



**Blackfinch Spring VCT plc**  
**Annual Report and Financial Statements**  
For the year ended 31 December 2021

Companies House Number 12166417

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## Highlights

### Offer for Subscription

In the year ended 31 December 2021, the Company's offers for subscription raised £8,113,233 (2020: £3,973,416), with the issue of 8,721,908 (2020: 3,911,937) shares.

### Investments

The Company made 13 qualifying investments in the period, for a total of £5.1m and adding 11 companies to its portfolio. A loss of £0.5m was realised on the investment in portfolio company Movebubble Limited, which is being liquidated (further details are contained in the Chairman's Statement below). However, there was an unrealised gain of £1.2m on other investments, which resulted in a net increase in investment value of £0.6m up to £7.0m overall.

### Net Asset Value ("NAV") Movement

The NAV per share dropped back from 94.08p to 93.08p, a much smaller reduction than last year, as the investment gain above helped offset both the effect of continued operational costs and the realised loss on Movebubble.

### Dividends

No dividends have been paid or are proposed this early in the life of the Company.

Summary Data	Year ended 31/12/2021	Period ended 31/12/20
Net Asset Value ("NAV")	£11,759,947	£3,680,389
Shares in issue	12,633,843	3,911,937
NAV per ordinary share	93.08p	94.08p
Share price	85.00p	93.00p

### Investment Objective

The objective of the Company is to invest in early-stage technology-enabled companies with a strong focus on research and development and innovation, which gives the potential for high growth. Investments are targeted in unquoted companies where there is likely to be a reasonable prospect of a trade sale or clear exit strategy in due course.

# Chairman's Statement

I am pleased to be writing to Shareholders to present the Report and Accounts annual review for Blackfinch Spring VCT plc (the 'Company') for the year ended 31 December 2021.

## Accelerated fundraising

During the year the Company allotted a further 8,721,908 shares, raising £8.1m which was more than double the £3.9m in the sixteen-month period to the end of December 2020. These figures include the first allotment of the Company's third offer, which opened on 3 September 2021. It is very encouraging to see this increased confidence in the Company's ability to deliver returns through investments in technology-enabled start-ups.

## An expanding portfolio

Investment activity has increased even more significantly in the year. Investments have been made into a further eleven innovative businesses, taking the portfolio from just three companies at the start of the year to a total of 14. This expansion has greatly enhanced diversification, with companies representing a broad range of technology sectors from sleep and workplace wellbeing, to marketing and business supply chain management. In total, £6.3m has now been invested – £5.1m of it in this period – appreciably more than the £3.7m total value of assets at the start of the year.

## Emerging from COVID-19

The shocks of repeated COVID-19 lockdowns continued to exert significant influence on many early-stage businesses, particularly in the early part of the year.

Portfolio company Movebubble had performed strongly in the first lockdown of 2020 ahead of our investment, but as we reported last year it was hit much harder in the second at the end of the year, which led to the departure of its founding CEO early in 2021. The Investment Manager provided extensive support, quickly helping secure the appointment of an experienced new CEO, and your Company provided a small additional investment alongside other investors to fund a recovery plan. Unfortunately, despite good progress in many areas of the business, revenue continued to decline. A proposed rescue deal for further investment in the autumn fell through and regrettably the business is going to be liquidated. A £0.55m loss on the full cost of investment has been realised.

More positively, other portfolio companies either saw sustained growth throughout the pandemic or have already recovered strongly. Whilst COVID-19 may still be affecting our lives, with the exception of Movebubble the innovative early-stage businesses in our portfolio have proved their resilience and are already helping to build the post-pandemic future.

## First investment gains

It is particularly encouraging to see the performance of the portfolio companies starting to feed through to increased investment values. As expected, in the first part of the year in which all investments were held at cost, the NAV per share declined in line with costs from 94.08p to a low of 89.46p at the end of the third quarter. However, the

revaluations at the end of the fourth quarter delivered an aggregate investment return of £0.62m despite the loss on Movebubble. Ten companies increased in value, with the increase in each case being driven by revenue growth. Notable increases were in Spotless Water, up 54% over the year, and Cyclr and Startpulsing, up 39% and 37% respectively. Overall, the NAV per share has consequently started to increase and is back up to 93.08p.

### **A healthy pipeline**

The Investment Manager reports a strong pipeline of additional investment opportunities as we head into 2022.

They include high-growth businesses that are new to the manager, as well as follow-on funding for firms that have already proven themselves in either the Company's portfolio or the manager's earlier stage Enterprise Investment Scheme ("EIS") portfolios. Details of some are given on page 30 to 35. It is likely that several deals will close in the next quarter.

### **Outlook**

The Company has made excellent progress towards its objectives over the last year. The Investment Manager has also continued to strengthen the capacity and expertise of its team. While the war in Ukraine is creating global uncertainty, a review of the Company's portfolio showed there to be no direct impact from the conflict. It nonetheless remains a risk given the impact on supply chains and economies around the world. However, with strong inflows from the current offer as we head into 2022, good overall growth across the portfolio, and an exciting pipeline of innovative new technology-enabled businesses seeking investment, the overall prospects for the next year are positive. As your company scales up, benefits will be seen in economies of scale and diversification. I look forward to the next report to Shareholders.

### **Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417

For any matters relating to your shareholding in the Company, please contact The City Partnership (UK) Limited on 01484 240 910, or by email at [registrars@city.uk.com](mailto:registrars@city.uk.com). For any other matters please contact Blackfinch Investments Limited ("Blackfinch") on 01542 717 070 or by email at: [enquiries@blackfinch.com](mailto:enquiries@blackfinch.com). Blackfinch maintains a website for the Company: [www.blackfinch.ventures/vct](http://www.blackfinch.ventures/vct)

## The Board

### Peter Lionel Raleigh Hewitt (Non-executive Chairman):

Peter has been a director of 13 public companies over the last 30 years, chairing 7 of these including 7 years as Chairman and CEO of an AIM quoted construction and facilities management business, which he founded and built from zero to £25m turnover and 400 people in 4 years. He is Co-Chairman and co-founder of Universal Defence and Security Solutions Limited, Chairman of Vordere Limited and a non-executive director of Terra Mater Renewables Investments AB.

Peter is a former Alderman of the City of London and inaugural Chairman of the City's £20m Social Investment Fund, creating investment strategy and policy. Peter is also an individually Chartered Fellow of the Chartered Securities Institute; a Justice of the Peace on the supplemental list and an Honorary Group Captain in 601 (County of London) Squadron, RAuxAF, where his role is to partner with the SLT of the RAF.

### Kate Jones:

Kate's career spans senior investment leadership and Board roles in the financial services industry including the Pension Protection Fund, JP Morgan, BlackRock, Schroders and M&G. She began her career as a portfolio manager at Prudential M&G before playing an instrumental role in the growth of BlackRock's Solutions business where she built and led the portfolio management function with responsibility for over £300bn of assets.

She is Non-Executive Chair at the Pension Protection Fund and Non-Executive Chairman of JPMorgan Funds Limited. Working with senior executives in multiple sectors across the UK., Kate is also the co-founder of executive coaching business &become.

### Reuben Wilcock:

Reuben's expertise in advising early-stage companies has developed through a background spanning academia, technology start-ups and startup acceleration. He has founded or co-founded four technology start-ups including Joulo, a smart home energy spinout which won the 2013 British Gas Connected Homes award and was acquired by Quby in 2014, and Bar Analytics, an IoT start-up that enables global brands to monitor beer quality and sales.

With a PhD in Electronics, Reuben has extensive product design experience with deep technical knowledge of hardware, software and manufacturing. He is an inventor on five patents and named author on over 45 peer reviewed publications

ranging from integrated circuit design to genetic algorithms. Before joining Blackfinch, Reuben was a leading figure in entrepreneurship at the University of Southampton where he sat on its IP Panel for five years, guiding the commercialisation of research innovations through licensing and spinouts.

Reuben is a Royal Academy of Engineering award winning entrepreneur, and the lifetime membership that affords has offered visibility of some of the most innovative university spinouts in the UK. In 2015 Reuben founded and ran the Future Worlds accelerator, mentoring over 250 entrepreneurs and 50 companies over a four-year period. Companies included 5G silicon IP spinout Accelercomm, AI computer vision company Aura Vision, IoT transport startup Route Reports and HGV data analytics company Dynamon. Whilst at Future Worlds, Reuben also developed the business plan and was the execution partner for the Z21 Fund, run in partnership with the Solent LEP.

## Investment Manager's Review

Following the COVID-19 challenges of 2020 we have been delighted at the high quality of innovative technology-enabled businesses seeking investment in the last year. We have been able to be highly selective while still investing in 11 new companies across a wide range of different sectors. The increase in portfolio size and diversification has significantly reduced concentration risk.

Three of the new investments were into existing Blackfinch EIS portfolio companies that the Ventures team had been tracking closely for some time. Kokoon, for example, is a business offering innovative technology to help the huge number of people who struggle to sleep. Blackfinch had supported it in selling its first product and in developing a more usable, lower-cost version. The Company has now invested following the successful launch of this new product.

Whilst the other seven companies were new to Blackfinch, they were all co-investments with the EIS Portfolios. This co-investment enabled the Company to gain access to larger, more attractive deals than would have been possible on its own. All were into companies with a clear track record of delivery that offer exciting prospects for growth and returns. Two of these new companies have already been approached by potential acquirers, although such approaches have not been progressed as the potential for longer-term returns is greater.

The one disappointment has been portfolio company Movebubble, which had faced significant lockdown challenges that led to the departure of its founding CEO. The Ventures team provided extensive support, quickly securing the appointment of an experienced new CEO and helping set a new strategy for growth backed by a small additional investment. He did well at restoring the value delivered to customers but still struggled to rebuild revenue. We proposed a rescue deal but ultimately Movebubble has been unable to raise sufficient additional funding. A loss of £550k on the investment has been realised.

However, other portfolio companies have more than compensated, with good revenue growth leading to a £1.2m increase in investment value.



Increases were delivered by ten companies, which had collectively seen their revenue grow 42% since the investments were made. The biggest increase of £247k – over 50% of the cost of investment – came from Spotless Water which not surprisingly was a 2020 investment that had longer to grow. However, other companies are catching up, notably Cyclr and Startpulsing, which had increases of £196k and £184k respectively based on particularly rapid revenue growth. We consequently remain confident in the outlook for the portfolio.

As a signatory to the Principles for Responsible Investment (PRI), Blackfinch has continued to incorporate Environmental, Social & Governance (ESG) considerations in all its investment activity. ESG concerns long-term risks and opportunities that are well aligned with the Company's long-term objectives. It is also increasingly attracting high-quality start-ups that share these values. One of the newer portfolio companies is CultureShift, which has a clear mission to tackle workplace bullying and harassment, and in doing so is delivering impressive financial growth. The portfolio as a whole is increasingly set to change the way we live and work for the better.

Our Ventures team has been further strengthened during the year, with the addition of several Venture Partners and an experienced director in the investment team. Another senior member of the investment team is set to join at the start of 2022 to help manage the growing portfolio. With increased capacity in the team, and no shortage of highly promising start-ups feeding through, I have high hopes for the year ahead.

**Richard Cook**

*Founder and CEO, Blackfinch Investments Limited*

20 April 2022

# Investment Manager's Review

## Environmental, Social and Governance Policy ("ESG")

The Blackfinch Ventures team believes every one of our portfolio companies should make at least a small net positive contribution to the world, and that doing so in a responsible, sustainable manner not only benefits society and the planet but also reduces long-term investment risk.

Public sentiment is increasingly concerned with social practices, with the environment in general, and with climate change in particular. Companies that ignore such issues face an ever-greater risk of losing both customers and talented employees. Good governance underpins management of these risks alongside more conventional business ones, maximising the prospects of long-term sustainable success for individual companies and the investments made in them. To this end Blackfinch Ventures applies a formal ESG Policy to the investments they make on behalf of the Company.

Environmental considerations include not just climate change but also reducing pollution and waste, and the sustainability of raw materials. The Social element means actively working towards a healthier and higher quality of life for all stakeholders, including employees and customers; it includes human rights, diversity, data privacy, and fair working practices. Governance is concerned not just with management structures and risk analysis, but with a culture of transparency, honesty, and integrity. We assess these aspects both from formal due diligence questions and from conversations with founders, employees, and customers.

Investing in growing, technology-enabled businesses that address real-world needs naturally leads us to support those that are set to change the way we live and work for the better. However, we do not take this for granted and assess each company in several respects: its central purpose, what it really does in

pursuit of that purpose, the manner of conducting its business, and importantly the attitude of its team. Few early-stage companies have formal ESG policies of their own, but they must recognise the importance of the principles involved and place them above short-term business gain.

Whilst all portfolio companies aim to deliver an economic benefit – creating jobs and growing the economy – some additionally have an explicit environmental or social purpose. Transreport democratises access to public transport for people with limited mobility by making it easy for them to book assistance throughout their journeys; and Cultureshift is similarly finding very strong demand for its platform to help large organisations tackle workplace bullying and harassment. Other companies provide such benefits indirectly. For example, Brooklyn Vendor Assurance includes the capability in its platform to help large companies manage their suppliers' ESG performance and progress.

# Investment Manager's Review

## Investment Portfolio

Investment	As at 31 December 2021			As at 31 December 2020		
	Cost £	Valuation £	% of total assets value	Cost £	Valuation £	% of total assets value
Brooklyn Supply Chain Solutions Ltd	500,000	527,720	4.5	-	-	-
Client Share Ltd	400,000	462,418	3.9	-	-	-
Cultureshift Communications Ltd	500,000	624,376	5.3	-	-	-
Cyclr Systems Limited	500,000	695,943	5.9	-	-	-
Edozo Limited	200,000	227,534	1.9	-	-	-
Illuma Technology Ltd	700,000	736,685	6.3	-	-	-
Kokoon Technology Ltd	200,000	200,000	1.7	-	-	-
Movebubble Limited	549,997	-	-	399,997	399,997	10.87
Odore Limited	430,000	430,000	3.7	-	-	-
Spotless Water Ltd	500,000	684,289	5.8	459,278	459,278	12.48
Startpulsing Limited	459,278	706,055	6.0	-	-	-
Tended Ltd	200,000	200,000	1.7	-	-	-
Transreport Limited	500,000	647,155	5.5	400,000	400,000	10.87
Watchmycompetitor.com Ltd	700,000	819,350	7.0	-	-	-
<b>Total fixed asset investments</b>	<b>6,339,275</b>	<b>6,961,525</b>	<b>59.2</b>	<b>1,259,275</b>	<b>1,259,275</b>	<b>34.225</b>
Net current assets	<b>4,798,422</b>	<b>4,798,422</b>	<b>40.8</b>	<b>2,421,114</b>	<b>2,421,114</b>	<b>65.78</b>
<b>Net assets</b>	<b>11,137,697</b>	<b>11,759,947</b>	<b>100.0</b>	<b>3,680,389</b>	<b>3,680,389</b>	<b>100.00</b>

Three investments had been made in the previous year; two received small follow-on investments in the first half of this year. The remaining 11 investments were into new companies, of which three originated as Blackfinch EIS Portfolio companies, while the remainder were new co-investments with the Blackfinch EIS Portfolios.

The one investment made in December has been held at cost, while two other investments made in the second half of the year have also seen no change in value as judged by their progress against milestones. Movebubble Limited has realised a loss of the full investment value of £549,997, as explained on page 12. However, the remaining 10 investments which have all been valued based on a financial multiple have each increased in value, with an aggregate unrealised gain of £1,172,247.

# Investment Manager's Review

## Investment Portfolio



Trading as Brooklyn Vendor Assurance, the company has created a platform that allows the world's largest businesses to manage all aspects of their supplier contracts. The solution promotes governance throughout an organisation in areas including risks, performance, ESG, and compliance. Brooklyn's customers include large enterprises such as Danske Bank and Sainsburys, the product being unique in catering for the very complex needs of the world's largest organisations who spend millions on compliance and governance each year.

<b>Company sector</b>	Supply Chain Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/12/20</b>	£(395,338)
<b>Net assets 31/12/19</b>	£(93,764)
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£500,000
<b>Value of investment</b>	£527,720
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	6.5%
<b>Initial investment date</b>	March 2021

\* Revenue and profit are not publicly available because only abbreviated accounts are filed at Companies House.

# Investment Manager's Review

## Investment Portfolio



Clientshare specialises in increasing the strength of relationships between buyers and suppliers through its easy-to-use online technology platform. Its service governance offering targets information gaps in professional contracts and relationships, increasing customer retention, and reducing churn. Clientshare is helping define the 'Service Governance Space' and its customers include large enterprises such as EY, HP and Compass Group.

<b>Company sector</b>	Service Governance Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/12/20</b>	£192,174
<b>Net assets 31/12/19</b>	£179,255
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£400,000
<b>Value of investment</b>	£462,418
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	6.3%
<b>Initial investment date</b>	March 2021

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# Investment Manager's Review

## Investment Portfolio

### CULTURE SHIFT

Culture Shift is a purpose-driven company that is on a mission to improve workplace mental health, equality and wellbeing. Its software-as-a-service platform allows the reporting and effective management of incidents of bullying and harassment, whilst analytics and insights help companies reduce the frequency of such incidents and improve their overall culture. Having already established a major position amongst universities, Culture Shift is making strong inroads into other sectors.

<b>Company sector</b>	HR Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/03/2021</b>	£264,464
<b>Net assets 31/03/2020</b>	£980,938
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£500,000
<b>Value of investment</b>	£624,376
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	7.7%
<b>Initial investment date</b>	August 2021

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# Investment Manager's Review

## Investment Portfolio



Cyclr has a plug-and-play solution that helps software companies connect their product to data from third-party platforms. The solution avoids having to develop these 'integrations' from scratch, enabling clients to satisfy requests for new integrations far faster and at a fraction of the cost of developing them internally. Cyclr's elegant solution to this problem is applicable globally, connects to over 300 of the world's most popular platforms, and its graphical, no-code approach sets it apart from the competition.

<b>Company sector</b>	Software Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 30/11/20</b>	£(136,294)
<b>Net assets 30/11/19</b>	£124,753
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£500,000
<b>Value of investment</b>	£695,943
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	6.5%
<b>Initial investment date</b>	March 2021

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# Investment Manager's Review

## Investment Portfolio



Edozo has created an online web platform that increases the accuracy and efficiency of commercial property research and valuation. Its innovative mapping tool can highlight boundaries in a single click and its valuation database is organically populated by a growing customer list. The company's long-term goal is to develop a completely automated commercial property valuation tool.

<b>Company sector</b>	Property Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/12/20</b>	£1,228,999
<b>Net assets 31/12/19</b>	£1,537,364
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£200,000
<b>Value of investment</b>	£227,534
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	2.4%
<b>Initial investment date</b>	June 2021

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# Investment Manager's Review

## Investment Portfolio



Illuma is a digital advertising company that offers advanced technology designed to select the best websites on which to deploy adverts to generate the highest response rates. Its artificial intelligence learns in real-time, determining the optimum context in which to place any given advert. It does so ethically without the use of cookies or users' personal data, unlike many competing technologies which it regularly outperforms in benchmark tests.

<b>Company sector</b>	Advertising Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/12/20</b>	£356,132
<b>Net assets 31/12/19</b>	£562,520
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£700,000
<b>Value of investment</b>	£736,685
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	9.6%
<b>Initial investment date</b>	August 2021

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# Investment Manager's Review

## Investment Portfolio



Kokoon is a sleep technology company whose well designed noise-cancelling headphones include bio-sensors that measure when you fall asleep, automatically fading out audio and introducing masking white noise to protect against disturbances. The connected app offers guided audio content, developed with sleep scientists, to help improve sleep and relaxation, helping users switch off. The company recently launched an award-winning new in-ear version of its headphones.

<b>Company sector</b>	Sleep Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/12/21</b>	£177,799
<b>Net assets 31/12/20</b>	£(483,166)
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£200,000
<b>Value of investment</b>	£200,000
<b>Basis of valuation</b>	Milestone progress
<b>Equity held by Blackfinch Spring VCT</b>	1.8%
<b>Initial investment date</b>	July 2021

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# Investment Manager's Review

## Investment Portfolio

### ODORE

Odore is a subscription platform that provides brands with a unique insight into customer intentions and shopping habits. The company collects data from consumers that can be used to create personalised campaigns for particular demographics, thereby increasing conversion and retention rates. The data collected is a combination of web analytics coupled with 'zero party' data that a customer intentionally and proactively shares with the brand.

<b>Company sector</b>	Marketing Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/03/21</b>	£539,865
<b>Net assets 31/03/20</b>	£73,283
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£430,000
<b>Value of investment</b>	£430,000
<b>Basis of valuation</b>	New investment
<b>Equity held by Blackfinch Spring VCT</b>	4.3%
<b>Initial investment date</b>	December 2021

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# Investment Manager's Review

## Investment Portfolio



Spotless Water offers the UK's first self-service, technology-driven, ultra-pure water distribution network. Its platform allows window-cleaning businesses to fill up on ultra-pure water at easy-access filling stations across the UK. Incredibly, this industry uses 40 million litres a day and additional verticals include car cleaning, dentistry, and even aquariums.

<b>Company sector</b>	Water Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 30/04/21</b>	£1,448,638
<b>Net assets 30/04/20</b>	£809,853
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£459,278
<b>Value of investment</b>	£706,055
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	3.8%
<b>Initial investment date</b>	October 2020

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# Investment Manager's Review

## Investment Portfolio



**OnePulse**

Startpulsing Ltd, trading as OnePulse, allows global brands to gain feedback on ideas in real time from a community of thousands. With responses coming in minutes, it helps companies carefully tailor their products and campaigns to ensure that customers are happy and engaged. It also allows consumers to directly impact the decision making of companies they use every day whilst earning money and staying on top of product releases.

<b>Company sector</b>	Marketing Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/07/21</b>	£618,340
<b>Net assets 31/07/20</b>	£(1,527,737)
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£500,000
<b>Value of investment</b>	£684,289
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	7.1%
<b>Initial investment date</b>	March 2021

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# Investment Manager's Review

## Investment Portfolio



Tended designs intelligent personal safety wearables. Its patent-pending technology uses machine learning to automatically monitor a user's safety and alert a key contact in the event of an accident or emergency. It saw considerable success during the pandemic with a reliable social distancing product, but now focuses primarily on the safety of lone workers in large organisations.

<b>Company sector</b>	Safety Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 30/06/21</b>	£(427,400)
<b>Net assets 30/06/20</b>	£5,720
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£200,000
<b>Value of investment</b>	£200,000
<b>Basis of valuation</b>	Milestone progress
<b>Equity held by Blackfinch Spring VCT</b>	3.0%
<b>Initial investment date</b>	September 2021

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# Investment Manager's Review

## Investment Portfolio



Transreport's innovative technology platform makes it easy for people with reduced mobility to book and receive the special assistance they need for a journey. As well as this Passenger Assist app, the firm has developed a suite of products targeting the rail industry's digital transformation, and it has a strong vision to address journeys spanning rail, air and road. The Company invested a further £100,000 in the final phase of Transreport's overall funding round of £2.3m and to avoid a dilution of its shareholding in this promising business.

<b>Company sector</b>	Transport Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 30/12/20</b>	£1,359,165
<b>Net assets 30/12/19</b>	£473,764
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£500,000
<b>Value of investment</b>	£647,155
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	6.0%
<b>Initial investment date</b>	December 2020

\* Revenue and profit are not publicly available because only abbreviated accounts are filed at Companies House.

# Investment Manager's Review

## Investment Portfolio



WatchMyCompetitor is a business intelligence software-as-a-service company that tells customers what their competitors are doing, from price adjustments to product launches and leadership changes. Its dashboard summarises current insights, whilst daily feeds – automatically generated but curated by a human analyst – keep customers on top of any rapidly changing market.

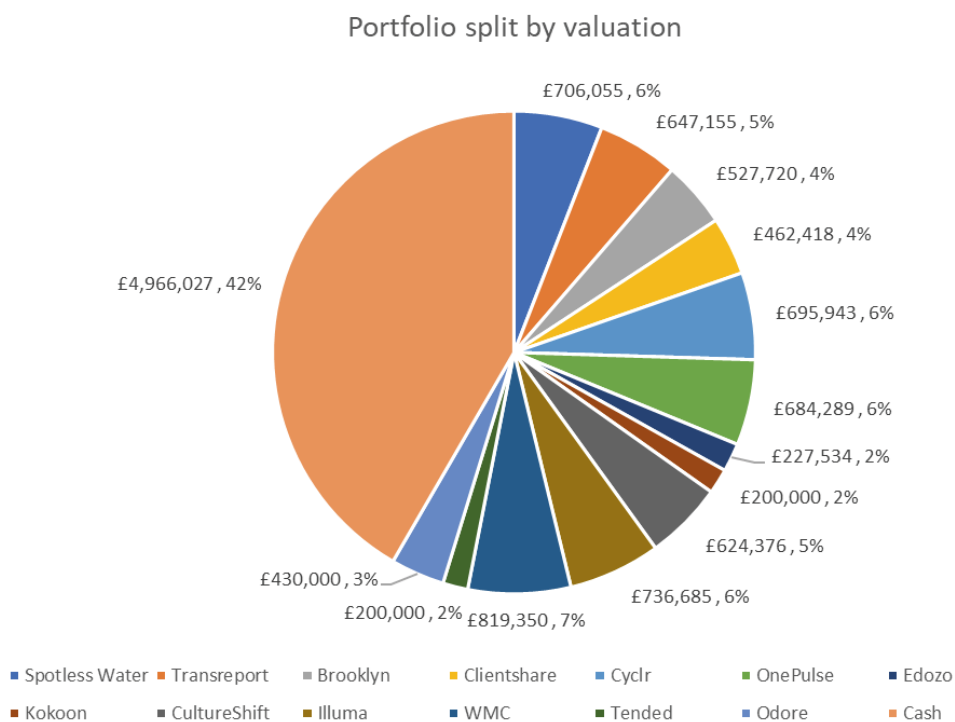
<b>Company sector</b>	Market Intelligence Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity
<b>Net assets 31/12/2020</b>	£37,221
<b>Net assets 31/12/2021</b>	£94,678
<b>Revenue and profit</b>	n/a *
<b>Cost of investment</b>	£700,000
<b>Value of investment</b>	£819,350
<b>Basis of valuation</b>	Revenue Multiple
<b>Equity held by Blackfinch Spring VCT</b>	7.7%
<b>Initial investment date</b>	August 2021

\* Revenue and profit are not publicly available because only abbreviated accounts are filed at Companies House.

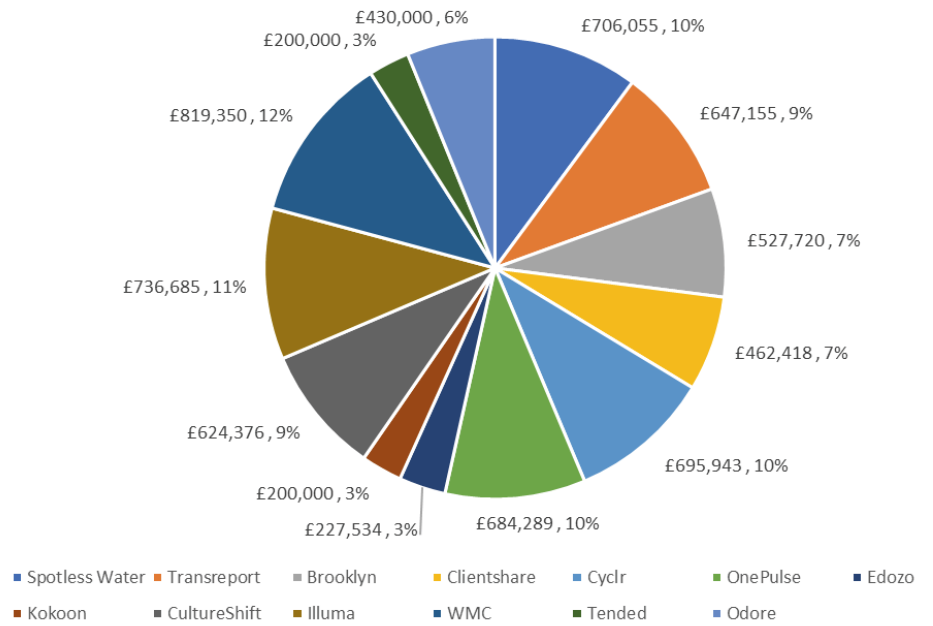
# Investment Manager's Review

## Portfolio Statistics

By the end of the reporting period, 42% of the Company's £11.9m assets were held in cash while 58% was invested in qualifying portfolio companies. A full break-down is shown in the chart below. The thirteen investments also represent full investment of the total amount raised during the financial period ending 2020, meaning the VCT has hit both the VCT investment rules, which require the VCT to invest 30% of funds in qualifying investments by the end of the next financial period (2022) and 80% of funds in qualifying investments by the end of the following financial period (2023).

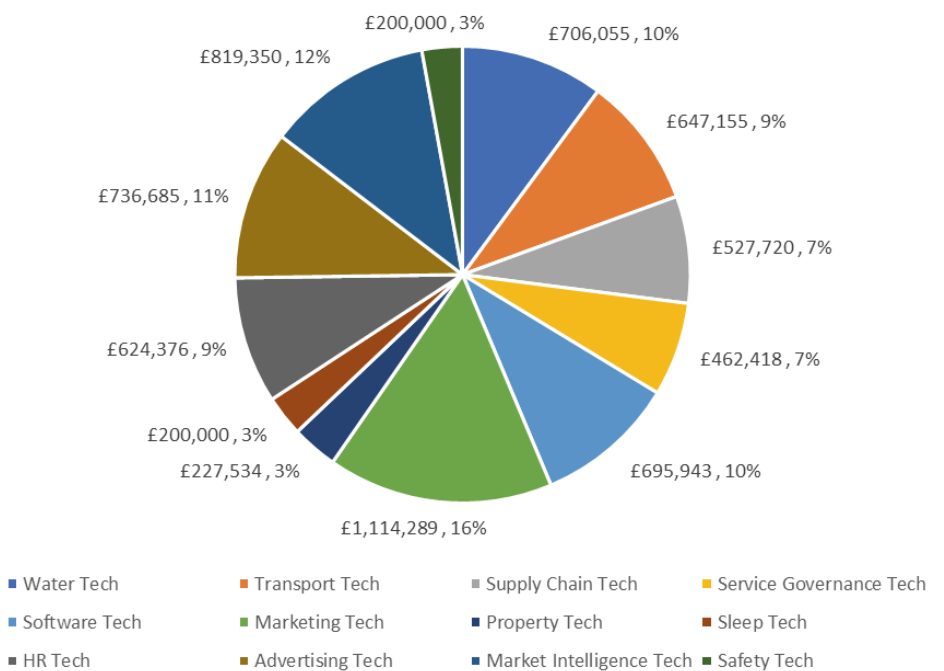


Portfolio split by valuation (excl. cash)

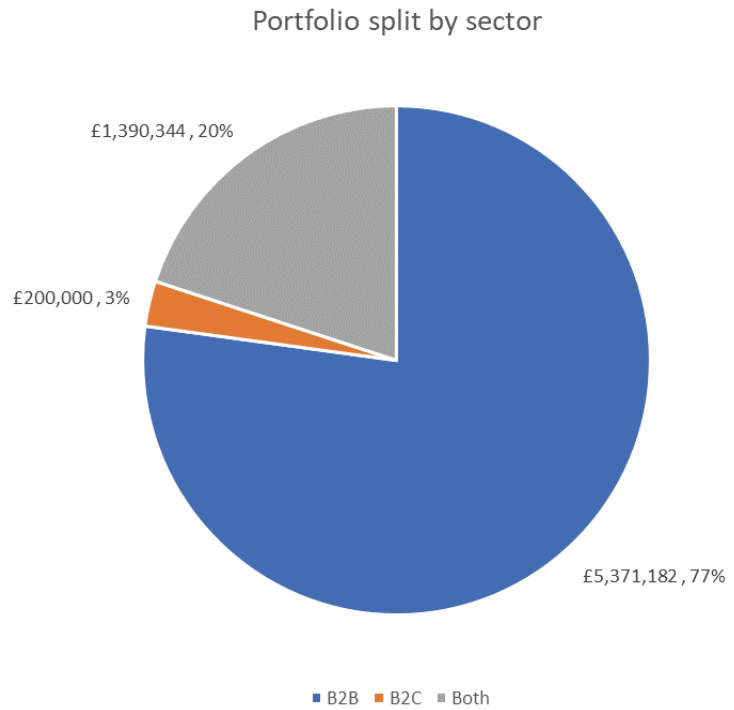


The thirteen investments to date are in distinct industry sectors, illustrating the diversification that is being built into the portfolio. We plan to continue this diversification with the next investments.

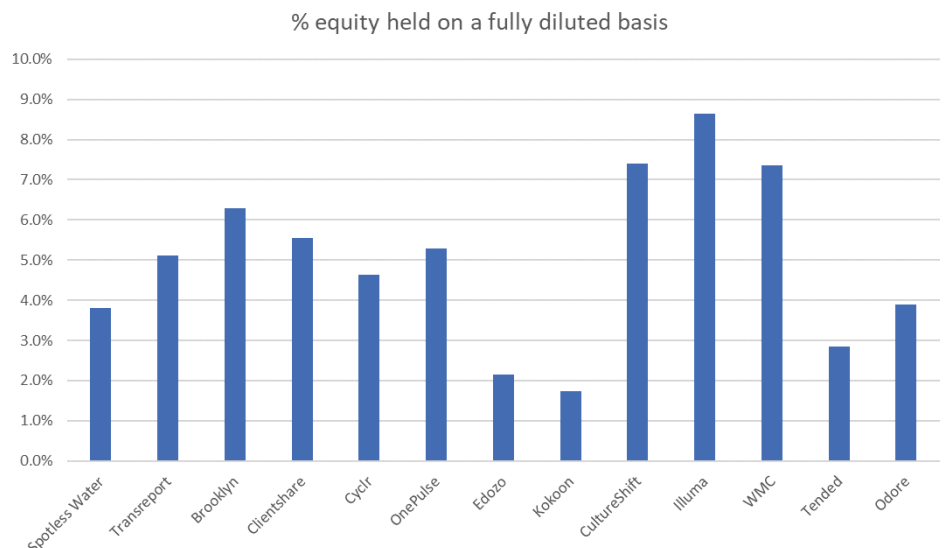
Portfolio split by industry



The portfolio has a B2B focus, but some investments target B2B alongside B2C. Kokoon is currently the only portfolio company with a B2C focus.



The Company holds a small stake in each of its portfolio companies, each currently 1.5–9%. This range is larger than last year, representing the wider spread of investment amounts into individual companies. Whilst the portfolio continues to be built out and diversified it is likely that forthcoming investments will be of a similar size and equity holding, although the range is likely to continue to increase over time.



## Investment Manager's Review

### Pipeline Overview

The Investment Manager continues to benefit from a solid pipeline of opportunities. Some of the new companies being considered for investment are described below, though it is likely that not all will complete as they move further through the evaluation process.

#### Company 1

A company with impressively consistent growth that has developed an employee relationship platform. It is led by an exceptionally capable founder who has an impressive track record founding and exiting three previous start-ups. The company's platform has clearly differentiated market positioning and is steadily accumulating more and more customers.

<b>Company sector</b>	HR Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity

# Investment Manager's Review

## Pipeline Overview

### Company 2

A dynamic business facilitating the rapid roll-out of home electric car chargers. Its online platform connects manufacturers, installers and end-customers, making it quicker and cheaper to get a charger at home, with much less hassle. The founder has prior experience running and exiting a successful start-up in a similar space, and he is growing this new business impressively quickly.

<b>Company sector</b>	Electric Car Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity

# Investment Manager's Review

## Pipeline Overview

### Company 3

An innovative company developing artificial intelligence-powered conversational tools, primarily chatbots, to enhance customer service. Its platform is simple to set up, requiring no technical expertise, and even suggests improvements as it learns what is asked. In the front-line of customer service, it is delivering instant service while saving considerable cost.

<b>Company sector</b>	Customer Service Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity



# Investment Manager's Review

## Pipeline Overview

### Company 4

An exciting early-stage company already delivering big benefits to eCommerce businesses, with its simple, centralised software tools to manage customer messages across multiple channels including shopping platforms and social media. The founders have excellent experience in the space and have already delivered very consistent initial growth.

<b>Company sector</b>	eCommerce Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity

# Investment Manager's Review

## Pipeline Overview

### Company 5

A high-growth market research business led by experienced founders with an excellent record of successful exits. They offer a sophisticated online platform that gives enterprises accurate information about consumer habits directly from those consumers' phones. Individuals are incentivised to provide their data and are always explicitly in control of what they do share.

<b>Company sector</b>	Market Research Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity

# Investment Manager's Review

## Pipeline Overview

### Company 6

An impressive recruitment technology business with an online platform built for the retail and hospitality sectors. Its modern CV-less app has strong appeal to the target Gen Z workforce. It's run by a highly tenacious founder who successfully navigated the dire impacts of the pandemic to achieve superb growth and several major enterprise customer sign-ups in the last year.

<b>Company sector</b>	Recruitment Tech
<b>Stage</b>	Scale-up
<b>Asset class</b>	Equity

# Strategic Report

## Investment Policy, Strategy and Objectives

### Investment Policy

The Company will focus its investment in unquoted companies with some or all of the following characteristics:

- Early-stage and technology-enabled with a focus on research and development
- The capability to grow quickly through disrupting their markets
- Strong performance against previous investment round milestones

The Company's portfolio companies will be:

- requiring investment of at least £0.2 million
- entering large growing markets and have the potential for high return multiples
- generally able to show evidence of product-market-fit

### Investment Strategy

The Company will invest in early-stage technology-enabled companies with a strong focus on research and development and innovation, which gives the potential for high growth alongside reasonable exit timescales and underpinned by clear ESG values. To be considered for investment, companies must be capable of growth through disrupting large growing markets, typically of at least £1bn, and be capable of achieving significant exit multiples. Highly regulated industries, for example medical technology, are considered only in exceptional cases due to the timescales involved in bringing products to market.

A key premise of the strategy is identifying companies that have already delivered convincingly on the milestones associated with any previous investment rounds. Companies will need to show evidence of product-market-

fit through traction, often in the form of revenue, which is a strong indicator they are past the inflection point of their growth curve. They will also need to demonstrate an ability to control the acquisition of new customers, typically verifying the success of campaigns through carefully monitored growth metrics. Companies showing these characteristics have a higher chance of efficient, quantified growth, which is a key ingredient for future success.

When assessing investment opportunities, strong emphasis is placed on the founding team who must be highly motivated, driven, and have a track record of making excellent decisions under pressure. This team must complement each other in their skills, which should, in aggregate, cover the core operating areas of the company. Their interests must be strongly aligned to increasing the valuation of the company and their own shareholding or options, rather than only short term personal remuneration. The team's work ethic is constantly assessed as is their responsiveness, as a measure of how prepared they are for the challenges of entering the next stage of their company's growth. Every company that is selected for potential investment will have to pass through a comprehensive due diligence exercise which aims to test its innovations, financials and VCT eligibility. A relevant technical expert will spend a day with the company to assess the proposition and status, from high level architecture to low level code and designs. Analysts model the company's performance and growth, and a VCT tax specialist will typically be instructed to determine whether the investment is expected to be VCT qualifying.

Diversification is intended to be achieved across both sector and stage, with the Company planning to invest in a broad range of high-calibre technology enabled opportunities across many sectors. Although Series A is preferred, the Company diversifies stage risk by balancing earlier opportunities with those slightly further along their traction curve. This approach gives the potential for significant returns whilst mitigating the effect of companies that underperform or fail. The Company will typically invest in opportunities that are bringing disruptive innovations to large growing markets and are capable of significant exit multiples.

The Investment Manager's existing Blackfinch Ventures EIS Portfolio service creates a strong opportunity for follow-on co-investment. If approved by the Board and compliant with VCT Rules, these opportunities should benefit from

a higher chance of success due to a deep understanding of the proposition and growth data from previous years as a portfolio company. Co-investments of this nature may be made at different times and on different terms to those of Blackfinch Ventures EIS Portfolios. Where co-investments are made simultaneously, an allocation policy determines the proportion of the overall investment made by each of the EIS Portfolios and the Company, with approval required from the Investment Committee and in some cases the Investment Manager's Conflicts Committee. Approval of this Conflicts Committee is also required in handling any subsequent conflict between the funds for the investment.

Where possible, the Investment Manager will look to lead on the investment round to ensure that timescales and due diligence are within its control. This approach reduces technology, company and compliance risk and, for founders, the speed and confidence of execution is attractive, resulting in a pick of the better opportunities. By the nature of focussing on early-stage investments, the Company will often co-invest with other investment firms and will look to secure strong working relationships with those firms during and after the deal making process.

The Investment Manager will not appoint its own manager or partner as the NED on the board of its portfolio companies. Instead, where appropriate it aims to appoint the NED from its network of Venture Partners who are experienced founders, industry leaders and experts brought together for this purpose. These Venture Partners add meaningful value through their experience and network, and founders are increasingly citing this approach as a key differentiator. The Investment Manager's portfolio team work with the Venture Partners, and also collect monthly financial and KPI data from the companies.

## Qualifying Investments

Qualifying Investments comprise investments in companies which are carrying out a qualifying trade (as defined under the relevant VCT legislation), and have a permanent establishment in the UK, although some may trade overseas. The Qualifying Companies in which investments are made must have no more than £15 million of gross assets immediately prior to the investment (or £16 million immediately after the investment), fewer than 250 employees (or fewer than

500 employees in the case of a Knowledge Intensive Company) and generally cannot have been trading for more than seven years (or ten years in the case of a Knowledge Intensive Company) at the time of the Company's investment. Several other conditions must be met for an investment to be classed as a VCT Qualifying Investment.

The Company intends to invest the net proceeds of the Offer in acquiring a portfolio of Qualifying Investments complying with VCT legislation. At least 30% of the funds raised will be invested in Qualifying Investments within 12 months of the end of the Company's accounting period in which the relevant Shares were allotted, and at least 80% of its net assets will, by the start of the Company's accounting period in which the third anniversary of the date the relevant shares are allotted falls and continuously thereafter, be invested in Qualifying Investments.

## Non-Qualifying Investments

No non-qualifying investments were made during the year. Funds not invested in Qualifying Investments were held in cash.

Subject to the rules applicable to VCTs, funds not employed in Qualifying Investments may nonetheless be invested in a limited range of investments for the purposes of liquidity management, specifically in listed shares, shares or units in alternative investment funds and UCITS (each of which must be redeemable on seven days' notice by the investor) and short-term cash deposits. These may generate limited additional returns for investors and mitigate against a rise in value of competing companies. Such investments are subject to market fluctuations.

## Borrowing Policy

The Company has no present intention of utilising gearing as a strategy for improving or enhancing returns. Under the Company's Articles of Association, the borrowings of the Company will not, without the previous sanction of the Company in general meeting, exceed 25% of the aggregate total amount received from time to time on the subscription of shares in the Company.

## Share Buyback Policy

The shares are traded on the London Stock Exchange's main market for listed securities. Although it is likely that there will be an illiquid market for such shares and, in such circumstances, shareholders may find it difficult to sell their shares in the market, the Company intends to pursue an active buy back policy to improve the liquidity in the Shares where the Company may repurchase shares which shareholders wish to sell at a discount of 5-10% to the latest published Net Asset Value per Share, subject to applicable regulations, market conditions at the time and the Company having both the necessary funds and distributable cash resources available for the purpose. The making and timing of any share buybacks will remain at the absolute discretion of the Board. The Directors expect that there will be limited demand for share buybacks from shareholders within the first five years because the only sellers are likely to be deceased shareholders' estates and those Shareholders whose circumstances have changed (to such extent that they are willing to repay the 30% income tax relief in order to gain access to the net proceeds of the sale).

## Dividend policy

The Company intends but cannot guarantee to pay: (1) a regular annual dividend commencing not earlier than in the financial year beginning 1 January 2024 equivalent to 5% of the Company's Net Asset Value and (2) special dividends, where appropriate, from the proceeds of successful exits of portfolio companies that are not reinvested. The Company's ability to pay dividends is subject to the existence of realised profits, legislative requirements and the available cash reserves of the Company. No forecast or projection is implied or inferred.



## Key Performance Indicators (“KPIs”) and Alternative Performance Measures (“APMs”)

The objective of the Company is to provide long-term returns where shares are invested for at least five years, whilst enabling shareholders to benefit from available VCT tax reliefs. The KPIs and APMs monitored by the Board towards that objective are:

- a. Total Return relative to amount subscribed.
- b. The increase in the value of investments.
- c. Operational expenses as a proportion of shareholders’ funds.
- d. Ongoing charges ratio, as defined below.

Total Return is the NAV plus dividends paid. With no dividends having yet been paid it is equivalent to the NAV. The effect of operational costs caused a reduction through much of the year, but it increased again with the first investment gains in the final quarter. It ended 1p down at 93.08p per share compared to 94.08p at the start of the year. Total Return is expected to be the best overall measure of long-term performance, particularly as it reflects dividend payments as well as current NAV.

The increase in value of investments will reflect performance within a year, though making it more subject to external market factors during that year. The net increase in the year was £622,250 compared to £0 in the previous period. The increase included a realised loss of £549,997 from Movebubble and an aggregate unrealised gain of £1,172,247 from all other investments.

Operational expenses in the period were 3.5% of shareholder funds, benefitting from the Investment Manager’s fee cap, and unchanged from the previous year. The ongoing charges ratio is the annualised operating costs divided by the average NAV over the period. It includes all operating costs expected to be regularly incurred, be they of a capital or revenue nature, and that are payable by the Company, but excludes the costs of acquisition or disposal of investments, financing charges, and gains or losses on investments.

	Year to 31 December 2021(%)	Period to 31 December 2020(%)
<b>Ongoing Charges Figure</b>	6.94	7.50

The Company’s share price over the period is shown in the graph on page 68. The overall future prospects and outlook for the VCT are discussed in the Chairman’s Statement.

The Board also closely monitors the measures defined by HMRC for its VCT tests, such as those discussed in Portfolio Statistics on pages 27 to 29, to ensure that the Company will continue to qualify as a VCT.

## Key Contracts

### Investment Management Agreement

An agreement (the “Investment Management Agreement”) dated 10 December 2020 and made between the Company and Blackfinch whereby Blackfinch will, with effect from the commencement date, be appointed as the Company’s Investment Manager to provide discretionary investment management services to the Company in respect of its portfolio of Qualifying Investments and Non-Qualifying Investments. Blackfinch will receive an annual fee equal to 2.5% of the Net Asset Value (plus VAT if applicable) payable quarterly in arrears, the first payment to be made in respect of the period from the Effective Date until the termination of the Investment Advisory Agreement. Blackfinch is entitled to reimbursement of expenses incurred in performing its duties under the agreement, and will also be entitled to receive and retain transaction and introductory fees, directors’ fees, monitoring fees, consultancy fees, corporate finance fees, syndication fees, exit fees and commissions in relation to portfolio companies.

The appointment of the Investment Manager in relation to the investment management services commenced on the Effective Date and will continue unless and until terminated by either party giving to the other not less than 12 months’ notice in writing, such notice not to take effect before the end of the fifth anniversary following the last allotment of Shares pursuant to an offer for subscription made by the Company. The Investment Management Agreement is subject to earlier termination by either party in certain circumstances.

The Investment Manager has agreed to indemnify the Company by such amount as is equal to the excess by which the Annual Running Expenses of the Company exceeds 3.5% of the Net Asset Value, calculated on an annual basis. The provision by the Investment Manager of discretionary investment management services is subject to the overall control, direction and supervision of the Directors.

### Performance Incentive

As is customary in the venture capital industry, Blackfinch Investments is incentivised with a performance related incentive payable in relation to each accounting period, subject to the Performance Value per Share being

## Key Contracts

at least 130p at the end of the relevant accounting period. The amount of the performance incentive fee is equal to 20% of the amount by which the Performance Value per Share at the end of an accounting period exceeds the High Water Mark (being the higher of 130p and the highest Performance Value per Share at the end of any previous accounting period), and multiplied by the number of Shares in issue at the end of the relevant period. The Directors believe that the performance incentive structure provides a strong incentive for the Investment Manager to make distributions as high and as soon as possible.

The Performance Value per Share is defined as the total of:

- i. the Net Asset Value,
- ii. all performance incentive fees previously paid or accrued by the VCT to Blackfinch as investment adviser for all previous accounting periods, and
- iii. the cumulative amount of dividends paid by the VCT before the relevant accounting reference date. This includes the amount of those dividends in respect of which the exdividend date has passed as at that date, divided by the number of shares in issue in the VCT on the relevant date.

## Administration Agreement

Under the terms of the administration agreement dated 11 November 2019, Blackfinch agreed to provide certain administration services, company secretarial services and fund accounting services to the Company. In exchange for these services, the Company has agreed to pay to Blackfinch an annual fee of either 0.3% of Net Asset Value or £60,000 (plus VAT if applicable), whichever is higher. This agreement will continue until either party chooses to terminate after giving the other part no less than 12 months' notice of termination in writing. Termination should not take effect before the end of the fifth anniversary following the last offer for subscription made by the Company, but the agreement is subject to early termination in certain circumstances, such as in the event of certain breaches or the insolvency of either party.

## Receiving Agent Agreement

Under the terms of the receiving agent agreement dated 2 September 2021, Blackfinch agreed to provide receiving agent services to the Company.

## Key Contracts

In exchange for these services, the Company has agreed to pay to Blackfinch an annual fee of £13,000 (plus VAT if applicable). This agreement will continue until either party chooses to terminate after giving the other part no less than 30 days' notice of termination in writing. The agreement is subject to early termination in certain circumstances, such as in the event of certain breaches or the insolvency of either party.

### Investment management services and Administration

Blackfinch is paid an annual fee of 2.5% of Net Asset Value (plus VAT if applicable) for the investment advisory services it provides to the Company. The fee is payable quarterly in arrears. The Company is responsible for its normal third party costs including (without limitation) listing fees, audit and taxation services, legal fees, sponsor fees, registrars' fees, receiving agent fees, Directors' fees and other incidental costs. Blackfinch has agreed to cap the total Annual Running Expenses plus any Execution-Only Intermediary Ongoing Fee payments to a maximum of 3.5% of Net Assets and any excess above this will be borne by Blackfinch. A maximum of 75% of the Company's management expenses will be capable of being charged against capital reserves with the balance charged against revenues.

### Custody Agreement

A Custody Agreement dated 11 November 2019 between the Company and Blackfinch under which Blackfinch agrees to hold securities in certificated form on behalf of the Company as custodian for an annual fee of £5,000 plus VAT, terminable by either party giving to the other not less than 12 months' notice in writing, such notice not to take effect before the end of the fifth anniversary following the last allotment of shares pursuant to an offer for subscription made by the Company, but subject to early termination in certain circumstances.

As required by the Listing Rules, the Directors can confirm that, in their opinion it is in the best interests of the shareholders as a whole to continue the appointment of Blackfinch Investments Limited as the Investment Manager and Administrator. In order to come to a conclusion, the Directors have taken into account the length of notice period, performance to date and the standard of service received.

## Principal and Emerging Risks

The Board and the Audit Committee have an ongoing process for identifying, evaluating and monitoring the principal and emerging risks facing the Company. The Board has listed below details of these including the measures taken in order to mitigate these risks as far as practicable.

### VCT status qualifying risk

The Company must comply with section 274 of the Income Tax Act 2007, this act enables investors to take advantage of tax relief on their investment and future returns when investing in a VCT. If the Company breaches any of the rules in section 274, this could result in the loss of VCT status. Breaches could also result in investors becoming liable to pay income tax on dividends received from the Company and in some circumstances, investors may have to repay the initial income tax relief on their investment. The most prevalent risks to VCT status at this time are if the VCT fails to invest 80% of its funds into Qualifying Investments by the second anniversary of the end of the accounting period in which the Company issued the shares, or if any investee company loses its qualifying status.

Working closely with the Board, Blackfinch as the Investment Manager keeps track of the VCT's qualifying status to ensure it remains qualifying. Regular reports are provided to and discussed with the Board, the Board reviews the status of the VCT tests on a quarterly basis. Philip Hare & Associates has also been appointed as Tax Adviser to provide monitoring reports to the Board twice yearly.

### Investment, performance and valuation risk

The Company will mainly invest in early stage technology enabled VCT qualifying companies. These companies by their nature entail a higher level of risk, are more volatile and will be less liquid than holding larger quoted companies. There may also be constraints on the realisation of investments to maintain the VCT tax status of the Company.

## Principal and Emerging Risks

The Board and Investment Manager aim to minimise the investment risk attached to the investment portfolio as a whole by ensuring that a robust and structured selection, monitoring and realisation process is in place. Diversification is intended to be achieved across both sector and stage, the latter by balancing earlier opportunities with those slightly further along their traction curve. The investment portfolio is reviewed by the Board and Investment Manager together on a regular basis.

The Company's investment valuation methodology is reliant on the portfolio companies issuing accurate and complete information. In particular, the Directors may not be aware of or take into account certain events or circumstances which may happen after the information issued by such companies is reported. The unquoted investments held by the Company are designated at fair value through profit or loss and valued in accordance with the International Private Equity and Venture Capital Valuation Guidelines as updated in 2018. These guidelines set out recommendations, intended to represent current best practice on the valuation of venture capital investments. The valuation takes into account all known material facts up to the date of approval of the Financial Statements by the Board.

### Regulatory and compliance risk

The Company is authorised as a self-managed Alternative Invest Fund Manager (AIFM) under the Alternative Investment Fund Managers Directive ("AIFMD"), and it must abide by the Prospectus and Transparency Directives. The Company is also required to comply with the Companies Act 2006, the rules of the UK Listing Authority, and United Kingdom Accounting Standards. If the Company breaches any of these it could lead to number of detrimental outcomes including but not limited to suspension of the Company's Stock Exchange listing, reputational damage, or financial penalties.

The day to day running of the Company is overseen by Blackfinch. The Board is updated at Board Meetings at least quarterly on all regulatory and compliance matters and take specific legal action when required. The Board and the Investment Manager employ third parties to ensure that the Company complies with all its regulatory obligations, these parties include

## Principal and Emerging Risks

Howard Kennedy as Sponsor and Legal Adviser, City Partnership as Company Secretary and Philip Hare & Associates as Tax Adviser. The Investment Manager also employs a team of compliance specialists who support the Board in ensuring that the Company is compliant.

### Operational and Internal control risk

There is a risk of failure of the systems and controls of any of the Company's advisers, leading to an inability to service shareholder needs adequately, provide accurate reporting and accounting, and to ensure the Company is complying with all VCT legislation rules. To mitigate these risks, the Company relies on a number of third parties, in particular the Investment Manager to provide it with necessary services such as Sponsor, Company Secretary, Receiving Agent, Registrar, Solicitors and Tax Advisers. There is a risk of failure of the systems and controls of any of the Company's advisers, leading to an inability to service shareholder needs adequately, provide accurate reporting and accounting and to ensure the Company is complying with all VCT legislation rules. The Board regularly reviews the system of internal controls, both financial and non-financial operated by the Company and key third-party advisers. These include controls designed to ensure that the VCT's assets are safeguarded, that third parties have adequate controls in place to prevent data protection and cyber security failings, and that proper accounting records are maintained. In addition, the Board regularly reviews the performance of its service providers to ensure that they continue to have the necessary expertise and resources to provide the expected level of service.

### Economic, political and other external factors

The valuation of investment companies in the portfolio may be affected by economic, political and other external factors such as a movement in interest rates, Britain leaving the EU, labour shortages, rising inflation, rising energy costs, the ongoing Coronavirus outbreak, or Russia's invasion of Ukraine. The Company aims to invest in a diversified portfolio across a range of stages and sectors and also maintains cash to ensure it can provide follow-on investments when companies require it.

The Board and the Investment Manager are continually assessing the implications of the aforementioned economic, political and external factors

## Principal and Emerging Risks

which have an impact on the UK and Global economies. This ensures that exposure to the risks for each portfolio company are addressed and where needed action is taken to minimise the risk.

The economic and political environment as well as external factors are kept under constant review and the investment strategy is adapted as far as possible to mitigate emerging risks.

### Governance risk

The Directors of the Company are aware that an ineffective Board could have a negative impact on the Company. The Board recognises the importance of effective leadership and board composition and this is ensured by completing an annual evaluation process, with action taken if required. City Partnership is appointed as Company Secretary to monitor corporate governance best practice.

### Cash flow risk

The Investment Manager closely and continually monitors the availability of cash resources. Cash flow forecasts and budgets are presented to and reviewed by the Board on a regular basis to ensure that the risk of insufficient cash to meet financial obligations is minimised.



## Section 172 Statement

Section 172 of the Companies Act 2006 requires the Directors of the Company to act in a way that they consider, in good faith, will most likely promote the success of the Company for the benefit of the members as a whole. In doing so, the Directors should have regard (amongst other matters) to:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

The Board considers its significant stakeholder groups to be its Shareholders, its third-party advisers and its portfolio companies. The Company takes several steps to understand the views of its key stakeholders and considers these, along with the matters set out above, in Board discussions and decision making.

The Company has no employees (other than its Directors) and no customers in a traditional sense and therefore there is nothing to report in relation to these relationships. In line with normal practice for Venture Capital Trusts, the day to day management and administration is delegated to the relevant third parties. The Board regularly engages with the third parties to set, approve and oversee the execution of the agreed business strategy and related policies. Ad hoc meetings and communications are convened where necessary to address specific issues such as the Coronavirus pandemic to ensure an appropriate and transparent response is formulated.

The Board's principal concern is the interest of the Company's Shareholders taken as a whole, the Board engages and communicates with Shareholders by various means. At the Annual General Meeting Shareholders will be given the opportunity to engage with the Board and the Investment Manager and hear from some of the portfolio companies. All Shareholders will be encouraged to vote on the resolutions at the Annual General Meeting.

During the year, after carefully considering the volume and quality of investment opportunities being seen by the Investment Manager, the Board issued a prospectus on 3 September 2021 to raise up to £20 million with an over-allotment facility of £10 million.

Given the significance of maintaining the Company's VCT status to the Company's objectives of maximising the net

asset value return and of delivering attractive tax-free dividends to shareholders, the Board monitors the Company's compliance with the relevant HMRC Regulations at each of its meetings. The Board also reviews at each meeting the risks to which the Company is exposed and the internal controls designed to reduce the probability of such risks arising and to mitigate the effect if they should occur.

The Board works closely with the Investment Manager in reviewing how stakeholder issues are handled, ensuring good governance and responsibility in managing the Company's affairs. As well as having a Director from the Investment Manager on the Board of the VCT, key stakeholders from the Investment Manager also attend Board meetings. The Investment Manager has therefore been well informed of any decisions the Board has made during the period and as a result has had opportunity to discuss the impact these decisions may make, the Investment Manager provides updates to the Board on the entire portfolio at least quarterly and this has happened more regularly with the outbreak of the Coronavirus pandemic. The Investment Manager works closely with management teams to ensure that they continue to evaluate and react accordingly to the evolving situation.

### **Environmental, Social, Governance, Human Rights and Community Issues**

The Board seeks to carry out the Company's affairs in a responsible manner and maintain high standards in respect of environmental, governance and social issues. The Company is required by law to provide details of environmental, employee, human rights, social and community issues. As a VCT the Company does not have any employees and as a result does not maintain specific policies in relation to these matters. The Company does, however, encourage the Investment Manager to consider these issues, where appropriate, with regard to investment decisions.

The Board considers that the Company's investment operations create employment, aid economic growth, generate tax revenues and produce wealth, thus benefiting the community and the economy more generally. When considering portfolio companies, the Investment Manager strives to ensure that each one makes at least a small positive, sustainable contribution to the world.

In assessing any potential investment or portfolio companies, the following are considered:

1. The central purpose of the business: this must be worthwhile at least in some small way. An economic benefit is worthwhile. For example, a business-to-business company that saves other businesses money would generally qualify. (This is unless, for example, its customers were mainly in a high-risk sector, e.g. gambling.)
2. What the business does – and plans to do – in pursuit of its purpose.
3. How the business is conducted, especially for governance.
4. The attitude of the team – the board and especially the founders – and their commitment to ESG.

The Investment Manager's ESG policy commits it to ensuring that environmental impact, social responsibility, and good governance are properly considered in making and managing all its investments. A detailed assessment is made of ESG in each company, which is then included in the Investment Committee Paper for approval; it will list any relevant risks and mitigation plans. The Investment Manager engages with the Company's portfolio companies in relation to their corporate governance practices and in developing their policies on environmental, social and community issues on an ongoing basis. Further details on how the Investment Manager incorporates ESG into its investment processes and assesses the potential investment risks can be found within the Blackfinch Ventures ESG Policy at <https://blackfinch.com/esg>.

## Environment Policy & Greenhouse Gas Emissions

As a VCT with no physical assets, property, employees or operations, the Company has no direct environmental responsibilities, nor is it directly responsible for the emission of greenhouse gases under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013. The Company does not fall within the scope of The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 effective as of 1 April 2019 which implements the Government's policy on Streamlined Energy and Carbon Reporting, replacing the Carbon Reduction Commitment Scheme.

The 2018 Regulations require companies that have consumed over 40,000 kilowatt-hours of energy to include energy and carbon information in their Directors' Report, however, the Company has no direct carbon usage therefore there are no disclosures to make in this respect. Therefore, the Board has no specific environmental policy. The Company does however recognise the need to conduct its business, including investment decisions, in a manner that is responsible to the environment wherever possible.

## VCT Regulations

The Company has engaged Philip Hare & Associates LLP to advise it on compliance with VCT requirements, including evaluation of investment opportunities as appropriate and regular review of the portfolio. Although Philip Hare & Associates LLP works closely with the Investment Manager, they report directly to the Board. Compliance with the main VCT regulations as at 31 December 2021 and for the period then ended is summarised as follows:

- a. The Company's income in the period has been derived wholly or mainly (70% plus) from shares or securities.
- b. The Company has not retained more than 15% of its income from shares and securities.
- c. The Company has not made a prohibited payment to shareholders.
- d. At least 80% by value of the Company's investments has been represented throughout the period by shares or securities comprised in qualifying holdings of the Company.
- e. At least 70% by value of the Company's qualifying holdings has been represented throughout the period by holdings of eligible shares
- f. At least 30% of the funds raised are invested in qualifying holdings by the anniversary of the end of the accounting period in which those funds are raised.
- g. No holding in any company has at any time in the period represented more than 15% by value of the Company's investments at the time of investment.
- h. The Company's ordinary capital has throughout the period been listed on a regulated European market.
- i. The Company has not made an investment in a company which causes it to receive more than the permitted investment from State Aid sources.
- j. Since 17 November 2015, the Company has not made an investment in a company which exceeds the maximum permitted age requirement.
- k. Since 17 November 2015, funds invested by the Company in another company have not been used to make a prohibited acquisition.
- l. Since 6 April 2016, the Company has not made a prohibited non-qualifying investment.

## Statement on Long-Term Viability

In accordance with provision 4.27 of The UK Corporate Governance Code published by the Financial Reporting Council in July 2018 (the “Code”), the Directors consider the Annual Report and accounts to be fair, balanced, and understandable.

In line with provision 4.31 of the Code the Directors have assessed the Company’s prospects over the five-year period to 31 December 2026. This period has been considered appropriate for a business of this nature and size, because it is the minimum recommended investment period and the period for which investors are required to hold their shares in order to retain tax relief.

The Directors have carried out a robust assessment of the principal and emerging risks faced by the Company, considering its business model, future performance, solvency and liquidity. They deliberated over the Company’s ability to maintain its VCT status with HM Revenue and Customers, and over the valuation of investments. The impact of the Coronavirus pandemic, the effects of Brexit, rising inflation and labour shortages have been considered. Given the extent of available resources, the Board particularly assessed the ability of the Company to raise finance, as well as its ability to deploy capital. It reviewed income and expenditure projections, and examined robust stress-tested cash flows to understand the impact of different scenarios. It also assessed the Investment Manager and the processes in place for dealing with risks and identifying emerging threats. A detailed risk register is monitored and reviewed by the Board at every Board meeting.

The Board has determined that the Company will be able to continue in operation, maintain compliance with the VCT rules and meet its liabilities as they fall due for a period of at least five years from the accounts approval date.

### Other Disclosures

The Board of the Company is made up of three Directors, two of which are male and one is female. The Company has no employees.

On behalf of the Board

**Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417

# Directors' Report

The Statement of Corporate Governance on pages 57 to 62 forms part of the Directors' Report.

## Principal Activity and Status

The Company is registered as a public limited company under the Companies Act 2006 (Registration number 12166417). The address of the registered office is 1350-1360 Montpellier Court, Gloucester Business Park, Brockworth, Gloucester GL3 4AH. The Company is a generalist VCT focused on investments in early stage technology-enabled companies with a focus on research and development and innovation. A review of the Company's business during the year is contained in the Chairman's Statement and Investment Manager's Review.

## Directors

The Directors of the Company during the period under review were Peter Hewitt, Kate Jones, Reuben Wilcock. The Company indemnifies its directors and officers and has purchased insurance to cover its Directors.

## Dividend

The Directors envisage that dividends will commence in the financial year beginning 1 January 2024, equivalent to 5% of the Company's Net Asset Value per share. The ability to pay the intended dividends may also be constrained by, in particular, the existence of realised profits, regulations and the available cash reserves of the Company.

## Share Capital

As shown in note 16 to the financial statements, the Company has only one class of share, being ordinary shares of 1p each.

## Buy back and Issue of ordinary shares

No shares were bought back by the Company during the period, at the year-end authority remained for the Company to buy back 1,893,813 (2020: 586,399) shares. There were 12,633,843 ordinary shares in issue at the year end. During the year a total of 8,721,908 ordinary shares in the Company were issued as a result of offers for subscription at an average price of 93.02 pence per share raising £8.1 m.

## Capital Disclosures

The rights and obligations attached to the Company's ordinary shares are set out in the Company's Articles of Association, copies of which can be obtained from Companies House. The Company has one class of share, ordinary shares, which carry no right to fixed income. The holders of ordinary shares are entitled to receive dividends when declared, to receive the Company's report and accounts, to attend and speak at general meetings, to appoint proxies and to exercise voting rights. There are no restrictions on the voting rights attaching to the Company's shares or the transfer of securities in the Company.

## Co-Investment Allocation Policy

Given the Investment Manager's considerable experience of, and exposure to, the EIS investment sector, the Board has reviewed and is satisfied with the revised co-investment allocation policy from Blackfinch Investments Limited.

## Annual General Meeting ("AGM")

The Notice of the Annual General Meeting is on pages 102 to 103 of these financial statements.

A resolution is proposed to re-elect Kate Jones as a Director of the Company. The Board has chosen not to comply with the Provision of the UK Corporate Governance Code for the annual re-election of all directors. The Board believes that given the size and early stage of the Company, annual re-election would be inappropriate. However, the Board has decided that each of its two independent Directors will stand for re-election every second year with only one such Director standing in any given year. Reuben Wilcock, as a non-independent Director is subject to annual re-election in accordance with the Listing Rules.

## The Notice of AGM includes the following resolutions:

- Resolution 7, an ordinary resolution, is proposed to ensure the Directors retain the authority to allot shares in the Company until the date of the 2023 Annual General meeting up to an aggregate nominal amount of £400,000 (representing approximately 272 per cent of the issued ordinary share capital of the Company as at 1 April 2022).
- Resolution 8, a special resolution, is proposed to empower the Directors to allot shares under the authority granted by resolution 7 without regard to any rights of pre-emption on the part of the existing shareholders.
- Resolution 9, a special resolution, is proposed to renew the existing share buyback authority to ensure that authority to buy back shares is in place until the date of the 2023 Annual General Meeting.

## Auditor

A resolution to appoint BDO LLP as auditor of the Company will be proposed at the AGM.

## Substantial Shareholdings

Name of shareholder	31 December 2021	
	No of ordinary shares held	% of shares in issue
Transact Nominees Limited	672,846	5.33
Richard Hensman	201,523	1.60
Robert Carter	200,000	1.58
Christopher Brown	197,749	1.57
Robert Lewis	196,766	1.56

## **Going Concern**

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has adequate resources to continue in business for the foreseeable future (being a period of 12 months from the date these financial statements were approved). In reaching this conclusion the Directors took into account the nature of the Company's business and Investment Policy, its risk management policies, its investments, and the cash holdings. As at 31 December 2021 the Company held cash balances with a value of £4,966,027. Cash flow projections show the Company has sufficient funds to meet all its expected expenditure for the foreseeable future. The Directors have reviewed the portfolio of qualifying investments and expect the Company to continue to satisfy the conditions of VCT compliance. Businesses in this increasingly diversified portfolio are performing well, and the Company has the resources to provide additional short-term funding to those that require it. Thus, the Directors believe it is appropriate to continue to apply the going concern basis in preparing the financial statements.

## **Accountability and Audit**

The independent auditor's report is set out on pages 69 to 80 of this report. The Directors who were in office on the date of approval of these Annual Report and Financial Statements have confirmed that, as far as they were aware, there is no relevant audit information of which the auditor is unaware. Each of the Directors has taken all the steps they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

## **Financial Instruments**

The Company's financial instruments comprise investments held by the VCT, equity, cash balances and liquid resources including debtors and creditors.

## **Indemnity Payments**

There are no qualifying indemnity payments made on behalf of the Directors.

## **Risk Management**

Further details, including details about risk management, are set out in the Strategic Report and in note 19 on pages 97 to 98. Social, environmental and carbon reporting disclosures are included in the Strategic Report.

## **Future Developments**

Significant events which have occurred after the year end are detailed in note 21 on page 99. Future developments which could affect the Company are discussed in the outlook section of the Chairman's Statement and in the Investment Manager's Review.

On behalf of the Board

**Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417



# Statement of Corporate Governance

The Board is committed to the principle and application of sound corporate governance and confirms that the Company has taken steps, appropriate to a venture capital trust and relevant to its size and operational complexity to comply with the provisions and recommendations of The UK Corporate Governance Code published by the Financial Reporting Council in July 2018 (the “Code”). The Code can be found on the website of the FRC at [www.frc.org.uk](http://www.frc.org.uk).

The Directors acknowledge the section headed “Reporting on the Code” in the preamble to the Code which recognises that an alternative to complying with a provision may be justified in particular circumstances based on a range of factors, including the size, complexity, history and ownership structure of a company. Accordingly, the provisions of the Code have been complied with save that (i) the Company does not have a senior independent director (although the Chairman is an independent director), (ii) the Company will not conduct on an annual basis a formal review as to whether there is a need for an internal audit function as the Directors do not consider that an internal audit would be an appropriate control for a VCT, (iii) as all of the Directors are non-executive and not anticipated to change during the life of the Company, it is not considered appropriate to appoint a nomination or remuneration

committee and (iv) other than Reuben Wilcock, who as an employee of the Investment Manager is not considered independent therefore is obliged to resign and stand for re-election as a Director on an annual basis pursuant to the Listing Rules, the Directors will not stand for re-election on an annual basis. The Company’s Articles require that all Directors must retire at or before the third AGM after the AGM at which they were last elected to hold office. The Board considers that these provisions are not relevant to the position of the Company due to the size and specialised nature of the Company, the fact that all directors are non-executive and the costs involved.

The directors consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company’s position, performance, business model and strategy.

## The Board

The Board has overall responsibility for the Company’s affairs, including determining its investment policy and having overall control, direction, and supervision of the Investment Manager. An investment management agreement between the Company and Blackfinch Investments Limited sets out the matters over which the Investment Manager has authority. This includes monitoring of the Company’s assets. All other matters, including strategy, investment and dividend policies and corporate governance proceedings are reserved for the approval of the Board. The Board meets at least quarterly and additional meetings are arranged as necessary.

Full and timely information is provided to the Board to enable it to function effectively and to allow the Directors to discharge their responsibilities. In addition, the Directors are responsible for ensuring that the policies and operations are in the best interests of all the Company's shareholders and that the best interests of creditors and suppliers to the Company are properly considered. The Chairman and the company secretary establish the agenda for each Board meeting. The necessary papers for each meeting are distributed well in advance of each meeting ensuring all Directors receive accurate, timely and clear information. The Board has direct access to corporate governance and compliance services through the company secretary which is responsible for ensuring that Board procedures are followed and compliance requirements are met.

The Board comprises three non-executive Directors, two of whom act independently of the Investment Manager. Accordingly, the majority of the Board, including the Chairman, are independent of the Investment Manager. The Directors have a wide range of investment, business, financial skills and knowledge relevant to the Company's business. Brief biographical details of each Director are set out on pages 6 to 7.

The Company may by ordinary resolution appoint any person who is willing to act as a Director, either to fill a vacancy or as an additional Director. Directors are initially appointed until the following Annual General Meeting when, under the Company's Articles of Association, it is required that they be elected by shareholders. Thereafter, the Company's Articles require that all Directors must retire at or before the third AGM after the AGM at which they were last elected to hold office. Subject to the performance evaluation carried out each year, the Board will agree whether it is appropriate for a Director to seek a further term. The Board, when making a recommendation, will take into account the ongoing requirements of The UK Corporate Governance Code, including the need to refresh the Board and its Committees. The Board seeks to maintain a balance of skills and the Directors are satisfied that as currently composed the balance of experience and skills

of the individual directors is appropriate for the Company. The Directors also have access as required to independent professional advice.

No Director has a contract of service with the Company. All of the Directors have been provided with letters of appointment, copies of which are available for inspection on request at the Company's registered office and at the annual general meeting.

The Board is committed to ensuring that the Company is run in the most effective manner. The Board monitors the diversity of all Directors to ensure an appropriate level of experience and qualification. The Board believes in the value and importance of diversity in the boardroom but does not consider it appropriate or in the best interests of the Company to set prescriptive targets. When making new appointments the Board takes into account other demands on directors' time and prior to appointment significant commitments would be disclosed. There are no specific guidelines set on length of directors' service, including the Chairman, as the Board believes that continuity of experience is most important.

### **Independence of Directors**

The Board regularly reviews the independence of each Director and of the Board as a whole in accordance with the guidelines in the Code. Reuben Wilcock, as an employee of Blackfinch Investments is not considered independent. Directors' interests are noted at the start of each Board meeting and any Director would not participate in the discussion concerning any investment in which he or she had an interest. The Board does not consider that length of service will necessarily compromise the independence or effectiveness of Directors and no limit has been placed on the overall length of service. The Board considers that continuity and experience can be of significant benefit to the Company and its shareholders. The Board believes that Peter Hewitt and Kate Jones have demonstrated that they are independent in character and judgment and there are no relationships or circumstances which could affect their objectivity.

## Board Performance

The Directors, in consultation with the Company Secretary, carried out an informal evaluation of the performance of the Board, the audit committee and individual Directors. The review concluded that all were performing effectively.

The Board also assessed and monitored its own culture, including its policies, practices and behaviour and was satisfied it is aligned with the Company's purpose, values and strategy

The Board resolved that a formal evaluation process will be introduced in 2022 and confirmed its earlier decision that, due to the size of the Company, the fact that all Directors are non-executive and the costs involved, external facilitators would not be used in the evaluation.

## Investment Manager and Advisers' Performance

The Board reviewed the performance of the Investment Manager and the Company's other advisers and was satisfied that all were performing effectively.

## Board and Committee Meetings

The following table sets out the Directors' attendance at full Board and audit committee meetings held during the period ended 31 December 2021.

Director	Board Meetings		Audit Committee Meetings	
	Held	Attended	Held	Attended
Peter Hewitt	4	3	3	3
Kate Jones	4	4	3	3
Reuben Wilcock*	4	4	3	3

\*Reuben Wilcock was appointed to the Board on 18 September 2020 and is not a member of the audit committee but attends the audit committee meetings.

The Board is in regular contact with the Investment Manager between Board meetings.

## Board Committees

The Board has not established a nomination or remuneration committee as they consider the Board to be small and comprises non-executive Directors. Appointments of new Directors and Directors' remuneration are dealt with by the full Board.

## Report of the Audit Committee

The audit committee comprises the two independent non-executive Directors, Kate Jones (Audit Chair) and Peter Hewitt. Due to the small size of the Board and his independence and experience the Board believes it is appropriate

that the chairman of the board is a member of the audit committee. The Board is also satisfied that the committee as a whole has competence relevant to the venture capital trust sector and the requisite skills and experience to fulfil the responsibilities of the audit committee and meets the requirements of the Code as to recent and relevant financial experience.

The committee meets at least twice a year. The Company's auditors may be required to attend such meetings. The Committee will prepare a report each year addressed to shareholders for inclusion in the Company's annual report and accounts. The duties of the committee are:

- to monitor and make recommendations to the Board in relation to the Company's published financial statements and other formal announcements relating to the Company's financial performance;
- to monitor and make recommendations to the Board on internal control and risk management systems; and
- to make recommendations to the Board in relation to the appointment of the external auditor, to monitor its independence and objectivity, the level of audit fees and to discuss with the external auditor the nature and scope of the audit.

Copies of the terms of reference of the audit committee can be found on the Company's website:

<https://blackfinch.ventures/vct>.

During the period ended 31 December 2021 the audit committee met three times and:

- reviewed the financial statements released by the Company (including the half-yearly report);
- reviewed the appropriateness of the Company's accounting policies;
- reviewed the internal controls operated by the Investment Manager and assessed the effectiveness of those controls in minimising the impact of key risks; and
- reviewed the external auditor's terms of engagement, independence and fees; and
- reviewed the external auditor's comprehensive report to the committee on the annual financial statements.

The Directors carried out a robust assessment of the principal risks facing the Company and concluded that the key areas of risk which threaten the business model, future performance, solvency or liquidity of the Company are:

- compliance with HM Revenue & Customs to maintain the Company's VCT status; and
- valuation of investments.

These matters are monitored regularly by the Investment Manager and reviewed by the Board at every Board meeting. They were also discussed with the Investment Manager and the auditor at the audit committee meeting held to discuss these annual financial statements.

The committee concluded:

VCT status – the Investment Manager confirmed to the audit committee that the conditions for maintaining the Company's status had been complied with throughout the period. The Company's VCT status is also reviewed by the Company's tax adviser, Philip Hare & Associates, as described on page 52.

Valuation of investments - the Investment Manager confirmed to the audit committee that the basis of valuation for unquoted companies was in accordance with published industry guidelines. The valuation of unquoted companies

takes account of the latest available information about investee companies and current market data. A comprehensive report on the valuation of unquoted investments is presented and discussed at every Board meeting; Directors are also consulted about material changes to those valuations between Board meetings.

Having reviewed the reports received from the Investment Manager, the audit committee is satisfied that the key areas of risk and judgement have been properly addressed in the financial statements and that the significant assumptions used in determining the value of assets and liabilities have been properly appraised and are sufficiently robust.

### **Relationship with the Auditor**

The audit committee is responsible for overseeing the relationship with the external auditor, assessing the effectiveness of the external audit process and making recommendations on the appointment and removal of the external auditor. When assessing the effectiveness of the process for the year under review the Committee considered the auditor's technical knowledge and that it has a clear understanding of the business of the Company; that the audit team is appropriately resourced; that the auditor provided a clear explanation of the scope and strategy of the audit and that the auditor maintained independence and objectivity. As part of the review of auditor effectiveness and independence, BDO LLP has confirmed that it is independent of the Company and has complied with applicable auditing standards. BDO LLP does not provide any non-audit services to the Company. BDO LLP has held office as auditor since the inception of the Company. Public interest entities are required to put the external audit contract out to tender at least every ten years. BDO LLP has held office as auditor for two years; in accordance with ethical standards the engagement partner is rotated after at most five years, and the current partner has served for two years.

Following the review as noted above the audit committee is satisfied with the performance of BDO LLP and recommends the services of BDO LLP to the shareholders in view both of that performance and the firm's extensive experience in auditing VCTs.

### **Internal control and Risk management**

The Board acknowledges that it is responsible for the Company's internal control systems and for reviewing their effectiveness. In accordance with the Code, the audit committee has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Company. The internal control systems aim to ensure the maintenance of proper accounting records, the reliability of the financial information upon which business decisions are made and which is used for publication, and that the assets of the Company are safeguarded. Internal controls can only provide reasonable and not absolute assurance against material misstatement or loss. The financial controls operated by the Board include the authorisation of the investment strategy and regular reviews of the results and investment performance.

The Board has delegated contractually to third parties, as set out on pages 42 to 44, the management of the investment portfolio, the custodial services, including the safeguarding of the assets and the day-to-day accounting, company secretarial and administration requirements. The Board receives and considers regular reports from the Investment Manager. Ad hoc reports and information are supplied to the Board as required. It remains the role of the Board to keep under review the terms of the investment management agreement with the Investment Manager.

Regular review of the control systems is carried out which covers consideration of the key risks. Each risk is considered with regard to the controls exercised at Board level, reporting by service providers and controls relied upon.

The company secretary reviews the annual statutory accounts to ensure compliance with Companies Acts and the Code and the audit committee reviews financial information prior to its publication. Quarterly management accounts are produced for review and approval by the Investment Manager and the Board.

### **Shareholder Reporting**

The Directors believe that communication with shareholders is important. Shareholders have access to a copy of the Company's annual report and accounts (expected to be published each April and a copy of the Company's half-yearly report (expected to be published each August). These will be made available on Blackfinch's website. Shareholders and their advisers (if applicable) will also receive updated reports from the Company and the Investment Manager on the progress of the Company.

In order to reduce the administrative burden and cost of communicating with shareholders, the Company intends to publish all notices, documents and information to be sent to shareholders generally on Blackfinch's website (<https://blackfinch.ventures/vct>). Increased use of electronic communications will deliver significant savings to the Company in terms of administration, printing and postage costs, as well as speeding up the provision of information to shareholders. The reduced use of paper will also have environmental benefits. Shareholders will be notified when documents are published on Blackfinch's website, such notification will be delivered electronically (or by post where no email address has been provided for that purpose).

The Company welcomes the views of shareholders and places great importance on communication with its shareholders. Shareholders will have the opportunity to meet the Board at the annual general meeting. All shareholders are welcome to attend the meeting and to ask questions of the Directors. The Board is also happy to respond to any written queries made by shareholders during the course of the year. All communication from shareholders is recorded and reviewed by the Board to ensure that shareholder enquiries are promptly and adequately resolved.

On behalf of the Board

**Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417

## Statement Of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for the Company for that year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with applicable UK accounting standards, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- prepare a Strategic Report, a Directors' Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

The Directors are responsible for ensuring that the Annual Report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position, performance, business model and strategy.

# Statement Of Directors' Responsibilities

## **Website Publication**

The Directors are responsible for ensuring the annual report and the financial statements are made available on a website, this website is maintained by the Investment Manager on behalf of the Company. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

## **Directors' Responsibilities pursuant to DTR4**

The Directors confirm to the best of their knowledge:

- the financial statements which have been prepared in accordance with UK Generally Accepted Accounting Practice give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company; and
- the Annual Report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that it faces.

The Board considers the annual report and accounts, taken as a whole, are fair, balanced and understandable and that it provides the necessary information for shareholders to assess the Company's performance, business model and strategy.

On behalf of the Board

**Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417



# Directors' Remuneration Report

## Introduction

This report has been prepared in accordance with the requirements of the Companies Act 2006 and The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the "Regulations"). Ordinary resolutions for the approval of the Directors' Remuneration Policy and the Directors' Annual Report on remuneration will be put to members at the Company's AGM to be held on 8 June 2022.

The Company's auditor, BDO LLP, is required to give its opinion on certain information included in this report. The disclosures which have been audited are indicated as such. The auditor's opinion on these and other matters is included in the Independent Auditor's Report on pages 69 to 80.

## Annual Statement from the Chairman of the Company

Directors' fees are reviewed annually and are set by the Board to attract individuals with the appropriate range of skills and experience. In determining the level of fees their duties and responsibilities are considered, together with the level of time commitment required in preparing for and attending meetings. Directors fees have not changed in the period.

## Directors' Remuneration Policy

The Board as a whole considers Directors' remuneration and, as such, a remuneration committee has not been established. The Board's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole, be fair and comparable with that of other companies that are similar in size and nature to the Company and have similar objectives and structures. Directors' fees are set with a view to attracting and retaining the Directors required to oversee the Company effectively and to reflect the specific circumstances of the Company, the duties and responsibilities of the Directors and the value and amount of time committed to the Company's affairs. It is the intention of the Board that, unless any revision to this policy is deemed necessary, this policy will continue to apply in the forthcoming and subsequent financial years. The Board has not received any views from the Company's shareholders in respect of the levels of Directors' remuneration.

The Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits. No arrangements have been entered into between the Company and the Directors to entitle any of the Directors to compensation for loss of office.

## Directors' Annual Report on Remuneration

### Terms of appointment

No Director has a contract of service with the Company. Each of the Directors entered into an agreement with the Company dated 11 November 2019 (in the case of Kate Jones and Peter Hewitt) and 18 September 2020 (in the case of Reuben Wilcock) whereby he or she is required to devote such time to the affairs of the Company as the Board reasonably requires consistent with their role as non-executive Director. Peter Hewitt is entitled to receive an annual fee of £20,000 (plus VAT if applicable), Kate Jones is entitled to receive an annual fee of £18,000 (plus VAT if applicable) and for the services to be provided by Reuben Wilcock, Blackfinch is entitled to receive an annual fee of £12,000 (plus VAT if applicable). Each party can terminate the agreement by giving to the other at least six months' notice in writing to expire at any time after the date 15 months from the respective commencement dates. No benefits are payable on termination. Directors are subject to election by shareholders at the first annual general meeting after their appointment. The Company's Articles of Association provide for a maximum level of total remuneration of £100,000 per annum in aggregate.

Directors are remunerated exclusively by fixed fees and do not receive bonuses, share options, long term incentives, pension or other benefits. There is no comparative information in respect of employee remuneration as the Company has no employees.

### Directors' fees for the year (Audited)

The fees payable to individual Directors in respect of the year ended 31 December 2021 are shown in the table below.

Director	Total annual fixed fee (£)	Total fixed fee for period ended 31 December 2021 (£)	Total annual fixed fee (£)	Total fixed fee for period ended 31 December 2020* (£)	Annual change of total fixed fee paid (%)
Peter Hewitt	20,000	19,841	18,000	13,708	44.7%
Kate Jones	18,000	18,000	18,000	13,708	31.3%
Reuben Wilcock**	-	-	12,000	4,300	-
Richard Cook**	12,000	12,000	-	4,337	176.7%
	48,000	49,841	48,000	36,053	38.2%

\*Directors fees were not payable and did not accrue until the first allotment of shares under the offer for subscription. The aggregated amount of NI contribution paid on directors' remuneration totalled to £2,245 (2020: £1,010). Contributions paid on remuneration of Peter Hewitt and Kate Jones were £1,233 and £1,012 respectively (2020: £505 and £505).

\*\*Reuben Wilcock, who is an employee of the Investment Manager, was appointed to the Board and Richard Cook retired from the Board on 18 September 2020.

### Relative importance of spend on pay

The table below shows the remuneration paid to Directors and shareholder distributions in the year ended 31 December 2021:

	2021 (£)	2020 (£)
Total dividend paid to shareholders	-	-
Total repurchase of own shares	-	-
Total directors' fees	49,841	36,053

### Directors' shareholdings (Audited)

The Directors who held office at 31 December 2021 and their interests in the shares of the Company (including beneficial and family interests) were:

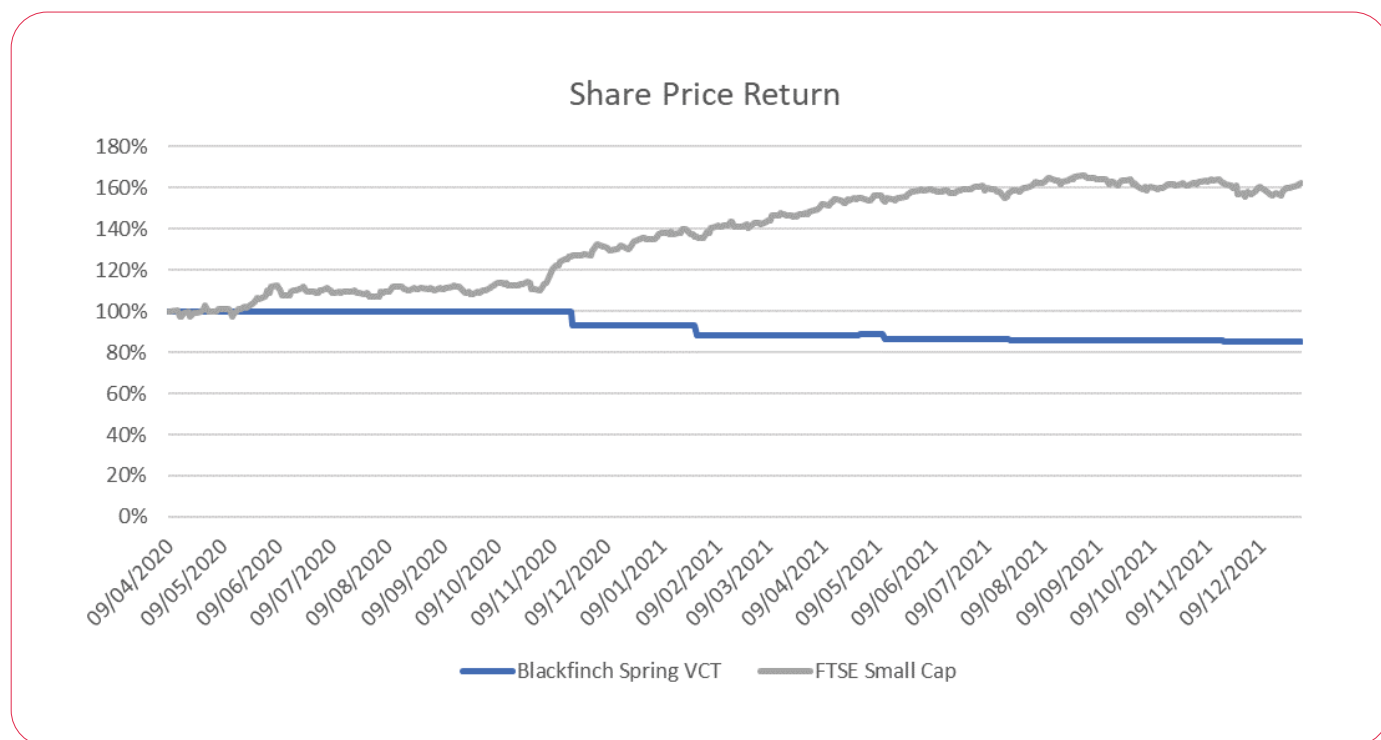
	31 December 2021		31 December 2020	
	Shares held	% of issued share capital	Shares held	% of issued share capital
Peter Hewitt	5,038	0.04	5,000	0.13
Kate Jones	-	-	-	-
Reuben Wilcock	3,282	0.03	-	-

Subsequent to the Company's year end no shares were allotted to any of the directors.

The Company confirms that it has not set out any formal requirements or guidelines for a Director to own shares in the Company.

## Company Performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to the Investment Manager through the management agreement. The graph below compares the Company's share price to the FTSE Small Cap index for the period from the launch of the Company. This index was chosen as the benchmark for investment performance because its constituents are smaller UK listed companies and therefore closest to the small private companies within the Company.



## Shareholder Voting

At the last Annual General Meeting, 100 per cent of shareholders who exercised their voting rights voted for the resolution approving the Directors' Remuneration Report, showing significant shareholder approval.

On behalf of the Board

**Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417

# **Independent Auditor's Report**

to the members of Blackfinch Spring VCT plc

## Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of the loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;

have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Blackfinch Spring VCT plc (the 'Company') for the year ended 31 December 2021 which comprise the Income Statement, the Statement of Changes in Equity, the Balance Sheet, the Statement of Cash Flows and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

## 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. Our audit opinion is consistent with the additional report to the audit committee.

### *Independence*

Following the recommendation of the audit committee, we were appointed by the Board of Directors to audit the financial statements for the year ending 31 December 2020 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is 2 years,

covering the years ending 31 December 2020 to 31 December 2021. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

## 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:

- Obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing the calculations therein to ensure that the Company was meeting its requirements to retain VCT status;
- Consideration of the Company's expected future compliance with VCT legislation, the absence of bank debt, contingencies and commitments and any market or reputational risks;
- Reviewing the forecasted cash flows that support the Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts, and assessing them for reasonableness. In particular, we considered the available cash resources relative to the forecast expenditure which was assessed against the prior year for reasonableness; and
- Evaluating management's method of assessing the going concern in light of market volatility.

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 a period of at least twelve months from when the financial statements are authorised for issue.

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

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

## Overview

<b>Key audit matters</b>	Valuation unquoted investments of 2021, 2020
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<b>Materiality</b>	Company financial statements as a whole £236,000 (2020: £72,000) based on 2% (2020: 2%) of Net assets
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## An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company's system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

### *Key audit matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including 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 forming our opinion thereon, and we do not provide a separate opinion on these matters.



## Key Audit Matter

Valuation of unquoted investments (Note 1 and Note 12)

We consider the valuation of investments to be the most significant audit area as there is a high level of estimation uncertainty involved in determining the unquoted investment valuations.

There is an inherent risk of management override arising from the unquoted investment valuations being prepared by the Investment Manager, who is remunerated based on the net asset value of the Company.

## How the scope of our audit addressed the key audit matter

Our sample for the testing of unquoted investments was stratified according to risk considering, inter alia, the value of individual investments, the nature of the investment, the extent of the fair value movement and the subjectivity of the valuation technique.

For all Investments in our sample we:

- Challenged whether the valuation methodology was the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation (“IPEV”) Guidelines and the applicable accounting standards.
- Recalculated the value attributable to the Company, having regard to the application of enterprise value across the capital structures of the investee companies.

For investments sampled that were valued using less subjective valuation techniques (cost and price of recent investment reviewed for changes in fair value) we:

- Verified the cost or price of recent investment to supporting documentation;
- Considered whether the investment was an arm’s length transaction through reviewing the parties involved in the transaction and checking whether or not they were already investors of the investee Company;
- Considered whether there were any indications that the cost or price of recent investment was no longer representative of fair value considering, inter alia, the current performance of the investee company and the milestones and assumptions set out in the investment proposal; and
- Considered whether the price of recent investment is supported by alternative valuation techniques.

## Key Audit Matter

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## How the scope of our audit addressed the key audit matter

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For investments sampled that were valued using more subjective techniques (revenue multiples and progress against milestones) we:

- Challenged and corroborated the inputs to the valuation with reference to management information of investee companies, market data and our own understanding and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements;
- Reviewed the historical financial statements and any recent management information available to support assumptions about maintainable revenues used in the valuations;
- Considered the revenue applied and the discounts applied by reference to observable listed company market data; and
- Challenged the consistency and appropriateness of adjustments made to such market data in establishing the revenue multiple applied in arriving at the valuations adopted.

Where appropriate, we performed a sensitivity analysis by developing our own point estimate where we considered that alternative input assumptions could reasonably have been applied and we considered the overall impact of such sensitivities on the portfolio of investments in determining whether the valuations as a whole are reasonable and free from bias.

### *Key observations*

Based on the procedures performed we consider the investment valuations to be appropriate considering the level of estimation uncertainty.

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Company Financial statements	Company Financial statements
	2020 £	2020 £
Materiality	236	72
Basis for determining materiality	2% of Net assets	2% of Net assets
Rationale for the benchmark applied	In setting materiality, we have had regard to the nature and disposition of the investment portfolio. Given that the VCT's portfolio is comprised of unquoted investments which would typically have a wider spread of reasonable alternative possible valuations, we have applied a percentage of 2% of net assets adjusted for significant fundraising in the year.	
Performance materiality	177	46
Basis for determining performance materiality	75% (2020: 64%) of planning materiality. The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year. Performance materiality has increased as this is no longer a first year audit and we consider the likelihood of misstatement to be low.	

### *Lower testing threshold*

We determined that for Revenue return before tax, a misstatement of less than materiality for the financial statements as a whole, could influence users of the financial statements as it is a measure of the Company's performance of income generated from its investments after expenses. As a result, we determined a lower testing threshold for those items impacting revenue return of £52,000 (2020: £13,000) based on 10% of total expenditure (2020: 10% of total expenditure).

### *Reporting threshold*

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £11,800 (2020: £1,000). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

## Other information

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

We have nothing to report in this regard.

## Corporate governance statement

The Listing Rules require us to review 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.

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.

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### Going concern and longer-term viability

- The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified; and
- The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate.

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### Other Code provisions

- Directors' statement on fair, balanced and understandable;
  - Board's confirmation that it has carried out a robust assessment of the emerging and principal risks;
  - The section of the annual report that describes the review of effectiveness of risk management and internal control systems; and
  - The section describing the work of the audit committee.
- 

## Responsibilities of Directors

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

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

## Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

*Extent to which the audit was capable of detecting irregularities, including fraud*

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates from enquiries with management and from our sector knowledge, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to compliance with Companies Act 2006, the FCA listing and DTR rules, the principles of the AIC Code of Corporate Governance, industry practice represented by the AIC SORP, FRS 102, and qualification as a VCT under UK tax legislation as any breach of this would lead to the Company losing various deductions and exemptions from corporation tax.

Our procedures included:

- Agreement of the financial statement disclosures to underlying supporting documentation;
- Enquiries of management and those charged with governance relating to any known or suspected non-compliance with laws and regulations;
- Obtaining the VCT compliance reports prepared by management's expert during the year and as at year end and reviewing their calculations to check that the Company was meeting its requirements to retain VCT status; and

- Reviewing minutes of board meetings and legal correspondence and invoices throughout the period for instances of non-compliance with laws and regulations and fraud.

We assessed the susceptibility of the financial statement to material misstatement including fraud and considered the fraud risk areas to be the valuation of unquoted investments and management override of controls.

Our tests included, but were not limited to:

- The procedures set out in the Key Audit Matters section above;
- Obtaining independent evidence to support the ownership of all investments;
- Recalculating investment management fees in total;
- Obtaining independent confirmation of bank balances; and
- Testing journals which met a defined risk criteria by agreeing to supporting documentation and evaluating whether there was evidence of bias by the Investment Manager and Directors that represented a risk of material misstatement due to fraud.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## 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.

**Peter Smith (Senior Statutory Auditor)**

*For and on behalf of BDO LLP, Statutory Auditor*

London, UK

20 April 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).



## Financial Statements

### Income Statement

for the year ended 31 December 2021

	Note	Revenue (£)	Capital (£)	Total (£)
Return on investments	12	(549,997)	1,172,247	622,250
Investment Manager's fee	7	(60,699)	(182,095)	(242,794)
Incidental investments expenses	8	-	7,500	7,500
Other expenses	9	(290,625)	-	(290,625)
(Loss)/profit before taxation		(901,321)	997,652	96,331
Taxation	10			
(Loss)/profit attributable to equity shareholders		(901,321)	997,652	96,331
Return per share (pence)				
Ordinary shares (pence)	11	(9.30)	10.30	1.00

## Income Statement

### for the sixteen month period ended 31 December 2020

	Note	Revenue (£)	Capital (£)	Total (£)
Investment Manager's fee	7	(17,129)	(51,386)	(68,515)
Incidental investments expenses	8	-	(7,500)	(7,500)
Other expenses	9	(195,407)	-	(195,407)
Loss before taxation		(212,536)	(58,886)	(271,422)
Taxation	10	-	-	-
Loss attributable to equity shareholders		(212,536)	(58,886)	(271,422)
Return per share (pence)				
Ordinary shares (pence)	11	(5.87)	(1.63)	(7.50)

The total column of this Income Statement represents the profit and loss account of the Company, prepared in accordance with Financial Reporting Standard 102 ("FRS 102"). The supplementary revenue and capital return columns are prepared in accordance with the Statement of Recommended Practice, "Financial Statements of Investment Trust Companies and Venture Capital Trusts" ("SORP") revised in November 2014 and updated in April 2021. A separate Statement of Comprehensive Income has not been prepared as all comprehensive income is included in the Income Statement.

All the items above derive from continuing operations of the Company.

The notes on pages 87 to 100 are an integral part of the financial statements.

## Statement of Changes in Equity

### for the year ended 31 December 2021

	Non-distributable reserves			Distributable reserves		Total
	Called up share capital £	Share premium £	Capital Reserve £	Capital Reserve £	Revenue Reserve £	Total Reserves £
<b>Opening balance as at 1 January 2021</b>	89,119	3,862,692		(58,886)	(212,536)	3,680,389
Total comprehensive income for the period	-	-	1,172,247	(724,592)	(351,324)	96,331
Contributions by and distributions to owners:						
Shares issued	87,219	8,026,013		-	-	8,113,232
Share issue expenses	-	(80,005)	-	-	-	(80,005)
Redeemable preference shares issued	(50,000)	-		-	-	(50,000)
Closing balance as at 31 December 2021	126,338	11,808,700	1,172,247	(783,478)	(563,860)	11,759,947

## Statement of Changes in Equity

### for the sixteen month period ended 31 December 2020

	Non-distributable reserves			Distributable reserves*		Total
	Called up share capital £	Share premium £	Capital reserve £	Capital reserve £	Revenue reserve £	Total reserves £
Total comprehensive income for the period	-	-	-	(58,886)	(212,536)	(271,422)
Contributions by and distributions to owners:						
Shares issued	39,119	3,892,124	-	-	-	3,931,243
Share issue expenses	-	(29,432)	-	-	-	(29,432)
Redeemable preference shares issued	50,000	-	-	-	-	50,000
Closing balance as at 31 December 2020	89,119	3,862,692	-	(58,886)	(212,536)	3,680,389

\*There were no unrealised movements during the period, and the distributable reserve were £Nil.

The notes on pages 87 to 100 are an integral part of the financial statements.

## Balance Sheet

### as at 31 December 2021

	Note	31 December 2021 £	31 December 2020 £
<b>Fixed assets</b>			
Investments	12	6,961,525	1,259,275
<b>Current assets</b>			
Debtors	14	3,261	41,067
Cash at bank and in hand		4,966,027	2,471,633
		4,969,288	2,512,700
Creditors: amounts falling due within one year	15	(107,866)	(91,586)
Net current assets		4,798,422	2,421,114
Net assets		11,759,947	3,680,389
<b>Capital and reserves</b>			
Called up share capital	16	126,338	39,119
Share premium account		11,808,700	3,862,692
Redeemable preference shares	16	-	50,000
Capital reserves		938,766	(58,886)
Revenue reserves		(1,113,857)	(212,536)
<b>Total shareholders' funds</b>		11,759,947	3,680,389
Net asset value per Ordinary share (pence)	18	93.08	94.08

The Financial Statements were approved by the Directors and authorised for issue on 20 April 2022 and signed on their behalf by:

**Peter LR Hewitt, JP, FCSI**

*Non-executive Chairman*

20 April 2022

Companies House Number - 12166417

The notes on pages 87 to 100 are an integral part of the financial statements.

## Statement of Cash Flow

### for the year ended 31 December 2021

	Notes	Year ended 31 Dec 2021 (£)	16-month period ended 31 Dec 2020 (£)
<b>Operating activities</b>			
Investment Manager's fees paid		(231,334)	(54,613)
Cash paid to Directors		(54,741)	(24,053)
Other cash payments		(172,758)	(92,237)
Net cash outflow from operating activities		(458,833)	(170,903)
<b>Cash flows from investing activities</b>			
Purchase of investments	12	(5,080,000)	(1,259,275)
Net cash outflow from investing activities		(5,080,000)	(1,259,275)
Net cash outflow before financing		(5,538,833)	(1,430,178)
<b>Cash flows from financing activities</b>			
Proceeds from share issues		8,113,232	3,931,243
Share issue costs		(80,005)	(29,432)
Net cash inflow from financing		8,033,227	3,901,811
Increase in cash and cash equivalents		2,494,394	2,471,633
Cash and cash equivalents at the beginning of the period		2,471,633	-
Cash and cash equivalents at the end of the period		4,966,027	2,471,633
<b>Reconciliation of profit before taxation to net cash outflow from operating activities</b>			
Loss before taxation for the period		96,331	(271,422)
Net gain on investments		(622,250)	-
Decrease in debtors		(12,194)	8,933
Increase in creditors and accruals		79,280	91,586
<b>Net cash outflow from operating activities</b>		<b>(458,833)</b>	<b>(170,903)</b>

The notes on pages 87 to 100 are an integral part of the financial statements.

# Notes To The Financial Statements

## 1. Company information

The Company is a Public Limited Company incorporated in England and Wales. The registered address is 1350-1360 Montpelier Court, Gloucester Business Park, Gloucester, England, GL3 4AH. The principal activity is investing in un-listed growth companies.

The Company was incorporated on 20 August 2019.

## 2. Basis of preparation

These Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – ‘The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland’ (‘FRS 102’), and with the Companies Act 2006 and in accordance with the SORP issued by the Association of Investment Companies (“AIC”) in April 2021. The Financial Statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The Financial Statements are prepared in pounds sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest pound.

## 3. Going concern

The Board of Directors is satisfied that the Company has adequate availability to continue as a going concern and are satisfied that the Company has adequate resources to continue in business for the foreseeable future (being a period of 12 months from the date these Financial Statements were approved). In reaching this conclusion the Directors took into the account the nature of the Company’s business and Investment Policy, its risk management policies, and the cash holdings. Thus, the Directors believe it is appropriate to continue to apply the going concern basis in preparing the financial statements.

## 4. Segmental reporting

The Directors are of the opinion that the Company is engaged in a single segment of business, being investment business.

## 5. Significant judgements and estimates

The preparation of the Financial Statements may require the Board to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities and income and expenses. Estimates and assumptions mainly relate to the fair value of the fixed asset investments, particularly unquoted investments. Estimates are based on historical experience and other assumptions that are considered reasonable under the circumstances. The estimates and the assumptions are under continuous review with attention paid to the carrying value of the investments.

More information related to the unquoted investment and their valuations is included in note 12 and the Investments Manager's Review on page 8.

## 6. Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year, is set out below.

### a. Investments

The Company did not hold any listed investments at any time during the reporting period. Investments in unlisted companies are held at fair value through profit or loss. Information about the portfolio is provided internally to the Directors on that basis and the Directors consider the basis to be consistent with the Company's investment strategy. The fair value of unquoted investments is assessed by the Directors with reference to the International Private Equity and Venture Capital Valuation Guidelines December 2018 ("IPEVCV guidelines") which include the following techniques:

- (i) Where a value is indicated by a material arms-length transaction by an independent third party in the shares of a company within the last twelve months. This value will be used only if, after careful consideration of all the facts and circumstances it is considered the best measure of fair value.
- (ii) In the absence of (i), and depending upon both the subsequent trading performance and investment structure of an investee company, the valuation basis will usually move to either:
  - a) an earnings multiple basis. The shares may be valued by applying a suitable price-earnings ratio to that company's historical, current, or forecast post-tax earnings before interest and amortisation, or to the revenues (the ratio used being based on a comparable sector but the resulting value being adjusted to reflect points of difference identified by the Investment Manager compared with the sector including, inter alia, a lack of marketability); or
  - b) an assessment of other relevant, objective evidence.
- (iii) Where an earnings multiple or other objective evidence is not appropriate and overriding factors apply, discounted cash flow or net asset valuation bases may be applied.

### b. Expenses

All expenses are accounted for on an accruals basis. In respect of analysis between revenue and capital items presented within the income statement, all expenses have been accounted for as revenue except as follows:

Expenses are split and presented 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 fee is currently allocated 25% to revenue and 75% to capital, which reflects the Directors' expected long-term view of the



nature of the investment returns of the Company.

Expenses which are incidental to the purchase of an investment are charged through the capital reserve.

### **c. Cash at bank and in hand**

Cash and cash equivalents are basic financial assets and comprise bank deposits repayable on up to three months' notice.

### **d. Financial instruments**

The Company has applied the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS102 to all of its financial instruments. Financial instruments are recognised in the Company's balance sheet when the Company becomes part to the contractual provisions of the instrument. Basic financial assets, which include debtors, are measured at transaction price. Basic financial liabilities, including creditors, are measured at amortised cost.

### **e. Equity**

#### Called up share capital

Equity instruments (ordinary shares and redeemable preference shares) issued by the Company are recorded at the nominal amount.

#### Share premium

The share premium account is a non-distributable reserve which represents the price paid for shares and the nominal value of the shares, less issue costs.

#### Distributable capital reserve

The following are disclosed in this reserve;

- gains and losses on the disposed of investments;
- increase and decrease in the value of investments held at the year-end; and
- expenses allocated to this reserve in accordance with the above policies

#### Revenue reserve

The revenue reserve represents accumulated profits and losses, and any surplus profit is distributable by way of dividends.

### **f. Taxation**

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date. The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue return on the "marginal" basis as recommended in the SORP.

Any tax relief obtained in respect of management fees allocated to capital is reflected in the capital column of the Statement of Comprehensive Income and a corresponding amount is charged against the revenue column. The tax relief is the amount by which corporation tax payable is reduced as a result of these capital expenses.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

The tax expense/(income) is presented either in the Income Statement or Statement of Changes in Equity depending on the transaction that resulted in the tax expense/(income). Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors.

## 7. Investment Manager's fee

	Year ended 31 December 2021			Period ended 31 December 2020		
	Revenue £	Capital £	Total £	Revenue £	Capital £	Total £
Blackfinch Investments Limited	60,699	182,095	242,794	17,129	51,386	68,515

Blackfinch Investments Limited has been appointed as the Company's Investment Manager. This appointment shall continue for a period of a period of five years following the allotment of any Ordinary shares until terminated by the expiry of not less than 12 months' notice in writing given by either party. The appointment may also be terminated in circumstances of material breach by either party.

Details of the appointment may be found in the Strategic Report on pages 42 to 44.

## 8. Incidental investment expenses

	Year ended 31 December 2021 Total £	Period ended 31 December 2020 Total £
Philip Hare & Associates LLP	(7,500)	7,500

Philip Hare & Associates LLP has been providing advice on compliance with VCT requirements, including evaluation of the investment's opportunities.

Expenses incurred during the year ended 31 December 2020 have been fully reimbursed by Blackfinch Spring Limited.

Details of the appointment may be found in the VCT regulations on pages 52.

## 9. Other expenses

Other expenses include:	Year ended 31 December 20201(£)	Period ended 31 December 2020 (£)
Directors' remuneration fees	55,452	36,053
Administration fees	60,000	46,027
Registrars and receiving agent fee	8,043	18,812
Auditors remuneration – audit of Statutory Financial Statements	35,000	26,000
Other professional fees	63,143	30,273
Other costs	411	232
Irrecoverable VAT	68,576	38,010
Total	290,625	195,407

The Company has no employees other than the Directors.

Information relating to Director's remuneration can be found in the audited section of the Director's Remuneration Report on page 65.

## 10. Taxation

### a) Analysis of charge for the period

	Year ended 31 December 2021 Total £	Period ended 31 December 2020 Total £
Charge for the period	-	-

### b) Factors affecting the tax charge for the period

	Year ended 31 December 2021 Total £	Period ended 31 December 2020 Total £
Profit/(loss) on ordinary activities before taxation	96,331	(271,422)
Profit/(loss) before taxation multiplied by standard rate of corporation tax of 19% (2020: 19%)	18,303	(51,570)
<b>Effect of:</b>		
UK dividends received	-	-
Current year losses carried forward	(525,919)	(271,422)
Losses brought forward	(271,422)	-
Deferred taxation not recognised	-	-
Tax charge for the period (Note 10a)	-	-

No asset or liability has been recognised for deferred tax in relation to capital gains or losses on revaluing investments as the Company is exempt from corporation tax in relation to capital gains or losses as a result of qualifying as a Venture Capital Trust.

No deferred tax asset has been recognised on surplus expenses carried forward as it is not envisaged that any such tax will be recovered in the foreseeable future. The value of the unrecognised deferred tax asset is £199,335 (2020: £51,570) based on losses carried forward of £797,341 (2020: £271,422).

## 11. Return per share

	2021			2020		
	Net loss (£)	Weighted average shares	Earnings per share pence	Net loss (£)	Weighted average shares	Earnings per share pence
Revenue	(351,324)	9,687,562	(9.30)	(212,536)	3,619,335	(5.87)
Capital	997,652	9,687,562	10.30	(58,886)	3,619,335	(1.63)
Total	96,331	9,687,562	1.00	(271,422)	3,619,335	(7.50)

The Company has no securities that would have a dilutive effect and hence basic and diluted earnings per ordinary share are the same.

The Company has no potentially dilutive shares and consequently, basic and diluted earnings per ordinary share are equivalent in the year ended 31 December 2021.

## 12. Investments

Movements in investments during the period are summarised as follow:

	Shares (£)
Movements in period:	
Purchased at cost	1,259,275
Unrealised gains/(losses)	-
Valuation at 31 December 2020	1,259,275
Movements in the period:	
Purchases at cost	5,080,000
Unrealised gains	-1,172,247
Realised losses	(549,997)
<b>Total movements in period</b>	<b>5,702,250</b>
<b>Closing valuation:</b>	
Cost at 31 December 2020	-
Unrealised gains at 31 December 2021	1,172,247
Realised losses at 31 December 2021	(549,997)
Valuation at 31 December 2021	6,961,525

The Company is required to report the category of fair value measurements used in determining the value of its investments, to be disclosed by the source of inputs, using a three-level hierarchy:

**Level 1:** quoted prices in active markets for identical assets or liabilities. The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is defined as a market in which transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1 and comprise AIM quoted investments and other fixed income securities classified as held at fair value through profit or loss.

The Company has no investments classified in this category.

**Level 2:** the fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

The Company has no investments classified in this category.

**Level 3:** the fair value of financial instruments that are not traded in an active market (for example, investments in unquoted companies) is determined by using valuation techniques such as revenue or earnings multiples. If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

All of the Company's investments fall into this category at 31 December 2021.

Most investments were valued using a multiple of revenue. Two investments were valued according to progress against milestones, and the investment made in December was held at cost. The overall value of investments according to these different methods is shown in the table below.

Valuation methodology	Total value of investments
Revenue multiple	£6,131,525
Progress against milestones	£400,000
Held at investment cost	£430,000

### 13. Significant interest

	Total Equity held by Blackfinch EIS Portfolios (%)	Equity held by the Company (%)
Investment		
Brooklyn Supply Chain Solutions Ltd	13.0	6.5
Client Share Ltd	13.3	6.3
Cultureshift Communications Ltd	3.8	7.7
Cyclr Systems Limited	13.1	6.5
Edozo Limited	18.4	2.4
Illuma Technology Ltd	5.5	9.6
Kokoon Technology Ltd	16.8	1.8
Movebubble Limited	11.6	8.8
Odore Limited	3.2	4.3
Spotless Water Ltd	8.5	3.8
Startpulsing Limited	14.1	7.1
Tended Ltd	38.0	3.0
Transport Limited	9.0	6.0
Watchmycompetitor.com Ltd	3.3	7.7

Details of holdings may be found in the Investment Manager's Review and Investment Portfolio on pages 12 to 26.

### 14. Debtors

	2021 (£)	2020 (£)
Amounts falling due within one year:		
Prepayments	1,717	3,567
Other debtors	1,544	37,500
Total	3,261	41,067

### 15. Creditors

	2021 (£)	2020 (£)
Amounts falling due within one year:		
Trade creditors	-	4,454
Other creditors	9,500	9,530
Accruals	161,366	77,602
Total	170,866	91,586

## 16. Called up share capital

During the year, the Company issued 8,721,908 Ordinary and redeemable shares.

	2021 Number	2021 (£)	2020 Number	2020 (£)
Ordinary shares (1p shares)				
Allotted, issued, and fully paid during the period:				
Ordinary shares	12,633,843	126,338	3,911,937	39,119
Redeemable preference shares	-	-	5,000,000	50,000
Total	12,633,843	126,338	3,961,937	89,119

### The redeemable preference shares:

- carry the rights to receive a fixed cumulative preferential dividend from the revenue profits of the Company which are available for distribution and which the Directors determine to distribute by way of dividend in priority to any dividend payable on the ordinary shares at the rate of 0.1% per annum (exclusive of any imputed tax credit available to shareholders) on the nominal amount thereof, but confer no other right to a dividend;
- confer no right to receive notice of, or to attend or vote at general meetings, except where the rights of holders of redeemable preference shares are to be varied or abrogated;
- on a winding up confer the rights to be paid out of the assets of the Company available for distribution the nominal amount paid up to such shares pari passu with, and in proportion to, the amount of capital paid to the holders of the ordinary shares, but do not confer any right to participate in any surplus assets of the Company; and
- are capable of being redeemed by the Company at any time and on their redemption the holders thereof shall, subject to the provisions of the Act, be paid sum equivalent to the amount paid on each redeemable preference share held and each redeemable preference share which is redeemed shall thereafter be cancelled without any further resolution or consent.

On 5 November 2019 the Company allotted and issued 50,000 redeemable preference shares of £1.00 each to Blackfinch Investments Limited. These 50,000 redeemable preference shares were paid up, fully redeemed and subsequently cancelled on 15 February 2021.

## 17. Reserves

Called up share capital represents the nominal value of the shares that have been issued.

Share premium account includes any premiums received on issue of share capital less any transaction costs associated with the issuing of shares and any amounts transferred to the special reserve.

Capital reserves includes all costs which are considered capital in nature. As at 31 December 2021 there were realised losses of £783,478 (2020: losses £58,886), and unrealised gains of £1,172,247 (2020: £Nil)

Revenue reserve includes all retained profits and losses. The balance on the account is distributable.



## 18. Net Asset Value per Ordinary Share

	2021	NAV per share	2020	NAV per share
	Net assets (£)	Ordinary shares	Net assets (£)	Ordinary shares
		pence		pence
Ordinary share	11,759,947	12,633,843	3,680,389	3,911,937
		93.08		94.08

## 19. Financial Instruments

The Company's financial instruments comprise equity, cash balances and liquid resources including debtors and creditors. The Company holds financial assets in accordance with its investment policy to invest in qualifying investments. The Company held the following categories of financial instruments at 31 December 2021:

	2021		2020	
	Cost (£)	Fair value (£)	Cost (£)	Fair value (£)
<b>Assets at fair value through profit or loss:</b>				
Equity investments	6,339,275	6,961,525	1,259,275	1,259,275
<b>Assets measured at amortised cost:</b>				
Cash at bank	4,966,027	4,966,027	2,471,633	2,471,633
Other debtors	1,544	1,544	37,500	37,500
<b>Liabilities measured at amortised cost:</b>				
Creditors	(9,500)	(9,500)	(13,984)	(13,984)
Accruals	(161,366)	(161,366)	(77,602)	(77,602)
	<b>11,135,980</b>	<b>11,758,230</b>	<b>3,676,822</b>	<b>3,676,822</b>

Blackfinch Investments Limited reviews the value of the investments in the Blackfinch Spring VCT portfolio on a quarterly basis. Valuations are determined in accordance with the most recent IPEV (International Private Equity and Venture Capital) Valuation Guidelines.

When an investment has been made recently, the value of that investment is based on its cost, reviewed for impairment or uplift. This valuation is also calibrated with the most appropriate choice of a market-based multiple or discounted cash flow analysis, and considering any significant triggers or events that may affect it. This same valuation model will typically be used to value the investment when there has been no recent investment to provide firm evidence of the market price of an investment, subject to a review to confirm it is still most appropriate. Adjustments consistent with the IPEV guidelines may be made to the resulting company valuation if deemed appropriate by the board.

The Company's technology-enabled thesis means that many portfolio companies invest for long-term growth and will not reach sustained profitability for some years. Consequently, a revenue multiple will often be the most appropriate market-based methodology to use for the calibration and valuation models. However, the Company would expect to switch to an earnings multiple when an investment has achieved the scale required for consistent profitability.

In the valuation models and calibration exercise, comparable trading multiples are selected, based on the most relevant combination of sector, size, growth rate, developmental stage, and strategy. The multiple for each company is calculated by dividing the enterprise value of the comparable by its revenue or earnings as appropriate, and adjusting for other considerations such as illiquidity, territories served, and other company specific circumstances.

Further details of the bases on which financial instruments, including investments, are held may be found in Notes 6 and 12 and in the Investment Manager's Review on pages 8 to 35.

### **Credit risk**

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is exposed to credit risk through its debtors, creditors and cash held with bank.

Credit risk arising on transactions with debtors and creditors relates to transactions awaiting settlement. Risk related to unsettled transactions is considered to be small due to the short settlement period involved.

At 31 December 2021, cash held by the Company was held by the Lloyds Bank. Bankruptcy or insolvency of the bank may cause the Company's rights with respect to the cash held by it to be delayed or limited. Should the credit quality or the financial position of the bank deteriorate significantly the Company has the ability to move the cash holdings to another bank.

### **Interest risk**

The Company has some exposure to interest rates as a result of interest earned on bank deposits. Other financial assets and other liabilities attract no interest.

### **Investment valuation risk**

The Board tracks the investment valuation risk inherent in the Company's portfolio on the risk register that is reviewed quarterly. It maintains an appropriate spread of risk and ensures full and timely access to relevant information from the Investment Manager. The Company does not use derivative instruments to hedge against market risk. The equity of the Company's unquoted investee companies are not traded and, as such, their prices are more uncertain than those of more frequently traded stocks.

Investment valuations are derived from investee company valuations. It is estimated that a 30% fall in the carrying value of the Company's unquoted investments would reduce profit before tax for the year and the Company's net asset value per share by £1.9m and 15.05p respectively. Such a drop is considered to be an appropriate illustration given historical volatility and market expectations of future performance.

### **Liquidity risk**

The Company's financial instruments include investments in unlisted equity investments which are not traded in an organised public market, and require a mid to long term commitment, which generally may be illiquid. The Company retains a portion of the portfolio in cash in order to finance new investment opportunities.

## 20. Capital Management Policies and Procedures

The Company's capital management objectives are:

- to ensure that it will be able to continue as a going concern;
- to satisfy the relevant HMRC requirements; and
- to maximise the income and capital return to its shareholders.

As a VCT, the Company must hold at least 80% of its assets by value in Qualifying Investments by the second anniversary of the end of the accounting period in which the Company issued the shares. In addition, at least 30% of all new funds raised by the Company must be invested in Qualifying Investments within 12 months of the end of the accounting period in which the Company issued the shares. Qualifying Investments will be made in companies which are carrying out a qualifying trade, and have a permanent establishment in the UK, although some may trade overseas.

The Company will target an annual dividend equivalent to 5% of its Net Asset Value, and special dividends, where appropriate, from the proceeds of successful exits of portfolio companies that are not reinvested. It is envisaged that dividends will not be paid before 2024 and will be subject to the existence of realised profits, legislative requirements, and the available cash reserves of the Company.

## 21. Post Balance Sheet Events

*Non-adjusting event*

Since 31st December 2021 the Company has completed the following additional investment transactions:

- investment of £400,000 in Brooklyn Supply Chain Solutions Ltd;
- investment of £300,000 in Client Share Ltd;
- investment of £800,000 in Cyclr Systems Limited;
- investment of £400,000 in Measure Protocol Limited;
- investment of £600,000 in Placed Recruitment Limited;
- investment of £700,000 in Startpulsing Limited;
- investment of £1,000,000 in Staffcircle Ltd; and
- investment of £270,000 in Transreport Limited.

## 22. Contingencies, Guarantees and Financial Commitments

Under the terms of the Investment Advisory Agreement, the running expenses of the Company which are provided for in an annual budget approved by both the Board and the Investment Manager are restricted to a maximum of 3.50% of the Net Asset Value of the Company. Such excess, if occurred, is to be either paid by the Investment Manager or to be refunded by way of a reduction to its annual investments advisory fee.

The running expenses incurred in the year were 3.51% of the total Net Asset Value as at 31 December 2021 (2020: 3.40%).

There were no other contingencies or guarantees as at 31 December 2021 (2020: none).

### **23. Related Parties and Transactions with the Investment Manager**

The Company retains Blackfinch Investments Limited as its Investment Manager. In addition to the investment adviser fee Blackfinch Investments Limited also receives a secretarial and administration fee of £60,000 per annum, paid quarterly. Details of the agreement with the Investment Manager are set out on pages 42 to 43.

The remuneration and shareholdings of the Directors, who are key management personnel of the Company, is disclosed in the Directors' Remuneration Report on pages 65 to 68.

### **24. Geographical Analysis**

The operation of the Company is wholly in the United Kingdom.

## Directors and Advisers

### **Directors (all non-executive)**

Peter Lionel Raleigh Hewitt (Chairman)

Katie Jones

Dr Reuben Wilcock

### **Solicitors and Sponsor**

Howard Kennedy Corporate Services LLP

No. 1 London Bridge

London, SE1 9BG

All of:

Registered Office at

1350-1360 Montpellier Court

Gloucester Business Park

Brockworth, Gloucester

Gloucestershire, GL3 4AH

### **Registrars and Receiving Agent**

The City Partnership (UK) Limited

The Mending Rooms

Park Valley Mills,

Meltham Road

Huddersfield, HD4 7BH

### **VCT Tax Adviser**

Philip Hare & Associates LLP

Hamilton House, 1 Temple Avenue

London, EC4Y 0HA

### **Auditor**

BDO LLP

55 Baker Street

London, W1U 7EU

### **Secretary**

The City Partnership (UK) Limited

The Mending Rooms

Park Valley Mills

Meltham Road

Huddersfield, HD4 7BH

### **Investment Manager, Promoter and Administrator**

Blackfinch Investments Limited

1350-1360 Montpellier Court

Gloucester Business Park

Brockworth, Gloucester

Gloucestershire, GL3 4AH

# Blackfinch Spring VCT plc

(Registered in England and Wales with registered number 12166417)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Blackfinch Spring VCT plc (“the Company”) will be held at 10am on 8 June 2022 for the purposes of considering and, if thought fit, passing the following resolutions, resolutions 1 to 7 as ordinary resolutions and resolutions 8 and 9 as special resolutions:

### Ordinary Resolutions

1. To receive and adopt the Directors’ Report and Financial Statements of the Company for the financial year ended 31 December 2021 together with the Independent Auditor’s Report thereon.
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2021 other than the part of such report containing the Directors’ Remuneration Policy.
3. To appoint BDO LLP as auditor of the Company from the conclusion of the AGM until the conclusion of the next AGM of the Company to be held in 2023 at which financial statements are laid before the Company.
4. To authorise the directors to fix the remuneration of the auditor
5. To re-elect Kate Jones as a director of the Company.
6. To re-elect Reuben Wilcock as a director of the Company in accordance with the Listing Rules.
7. That, the Directors be and hereby are generally and unconditionally authorised in accordance with Section 551 of the CA 2006 to exercise all of the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal value of £400,000, representing approximately 272% of the issued share capital of the Company as at 1 April 2022, being the latest practical date prior to publication of this document, provided that the authority conferred by this Resolution 7 shall expire at the conclusion of the Company’s next annual general meeting or on the expiry of fifteen months following the passing of this Resolution 7, whichever is the later (unless previously renewed, varied or revoked by the Company in general meeting).

## Special Resolutions

8. That, the Directors be and hereby are empowered pursuant to Section 570(1) of CA 2006 to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of CA 2006) for cash pursuant to the authority given in accordance with Section 551 of CA 2006 by Resolution 8 above as if Section 561(1) of CA 2006 did not apply to such allotments, provided that the power provided by this Resolution 8 shall expire at the conclusion of the Company's next annual general meeting or on the expiry of fifteen months following the passing of this Resolution 8, whichever is the later (unless previously renewed, varied or revoked by the Company in general meeting).

9. That, the Company be and is hereby authorised to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) of Ordinary Shares provided that:

9.1 the maximum aggregate number of Ordinary Shares authorised to be purchased is an amount equal to 14.99% of the issued Ordinary Shares;

9.2 the minimum price which may be paid for an Ordinary Share is their nominal value;

9.3 the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of (i) 105% of the average of the middle market quotation per Share taken from the London Stock Exchange daily official list for the five Business Days immediately preceding the day on which such Ordinary Share is to be purchased; and (ii) the amount stipulated by the UK version of Article 5(6) of Market Abuse Regulation (596/2014/EU); and

9.4 unless renewed, the authority hereby conferred shall expire either at the conclusion of the annual general meeting of the Company following the passing of this Resolution 10 or on the expiry of fifteen months from the passing of this Resolution 10, whichever is the later, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry.

