buy back 7,944,519 shares (being 14.99% of the Company's existing share capital at that time) and no shares have been bought back under this authority, which will also expire at the 2024 AGM.

In order to provide maximum flexibility, the Directors consider it appropriate that the Company be authorised to make such purchases and accordingly shareholder approval is sought at the AGM to renew the authority of the Company to exercise the power contained in its Articles to undertake repurchases of its own shares. The maximum number of shares which may be purchased shall be 7,944,519 shares (or, if less, 14.99% of the Company's issued share capital immediately prior to the passing of the resolution). Any shares so purchased will be cancelled or held in treasury. The restrictions on such purchases (including minimum and maximum prices) are outlined in the Notice of Meeting. The authority will be used where the Directors consider it to be in the best interests of the shareholders and will expire at the 2025 AGM.

Capital Structure

As part of its corporate governance the Board keeps under review the capital structure of the Company.

At 30 September 2023, the Company had a nominal issued share capital of £5,299,880, comprising 52,998,795 shares of 10p each, carrying one vote each. All of the shares of the Company are listed on the London Stock Exchange, which is a regulated market. The Company holds no shares in Treasury.

The Company deploys gearing through long-term debt being a £20.7m 7.25% debenture stock 2025, of which £25m was issued in 2000 with £4.3m being re-purchased in 2004.

The limits on the ability to borrow are described in the investment policy on pages 14 and 15. The Board is responsible for managing the overall gearing of the Company.

Details of gearing levels are contained in the Year's Summary on page 2, and in note 22 to the Accounts.

There are: no restrictions on voting rights; no restrictions concerning the transfer 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; and no agreements which the Company is party to that might change or fall away on a change of control or trigger any compensatory payments for Directors, following a takeover bid.

Notice Period for General Meetings

The Board believes that it is in the best interests of shareholders of the Company to have the ability to call meetings on 14 clear days' notice should a matter require urgency. The Board will therefore, as last year, propose a resolution at the AGM to approve the reduction in the minimum notice period from 21 clear days to 14 clear days for all general meetings other than annual general meetings. The Directors do not intend to use the authority unless immediate action is required.

Employee, Social, Environmental, Ethical and Human Rights

The Company, as an investment company, has limited direct impact upon the environment. In carrying out its activities and relationships with its, suppliers and the community, the Company aims to conduct itself responsibly, ethically and fairly.

The Company falls outside the scope of the Modern Slavery Act 2015 as it does not meet the turnover requirements under that act. The Company outsources its operations to reputable professional companies, including fund management to Marylebone Partners. Marylebone Partners complies with all the relevant laws and regulations and also takes account of social, environmental, ethical and human rights factors, where appropriate.

Carbon Reporting

In accordance with the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013, and the Companies (Directors' Report) and Limited Liability Partnership (Energy and Carbon Report) Regulations 2018, the Company is required to report on its carbon dioxide emissions and quantity of energy consumed. In accordance with the regulations, the Company has determined that its organisational boundary, to which entities the regulations apply, is consistent with its accounts.

Directors' Report

The Company operates in the financial services sector, and in common with many organisations employs outsourcing such that most of its activities are performed by other outside organisations which do not give rise to any reportable matters by the Company.

However, the Company, as previously a self-managed investment company, did undertake activities at its sub-leased premises. In accordance with the provision of the centrally provided building services (including heating, light, cooling etc) to all lessees in the building by the landlord, and by the superior lessee, it is considered that the Company does not have emissions responsibility in respect of these services, which rather rest with the landlord or superior lessee. The Company did however until 31 October 2023 have responsibility for various other emissions in the usage of electricity by its office equipment in the course of undertaking its duties but it is not able to determine their amounts as compared to those provided by the landlord or superior lessee. Therefore, the Board believes that the Company has no reportable matters for the year ended 30 September 2023 (2022: nil).

Donations

The Company made no political or charitable donations during the year (2022: nil) to organisations either within or outside of the UK.

Diversity

The FCA Listing Rules now include a requirement for companies to report against diversity and inclusion targets on a comply or explain basis. Outlined below is an overview of the targets and the Company's compliance or otherwise at its chosen reference date of 30 September 2023, in accordance with Listing Rule 9.8.6(R):

- 40% of the Board represented by women: the Company does not meet this target with its Board composition being 20% female. In view of its small size, which it considers appropriate, and the infrequency with which Board appointments are made, the Board is aware that achieving this target is more challenging. It will however be mindful of this target when making future appointments.

- One woman in a senior position: although the Company does not meet this target based on those roles defined as senior by the FCA, in the absence of the Company having executive roles, the Board considers the chair roles of its permanent sub-committees to be senior roles. As at 30 September 2023, the role of chair of the Remuneration Committee was held by JM Lewis. The roles of Chairman and chair of the other permanent sub-committees were held by men. As explained on page 28, the Company has not appointed a senior independent director.

- One individual from a minority ethnic background: the Company does not meet this target. In view of its small size, which it considers appropriate, and the infrequency with which Board appointments are made, the Board is aware that achieving this target is more challenging. It will however be mindful of this target when making future appointments.

Diversity Policy

The Board recognises the benefit of diversity in its composition, appreciating that it brings additional benefits to the Company and its stakeholders beyond specialist skills, knowledge, experience, backgrounds and perspectives. The Board notes the FTSE Women Leaders Review regarding the proportion of women on boards and the Parker Review with respect to ethnic representation on boards, amongst other published commentaries and will consider diversity in any appointment, rather than adopt specific diversity targets. The appointment process therefore includes wide consideration of diversity, taking into account gender, social and ethnic backgrounds, cognitive and personal strengths and experience.

The Board notes the board diversity targets as set out in the Financial Conduct Authority's Listing Rules, against which the Company will begin reporting for the year ending 30 September 2024.

It is the Board's policy that any future Board and Committee appointments will be made on the basis of merit against the specific criteria for the role being offered and there will be no discrimination on the grounds of gender, race, ethnic or national origins, professional and socio-economic backgrounds, religion, sexual orientation, age or disabilities.

The following tables set out the data on the diversity of the Directors of the Company as at 30 September 2023 and in accordance with Listing Rule 9.8.6R(10). The data has been obtained through direct consultation with the Board.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board
Men	4	80%	1[1]
Women	1	20%	0[2]
Not specified/ prefer not to say	N/A	N/A	N/A

1 The Company only has one of the senior roles specified by the Listing Rules, that is the position of Chair of the Board, which is held by CD Getley.

2 In the absence of having executive roles, the Company considers that the chairs of its permanent sub-committees are all senior positions. The role of Remuneration Committee Chair is held by JM Lewis, with all other senior roles being held by a male.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board
White British or other White	5	100%	1
Mixed/Multiple ethnic groups	0	0%	0
Asian/Asian British	0	0%	0
Black/African/ Caribbean/ Black British	0	0%	0
Other ethnic group, including Arab	0	0%	0
Not specified/ prefer not to say	N/A	N/A	N/A

The composition of the Company's employees as at 30 September 2023 was 67% male and 33% female. With effect from 1 November 2023 the Company no longer has employees.

Management Arrangements

The Investment Manager

The Company appointed Marylebone Partners LLP as Investment Manager on 25 January 2023 and AIFM on 19 July 2023. The Board closely monitors investment performance and the Investment Manager attends each Board meeting to present a detailed update to the Board. The Board uses this opportunity to challenge the Investment Manager on any aspect of the portfolio's management.

Prior to 25 January 2023 the Company was a self-managed AIFM and the investment manager was Liontrust Asset Management. Further details on the Investment Manager's fee arrangements are included in note 4 on page 65.

As Investment Manager and AIFM, Marylebone receives an annual management fee of 0.9% of the market capitalisation of the Company up to £150 million; 0.75% of market capitalisation between £150 million and £250 million; and 0.65% above £250 million. The market capitalisation for the calculation of the fee shall be subject to a cap of a 5% premium to net asset value. Marylebone has agreed to waive one half of the management fee payable by the Company for a period of 12 months from appointment. The benefits to the Company of this are being amortised over the minimum non-cancellable period of the contract of two and a half years.

Continued Appointment of the Investment Manager

The Board, through the work of the Management Engagement Committee, conducts an annual performance appraisal of the Investment Manager against a number of criteria, including operational performance, investment performance, investment management fees and other contractual considerations. Following the review by the Management Engagement Committee outlined on page 30, the Board considers the continuing appointment of the Investment Manager to be in the best interests of the shareholders at this time.

Company Secretarial, Accounting and Administration

Juniper Partners was appointed on 1 November 2023 to provide company secretarial, accounting and administration services to the Company.

Link Company Matters Limited performed Company secretarial services for the Company until 31 October 2023.

Depositary and Custodian

On 17 July 2023 J.P. Morgan Europe Limited was appointed as the Company's depositary and J.P. Morgan Chase Bank N.A. as the Company's custodian. The depositary's responsibilities include cash monitoring, safe keeping of the Company's financial instruments and monitoring the Company's compliance with investment limits and leverage requirements. The depositary has delegated the safe keeping function to the custodian.

Directors' Report

Prior to 17 July 2023 The Bank of New York Mellon (International) Limited, 1 Canada Square, London E14 5AL was the Depositary, the safekeeping of the assets of the Company was delegated to The Bank of New York Mellon SA/NV and The Bank of New York Mellon.

Listing Rule Disclosure

The Company confirms that there are no items which require disclosure under Listing Rule 9.8.4R in respect of the year ended 30 September 2023.

Disclosure of Information to Auditors

As far as each of the Directors are aware:

- there is no relevant audit information of which the Company's Auditors are unaware; and
- they have taken all 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 Auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Auditors

Ernst & Young LLP were re-appointed as Auditors on 25 January 2023. Ernst & Young LLP have indicated their willingness to continue in office and a resolution will be proposed at the AGM to re-appoint them as Auditors.

Viability

The Board has assessed the prospects of the Company over the five year period to September 2028. The Board believes that five years is appropriate given the long-term nature of the Company's objective and the risks arising from investing in equity markets.

In undertaking their assessment of the viability of the Company, the Board has first considered the Company's prospects utilising the following factors:

- the Company's business model and investment strategy;
- how the Company is positioned against each of the Company's emerging and principal risks and uncertainties;
- the nature and liquidity of the Company's investments;
- global equity market conditions with particular reference to increasing international tensions;
- the level of its long-term liabilities.

The assessment process provided the following matters which are considered relevant, being:

- the Board carried out a robust assessment of the principal and emerging risks and uncertainties (see page 17) that are facing the Company over the review period. The current investment climate is uncertain. In particular, the longer-term impacts of the COVID-19 pandemic and heightened international tensions are unknown. Also, other political impacts are additional factors. However, the Company, as a closed ended investment company with a long-term focus and objective is well positioned to ride out any short- term volatility. Investment risk and volatility are high but are well below stress testing levels (the Investment Manager's Report on page 9 provides more details on the investment outlook).
- the £20.7m of borrowings, being leverage of 1.09 times (Gross method) and 1.13 times (Commitment method), are considered acceptable and are well below the 1.5 times limit. The Board keeps gearing levels under review and can increase cash levels as required; and
- the investment portfolio comprises 92.7% of total assets at 30 September 2023. The Board receives many detailed reports on positioning and approach from the Investment Manager and geographic and sector positioning is kept under constant review (the Investment Manager's Report on pages 10 and 11 provides further details on the investment portfolio).

Based on this analysis, the Board has concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five year period to September 2028.

Going Concern

In assessing the Company's ability to continue as a going concern, the Board considered the nature of its investment portfolio, its investment objective and policy (see pages 14 and 15), its risk management systems, its financial income and expenditure projections, and its financial and operational structure.

The Directors performed an assessment of the Company's ability to meet its liabilities as they fall due. In performing this assessment, the Directors took into consideration:

- cash and cash equivalents balances and, from a liquidity perspective, the portfolio of readily realisable securities which can be used to meet short-term funding commitments;
- the ability of the Company to meet all of its liabilities and ongoing expenses from its assets;
- revenue and operating cost forecasts for the forthcoming year;
- the ability of third-party service providers to continue to provide services; and
- potential downside scenarios including stress testing the Company's portfolio for a 25% fall in the value of the investment portfolio and a 50% fall in dividend income, the impact of which would leave the Company with a positive cash position.

Based on this assessment, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements, and therefore have prepared the financial statements on a going concern basis.

By Order of the Board

Juniper Partners Limited
Company Secretary

15 December 2023

Corporate Governance Statement

The Corporate Governance Statement forms part of the Directors' Report.

This section of the Annual Report describes how the Company, as a member of the AIC, has applied the principles of the UK Corporate Governance Code as published by the Financial Reporting Council (FRC) in July 2018, as required by the FCA. A copy of the UK Corporate Governance Code can be found at www.frc.org.uk. The Board has considered the principles and recommendations of the AIC Code of Corporate Governance, as published in February 2019, (the 'AIC Code'). The AIC Code, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company. A copy of the AIC Code can be found at www.theaic.co.uk.

The Board considers that reporting against the principles and recommendations of the AIC Code (which incorporates the UK Corporate Governance Code), will provide shareholders with full details of the Company's corporate governance compliance. The Company has complied with the recommendations of the AIC Code throughout the year ended 30 September 2023 except as set out below:

Provision 6.2.14: Senior Independent Director – The Directors have determined that the size of the Board and the Barlow family holding do not warrant the appointment of a senior independent director.

The description of the main features of the Company's internal control and risk management system in relation to the FRC's guidance can be found on page 31 in the Report of the Audit Committee.

The Company

In complying with the more detailed aspects of best corporate governance practice, the Board takes into account that the Company is a listed investment company and the Barlow family, as a whole, owns approximately 54% of the shares in issue.

Although the family shareholding in total is significant, there are a number of individual family members and trusts represented by many separate shareholdings.

The principal objective of the Board continues to be to maximise total shareholder return for all shareholders.

Board of Directors

The Board is responsible for the overall stewardship of the Company, including its purpose, strategy, operations and governance. In undertaking this responsibility the Board has set an investment objective and policy, both approved by shareholders and established governance arrangements, risk management and operating systems, policies and procedures. In setting and seeking alignment across these components the Board has considered the Company's culture, including its long history and background and seeks to embed expected values, such as fairness, integrity and professionalism across the Company.

The Chairman is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its roles, and that all Directors receive accurate, timely and clear information. In line with the requirements of the AIC Code, the responsibilities of the Chairman have been agreed by the Board and are available to view on the Company's website.

The Board's composition satisfies the requirements of the AIC Code as it comprises an independent Chairman and three other independent Non-Executive Directors. JWM Barlow is not considered independent given his tenure on the Board and his previous employment as Chief Executive Officer of the Company. JWM Barlow was employed by Marylebone Partners LLP from 1 November 2023 primarily to assist in marketing. Biographical details of the Directors are shown on page 20.

All Non-Executive Directors, with the exception of JWM Barlow, are considered to be independent as defined by the AIC Code as, in the opinion of the Board, each is independent in character and judgment and there are no relationships or circumstances relating to the Company that are likely to affect their judgment.

The Board meets at least five times in each calendar year and its principal focus is the strategic development of the Company, investment policy and the oversight of the Investment Manager. Key matters relating to these areas, including the monitoring of financial performance, any changes to the asset allocation, cash or gearing limits, and the buying back of shares or the repayment of long term borrowings are reserved for the Board and set out in a formal statement.

During the year ended 30 September 2023, the Company held 6 Board meetings, 4 Audit Committee meetings, 1 Management Engagement Committee meeting, 1 Nomination Committee meeting, 1 Remuneration Committee meeting and a number of ad hoc meetings. Attendance at these Board and Committee meetings is detailed below.

	Number of Meetings				
Directors	**Board**	**Audit**	**Management Engagement**	**Remuneration**	**Nomination**
CD Getley	6	4	1	1	1
JWM Barlow	6	n/a	n/a	n/a	n/a
JM Lewis	6	4	1	1	1
AMJ Little	6	4	1	1	1
RW Killingbeck	6	4	1	1	1

During the year, the Directors undertook a comprehensive performance evaluation and also considered the output from the previous year's evaluation. The process was led by the Chairman and was designed to assess the strengths, areas of improvement and independence of the Board together with the performance of its committees, the Chairman and individual Directors.

The evaluation questionnaire also covered a range of areas including strategy, processes and effectiveness, size and composition, and corporate governance and was intended to analyse the focus of meetings and assess whether they are appropriate, or if any additional information may be required to facilitate future Board discussions. The evaluation of the Chairman was carried out by the other Directors of the Company. The results of the Board evaluation process were reviewed and discussed by the Board and several areas of improvement were identified for the Company to focus on in the coming year.

The Board, concluded that the Board and its Committees continue to function effectively and that the Chairman's and Directors' other commitments are such that all Directors are capable of devoting sufficient time to the Company.

The Board has agreed and established a procedure for Directors in furtherance of their duties to take independent professional advice if necessary, at the Company's expense.

The Board recognises the need for new Directors to receive an appropriate induction. Existing Directors receive regular updates on regulatory and governance matters, and development and training needs were discussed as part of the Board evaluation process.

- **The Audit Committee comprises:**

  AMJ Little (Chairman), and all of the Independent Non-Executive Directors. The Chairman of the Board is a member of the Committee to enable him to be kept fully informed of any issues which may arise.

  The Board has agreed the terms of reference for the Audit Committee, which meets at least three times a year.

  Further details on the work of the Audit Committee are detailed in the Report of the Audit Committee on pages 32 to 35.

- **The Nomination Committee comprises:**

  CD Getley (Chairman) and all of the Independent Non-Executive Directors. The approach of the Committee is to consider appointments to the Board of Directors in the context of the requirements of the business, its need to have a balanced and effective Board and succession planning. As part of this, gender and ethnic diversity are carefully considered by the Committee and are fully taken into account when evaluating the skills, knowledge and experience desirable to fill each vacancy and all appointments to the Board are made on merit. The Committee has not set any measurable objectives in respect of diversity.

  The Company's Articles of Association require a Director appointed during the year to retire and seek election by shareholders at the next AGM and all Directors must seek re-election at least every three years. However, as noted previously, in accordance with the AIC Code all Directors will be re-elected annually. The Articles can be only amended by shareholders at a General Meeting.

  The rules relating to the appointment and removal of Directors are set out in the Companies Act 2006 and the Company's Articles of Association.

  Non-Executive Directors are appointed for a term of three years, subject to earlier termination, including provision for early termination by either party on one month's notice. The terms and conditions for all Non-Executive Director appointments are set out in letters of appointment (they do not have service contracts), which are available for inspection at the Company's registered office and will be available 15 minutes before the start of and during the Company's AGM. The letters of appointment set out the time

Corporate Governance Statement

commitment expected of Non-Executive Directors who, on appointment, undertake that they will have sufficient time to meet their requirements.

The Board's policy on tenure for the Non-Executive Directors is that it is expected that individual directors should be able to serve for up to nine years before retiring. However, this limit is flexible in order to facilitate effective succession planning.

The Nomination Committee met on 18 October 2023 to consider the results of the Board evaluation process, diversity and inclusion and the re-election of Directors at the Company's AGM.

Based on the outcome of the Board performance evaluation process and on the basis that they continued to make valuable contributions, exercise judgement and express opinions in an independent manner, the Committee has decided to recommend the re-election and election of all Directors as appropriate.

The Committee considers that the current Directors provide the necessary breadth of skills, experience, length of service and knowledge of the business to effectively manage the Company.

- **The Remuneration Committee comprises:**
  JM Lewis (Chairman) and all of the Independent Non-Executive Directors. Further details on the work of the Remuneration Committee are included in the Report on Directors' Remuneration on pages 36 to 41.
- **The Management Engagement Committee ("MEC") comprises:**
  CD Getley (Chairman) and all of the Independent Non-Executive Directors. The Board has agreed terms of reference for the Committee, which meets at least once a year to consider the performance of the Investment Manager, the terms of the Investment Manager's engagement and to consider the continued appointment of the Investment Manager.

  In addition to the Investment Manager, the Board has delegated to external third parties the Depositary, including custodial services, company secretarial services and share administration and registration services.

  The MEC annually reviews these service providers' performance and their contracts.

The terms of reference of the Company's Committees are available on request from the Company Secretary or from the Company's website.

Conflicts of Interest

The Directors have declared any conflicts or potential conflict of interest to the Board which has the authority to approve such situations. The Company Secretary maintains the Register of Directors' Conflicts of Interests which is reviewed quarterly by the Board and when changes are notified. The Directors advise the Company Secretary and Board as soon as they become aware of any conflicts of interest. Directors who have conflicts of interest do not take part in discussions which relate to any of their conflicts.

It is the responsibility of each individual Director to avoid an unauthorised conflict situation arising. Directors must request authorisation from the Board as soon as they become aware of the possibility of a situational conflict arising.

The Board is responsible for considering Directors' requests for authorisation of situational conflicts and for deciding whether or not the situational conflict should be authorised. The factors to be considered will include whether the situational conflict could prevent the Director from properly performing his duties, whether it has, or could have, any impact on the Company and whether it could be regarded as likely to affect the judgement and/or actions of the Director in question. When the Board is deciding whether to authorise a conflict or potential conflict, only Directors who have no interest in the matter being considered are able to participate in the relevant decision, and in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors are able to impose limits or conditions when giving authorisation if they think this is appropriate in the circumstances.

The Directors must also comply with the statutory rules requiring company directors to declare any interest in an actual or proposed transaction or arrangement with the Company.

Relations with Shareholders

The Investment Manager undertakes regular visits and presentations to shareholders and potential investors around the UK, discussing, inter alia, Company performance and strategy. Kepler Partners and doceo are engaged to provide support in this area and they provide detailed analysis reports to the Board.

Additionally, members of the Board hold meetings with the Company's principal shareholders and prospective investors to develop an understanding of the views of shareholders and to discuss the Company's strategy and financial and investment performance.

Any issues raised by shareholders are reported to the full Board. Shareholders are encouraged to attend the AGM and to participate in proceedings. Shareholders wishing to contact the Directors to raise specific issues can do so directly at the AGM or by writing to the Company Secretary.

In the Annual Report each year the Directors seek to provide shareholders with information in sufficient detail to allow them to obtain a reasonable understanding of recent developments affecting the business and the prospects for the Company in the year ahead. The various sections of the Strategic Report provide further information.

Voting policy

The exercise of voting rights attached to the Company's investment portfolio has been delegated to the Investment Manager in the absence of explicit instructions from the Board. The Investment Manager provides a quarterly report detailing the voting activity on the Company's investment portfolio which includes details of the votes made as well as the reasons explaining the rationale for the voting decision.

Internal Control Review

The Board acknowledges that it is responsible for the risk management and internal control relating to the Company and for reviewing the effectiveness of those systems. An ongoing process is in existence to identify, evaluate, manage and monitor risks faced by the Company.

The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Company's objectives. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.

A review of the internal control and risk management systems of the key service providers is undertaken by the Board or the Audit Committee in the context of the Company's overall investment objective.

The review covers business strategy, investment management, operational, compliance and financial risks facing the Company. In arriving at its judgement of the nature of the risks facing the Company, the Board or the Audit Committee has considered the Company's operations in the light of the following factors:

- the nature and extent of risks which it regards as acceptable to bear within the overall objective;
- the likelihood of such risks becoming a reality; and
- the Investment Manager's ability to reduce the incidence and impact of risk on performance and the relevant controls.

Further details relating to risk management, risk assessments and internal controls are contained in the Report of the Audit Committee on pages 34 and 35.

In accordance with the AIC and the UK Corporate Governance Code, the Board has carried out a review of the effectiveness of the system of internal controls as it has operated over the year and up to the date of approval of the report and accounts.

By Order of the Board

Juniper Partners Limited
Company Secretary

15 December 2023

Report of the Audit Committee

The Report of the Audit Committee forms part of the Corporate Governance Statement

The Audit Committee comprises all independent Directors of the Company, including CD Getley, the Company Chairman. In accordance with the AIC Code, this is considered appropriate given his background with the Company and his financial experience. Additionally, it is considered that the Audit Committee Chairman, AMJ Little, who is a Chartered Accountant, has appropriate recent financial experience to continue in the role. The Board recognises the requirement for the Audit Committee as a whole to have competence relevant to the sector in which the Company operates. The Directors have a combination of financial, investment and business experience, specifically with respect to the investment trust sector.

The Committee usually meets three times a year in which it reviews the Half-Yearly Financial Report and Annual Report, and agrees the auditor's terms of engagement.

The Company Secretary, Juniper Partners, acts as Secretary to the Committee and its terms of reference are available on request or may be obtained from the Company's website.

Responsibilities

The Committee's responsibilities include:

- monitoring the integrity of the financial statements of the Company (including that they are considered, as a whole, to be fair, balanced and understandable);
- reviewing the Company's internal financial controls and risk management systems;
- making recommendations to the Board, for it to put to the shareholders for their approval at a general meeting, in relation to the appointment of the external auditor, monitoring the external auditor's effectiveness and independence and monitoring a policy on the engagement of the external auditor to supply non-audit services.

In respect of the year under review the Committee met four times, in December 2022 and in March, May and July 2023. Since the year end it has also met in November 2023. The purpose of the meetings was to review the Company's Half-Yearly Financial Report and Annual Report respectively, to review the internal control environments of outsourced service providers and to oversee the relationship with the Auditor which includes recommendations on fees, approval of their terms of engagement and assessing their independence and effectiveness.

Significant issues related to the Financial Statements

In respect of the year ended 30 September 2023, and following a robust assessment of the risks facing the Company, the Committee considered the following issues to be significant to the financial statements:

Valuation of Investments

The Company is an investment company which invests in many companies and funds around the world, the majority of which are quoted and traded on a recognised stock exchange.

However, a very small number of the Company's investments are not quoted or traded on a recognised stock exchange and for which price discovery requires careful analysis and judgement.

Investments in quoted companies are valued using exchange prices provided by a third-party pricing source as at the measurement date. These prices are reviewed against other third-party sources and additionally those that exceed a pre-determined movement threshold, or do not change, are subject to further verification. Investments made in funds are priced using prices calculated by the relevant fund administrator.

For unquoted legacy investments, the Investment Manager provides detailed valuation papers and analyses and recommends a fair value for the relevant investment to the Committee, using the Company's policy as set out in note 1 to the Accounts on page 56. The unquoted legacy investment papers are reviewed by the Committee, who challenge assumptions, methodologies and inputs used.

Ownership of Investments

The Company's investments are held in safe custody by J.P. Morgan Europe as Depositary. J.P. Morgan Chase Bank acts as global custodian and may delegate safekeeping of the assets of the Company to one or more global sub-custodians (such delegation may include the powers of sub-delegation).

J.P. Morgan Europe has delegated safekeeping of the assets of the Company to J.P. Morgan Chase Bank. The Committee receives regular reports on J.P. Morgan Chase Bank's internal controls.

Prior to 17 July 2023 these functions were performed by the Bank of New York Mellon (International) Limited.

Income Recognition

The Company's principal income is dividend receipts from its investment holdings. As such inaccurate recognition of income, or incomplete controls in this area, could result in the Company misstating such receipts.

The Committee receives regular detailed management accounts during the year and also reviews and approves the Company's forecast for the year and dividend income is subject to extensive substantive testing by the auditor.

The Chairman of the Committee will be available at the AGM to answer any questions relating to the Annual Report.

External Audit

The Company's external auditor, Ernst & Young LLP, was initially appointed on 18 January 2008. In accordance with the EU Audit Directive and Regulation, the Company completed a competitive tender process in 2017, which resulted in Ernst & Young LLP being re-appointed as auditor. Legislation allows for a further period of up to ten years at which time a mandatory rotation is required.

Additionally, Auditing Practices Board requirements require that the engagement partner serve for up to 5 years. Ashley Coups has been engagement partner since 2019.

The notice of the Annual General Meeting on page 90 includes a resolution, to be approved by shareholders, that Ernst & Young LLP be re-appointed as Auditor.

The Company engages Ernst & Young LLP to undertake the annual year end audit. It is not considered necessary to have a review of the Half Yearly Financial Report. Ernst & Young LLP attended the annual accounts Audit Committee meeting in December, and an audit planning meeting in July.

In determining the effectiveness of the external audit, the Committee takes account of the following factors:

Factor	Assessment
The Audit Partner	Extent to which the partner demonstrates a strong understanding of the business and industry and the challenges that the Company faces. Additionally, they are committed to audit quality.
The Audit Team	Extent to which the audit team understand the business and industry, are properly resourced and experienced.
The Audit approach	The Audit approach is discussed with management and targets the significant issues early (and any new requirements as a result of new regulations etc), is communicated properly, is appropriate for the Company's business and industry and includes an appropriate level of materiality.
The role of the Company Secretary	Information provided by the Company Secretary is timely and correct with proper work papers. Accounting systems and internal controls work properly to enable proper information and an audit trail to be provided.
The communications and formal reporting by the Auditor	The Company Secretary and the Committee kept appropriately informed as the audit progresses – a no surprises basis is adopted. The formal report is appropriate and contains all the relevant material matters.
The support, insights and added value provided to the Committee	Guidance given to the Committee for best practice with provision of updates and/or briefings between Committee meetings.
The independence and objectivity of the Auditor	Complies with the FRC ethical standards and has the required degree of objectivity.

Report of the Audit Committee

In assessing the effectiveness of the audit, the Committee receives assessments and reports from the Company Secretary and Auditor and additionally does, from time to time, receive assessments on the Auditor from the FRC.

As a result of its review, the Committee is satisfied that, in respect of the year ended 30 September 2023, the external audit process is effective and it recommends the appointment of Ernst & Young LLP as Auditors at the forthcoming AGM.

Fees related to external audit services are disclosed in note 5 to the Accounts.

Policy for non-audit services

The Company has a policy in place in respect of non-audit services which meets the requirements of the Revised Ethical Standard 2019, as issued by the Financial Reporting Council. The policy prohibits the external auditor from providing certain services, e.g. tax, and places a cap on the value of these fees, as compared to the external auditor's statutory audit fees. It also allows for the external auditor to provide non-audit services provided they fall within the list of permitted non-audit services e.g. covenant reporting, as detailed in the Revised Ethical Standard 2019. As was the case last year, during the year the only non-audit service provided by the Auditor was a review of the Company's debenture covenant reporting, to the trustee for the debenture holders, which is separately disclosed as Other Audit Related Services in the Accounts (see note 5 to the Accounts). Any areas of concern are raised with the Board of the Company.

In determining auditor independence, the Committee assesses all relationships with the auditor and receives from the auditor information on its independence policy along with safeguards and procedures it has developed to counter perceived threats to its objectivity. The auditor also provides confirmation that it is independent within the meaning of all regulatory and professional requirements and that the objectivity of the audit is not impaired. Following its review, the Committee is satisfied that they are independent having fulfilled their obligations to both the Company and its shareholders.

Risk Management and Internal Control

The Company operates risk management and internal control systems appropriate for entities operating in the financial services sector and in-line with the size and the scope of its activities. In reviewing these systems, the Committee, and/or the Board, receive regular reports, which include those from the Company's Depositary. The Committee also receives control reports from its key third party outsourced service providers on the effectiveness of their own internal control systems and procedures. Any particular issues identified are documented and followed up by the Committee or the Board in subsequent meetings.

The Company does not have an internal audit function. The Committee has considered this matter and is of the opinion that there is no need at the present time for the Company to have an internal audit function since there are considered to be adequate checks and balances in operation. In particular, the Company operates with fund management services being undertaken by Marylebone Partners, company secretarial functions by Juniper Partners and depositary services by J.P. Morgan Europe (with custody being delegated to J.P. Morgan Chase Bank).

For the year ended 30 September 2023 the Company's risk management and internal controls were subject to review by the Committee, which included internal controls in place to support the Company's fund administration activities. The Committee remained satisfied that the Company's risk management and internal controls functioned as planned. The Committee noted that the Company's business continuity plan continued to work as intended and operations and service levels were maintained. The Committee also noted that the major service provider operations and service levels were maintained.

Lastly, the Committee noted the audit approach undertaken by the auditor in the course of the year end audit. These, together with the Committee's own review, meant that the Committee considers that the Company's risk management and internal controls have been, and are, adequate and effective.

Risk Assessment

The Audit Committee considered the requirements of the AIC Code which require a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. The principal and emerging risks facing the Company and how they are being managed are detailed on page 17 in the Business Review section of the Strategic Report. The Committee reviews these risks and mitigating controls in its meetings in May and December. The Board, at each meeting, receives reports on operational matters and reviews a Key Risks Summary which outlines the key and emerging risks, and changes thereto.

Compliance, Whistleblowing and Fraud

The Company uses outsourced service providers for certain arrangements as part of its operations. The Committee and the Board receive reports regarding the internal control environment and compliance function of the Investment Manager and other major service providers, including procedures for whistleblowing and for detecting fraud and bribery.

The Committee also seeks assurances from service providers that their appropriate whistleblowing procedures enable their staff to raise concerns about possible improprieties in a confidential manner.

The Company has in place a compliance manual, tailored to its size and the nature of its business, which has procedures and policies in place to provide for whistleblowing and fraud detection.

On behalf of the Board

A Mark J Little
Chairman of the Audit Committee

15 December 2023

Report on Directors' Remuneration

Annual Statement

The Remuneration Committee comprises all independent Directors of the Company. The Company Secretary, Juniper Partners, acts as Secretary to the Remuneration Committee, and the Committee's terms of reference are available on request or may be obtained from the Company's website.

At its meeting in October 2023, the Remuneration Committee decided that, in implementing the Company's remuneration policy:

- Non-Executive Directors' fees had not been increased since 2017.
- With effect from 1 October 2023 Directors' fees were set at £58,000 per annum for the Chairman, £40,000 per annum for the Audit Chairman and £33,000 per annum for each of the other Non-Executive Directors. JWM Barlow's position changed from an Executive Director to Non-Executive Director with effect from 1 November 2023.
- The £3,500 per annum supplement for the Chairman of each of the Audit and Remuneration Committees has been removed.
- Settlement agreements with the two members of staff were ratified.
- A resolution will be proposed at the Company's Annual General Meeting to increase the annual aggregate Directors' fees from £250,000 to £350,000.

In reaching their decisions the Remuneration Committee considered the remuneration rates of comparable investment entities and the prevailing rate of inflation. No external consultants were used.

No discretion was exercised during the year in relation to Directors' remuneration. Save as set out above there are no changes to the way in which the Board intends to implement the Company's remuneration policy.

During the year, the Remuneration Committee received material advice from the Company Secretary on changes to law, regulations and practice as part of their normal services to the Company.

Jane M Lewis
Chairman of the Remuneration Committee

15 December 2023

Consideration of Directors' Remuneration Policy

The Company's Policy on Directors' Remuneration (available on the Company's website) was approved by shareholders at the Company's AGM in 2021.

Following the recent management changes the Company is proposing a simplified policy to be approved by shareholders at the AGM in 2024. The proposed policy has no material changes from the prior policy on the remuneration of the Directors. The revised policy will remain in force until the Annual General Meeting of the Company in 2027, at which time a further resolution will be proposed.

Aggregate Directors' fees cannot exceed the limits set out in the Articles of Association. The present limit is £250,000 in aggregate per annum and the approval of shareholders is required to change this limit. As noted on page 93, a resolution will be proposed at the Company's Annual General Meeting to increase this limit to £350,000.

Directors' Remuneration Policy

Fees

Annual fees are fixed at a competitive level for the industry and appropriate for role and based on individual skills, time commitment and experience.

Expenses

Non-Executive Directors can claim for out-of-pocket expenses in the furtherance of their duties.

Payment for loss of office

No payments will be made to Non-Executive Directors for loss of office.

The remuneration set out above supports the short and long-term strategic objectives of the Company by ensuring that the Non-Executive Directors' remuneration is set at a competitive level which reflects the responsibilities of, and the time devoted by, the Non-Executive Directors.

Non-Executive Directors have a letter of appointment with the Company. The terms include an initial three year duration period, a one-month notice period by either party and no deferral or claw back provisions. Appointments made be extended beyond the initial three period, at the Board's discretion and in accordance with the Company's Articles of Association and its policy on tenure.

AUDITED SECTION

Annual Report

The remuneration of the Directors for the year ended 30 September 2023 was as follows:

	Salaries & Fees		Taxable Benefits		Bonus		Total Remuneration	
	2023 £000	2022 £000	2023 £000	2022 £000	2023 £000	2022 £000	2023 £000	2022 £000
Non-Executive Directors								
CD Getley*	**55**	48	**–**	–	**–**	–	**55**	48
JM Lewis	**35**	35	**–**	–	**–**	–	**35**	35
AMJ Little	**35**	35	**–**	–	**–**	–	**35**	35
RW Killingbeck	**32**	32	**–**	–	**–**	–	**32**	32
RDC Henderson*	**–**	16	**–**	–	**–**	–	**–**	16
Fees sub-total	**157**	166	**–**	–	**–**	–	**157**	166
Executive Director								
JWM Barlow	**207**	199	**10**	13	**–**	–	**217**	212
Total	**364**	365	**10**	13	**–**	–	**374**	378

*RDC Henderson retired as Chairman and non-executive Director and CD Getley was appointed as Chairman on 19 January 2022.

Report on Directors' Remuneration

Total Remuneration for the year, and prior year, is classed as fixed remuneration (there were no bonuses due in either period). JWM Barlow's taxable benefits relate to healthcare costs (he received no pension contributions). Directors' fees were set at £55,000 per annum for the Chairman and £31,500 basic, per annum, for each of the other Non-Executive Directors. In addition, there was a £3,500 per annum supplement for the Chairman of each of the Audit and Remuneration Committees.

There have been no payments to past Directors during the financial year ended 30 September 2023, whether for loss of office or otherwise.

Scheme interests awarded during financial year

The Company does not operate any share incentive schemes.

Directors' Interests

The Company does not have any requirement or guidelines for any Director to own shares in the Company.

The interests of the Directors' of the Company, including their connected persons, in securities of the Company are as follows:

		Number of fully paid Ordinary 10p shares	
Directors' Interests	**Type of holding**	**30 September 2023**	**30 September 2022**
CD Getley	Beneficial	**59,730**	**36,830**
JM Lewis	Beneficial	**8,000**	**8,000**
AMJ Little	Beneficial	**9,879**	**9,879**
RW Killingbeck	Beneficial	**20,000**	**20,000**
JWM Barlow	Beneficial	**409,224**	**409,224**
	Non-beneficial	**3,111,110**	**3,111,110**

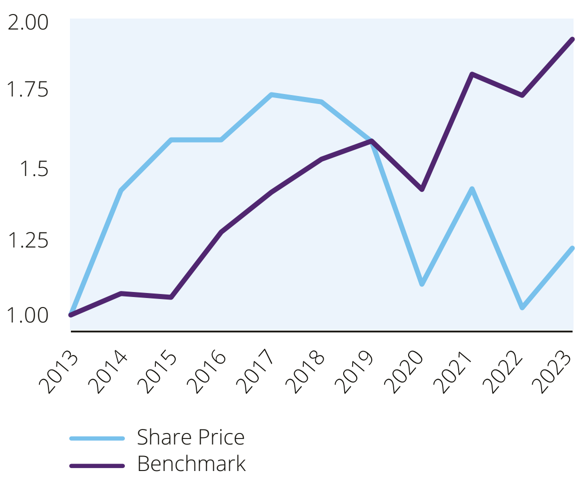
There were no changes in the Directors' interests between 30 September and 15 December 2023.

Performance†

Set out to the right is a graph showing the total shareholder return attributable to the shares in the Company in respect of the ten financial years ended September 2023, and a hypothetical portfolio constructed according to a benchmark equity index, calculated as 70% FTSE All-Share Index and 30% FTSE World ex UK Index (Sterling) to September 2016 and the MSCI All Country World Index (Sterling) in the same proportions thereafter until 25 January 2023 when, following the change in Investment Manager, the benchmark was changed to achieve a net annualised total return (in GBP) of at least 4% above the UK Consumer Prices Index ('CPI') over rolling five year periods. In the period from 25 January 2023 to 30 September 2023 UK CPI was 3.8% and therefore the benchmark was 6.4%. This composite was the comparator for the purpose of this graph as it includes a global equity weighting appropriate to a global equity trust and was (using the pre-September 2016 indices), the Company's benchmark at the start of the ten-year period.

† Non Audited Section

Total Shareholder Return v Benchmark for the 10 years ended 30 September 2023†



Directors Fees

The table below shows the total remuneration paid to the Non-Executive Directors and annual percentage change over a four year period.

	FY 2023		FY 2022		FY 2021		FY 2020	
Non-Executive Director fees	**£**	**% change**	**£**	**% change**	**£**	**% change**	**£**	**% change**
Chairman	**55,000**	**-**	55,000	-	55,000	-	55,000	(15.8)
Non-Executive Director	**31,500**	**-**	31,500	-	31,500	-	31,500	-
Chairman of Audit Committee	**35,000**	**-**	35,000	-	35,000	-	35,000	-
Chairman of Remuneration Committee	**35,000**	**-**	35,000	-	35,000	-	35,000	-

Remuneration of the Director undertaking the role of Chief Executive Officer up until 30 September 2023

The table below sets out the remuneration of the Director of the Company who fulfils a role most closely corresponding to that of chief executive officer (CEO) over the preceding ten financial years.

Year ended	Director undertaking role of CEO	Total remuneration	Current year variable remuneration awarded vrs maximum potential value	Prior year or future year awards vested vrs maximum potential value
30 Sep 2023	JWM Barlow	£216,896	0%	0%
30 Sep 2022	JWM Barlow	£206,716	0%	0%
30 Sep 2021	JWM Barlow	£201,828	0%	0%
30 Sep 2020	JWM Barlow	£201,122	0%	0%
30 Sep 2019	JWM Barlow	£196,178	0%	0%
30 Sep 2018	JWM Barlow	£190,511	0%	0%
30 Sep 2017	JWM Barlow	£185,618	0%	0%
30 Sep 2016	JWM Barlow	£180,559	0%	0%
30 Sep 2015	JWM Barlow	£215,649	44%*	0%
30 Sep 2014	JWM Barlow	£153,358	0%	0%

* Reflects the £40,000 bonus as against the maximum bonus potential of £90,000.

JWM Barlow assumed the role of non-executive Director from 1 November 2023.

Report on Directors' Remuneration

Annual percentage change in remuneration of Directors and employees

The table below sets out the changes in the disclosed elements of the remuneration of each Director as compared to employees of the Company. The Company has no employees with effect from 1 November 2023.

Period & Type	Notes	JM Lewis	AMJ Little	CD Getley	RW Killingbeck	JWM Barlow	Staff
Salary & Fees							
30 Sep 2023	3 & 4	0.0%	0.0%	0.0%	0.0%	+4.0%	-9.0%
30 Sep 2022	2, 3 & 4	0.0%	0.0%	+52.4%	0.0%	+3.0%	+3.0%
Taxable Benefits							
30 Sep 2023	5	–	–	–	–	+27.6	-20.7%
30 Sep 2022	5	–	–	–	–	-10.0	-9.5%
Bonus							
30 Sep 2023	6	–	–	–	–	–	–
30 Sep 2022	6	–	–	–	–	–	–

Notes:

1. The table shows the average annual percentage change in each Director's remuneration as compared to the average employee (on a Full Time Equivalent basis). In accordance with the regulations this is for the two financial years as shown above. The Non-Executive Directors are not eligible for benefits or variable remuneration.
2. The change in CD Getley fees reflected his appointment as Chairman of the Board in 2022, which attracts a fee supplement.
3. The change in JWM Barlow's salary reflects the salary increase as detailed in the relevant year's annual report.
4. Average staff salaries have increased, reflecting cost of living increases in 2023 and 2022. Given the small number of staff the impact in monetary terms is small.
5. The percentage movements in taxable benefits for 2023 and 2022 reflect firstly, various cost inflation type increases and secondly, decreases due to re-pricing by some of the relevant providers. Again, the actual amounts involved in monetary terms is small.
6. No bonus was paid to a member of staff in the year and there were no bonuses paid in 2023.

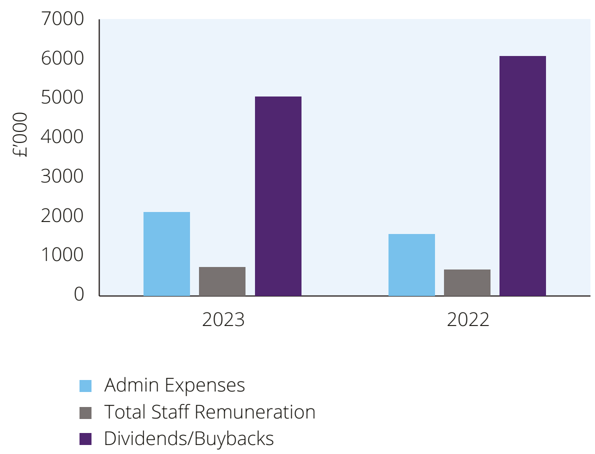
Relative importance of spend on pay

The adjacent table sets out, in respect of the financial year ended 30 September 2023 and the preceding financial year, the:

a) administration expenditure of the Company;

b) aggregate remuneration paid to or receivable by all employees of the Company; and

c) distributions made to shareholders by way of dividend or share buyback.



Statement of implementation of Remuneration Policy in respect of the financial year ending 30 September 2024

Non Executive Directors

The Remuneration Committee has reviewed Directors' fees during the financial year, and does not expect to recommend any further change in the absence of unforeseen circumstances. The Company's Articles state the maximum aggregate amount of fees that can be paid to Directors in any year.

Remuneration Responsibilities

During the financial year, the members of the Remuneration Committee were JM Lewis (chair), CD Getley, AMJ Little and RW Killingbeck. No person provided services or advice to the Remuneration Committee which materially assisted the Committee.

Statement of voting at Annual General Meeting

At the Annual General Meeting of the Company held on 25 January 2023, a resolution was proposed by the Company to approve the Report on Directors' Remuneration for the year ended 30 September 2022. The votes cast were as follows:

Directors' Remuneration Report	Number of votes	% of votes cast
For	28,751,681	99.83
Against	49,631	0.17
Total votes cast	28,801,312	100
Number of votes withheld	33,666	

At the Annual General Meeting of the Company held on 20 January 2021, a resolution was proposed by the Company to approve the Directors' Remuneration Policy. The votes cast were as follows:

Directors' Remuneration Policy	Number of votes	% of votes cast
For	30,761,204	99.91
Against	26,810	0.09
Total votes cast	30,788,014	100.00
Number of votes withheld	25,826	

Basis of preparation

This report has been prepared in accordance with the requirements of Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, as amended, as required by the Companies Act 2006. The report also meets the relevant requirements of the Listing Rules of the Financial Conduct Authority and describes how the Board has applied the principles relating to the Directors' remuneration.

The Report on Directors' Remuneration on pages 36 to 41 was approved by the Board on 15 December 2023.

On behalf of the Board

Jane M Lewis
Chairman of the Remuneration Committee

15 December 2023

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Company financial statements in accordance with applicable United Kingdom law. Under that Law, the Directors are required to prepare the financial statements in accordance with UK adopted international accounting standards. Under Company Law the Directors must not approve the Company financial statements unless they are satisfied that they present fairly the financial position, financial performance and cash flows of the Company for that period. In preparing the Company financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in UK adopted international accounting standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state that the Company has complied with UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- state that the Annual Report, taken as a whole, is fair, balanced and understandable and provides sufficient information to allow shareholders to assess the Company's performance.

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 Company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

The Directors of the Company, whose names are shown on page 20 of this Report, each confirm to the best of their knowledge that:

- the financial statements, which have been prepared in accordance with UK adopted International Accounting Standards, give a true and fair view of the assets, liabilities, financial position and loss of the Company;
- the Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces; and
- they consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

By order of the Board

Christopher D Getley
Chairman

15 December 2023

Report of the Independent Auditor

Independent Auditor's Report to the Members of Majedie Investments PLC

Opinion

We have audited the financial statements of Majedie Investments PLC for the year ended 30 September 2023 which comprise of the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, the Cashflow Statement and the related notes 1 to 25, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 30 September 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.

Conclusions relating to going concern

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 Company's ability to continue to adopt the going concern basis of accounting included:

- Confirming our understanding of the Company's going concern assessment process by engaging with the Directors and the Company Secretary to determine if all key factors were considered in their assessment;
- Inspecting the Directors' assessment of going concern, including the revenue and expense forecast, for the period to 15 December 2024 which is twelve months from the date of approval of the financial statements. In preparing the revenue and expense forecast, the Company has concluded that it is able to continue to meet its ongoing costs as they fall due;
- Reviewing the factors and assumptions, including the impact of the current economic environment and other significant events that could give rise to market volatility, as applied to the revenue and expense forecast. Considering the appropriateness of the methods used to calculate the forecast and determined, through testing of the methodology and calculations, that the methods utilised were appropriate to be able to make an assessment of going concern for the Company;
- Consideration of the mitigating factors included in the revenue and expense forecast that are within the control of the Company, including a review of the Company's assessment of the liquidity of investments held and evaluating the Company's ability to sell investments in order to cover the working capital requirements should its revenue decline significantly;
- Reviewing the Company's going concern disclosures included in the Annual Report in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

Report of the Independent Auditor

Independent Auditor's Report to the Members of Majedie Investments PLC

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the period to 15 December 2024 being twelve months from the date of approval of the financial statements.

In relation to the Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Overview of our audit approach

Key audit matters	• Risk of incomplete or inaccurate revenue recognition • Risk of incorrect valuation and ownership of unlisted investment portfolio, including investments in funds and special investments • Risk of incorrect valuation and ownership of the listed investment portfolio
Materiality	• Overall materiality of £1.28m which represents 1% of the net asset value of the Company as at 30 September 2023

An overview of the scope of our audit

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the Company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the Company and effectiveness of controls, the potential impact of climate change and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

Climate change

Stakeholders are increasingly interested in how climate change will impact the Company. The Company has determined that the impact of climate change could affect the Company's investments and their valuations and potentially shareholder returns. These are explained on page 17 in the principal and emerging risks section, which form part of the "Other information", rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements and our knowledge obtained in the course of the audit or otherwise appear to be materially misstated.

Our audit effort in considering the impact of climate change on the financial statements was focused on the adequacy of the Company's disclosures in the financial statements as set out in Note 1 and the conclusion that there was no further impact of climate change to be taken into account. In line with UK adopted International Accounting Standards listed investments are valued at fair value, which for the Company are quoted bid prices for investments in active markets at the balance sheet date, unlisted investments are valued using observable and unobservable inputs. All investments therefore reflect the market participants' view of climate change risk on the investments held by the Company. We also challenged the Directors' considerations of climate change in their assessment of viability and associated disclosures.

Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, 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 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 our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of incomplete or inaccurate revenue recognition *Refer to the Report of the Audit Committee (page 33); Accounting Policies (page 58); and Note 3 of the Financial Statements (page 64).* The Company has reported revenue of £2.09m (2022: £3.92m). There is a risk of incomplete or inaccurate recognition of revenue through the failure to recognise proper income entitlements or to apply an appropriate accounting treatment.	We performed the following procedures: • We obtained an understanding of the processes and controls surrounding the revenue recognition process by performing our walkthrough procedures to evaluate the design and implementation of controls. • For all dividends received and accrued from investments, we recalculated the income by multiplying the investment holdings at the ex-dividend date, traced from the accounting records, by the dividend rate as agreed to an independent data vendor. We also agreed all exchange rates to an external source and, for a sample of dividends received and dividends accrued, we agreed amounts to bank statements; • For all dividends accrued, we assessed whether the dividend obligations arose prior to 30 September 2023 with reference to an external source; we also agreed subsequent cash receipts to post year end bank statements where applicable; • To test completeness of recorded income from listed investments, we tested that all expected dividends for each of the investee companies had been recorded as income with reference to an external source.	The results of our procedures identified no material misstatement in relation to the risk of incomplete or inaccurate revenue recognition.

Report of the Independent Auditor

Independent Auditor's Report to the Members of Majedie Investments PLC

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of incorrect valuation and ownership of unlisted investment portfolio, including investments in funds and special investments *Refer to the Report of the Audit Committee (page 32); Accounting policies (pages 60 and 61); and Note 13 of the Financial Statements (page 71).* Unlisted investments (investments in funds managed by external managers and special investments) are reported at fair value. As these assets are not listed there is a judgemental element to their valuation. As at 30 September 2023, the Company held £91.61m in unlisted investment funds (2022: £77.73m) and £8.11m in unlisted special investments (2022: £Nil).	We performed the following procedures: • Obtained an understanding of process and controls surrounding the valuation of unlisted investments to evaluate the design and implementation of controls. • For a sample of the new unlisted investments agreed the cost to supporting contractual documentation and traced the payments to bank statement. • We obtained the most recently available NAV statements independently from the administrators or general partners and compared the NAV of the investment attributable to the Company to the valuation per the accounting records and assessed that NAV was the appropriate basis of valuation consistent with fair value principles. We didn't identify any adjustments made to NAVs provided by the administrators or general partners. • Where applicable, we obtained the most recent audited financial statements of the funds, assessed that the financial statements were prepared in accordance with a recognised GAAP framework, were consistent with the principles of fair value and determined whether the audit firm signing the financial statements was a recognised audit firm. We also checked whether there were any modifications made to their audit reports. • We compared the amounts associated with the Company's unlisted investment holdings as at 30 September 2023 to independent confirmations received directly from the Company's Custodian and Depositary, and tested any reconciling items to supporting information. • We obtained limited partnership agreements or offering memorandums for the investments in limited partnerships. • We agreed 100% of exchange rates to a relevant independent data vendor.	The results of our procedures identified no material misstatement in relation to the risk of the incorrect valuation and ownership of unlisted investment portfolio, including investments in funds and special investments.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of incorrect valuation and ownership of the listed investment portfolio *Refer to the Report of the Audit Committee (page 32); Accounting Policies (pages 60 and 61); and Note 13 of the Financial Statements (page 71).* In addition to the unlisted investments, the Company's investment portfolio also consists of listed equity investments, which are held at fair value in line with the Company's accounting policy. All investments in the portfolio are held by an independent Custodian and Depositary. The incorrect valuation of the investment portfolio, including incorrect application of exchange rates, could have a significant impact on the financial statements. In addition, there is a risk of misappropriation of assets and unsecured ownership of the investment portfolio. As at 30 September 2023, the valuation of listed investments was £37.58m (2022: £131.55m).	We performed the following procedures: • We obtained an understanding of the processes and controls surrounding investment pricing and legal title by performing our walkthrough procedures. • For all listed investments, we compared the market prices and exchange rates applied to an independent pricing vendor and recalculated the investment valuations as at year-end. • We inspected the stale pricing report to identify prices that had not changed and verified whether the quoted price is a valid fair value. • We compared the Company's investment holdings at 30 September 2023 to independent confirmations received directly from the Company's Custodian and Depositary, tested any reconciling items to supporting information.	The results of our procedures identified no material misstatement in relation to the risk of incorrect valuation and ownership of the listed investment portfolio.

In the prior year, our auditor's report included a key audit matter in relation to Risk of incorrect calculation and recording of sale consideration of investment in Majedie Asset Management Limited ('MAM'). This key audit matter have been removed this year due to sale of the investment in MAM in the prior year.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Company to be £1.28m (2022: £1.17 m), which is 1% (2022: 1%) of Net Asset Value. We believe that the Net Asset Value provides us materiality aligned to the key measure of the Company's performance.

Report of the Independent Auditor

Independent Auditor's Report to the Members of Majedie Investments PLC

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 75% (2022: 75%) of our planning materiality, namely £0.96m (2022: £0.88m). We have set performance materiality at this percentage due to our past experience of the audit that indicates a lower risk of misstatements, both corrected and uncorrected.

Given the importance of the distinction between revenue and capital for investment trusts, we also applied a separate testing threshold for the revenue column of the Statement of Comprehensive Income of £0.06m (2022: £0.14m) being the greater of 5% of revenue profit before tax and our reporting threshold (2022: 5% of revenue profit before tax).

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them any audit differences in excess of £0.06m (2022: £0.06m), which is set at 5% (2022: 5%) of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

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 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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

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 Directors' report have been prepared in accordance with applicable legal requirements

Matters on which we are required to report by exception

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 Directors' report.

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 from branches not visited by us; or
- the financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Corporate Governance Statement

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 Company'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 or our knowledge obtained during the audit:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified, set out on page 27;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate, set out on page 26;
- Director's statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meets its liabilities, set out on page 27;
- Directors' statement on fair, balanced and understandable, set out on page 42;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks, set out on page 17;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems, set out on page 34; and

The section describing the work of the Audit Committee, set out on page 32.

Responsibilities of Directors

As explained more fully in the Statement of Directors' responsibilities set out on page 42, 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.

Report of the Independent Auditor

Independent Auditor's Report to the Members of Majedie Investments PLC

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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are UK adopted International Accounting Standards, the Companies Act 2006, the Listing Rules, the UK Corporate Governance Code, the Association of Investment Companies' Code and Statement of Recommended Practice, Section 1158 of the Corporation Tax Act 2010, and the Companies (Miscellaneous Reporting) Regulations 2018.
- We understood how Majedie Investments PLC is complying with those frameworks through discussions with the Audit Committee and the Company Secretary and a review of the Company's documented policies and procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the key risks impacting the financial statements. We identified a fraud risk with respect to the incorrect valuation and ownership of unlisted investment portfolio, including investments in funds and special investments, and incomplete or inaccurate revenue recognition through incorrect classification of special dividends as revenue or capital items in the Statement of Comprehensive Income. Further discussion of our approach is set out in the section on key audit matters above.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved review of the reporting to the Directors with respect to the application of the documented policies and procedures, review of minutes, enquiries with those charged with governance and review of the financial statements to ensure compliance with the reporting requirements applicable to the Company.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters we are required to address

- Following the recommendation from the Audit Committee, we were appointed by the Company on 18 January 2008 to audit the financial statements for the year ending 30 September 2008 and subsequent financial periods.

  The period of total uninterrupted engagement including previous renewals and reappointments is 16 years, covering the years ending 2008 to 2023.

- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.

- The audit opinion is consistent with the additional report to the Audit Committee.

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.

Ashley Coups (Senior statutory auditor)
For and on behalf of Ernst & Young LLP,
Statutory Auditor
London

15 December 2023

Statement of Comprehensive Income

for the year ended 30 September 2023

	Notes	2023 Revenue return £000	2023 Capital return £000	2023 Total £000	2022 Revenue return £000	2022 Capital return £000	2022 Total £000
Investments							
Gains/(losses) on investments held at fair value through profit or loss	13	**–**	**18,952**	**18,952**	–	(29,848)	(29,848)
Gains on forward foreign currency contracts		**–**	**226**	**226**	–	–	–
Net investment result		**–**	**19,178**	**19,178**	–	(29,848)	(29,848)
Income							
Income from investments	3	**2,035**	**–**	**2,035**	3,835	–	3,835
Other income	3	**57**	**–**	**57**	81	–	81
Total income		**2,092**	**–**	**2,092**	3,916	–	3,916
Expenses							
Management and performance fee	4	**(152)**	**(1,166)**	**(1,318)**	(75)	(226)	(301)
Administrative expenses	5	**(676)**	**(1,447)**	**(2,123)**	(673)	(746)	(1,419)
Return/(loss) before finance costs and taxation		**1,264**	**16,565**	**17,829**	3,168	(30,820)	(27,652)
Finance costs	8	**(386)**	**(1,148)**	**(1,534)**	(388)	(1,146)	(1,534)
Net return/(loss) before taxation		**878**	**15,417**	**16,295**	2,780	(31,966)	(29,186)
Taxation	9	**(21)**	**–**	**(21)**	(22)	–	(22)
Net return/(loss) after taxation for the year		**857**	**15,417**	**16,274**	2,758	(31,966)	(29,208)
Return/(loss) per ordinary Share							
Basic (pence per share)	11	**1.6**	**29.1**	**30.7**	5.2	(60.3)	(55.1)

The total column of this statement is the Statement of Comprehensive Income of the Company. There is no other comprehensive income for the year and hence the net return/(loss) after taxation for the year is also total comprehensive income. All amounts relate to continuing operations.

Statement of Changes in Equity

for the year ended 30 September 2023

	Notes	Share capital £000	Share premium £000	Capital redemption reserve £000	Capital reserve £000	Revenue reserve £000	Total £000
Year ended 30 September 2023							
As at 1 October 2022		**5,299**	**3,054**	**101**	**87,411**	**21,022**	**116,887**
Net return for the year		**–**	**–**	**–**	**15,417**	**857**	**16,274**
Dividends declared and paid in year	10	**–**	**–**	**–**	**–**	**(5,088)**	**(5,088)**
As at 30 September 2023		**5,299**	**3,054**	**101**	**102,828**	**16,791**	**128,073**
Year ended 30 September 2022							
As at 1 October 2021		5,300	3,054	100	119,393	24,306	152,153
Share buybacks for cancellation	17	(1)	–	1	(16)	–	(16)
Net return for the year		–	–	–	(31,966)	2,758	(29,208)
Dividends declared and paid in year	10	–	–	–	–	(6,042)	(6,042)
As at 30 September 2022		5,299	3,054	101	87,411	21,022	116,887

Balance Sheet

as at 30 September 2023

	Notes	2023 £000	2022 £000
Non-current assets			
Property and equipment	12	**121**	183
Investments held at fair value through profit or loss	13	**139,679**	131,598
		139,800	131,781
Current assets			
Trade and other receivables	14	**5,314**	409
Cash and cash equivalents	15	**5,441**	6,746
Forward foreign currency contract		**128**	–
		10,883	7,155
Total assets		**150,683**	138,936
Current liabilities			
Trade and other payables	16	**(1,881)**	(1,289)
Forward foreign currency contract		**(8)**	–
Total assets less current liabilities		**148,794**	137,647
Non-current liabilities			
Debentures and lease liability	16/19	**(20,721)**	(20,760)
Total liabilities		**(22,610)**	(22,049)
Net assets		**128,073**	116,887
Equity			
Ordinary share capital	17	**5,299**	5,299
Share premium account		**3,054**	3,054
Capital redemption reserve		**101**	101
Capital reserve		**102,828**	87,411
Revenue reserve		**16,791**	21,022
Equity Shareholders' Funds		**128,073**	116,887
Net asset value per share	18	**pence**	**pence**
Basic		**241.7**	**220.6**

Approved by the Board of Majedie Investments PLC (Company no 00109305) and authorised for issue on 15 December 2023.

Christopher D Getley
Chairman

Cash Flow Statement

for the year ended 30 September 2023

	Notes	2023 £000	2022 £000
Net cash flow from operating activities			
Net return/(loss) before taxation*		**16,295**	(29,186)
Adjustments for:			
(Gains)/losses on investments and derivatives		**(19,178)**	29,848
Accumulation dividends	3	**(915)**	(528)
Depreciation	12	**62**	63
Foreign exchange gains		**–**	(2)
Purchases of investments		**(188,120)**	(37,216)
Sales of investments		**195,052**	46,647
		3,196	9,626
Finance costs		**1,534**	1,533
Operating cashflows before movement in working capital		**4,730**	11,159
Increase in trade and other payables		**652**	120
Decrease in trade and other receivables		**(22)**	(17)
Net cash inflow from operating activities before tax		**5,360**	11,262
Tax recovered on overseas dividend income		**28**	7
Tax paid on overseas dividend income		**(33)**	(37)
Net cash inflow from operating activities		**5,355**	11,232
Investing activities			
Purchase of tangible assets		**(1)**	(1)
Net cash outflow from investing activities		**(1)**	(1)
Financing activities			
Interest paid on debentures	19	**(1,501)**	(1,501)
Interest paid on lease liability	19	**(5)**	(5)
Dividends paid	10	**(5,088)**	(6,042)
Lease liability principal repayments	19	**(65)**	(65)
Share buybacks for cancellation		**–**	(34)
Net cash outflow from financing activities		**(6,659)**	(7,647)
(Decrease)/increase in cash and cash equivalents for the year		**(1,305)**	3,584
Cash and cash equivalents at start of year		**6,746**	3,162
Cash and cash equivalents at end of year**		**5,441**	6,746

* Includes dividends received in the year of £1,167,000 (2022: £3,320,000) and interest received of £4,000 (2022: £17,000).

** Cash and cash equivalents includes £894,000 (2022: £812,000) that represents unclaimed dividends by shareholders. Such cash is held in a separate account by the Company's registrar and is not used by the Company for day-to-day operations.

Notes to the Accounts

General Information

Majedie Investments PLC is a company incorporated and domiciled in England under the Companies Act 2006. The Company is registered as a public limited company and is an investment company as defined by Section 833 of the Companies Act 2006. The address of the registered office is given on page 98. The nature of the Company's operations and its principal activities are set out in the Business Review section of the Strategic Report on pages 14 to 15.

1 Significant Accounting Judgements, Estimates and Assumptions

The preparation of financial statements in accordance with UK adopted International Accounting Standards requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain significant estimates and assumptions.

In the course of preparing the financial statements, no critical judgements have been made in the process of applying the Company's accounting policies, apart from those involving estimates, which are shown separately below, that have had a significant effect on the amounts recognised in the financial statements.

The following are the areas where critical estimates and assumptions have been used:

- Unquoted Special Investments and Legacy Investments

  Unquoted special investments and legacy investments are valued at management's best estimate of fair value in accordance with UK adopted International Accounting Standards having regard to International Private Equity and Venture Capital Valuation guidelines as recommended by the British Venture Capital Association. The principles which the Company applies are set out on pages 60 to 62. The inputs into the valuation methodologies adopted are based on the net asset value (NAV) provided by the underlying administrators or general partners where these are consistent with the principles of fair value but could also on occasion include historical data such as earnings or cash flow as well as more subjective data such as earnings forecasts, discount rates and earnings multiples. As a result of this, the determination of fair value requires management judgement. At the year end, unquoted investments represent 6.3% (2022: 0%) of Equity Shareholders' Funds.

1 Significant Accounting Policies

The principal accounting policies adopted are set out as follows:

The accounts on pages 52 to 86 comprise the audited results of the Company for the year ended 30 September 2023, and are presented in pounds Sterling rounded to the nearest thousand, as this is the functional currency of the Company.

Going Concern

As part of the assessment of going concern the Directors took into account the uncertain economic outlook associated with political instability globally, supply shortages and inflationary pressures and the wars in Ukraine and the Middle East which included the level of cash and cash equivalents and readily realisable securities which could meet short-term commitments, the ability of the Company to meet its liabilities and on-going expenses from investments, revenue forecasts for the forthcoming year, the ability of the Company and its service providers to continue to meet service levels and lastly performing stress testing (see page 27). The Directors have considered the climate related risks on the Company and have concluded any impact would be minimal as the listed investments are valued using quoted market prices and the unlisted investments are valued using observable or unobservable inputs which factor in such risks (see note 22). After completing the assessment, the Directors have a reasonable expectation that the Company will be able to meet its obligations to 15 December 2024, being twelve months from the date of approval of the financial statements and therefore the financial statements have been prepared on a going concern basis.

Presentation of Statement of Comprehensive Income

In order to reflect the activities of an investment company and in accordance with guidance issued by the AIC, supplementary information which analyses the Statement of Comprehensive Income between items of a revenue or capital nature has been presented alongside the Statement of Comprehensive Income. Additionally, the net revenue is the measure that the Directors believe to be appropriate in assessing the Company's compliance with certain requirements as set out in section 1158 of the Corporation Tax Act 2010.

Basis of Accounting

The accounts of the Company have been prepared in accordance with UK adopted International Accounting Standards.

Where presentational guidance set out in the SORP regarding the financial statements of investment companies and venture capital companies issued by the AIC in July 2022 is not inconsistent with the requirements of UK adopted International Accounting Standards, the Directors have sought to prepare the financial statements on a basis compliant with the recommendations of the SORP.

Standards Issued But Not Yet Effective

At the date of authorisation of these financial statements, the following relevant Standards and Interpretations have not been applied in these financial statements since there were in issue but not yet effective and/or adopted:

UK adopted International Accounting Standards and Interpretations (IAS/IFRS/IFRICs)	Effective Date
Amendments to IAS 1, IAS 8 and IAS 12	1 January 2023

The Directors do not anticipate that the adoption of these standards will have a material impact on the Company.

Notes to the Accounts

1 Significant Accounting Policies (continued)

New Standards, Interpretations and Amendments adopted by the Company

The Company applied in the financial year ended 30 September 2023, for the first time, certain standards which are effective for annual periods beginning on or after 1 January 2022. These were amendments to the conceptual framework for financial reporting. None of these amendments has had an impact on the Company's financial position or performance.

Foreign Currencies

Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated at using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

Foreign currency transaction gains and losses on financial instruments classified as FVPL are included in profit or loss in the Statement of Comprehensive Income as part of the "Gains/(losses) on investments at fair value through profit or loss".

Income

Dividend income is recognised on the date when the Company's right to receive the payment is established. Dividend revenue is presented gross of any non-recoverable withholding taxes, which are separately disclosed in the Statement of Comprehensive Income. Where the Company has elected to receive scrip dividends in the form of additional shares rather than cash, the amount of the cash dividend foregone is recognised as income. Special dividends are recognised as capital or revenue in accordance with the underlying nature of the transaction.

Interest income is recognised on an accrual basis.

Expenses

All expenses or fees are recognised on an accruals basis. This includes any pension payments made to the Company's defined contribution personal pension plan. In accordance with the SORP concerning the classification of expense items between capital and revenue, all items are presented as revenue except for as follows:

- Expenses incurred which are incidental to the acquisition or disposal of an investment are treated as capital costs and separately identified and disclosed (see note 13);
- Expenses are split and presented separately partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated, and accordingly the investment management fees and certain administrative expenses have been allocated 75% to capital, in order to reflect the Board's expected long-term view of the nature of the investment returns to the Company;
- The investment management performance fee, which is based on capital out-performance is charged wholly to capital.

1 Significant Accounting Policies (continued)

Finance Costs

(a) Debentures

Interest expense is recognised for all interest-bearing financial instruments using the effective interest rate method.

In accordance with the SORP, finance costs in respect of financing investments or financing activities aimed at maintaining or enhancing the value of investments are allocated 75% to capital. Any premiums paid on the early repurchase of debenture stock are charged wholly to capital.

(b) Lease liabilities

Interest expense on lease liabilities is recognised in accordance with IFRS 16.

In accordance with the SORP, finance costs in respect of financing investments or financing activities aimed at maintaining or enhancing the value of investments are allocated 75% to capital. As such property lease liability finance costs are charged wholly to revenue.

Taxation

The tax charge represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

In accordance with the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the Statement of Comprehensive Income is the marginal basis. Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue return column of the Statement of Comprehensive Income, then no tax relief is transferred to the capital return column.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet method. Deferred tax liabilities are recognised for all temporary taxable differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

No provision is made for tax on capital gains as the Company operates as an approved investment trust for tax purposes.

Property and Equipment

Property and equipment are stated at initial cost less accumulated depreciation and any recognised impairment loss. Leasehold right-of-use assets are accounted for in accordance with IFRS 16. Depreciation for other tangible assets is calculated using the straight-line method and at rates of 25% to 33% per annum.

Notes to the Accounts

1 Significant Accounting Policies (continued)

Leases

The Company applies IFRS 16 and the policies applied under that standard are as follows:

(a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost and the cost includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

(b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments can include fixed payments, less any lease incentives receivable, variable lease payments linked to an index or rate and payments or penalties for terminating a lease – only if reasonably certain to exercise the termination option.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

As and if applicable, the Company would apply the short-term lease recognition exemption to any short term leases (being leases that have a lease term of 12 months or less without a purchase option) and the low-value recognition exemption to leases that are considered of low value (being below £5,000). Lease payments on any such leases would be recognised as an expense on a straight-line basis over the lease term.

Financial Instruments

The Company applies IFRS 9 Financial Instruments and the policies applied under that standard are as follows:

(a) Classification

In accordance with IFRS 9, the Company classifies its financial assets and liabilities at initial recognition into the categories of financial assets and liabilities as shown below:

Financial Assets

The Company classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss, on the basis of both:

- the Company's business model, as an investment trust, for managing the financial assets;
- the contractual cash flow characteristics of the financial asset.

Financial assets measured at amortised cost

A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company includes in this category short term non-financing receivables including accrued income and trade and other receivables.

1 Significant Accounting Policies (continued)

Financial assets measured at fair value through profit or loss (FVPL)

A financial asset is measured at FVPL if:

a) its contractual terms do not give rise to cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding; or

b) it is not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell; or

c) at initial recognition, it is irrevocably designated as measured at FVPL when doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

The Company includes in this category its equity investments.

Financial liabilities

Derivative financial instruments

Derivatives are classified as fair value through profit or loss – held for trading. Derivatives are initially accounted and measured at fair value on the date the derivative contract is entered into and subsequently measured at fair value. The gain or loss on re-measurement is taken to the Statement of Comprehensive Income. The sources of the return under the derivative contract are allocated to the revenue and capital column of the Statement of Comprehensive Income in alignment with the nature of the underlying source of income and in accordance with guidance in the AIC SORP.

Financial liabilities measured at amortised cost

This category includes all financial liabilities. The Company includes in this category debentures and other short term payables.

(b) Recognition

The Company recognises a financial asset or liability when it becomes a party to the contractual provisions of the instrument. In respect of purchases or sales of financial instruments that require delivery of assets within a time frame generally established by regulation or convention in a market place are recognised on a trade date basis.

(c) Initial measurement

Financial assets and liabilities at FVPL are recorded in the Statement of Financial Position at fair value. All transaction costs for such instruments are recognised in profit or loss in "Gains/(losses) on investments at fair value through profit and loss" in the Statement of Comprehensive Income. Financial liabilities held at amortised cost are initially recognised at cost, being the fair value of the consideration received less issue costs where applicable.

(d) Subsequent measurement

After initial measurement the Company measures financial instruments which are classified as at FVPL, at fair value. Subsequent changes in the fair value of those financial instruments are recorded in "Gains/(losses) on investments at fair value through profit and loss" in the Statement of Comprehensive Income. Any dividends or interest earned on these instruments are recorded separately under "Income" in the Statement of Comprehensive Income.

Financial liabilities are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, as well as through the amortisation process.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating and recognising the interest income or expense in profit or loss over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or liability to the gross carrying amount of financial asset or to the amortised cost of the financial liability.

Notes to the Accounts

1 Significant Accounting Policies (continued)

(e) Derecognition

A financial asset (or where applicable, a part of a financial asset or a part of a group of similar financial assets) is derecognised where the rights to receive cash flows from the asset have expired. Or the Company has transferred its rights to receive cash flows from the asset, and the Company has transferred substantially all of the risks and rewards of the asset or has transferred control of the asset.

A financial liability is derecognised by the Company when the obligation under the liability is discharged, cancelled or expired.

(f) Impairment

The Company holds only trade receivables with no financing component and which have maturities of less than 12 months at amortised cost. Therefore, the Company has chosen to apply an approach similar to the simplified approach for expected credit losses under IFRS 9 to all its trade receivables. The Company does not track changes in credit risk, but instead recognises a loss allowance, if any, based on the lifetime expected credit losses at each balance sheet date.

(g) Fair value measurement

The Company measures its investments in financial instruments, such as equity instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the balance sheet date. The fair value for financial instruments traded in active markets at the balance sheet date is based on their quoted price (bid price for long positions), without any deduction for transaction costs. The fair value for financial instruments that are unit trusts, open ended investment companies or special investments are based on their closing price, the bid price or the single price as appropriate, as released by the relevant fund administrator.

Fair values for unquoted investments, or investments for which the market is inactive, are established by using various valuation techniques in accordance with the International Private Equity and Venture Capital Valuation (IPEV) guidelines. These may include recent arm's length market transactions, the current fair value of another instrument which has substantially the same earnings multiples, discounted cash flow analysis and option pricing models. Where there is a valuation technique commonly used by market participants to price the instrument and that technique has been demonstrated to provide reliable estimates of prices obtained in actual market transactions, that technique is utilised.

The Company identifies transfers between levels in the hierarchy by re-assessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole), and deems transfers to have occurred at the beginning of each reporting period.

Changes in the fair value of investments and gains on the sale of investments are recognised as they arise in the Statement of Comprehensive Income.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and short-term deposits in banks that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

1 Significant Accounting Policies (continued)

Share Capital

Upon the issuance of Ordinary 10p shares, the consideration received is included in equity. Transaction costs incurred by the Company in issuing its own equity instruments are accounted for as a deduction from equity. Any excess consideration over the nominal value of any Ordinary 10p shares issued, before transaction costs, is credited to the Share Premium Account.

Own equity instruments that are repurchased for cancellation are deducted from Equity Shareholders Funds and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs. In accordance with the Company's Articles, the total cost of any such transactions will be deducted from the Capital Reserve.

Capital Redemption Reserve

The Capital Redemption Reserve represents the nominal value of Ordinary 10p shares repurchased and cancelled. The Capital Redemption Reserve is not distributable.

Capital Reserve

The Capital Reserve includes gains and losses on the sale of financial instruments, and investment holding gains or losses, as reported in the Statement of Comprehensive Income. Additionally, any finance costs and expenses charged to capital in accordance with the Company's policy, and as detailed above, the cost of any shares repurchased for cancellation, are debited against the Capital Reserve. The Capital Reserve may be distributed by way of dividend.

Revenue Reserve

The net revenue for the year is included in the Revenue Reserve along with dividends paid to shareholders, when approved. The Revenue Reserve may be distributed by way of dividend.

Dividends payable to Shareholders

Interim dividends payable to the Company's shareholders are recognised in the financial statements when they are paid or, in the case of final dividends, when they are approved by shareholders. Dividends are recognised in the Statement of Changes in Equity.

2 Business Segments

For management purposes the Company is organised into one principal activity, being investing activities, as detailed below:

Investing activities

The Company's investment objective is both to deliver long-term capital growth whilst preserving shareholders' capital and to pay a regular dividend. The Company operates as an investment company and its portfolio contains investments in Special Investments, External Managers and Direct Investments. Geographical information about the portfolio is provided on page 7 and exposure to different currencies is disclosed in note 22 on page 77.

Notes to the Accounts

3 Income

	2023 £000	2022 £000
Income from investments†		
Dividend income‡	**973**	3,143
Accumulation dividend income^	**915**	529
Overseas dividend income	**147**	163
	2,035	3,835
Other income		
Interest income	**4**	17
Sundry income	**53**	64
	57	81
Total income	**2,092**	3,916
Income from investments		
Listed UK	**973**	1,993
Listed overseas	**147**	163
Unlisted – Liontrust funds	**915**	529
Unlisted – MAM*	**–**	1,150
	2,035	3,835

† Special dividends received during the year and not recognised in income but rather as a return of capital were £nil (2022: £7,186,000).

‡ Includes Majedie Asset Management ("MAM") ordinary income of £nil (2022: £1,150,000).

^ Accumulation dividend income is received as stock rather than a cash distribution.

* Dividend received from Majedie Asset Management Limited following the sale of the business to Liontrust Asset Management PLC.

4 Management and Performance Fee

	2023			2022		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Fund management – Marylebone	**130**	**388**	**518**	–	–	–
Fund management – Liontrust	**22**	**67**	**89**	75	226	301
Performance fee – Liontrust	**–**	**711**	**711**	–	–	–
	152	**1,166**	**1,318**	75	226	301

Marylebone receive an annual management fee of 0.9% of market capitalisation of the Company up to £150 million; 0.75% of market capitalisation between £150 million and £250 million and 0.65% above £250 million. The market capitalisation for the calculation of the fee shall be subject to a cap of a 5% premium to net asset value. Marylebone has agreed to waive one half of the management fee payable by the Company for a period of 12 months from Marylebone's appointment as investment manager on 25 January 2023. The benefits to the Company of this are being amortised over the minimum non-cancellable period of the contract of two and a half years.

4 Management and Performance Fee (continued)

Details of the fee arrangements with the Company's previous Manager, Liontrust Asset Management, are set out below:

Portfolio/Fund	Management Fee	Performance Fee
UKES	0.48% p.a.	Nil
Tortoise Fund	1.00% p.a.	20%
Global Equity Fund	0 – 0.65% p.a.	Nil
International Equity Fund	0.25% p.a.	Nil

The performance fee paid in the year relates to the previous management arrangements.

5 Administrative Expenses

	2023 £000	2022 £000
Staff costs – note 7	**663**	508
Other staff costs and directors' fees	**221**	221
Advisers' costs	**614**	321
Information costs	**139**	121
Establishment costs	**143**	42
Depreciation on tangible assets	**62**	62
Auditor's remuneration (see below)	**108**	51
Other expenses	**173**	93
	2,123	1,419

£1,447,000 (2022: £746,000) of administration expenses have been allocated to capital in accordance with the accounting policy requiring 75% of investment management fees and certain administrative expenses to be allocated to capital.

Total fees charged by the Auditor for the year, all of which were charged to revenue, comprised:

	2023 £000	2022 £000
Audit services – statutory audit	**106**	49
Other audit related services	**2**	2
	108	51

The 2023 audit services – statutory audit included additional amounts relating to 2022 which were not accrued at 30 September 2022.

Other audit related services relate to a review of the Company's debenture covenant.

Notes to the Accounts

6 Directors' Emoluments

	2023 £000	2022 £000
Fees	**157**	166
Salary	**207**	199
Other benefits	**10**	13
	374	378

The Report on Directors' Remuneration on pages 36 to 41 explains the Company's policy on remuneration for Directors for the year. It also provides further details of Directors' remuneration.

7 Staff Costs including CEO

	2023 £000	2022 £000
Salaries and other payments*	**549**	420
Social security costs	**66**	56
Pension contributions	**48**	32
	663	508

* The 2023 salaries and other payments includes settlement agreements with two members of staff.

	2023 Number	2022 Number
Average number of employees:		
Management and office staff	**3**	3

8 Finance Costs

	2023			2022		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Interest on 7.25% 2025 debenture stock	**375**	**1,126**	**1,501**	375	1,126	1,501
Amortisation of debenture stock issue expenses	**7**	**22**	**29**	8	20	28
Lease liability interest expense	**4**	**–**	**4**	5	–	5
	386	**1,148**	**1,534**	388	1,146	1,534

Further details of the debenture stock in issue are provided in note 16 and note 22, and lease liability in note 20.

9 Taxation

	2023 £000	2022 £000
Tax on overseas dividends	**21**	22

Reconciliation of tax charge:

The current taxation rate for the year is lower (2022: lower) than the standard rate of corporation tax in the UK of 22.0% (2022: 19.0%). The standard rate of corporation tax in the UK is 25% with effect from 1 April 2023. The differences are explained below:

	2023 £000	2022 £000
Net return/(loss) before taxation	**16,295**	(29,186)
Taxation at UK Corporation Tax rate of 22.0% (2022: 19.0%)	**3,585**	(5,545)
Effects of:		
– UK dividends which are not taxable	**(330)**	(629)
– (gains)/losses on investments which are not taxable	**(4,219)**	5,672
– foreign dividends which are not taxable	**(130)**	(100)
– expenses which are not deductible for tax purposes	**8**	(6)
– excess expenses for the current year	**1,086**	608
– overseas taxation which is not recoverable	**21**	22
Actual current tax charge	**21**	22

After claiming relief against accrued income taxable on receipt, the Company has unrelieved excess expenses of £103,838,000 (2022: £98,799,000). It is not yet certain that the Company will generate sufficient taxable income in the future to utilise these expenses and therefore no deferred tax asset has been recognised.

The allocation of expenses to capital does not result in any tax effect. Due to the Company's status as an approved investment trust, and the intention to continue meeting the required conditions in the foreseeable future, the Company has not provided for deferred tax on any capital gains and losses arising on the revaluation or disposal of its investments.

Notes to the Accounts

10 Dividends

The following table summarises the amounts recognised as distributions to equity shareholders in the period:

Analysis of dividends paid during the year	2023 £000	2022 £000
Final dividend of 7.0p paid on 28 January 2022	–	3,710
Interim dividend of 4.4p paid on 24 June 2022	–	2,332
Final dividend of 4.2p paid on 27 January 2023	**2,226**	–
Special dividend of 1.8p paid on 27 January 2023	**954**	–
Interim dividend of 1.8p paid on 2 June 2023	**954**	–
Interim dividend of 1.8p paid on 30 August 2023	**954**	–
	5,088	6,042

Analysis of dividends proposed at the year end	2023 £000	2022 £000
Proposed final ordinary dividend for the year ended 30 September 2022 of 4.2p	–	2,226
Proposed special dividend for the year ended 30 September 2022 of 1.8p	–	954
Proposed interim dividend for the year ended 30 September 2023 of 1.8p	**954**	–
	954	3,180

The proposed interim dividend has not been included as a liability in these accounts in accordance with IAS 10: Events after the Reporting Period.

Set out below is the total dividend to be paid in respect of the financial year. This is the basis on which the requirements of Section 1158 of the Corporation Tax Act 2010 are considered:

	2023 £000	2022 £000
Interim dividend for the year ended 30 September 2022 of 4.4p	–	2,332
Final dividend for the year ended 30 September 2022 of 4.4p	–	2,226
Special dividend for the year ended 30 September 2022 of 1.8p	–	954
Three interim dividends for the year ended 30 September 2023 of 1.8p	**2,862**	–
	2,862	5,512

Dividends have been paid solely from the Revenue Reserve.

11 Return per Ordinary Share

Basic return per ordinary share is based on 52,998,795 ordinary shares, being the weighted average number of shares in issue (2022: Basic return based on 52,998,795 ordinary shares). Basic returns per ordinary share are based on the net return after taxation attributable to equity shareholders.

	2023 £000	2022 £000
Basic revenue returns are based on net revenue after taxation of:	**857**	2,758
Basic capital returns are based on net capital return of:	**15,417**	(31,966)
Basic total returns are based on a return of:	**16,274**	(29,208)

12 Property and Equipment

	Right-of-Use asset £000	Leasehold Improvements £000	Office Equipment £000	Total £000
Cost:				
At 1 October 2022	**304**	**28**	**254**	**586**
Additions	**–**	**–**	**–**	**–**
Disposals	**–**	**–**	**–**	**–**
At 30 September 2023	**304**	**28**	**254**	**586**
Depreciation				
At 1 October 2022	**123**	**28**	**252**	**403**
Charge for year	**61**	**–**	**1**	**62**
Disposals	**–**	**–**	**–**	**–**
At 30 September 2023	**184**	**28**	**253**	**465**
Net book value:				
At 30 September 2023	**120**	**–**	**1**	**121**
At 30 September 2022	181	–	2	183

Notes to the Accounts

12 Property and Equipment (continued)

The Right-of-Use Asset is in respect of a leasehold interest in office premises. Further details concerning leases are contained in note 20 on page 74.

	Right-of-Use asset £000	Leasehold Improvements £000	Office Equipment £000	Total £000
Cost:				
At 1 October 2021	304	28	252	584
Additions	–	–	2	2
Disposals	–	–	–	–
At 30 September 2022	304	28	254	586
Depreciation:				
At 1 October 2021	62	28	250	340
Charge for year	61	–	2	63
Disposals	–	–	–	–
At 30 September 2022	123	28	252	403
Net book value:				
At 30 September 2022	181	–	2	183
At 30 September 2021	242	–	2	244

13 Investments at Fair Value Through Profit or Loss

	2023 £000	2022 £000
Opening book cost	**129,011**	117,169
Opening unrealised (depreciation)/appreciation	**2,587**	53,381
Opening fair value	**131,598**	170,550
Purchases at cost	**189,830**	31,740
Sales proceeds received	**(200,701)**	(40,844)
Gains/(losses) on investments	**18,952**	(29,848)
Closing fair value	**139,679**	131,598
Closing book cost	**141,997**	129,011
Closing unrealised (depreciation)/appreciation	**(2,318)**	2,587
Closing fair value	**139,679**	131,598

The Company received £200,701,000 (2022: £40,844,000) from investments sold in the year. The book cost of these investments when they were purchased was £176,844,000 (2022: £19,895,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

	2023 £000	2022 £000
The portfolio valuation:		
Listed: Direct Investments	**29,956**	53,822
Unlisted: External Managers	**91,611**	77,727
Listed: Special Investments	**5,019**	–
Unlisted: Special Investments	**8,068**	–
Listed: Fixed Interest	**4,325**	–
Listed: Other Investments	**651**	–
Unlisted: Other Investments	**49**	49
	139,679	131,598

During the year the Company incurred transaction costs amounting to £214,000 (2022: £86,000), of which £108,000 (2022: £78,000) related to the purchase of investments and £106,000 (2022: £8,000) related to the sales of investments. These amounts are included in "Gains/(losses) on investments at fair value through profit or loss", as disclosed in the Statement of Comprehensive Income.

The composition of the investment return is analysed below:

	2023 £000	2022 £000
Net gains on sales of investments	**23,857**	20,949
Decrease in holding gains on investments	**(4,905)**	(50,797)
Gains/(losses) on investments	**18,952**	(29,848)

Notes to the Accounts

14 Trade and Other Receivables

	2023 £000	2022 £000
Sales for future settlement	**4,946**	140
Prepayments	**86**	58
Dividends and interest receivable	**233**	140
Taxation recoverable	**49**	71
	5,314	409

The Directors' consider that the carrying amounts of trade and other receivables approximates to their fair value.

15 Cash and Cash Equivalents

	2023 £000	2022 £000
Deposits at banks	**4,547**	5,934
Other cash balances*	**894**	812
	5,441	6,746

* Other cash balances represent unclaimed dividends by shareholders. Such cash is held in a separate account by the Company's registrar and is not used by the Company for day-to-day operations.

16 Trade and Other Payables

Amounts falling due within one year:

	2023 £000	2022 £000
Purchases for future settlement	**–**	62
Accrued expenses	**801**	350
Other creditors	**1,012**	811
Current portion of lease liability	**68**	66
	1,881	1,289

The Directors' consider that the carrying amounts of trade and other payables approximates to their fair value.

Amounts falling due after more than one year:

	2023 £000	2022 £000
£20.7m (2022: £20.7m) 7.5% 2025 debenture stock	**20,652**	20,623
Lease liability	**69**	137
	20,721	20,760

Debenture stock(s) are secured by a floating charge over the Company's assets. Expenses associated with the issue of the debenture stocks were deducted from the gross proceeds at issue and are being amortised over the life of the debentures. Further details on interest and the amortisation of the issue expenses are provided in note 8 on page 66.

Further details on the lease liability are contained in note 20 on page 74.

17 Ordinary Share Capital

	2023		2022	
	Number	£000	Number	£000
As at 1 October	**52,998,795**	**5,299**	53,005,887	5,300
Ordinary 10p shares bought back for cancellation	**–**	**–**	(7,092)	(1)
As at 30 September	**52,998,795**	**5,299**	52,998,795	5,299

All shares are allotted fully paid up, and are of one class only. During the year no Ordinary 10p shares were bought back for cancellation (2022: 7,092 Ordinary 10p shares were bought back for cancellation at a total cost of £16,000). In accordance with the Company's articles this was debited against the Capital Reserve. There are no Ordinary 10p shares in Treasury.

Ordinary shares carry one vote each on a poll. The Companies Act 2006 abolished the requirement for the Company to have authorised share capital. The Company adopted new Articles of Association on 20 January 2010 which, inter alia, reflected the new legislation. Accordingly the Company has no authorised share capital.

The Directors will still be limited as to the number of shares they can allot at any one time as the Companies Act 2006 requires that directors seek authority from the shareholders for the allotment of new shares.

18 Net Asset Value

The net asset value per share has been calculated based on Equity Shareholders' Funds of £128,073,000 (2022: £116,887,000), and on 52,998,795 (2022: 52,998,795) ordinary shares, being the number of shares in issue at the year end.

19 Reconciliation of Changes in Liabilities arising from Financing Activities

			Non-cash charges	
Long term borrowings	At 30 September 2022 £000	Cash Flows £000	Effective interest rate accrual £000	At 30 September 2023 £000
£20.7m 7.25% 2025 debenture stock	**20,623**	**–**	**29**	**20,652**
Lease liability	**137**	**(70)**	**2**	**69**
Interest payable on debenture stock	**–**	**(1,501)**	**1,501**	**–**
Total liabilities from financing activities	**20,760**	**(1,571)**	**1,532**	**20,721**

			Non-cash charges	
Long term borrowings	At 30 September 2021 £000	Cash Flows £000	Effective interest rate accrual £000	At 30 September 2022 £000
£20.7m 7.25% 2025 debenture stock	20,595	–	28	20,623
Lease liability	203	(70)	5	137
Interest payable on debenture stock	–	(1,501)	1,501	–
Total liabilities from financing activities	20,798	(1,571)	1,534	20,760

Further details on the lease liability are contained in note 20.

Notes to the Accounts

20 Leases

The Company as a lessee

This is in respect of its premises which by way of a sub-lease arrangement with a superior lessee, which commenced in September 2021 for a term of five years.

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	2023 £000	2022 £000
At 1 October		
Additions	**203**	268
Payments made under the lease	**(70)**	(70)
Accretion of interest	**4**	5
At 30 September	**137**	203
Disclosed as:		
Current	**68**	66
Non-current	**69**	137

The following are the amounts recognised in profit or loss under its IFRS 16 lease:

	2023 £000	2022 £000
Depreciation expense of right of use assets	**61**	61
Interest expense on lease liabilities	**4**	5
Total amount recognised in profit or loss	**65**	66

The Company has had no expenses relating to short-term leases, variable lease payments or leases of low-value assets.

The Company's total cash outflows for its IFRS 16 lease in the year ended 30 September 2023 were £70,000 (2022: £70,000). Future cash outflows of a fixed amount under the IFRS 16 lease are as follows:

	2023 £000	2022 £000
Within one year	**70**	70
Between one and two years	**70**	70
Between two and three years	**–**	70
Between three and four years	**–**	–
	140	210

21 Financial Commitments

At 30 September 2023, the Company had no financial commitments which had not been accrued for (2022: none).

22 Financial Instruments and Risk Profile

As an investment company, the Company invests in securities for the long term in order to achieve its investment objective as stated on page 14.

Management of Market Risk

Management of market risk is fundamental to the Company's investment objective and the investment portfolio is regularly monitored to ensure an appropriate balance of risk and reward.

Exposure to any one entity is monitored by the Board and Marylebone (the Investment Manager). The Company has complied with the investment restriction not to invest more than 10% of the Company's gross assets in any one investment or issuer, or allocate to a single external third party manager, as at the time of the investment.

Marylebone as Fund Manager, can utilise derivative instruments for efficient portfolio management and investment purposes as it sees fit. There have been no derivatives used in the period other than forward foreign currency contracts (2022: None). Certain funds that the Company invests in may use derivatives to meet their investment objectives.

The Company's financial instruments comprise its investment portfolio (including forward foreign currency contracts) (see notes 13 and 23), cash balances, debtors and creditors that arise directly from its operations such as sales and purchases for future settlement, accrued income, lease liability under IFRS 16 and the debenture loan used to partially finance its operations.

In the pursuit of its investment objective, the Company is exposed to various risks which could cause short term variation in its net assets and which could result in both or either a reduction in its net assets or a reduction in the revenue profits available for distribution by way of dividend. The main risk exposures for the Company from its financial instruments are market risk (including currency risk, interest rate risk and other price risk), liquidity risk, concentration risk and credit risk. While uncertainty in equity markets continues as a closed ended investment company with a long-term objective this increased short term volatility can be managed and is within stress testing limits. Marylebone continue to monitor the Company's portfolio in light of the short term events that significantly impact global and domestic markets and have made adjustments as and if required.

The Board sets the overall investment strategy and allocation. It has in place various controls and limits and receives various reports in order to monitor the Company's exposure to these risks. The risk management policies identified in this note have not changed materially from the previous accounting period.

Market Risk

The principal risk in the management of the investment portfolio is market risk – i.e. the risk that values and future cashflows will fluctuate due to changes in market prices. Market risk is comprised of:

- foreign currency risk;
- interest rate risk; and
- other price risk i.e. movements in the value of investment portfolio holdings caused by factors other than interest rates or currency movements.

These risks are taken into account when setting investment policy or allocation and when making investment decisions.

Notes to the Accounts

22 Financial Instruments and Risk Profile (continued)

Foreign Currency Risk

The value of the Company's assets and the total return earned by the Company's shareholders can be significantly affected by foreign exchange movements as most of the Company's assets are denominated in currencies other than Sterling, the currency in which the Company's accounts are prepared. The Company may to try to minimise or eliminate foreign exchange risk; over the long-term this could restrict the investment returns potentially available to Sterling-based investors in international securities. There is a risk for the NAV and shareholders, therefore, if Sterling appreciates significantly against foreign currencies.

The investment approach adopted on 25 January 2023 has increased the exposure of the Company's investment portfolio to fluctuations in the foreign exchange markets. As the Company aims to deliver steady NAV growth for shareholders, the Company, guided by Marylebone, has set in place a foreign exchange hedging programme in order to reduce the Company's exposure. The programme uses derivative financial instruments (one month forward foreign currency contracts). Such instruments are used for the sole purpose of efficient portfolio management. All derivative financial instruments are held at fair value through profit and loss.

Foreign exchange hedging programme

The programme seeks to mitigate the impact of currency risks on the portfolio by:

- where possible investments in non-Sterling denominated funds will be invested via a Sterling Hedge share class;
- where a Sterling Hedged share class is not available, the invested amount will be hedged using monthly forward foreign currency contracts to hedge back into the Company's base currency of Sterling. As the hedged portfolio is subject to movement over the month the hedging cover may be adjusted to compensate for the pricing movement;
- Special Investments, which are denominated in non-Sterling, will remain unhedged, as these are considered less liquid, however, where the fund manager deems that the overall impact of leaving special investments unhedged would be detrimental to the portfolio's active currency risk, these may be hedged as per the rest of the portfolio; and
- the hedge is rebalanced as and when sales and/or purchases occur.

The portfolio is strongly weighted towards US Dollars as shown in the table on the next page. Marylebone aims to deliver steady NAV growth for the Company's shareholders, and the foreign exchange hedging programme helps them to do this by reducing our exposure to fluctuations in the foreign exchange markets.

22 Financial Instruments and Risk Profile (continued)

The currency risk of the non-Sterling monetary financial assets and liabilities at the reporting date was:

	2023					
Currency exposure	**US Dollar £000**	**Canadian Dollar £000**	**Euro £000**	**Swiss Franc £000**	**Danish Krone £000**	**Total Currency Exposure £000**
Investments at fair value through profit or loss	**85,696**	**45**	**4,122**	**–**	**–**	**89,863**
Debtors (due from brokers, dividends, interest and other receivables)	**4,960**	**–**	**21**	**13**	**6**	**5,000**
Cash	**861**	**–**	**–**	**–**	**–**	**861**
Forward foreign currency contracts (notional amounts)	**(83,349)**	**–**	**(4,109)**	**–**	**–**	**(87,458)**
Total net foreign currency exposure	**8,168**	**45**	**34**	**13**	**6**	**8,266**

	2022					
Currency exposure	**US Dollar £000**	**Canadian Dollar £000**	**Euro £000**	**Swiss Franc £000**	**Danish Krone £000**	**Total Currency Exposure £000**
Investments at fair value through profit or loss	1,865	50	1,535	1,029	–	4,479
Debtors (due from brokers, dividends, interest and other receivables)	16	–	44	18	6	84
Total net foreign currency exposure	1,881	50	1,579	1,047	6	4,563

Sensitivity Analysis

If Sterling had strengthened by 5% relative to all currencies on the reporting date, with all other variables held constant, the income and net assets would have decreased by the amounts shown in the table below. The analysis was preformed on the same basis for 2022. The revenue impact is an estimated annualised figure based on the relevant foreign currency denominated balances at the reporting date.

	2023 £000	**2022 £000**
Capital return	**(413)**	(228)
Net assets	**(413)**	(228)

A 5% weakening of Sterling against the same currencies would have resulted in an equal and opposite effect on the above amounts, on the basis that all other variables remain constant.

Notes to the Accounts

22 Financial Instruments and Risk Profile (continued)

Interest Rate Risk

The Company's direct interest rate risk exposure affects the interest received on cash balances and the fair value of its debenture and any bonds held within the investment portfolio. Indirect exposure to interest rate risk arises through the effect of interest rate changes on the valuation of the investment portfolio. The majority of the financial assets held by the Company are investments in external funds, which pay dividends, not interest. The Company may, from time to time, hold investments which pay interest.

The Board sets limits for cash balances and receive regular reports on the cash balances of the Company. The Company's fixed rate debenture introduces gearing to the Company which is monitored within limits and is also reported to the Board regularly. Cash balances can also be used to manage the level of gearing to within the range as set by the Board. The Board sets the overall investment strategy and allocation as well as various limits on the investment portfolio which aim to spread the portfolio investments to reduce the impact of interest rate risk on investee company valuations. Regular reports are received by the Board in respect of the Company's investment portfolio and the relevant limits.

The interest rate risk profile of the financial assets and liabilities at the reporting date was:

	2023 £000	2022 £000
Floating rate financial assets:		
UK Sterling	**5,441**	6,746
Financial assets not carrying interest	**138,424**	132,007
Between three and four years	**–**	–
	143,865	138,753
Fixed rate financial assets and liabilities:		
Financial assets carrying interest	**6,697**	–
UK Sterling	**(20,789)**	(20,926)
Financial liabilities not carrying interest	**(1,821)**	(1,123)
	(15,913)	(22,049)

Floating rate financial assets usually comprise cash on deposit with banks which is repayable on demand and receives a rate of interest based, in part, on the UK base rates in force over the period. The fixed rate financial assets comprise bonds held within the investment portfolio. The fixed rate financial liabilities comprise lease liability under IFRS 16 (see note 20) which total £137,000 and accrued interest at a rate of 2.25% and the Company's debenture, totalling £20.7 million in total on a nominal basis. It pays a rate of interest of 7.25% per annum and will mature in March 2025 (2022: Debenture totalling £20.7 million nominal, maturing in March 2025, with an interest rate of 7.25% per annum. Lease liability under IFRS 16 of £203,000 with an effective interest rate of 2.25%).

22 Financial Instruments and Risk Profile (continued)

Sensitivity Analysis

Based on closing cash balances held on deposit with banks, if interest rates had been 2.5% higher or lower and all other variables were held constant, the Company's revenue return for the year ended 30 September 2023 would increase/decrease by £136,000 (2022: £158,000).

Other Price Risk

Exposure to market price risk is significant and comprises mainly movements in the market prices and hence value of the Company's listed investments and its investments in the externally managed funds and special investments, (although the funds themselves are unlisted they are primarily invested in listed securities), which are both disclosed in note 13 on page 71. The Company also has unlisted investments which are indirectly impacted by movements in listed equity prices and related variables. The Board sets the overall investment strategy and allocation which aims to achieve a spread of investments across sectors and regions in order to reduce risk.

The Board receives reports on the investment portfolio, performance and volatility on a regular basis in order to ensure that the investment portfolio is in accordance with the investment policy.

Marylebone's policy as Investment Manager is to manage risk through a combination of monitoring the exposure to individual securities, industry and geographic sectors, whilst maintaining a constant awareness in real time of the portfolio exposures in accordance with the investment strategy. Any derivative positions are marked to market and exposure to counterparties is also monitored on a daily basis by Marylebone. At the year end the Company itself did hold derivatives in the form of forward foreign currency contracts (2022: None).

As mentioned earlier, Marylebone may, and do, use derivative instruments including index-linked notes, contracts for difference, covered options and other equity-related derivative instruments for efficient portfolio management and investment purposes. As also noted previously this may occur in funds that the Company invests in. The Board has regular presentations from Marylebone on their investment strategy and approach.

The following table details the exposure to market price risk on the listed and unlisted investments:

	2023 £000	2022 £000
Non-current investments held at fair value through profit or loss		
Direct Investments	**29,956**	53,822
External Managers	**91,611**	77,727
Special Investments	**13,087**	–
Fixed Interest	**4,325**	–
Other Investments	**700**	49
	139,679	131,598

Notes to the Accounts

22 Financial Instruments and Risk Profile (continued)

Sensitivity Analysis

If share prices on the listed and unlisted investments had decreased by 10% at the reporting date with all other variables remaining constant, the net return before tax and the net assets would have decreased by the amounts shown below.

Income Statement	2023 £000	2022 £000
Capital return	**13,968**	13,159
Net assets	**13,968**	13,159

A 10% increase in the listed and unlisted investments share prices would have resulted in a proportionately equal and opposite effect on the above amounts on the basis that all other variables remain constant.

Credit Risk

Credit risk is the risk of other parties failing to discharge an obligation causing the Company financial loss. The Company's exposure to credit risk is managed by the following:

- The Company's direct investments and some of the external funds are held on its behalf by the Company's Depositary, who delegates safekeeping to the Custodian, J.P. Morgan Chase Bank N.A., which if it became bankrupt or insolvent could cause the Company's rights with respect to securities held to be delayed. However under the UK AIFMD, the Depositary provides certain indemnities in respect of the Company's investments. The Company receives regular internal control reports from the Custodian which are reported to and reviewed by the Audit Committee. The other external funds are held in the name of the Company.
- Investments in listed equities and fixed income securities are undertaken by Marylebone with a number of approved brokers in the ordinary course of business on a contractual delivery versus payment basis. Marylebone has procedures in place whereby all new brokers are subject to credit checks and approval by them prior to any business being undertaken. Marylebone utilises the services of a large range of approved brokers thereby mitigating credit risk by diversification.
- Company cash is held at banks that are considered to be reputable and of high quality. Cash balances above a certain threshold are spread across a range of banks to reduce concentration risk.

Credit Risk Exposure

The table below sets out the financial assets exposed to credit risk as at the reporting date:

	2023 £000	2022 £000
Cash on deposit and at banks	**5,441**	6,746
Sales for future settlement	**4,946**	140
Interest, dividends and other receivables	**368**	199
Forward foreign currency contracts	**128**	–
	10,883	7,085
Minimum exposure during the year	**4,310**	3,036
Maximum exposure during the year	**100,474**	24,697

All amounts included in the analysis above are based on their carrying values.

None of the financial assets were past due and no expected credit losses were recognised at the current or prior reporting date.

22 Financial Instruments and Risk Profile (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting its obligations as they fall due.

Liquidity risk is monitored, although it is recognised that the majority of the Company's assets are invested in quoted equities and other quoted securities that are readily realisable. The Board has various limits in respect to how much of the Company's assets can be invested in any one company. The unlisted investments in the portfolio are subject to liquidity risk, but such investments are in realisation mode and represent a very small part of the portfolio. Nonetheless limits remain for any such investments and liquidity risk would always be considered when making investment decisions in such securities. The Company has no concentration risk, the largest concentration is less than 6.3% (2022: 4.0%) of the Company's total assets.

The Company maintains an appropriate level of non-investment related cash balances in order to finance its operations. The Company regularly monitors such cash balances to ensure all known or forecasted liabilities can be met. The Board receives regular reports on the level of the Company's cash balances. The Company does not have any overdraft or other undrawn borrowing facilities to provide liquidity.

A maturity analysis of financial liabilities showing remaining contractual maturities is detailed below:

	2023				
Undiscounted cash flows	**Due within 1 year £000**	**Due between 1 and 2 years £000**	**Due between 2 and 3 years £000**	**Due 3 years and beyond £000**	**Total £000**
7.25% 2025 debenture stock	**–**	**20,700**		**–**	**20,700**
Interest on debenture stock	**1,501**	**750**	**–**	**–**	**2,251**
Payments due in respect of the lease liability	**70**	**70**		**–**	**140**
Trade payables and other liabilities*	**1,821**	**–**	**–**	**–**	**1,821**
Total liabilities from financing activities	**3,392**	**21,520**	**–**	**–**	**24,912**

	2022				
Undiscounted cash flows	**Due within 1 year £000**	**Due between 1 and 2 years £000**	**Due between 2 and 3 years £000**	**Due 3 years and beyond £000**	**Total £000**
7.25% 2025 debenture stock	–	–	20,700	–	20,700
Interest on debenture stock	1,501	1,501	750	–	3,752
Payments due in respect of the lease liability	70	70	70	–	210
Trade payables and other liabilities*	1,123	–	–	–	1,123
Total liabilities from financing activities	2,694	1,571	21,520	–	25,785

* Excludes the current portion of the lease liability.

Notes to the Accounts

22 Financial Instruments and Risk Profile (continued)

Categories of financial assets and liabilities

The following table analyses the carrying amounts of the financial assets and liabilities by categories as defined in IFRS 9:

	2023 £000	2022 £000
Financial assets		
Financial assets at fair value through profit or loss		
Listed and unlisted investments	**139,679**	131,598
	139,679	131,598
Other financial assets*	**10,883**	7,155
	150,562	138,753
Financial liabilities		
Financial liabilities measured at amortised cost**	**22,610**	22,049
	22,610	22,049

* Other financial assets include cash and cash equivalents, sales for future settlement, dividend and interest receivable and other receivables.

** Financial liabilities measured at amortised cost include; debenture stock in issue, lease liability, purchases for future settlement, investment management fees, other payables and accrued expenses.

The investment portfolio has been valued in accordance with the accounting policy in note 1 to the accounts, i.e. at fair value. The lease liability carrying value is considered to be its fair value. The debenture stock is classified as level 3 under the fair value hierarchy. The fair value of the debenture stock is calculated using a standard bond pricing method, using a redemption yield of a similar UK Gilt stock with an appropriate margin being applied.

	Book Value 2023 £000	Book Value 2022 £000	Fair Value 2023 £000	Fair Value 2022 £000
£20.7m (2022: £20.7m) 7.25% 2025 debenture stock	**20,652**	20,623	**20,694**	20,817
	20,652	20,623	**20,694**	20,817

22 Financial Instruments and Risk Profile (continued)

Capital Management Policies and Procedures

The Company's capital management objectives are:

- to ensure that it is able to continue as a going concern; and
- to maximise the revenue and capital returns to its shareholders through a mix of equity capital and debt. The Board set a range for the Company's net debt (comprised as debentures less cash) at any one time which is maintained by management of the Company's cash balances.

	2023 £000	2022 £000
Net Debt		
Adjusted cash and cash equivalents*	**(9,062)**	(6,032)
Debentures	**20,652**	20,623
Lease liability	**137**	203
Sub total	**11,727**	14,794
Equity		
Equity share capital	**5,299**	5,299
Retained earnings and other reserves	**122,774**	111,588
Equity Shareholders' Funds	**128,073**	116,887
Gearing		
Net debt as a percentage of Equity Shareholders' Funds	**9.2%**	12.6%

* Adjusted cash and cash equivalents comprise cash plus current assets less current liabilities (excluding the current portion of the lease liability).

Maximum potential gearing represents the highest gearing percentage on the assumption that the Company had no net current assets. As at 30 September 2023 this was 16.2% (2022: 17.8%).

The Board monitors and reviews the broad structure of the Company's capital on an ongoing basis. The review includes:

- the level of gearing, taking into account Marylebone's views on capital markets; and
- the level of the Company's free float of shares as the Barlow family owns approximately 54% of the share capital of the Company; and
- the extent to which revenue in excess of that required to be distributed should be retained.

These objectives, policies and processes for managing capital are unchanged from the prior period.

Notes to the Accounts

22 Financial Instruments and Risk Profile (continued)

The Company is also subject to various externally imposed capital requirements which are that:

- the debenture are not to exceed, in aggregate, 66 2/3% of the adjusted share capital and reserves in accordance with the relevant Trust Deed; and
- the Company has to comply with statutory requirements relating to dividend distributions.

23 Fair Value Hierarchy Disclosures

The Company is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following three levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

  An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume on an ongoing basis such that quoted prices reflect prices at which an orderly transaction would take place between market participants at the measurement date. Quoted prices provided by external pricing services, brokers and vendors are included in Level 1, if they reflect actual and regularly occurring market transactions on an arm's length basis.

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

  Level 2 inputs include the following:

  - quoted prices for similar (i.e. not identical) assets in active markets.
  - inputs other than quoted prices that are observable for the asset (e.g. interest rates and yield curves observable at commonly quoted intervals).
  - inputs that are derived principally from, or corroborated by, observable market data by correlation or other means (market corroborated inputs).

- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which an asset or liability is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement of the asset. For this purpose, the significance of an input is assessed against the fair value measurement of an asset or liability in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be investments actively traded in organised financial markets, fair value is generally determined by reference to stock exchange quoted market bid prices at the close of business on the balance sheet date, without adjustment for transaction costs necessary to realise the asset.

23 Fair Value Hierarchy Disclosures (continued)

The table below sets out fair value measurements of financial assets in accordance with the IFRS fair value hierarchy system:

	2023				2022			
	Level 1 £000	Level 2 £000	Level 3 £000	Total £000	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Financial assets/(liabilities) held at fair value through profit or loss								
Direct Investments	**29,956**	**–**	**–**	**29,956**	53,822	–	–	53,822
External Managers	**–**	**91,611**	**–**	**91,611**	–	77,727	–	77,727
Special Investments	**2,647**	**2,372**	**8,068**	**13,087**	–	–	–	–
Fixed Interest	**4,325**	**–**	**–**	**4,325**	–	–	–	–
Other Investments	**651**	**–**	**49**	**700**	–	–	49	49
Forward foreign currency contracts	**–**	**128**	**–**	**128**	–	–	–	–
Forward foreign currency contracts	**–**	**(8)**	**–**	**(8)**	–	–	–	–
	37,579	**94,103**	**8,117**	**139,799**	53,822	77,727	49	131,598

Investments whose values are based on quoted market prices in active markets, and therefore are classified within Level 1, include active listed securities. The Company does not normally adjust the quoted price for these instruments (although it may invoke its fair value pricing policy in times of market disruption – this was not the case for 30 September 2023 or 2022).

Liquidity Analysis of Level 2 Investments as at 30 September 2023

Days to redeem	0-30	30-90	90-365	>365	Total
Value of investments - £000	6,068	64,431	18,458	5,026	93,983
% total of Level 2 investments	6.46%	68.55%	19.64%	5.35%	100.00%

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within Level 2. Also included within Level 2 are externally managed funds and certain special investments – the Net Asset Values ("NAVs") of these investments are obtained from third-party fund administrators on a monthly basis (a small number are on a weekly basis) and are considered by the Company to represent fair value of the underlying assets. As noted in the liquidity disclosure above, these investments do have varying liquidity terms, some of which extend beyond ninety calendar days. However, all subscriptions or redemptions take place at the calculated NAVs and the Company therefore concludes that these represent fair value of the underlying assets at the respective measurement date. Certain Level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect liquidity and/or non-transferability, which are generally based on available market information.

Notes to the Accounts

23 Fair Value Hierarchy Disclosures (continued)

Investments categorised within Level 3 include Projects Bungalow, Sherpa and Diameter. The individual investments underlying each of these Projects are single active listed securities with quoted market prices. However, as they are held via U.S. Limited Partnership structures and distributions will only be made when each General Partner liquidates the underlying investment, the Company believes it prudent to categorise these investments within Level 3. Other investments classified within Level 3 have significant unobservable inputs. As observable prices are not available for these securities, the Company has used valuation techniques to derive the fair value. In respect of unquoted instruments, or where the market for a financial instrument is not active, fair value is established by using recognised valuation methodologies, in accordance with IPEV Valuation Guidelines and based on the net asset value provided by the relevant general partner. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following table presents the movement in Level 3 instruments for the year:

	2023		2022	
	Total £000	**Investments £000**	**Total £000**	**Investments £000**
Opening balance	**49**	**49**	25,201	25,201
Purchase of investments	**9,063**	**9,063**	–	–
Proceeds from sale of investments	**(1,818)**	**(1,818)**	(20,912)	(20,912)
Realised gains on disposal	**252**	**252**	–	–
Unrealised gains/(losses)	**571**	**571**	(4,240)	(4,240)
	8,117	**8,117**	49	49

24 Related Party Transactions and Transactions with the Manager

Fees payable during the year to the Directors of the Company are considered to be related party transactions.

Remuneration

The remuneration of the Directors, who are the key management personnel of the Company, is set out below in aggregate for each of the categories specified in IAS 24: Related Party disclosures. There are no amounts outstanding at 30 September 2023 for Directors fees or salary (2022: Nil). Further information about the remuneration of individual Directors is provided in the audited section of the Report on Directors' Remuneration on page 39.

	2023 £000	**2022 £000**
Short term employee benefits	**374**	378
	374	378

Since 25 January 2023, the Company has an agreement with Marylebone for the provision of investment management services. Prior to 25 January 2023, the Company had an agreement with Liontrust for the provision of investment management services. Details of fees earned during the year are disclosed in note 4.

25 Subsequent Events

With the exception of the dividend paid on 8 December 2023, there have been no events subsequent to the year end, which the Directors consider would have a material impact on the financial statements.

Alternative Investment Fund Managers Directive ("AIFMD") (Non Audited Section)

In accordance with the AIFMD, information in relation to the Company's leverage and the remuneration of the Company's AIFM, Marylebone Partners LLP, is required to make available to investors in accordance with the Directive, the AIFM's remuneration policy and remuneration disclosures in respect of the year ended 30 September 2023 are available from Marylebone Partners LLP on request.

Leverage is similar to gearing (as calculated in accordance with AIC guidelines previously), but the UK AIFMD mandates a certain calculation methodology which must be applied. Leverage as calculated under the UK AIFMD methodology for the Company is:

Gross Method	**2023 £000**	**2022 £000**
Investments held at fair value through profit or loss	**139,679**	131,598
Forward foreign exchange contracts	**120**	–
Total investments at exposure value as defined under the UK AIFMD	**139,799**	131,598
Shareholders' funds	**128,073**	116,887
Leverage (times)	**1.09**	1.12

Commitment Method	**2023 £000**	**2022 £000**
Investments held at fair value through profit or loss	**139,679**	131,598
Forward foreign exchange contracts	**120**	–
Cash and cash equivalents	**5,441**	6,746
Total investments at exposure value as defined under the UK AIFMD	**145,240**	138,344
Shareholders' funds	**128,073**	116,887
Leverage (times)	**1.13**	1.18

The leverage figures calculated above represent leverage as calculated under the gross and commitment methods as defined under the UK AIFMD (a figure of 1 represents no leverage or gearing). The two methods differ in their treatment of amounts outstanding under derivative contracts with the same counterparty, which are not applicable to the Company, and of the treatment of cash balances. In both methods the Company has included the debenture by including the value of investments purchased by those borrowings, rather than their balance sheet value. The Company's leverage limit under the UK AIFMD is 1.5 times, which equates to a borrowing level of 50% (the Company has not exceeded this limit at any time during the year or the prior year).

These requirements are unchanged from the prior year and the Company has complied with them.

Alternative Performance Measures

Alternative Performance Measures are numerical measures of the Company's current, historical or future performance, financial position or cash flows, other than financial measures defined or specified in the applicable financial framework. The Company's applicable financial framework includes IFRS and the AIC SORP. The Directors assess the Company's performance against a range of criteria which are viewed as particularly relevant for closed-end investment companies. The Alternative Performance Measures chosen are widely used in the investment trust sector and thus provide information for users of the accounts to compare the results with other closed-end investment companies.

Share Price Total Return

Share price total return is the increase/(decrease) in share price plus dividends paid, which are assumed to be reinvested at the time the share price is quoted ex-dividend.

	2023	2022
Opening share price	**163.5p**	230.0p
Increase/(decrease) in share price	**33.0p**	(66.5)p
Closing share price	**196.5p**	163.5p
% Increase/(decrease) in share price	**20.2%**	(30.4)%
Impact of dividends reinvested*	**6.0%**	5.5%
Total shareholder return	**26.2%**	(24.9)%

* The impact of dividends reinvested assumes that the dividend paid by the Company were reinvested into shares of the Company at the ex-dividend date.

NAV Total Return (debt at fair value)

NAV total return is the increase/(decrease) in NAV per Ordinary share plus dividends paid, which are assumed to be reinvested at the time the share price is quoted ex-dividend.

	2023	2022
Opening NAV	**220.5p**	281.4p
Increase/(decrease) in NAV per Ordinary share	**21.1p**	(60.9)p
Closing NAV	**241.6p**	220.5p
% Increase/(decrease) in NAV	**9.6%**	(21.7)%
Impact of dividends reinvested*	**4.5%**	3.5%
NAV total return	**14.1%**	(18.2)%

* The impact of dividends reinvested assumes that the dividends paid by the Company were reinvested into shares of the Company at the ex-dividend date.

NAV Total Return (debt at par value)

NAV total return is the increase/(decrease) in NAV per Ordinary share plus dividends paid, which are assumed to be reinvested at the time the share price is quoted ex-dividend.

	2023	2022
Opening NAV	**220.6p**	287.1p
Decrease/(increase) in NAV per Ordinary share	**21.1p**	(66.5)p
Closing NAV	**241.7p**	220.6p
% Increase/(decrease) in NAV	**9.6%**	(23.1)%
Impact of dividends reinvested*	**4.6%**	3.3%
NAV total return	**14.2%**	(19.8)%

* The impact of dividends reinvested assumes that the dividends paid by the Company were reinvested into shares of the Company at the ex-dividend date.

Total Assets

Total assets are defined as total assets less current liabilities.

Financial Liabilities – Debt at par or fair value

Par value is the carrying value of the debenture which will equate to the nominal value at maturity. Fair value is the estimated market value the Company would pay (on the relevant reporting date), as a willing buyer, to a debenture holder, as a willing seller, in an arms-length transaction.

Gearing and Potential Gearing

Gearing represents the amount of borrowing that a company has and is calculated using the Association of Investment Companies (AIC) guidance. It is usually expressed as a percentage of equity shareholders' funds and a positive percentage or ratio above one shows the extent of the level of borrowings. Gearing is calculated as borrowings less net current assets to arrive at a net borrowings figure. Potential Gearing excludes net current assets from the calculation. Details of the calculation for the Company are in note 22 on page 83.

Net Asset Value

The net asset value ("NAV") is the value of all of the Company's assets less all liabilities. The NAV is usually expressed as an amount per share.

Discount (debt at fair value)

The amount by which the Ordinary share price is lower than the NAV per Ordinary share. The discount is normally expressed as a percentage of the NAV per share.

			2023	2022
NAV per Ordinary share	a		**241.6p**	220.5p
Share Price	b		**196.5p**	163.5p
Discount	c	c=(b—a)/a	**18.7%**	25.8%

Discount (debt at par value)

The amount by which the Ordinary share price is lower than the NAV per Ordinary share. The discount is normally expressed as a percentage of the NAV per share.

			2023	2022
NAV per Ordinary share	a		**241.7p**	220.6p
Share Price	b		**196.5p**	163.5p
Discount	c	c=(b—a)/a	**18.7%**	25.9%

Ongoing Charges

Ratio of expenses as a percentage of average daily shareholders' funds calculated as per the Association of Investment Companies industry standard method.

			2023 £'000	2022 £'000
Investment management fee			**607**	301
Administration expenses			**2,123**	1,419
Less: non-recurring charges			**(742)**	–
Add: Effect of management fee holiday			**133**	–
Ongoing charges	a		**2,121**	1,720
Average net assets	b		**128,983**	134,587
Ongoing Charges Ratio (%)	c	c=a/b	**1.6%**	1.3%
Ongoing charges of underlying funds			**0.4%**	–
Ongoing Charges Ratio plus look through fund costs			**2.0%**	1.3%

Notice of Meeting

This Notice of Meeting is an important document. If shareholders are in any doubt as to what action to take, they should consult an appropriate independent advisor.

Notice is hereby given that the one hundred and thirteenth Annual General Meeting of Majedie Investments PLC ("the Company") will be held at Pewterers' Hall, Oat Lane, London EC2V 7DE on 17 January 2024 at 12 noon for the purpose of transacting the following:

To consider and, if thought fit, pass the following Resolutions of which Resolutions 1 to 13 will be proposed as Ordinary Resolutions and Resolutions 14 to 16 shall be proposed as Special Resolutions. All business to be transacted at the Annual General Meeting is Ordinary Business.

Ordinary Resolutions

1. To receive and adopt the Company's annual report and audited financial statements for the financial year ended 30 September 2023 (the "2023 Annual Report").
2. To approve the Directors' Remuneration Report for the year ended 30 September 2023.
3. To approve the Directors' Remuneration policy.
4. To approve the Company's dividend policy.
5. To re-elect CD Getley as a Director.
6. To re-elect JM Lewis as a Director.
7. To re-elect AMJ Little as a Director.
8. To re-elect JWM Barlow as a Director.
9. To re-elect RW Killingbeck as a Director.
10. To re-appoint Ernst & Young LLP as auditors.
11. To authorise the Directors to fix the auditor's remuneration.
12. THAT the maximum aggregate sum available for Directors' fees for their services in accordance with the Articles of Association be £350,000 per annum.
13. THAT for the purposes of section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") up to a maximum number of 5,294,579 Ordinary Shares, provided that:
    a) the authority granted shall (unless previously revoked or renewed) expire at the conclusion of the next annual general meeting of the Company in 2025, or if earlier, on the expiry of 15 months from the passing of this Resolution; and
    b) the authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if that authority had not expired.

Special Resolutions

14. THAT, subject to the passing of resolution 13 above, the Directors be empowered in accordance with sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution, and/or by way of a sale of treasury shares for cash, as if section 561 of the Act did not apply to any such allotment, provided that:

a) the power granted shall be limited to the allotment of equity securities wholly for cash up to a maximum number of 5,294,579 Ordinary Shares;

b) the authority granted shall (unless previously revoked) expire at the conclusion of the next Annual General Meeting of the Company in 2025 or if earlier, 15 months after the passing of this resolution; and

c) the said power shall allow and enable the Directors to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if that power had not expired.

15. THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the Act) to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 10p each in the capital of the Company ("Ordinary Shares"), provided that:

a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 7,944,519, or if less, 14.99% of the number of shares in circulation immediately prior to the passing of this Resolution;

b) the minimum price which may be paid for each Ordinary Share is 10p;

c) the maximum price payable by the Company for each Ordinary Share is the higher of:

(i) 105% of the average of the middle market quotations of Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days prior to the date of the market purchase; and

(ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange at the time the purchase is carried out.

d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company in 2025 or, if earlier, on the expiry of 15 months from the passing of this Resolution, unless such authority is renewed prior to such time; and

e) the Company may enter into a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

16. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on 14 clear days' notice, provided that this authority will expire at the conclusion of the next Annual General Meeting of the Company in 2025.

By order of the Board

Juniper Partners Limited
Company Secretary

15 December 2023

Registered Office
Dashwood House
69 Old Broad Street
London EC2M 1QS

Registered in England Number: 00109305

Notice of Meeting

Explanation of Notice of Annual General Meeting

Resolution 1 – To receive and adopt the 2023 Annual Report
The Directors are required to present the financial statements, Directors' report, and Auditor's report to the meeting. These are contained in the 2023 Annual Report. A resolution to receive and adopt the financial statements, together with the Directors' report and the Auditor's report on those accounts for the financial period ended 30 September 2023 is included as an ordinary resolution.

Resolution 2 – Directors' Remuneration Report
Reflecting the remuneration reporting regime which came into effect on 1 October 2013, shareholders have an annual advisory vote on the report on Directors' remuneration. Accordingly, shareholders are being asked to vote on the receipt and approval of the Directors' Remuneration Report as set out on pages 36 to 41 of the 2023 Annual Report.

Resolution 3 – Directors' Remuneration Policy
A resolution is required to be put to shareholders every three years to approve the Directors' Remuneration Policy. As the policy was last approved at the 2021 AGM, it is due to be approved by shareholders at the upcoming AGM in 2024. The proposed Directors' Remuneration Policy can be found on page 37 of the 2023 Annual Report. This is a binding policy and, after it takes effect, the Directors will not be entitled to remuneration unless that payment is consistent with the approved policy or has been approved by a resolution of the shareholders of the Company. If Resolution 3 is approved, the policy will take effect from 1 October 2023. Shareholders will be given a binding vote on the Directors' Remuneration Policy at least every three years, and whenever changes are proposed to be made to the Policy.

Resolution 4 – Dividend Policy
The Company's dividend policy is to pay quarterly dividends which are expected to comprise approximately 0.75% of the relevant quarter end net asset value ("NAV") leading to an annual dividend target of approximately 3%.

Resolutions 5 to 9 – Re-election of Directors
The Company's Articles of Association require that at every Annual General Meeting any Director who has not retired from office at the preceding two Annual General Meetings shall stand for re-election by the Company. Despite this, and in line with good corporate governance, all of the Directors have chosen to put themselves up for annual re-election.

Full biographies of all the Directors are set out in the Company's 2023 Annual Report and are also available for viewing on the Company's website http://www.majedieinvestments.com/overview. Summaries of the biographies are included below.

Christopher D Getley
Christopher has over 25 years' experience at senior level in financial services. He has extensive knowledge of the investment industry as a Partner and Fund Manager at Cazenove & Co and as a Director at Deutsche Asset Management. Subsequently, he was CEO of Westhouse Securities, an institutional stockbroker. He is currently Executive Chairman of AgPlus Diagnostics Limited and non-executive chairman of Masawara PLC, an investment company focused on patient private equity capital in Southern Africa.

Jane M Lewis
Jane is an investment trust specialist with extensive experience within the sector. Her position as Chairman of CT UK Capital and Income PLC along with her other investment trust directorships allow her to provide invaluable insights and to rigorously assess and challenge the performance of the investment manager.

A Mark J Little
Mark has an extensive knowledge of the investment industry, having previously served as the Managing Director of Barclays Wealth Scotland and Northern Ireland. Prior to this role he was Global Head of Automotive Research at Deutsche Bank having previously qualified as a Chartered Accountant with Price Waterhouse. He is currently a non-executive director and Audit Chair of STS Global Income & Growth Trust plc, Blackrock Smaller Companies Trust PLC and abrdn Equity Income Trust PLC. He also acts as a consultant to Lindsays LLP and North Capital Wealth Management.

Sir J William M Barlow Bt.
William has extensive experience within, and knowledge of, the investment management sector. This enables him to rigorously assess and challenge the investment manager on strategy and performance. Mr Barlow's tenure with Majedie Investments PLC gives him invaluable insight into the Company and his experience in investment management placed him in a strong position to advise on matters such as asset allocation.

Richard W Killingbeck
Richard brings to the Board over 35 years' experience in the financial services sector. He is currently Managing Director at Harris Allday, managing circa £3bn AUM, bringing to the Board valuable knowledge in asset allocation and management. This allows Mr Killingbeck to be able to effectively assess and challenge the investment manager on performance and strategy. In addition, in his role as director and latterly Chairman of the Bankers Investment Trust, he brings broad investment trust experience to the Board.

Resolutions 10 and 11 – Re-appointment and Remuneration of Auditor
At each meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of Ernst & Young LLP and gives authority to the Directors to determine the auditor's remuneration.

Resolution 12 – Aggregate Directors' Fees
The annual limit on Directors' fees is set out in the Articles of Association. The present limit is £250,000 per annum and the approval of shareholders is required to change this limit. Following a review of the level of Directors' fees for the year ended 30 September 2024 the aggregate fees payable to Directors will increase. In order to provide the Company with sufficient flexibility to appoint additional Directors as part of any refreshment of the Board it is proposed the annual limit be increased to £350,000 per annum. Resolution 12 seeks shareholder approval for the proposed increase in the annual limit on Directors' fees within the Articles of Association.

Resolution 13 – Authority to allot ordinary shares
Resolution 13 authorises the Board to allot ordinary shares generally and unconditionally in accordance with Section 551 of the Companies Act 2006 up to a maximum number of 5,294,579 Ordinary Shares, representing approximately 10% of the issued ordinary share capital at the date of the Notice. The Company does not hold any shares in treasury.

No ordinary shares will be issued at a price less than the prevailing net asset value per Ordinary Share at the time of issue. This authority shall expire at the Annual General Meeting to be held in 2025.

Resolution 14 – Authority to dis-apply pre-emption rights
Resolution 14 is a special resolution which is being proposed to authorise the Directors to disapply the pre-emption rights of existing shareholders in relation to issues of ordinary shares under Resolution 13 (being a maximum number of 5,294,579 Ordinary Shares, representing approximately 10% of the issued ordinary share capital at the date of the Notice). This authority shall expire at the Annual General Meeting to be held in 2025.

Notice of Meeting

Resolution 15 Purchase of Own Shares
Resolution 15 is a special resolution that will grant the Company authority to make market purchases of up to 7,944,519 Ordinary Shares, representing 14.99% of the ordinary shares in issue as at the date of the Notice.

The maximum price which may be paid for each Ordinary Share must not be more than the higher of (i) 105% of the average of the mid-market values of 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 for the Ordinary Shares at the time the purchase is carried out. The minimum price which may be paid for each ordinary share is 10p.

The Directors would not exercise the authority granted under this resolution unless they consider it to be in the best interests of shareholders. Purchases would be made in accordance with the provisions of the Companies Act 2006 and the Listing Rules. This authority shall expire at the Annual General Meeting to be held in 2025 at which it is intended that a resolution to renew the authority will be proposed.

Resolution 16 – Notice Period for General Meetings
Resolution 16 is a special resolution that will give the Directors the ability to convene general meetings, other than annual general meetings, on a minimum of 14 clear days' notice. The minimum notice period for annual general meetings will remain at 21 clear days. This authority would provide the Company with flexibility where action needs to be taken quickly but will only be used where the Directors consider it in the best interests of shareholders to do so and the matter is required to be dealt with expediently. The approval will be effective until the Company's Annual General Meeting to be held in 2025, at which it is intended that a resolution to renew the authority will be proposed.

Recommendation
Full details of the above resolutions are contained in the Notice. The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

Note 1
A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed, they must not be appointed in respect of the same shares. To be effective, a copy of the enclosed personalised form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, not later than 48 hours before (excluding weekends and bank holidays) the time of the meeting or any adjustment thereof. The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands. On a vote by poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing.

To appoint more than one proxy, shareholders will need to complete a separate proxy form in relation to each appointment (you may photocopy the proxy form), stating clearly on each proxy form how many shares the proxy is appointed in relation to. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope.

Shareholders may appoint a proxy electronically rather than completing a hard copy proxy form. To do so, go to Computershare's URL: www.investorcentre.co.uk/eproxy where the following details, which can be found on your proxy card or in an email received from Computershare, will be required:

- *the meeting control number.*
- *your shareholder reference number; and*
- *your unique pin codes.*

For the electronic proxy to be valid it must be received by Computershare no later than 12.00 noon on Monday, 15 January 2024.

Note 2
In the case of joint holders, where more than one of the joint holders' purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members in respect of the joint holding (the first-named being the most senior).

Note 3
Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in Note 2 above does not apply to a Nominated Person. The rights described in that Note can only be exercised by registered members of the Company.

Note 4
Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business on 15 January 2024 shall be entitled to attend and vote at the aforesaid Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after close of business on 15 January 2024 (the specified time) shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Meeting. If, however, the Meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned Meeting or, if the Company gives notice of the adjourned Meeting, at the time specified in that notice.

Note 5
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Notice of Meeting

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

Note 6
As at the date of this Notice, the Company's issued share capital comprised 52,998,795 Ordinary Shares carrying one vote each, with no Ordinary Shares held in treasury. Therefore, the total voting rights in the Company was 52,998,795.

Note 7
In accordance with Section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:

a) to do so would:

   (i) interfere unduly with the preparation for the meeting; or

   (ii) involve the disclosure of confidential information;

b) the answer has already been given on a website in the form of an answer to a question; or

c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Note 8
Any corporation which is a member can appoint one or more corporate representative(s) who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.

Note 9

Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Note 10

A copy of this notice and any subsequent notices in respect of section 388A and any information required under section 311A of the Companies Act 2006 will be available on the Company's website www.majedieinvestments.com.

Note 11

The terms and conditions of appointment of Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the Meeting and at the place of the Meeting for a period of fifteen minutes prior to and during the Meeting.

Note 12

You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than these expressly stated.

Note 13

If a shareholder receiving this notice has sold or transferred all shares in the Company, this notice and any other relevant documents (e.g., form of proxy) should be passed to the person through whom the sale or transfer was affected, for transmission to the purchaser.

Note 14

Personal data provided by shareholders at or in relation to the Meeting will be processed in line with the Company's privacy policy.

Shareholder Information

Investment Manager and Alternative Investment Fund Manager

Marylebone Partners LLP
Second Floor
35 Portman Square
London W1H 6LR
Telephone: 020 3468 9910
Email: info@marylebonepartners.com

Company Secretary

Juniper Partners Limited
28 Walker Street
Edinburgh EH3 7HR

Registered Office

Dashwood House
69 Old Broad Street
London EC2M 1QS
Registered Number: 00109305 England

Depositary

J.P. Morgan Europe Limited
25 Bank Street
Canary Wharf
London E14 5JP

The Depositary acts as global custodian and may delegate safekeeping to one or more global sub-custodians. The Depositary has delegated safekeeping of the assets of the Company to J.P. Morgan Chase Bank N.A.

Solicitor

Dickson Minto W.S.
69 Old Broad Street
London EC2M 1QS

Website

www.majedieinvestments.com

Registrars

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
Telephone: 0370 707 1159

Shareholders should notify all changes of name and address in writing to the Registrars. Shareholders may check details of their holdings, historical dividends, graphs and other data by accessing www.investorcentre.co.uk.

Shareholders wishing to receive communications from the Registrars by email (including notification of the publication of the annual and interim reports) should register on-line at www.investorcentre.co.uk/ecomms. Shareholders will need their shareholder number, shown on their share certificate and dividend vouchers, in order to access both of the above services.

Auditors

Ernst & Young LLP
25 Churchill Place
Canary Wharf
London E14 5EY

Stockbrokers

J.P. Morgan Cazenove
25 Bank Street
London E14 5JP

ISIN

Ordinary: GB0005555221
Debenture 7.25% 31/03/2025: GB0006733058

Ticker

Ordinary: MAJE
Debenture 7.25% 31/03/2025: BD22

Sedol

Ordinary: 0555522
Debenture 7.25% 31/03/2025: 0673305

Key Dates in 2024

Annual General Meeting	17 January 2024
Interim results announcement	May 2024
Financial year end	30 September 2024
Final results announcement	December 2024
Annual Report mailed to shareholders	December 2024

Website

www.majedieinvestments.com

Share Price

The share price is quoted daily in The Times, Financial Times and The Daily Telegraph. You may purchase shares through a web-based investment platform or via your stockbroker or bank.

Net Asset Value

The Company announces its net asset value through the London Stock Exchange and on its website. The Financial Times publishes daily estimates of the net asset value and discount.

Capital Gains Tax

For capital gains tax purposes the adjusted market price of the Company's shares at 31 March 1982 was 35.875p per 10p share. Former shareholders of Barlow Holdings PLC are recommended to consult their professional advisers in this regard.

Warning to shareholders

Please be aware that there has been an increase in reports of share scams, where fraudsters cold-call investors offering a range of financial propositions. Majedie Investments PLC has not and would not instruct any third party to make an offer to our shareholders or to act on our behalf in this way. Therefore, Majedie Investments PLC would like to remind its shareholders to remain vigilant at all times. If you are in any doubt, or have any concerns, regarding an offer to purchase shares by a third party, please contact Computershare.

To find out more information on how you can protect yourself, please visit the Financial Conduct Authority (FCA) website: www.fca.org.uk/scamsmart, or call the FCA's consumer helpline: 0800 111 6768.

www.majedieinvestments.com