Calculus
experience counts

Calculus VCT plc

Annual Report & Accounts

For the 13-month period ended 31 March 2024

Registered number 07142153

About Calculus VCT plc

Our Aim

The Calculus VCT plc (the "Company" or the "VCT") is a tax efficient listed company which aims to achieve long-term returns, including tax-free dividends, for investors.

Investment Objective

The Company invests, primarily, in a diversified portfolio of VCT qualifying UK growth companies, whether unquoted or traded on AIM.

Investments are made selectively across a range of sectors in companies that have the potential for long-term growth. Our investment is intended to support those companies to grow, innovate and scale up. The Board of Directors (the "Board)" believes that the Company can benefit from leveraging the sector experience and the inherent synergies from grouping similar businesses. Consequently, investments, primarily, sit within three sectors: technology, life sciences and media.

The Investment Objective has been met historically, enabling the Company to deliver target returns of a dividend of 4.5% of NAV to date.

Dividend Objective

Your Board aims to maintain a regular tax-free annual dividend mindful of the need to maintain net asset value.

The ability to meet these twin objectives depends significantly on the level and timing of profitable realisations and cannot be guaranteed.

Contents

Key Dates 2024

Annual General Meeting:
22 August 2024

Dividend reinvestment scheme application deadline:
19 August 2024

Final dividend payment date:
29 August 2024

Company's half year end:
30 September 2024

Unaudited half yearly results:
To be announced November 2024

Annual results for year to 31 March 2025:
To be announced July 2025

Financial Highlights 2024

NAV Total Return per share for the period was -1.68% which includes a 4.5p per share dividend paid by the Company.

£39.06m
Total Net Assets as at 31 March 2024

61.58p
NAV per share as at 31 March 2024

£8.3m
Total cost of new and follow-on investments in the period

1.81%
5-year total return

£8.4m
Funds raised in the period

£1.8m
Dividends paid out in the period

£1.2m
Shares bought back in the period

37
Portfolio companies at period-end

Key Metrics

	13-month period to 31 March 2024	Year to 28 February 2023
Total net assets	**£39.06m**	£34.32m
Net Asset Value per share	**61.58p**	65.63p
Final dividend proposed	**2.77p**	2.95p
Annual yield*	**4.50%**	4.50%
Dividend yield***	**7.42%**	7.30%
Total return/(loss) per share**	**(0.89)p**	1.30p
Shares in issue	**63,441,389**	52,296,457
Share price	**60.00p**	62.50p

Portfolio Review

	2024 £'000	2023 £'000
Opening portfolio value	**30,663**	24,359
New and follow-on investments made	**8,269**	5,292
Disposal proceeds	**(783)**	(255)
Realised net losses	**–**	(63)
Prior year unrealised gains/(losses) realised during the period	**19**	(572)
Unrealised valuation (losses)/gains	**(254)**	1,902
Closing portfolio value	**37,914**	30,663

*These are Alternative Performance Measures (APM's), which have been defined in the glossary on page 97 of the Annual Report.
**Total return per share is equal to the sum of NAV at 31 March 2024 and cumulative dividends received divided by average number of shares in the period
***the Company's target dividend equates to a tax-free yield of 7.3% p.a. (at the additional rate) on the current offer price net of 30% income tax relief.

Investment Portfolio Yield

	2024 £'000	2023 £'000
Loan interest	**389**	185
Total portfolio income in the year	**658**	255
Portfolio value at year end	**37,914**	30,663
Portfolio income yield	**1.74%**	0.83%

Historical Total Return

Financial year-ended	NAV at the year-end (p)	Cumulative dividends received (p)*	Total Return (p)**
31 March 2024	61.58	-	61.58
28 February 2023	65.63	2.95	64.53
28 February 2022	67.90	6.01	67.59
28 February 2021	67.08	9.03	70.61
29 February 2020	70.20	12.23	73.81
28 February 2019	75.84	15.63	77.21

*Cumulative dividends received includes all dividends received since the relevant Financial period-end to date
**Total NAV return is equal to the sum of NAV at 31 March 2024 and cumulative dividends received

Strategic Report

The Strategic Report has been prepared in accordance with the requirements of Section 414A of the Companies Act 2006 (the "Act").

Its purpose is to inform members of the Company and help them assess how the Directors have performed their legal duty under Section 172 of the Act, to promote the success of the Company for the benefit of the members as a whole and, in doing so, have a regard for the wider stakeholder interests.

Chairman's Statement

I am pleased to present Calculus VCT plc's (the Company) results for the period ended 31 March 2024. I am pleased to report another year of encouraging performance and progress for the Company despite the challenges presented by global events. Throughout the period, we remained committed to our investment strategy, focusing on identifying and supporting promising businesses with high growth potential. The two new investments and £8.4 million worth of new Ordinary shares allotted, which equate to a 48 per cent increase from last year, are a testament to the strength of our investment strategy, the hard work and expertise of the team and the growing popularity of the Calculus VCT across the adviser and investor space.

The Company's net asset value per share at the end of the financial period was 61.58 pence per share. In the period to 31 March 2024, the Company generated a -1.7 per cent total return on its Net Asset Value, compared to a 1.9% fall in the FTSE Small Cap. In addition, the Company paid a dividend of 2.95 pence per share, giving a total return to shareholders for the year (NAV plus total dividends paid in the period) of 64.53 pence per share.

The Company, through its portfolio of qualifying investments, seeks to drive economic growth through innovation, entrepreneurship and employment benefiting both the economy and community wellbeing. Investments in life sciences companies like Arecor plc and Spectral AI, all have the core mission to contribute to people's lives in the development of new treatment in areas of high unmet needs. Arecor is focused on developing superior biopharmaceutical products to enable patients to live healthier lives. While Spectral AI plc is focused on medical diagnostics for faster and more accurate treatment decisions in wound care. Similarly, Censo Biotechnology Limited has promoted animal free testing through human iPSCs for drug discovery. Within the technology sector, Arctic Shores Limited is helping employers build diversity into their recruitment processes and Wazoku is another example using innovative software to assist businesses looking to meet the global sustainability challenge. Similarly, Notify Technologies Limited is supporting organisations in managing safety, health, environment, and quality compliance with their innovative software solution. Within the media industry, Home Team Content is committed to improving the representation of people of colour within the industry.

Venture Capital Investments

Calculus Capital Limited (The Investment Manager) manages the portfolio of Venture Capital Trust (VCT) qualifying investments made by the Company.

The Company invested £1.7 million in two new investments and £3.2 million in six follow-on investments (excluding investments into the liquidity funds) during the period ended 31 March 2024. New and follow-on investments are set out in the Investment Manager's review from page 9.

Issue of New Ordinary shares

The Company issued 13.2 million shares in the financial period to 31 March 2024 at an average issue price of 64.11 pence per share. Of these shares issued, 9.8 million shares were issued under the offer that launched on 14 September 2022 and closed on 31 August 2023. The Company launched a further offer on 22 September 2023 and issued 3.4 million shares under this offer in the financial period under review.

Since the period-end, the Company has issued a further 5.3 million shares on 5 April 2024 at an average price of 60.42 pence per share.

Share Buybacks

During the period, 2.0m shares were bought back for cancellation at no more than 5 per cent discount to the latest published NAV. In keeping with its policy of returning funds to shareholders, the Company will continue to consider and assess opportunities for buybacks in the coming year. The total shares bought back represented 3.35 per cent of the weighted average number of shares in issue during the period ended 31 March 2024. The Company has agreed to continue to make timely and consistent buybacks to ensure shareholders can liquidate their holdings throughout the year and to manage the level of discount to share price.

Date	Number of ordinary shares bought back	Percentage of issued share capital at that date	Cost of shares bought back (£)
8 March 2023	334,652	0.64%	£205,142
7 September 2023	1,124,473	1.82%	£665,688
10 January 2024	556,192	0.88%	£324,816

Dividend

The Directors are pleased to announce a final dividend of 2.77 pence per Ordinary share to be paid to all Ordinary shareholders.

Subject to shareholder approval, the Ordinary share dividend will be paid on 29 August 2024 to shareholders on the register on 9 August 2024. The deadline for the scheme administrator (City Partnership) to receive any applications under the dividend reinvestment scheme is 19 August 2024.

Change of accounting reference date

In June 2023, the Board changed the accounting reference date of the Company to achieve greater operational efficiency. The accounting reference date changed from 28 February to 31 March, resulting in a 13-month period-end. The unaudited half-yearly results for the six-month period ending 30 September 2024 will be released in November 2024.

Proposed new performance incentive fee agreement

On 21 August 2023, a new performance incentive structure with the Investment Manager was approved and put in place by shareholders at the Company's AGM. Under this arrangement, the Investment Manager would become entitled to a performance fee equal to 20% of excess realised gains (less previous performance incentive payments made) with excess gains calculated by subtracting realised losses made on the disposal or write off of investments by the Company from realised gains made on the disposal of investments by the Company. The incentive fees are only payable to the Investment Manager subject to meeting three prescribed hurdles. Further information on the existing performance incentive arrangements can be found on page 46 and 47.

The Board has recognised the existing performance incentive arrangements could be further improved with respect to incentivising Calculus Capital Limited to attract and retain the talent necessary to drive value growth for shareholders. Accordingly, it is proposed that the existing agreements be revised as below:

1. that the quantum of Calculus Capital's entitlement to a performance fee in respect of excess realised gains be reduced from 20% to 10%; and
2. that a co-investment syndicate ("Syndicate") structure be put in place to facilitate the individual members of the Calculus Capital investment team and other key members of its staff ("Syndicate Members") putting their own money into each investment that the Company makes, with Syndicate Members receiving a junior class of shares to those received by the Company.

A separate circular to shareholders seeking their approval of the new arrangements will be issued on or around the date of publication of these Accounts and sent to shareholders along with these Accounts.

Developments Since the Period End

On 26 April 2024, C4X Discovery Holdings plc (now C4X Discovery Holdings Limited) de-listed from the AIM market. The board of C4X took this strategic decision because the LSE AIM valuation has not reflected the underlying potential of the business for some time. Whilst the AIM-market has provided the Company with valuable opportunities to enrich its portfolio and stimulate growth and visibility, we believe the de-listing of C4X will allow the Company to provide a more accurate and fair valuation of C4X's progress.

Continuing a successful fundraising period for the Company, a further £3.2m shares were issued on the 5 April 2024. This was made up of 5,257,265 shares at 60.42p. On 24 April 2024, 833,854 shares were bought back by the Company for £472,378.

On 29 May 2024, Blu Wireless Technology Limited ("BWT") raised new equity from a strategic investor, Westermo, and other financial investors. As part of the equity issue, the convertible loan note ("CLN") held by the Company was converted into equity alongside other CLNs issued by BWT.

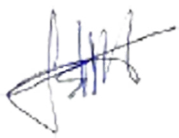
On 4 June, the Company invested £666k in Engaging Works Holding Limited ("WorkL"). WorkL helps over 1,000 businesses globally improve the happiness and engagement of their teams and is also the powerhouse behind the UK's most prestigious business awards, "The Sunday Times Best Places to Work". This investment will enable WorkL to accelerate and expand its domestic and international operations, which already include the UK, Ireland, the UAE, Australia and South Africa.

Outlook

Looking ahead, we remain optimistic about the future opportunities for the Company. Whilst we anticipate a degree of continued market volatility and uncertainty, we believe that our diversified portfolio and Calculus Capital Limited's experienced investment team are well-positioned to navigate these challenges and capitalise on attractive investment opportunities as they arise. The Company's focus on investment in growth companies in the technology, life sciences and media sectors, all of which are key expansion areas for the UK economy, will continue to provide opportunities for profitable investment. The 2024 Spring Budget focused in on three distinct sectors; technology, life sciences and the creative industry and the roles these will play in delivering future sustained economic growth to the UK. This focus further highlights the growth potential provided by the Company's investment strategy and unique sector focus.

As we navigate the evolving political landscape, the recent election of Keir Starmer as the new Prime Minister marks a significant moment of change. His leadership may bring a fresh perspective and potential policy changes that could stimulate growth in the economy. In September 2023, Labour published their 'Start Up, Scale Up' report which outlined the party's plans to make Britain the high growth, start-up hub of the world. VCT schemes will be vital in delivering this target. Rachel Reeves, the UKs first female Chancellor has, on numerous occasions, made clear her support and appreciation of the importance of the VCT schemes. Reassuringly, tax efficient venture capital managers will continue to play a vital role in stimulating investment and entrepreneurship across the UK and to contribute to delivering sustained economic growth.

The Company ended the period with several notable uplifts in value within our current portfolio despite challenging market conditions. We are pleased to announce that the VCT has successfully fundraised over £8.4 million in the current financial period with a further £3.2m raised in April 2024. The marginal decline in total funds raised across the wider VCT market was not experienced by the Company. VCTs provide a compelling opportunity for UK investors to provide funding for growing businesses in a tax-efficient way, and we look forward to continuing to update you on our progress in the year ahead.



Jan Ward, Chairman

11 July 2024

Dr Joe Conner
Invizius

Manager's Review

The Company, through its Investment Manager, Calculus Capital Limited ("Calculus Capital"), invests in a diverse portfolio of established UK growth companies. The investments aim to support those companies to grow, innovate and scale while simultaneously achieving long-term returns. Calculus Capital's success is underpinned by a disciplined investment process, strong risk management and very close monitoring of and partnerships with the portfolio companies.

Results For the Year

There has been a strong performance across a broad range of the Company's qualifying investments, which is particularly encouraging given challenging market conditions.

Performance

We are pleased with the overall resilience shown across the Company's portfolio despite ongoing political and financial uncertainties and the resulting inflationary environment and disruption in global supply chains.

The funding landscape for private UK companies across 2023 presented notable challenges. A higher Bank Rate and the subsequent increased cost of capital inevitably moderated the valuations of private unquoted companies across multiple sectors. Management teams, reluctant to raise capital during periods of lower valuations, switched focus to capital efficiency and a quicker path to profitability, replacing the revenue growth at all costs mentality and approach. Given the challenges, the Company's portfolio was well positioned to capitalise on the investment trends of the latter half of 2023 (H2 2023) and Q1 2024. The Calculus Capital investment team has always targeted IP rich, and research driven companies with the potential to grow significantly in value by delivering on clearly defined business plans and growth milestones, regardless of the changes in the interest rate environment. As a result, the Company is pleased to report the uplift in valuation of several portfolio companies.

The top 5 performing portfolio companies in terms of valuation growth cover the range of sectors which make up the Company's investment strategy (this includes both media and technology) highlighting the effectiveness of the Company's well diversified portfolio and unique sector focus. Collectively, these five companies contributed to £1.09m of NAV growth.

The most substantial movement in the qualifying portfolio across the period was the £0.33m value increase of Optalitix Limited ("Optalitix"). Optalitix offers a low-code SaaS product to insurers and financial institutions which allows business processes based on Excel to be transformed into robust online systems. The company has a strong customer base in the UK and internationally, including notable insurance names such as Vitality Health, Dale Underwriting Partners, GoCompare and Lloyd's of London. The company experienced good growth in H2 2023 which continued into Q1 2024. It is likely the company will use this sales growth to launch a further funding round in 2024.

Riff Raff Entertainment Limited ("Riff Raff") contributed £0.3m to the Company's NAV despite the lengthy US writers' and actors' strikes that took place last year. As a co-founder, Jude Law is actively involved in the creative process, collaborating with talented filmmakers and writers to develop TV and film projects with strong narratives. Riff Raff has made strong progress since receiving first investment from funds managed by Calculus Capital in 2022 due to projects such as *Black Rabbit,* a major eight part TV series developed by Riff Raff and currently shooting in New York for Netflix with Jude Law, Jason Bateman (*Ozark*), Laura Linney and directed by Jason Bateman.

Quai Administration Services Limited ("Quai") has enjoyed a considerable increase in demand for its platform and services since becoming authorised by the Financial Conduct Authority (FCA) in 2021. Revenues in the year to October 2023 grew by over 40% compared to the prior year and growth of a similar level is expected in the year to October 2024. This last year of promising growth within Quai has provided the VCT with an additional £0.3m in the Company's NAV.

A further £0.24m NAV growth was delivered across the qualifying portfolio by Fiscaltec Group Limited ("Fiscaltec"). Fiscaltec solutions empower procurement teams across the globe to protect their organisational spend. Its NXG Forensics® enterprise solution provides continuous protection through transactional risk analysis, supplier risk profiling, anti-fraud controls and ongoing reporting. In the year to November 2023, Fiscaltec grew revenues by 14%. The company continues to manage its costs and was able to achieve this growth whilst delivering a breakeven EBITDA result for the second consecutive year. Fiscaltec is well positioned as a software provider to the "office of the CFO" and now has the scale to capitalise on this position. As a result, the investment team believe a material uplift in valuation (25%) to be appropriate.

Wonderhood Studios Limited ("Wonderhood") experienced further valuation growth, contributing £0.16m to the overall Company NAV growth. Wonderhood consists of five studios comprising a full-service advertising agency, social media studio, TV production division, data insights unit and design studio. In the period to March 2024, Studio A (Advertising) won major new clients, including FTSE 100 companies, Coral and Hargreaves Lansdown. Additionally, Wonderhood has been asked to handle the account of the Princess of Wales' Early Learning Foundation which is a small but prestigious client. Studio C (TV production business) has sold programming to every UK public service broadcaster plus Sky and Paramount +.

Dominic Buchanan and Bennett McGhee

Home Team

Conversely the Company portfolio has not been immune to the challenging macroeconomic conditions persistent throughout 2023 and the valuations of several portfolio companies have been lowered to reflect these headwinds. Two of the largest write downs came in the form of Wazoku Limited ("Wazoku") and Hinteview Limited ("Hinterview"), two companies making up a portion of the technology focused portfolio. The Wazoku valuation was reduced by £0.44m and Hinterview by £0.33m. Client churn and challenges in enterprise sales were the contributing factors in both valuation adjustments.

Negative investor sentiment towards the LSE Alternative Investment Market (AIM) remains a challenge for the quoted companies held within the Company portfolio. In the same period as the Company's FYE, the FTSE AIM All Share declined by -13.6%, highlighting the supressed sentiment. Lack of liquidity and the higher risk profile of AIM means a large majority of the market constituents remain considerably undervalued. Arecor Therapeutics plc, one of the Company's healthcare/ drug discovery portfolio companies, is now being held at a market value which is £0.46m lower that its closing value for the FYE 2023 notwithstanding considerable progress in the development of its portfolio of treatments. Other listed companies, including Destiny Pharma plc and Scancell Holdings plc lost an aggregate of £0.27m, again despite considerable scientific progress.

Exits

In July 2023, the Company received a capital distribution from Park Street Shipping Limited ("Park Street"). The distribution came from the sale of the MV Nordic, Park Street's only asset, back in October 2021. The payment represents a 1.68x return on cost. Since then, Park Street has been put in members' voluntary liquidation and a final payment to the Company which concluded our involvement with the business took place in October 2023.

In October 2023, Tollan Energy Limited received the clearances from HMRC to proceed with distributing remaining assets to shareholders and liquidating the company. The Company received its final payment in October 2023 and the company was dissolved in February 2024.

Following the sale of Mologic Limited in July 2021, there was a deferred element of the consideration that was paid to the Company in February 2024. There are still additional deferred amounts due to the Company but at the year end, all realisation proceeds received to date represents a 2.1x return on equity.

A final payment of deferred consideration was paid to the Company from Money Dashboard Limited in February 2024.

NAV Breakdown

The net assets of £39,065k break down as follows:

During the period, the Company made eight qualifying investments, seeking to develop its diversified portfolio. These included two new investments and six follow-on investments in existing portfolio companies.

Asset class	NAV (£000s)	% of NAV	Number of investee companies/funds
Unquoted company investments	27,887	71%	31
Quoted company investments	1,524	4%	6
Liquidity Fund investments	8,503	22%	3
Other net current assets	1,151	3%	N/A
Totals	**39,065**	**100%**	**40**

New Investments

Investments	Date	Sector	Investment cost £'000	Website
Laverock Therapeutics Limited	September 2023	Healthcare	744	laverocktx.com
Tagomics Limited	February 2024	Healthcare	909	tagomics.com

Laverock Therapeutics Limited ("Laverock")

Laverock is developing new approaches to regenerative medicine and oncology treatment using its Gene Editing induced Gene Silencing (GEiGS) technology and cutting-edge bioinformatics platform. GEiGS uses universal gene editing tools to minimally edit the host's own non-coding genes and redirect their silencing activity (RNAi) towards any desired target gene or gene family. This should allow for stable, tuneable and programmable gene silencing functionality and deliver improved safety, efficacy and accessibility for these therapies.

Tagomics Limited ("Tagomics")

Tagomics' proprietary multitopic platform unlocks disease-associated biomarkers from a range of biological sources including genetic, epigenetic, and fragmentomic features. In combination with its advanced bioinformatic and machine learning approaches, Tagomics' platform provides unique biological insights and offers a step change in genomics-based disease profiling and diagnosis.

Follow-on Investments

Investments	Date	Sector	Investment cost £'000	Website
Blu Wireless Technology Limited	March 2023	Technology	350	bluwireless.com
Brouhaha Entertainment Limited	December 2023	Creative	250	brouhahaent.com
Riff Raff Entertainment Limited	August 2023	Creative	450	riffraffentertainment.com
Rotageek Limited	November 2023	Technology	250	rotageek.com
Quai Administration Services Limited	March 2023	Technology	550	quai-digital.co.uk
WheelRight Limited	March – June 2023	Technology	1,312	wheelright.co.uk
Total			**3,162**	

**Please note, the above table does not include any deposits made into the Company's liquidity funds or conversion of loan notes*

Blu Wireless Technology Limited ("Blu Wireless")

Blu Wireless specialises in wireless technology that enables data transmission at exceptionally high speeds, comparable to fibre-optic connections. Currently, Blu Wireless is focused on providing reliable, fibre-like connectivity for high-speed transport, perimeter security, and secure vehicle-to-vehicle applications in the defence and security industries.

Brouhaha Entertainment Limited ("Brouhaha")

Brouhaha Entertainment is an Anglo-Australian production company founded in 2021. The company made significant progress in the period to March 2024 despite the lengthy US writers' and actors' strikes which had global ramifications for the industry. The TV series Boy Swallows Universe was released worldwide on Netflix on 11 January 2024 and achieved a highest position of No. 2 in the USA and the UK, No. 1 in Australia and was in the top 5 in 65 countries worldwide outperforming on a global basis even optimistic expectations. Since launch, Brouhaha has shown itself to be able to develop innovative, commercially attractive content which spans multiple genres and formats and the ability to physically produce film and TV content to a quality that can compete in international markets.

Riff Raff Entertainment Limited ("Riff Raff")

Riff Raff is a film and television production company co-founded by Jude Law and producer Ben Jackson. The company was established with a vision to develop and produce compelling film and television projects. Despite the US writers' and actors' strikes which had global ramifications, progress is ahead of plan. The most advanced projects include: *Black Rabbit*, a major eight part TV series developed by Riff Raff and currently shooting in New York for Netflix with Jude Law, Jason Bateman (*Ozark*) and Laura Linney and directed by Jason Bateman. A number of other projects have been added to a strong and diverse slate and the company remains focused on developing and acquiring new, original IP across diverse genres with broad, inspiring, and informative storylines, guided by Jude's passion for storytelling and commitment to entertaining drama.

Jude Law and Alicia Vikander in Firebrand
Brouhaha

Rotageek Limited ("Rotageek")

Rotageek provides a workforce management solution, creating staff schedules using cloud-based technology to effectively manage and engage staff. The company is led by the co-founder, and current CEO, Dr Chris McCullough, who spent 16 years in the NHS and 8 years as an Emergency Medicine Physician, at several London based hospitals, including St Mary's Hospital. In June 2022, the Company invested £0.75 million as part of a £2.75 million fundraising, alongside existing investors, as well as new investors. The fundraise will be used to support the company's further expansion into the global workforce management market, primarily across retail and healthcare sectors.

Quai Administration Services Limited ("Quai")

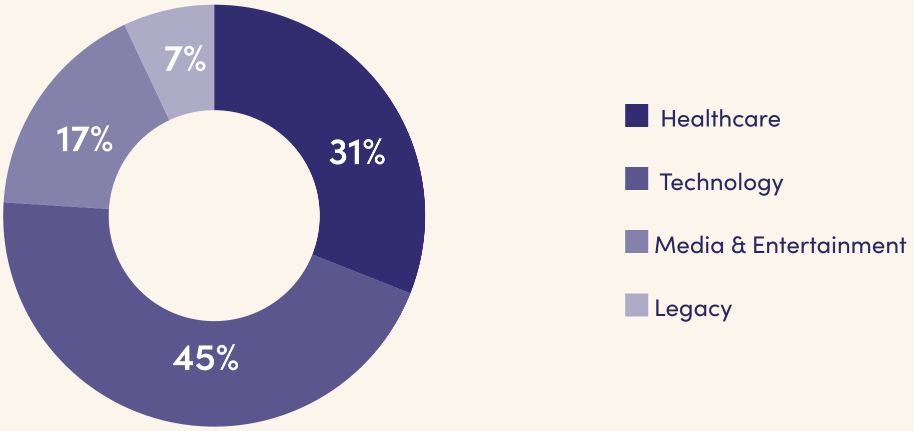
Quai provides platform technology combined with back office administration services for the high-volume personal savings industry. In late 2021 Quai became authorised by the Financial Conduct Authority, hitting a major milestone. Revenues in the year to October 2023 grew by over 40% compared to the prior year and growth of a similar level is expected in the year to October 2024.

WheelRight Limited

WheelRight's cutting-edge drive-through automated tyre safety check system uses advanced technologies and services to provide a simple solution to the problems of performing tyre inspections and capturing tyre diagnostics. The company's board and management team remain actively engaged with several prospective purchasers as they look to realise a viable and lasting funding solution for the business that will enable it to provide a stable platform for the continued growth of WheelRight, its employees and customers.

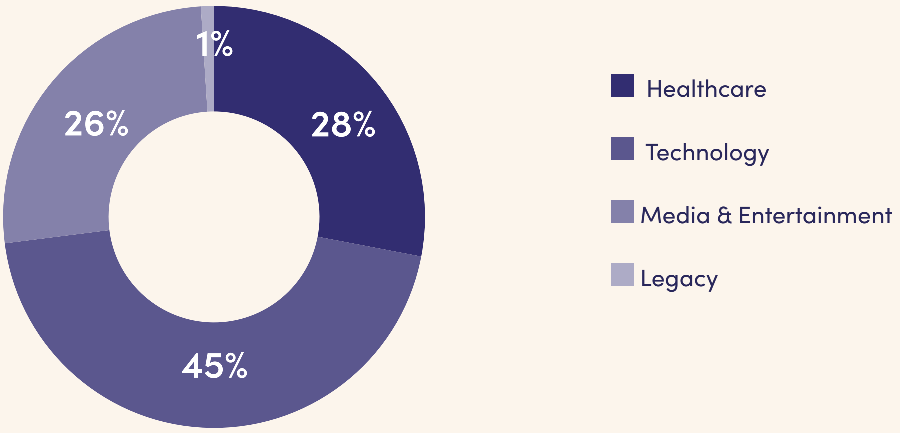
Investment Diversification at 31 March 2024

Sectors by investment cost



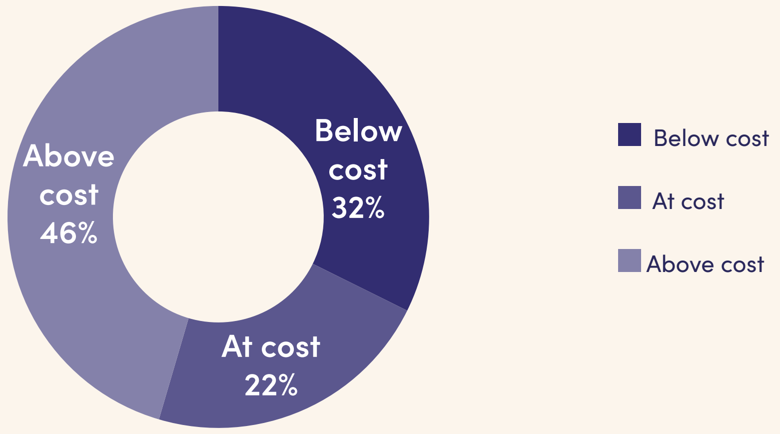
In line with the Company's investment strategy, the portfolio composition, based on investment cost, largely consists of three main sectors: Technology, Healthcare and Media and Entertainment. These three sectors makeup 93% of the Company's portfolio.

Sectors by Market Value



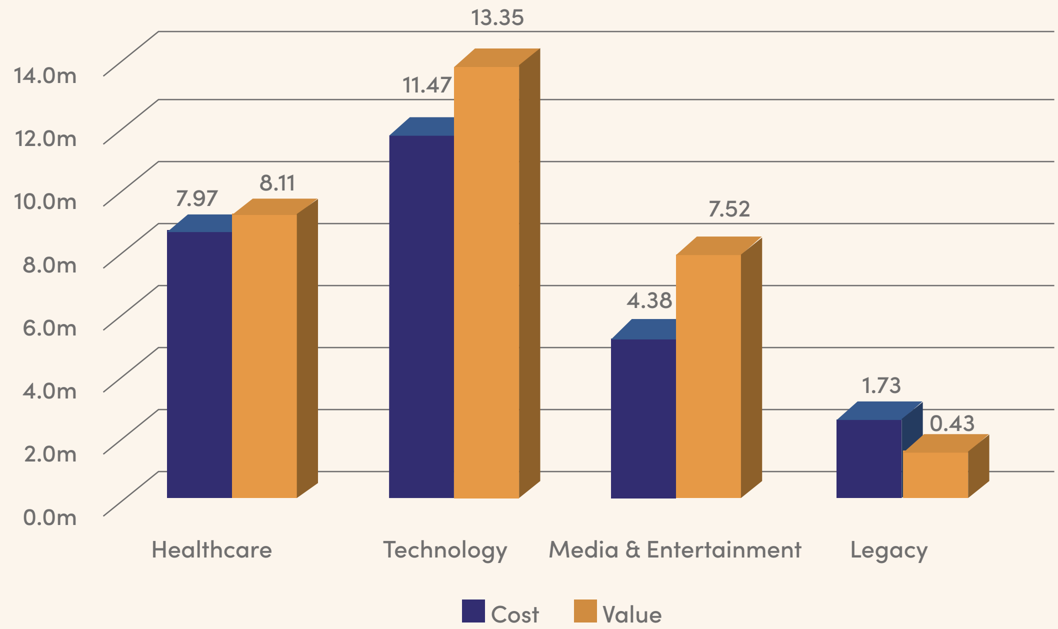
Work is ongoing to exit companies which are outside of the current investment strategy and sector focus. This portion of the portfolio is labelled as the legacy holdings. It is encouraging to see the legacy holdings make up just 1% of the portfolio, based on a comparison of sectors by market value, as at 31 March 2024.

Performance of portfolio compared to cost



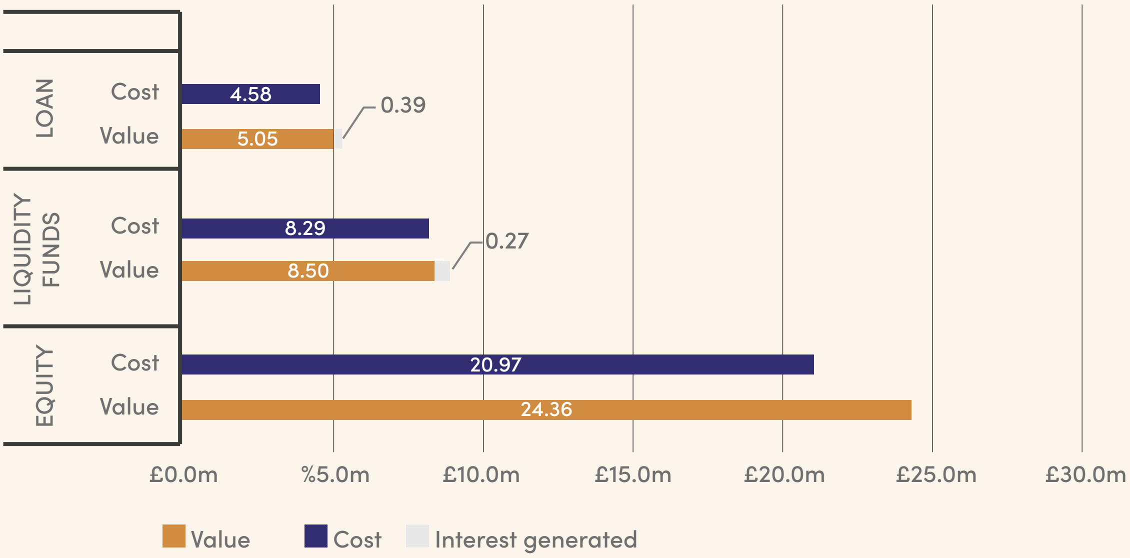
The majority of the portfolio is held at a value above or at cost. This is encouraging to see and reflects the longer term positive total return delivered to investors by the Company.

Industry split of investments by cost and value



Sector specific investment cost vs. market value data shows an uplift in all three key sectors which make up the Company's investment strategy. It should be noted that two sizeable new investments were made into two different healthcare companies in the FYE March 2024. Given how recent these investments have been made, for the recent round of audited valuations, the two companies remained at investment cost.

Cost and value per investment instrument



The "Interest generated" shown in the above graph relates to the income generated by the loans and liquidity funds in the period (£658k). With regards to the liquidity funds, two of the three funds held by the Company pay out monthly interest, whereas the third fund has accumulating interest and is currently up 7.2% on cost.

Investment Portfolio

Largest holdings by value

Three of the Company's ten largest investments are currently in liquidity funds. Details of the ten largest qualifying investments and of the liquidity funds are set out below.

Investments	Book Cost £'000	Valuation £'000	% of investment portfolio
Top 10 Equity Investments			
Brouhaha Entertainment Limited	1,081	2,031	5.4
Rotageek Limited	1,530	1,844	4.9
Oxford BioTherapeutics Limited	350	1,773	4.7
Home Team Content Limited	786	1,763	4.6
Riff Raff Entertainment Limited	874	1,693	4.5
WheelRight Limited	1,812	1,596	4.2
Optalitix Limited	1,065	1,399	3.7
Fiscaltec Group Limited	768	1,214	3.2
Thanksbox Limited	1,073	1,177	3.1
Quai Administration Services Limited	920	1,172	3.1
Other Quoted Investments			
Acecor Therapeutics plc	833	596	1.6
C4X Discovery Holdings plc	598	279	0.7
Scancell Holdings plc	378	262	0.7
Destiny Pharma plc	500	250	0.6
Spectral AI inc	500	137	0.4
Other Unquoted Equity Investments			
Wazoku Limited	720	1,162	3.1
MIP Diagnostics Limited	982	1,078	2.8
Maven Screen Media Limited	798	909	2.4
Tagomics Limited	909	909	2.4
Censo Biotechnologies Limited	1,051	909	2.4
Blu Wireless Technology Limited	800	855	2.3
eConsult Health Limited	750	750	2.0
Laverock Therapeutic Limited	744	744	2.0
Notify Technology Limited	628	731	1.9

Investments	Book Cost £'000	Valuation £'000	% of investment portfolio
Other Unquoted Equity Investments (continued)			
Wonderhood Limited	441	723	1.9
Arctic Shores Limited	610	610	1.6
Open Energy Market Limited	200	512	1.4
Hinterview Limited	800	474	1.2
Invizius Limited	375	428	1.1
IPV Limited	340	409	1.1
Raindog Films Limited	396	396	1.0
Evoterra Limited	1,215	256	0.7
Essentia Analytics Limited	200	200	0.5
Other*	518	170	0.4
Quoted Funds			
Fidelity Sterling Liquidity Fund	2,883	3,091	8.2
Aberdeen Sterling Liquidity Fund	2,707	2,707	7.1
Goldman Sachs Liquidity Funds	2,705	2,705	7.1
Total Investments	**33,840**	**37,914**	**100**

*All individual investee companies with a market value of less than £0.15 million have been grouped together as "Other"

Calculus Capital Limited manages the portfolio of qualifying Investments made by the Company. To maintain its qualifying status as a VCT, the Company needed to be greater than 80 per cent invested in qualifying Investments by the end of the relevant third accounting period and to maintain it thereafter. At 31 March 2024, the qualifying percentage for the relevant funds was 83 per cent.

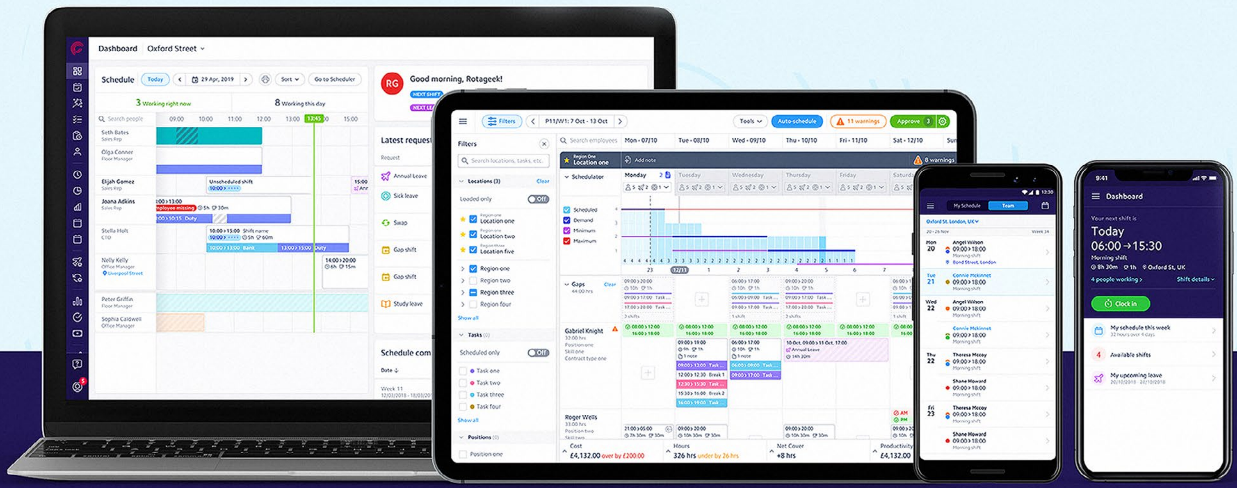
Brouhaha Entertainment Limited ('Brouhaha')

Brouhaha Entertainment is an Anglo-Australian production company founded by experienced producers, Gaby Tana, Troy Lum and Andrew Mason in 2021. The company made significant progress in the year to March 2024 despite the lengthy US writers and actors strikes which had global ramifications for the industry.

The TV series *Boy Swallows Universe* was released worldwide on Netflix on 11 January 2024 and achieved a highest position of No. 2 in the USA and the UK, No. 1 in Australia and was in the top 5 in 65 countries worldwide, outperforming even optimistic expectations. *Firebrand*, a film with Jude Law and Alicia Vikander, premiered at the prestigious Cannes Film Festival in May 2023 and had a US premiere before a US theatrical release in June 2024. The film has been acquired by Amazon Prime in the UK. Brouhaha is currently shooting a horror film, *Dangerous Animals*, in Australia and Switzerland, a film with Helen Mirren, is scheduled to commence shooting later in 2024. Following the success of *Boy Swallows Universe*. *Motel Destino*, a film shot in Brazil, was selected for the Official Competition at the Cannes Film Festival and premiered there in May 2024 and four further TV series are in development with streamers.

Since launch, Brouhaha has shown itself to be able to develop innovative, commercially attractive content which spans multiple genres and formats and the ability to physically produce film and TV content to a quality that can compete in international markets.

Market	Unquoted
Valuation Basis	DCF, Comparable companies and Precedent transactions
Equity Valuation (£m)	12.6



Rotageek Limited ('Rotageek')

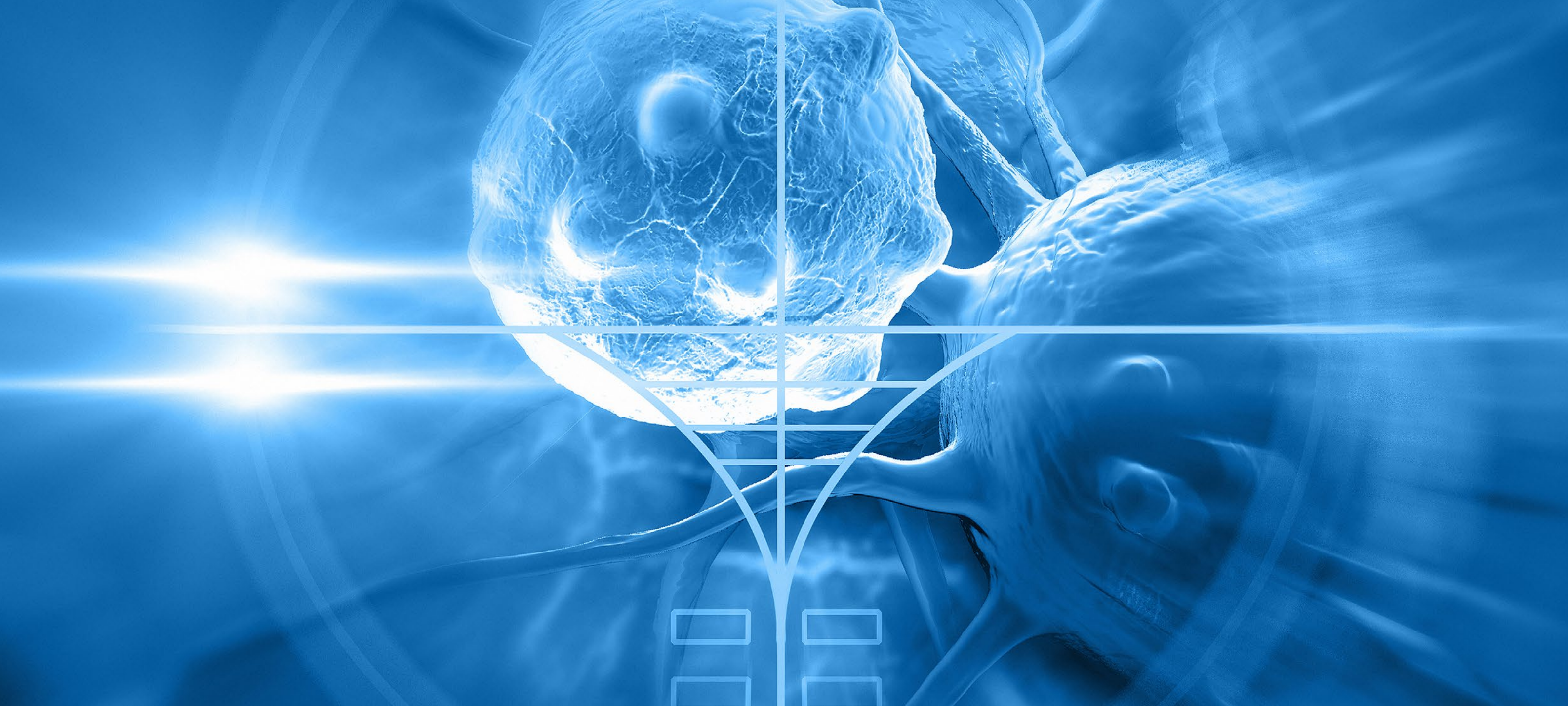
Rotageek is a data-driven workforce scheduling company focusing on retail and similar businesses.

Rotageek provides a workforce management solution, creating staff schedules using cloud-based technology to effectively manage and engage staff. Rotageek's proprietary solution assesses five years of historic business data before forecasting future customer demand to a 15-minute level, by location, staff skill or product. The SaaS solution engages with the customer's timesheet, leave management and payroll solutions, allowing end-to-end optimisation. Evidence suggests that utilising Rotageek's data-optimised staff schedules allows customers to reduce overtime spend, reduce schedule-related administration, improve staff engagement and flexibility, and improve staff retention.

The company is led by the co-founder, and current CEO, Dr Chris McCullough, who spent 16 years in the NHS and 8 years as an Emergency Medicine Physician at several London based hospitals, including St Mary's Hospital. The difficulties of managing a shift-based, lean work force provided Chris with the motivation to establish Rotageek, alongside co-founders Nick Mann and Professor Roy Pounder. The company has grown significantly since its foundation and penetrated a number of new sectors, current customers include the NHS, McColl's, Caffe Nero, Pret a Manger and the RAC.

In 2023, the company had strong growth with ARR growing over 40% in a challenging market and the company is entering 2024 with a strong pipeline. The company is considering its strategic options which, with continuing strong sales, could lead to a sale of the company in or around 2025.

Market	Unquoted
Valuation Basis	DCF, Comparable companies and Precedent transactions
Equity Valuation (£m)	19.7



Oxford Biotherapeutics Limited ('OBT')

OBT is a clinical stage oncology company focussed on first-in-class immune therapies. OBT's research has a special emphasis on patients with solid tumours which respond poorly to PD-1 inhibitors. Their clinical and pre-clinical pipeline of novel immunotherapies is balanced between internal programs, focused on Antibody Drug Conjugates and checkpoint regulators, and externally partnered programs with large pharma companies such as Boehringer Ingelheim (BI) and Immunogen (recently acquired by AbbVie).

The company's lead internal asset, OBT076, is currently in Phase 1b clinical development. It is an experimental treatment for women with high-risk HER2 negative breast cancer, as well as other solid tumours including gastric, lung, bladder and ovarian cancer.

Two of the company's partnered assets are currently in Phase 2 clinical trials.

OBT has performed well over the last 12 months, continuing the clinical development of OBT076 and deepening its relationship with key partners. In May 2023 BI agreed a 2-year extension to their second multi-year collaboration agreement. We are very pleased with the progress of the company over recent years and look forward to the future development of both the internal and partnered programs.

Market	Unquoted
Valuation Basis	Net present value, DCF and Comparable companies
Equity Valuation (£m)	330

Home Team Content Limited (‘Home Team Content’)

Home Team Content is a UK based production company founded in April 2020 by experienced producers Dominic Buchanan and Bennett McGhee. The company invested first in 2020 and invested a further tranche in 2021 following the achievement of agreed milestones. The terms around the later tranche of investment were negotiated at the time of first investment. Drawing on Dominic’s and Bennett’s experience and extensive relationships within the entertainment industry, at the heart of Home Team Content’s focus is a commitment to nurturing and collaborating with aspiring writers and directors of colour and women filmmakers of any ethnicity.

Home Team Content signed a two-year ‘first look’ TV deal with Universal International Studios (UIS) in 2022. This has been renewed for a third year. The company currently has TV projects in paid development with UIS, a feature film in paid development with Netflix, a returnable TV series in paid development with BBC and a film backed by Film4. Founded on the principles of creativity and diversity, Home Team Content is carving out a distinct niche for itself in the global entertainment industry with a slate of thought-provoking film, TV drama series and film and TV documentaries, showcasing multiple black emerging writing and directing talents which spans genres, formats and generations.

Market	Unquoted
Valuation Basis	DCF, Comparable companies and Precedent transactions
Equity Valuation (£m)	9.3

Riff Raff Entertainment Limited

Riff Raff Entertainment ("Riff Raff") is a film and television production company co-founded by Jude Law and producer Ben Jackson. Jude Law is known for his versatile performances in films such as *The Talented Mr Ripley, Cold Mountain, The Holiday* and TV series such as *The Young Pope*. The company was established with a vision to develop and produce compelling film and television projects. As a co-founder, Jude is actively involved in the creative process, collaborating with talented filmmakers and writers to develop TV and film projects with strong narratives.

Riff Raff has made strong progress since receiving first investment from Calculus managed funds in 2022. Despite the US writers' and actors' strikes which had global ramifications, progress is ahead of plan. The most advanced projects include: *Black Rabbit*, a major eight part TV series developed by Riff Raff and currently shooting in New York for Netflix with Jude Law, Jason Bateman (*Ozark*) and Laura Linney and directed by Jason Bateman. Riff Raff has a 'First Look' TV deal with Newen, a subsidiary of TF1, and is in paid development on a number of films and TV series. *The Order*, a film developed and written by Zach Baylin (King Richard) was shot in 2023 before the US writers' and actors' strikes and is planned for global theatrical release later this year.

A number of other projects have been added to a strong and diverse slate and the company remains focused on developing and acquiring new, original IP across diverse genres with broad, inspiring, and informative storylines, guided by Jude's passion for storytelling and commitment to entertaining drama.

Market	Unquoted
Valuation Basis	DCF, Comparable companies, Precedent transactions
Equity Valuation (£m)	11.8

WheelRight Limited

WheelRight's cutting-edge drive-through automated tyre safety check system uses advanced technologies and services to provide a simple solution to the problems of performing tyre inspections and capturing tyre diagnostics. WheelRight installs its unique ground-based sensors and high-resolution imaging equipment at customers' premises, which then transmit scanned inputs to cloud-based software after each drive-through to report the resultant statistics for management, assessment or enforcement purposes and which ultimately result in improved road transport safety while reducing operating costs, energy consumption and environmental waste.

While WheelRight continues to fulfil orders for US strategic investor, Snider Tire Inc, which has installed 21 systems to date across their extensive customer base of leading US freight transportation and trucking companies, the near-term outlook for the rest of the world sales opportunities and related traction is challenging as sales pipeline prospects remain subdued due to ongoing macro and sectoral uncertainties, despite acknowledging the meaningful cost savings and safety benefits that the WheelRight technology would deliver for their businesses.

Against this challenging backdrop, the company's board and management team remain actively engaged with several prospective purchasers as they look to realise a viable and lasting funding solution for the business that will enable it to provide a stable platform for the continued growth of WheelRight, its employees and customers.

Market	Unquoted
Valuation Basis	Comparable companies and DCF
Equity Valuation (£m)	0.0

*Please note, the Company still hold £1.6m of debt securities in WheelRight as seen on page 18. It is only the equity element of the company that has been written off

Optalitix Limited ('Optalitix')

Optalitix offers a low-code SaaS product to insurers and financial institutions which allows business processes based on Excel to be transformed into robust online systems. The company currently has three key products: Optalitix Models, Optalitix Quote and Optalitix Originate.

Optalitix Models is a low-code platform that allows easy conversion of spreadsheets into scalable systems that can be accessed by other systems. It offers features such as easy maintenance, model governance, and version control, making it a convenient solution for both non-developers and developers looking to convert spreadsheets into functional systems. The platform is cloud-based, scalable, and provides web pages and APIs for seamless integration with other systems.

Optalitix Quote is specifically designed for insurers which use spreadsheets for pricing and want to transition to the cloud. It provides an end-to-end underwriting workflow, accelerating the quote issuance process and providing valuable data insights. The solution also includes prebuilt connections to policy administration systems and quoting systems, making it a comprehensive digital underwriting platform for insurers. Hosted in the cloud, Optalitix Quote ensures enterprise-grade security and robust infrastructure.

Optalitix Originate is substantially similar to Optalitix Quote, but is targeted at the specialist lending as opposed to the insurance market.

These innovative products from Optalitix are transforming the insurance sector by streamlining and automating processes that were previously manual and lacked proper governance. By saving companies significant time in system development and data processing, while also providing an audit trail to enhance governance, Optalitix is helping insurers optimise their operations and improve efficiency. Optalitix has a strong customer base in the UK and internationally, including notable insurance names such as Vitality Health, Dale Underwriting Partners, GoCompare and Lloyd's of London and specialist lending names such as United Trust Bank, Bellerive and Avamore Capital.

In August 2022, Calculus Capital Limited led a £4.0m equity round into Optalitix. Calculus VCT invested £1.1m and the Calculus EIS funds invested £1.4m as part of the capital raise. On the back of the strengthened product, Optalitix had good growth in H2 2023 which has continued into Q1 2024. It is likely that the company will use the sales growth to launch a further funding round in 2024.

Market	Unquoted
Valuation Basis	DCF, Comparable companies, Precedent transactions
Equity Valuation (£m)	15

Fiscal Technologies Limited ("Fiscaltec")

Fiscaltec's proprietary solution analyses an organisation's financial transactions and supplier contacts, providing an independent overview of the effectiveness of the processes and controls encompassing spend. Its NXG Forensics® enterprise solution provides continuous protection through transactional risk analysis, supplier risk profiling, anti-fraud controls and ongoing reporting. The ongoing reporting element delivers detailed insight and flags unusual or high-risk payments before each payments run is released. These unusual outgoings include duplicates, fraudulent and erroneous payments.

Fiscaltec targets companies and organisations who typically have more than £100m in annual revenues, current customers including BAE Systems, Kent County Council, KFC and Mitchells & Butler.

In the 12 months to November 2023 Fiscaltec's revenues grew by 13%. This was an encouraging performance following a challenging period following the Covid pandemic. The company has now achieved a size where it will be able to grow without the need for further external capital. Fiscaltec is working hard to develop its sales team and go-to-market strategy with accelerating the rate of "new-logo" wins which should drive faster growth in future periods.

Market	Unquoted
Valuation Basis	Net present value, DCF and Comparable companies
Equity Valuation (£m)	38.6

Thanksbox Limited (“Mo’”)

Thanksbox’s core software product, “Moments” helps organisations improve their culture and employee engagement.

Thanksbox Limited, trading as “Mo”, provides a software platform which helps organisations improve their culture, connect their people, and improve employee engagement. Mo’s core product, “Moments”, captures moments of appreciation, recognition, inspiration, and success, and helps build connections between colleagues. The company’s product suite provides detailed analysis and reporting capabilities, allowing HR and management teams to make positive changes.

The company’s platform became particularly relevant during the pandemic when many businesses needed to build a new way of hybrid working, one in which driving positive employee engagement was increasingly challenging. Mo helped a number of its customers to navigate that difficult time and has become a trusted partner to leading organisations such as the NHS, William Hill, and SHL, among others, to foster a positive workplace culture and improve employee engagement. Whilst the recruitment challenges of 2022 are no longer relevant, employee engagement remains critical in many organisations’ HR plans.

During 2023, Mo began to show growth, reaching in excess of £1m contracted ARR in September 2023, notwithstanding working with very limited capital. Accordingly, in January 2024, Calculus Capital Limited led a further £1.6 million round into Mo to drive further growth, both through direct sales and through two major partnerships which each have the potential to grow the company dramatically.

Market	Unquoted
Valuation Basis	DCF, Comparable companies, Precedent transactions
Equity Valuation (£m)	7.3

Quai Administration Services Limited

Quai provides platform technology combined with back-office administration services for the high-volume personal savings industry. Quai's platform allows it to administer many thousands of individual savings plans at a fraction of the cost incurred by established insurance companies and wealth managers.

In late 2021, Quai became authorised by the Financial Conduct Authority. This was a major milestone in the company's development as it allowed Quai to offer a more complete service to its customers and to generate greater revenues from existing contracts. Since becoming authorised, Quai has enjoyed a considerable increase in demand for its platform and services. Revenues in the year to October 2023 grew by over 40% compared to the prior year and growth of a similar level is expected in the year to October 2024. Supported by this increased level of sales, the company expects to be profitable for the year to October 2024.

Market	Unquoted
Valuation Basis	Comparable companies, Precedent transactions and DCF
Equity Valuation (£m)	15.0

Business Review

Company Activities and Status

The Company is registered as a public limited company and incorporated in England and Wales with registration number 07142153. Its shares have a premium listing and are traded on the London Stock Exchange.

On incorporation, the Company was an investment company under section 833 of the Companies Act 2006. On 18 May 2011, investment company status was revoked by the Company. This was done to allow the Company to pay dividends to shareholders using the special reserve (a distributable capital reserve), which had been created on the cancellation of the share premium account on 20 October 2010, 1 November 2017 and 8 December 2020.

Company Business Model

The Company's business model is to conduct business as a VCT. Company affairs are conducted in a manner to satisfy the conditions to enable it to obtain approval as a VCT under sections 258-332 of the Income Tax Act 2007 ("ITA 2007").

Investment Policy

The Company's policy is to build a diverse portfolio of Qualifying Investments of primarily established unquoted companies across different industries and investments which may be by way of loan stock and/or fixed rate preference shares as well as Ordinary shares to generate income. The Board and its Investment Manager, Calculus Capital Limited, will review the portfolio of investments on a regular basis to assess asset allocation and the need to realise investments to meet the Company's objectives or maintain VCT status.

It is intended that a minimum of 75 per cent of the monies raised by the Company before being invested in qualifying investments will be invested in a variety of investments, which will be selected to preserve capital value, whilst generating income, and may include:

- Bonds issued by the UK Government; and
- Fixed income securities issued by major companies and institutions, liquidity funds and fixed deposits with counterparty credit rating of not less than A minus (Standard & Poor's rated)/ A3 (Moody's rated).

Where investment opportunities arise in one asset class which conflict with assets held or opportunities in another asset class, the Board will make the investment decision. Under its Articles, the Company has the ability to borrow a maximum amount equal to 25 per cent of the aggregate amount paid on all shares issued by the Company (together with any share premium thereon). The Board will consider borrowing if it is in the shareholders' interests to do so. As at the period-end there were no borrowings.

Long-Term Viability

In assessing the long-term viability of the Company, the Directors have regard to the guidance issued by the Financial Reporting Council. The Directors have assessed the prospects of the Company for a period of five years, which was selected because this is the minimum holding period for VCT shares if tax relief is to be retained. The Board's strategic review considers the Company's income and expenses, dividend policy, liquid investments and ability to make realisations of qualifying investments. Where appropriate, this analysis is carried out to evaluate the potential impact of the Company's principal risks actually occurring. Based on the results of this analysis, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five-year period of their assessment. The principal assumptions used are as follows: i) Calculus Capital Limited pays any expenses in excess of 3.0 per cent of NAV as set out on page 46 of the Accounts; ii) the level of dividends paid are at the discretion of the Board; iii) the Company's liquid investments which include cash, money market instruments and quoted shares can be realised as permitted by the Company's investment policy; iv) the illiquid nature of the qualifying portfolio. Based on the results of this analysis, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due.

In making this statement the Board carried out a robust assessment of the emerging and principal risks facing the Company including those that might threaten its business model, future performance, solvency or liquidity. The procedures in place to identify emerging risks and explain how they are being managed or mitigated are set out on pages 32 to 35.

In order for the future of the Company to be considered by the members, the Directors shall procure that a resolution will be proposed at the tenth annual general meeting after the last allotment of shares (and thereafter at five yearly intervals) to the effect that the Company shall continue as a venture capital trust.

Alternative Investments Funds Directive (AIFMD)

The AIFMD regulates the management of alternative investment funds, including VCTs. The VCT is externally managed under the AIFMD by Calculus Capital Limited which is a small authorised Alternative Investment Fund Manager.

Risk Diversification

The Board controls the overall risk of the Company. Calculus Capital Limited will ensure the Company has exposure to a diversified range of Qualifying Investments from different sectors.

Since November 2015, the types of non-qualifying investment include:

- Bonds issued by the UK Government; and
- Fixed income securities issued by major companies and institutions, liquidity funds and fixed deposits with counterparty credit rating of not less than A minus (Standard & Poor's rated)/A3 (Moody's rated).

VCT Regulation

The Company's Investment Manager's investment policy is designed to ensure that it will meet, and continue to meet, the requirements for approved VCT status from HM Revenue & Customs (HMRC). Amongst other conditions, the Company may not invest more than 15 per cent (by value at the time of investment) of its investments in a single company and must have at least 80 per cent by value of its investments throughout the period in shares or securities in qualifying holdings. In addition, 30 per cent of any money raised after 6 April 2018 will need to be invested in qualifying holdings within 12 months after the end of the accounting period in which the money was raised and loan stock investments in investee companies must be unsecured and must not exceed a commercial rate of return, which in most cases HMRC interprets as a 10% return per annum over a five year period.

Key Strategic Issues Considered During the Year

Performance

The Board reviews performance by reference to a number of key performance indicators ("KPIs") and considers that the most relevant KPIs are those that communicate the financial performance and strength of the Company as a whole, being;

- Total net assets
- Total return per share
- Net asset value per share
- Total cost of investments made in the period
- 5 year total return
- Funds raised in the period
- Dividends paid
- Dividend yield
- Shares bought back in the period
- Portfolio diversification (number of portfolio companies held)

The financial highlights of the Company can be found on page 4 of the Annual Report and Accounts.

Further KPIs are those which show the Company's position in relation to the VCT tests which it is required to meet in order to meet and maintain its VCT status. The Qualifying percentage is disclosed in the Investment Manager's review. The Company has received approval as a VCT from HM Revenue & Customs.

There are no KPIs related to environmental and employee matters as these are not relevant to the internal activity of the Company, which delegates operations to external providers.

Emerging and Principal Risks Facing the Company and Management of Risk

The Company is exposed to a variety of risks. The principal financial risks, the Company's policies for managing these risks and the policy and practice regarding financial instruments are summarised in note 15 of the Accounts.

The Board has also identified the following additional risks and uncertainties:

Risk: Investment, performance and valuation risk

Possible Consequence

The risk of investment in poor quality businesses, which could reduce the returns to shareholders and could negatively impact the Company's current and future valuations. By nature, smaller unquoted businesses, such as those that qualify for Venture Capital Trust purposes, are more volatile than larger, long established businesses. The Company's investment valuation methodology is reliant on the accuracy and completeness of information that is issued by portfolio companies. In particular, the Directors may not be aware of or take into account certain events or circumstances which occur after the information issued by such companies is reported.

Risk assessment during the year

Increased in the year due to the heightened economic and geopolitical issues.

Risk management

To reduce this risk, the Board places reliance upon the skills and expertise of the Manager and their track record over many years of making successful investments in this segment of the market. In addition, the Manager operates a formal and structured investment appraisal and review process, which includes an Investment Committee for all investments.

Investments are actively and regularly monitored by the Manager (investment directors normally sit on portfolio company boards), including the level of diversification in the portfolio, and the Board receives detailed reports on each investment as part of the Manager's report at quarterly board meetings. The Board and Manager regularly review the deployment of investments and cash resources available to the Company in assessing liquidity required for servicing the Company's buy-backs, dividend payments and operational expenses.

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 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.

Risk: VCT approval risk

Possible Consequence

The Company must comply with section 274 of the Income Tax Act 2007 which enables its investors to take advantage of tax relief on their investment and on future returns. Breach of any of the rules enabling the Company to hold VCT status could result in the loss of that status.

Risk assessment during the year

No change in the year.

Risk management

To reduce this risk, the Board has appointed the Manager, which has a team with significant experience in Venture Capital Trust management, used to operating within the requirements of the Venture Capital Trust legislation. Each investment in a new portfolio company is also precleared with our professional advisers or H.M. Revenue & Customs. The Company monitors closely the extent of qualifying holdings and addresses this as required.

Risk: Regulatory and Compliance risk

Possible Consequence

The Company is listed on The London Stock Exchange and is required to comply with the rules of the Financial Conduct Authority, as well as with the Companies Act, Accounting Standards and other legislation. Failure to comply with these regulations could result in a delisting of the Company's shares, or other penalties under the Companies Act or from financial reporting oversight bodies.

Risk assessment during the year

No changes in the year.

Risk management

Board members and the Manager have experience of operating at senior levels within or advising quoted companies. The Board and the Manager receive regular updates on new regulations from its auditor, lawyers and other professional bodies. The Manager monitors VCT regulation and presents its findings to the Board on a quarterly basis.

Risk: Operational and internal control risk (including cyber and data security risk)

Possible Consequence

The Company relies on a number of third parties, in particular the Manager, for the provision of investment management and administrative functions. Failures in key systems and controls within the Manager's business could put assets of the Company at risk or result in reduced or inaccurate information being passed to the Board or to shareholders.

Risk assessment during the year

No changes in the year.

Risk management

The Company and its operations are subject to a series of rigorous internal controls and review procedures exercised throughout the year. The Board receives reports from the Manager on its internal controls and risk management, including on matters relating to cyber security.

In addition, the Board annually reviews the performance of its key service providers, particularly the Manager, to ensure they continue to have the necessary expertise and resources to deliver the Company's investment objective and policy.

Risk: Economic, political and social risk

Possible Consequence

Changes in economic conditions, including, for example, interest rates, rates of inflation, industry conditions, competition, geopolitical conflicts, and other factors could substantially and adversely affect the Company's prospects in a number of ways. This also includes risks of social upheaval, including from infection and population re-distribution, as well as economic risk challenges as a result of healthcare pandemics/infection as we have seen in recent years.

Risk assessment during the year

Increased in the year due to higher levels of inflation and interest rates and the geopolitical risks from the Ukraine-Russia conflict.

Risk management

The Company invests in a diversified portfolio of companies across a number of industry sectors and in addition often invests in a mixture of instruments in portfolio companies. At any given time, the Company has sufficient cash resources to meet its operating requirements, including share buy-backs and follow-on investments.

In common with most commercial operations, exogenous risks over which the Company has no control are always a risk and the Company does what it can to address these risks where possible, not least as the nature of the investments the Company makes are long term. The Board and Manager are continuously assessing the resilience of the portfolio, the Company and its operations and the robustness of the Company's external agents, as well as considering longer term impacts on how the Company might be positioned in how it invests and operates. Ensuring liquidity in the portfolio to cope with exigent and unexpected pressures on the finances of the portfolio and the Company is an important part of the risk mitigation in these uncertain times.

Risk: Liquidity risk

Possible Consequence

The Company may not have sufficient cash available to meet its financial obligations. The Company's portfolio is primarily in smaller unquoted companies, which are inherently illiquid as there is no readily available market, and thus it may be difficult to realise their fair value at short notice.

Risk assessment during the year

No changes in the year.

Risk management

To reduce this risk, the Board reviews reports and discusses with the Manager on a quarterly basis. These include potential investment realisations (which are closely monitored by the Manager), dividend payments and operational expenditure. This ensures that there are sufficient cash resources available for the Company's liabilities as they fall due.

Qualifying investments

There are restrictions regarding the type of companies in which the Company may invest and there is no guarantee that suitable investment opportunities will be identified.

Investment in unquoted companies and AIM-traded companies involves a higher degree of risk than investment in companies traded on the main market of the London Stock Exchange. These companies may not be freely marketable and realisations of such investments can be difficult and can take a considerable amount of time. There may also be constraints imposed upon the Company with respect to realisations in order to maintain its VCT status which may restrict the Company's ability to obtain the maximum value from its investments.

Calculus Capital Limited has been appointed to manage the qualifying investments portfolio and has extensive experience of investing in this type of investment. Regular reports are provided to the Board and a representative of Calculus Capital Limited is on the Company's board. Risk is managed through the investment policy which limits the amount that can be invested in any one company to 10 per cent of the qualifying portfolio respectively at the time of investment.

Employees, Environmental, Human Rights and Community Issues

The Company has no employees and the Board comprises entirely non-executive directors. Day-to-day management of the Company's business is delegated to the Investment Manager (details of the management agreement are set out in the Directors' Report) and the Company itself has no environmental, human rights or community policies. In carrying out its activities and in its relationships with suppliers, the Company will conduct itself responsibly, ethically and fairly. The Board has reviewed the policies of the Manager and is confident that these are appropriate.

Statement Regarding Annual Report and Accounts

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

Jan Ward, Chairman

11 July 2024

Tagomics Team

Section 172 Statement

Section 172 (1) of the Companies Act 2006 requires the Directors to explain how they have fulfilled their obligation to consider broader stakeholder interests when performing their duty to act in good faith for the benefit of all stakeholders. In doing this the Directors considered the following factors –

- Likely consequences of any decisions in the long term
- The interests of any employees
- The need to foster business relationships with suppliers, shareholders, and others
- The impact of the Company's operations on the community and the environment
- Maintaining a reputation for high standards of business conduct
- Acting fairly as between all the members of the Company

Oversight of Professional Advisors

As is normal practice for VCTs, the Company delegates authority for the day-to-day management of the Company to an experienced Investment Manager. The Board ensures that it works very closely with Calculus Capital Limited to form strategy and objectives and oversee execution of the business and related policies. The Board receives quarterly performance updates at board meetings from the Investment Manager in addition to regular ad hoc updates and portfolio news. The Investment Manager attends every board meeting and the CEO of the Investment Manager is also a member of the Company's Board. The Board reviews other areas of operation over the course of the financial year including the Company's business strategy, key risks, internal controls, compliance and other governance matters. The Board reviews the Investment Manager's fee annually.

Communication with Shareholders

The Board promotes and encourages communications with shareholders, primarily through interim and annual reports, and at annual general meetings ("AGMs"). The Board encourages shareholders to attend and vote at AGMs. Calculus Capital Limited as Investment Manager keeps shareholders up to date with investee company news stories and updates on any open offers are included on quarterly newsletters sent to investors. Investee company news stories and regulatory news is also available for shareholders to view on Calculus Capital's website. Calculus Capital Limited may also, from time to time, organise investor forums where shareholders have an opportunity to meet with management of portfolio companies. Shareholders will have the ability to vote by proxy and return proxy forms either electronically or in the post.

Directors' decisions are intended to fulfil the Company's aims and objectives to achieve long-term returns for shareholders. In addition to providing the opportunity to benefit from investment in a diverse portfolio of unquoted growing companies, the Board aims to pay annual dividends equivalent to 4.5% of NAV. During the financial period, 2.95 pence dividends per share were paid to registered shareholders. As part of its policy to return funds to shareholders, the Company will continue to consider opportunities for buybacks. During the period, 2,015,317 shares were bought back for cancellation.

Oversight of Suppliers and Providers

The Board reviews annually the agreements with service providers including the administrators, custodian and depositary of the Company, to ensure value for money, accuracy and compliance. In carrying out its activities and in its relationships with suppliers, the Company aims to conduct itself responsibly, ethically and fairly.

Working with Portfolio Companies

The Board, through its investment policy and objectives, as detailed on page 30 of the Annual Report, incorporates considerations for ensuring alignment with the objectives agreed with the Investment Manager and portfolio companies. Calculus Capital Limited as Investment Manager is the main point of contact for investee companies and the Board ensures it receives updates on the entire portfolio quarterly. Further support was provided to some portfolio companies through follow-on investments. The Investment Manager offers investee companies both financial support and practical help by offering specialist skills and contacts to help portfolio companies achieve their long-term objectives.

Supporting the Environment and the Community

The purpose of the regulations related to VCTs is to generate support and investment for small growth companies. Government endorsement of the sector seeks to drive economic growth through innovation, entrepreneurship and employment benefiting both the economy and community wellbeing. Management incorporates consideration of social, environmental and governance issues in making investment decisions. Investments in life sciences companies like Arecor plc and Spectral AI, all have the core mission to contribute to people's lives in the development of new treatment in areas of high unmet needs. Arecor is focused on developing superior biopharmaceutical products to enable patients to live healthier lives. While Spectral AI plc is focused on medical diagnostics for faster and more accurate treatment decisions in wound care. Similarly, Censo Biotechnology Limited has promoted animal free testing through human iPSCs for drug discovery. Within the technology sector, Arctic Shores Limited is helping employers build diversity into their recruitment processes and Wazoku is another example using innovative software to assist businesses looking to meet the global sustainability challenge. Similarly, Notify Technologies Limited is supporting organisations in managing safety, health, environment and quality compliance with their innovative software solution. Within the media industry, Home Team Content is committed to improving the representation of people of colour within the industry.

The Board takes into consideration the potential long-term effect of their decisions on all its associated stakeholders. The effects on members, the long-term success of the Company, compliance with regulations, adherence with the Association of Investment Companies ("AIC") code and the reputation of the Company are all taken into consideration.

Board of Directors

Jan Ward (Chairman)*

Jan has been a mechanical engineer for over 30 years in metals, manufacturing and distribution. She has worked at board level for specialty metals producers and distributors and has lived and worked in the US, Europe and the Middle East. Jan is the Founder of Corrotherm International Ltd, a company specialising in high alloy metals for use in oil, gas, petrochemical power and desalination industries, she grew the company from a one-woman company to an entity now with offices in seven countries.

An adviser and non-executive board member to a number of manufacturing companies and government departments, she is also the director of the Saudi British Joint Business Council and UAE UK Business Council, Director of Energy Industries Council. She is a NatWest everywoman award winner, as well as IoD London and South East Global Director of the year. Jan was awarded a CBE for services to Business and Honorary Doctorate of Engineering.

Janine Nicholls (Audit Committee Chairman)*

Janine has spent more than 25 years in private equity and asset management in both investment and operational roles. Latterly, Janine has held Chief Operating Officer roles at Snowball Impact Management Limited, GHO Capital and Hermes GPE, where she shaped the governance, risk and operating strategies that underpinned a number of successful fundraisings from institutional investors. Before turning to operations, she spent more than ten years in investment roles, including as Head of Private Equity for The Pearl Group.

Janine qualified as a Chartered Accountant with Price Waterhouse and holds a Masters in Business Administration (MBA) from INSEAD, a BSc(Econ) from the London School of Economics and the Investment Management Certificate. She is a non-executive director of ICG Enterprise Trust plc, a FTSE 250 listed investment company.

John Glencross

John co-founded Calculus Capital Limited in 1999, creating one of the UK's most successful, independent private equity firms focused on investing in smaller, unquoted companies.

John has over 30 years' experience in private equity, corporate finance, and operational management. During that time, he has invested in, advised on or negotiated more than 100 transactions and served on publicly quoted and private corporate boards. Before co-founding Calculus Capital Limited, John served as an Executive Director of European Corporate Finance for UBS for nine years where he advised on M&A, IPOs, restructurings and recapitalisations, strategic alliances and private equity. At the start of his career, John qualified as a Chartered Accountant with Peat Marwick (subsequently KPMG), where he then went on to be recruited as a founder member of Deloitte's newly established Corporate Finance practice in London. John graduated from Oxford University with an MA (Hons) in Philosophy, Politics and Economics.

Hemant Mardia*

Hemant is a technology entrepreneur with a leadership track record of successfully developing ground-breaking products and scaling innovative businesses internationally with tier one customers. Hemant has over thirty-five years experience ranging across telecoms, biometrics, quantum, cybersecurity, and semiconductor industries. Hemant graduated in Electrical and Electronic Engineering from Leeds University and gained his PhD from Leeds University.

Hemant is Fellow of the Institute of Engineering and Technology (IET) and fellow of the Society of Cable Telecommunications Engineers (SCTE). Hemant is on the Board of several companies including Chairman at Nu Quantum Limited and Blu Wireless Limited, Non Executive Director of Binarii Labs and prior to that CEO of public listed technology companies including IDEX ASA (Oslo Bors) and Filtronic Plc (UK FTSE) and has founded and scaled three technology businesses.

Hemant joined the Calculus VCT Board in February 2024.

*independent of the Manager

The Manager

Calculus Capital Limited ("Calculus Capital") is appointed as Manager to the Company and provides secretarial, administration and custodian services to the Company.

Calculus Capital is a pioneer of tax efficient investing having launched the UK's first HMRC-approved Enterprise Investment Scheme (EIS) Fund in 1999. Calculus targets companies across the fastest-growing sectors in the UK – technology, healthcare and the creative industry. Across all sectors, there are common themes - exceptional management teams, scalable companies which have developed traction in the market and have defensible intellectual property and considerable growth potential.

Over the past 25 years, Calculus Capital's experienced team have built a strong reputation for delivering profitable portfolio company exits. Calculus Capital has a team of 20 members. The Calculus Capital team involved with Calculus VCT includes the following individuals:

John Glencross
Chief Executive of Calculus Capital Limited

Details for John Glencross can be found on page 41.

Susan McDonald
Chairman of Calculus Capital Limited

Susan also chairs Calculus Capital's Investment Committee which approves all new investment and disposals. Susan has over 30 years of financial services experience and has personally directed investment to over 80 companies in the last 20 years covering a diverse range of sectors. She has regularly served as board member of the firm's private equity backed companies. Before co-founding Calculus Capital, Susan was Director and Head of Asian Equity Sales at Banco Santander. Prior to this, she gained over 12 years' experience in company analysis, flotations and private placements with Jardine Fleming in Hong Kong, Robert Fleming (London) and Peregrine Securities (UK) Limited. Susan has an MBA from the University of Arizona and a BSc from the University of Florida. Before entering the financial services industry, Susan worked for Conoco National Gas Products Division and with Abbott Laboratories Diagnostics Division.

Julie Ngo
Chief Operating Officer

Prior to joining Calculus Capital, Julie was for seven years Head of Compliance and Finance at Neuron Advisers, a hedge fund manager. At Neuron Advisers, she had responsibility for all financial and regulatory activities of the business. Amongst her achievements, she was instrumental in structuring and launching a new macro systematic fund and had responsibility for liquidating another. Julie also set up a new management reporting system, managed restructuring of the group due to regulatory (AIFMD) changes, project managed the AIFMD transition (including application for variation of FCA permission) and registration with NFA/CFTC authorities. Julie qualified as a Chartered Certified accountant with PwC and is a CFA charter holder. She holds a Bachelor of Economics from Hanoi Finance Academy and an MBA from Oxford University.

Natalie Evans
Finance Director and Company Secretary

Natalie has over 12 years' experience working in private equity both in the fund operations and finance roles. Natalie is responsible for finance and operations at Calculus Capital. Until recently Natalie was Head of Fund Administration and she still oversees all areas of VCT fund administration, operations and reporting. Natalie also carries out the company secretarial work for the Company. Natalie is a chartered management accountant and holds a first class Bachelor of Law degree. Prior to this Natalie graduated with a Masters of Modern Languages from the University of Manchester.

Richard Moore
Co-Head of Investments

Richard joined Calculus Capital in 2013. Prior to this he was a Director at Citigroup, and also previously worked at JP Morgan and Strata Technology Partners. Richard has over 15 years' corporate finance experience advising public and private corporations and financial sponsors on a range of M&A and capital raising transactions. Richard's role is to source and execute new deals, as well as managing some of the existing portfolio companies through to exit. Richard began his investment banking career in the UK mid-cap advisory team at Flemings (acquired by JPMorgan in 2000), working with companies across a broad a range of sectors. More recently Richard has specialised in advising companies in the technology industry. Richard has advised on a wide range of transactions including buy-side and sell-side M&A mandates, public equity and debt offerings, private equity investments and leveraged buy outs in the UK, Europe, US and Asia. Richard began his career at KPMG where he qualified as a Chartered Accountant. He has a BA (Hons) in Politics and Economics from Durham University.

Alexander Crawford
Co-Head of Investments

Alexander joined Calculus Capital in 2015, and has over 22 years' corporate finance experience, incorporating M&A, capital raising in both public and private markets, and other strategic advice. He spent ten years with Robert Fleming & Co, Evercore Partners and JP Morgan in London, New York and Johannesburg, where he advised the South African government on the hedge fund team of their incumbent telecoms operator. He was more recently a Managing Director at Pall Mall Capital. Alexander's role is to source and execute new deals, as well as managing some of the existing portfolio companies through to exit. Alexander has an MA in Mathematics from Cambridge University and qualified as a Chartered Accountant with KPMG.

Dominic Harris
Portfolio Management Director

Dominic joined Calculus Capital in 2019. Prior to this he was an Investment Director at Valtegra, a mid-market, private equity firm. Dominic's role is to monitor and manage the performance of Calculus' investee companies. He has over 22 years investment experience, including as an investment banker in both M&A execution and coverage across the industrials, transport, shipping and services sectors. He previously worked at HSBC, Nomura, KPMG, Citigroup and BDO LLP. Dominic has a Masters in Finance from London Business School, an MBA from SDA Bocconi Business School, Milan and a BA(Hons) in Economics from the University of Manchester. He is also a Chartered Accountant having qualified with BDO LLP.

Elizabeth Klein
Investment Director

Elizabeth joined Calculus Capital in 2022 and has over 20 years' experience in Life Science investing. Elizabeth joined Calculus from Klein-Edmonds Associates, which she founded in 2015 to support and advise stakeholders in the UK's Life Sciences industry. Her career spans equity research and investment analysis, and her client base included – amongst others – Radnor Capital Partners, Grant Thornton, and the Bio-Industry Association. She has a BSc in Applied Biology, an MA in History of Medicine and an MBA. Elizabeth's role is to source and execute new deals, as well as advising a number of Calculus Capital's portfolio companies.

Directors' Report

Corporate Governance

The Corporate Governance report on pages 49 to 53 forms part of the Directors' report.

Directors

Jan Ward

Janine Nicholls

John Glencross

Hemant Mardia (appointed 22 February 2024)

The Board is responsible for efficient and effective leadership of the Company. There is a formal schedule of matters reserved for the decision of the Board which has been set out on page 49 of the Annual Report. The Board meets at least four times a year and comprises four Directors, three of which are independent to the Manager.

The Audit Committee reports to the Board on matters relating to the audit and the Annual Report of the Company. Key areas for which the Audit Committee is responsible has been set out on page 54 of the Annual Report. The Audit Committee meets at least twice a year and comprises all three independent non-executive Directors. In the period to 31 March 2024, all but one formal Board and Audit Committee meetings were attended by all Directors.

Biographical notes of the Directors are given on page 40-41.

Under the Listing Rules, John Glencross is subject to annual re-election due to his connection to Calculus Capital Limited and will therefore be standing for re-election at the Annual General Meeting.

Jan Ward and Janine Nicholls were elected at the last Annual General Meeting and will stand for re-election at the upcoming Annual General Meeting.

Clare Olsen was elected at the last Annual General Meeting however resigned in December 2023.

Hemant Mardia was appointed in February 2024 and will stand for appointment for the first time at the upcoming Annual General Meeting.

Formal performance evaluation of the Directors and the Board has been carried out and the Board considers that all of the Directors contribute effectively and have the skills and experience relevant to the future leadership and direction of the Company. Further details of this process can be found on page 50-51 of the Annual Report.

The Board accordingly recommends that John Glencross, Jan Ward and Janine Nicholls be re-elected, and that Hemant Mardia be elected as Directors at the Annual General Meeting.

John Glencross is Chief Executive and a Director of Calculus Capital Limited and is deemed to have an interest in the Calculus Management Agreements and the Performance Incentive Agreement.

None of the other Directors or any persons connected with them had a material interest in the Company's transactions, arrangements nor agreements during the period.

The Company has made no donations to any political parties.

The rules concerning the appointment and replacement of Directors are contained in the Company's Articles of Association.

Dividends

Details of the dividend recommended by the Board are set out in the Strategic Report on page 7 of the Annual Report.

Directors' fees

A report on Directors' remuneration is set out on pages 56 to 60 of the Annual Report.

Directors' and Officers' liability insurance

Directors' and Officers' liability insurance cover is provided at the expense of the Company.

Share Capital

The capital structure of the Company and movements during the period are set out in note 12 of the Annual Report. At the period end, no shares were held in Treasury. During the period, the following changes to the Company's share capital have taken place:

Date	Description	No of Shares
1 March 2023	**Total shares brought forward**	**52,296,457**
8 March 2023	Share buyback and cancellation	(334,652)
15 March 2023	Issue of new ordinary shares	3,893,788
5 April 2023	Issue of new ordinary shares	2,823,224
21 July 2023	Issue of new ordinary shares	1,960,826
25 August 2023	Issue of new ordinary shares	1,093,923
7 September 2023	Share buyback and cancellation	(1,124,473)
15 December 2023	Issue of new ordinary shares	2,439,629
10 January 2024	Share buyback and cancellation	(556,192)
15 February 2024	Issue of new ordinary shares	948,859
31 March 2024	**Total shares in issue**	**63,441,389**

Since the period end, a further 5,257,265 new Ordinary shares have been issued pursuant to an offer for subscription and 833,854 shares have been bought back for cancellation.

Substantial Shareholdings

As at 31 March 2024, there were no notifiable interests above 3 per cent in the voting rights of the Company.

Management

Calculus Capital Limited is the qualifying Investments' portfolio manager. Calculus Capital Limited was appointed as Manager pursuant to an agreement dated 2 March 2010. A supplemental agreement was entered into on 7 January 2011 in relation to the management of the C Share fund. A further supplemental agreement was entered into on 26 October 2015 in relation to the management of the D share fund and covers the addition of company secretarial duties. The supplemental management agreement entered into on 12 September 2017 relates to the merged share fund (together, the "Calculus Management Agreements"). From 12 September 2017, Calculus Capital Limited agreed to meet the annual expenses of the Company in excess of 3.0 per cent of the net asset value of the Ordinary shares.

Pursuant to the Calculus Management Agreements, Calculus Capital Limited will receive an annual management fee of 1.75 per cent of the net asset value of the Ordinary share fund, calculated and payable quarterly in arrears.

Calculus Capital Limited is also entitled to a fee of £18,000 per annum (VAT inclusive where applicable) for the provision of company secretarial services.

For the period to 31 March 2024 Calculus Capital Limited charged £697,847 in management fees, £19,500 (VAT inclusive) in company secretarial fees, and did not contribute to the expenses of the Company (2023: charged £564,449 in management fees, £18,000 in company secretarial fees and did not contribute to the expenses of the Company).

Performance Fees

On 21 August 2023, a performance incentive agreement between the Company and Calculus Capital was approved by Shareholders under which performance incentive fees are payable to Calculus Capital equal to 20% of excess realised gains (less previous performance incentive payments made) in the event that certain performance hurdles are achieved.

Excess gains are calculated simply by subtracting realised losses made on the disposal or write off of investments by the Company from realised gains made on the disposal of investments by the Company. The performance hurdles are as follows:

1. The Company's cumulative realised investment gains are greater than its cumulative realised investment losses since inception.
2. The total return to shareholders, made up of NAV per share and dividends per share paid (the

"Total Return") is positive over a rolling five-year performance period.

3. The total return for the year preceding any payment has increased by at least 4.5% from the NAV per share at the end of the previous year.

All three hurdles need to be met for a performance fee to become payable to Calculus Capital.

The Board has recognised that the existing performance incentive arrangement could be further improved in relation to incentivising Calculus Capital Limited to attract and retain the talent necessary to drive value growth for Shareholders. Accordingly, a separate circular will be sent to Shareholders to seek their approval at the Annual General Meeting on 22nd August 2024 for the entry into a new performance fee incentive and acceptance of the Co-investment Syndicate alongside the Company's investments where possible. Additional details are provided in the circular but salient features are:

1. that the quantum of Calculus Capital's entitlement to a performance fee in respect of excess realised gains be **reduced from 20% to 10%**; and

2. that a co-investment syndicate ("Syndicate") structure be put in place to facilitate the individual members of Calculus Capital investment team and other key members of its staff ("Syndicate Members") putting their own money into each investment that the Company makes, with Syndicate Members receiving a junior class of shares to those received by the company.

As at 31 March 2024, the third hurdle has not been met thus no performance fee is payable to the Investment Manager. As set out in Note 18 the total realised gains being carried forward as at 31 March 2024 is £346,317. If the current hurdles are met, under the existing performance incentive agreement, £69,263 would be payable to the Investment Manager. Under the new, proposed performance incentive agreement, £34,632 would be payable to the Investment Manager.

Continuing Appointment of the Manager

The Board keeps the performance of Calculus Capital Limited under continual review. A formal review of the Manager's performance and the terms of their engagement has been carried out and the Board are of the opinion that the continuing appointment of Calculus Capital Limited as Manager is in the interests of shareholders as a whole. The Board is satisfied with the performance of the Company to date. The Board is confident that the VCT qualifying tests will continue to be met.

Financial Risk Management

The principal financial risks and the Company's policies for managing these risks are set out in note 15 to the Accounts.

Going Concern

In assessing the going concern basis of accounting, the Directors have had regard to the guidance issued by the Financial Reporting Council. After making enquiries, and having reviewed the portfolio, balance sheet and projected income and expenditure for a period of 12 months from the date these financial statements were approved, the Directors have a reasonable expectation that the Company has adequate resources to continue in operation for at least the next twelve months. Consideration is given to the cash balances and holdings in money market funds, together with the ability of the Company to realise its investments. The Directors have assessed whether material uncertainties exist and their potential impact on the Company's ability to continue as a going concern and conclude that no such material uncertainties exist. The Directors have therefore adopted a going concern basis in preparing the Financial Statements.

Annual General Meeting

A formal Notice convening the Annual General Meeting of the Company to be held on 22 August 2024 can be found on page 92.

The resolutions are as follows:

- To receive and adopt the Strategic Report, Directors' Report and Auditors' Report and the audited Accounts for the period ended 31 March 2024 (Resolution 1).
- To receive and approve the Directors' Remuneration Report for the period ended 31 March 2024 (Resolution 2)
- To approve the Directors' Remuneration Policy (Resolution 3).
- To approve the payment of a final dividend of 2.77 pence per Ordinary Share (Resolution 4).
- To re-elect John Glencross as a Director of the Company (Resolution 5).
- To re-elect Janine Nicholls as a Director of the Company (Resolution 6).
- To re-elect Jan Ward as a Director of the Company (Resolution 7).

- To elect Hemant Mardia as a Director of the Company (Resolution 8).
- To appoint Moore Kingston Smith LLP as Auditor to the Company to hold office until the conclusion of the next annual general meeting of the Company (Resolution 9)
- To authorise the Directors to fix the auditors' remuneration (Resolution 10).
- To grant the Directors the power to allot Ordinary shares (Resolution 11).
- To amend the rate of the performance incentive fee charged by the Manager to 10% and introduce the co-investment syndicate structure to the Manager (Resolution 12)
- To disapply pre-emption rights (Resolution 13).
- To give the Directors authority to purchase shares (Resolution 14).
- To authorise the Company to hold general meetings on 14 clear days' notice (Resolution 15).
- To cancel the share premium account and the capital redemption reserve (Resolution 16).

Resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 16 will be proposed as special resolutions. Further explanation of the special resolutions is given below. Resolution 13 will sanction in a limited manner the disapplication of pre-emption rights in respect of the allotment of equity securities for cash pursuant to the authority conferred by resolution 11. This authority will be effective until the conclusion of the next Annual General Meeting (expected to be in August 2025).

The Board believes that it is beneficial to the Company for it to continue to have the flexibility to purchase in the market its own shares. Resolution 14 seeks authority from the Shareholders for the Company to be authorised to do so when considered appropriate by the directors.

It is proposed by Special Resolution 14 that the Directors be given authority to make market purchases of the Company's own shares. Under this authority the Directors may purchase shares with an aggregate nominal amount up to but not exceeding 15 per cent of the Company's issued Ordinary share capital. When buying shares, the Directors cannot pay a price per share which is more than 105 per cent of the middle market prices shown in the quotations for an Ordinary share in the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary share is to be purchased. This authority will be effective until the conclusion of the next Annual General Meeting.

The Board believe it is beneficial for the Company to have the flexibility to call general meetings, other than Annual General Meetings, at 14 clear days' notice. The minimum notice period for annual general meetings will remain at 21 clear days. Resolution 15 will reduce the necessary notice period. The authority will be effective until the conclusion of the next Annual General Meeting.

Resolution 16 seeks to cancel the share premium account and capital redemption reserve. If passed, this resolution will then allow, subject to Court approval, the reserve created by the cancellation to be treated as a realised profit. Shareholders' approval for a reduction of share capital of the Company, including its share premium, is necessitated by section 641 of CA 2006.

Developments Since the Year End

Other than as mentioned above on page 8, there have been no other developments since the period end.

Statement of Disclosure to the Auditor

On 21 September 2023, the Company announced Moore Kingston Smith LLP as its new independent auditor with immediate effect, following the resignation of the Company's previous auditor, BDO LLP. In accordance with Section 519 of the Companies Act 2006, BDO LLP has deposited with the Company a statement confirming that there are no matters to be brought to the attention of the Company's Members or Creditors.

The Directors who held office at the date of approval of the Directors' Report confirm that, so far as they are aware,

(a) there is no relevant audit information of which the Company's Auditor is unaware; and

(b) each Director has taken all the steps that he/ she ought to have taken as a Director to make himself/ herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

By order of the Board,

Calculus Capital Limited
Company Secretary

11 July 2024

Corporate Governance

The Board is accountable to shareholders for the governance of the Company's affairs and is committed to maintaining high standards of corporate governance and to the principles of good governance as set out in the AIC Code of Corporate Governance (2019) (the "Code") issued by the AIC and endorsed by the Financial Reporting Council ("FRC"), a copy of which can be found at www.theaic.co.uk. This Code is in place to provide boards of AIC member companies with a framework of best practice in respect of the governance of investment companies.

Pursuant to the Listing Rules of the Financial Conduct Authority, the Company is required to provide shareholders with a statement on how the main and supporting principles set out in the Code have been applied and whether the Company has complied with the provisions of the Code. The Board has established corporate governance arrangements that it believes are appropriate to the business of the Company as a venture capital trust. The Board has reviewed the Code, and considers that it has complied throughout the period, except as disclosed below:

- The Company does not have a separate policy on the tenure of the Chair. The re-election of all Directors is sought annually at Annual General Meetings of the Company.
- In light of the responsibilities retained by the Board and its committees and the responsibilities delegated to the Managers, the Administrator, the Registrars and legal advisers, the Company has not appointed a Chief Executive Officer, deputy Chairman or a senior independent Director as recommended by the AIC code.
- Given the structure of the Company and the Board, the Board does not believe it necessary to appoint separate remuneration or nomination committees, no separate Management Engagement Committee has been established and the roles and responsibilities normally reserved for these committees will be a matter for the full Board.
- The Company does not have an internal audit function as all of the Company's management functions are performed by third parties whose internal controls are reviewed by the Board. However, the need for an internal audit function will be reviewed annually.

The Board

The Board comprises of four non-executive Directors, details of each can be found on pages 40-41 of the Annual Report. The Board seeks to ensure that it has the appropriate balance of skills and experience, and considers that, collectively, it has substantial experience of investment management, venture capital investment and public company management. The Company has no employees. All Directors have sufficient time to commit to the business of the Company.

None of the Directors has a service contract, but letters of appointment setting out the terms of their appointment are in place. Directors are not entitled to any compensation for loss of office. Copies of the letters of appointment are available on request from the Secretary.

Directors are appointed with the expectation that they will serve for a period of at least three years and all Directors will retire at the first Annual General Meeting after election and will be subject to annual re-election thereafter in line with recommendations in the AIC Code of Corporate Governance (2019). The Board will consider the Code's recommendation to re-evaluate independence when a Director has served for nine years. The Board considers succession planning in its annual evaluation.

A procedure for the induction of new Directors has been established, including the opportunity of meeting with the relevant executive members and other principal personnel of the investment management company, and other service providers.

The Directors may, in the furtherance of their duties as Directors, seek independent professional advice at the expense of the Company. The Company maintains Directors' and Officers' Liability Insurance.

The Board considers diversity when reviewing Board composition and is committed to considering diversity when making future appointments.

Board Operation

Board meetings are held at least quarterly and additional ad hoc meetings are arranged as necessary.

The Board is responsible for efficient and effective leadership of the Company. There is a formal schedule of matters reserved for the decision of the Board, which include:

- approval of annual and half-yearly reports, circulars and other shareholder communications;
- the payment of dividends;
- the allotment of shares;

- appointment and removal of Board members and officers of the Company;
- the appointment of third-party service providers, including the Manager; and
- the Company's strategy and culture including changes to the Company's objectives, investment policy and accounting policies.

Directors' attendance at formal meetings during the year was as follows:

	Scheduled Board Meetings		Audit Committee Meetings	
	Number entitled to attend	Number attended	Number entitled to attend	Number attended
Janine Nicholls	4	4	2	2
John Glencross	4	4	-	-
Hemant Mardia	-	-	-	-
Jan Ward	4	3	2	1
Claire Olsen	3	3	2	2

In accordance with the 2019 AIC Code, each year a formal performance evaluation of the Board as a whole and its Committees is undertaken each year. The Chairman evaluates the Directors individually more informally throughout the year. The Board considers the evaluation procedure to be robust and as such does not deem the use of an external Board evaluation to be necessary.

The appraisal process was conducted by the Chairman by way of an evaluation questionnaire encompassing both quantitative and qualitative measures of performance. A senior independent Director has not been appointed but Janine Nicholls carries out the evaluation of the Chairman, also taking into account qualitative and quantitative measures. As a result of the evaluation, the Board considers that all the current Directors contribute effectively and have the skills and experience relevant to the leadership and direction of the Company. This process will be carried out annually.

Independence of Directors

The Board has reviewed the independence of each Director and considers that three Directors are fully independent of the Manager.

John Glencross is Chief Executive and a Director of Calculus Capital Limited and is accordingly not deemed to be independent. John is a Director of the following Calculus VCT investee companies; Maven Screen Media Limited, RiffRaff Entertainment Limited, Raindog Films Limited, Brouhaha Entertainment Limited, Home Team Content Limited and Wonderhood Studios Limited.

Jan Ward had been the Chairman of AnTech Limited ("AnTech"), in which the Company is invested. AnTech is not considered as a material investment within the portfolio. Jan Ward's position as AnTech's Chairman does not have a significant impact to neither the AnTech investment nor the investment portfolio as a whole. Jan Ward resigned as a Director of AnTech Limited on 22 May 2023.

This was not perceived to represent a conflict with Ms Ward's position as a Director of the Company. The Board accordingly determined that she was independent throughout the period.

Hemant Mardia currently serves as the Chairman of Blu Wireless Technology Limited, in which the Company is invested. Hemant Mardia's position on the board of Blu Wireless does not have a significant conflict to either Blu Wireless nor the Company, thus the Board of the Company deem Hemant Mardia to be independent.

Nomination and Remuneration Committees

Due to the size of the Company, the Board has not established a nomination committee, or a remuneration committee, and these matters are dealt with by the Board as a whole. The Board keeps under review the composition and balance of skills, knowledge and experience of the Directors and will make recommendations to shareholders for the election or re-election of Directors at the Annual General Meeting. The Board also keeps the levels of remuneration of the Directors under review to ensure that they reflect time commitment and responsibilities of the role and are broadly in-line with industry standards. The Directors' fees were reviewed in the period ended 31 March 2024, as disclosed on page 57 of the annual report. The resolution to approve the Directors' Remuneration Report was passed at the 2023 AGM by over 93 per cent of votes cast. Please refer to page 58 of the Annual Report for a comparison of total remuneration of Directors against dividends paid out in the period.

Recruitment

The Company does not have a specific diversity and inclusion policy, however it acknowledges that it is imperative for the Board to have the right balance of skills, knowledge and experience as well as gender, racial and other forms of diversity. As such, these factors are taken into account when making a new appointment, to ensure the diversity of the candidate pool is improved. Going forward, the Board has adopted a more formal and transparent recruitment process, with open advertising and utilising external search consultancies. It has also developed a standard framework ensuring both shortlists and interview panels are suitably diverse. Appointment of a new Director will be based on merit, skills, knowledge and relevant experience. The Board is fully supportive of the Hampton Alexander Report and strives to comply with the recommendations on diversity laid out in the AIC Code of Corporate Governance (2019).

The Company's Manager is an equal opportunity employer. The Board does not discriminate and take affirmative measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination and other conditions of employment against any employee or candidate on the basis of race, colour, gender, national origin, age, religion, faith, disability, sexual orientation, gender identity or gender expression.

Conflicts of Interest

The Articles of Association permit the Board to consider and, if it sees fit, to authorise situations where a Director has an interest that conflicts, or may possibly conflict, with the interests of the Company. There is in place a formal system for the Board to consider authorising such conflicts, whereby the Directors who have no interest in the matter, decide whether to authorise the conflict and any conditions to be attached to such authorisations. Significant shareholdings are made public to allow the Board to manage any conflicts so arising. As disclosed on page 46 of the Annual Report, on 31 March 2024 there were no significant shareholdings in the Company.

Audit Committee

An Audit Committee has been established and operates within clearly defined terms of reference, copies of which are available from the Secretary. The Committee comprises solely of the independent Directors and is chaired by Janine Nicholls. The Audit Committee members are considered to have sufficient, recent and relevant financial experience. The non-independent Director is also invited to attend the Audit Committee meetings as he is intimately involved in the Company's affairs and has specific knowledge of the investments made by Calculus Capital on the Company's behalf.

The Audit Committee meets at least twice a year, with representatives of Calculus Capital invited to attend. The Audit Committee provides a forum through which the external Auditor reports to the Board. The Auditor attends the Audit Committee at least once a year, for consideration of the Annual Report.

The principal responsibilities of the Audit Committee include monitoring the integrity of the Annual Report of the Company and reviewing the Company's internal control and risk management systems. The Audit Committee also monitors the independence and objectivity of the external Auditor, reviews the scope and process of the audit undertaken by the external Auditor, and reviews the provision of non-audit services by the external Auditor.

The Audit Committee reviews the need for non-audit services and authorises such on a case-by-case basis, having consideration to the cost-effectiveness of the services and the independence and objectivity of the Auditor.

The Audit Committee Report can be found on page 54 of the Annual Report.

Board Relationship with the Manager

As disclosed above, there is a formal schedule of matters reserved for the decision of the Board. At each Board meeting, the Directors follow a formal agenda with a comprehensive set of papers giving detailed information on the Company's transactions, financial position and performance. Representatives of Calculus Capital attend each Board meeting, and written reports about investments, performance and outlook are obtained from the Manager for each meeting. In light of the information at its disposal, the Board gives direction to the Manager with regard to investment objectives and guidelines. Within these guidelines, the Manager takes decisions as to the purchase and sale of individual investments within their respective mandates. The Manager also maintains ongoing communication with the Board between formal meetings.

In addition, as outlined in the AIC Code of Corporate Governance (2019), the Board continues to review the Company's culture and values to ensure they are fully aligned with the Company's strategy and the principles of our Directors, together with the objectives and guidelines that we set the Manager. The 2019 AIC Code is available on the AIC website (www.theaic.co.uk), where it includes explanations of how the 2019 AIC Code adapts these Principles and Provisions set out in the UK Code to make them relevant for investment companies.

The Board has reviewed the Managers whistleblowing policy and is satisfied with the arrangements from the information given.

As disclosed on page 47 of the Annual Report, the Board reviews the performance of the Manager annually.

Stewardship Responsibilities and use of Voting Rights

The Board has reviewed and discussed the UK Stewardship Code with the Manager. It has determined that the Stewardship Code does apply to the Company's Venture Capital Investments, which are managed by Calculus Capital. The Company has therefore delegated responsibility for exercising the Company's responsibilities under the Stewardship Code, including voting on its behalf at investee company meetings, to Calculus Capital.

Calculus Capital has published a Disclosure Statement setting out its compliance with the Stewardship Code, together with explanations for any areas of non-compliance, a copy of which can be found on its website. Calculus Capital has a policy of voting all shares held in an investee company at all meetings, and will normally be supportive of the management teams, but will vote against resolutions if it is believed that the proposals are not in the best interests of investors.

The Company Secretary

Calculus Capital, as Company Secretary, is responsible for ensuring that Board and Committee procedures are followed and that applicable regulations are complied with. The Secretary is also responsible to the Board for ensuring timely delivery of information and reports and that statutory obligations of the Company are met. The Board reviews the performance of the Secretary on an annual basis and believes the current service provider provides a high-quality service at a competitive price.

Pensions & Investment Research Consultant (PIRC) Statement

The PIRC policy which was introduced in 2021 recommends voting against the annual report and accounts of an investment company where the fund manager is also providing company secretarial services. The AIC does not agree that managers providing company secretarial services raises any governance concerns. The Board echoes the AIC's opinion on the matter and will continue to monitor this position regularly.

Risk and Internal Controls

The Directors are responsible for the internal control systems of the Company and the reliability of the financial reporting process and for reviewing their effectiveness. An ongoing process, in accordance with the guidance supplied by the FRC on internal controls, has been established for identifying, evaluating and managing the risks faced by the Company. The key risks which the Board has identified have been set out in the Strategic Report in the Annual Report for the period to 31 March 2024. This process, together with key procedures established with a view to providing effective financial control, was in place throughout the period and up to the date of the signing of this report. The internal control systems are designed to ensure that proper accounting records are maintained, that the financial information on which business decisions are made and which are issued for publication is reliable and that the assets of the Company are safeguarded. The risk management process and systems of internal control are designed to manage rather than eliminate risk, and such systems can provide only reasonable rather than absolute assurance against material misstatement or loss.

The Board, through the Audit Committee, has identified risk management controls in the key areas of strategy and investment, laws and regulations, service providers and other business risks, which encompass the operational, financial and compliance risks faced by the Company. A risk matrix to identify existing and emerging risks has been produced against which the risks identified and the controls in place to mitigate those risks can be monitored. The risks are assessed on the basis of the likelihood of them happening, the impact on the business if they were to occur and the effectiveness of the controls in place. This risk register is reviewed at each meeting of the Audit Committee and at other times as necessary.

Most functions for the day-to-day management of the Company are sub-contracted, and the Directors therefore obtain regular assurances and information from key third party suppliers regarding the internal systems and controls operated in their organisations. In addition, each of the third parties is requested to provide a copy of its report on internal controls to the Board each year.

The Board reviews the performance of the Manager, Administrator, Company Secretary, Custodian and Registrar on at least an annual basis. It has identified that the success of the Manager is dependent on its key personnel and has therefore satisfied itself that the Manager has an adequate succession plan in place. Formal Board meetings are attended by various employees of the Manager to ensure continuity were key personnel to change.

In accordance with the guidance issued to directors of listed companies, the Directors have carried out a review of the effectiveness of the various systems of internal controls as operated by the Company's main service providers during the year.

Shareholder Relations

The Annual General Meeting is an important forum for the Board to communicate with shareholders and the Board consequently encourages shareholders to attend and vote at the Annual General Meeting. This is in addition to regular investor forums hosted by the Manager, where shareholders have an opportunity to meet the management of some of the portfolio companies. The Manager also makes themselves available to meet or speak with shareholders individually on request and prides itself on providing regular communications to its shareholders.

The Annual General Meeting will be attended by the Directors, including the Chairman and the Chairman of the Audit Committee, and representatives of Calculus Capital, who will be available to discuss issues affecting the Company. The notice of Annual General Meeting in the Annual Report for the period to 31 March 2024 sets out the business of the meeting.

In accordance with the UK Stewardship Code, it is the Board's policy to engage with shareholders if a resolution were ever to receive more than 20 per cent of votes cast against.

The AGM will be accessible via Zoom. More information will be shared regarding the format of the AGM on the Company's website calculuscapital.com/vct-annual-general-meeting-2024. Shareholders will have the ability to vote by proxy and return proxy forms either electronically or in the post.

It is recommended that shareholders write to the Company with any concerns or enquiries via the Company Secretary or via Calculus Capital's Investor Relations team info@calculuscapital.com.

The half-yearly and annual reports are designed to present a full and readily understandable review of the Company's activities and performance. Copies are available for download from Calculus Capital's website, calculuscapital.com/investment-opportunities/calculus-vct/investor-information. The net asset value of the Company is released at least quarterly to the London Stock Exchange.

Audit Committee Report

The main responsibilities of the Audit Committee ("the Committee") which are detailed in the Terms of Reference and available on the Company's website include:

- Monitoring the integrity of the accounts of the Company.
- Reviewing the Company's internal control and risk management systems.
- Ensuring that the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides information necessary for shareholders to assess the Company's position and performance, business model and strategy.
- Monitoring the independence and objectivity of the external Auditor, reviewing the scope and process of the audit undertaken by the external Auditor, and reviewing the provision of non-audit services by the external Auditor.
- Ensuring adherence to all relevant UK professional and regulatory requirements.

The Committee consists of the three independent Directors and is chaired by Janine Nicholls. The Audit Committee carried out an internal evaluation of its composition, performance and effectiveness during the period. All members are considered to have recent and relevant financial experience. The non-independent Director, John Glencross is also invited to attend the Audit Committee meetings as he is intimately involved in the Company's affairs and has specific knowledge of the investments made by Calculus Capital Limited on the Company's behalf.

The Company does not have an internal audit function as most of its day-to-day operations are delegated to third parties, all of whom have their own internal control procedures. The Committee discusses annually whether it would be appropriate to establish an internal audit function and has agreed that the existing system of monitoring and reporting by third parties remains appropriate and sufficient.

Activity During the Year

The Committee met twice during the financial period to consider the interim results and annual report, review the principal risks faced and the internal control systems. A third meeting was held to review the Audit Plan and fees of the external Auditor. The findings of the annual audit were discussed, and the Committee is pleased to report that there was nothing material or unusual to report. The risks to which the Company is exposed are recorded in a risk register and include strategic, market, investment, operational and regulatory risks. The controls in place to mitigate these risks and the residual risk is reviewed at Committee meetings, and the risk register updated as required at each meeting in accordance with best practice. For details of risk management please refer to the details from page 32.

The Committee worked closely with the Manager to ensure VCT qualifying status was maintained. At 31 March 2024, 83 per cent of the money required to be invested was invested in a diversified portfolio of Venture Capital Investments. Funds awaiting investment opportunities have been invested in liquid, non-qualifying investments such as money market funds.

Significant Matters

The significant issues considered by the Committee are set out below.

Valuations

During the period, the Committee considered the valuation of the venture capital portfolio. As the venture capital portfolio is primarily invested in unlisted securities, accurate valuation requires the skill, knowledge and judgement of Calculus Capital Limited, who applies industry (International Private Equity and Venture Capital Valuation guidelines) recognised methods of valuation. Valuations are arrived at following extensive discussions which consider the current operating performance and environment of the investee companies, the capital structure and the respective financial position of each company. The valuations applied to portfolio companies vary from sector to sector. Where comparable listed companies are available, the methodology will include comparison with external valuation multiples. This information is combined with appropriate discounted cash flow calculations and in some cases will be calibrated with prices achieved at recent funding rounds. The Committee is confident that appropriate valuations have been applied to the unquoted holdings within the Company. Further details of the valuation methodologies applied can be seen on pages 77 and 78. The Manager and the Board consider that the investment valuations are consistent and appropriate.

Long-term viability statement

In accordance with principle 21 of the AIC Code of Corporate Governance (2019), the Directors have assessed the prospects of the Company over the five-year period to 31 March 2029. The length of time which the statement should cover was discussed and a period of five years was selected reflecting the Board's strategic time horizon. The assumptions underlying the forecasts including expenditure requirements, the level of investment realisations and expected investment income were considered. The Committee also considered the ability of the Company to raise finance and identify new investment opportunities. The principal risks facing the Company were also considered, including those that might impact the future performance, solvency, or liquidity of the Company. The Committee is confident that the Company will continue to operate and meet its liabilities over the five-year period.

Recession

A new risk was noted given the current economic environment which has been characterised by a lack of consumer certainty and high and rising prices. It was noted that the pricing of technology businesses might be affected but that the current climate would not make an investment fail if it would otherwise have succeeded. The Committee concluded that a new risk should not be added to the register however this will be monitored closely going forwards.

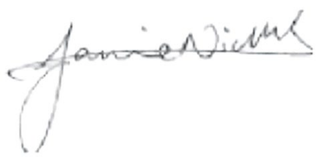
Engagement of the auditor

On 21 September 2023, the Company announced Moore Kingston Smith (MKS) LLP as its new independent auditor with immediate effect, following the resignation of the Company's previous auditor, BDO LLP.

The Committee reviewed the Audit Plan and fees presented by MKS LLP. MKS LLP has charged £72,500 for the audit fee (2023: BDO LLP charged £76,875). MKS LLP performed no other non-audit services during the period.

Auditor evaluation

MKS LLP have much experience in the VCT sector and the Board are satisfied that MKS LLP has carried out its duties as auditor in a diligent and professional manner.



Janine Nicholls
Chairman of the Audit Committee
11 July 2024

Directors' Remuneration Report

The Board has prepared this report in accordance with the requirements of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013. An Ordinary resolution for the approval of this report will be put to shareholders at the forthcoming Annual General Meeting.

The law requires the Company's Auditor, MKS, to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such, the rest of the disclosures have been reviewed for consistency with the financial statements and the Auditor's understanding of the Company. The Auditor's opinion is included in the "Independent Auditor's Report" on pages 62-71.

Statement from the Chairman

I am pleased to present the Directors' Remuneration Report for the period ended 31 March 2024.

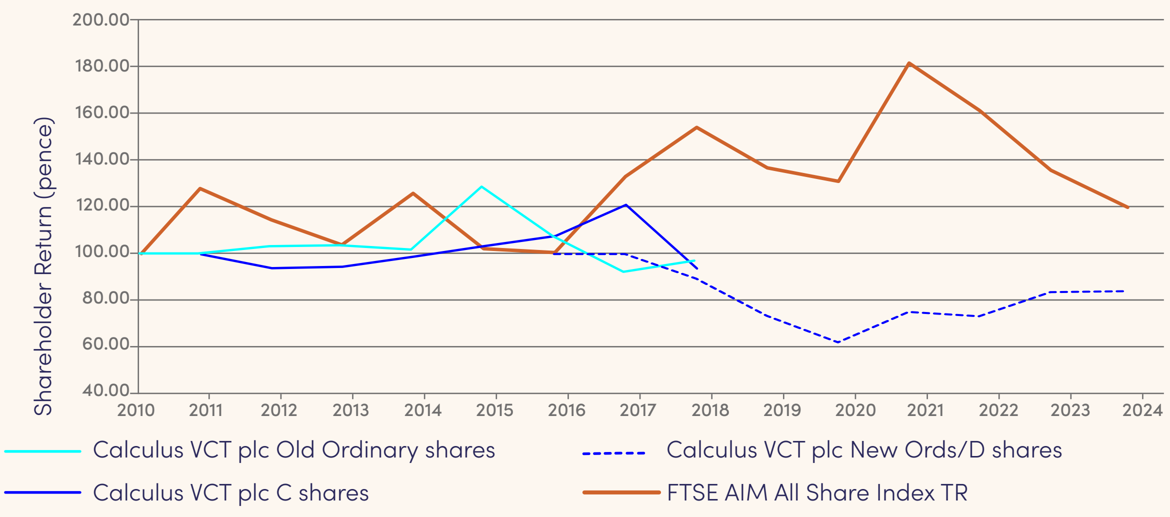
The Board consists entirely of non-executive Directors and the Company has no employees. We have not, therefore, reported on those aspects of remuneration that relate to executive Directors. Due to the size and nature of the Board, it is not considered appropriate for the Company to establish a separate remuneration committee, and the remuneration of the Directors is therefore dealt with by the Board as a whole.

During the period to 31 March 2024, the fees were set at the rate of £24,000 per annum for the Chairman, £20,000 for Chair of the Audit Committee and £18,000 per annum for other Directors. John Glencross receives no fees from the Company. The fees were increased on 1 March 2024 to bring remuneration in line with the rest of the market. The fees have been increased to £26,000 per annum for the Chairman, £24,000 for Chair of the Audit Committee and £22,000 per annum for other Directors.

Company Performance

The graph below compares the total return (assuming all dividends are reinvested) to original holders of (old) Ordinary shares since 8 April 2010 and to original holders of C shares since 5 April 2011 (when the Ordinary shares and C shares respectively were first admitted to the Official List of The UK Listing Authority) and to original holders of D shares since 9 March 2016 and to holders of new Ordinary shares since 1 August 2017 compared to the total shareholder return in the FTSE AIM All Share Index. The FTSE AIM All Share index is the most appropriate for comparison as this allows smaller companies, like the Calculus VCT, to list on a public exchange. The original Ordinary shares, C shares and D shares no longer exist. All share classes were merged on 1 August 2017 using conversion ratios of 1 Ordinary share = 0.1442 D shares and 1 C share = 0.235 D shares and then all the shares were renamed (new) Ordinary shares. The lines shown below for the original Ordinary and C classes from 1 August 2017 to 28 February 2018 use pro forma figures calculated by taking the proportion of a new Ordinary share as is represented by the conversion ratio X the price of an Ordinary share and adding cumulative dividends. As the D shares were renamed Ordinary shares, the pro forma return is the same as that of the Ordinary shares.

Shareholder return since launch compared to FTSE All Share Index



Directors’ Emoluments for the period ended 31 March 2024

The Directors who served in the period received the following emoluments in the form of fees:

Director fees (audited)

	Period to 31 Mar 24 £’000	Year to 28 Feb 23 £’000
John Glencross	**-**	-
Janine Nicholls	**22**	20
Claire Olsen	**15**	18
Jan Ward	**26**	24
Hemant Mardia	**3**	-
Total	**66**	62

Percentage increase in director’s fees

	Period to 31 March 24	Year to 28 Feb 23	Year to 28 Feb 22
John Glencross	**-**	-	-
Janine Nicholls	**10%**	0%	0%
Hemant Mardia	**-**	**0%**	**0%**
Jan Ward	**8%**	0%	0%
Claire Olsen	**-**	0%	0%

Prior to 1 March 2024, the Directors’ fees had not been increased since 2019. Following a review of the competitor landscape and levels of inflation since 2019, the Directors’ fees were increased accordingly. Directors are compensated only for the period in which they serve.

John Glencross is not entitled to any remuneration from the Company due to his connection with Calculus Capital Limited.

Taxable benefits, Variable Pay and Pension Benefits

The Directors who served during the year received no taxable or pension benefits during the year.

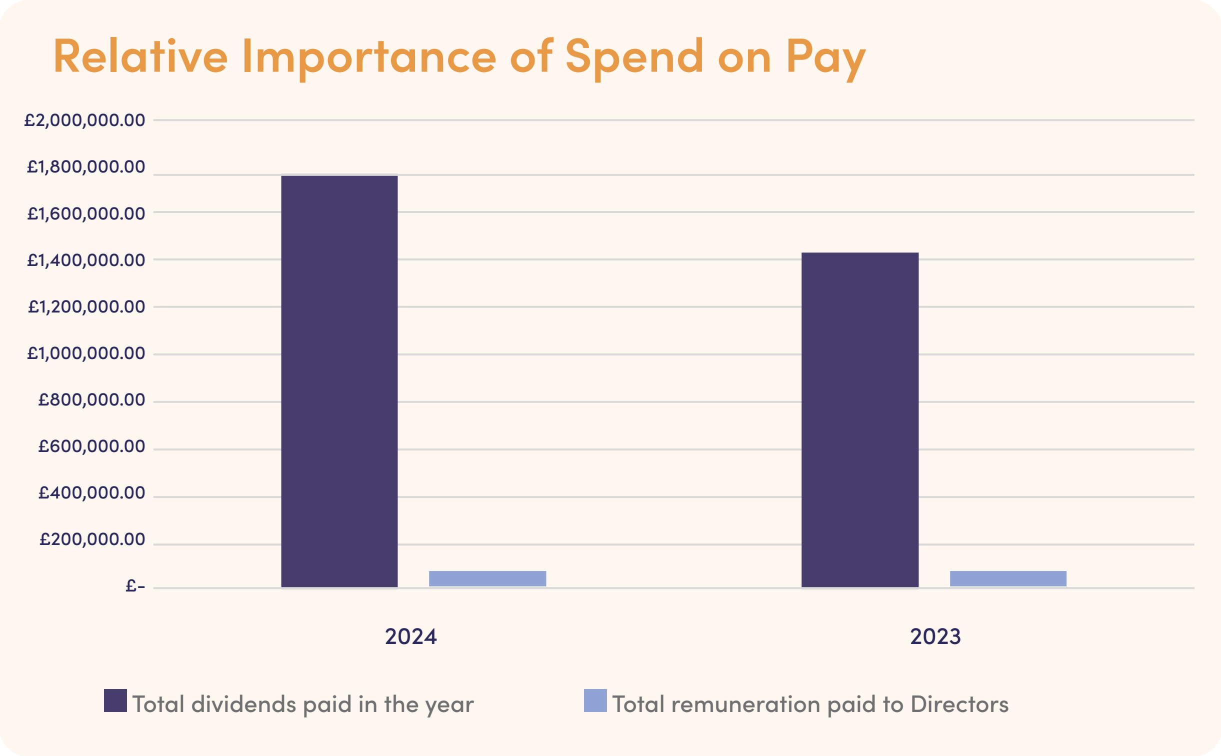
Directors' Interests (audited)

There is no requirement under the Company's Articles of Association for Directors to hold shares in the Company. The interests of the Directors and any connected persons in shares of the Company are set out below:

	Number of Ordinary Shares at:		Percentage of Voting rights:	
Director	**31 March 2024**	**28 February 2023**	**31 March 2024**	**28 February 2023**
Jan Ward	**7,077**	7,077	0%	0%
John Glencross	**76,640**	76,640	0%	0%
Hemant Mardia	**-**	-	0%	0%
Janine Nicholls	**22,566**	22,566	0%	0%

Relative Importance of Spend on Pay

	2024 £'000	2023 £'000	Change
Total dividends paid in the year	**1,789**	1,498	**19.4%**
Total remuneration paid to Directors	**66**	62	**6.5%**



Voting

The Directors' Remuneration Report for the year ended 28 February 2023 was approved by shareholders at the Annual General Meeting held on 21 August 2023. The votes cast by proxy were as follows:

Directors' Remuneration Report	Number of Votes	% of Votes Cast
For	2,918,277	89.3
Against	225,738	0.7
At Chairman's discretion	123,813	0.4
Total votes cast	3,267,828	100.0
Number of votes withheld	-	-

Directors' Remuneration Policy

The Board's policy is that remuneration of non-executive Directors should reflect the experience of the Board as a whole and is determined with reference to comparable organisations and appointments. The level of remuneration has been set in order to attract individuals of a calibre appropriate to the future development of the Company 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. There are no performance conditions attaching to the remuneration of the Directors as the Board does not believe that this is appropriate for non-executive Directors. The fees for the non-executive Directors are discretionary, they are determined by the Board within the limit (not to exceed £100,000 per year in aggregate) set out in the Company's Articles of Association, and they are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits. The approval of shareholders would be required to increase the limits set out in the Articles of Association. The Directors have considered diversity and inclusion in relation to Board membership when recruiting new Board members and when considering investments. The current Board is 50% female and is made up of Directors from a diverse sector background. The Board aims to ensure its recruitment policy meets the highest standards in this regard and encourages applications for vacant posts from as wide range of applicants as possible.

	Expected Fees for Year to 31 March 2025 £	Paid Fees for Period to 31 March 2024 £
Chairman basic fee	**26,000**	26,167
Audit Chair fee	**24,000**	22,000
Non-executive Director basic fee	**22,000**	17,341
Total aggregate annual fees that can be paid	**100,000**	100,000

Fees for any new Director appointed would be in line with the Director's Remuneration Policy. Fees payable in respect of subsequent periods will be determined following an annual review. Any views expressed by shareholders on the fees being paid to Directors would be taken into consideration by the Board.

In accordance with the regulations, an ordinary resolution to approve the Directors' remuneration policy will be put to shareholders at least once every three years and in any year if there is to be a change in the Directors' remuneration policy. The Director's remuneration policy was last approved by 90 per cent of votes cast at the Annual General Meeting in 2023. The proxy votes received on this resolution were 2,831,205 in favour and 298,887 against, 123,813 at the Chairman's discretion and no votes withheld. As a measure of good practice, ordinary resolution 3 to approve the Directors' remuneration policy is being put to shareholders at the forthcoming Annual General Meeting.

Directors' Service Contracts

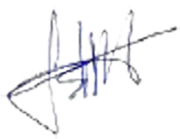
It is the Board's policy that Directors do not have service contracts, but Directors are provided with a letter of appointment as a non-executive Director. The appointments can be requested from the Secretary.

The terms of their appointment provide that Directors shall retire and be subject to election at the first Annual General Meeting after their appointment. Directors are thereafter obliged to retire every year in accordance with AIC Code on Corporate Governance. Further details can be found in the Corporate Governance Statement on page 49. Directors who have served on the Board for nine years are no longer considered independent and subsequently must resign from the Board. The terms also provide that a Director may be removed on not less than three months written notice. Compensation will not be made upon early termination of appointment.

Approval

The Directors' Remuneration Report was approved by the Board on 11 July 2024.

On behalf of the Board



Jan Ward, Chairman

11 July 2024

Directors' Responsibilities Statement

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

Company law requires the Directors to prepare Accounts for each financial year. Under that law they have elected to prepare the Accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws).

Under company law, the Directors must not approve the Accounts unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company for that period.

In preparing these Accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Accounts;
- prepare the Accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- prepare a Director's report, a strategic report and director's 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 Accounts and the Directors' Remuneration Report 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 Accounts are published on the calculuscapital.com website, which is maintained by the Company's Manager, Calculus Capital Limited. The maintenance and integrity of the website maintained by Calculus Capital Limited is, so far as it relates to the Company, the responsibility of Calculus Capital Limited. The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and accordingly, the Auditor accepts no responsibility for any changes that have occurred to the Accounts since they were initially presented on the website. Visitors to the website need to be aware that legislation in the United Kingdom covering the preparation and dissemination of the Accounts may differ from legislation in their jurisdiction.

We confirm that to the best of our knowledge:

- the Accounts, prepared in accordance with UK accounting standards, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Annual Report including the Strategic Report includes a fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

Jan Ward, Chairman

11 July 2024

Independent Auditor's Report to the Members of Calculus VCT plc

Opinion

We have audited the financial statements of Calculus VCT plc (the "Company") for the period ended 31 March 2024 which comprise the Income Statement, The Statement of Changes in Equity, the Statement of Financial Position, the Statement of Cashflows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2024 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Our approach to the audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered Directors' subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to provide an opinion on the financial statements as a whole, taking into account our understanding of the structure of the Company, its activities, the accounting processes and controls, and the industry in which it operates. Our planned audit testing was directed accordingly and was focused on areas where we assessed there to be the highest risk of material misstatement.

The audit team met and communicated regularly throughout the audit with the Audit Committee and the Investment Manager in order to ensure we had a good understanding of the business of the Company. During the audit, we re-assessed and re-evaluated the audit risks and tailored our approach accordingly.

Our audit testing included substantive testing on significant transactions, account balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the design effectiveness of controls and the management of specific risk. While all audit work was primarily carried out by the audit team, we also involved our internal valuation experts to review the valuation of Level 3 unquoted investments. We conducted our audit using information maintained and provided by Calculus Capital Limited (the "Investment Manager") to whom the Company has delegated the provision of services.

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.

We communicated with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant findings, including any significant deficiencies in internal control that we identified during the audit.

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) 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. This is not a complete list of all risks identified during our audit.

We have determined the matters described below to be the key audit matters to be communicated in our audit report.

Key audit matters		How our scope addressed this matter
Unquoted Investments – note 9 - £27,887k (2023: £22,387k)	The entity holds investments in unquoted shares and loan stock, whose valuation relies on estimation, posing a risk of material misstatement in the financial statements. **Valuation Methodology:** There is a risk that the Investment Manager may apply an inappropriate valuation methodology when valuing unquoted investments at period-end. This could result in a misstatement of the investments' fair value in the financial statements. **Judgemental Inputs:** The potential exists for the investments to be inappropriately valued at the balance sheet date due to manipulation of judgemental inputs. This risk arises from the subjective nature of certain valuation inputs, which may be susceptible to manipulation to achieve desired outcomes.	For all investments in our sample, our audit procedures included the following: • 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 standard. • Recalculated the value attributable to the Company, considering the application of enterprise value across the capital structures of the investee companies. • Engaged the expertise of our valuations expert to assist in the assessment of fair values for Level 3 investments within the VCT's portfolio. For investments sampled that were valued using less subjective valuation techniques (e.g., price of recent investment reviewed for changes in fair value), the following was performed: • Verified the cost or price of recent investment with supporting documentation. • Considered whether the investment was an arm's length transaction by reviewing the parties involved and checking for existing investors of the investee company. • Assessed indications that the price of recent investment might no longer be representative of fair value, considering factors such as the current performance of the investee company and the milestones and assumptions set out in the investment proposal. • Assessed whether the price of recent investment is supported by alternative valuation techniques.

Key audit matters	How our scope addressed this matter
Management Override: An inherent risk of management override exists in the valuation process. The unquoted investment valuations are prepared by the Investment Manager, who is remunerated based on the net asset value of the Company. This creates a potential conflict of interest, as there may be incentives for the Investment Manager to manipulate valuations to enhance their compensation or to meet performance targets.	For investments sampled that were valued using more subjective techniques (e.g., earnings multiples, revenue multiples, and discounted cash flow forecasts), our audit procedures included: • Challenged and corroborated the inputs to the valuation with reference to management information of investee companies and the subsequent investment managers adjustments to that data, market data, and our own understanding, and assessing the impact of estimation uncertainty of these assumptions. • Reviewed historical financial statements and recent management information available to support assumptions about maintainable revenues, earnings, or cash flows used in the valuations. • Considered the revenue or earnings multiples applied and the discounts applied by reference to observable listed company market data. • Challenged the consistency and appropriateness of adjustments made to such market data in establishing the revenue, cash flow, or earnings multiple applied in arriving at the valuations adopted, considering the individual performance of investee companies against plan and relative to the peer group, market, and sector. • Where appropriate, performed a sensitivity analysis by developing our own point estimate where we considered that alternative input assumptions could reasonably have been applied, and assessing the overall impact of such sensitivities on the portfolio of investments to determine whether the valuations as a whole were reasonable and free from bias. **Key observations** Based on our audit procedures across sampled investments, we have confirmed the appropriateness and accuracy of valuation methodologies applied, ensuring compliance with International Private Equity and Venture Capital Valuation (IPEV) Guidelines and relevant accounting standards. Our assessments included challenges and validations of both less subjective and more subjective valuation techniques, ultimately confirming the reliability and fairness of the reported investment valuations.

Key audit matters	How our scope addressed this matter
Non-compliance with laws and regulations As the Company is both listed on the London Stock Exchange and a VCT there are additional laws and regulations which it must follow. A potential breach of the listing rules and VCT regulations may lead to the entity losing its VCT status and its associated tax benefits.	Our audit work included, but was not restricted to: • Obtained and reviewed the PwC's report, (the Company's compliance advisers) on VCT compliance. • Reviewed the design and implementation of controls around the ongoing internal assessment and monitoring of VCT compliance of the VCT. • Obtained an understanding of the processes adopted and evidence the work completed by the Investment Manager on documenting compliance with the key VCT rules and management's review of this on a regular basis. • Tested the twelve conditions for maintaining approval as a VCT as set out by HMRC and reviewing each of the conditions in order to assess whether it has been met as at the period-end. **Key observations:** Based on our review of the documentation maintained, we confirmed the Company was in compliance with the listing and VCT rules during the period and at the period end. Additionally, our own testing of compliance with the individual VCT rules did not identify any breaches.

Our application of materiality

The scope and focus of our audit were influenced by our assessment and application of materiality. We define materiality as the magnitude of misstatement that could reasonably be expected to influence the readers and the economic decisions of the users of the financial statements. We use materiality to determine the scope of our audit and the nature, timing, and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole. We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements.

Based on our professional judgement we determined materiality for the 2024 financial statements as a whole and performance materiality as follows:

	Financial statements
Materiality	£593,000
Basis for determining materiality	1.5% of Gross Assets prior to audit adjustments
Rational for the benchmark applied	The nature of the VCT's purpose is to invest to obtain capital growth and dividend income, gross assets have been used to calculate materiality. We have chosen gross assets as the Company's investment portfolio, which we considered to be the key driver of the Company's total return performance and forms the significant proportion of the gross asset value calculation. We have chosen this benchmark, a generally accepted auditing practice for Venture Capital Trust audits, as we believe this provides an appropriate year-on-year basis for our audit.
Performance materiality	£296,500
Basis for determining performance materiality	50% of Overall materiality
Rational for the benchmark applied	We considered several factors – the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls. We concluded that this amount was appropriate.

Trivial:

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £29,650. We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

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 the following procedures:

- We critically reviewed the Company's cash flow forecasts, which were prepared based on current financial performance expectations, including sensitivity analysis.

- We assessed the Company's ability to meet its liabilities as they fall due, considering both internal factors such as cash flow projections and external factors.
- We paid particular attention to any events or conditions identified in the viability statement, as these might have significantly impacted the Company's ability to continue as a going concern.
- We evaluated the assumptions and scenarios outlined in the viability statement and assessed their alignment with the Company's financial position and prospects.
- We performed sensitivity analysis on the key assumptions and scenarios outlined in the viability statement to assess their impact on the Company's ability to meet its liabilities as they fall due.
- We investigated the rationale behind the Directors' selection of the viability period and assessed its adequacy based on the Company's specific circumstances, industry dynamics, and market conditions.
- We documented the results of the review and assessment of the viability period chosen by the Directors, including any concerns or discrepancies identified during the process.
- We ensured that the rationale for selecting the viability period is adequately disclosed within the Company's financial statements, including the viability statement and accompanying notes.
- We compared the prior year forecast against current year actual performance to assess management's ability to forecast accurately.

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 Association of Investment Companies (AIC) Code of Corporate Governance, we have nothing material to add or draw attention to in relation to in relation to the Directors' statement in the financial statements about whether the Directors consider 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.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements. 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.

Opinions on other matters prescribed by the Companies Act 2006

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

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

- the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

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

Corporate Governance statement

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

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

- Directors' statement with regards the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 47;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 30;
- Directors' statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meets its liabilities set out on pages 47;
- Directors' statement on fair, balanced and understandable set out on page 36;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 30;
- Section of the Annual Report that describes the review of effectiveness of risk management and internal systems set out on page 53; and
- Section describing the work of the audit committee set out on pages 45 and 54.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 61, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the audit of the financial statements

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

A further description of our responsibilities is available on the FRC's website at frc.org.uk/auditors/auditor-assurance/auditor-s-responsibilities-for-the-audit-of-the-fi/description-of-the-auditor's-responsibilities-for

This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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

The objectives of our audit in respect of fraud, are to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the Company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the Company and considered that the most significant are the Companies Act 2006, FRS 102, the Listing Rules, the Disclosure and Transparency Rules, Compliance with HMRC conditions for approved VCT Status and UK taxation legislation.
- We obtained an understanding of how the Company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Other matters which we are required to address

We were appointed by the Directors on 21 September 2023 to audit the financial statements for the period ended 31 March 2024. Our total uninterrupted period of engagement is 1 year, covering this financial period. The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting our audit.

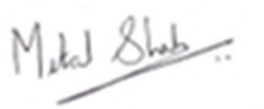
Our audit opinion is consistent with the additional report to the audit committee.

Use of our report

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

Mital Shah (Senior Statutory Auditor)

for and on behalf of Moore Kingston Smith LLP



11 July 2024
Chartered Accountants
Statutory Auditor
6th Floor
9 Appold Street
London, EC2A 2AP

Income Statement

for the period ended 31 March 2024

		Period Ended 31 March 2024			Year Ended 28 February 2023		
		Revenue Return	Capital Return	Total	Revenue Return	Capital Return	Total
	Note	£'000	£'000	£'000	£'000	£'000	£'000
(Losses)/gains on investment at fair value	9	–	(235)	(235)	–	1,330	1,330
Losses on disposal of investments	9	–	-	-	–	(63)	(63)
Income	3	726	–	726	266	–	266
Investment management fee	4	(175)	(523)	(698)	(141)	(423)	(564)
Other expenses	5	(328)	–	(328)	(321)	–	(321)
(Loss)/profit before taxation		223	(758)	(535)	(196)	844	648
Taxation	6	–	–	–	–	–	–
(Loss)/profit attributable to shareholders		223	(758)	(535)	(196)	844	648
(Loss)/profit per Ordinary share basic and diluted	8	0.37p	(1.26)p	(0.89)p	(0.39)p	1.69p	1.30p

All items in the above statement derive from continuing operations. No operations were acquired or discontinued during the period

There is no other comprehensive income as there were no other gains or losses other than those passing through the Income Statement.

The revenue and capital return columns are both prepared in accordance with the Association of Investment Companies Statement of Recommended Practice (AIC SORP).

The notes on pages 77 to 91 form an integral part of these financial statements.

Statement of Changes in Equity

for the period ended 31 March 2024

	Share Capital	Share Premium	Special Reserve	Capital Redemption Reserve	Capital Reserve Realised	Capital Reserve Unrealised	Revenue Reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	
For the period ended 31 March 2024								
1 March 2023	523	14,924	17,832	69	(1,414)	4,328	(1,942)	34,320
Investment holding losses	-	-	–	-	-	(235)	-	(235)
New share issue	131	8,308	–	-	-	–	-	8,439
Expenses of share issue	-	(163)	-	-	-	-	-	(163)
Share buybacks for cancellation	(20)	–	(1,195)	20	–	–	–	(1,195)
Management fee allocated to capital	-	-	-	-	(523)	-	-	(523)
Change in accrual in IFA trail commission	-	(12)	-	-	-	-	-	(12)
Revenue return after tax	-	-	-	-	-	-	223	223
Dividends paid	-	-	(1,789)	-	-	-	-	(1,789)
Transfer of previously unrealised losses to realised	-	-	-	-	19	(19)	-	-
31 March 2024	634	23,057	14,848	89	(1,918)	4,074	(1,719)	39,065

Statement of Changes in Equity
for the period ended 31 March 2024

(Continued)

	Share Capital	Share Premium	Special Reserve	Capital Redemption Reserve	Capital Reserve Realised	Capital Reserve Unrealised	Revenue Reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	
For the year ended 28 February 2023								
1 March 2022	445	9,492	19,877	60	(356)	2,426	(1,746)	30,198
Investment holding gains	-	-	–	-	-	1,330	-	1,330
Gain on disposal of investments	-	-	-	-	(63)	-	-	(63)
New share issue	87	5,608	–	-	-	–	-	5,695
Expenses of share issue	-	(134)	-	-	-	-	-	(134)
Share buybacks for cancellation	(9)	–	(547)	9	–	–	–	(547)
Management fee allocated to capital	-	-	-	-	(423)	-	-	(423)
Change in accrual in IFA trail commission	-	(42)	-	-	-	-	-	(42)
Revenue return after tax	-	-	-	-	-	-	(196)	(196)
Dividends paid	-	-	(1,498)	-	-	-	-	(1,498)
Transfer of previously unrealised losses to realised	-	-	-	-	(572)	572	-	-
28 February 2023	523	14,925	17,832	69	(1,414)	4,328	(1,942)	34,320

The notes on pages 77 to 91 an integral part of these financial statements.

Statement of Financial Position

at 31 March 2024

	Note	31 March 2024 £'000	28 February 2023 £'000
Non-current assets			
Investments at fair value through profit or loss	9	**37,914**	30,663
Sales awaiting settlement	10	**46**	-
Current assets			
Debtors	10	**451**	347
Cash at bank and on deposit	2	**1,124**	3,780
Creditors: amount falling due within one year			
Creditors	11	**(357)**	(344)
Net current assets		**1,218**	3,783
Non-current liabilities			
IFA trail commission		**(113)**	(126)
Net assets		**39,065**	34,320
Capital and reserves			
Called-up share capital	12	**634**	523
Share premium		**23,057**	14,924
Share premium		**14,848**	17,832
Capital redemption reserve		**89**	69
Capital reserve – realised		**(1,918)**	(1,414)
Capital reserve – realised		**4,074**	4,328
Revenue reserve		**(1,719)**	(1,942)
Equity shareholders' funds		**39,065**	34,320
Net asset value per Ordinary share – basic and diluted	13	**61.58p**	65.63p

These financial statements were approved and authorised for issue by the Board of Calculus VCT plc on 11 July 2024 and were signed on its behalf by:

Jan Ward
Chairman
11 July 2024

The notes on pages 77 to 91 form an integral part of these financial statements.

Statement of Cashflows

for the period ended 31 March 2024

	Period Ended 31 March 2024 £'000	Year Ended 28 February 2023 £'000
Cash flows from operating activities		
Investment income received	**395**	167
Deposit interest received	**52**	8
Investment management fees	**(626)**	(540)
Other, operating expenses	**(362)**	(275)
Net cash flow from operating activities	**(541)**	(640)
Cash flow from investing activities		
Purchase of investments	**(7,815)**	(5,292)
Sale of investments	**460**	341
Net cash flow from investing activities	**(7,355)**	(4,951)
Cash flow from financing activities		
Ordinary share issue	**8,165**	5,496
Expense of Ordinary/D share issue	**(188)**	(107)
IFA trail commission	**(27)**	(24)
Share buybacks for cancellation	**(1,196)**	(547)
Equity dividend paid	**(1,514)**	(1,299)
Cash inflow from financing activities	**5,240**	3,519
Decrease in cash and cash equivalents	**(2,656)**	(2,072)
Analysis of changes in cash and cash equivalents		
Cash and cash equivalents at the beginning of year	**3,780**	5,852
Net cash decrease	**(2,656)**	(2,072)
Cash and cash equivalents at the year end	**1,124**	3,780

The notes on pages 77 to 91 form an integral part of these financial statements.

Notes to the Financial Statements

1. Company Information

The Company is incorporated in England and Wales and operates under the Companies Act 2006 (the Act) and the regulations made under the Act as a public company limited by shares, with registered number 07142153. The registered office of the Company is 12 Conduit Street, London, W1S 2XH.

2. Accounting Policies Basis of Accounting

The Company's financial statements have been prepared under FRS102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ('FRS 102') and in accordance with the Statement of Recommended Practice ("the SORP") for Investment Trust Companies and Venture Capital Trusts produced by the Association of Investment Companies ("AIC").

The financial statements are presented in Sterling (£).

Going concern

After reviewing the Company's cashflows and projections, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future (being a period 12 months from the date these financial statements were approved). This is primarily due to the large cash reserves raised through new subscription offers, the funds raised are invested in accordance with the Company's investment policy and to meet VCT qualification requirements. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Significant judgements and estimates

Preparation of the financial statements requires management to make significant judgements and estimates. The items in the financial statements where these judgements and estimates have been made are in the valuation of unquoted investments.

Estimates and assumptions primarily relate to the valuation of the unquoted holdings within the fixed asset investments. These estimates and assumptions are under continuous review from the investment manager. The investment valuation policies play a crucial role due to the impact they have on the Company's financial position thus require the application of subjective and complex judgements. The main accounting and valuation policies used by the Company are disclosed below.

The valuation methodologies used when valuing unquoted investments provide a range of possible values. Judgments are made to determine the best valuation methodology in order to ascertain the fair value of unquoted investments. Fair value is calculated within a reasonable range of estimates. Estimates are based on historical experience and other assumptions that are considered reasonable under the circumstances. Hence, investments are measured at fair value in accordance with the International Private Equity and Venture Capital Valuation Guidelines. Further information on fair value of the Company's investments can be found on page 88. The sensitivity analysis in note 15 demonstrates the impact on the portfolio of applying alternative values in the upside and downside.

Although the Company believes that the assumptions concerning the macroeconomic environment and estimation of future cash flows are appropriate, changes in estimates and assumption could require changes in the stated values.

As at 31 March 2024 the value of unquoted investments included within the Company's investment portfolio was £27,886,737 (2023: 22,387,397).

Investments

The Company has adopted FRS 102, sections 11 and 12, for the recognition and measurement of financial instruments. The Company's business is investing in financial assets with a view to profiting from their total return in the form of increases in fair value. Fair value is the amount for which an asset can be exchanged between knowledgeable, willing parties in an arm's length transaction. The Company manages and evaluates the performance of these investments on a fair value basis in accordance with its investment strategy, and information about the investments is provided on this basis to the Board of directors.

Investments held at fair value through profit or loss are initially recognised at fair value, being the methodology used when assessing that the consideration given was appropriate and excluding transaction or other dealing costs associated with the investment, which are expensed and included in the capital column of the Income Statement.

Gains or losses on investments classified as at fair value through profit or loss are recognised in the capital column of the Income Statement and allocated to the capital reserve – unrealised or realised as appropriate.

All purchases and sales of quoted investments are accounted for on the trade date basis. All purchases and sales of unquoted investments are accounted for on the date that the sale and purchase agreement becomes unconditional.

For quoted investments and money market instruments, fair value is established by reference to bid or last market prices depending on the convention of the exchange on which the investment is quoted at the close of business on the balance sheet date.

Unquoted investments are valued using an appropriate valuation technique so as to establish what the transaction price would have been at the balance sheet date. Such investments are valued in accordance with the most recent International Private Equity and Venture Capital ("IPEV") guidelines. Primary indicators of fair value are derived from price of recent investments or cost, calibrated with other valuation methods such as earnings or sales multiples, discounted cash flows, or from net assets.

Earnings or sales multiples are tools that evaluate a financial metric as a ratio of another, allowing the comparable analysis of different companies. Relevant multiples are collated from the analysis of appropriate public companies and precedent transactions, and applied to both historic and forward-looking sales and earnings, the assumptions of which are based on the Company's forecasts, providing a suitable enterprise value for the respective unquoted investment.

A discounted cash flow is a valuation tool used by the Company to estimate the value of relevant unquoted investments, based on its forecasted cash flows. For the unquoted investments, the majority of the present value will be in the terminal value, which captures the value of the investment beyond the forecasted period. Predominantly, the Company assumes an earnings or sales multiple, based on comparable company analysis, and applies this to the relevant financial metric for the final year of the investment's forecast. The present value of forecast future cash flows is calculated by using a discount rate appropriate for the individual company being valued, taking into account the company's stage of development and risk profile.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents does not include liquidity fund investments as the Company considers the liquidity fund is part of the investment portfolio.

Debtors

Short-term debtors are initially measured at transaction price. Subsequent remeasurement deducts any impairment from the transaction price. Sales awaiting settlement is measured at transaction price only and the deduction of part payment received to date.

Creditors

Short-term trade creditors are initially and subsequently measured at the transaction price.

Income

Dividends receivable on equity shares are recognised as revenue on the date on which the shares or units are marked as ex-dividend. Where no ex-dividend date is available, the revenue is recognised when the Company's right to receive it has been established.

Interest receivable from fixed income securities and premiums on loan stock investments and preference shares is recognised using the effective interest rate method. Interest receivable and redemption premiums are allocated to the revenue column of the Income Statement. Provision is made against this income where recovery is doubtful.

Interest receivable on bank deposits is included in the financial statements on an accrual basis.

Other income is credited to the revenue column of the Income Statement when the Company's right to receive the income is established.

Expenses

All expenses are accounted for on an accrual basis.

Expenses are charged through revenue in the Income Statement except as follows:

- costs that are incidental to the acquisition or disposal of an investment are taken to the capital column of the Income Statement.
- expenses are charged to the capital column in the Income Statement where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. In this respect investment management fees have been allocated 75 per cent to the capital column and 25 per cent to the revenue column in the Income Statement, being in line with the Board's expected long-term split of returns, in the form of capital gains and revenue respectively, from the investment portfolio of the Company.

- expenses associated with the issue of shares are deducted from the share premium account. Annual intermediary trail commission covering a six-year period since share allotment has been provided for in the Accounts as, due to the nature of the Company, it is probable that this will be payable. The commission is apportioned between current and non-current liabilities.

Expenses incurred by the Company in excess of the agreed cap, currently 3 per cent of NAV (excluding irrecoverable VAT, annual trail commission and performance incentive fees), could be clawed back from Calculus Capital Limited. Any clawback is treated as a credit against the expenses of the Company.

Performance fees are recognised as a liability or contingent liability only when the current obligation to pay the performance incentive fee exists. As dividend decisions are discretionary, this obligation is assessed to exist when the dividends already distributed to a share class plus the net assets attributable to that share class would reach the performance hurdle.

Share capital

The share capital reserve contains the nominal value of all shares that have been issued. It is not distributable.

Share premium

The share premium is the excess paid by shareholders on share allotments above the nominal value of the share. There is currently a share premium account on the Ordinary shares issued since 8 December 2020. Share premium created prior to 8 December 2020 was cancelled in order to create a distributable capital reserve. The special reserve was created on the cancellation of the share premium account on 20 October 2010 for Old Ordinary shares, 23 November 2011 for C shares and 1 November 2017 and 8 December 2020 for the Ordinary share class. All of the special reserve created since November 2017 is now distributable as disclosed below.

Special reserve

The special reserve was created by the cancellation of the original Ordinary share fund's share premium account on 20 October 2010. A further cancellation of the share premium account occurred on 23 November 2011 for both the original Ordinary share fund and C share fund. A further cancellation of the share premium account occurred on 1 November 2017 and 8 December 2020 for the Ordinary share fund. The special reserve is a distributable reserve created to be used by the Company inter alia to write off losses, fund market purchases of its own shares and make distributions and/or for other corporate purposes.

The Company was formerly an investment company under section 833 of the Companies Act 2006. On 18 May 2011, investment company status was revoked by the Company. This was done in order to allow the Company to pay dividends to shareholders using the special reserve.

Capital redemption reserve

The capital redemption reserve accounts for the amounts by which the issued share capital is reduced through the repurchase and cancellation of the Company's own shares. A resolution is being put to shareholders at the upcoming Annual General Meeting so that the Company can apply to cancel this reserve and create additional special reserve.

Capital reserve realised

The capital reserve realised discloses the gains and losses on disposal of investments and also 75% of management fees as this is the level associated with the enhancement or maintenance of investments. Profits achieved from this reserve would be distributable.

Capital reserve unrealised

The capital reserve unrealised is the appreciation or depreciation of investments and unrealised exchange gains or losses on outstanding trades. When an investment is sold the related balance in the capital reserve unrealised is transferred to the capital reserve realised.

Revenue reserve

The revenue reserve represents accumulated revenue return retained by the Company.

Distributable reserves

Distributable reserves are represented by the special reserve, the capital reserve realised and the revenue reserve reduced by negative capital reserve unrealised which total £11,208,445 as at 31 March 2024. In accordance with VCT rules, special reserves created from share premium cannot be distributed until three years after the accounting period in which the shares were issued. As at the period end, all special reserves created from share premium are distributable.

Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the reporting date where transactions or events that result in an obligation to pay more tax in the future have occurred at the reporting date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversals of the underlying timing differences can be deducted. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

No taxation liability arises on gains from sales of fixed asset investments by the Company by virtue of its venture capital trust status. However, the net revenue (excluding UK dividend income) accruing to the Company is liable to corporation tax at the prevailing rates.

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

Dividends

Dividends payable to equity shareholders are recognised in the Statement of Changes in Equity in the period which they are paid or have been approved by shareholders in the case of a final dividend and become a liability of the Company.

Interim dividends are recognised when paid. Final dividends are recognised when approved by shareholders at the AGM when they become irrevocable and legally binding.

Share buybacks

The Board considers that the Company should have the ability to purchase its shares in the market with the aim of providing the opportunity for shareholders who wish to sell their shares to do so. Subject to maintaining a level of liquidity in the Company which the Board considers appropriate, it is the intention that such purchases of shares will be made at a price which represents a discount of no greater than 5 per cent to the most recently published net asset value per share. Shares bought back will be cancelled.

Where shares are purchased for cancellation, the consideration paid, including any directly attributable incremental costs, is deducted from distributable reserves. As required by the Companies Act 2006, the equivalent of the nominal value of shares cancelled is transferred to the capital redemption reserve.

3. Income

	Period Ended 31 March 2024	Year Ended 28 February 2023
	£'000	£'000
UK unfranked loan stock interest	**389**	185
Liquidity Fund interest	**269**	70
Bank interest	**68**	11
	726	266

All income arose in the United Kingdom.

The Board considered operating segments and considered there to be one, that of investing in financial assets.

4. Investment Management Fee

	Period Ended 31 March 2024			Year Ended 28 February 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	**175**	**523**	**698**	141	423	564

No performance fee was paid during the period or payable at the period end.

For the period ended 31 March 2024, Calculus Capital Limited did not contribute (2023: £nil contributed) to the expenses of the Company as the total expenses did not exceed the expense cap. At 31 March 2024, there was £213,178 due to Calculus Capital Limited for management fees (2023: £141,664 due to Calculus Capital Limited).

Details of the terms and conditions of the investment management agreement are set out in the Directors' Report.

5. Other Expenses

	Period Ended 31 March 2024	Year Ended 28 February 2023
	£'000	£'000
Directors' fees	**66**	62
Calculus secretarial fee (VAT inclusive)	**20**	18
Administrator's fees	**41**	38
Fees payable to the Company's auditor for the audit of the Company's annual accounts	**73**	75
Legal and professional fees	**25**	32
Regulatory fees	**21**	18
Other	**82**	78
	328	321

Further details of Directors' fees can be found in the Directors' Remuneration Report on page 56 to 60 of the Accounts.

6. Taxation

	Period Ended 31 March 2024			Year Ended 28 February 2023		
	Revenue £'000	**Capital £'000**	**Total £'000**	**Revenue £'000**	**Capital £'000**	**Total £'000**
Profit/(loss) before tax	**223**	**(758)**	**(535)**	(196)	844	648
Theoretical tax at UK Corporation Tax rate of 24.54% (2023: 19.00%)	**55**	**(186)**	**(131)**	(37)	160	123
Timing differences: loss not recognised, carried forward	**(55)**	**128**	**73**	37	80	117
Effects of non-taxable losses/(gains)	**-**	**58**	**58**	-	(240)	(240)
Tax charge	**-**	**-**	**-**	-	-	-

The Corporation Tax rate was at 19% to 31 March 2023 and 25% thereafter.

At 31 March 2024, the Company had £3,805,979 (28 February 2023: 3,505,945) of excess management expenses to carry forward against future taxable profits.

The Company's deferred tax asset of £951,495 (28 February 2023: £876,486) at the tax rate of 25% (2023: 25%) has not been recognised due to the fact that it is unlikely the excess management expenses will be set off in the foreseeable future.

7. Dividends

	Period Ended 31 March 2024 £'000	Year Ended 28 February 2023 £'000
Declared and paid: 2.95p per Ordinary share in respect of the year ended 28 February 2023 (2022: 3.06p)	**1,789**	1,498

The Board have proposed an Ordinary share dividend in respect of the period to 31 March 2024 of 2.77 pence per share which, if approved by shareholders, will be paid on the 29 August 2024 to all Ordinary shareholders on the register on 9 August 2024.

The proposed dividend is subject to approval by shareholders at the forthcoming Annual General Meeting and has not been included as a liability in these Accounts.

8. Return per Share (Basic and Diluted)

	Period Ended 31 March 2024 £'000			Year Ended 28 February 2023 £'000		
	Revenue pence	**Capital pence**	**Total pence**	**Revenue pence**	**Capital pence**	**Total pence**
Return per Ordinary share	**0.37**	**(1.26)**	**(0.89)**	(0.39)	1.69p	1.30p

Ordinary share return

Revenue return per Ordinary share is based on the net revenue gain after taxation of £223,351 (2023: loss £196,043) and on 60,236,611 Ordinary shares, (2023: 49,887,243) being the weighted average number of Ordinary shares in issue during the period.

Capital return per Ordinary share is based on the net capital loss for the period of £758,656 (2023: gain £842,740) and on 60,236,611 Ordinary shares (2023: 49,887,243) being the weighted average number of Ordinary shares in issue during the period.

Total return per Ordinary share is based on the net loss for the period of £535,305 (2023: gain £646,697) and on 60,236,611 Ordinary shares (2023: 49,887,243), being the weighted average number of Ordinary shares in issue during the period.

9. Investments

	Period Ended 31 March 2024			**Year Ended 28 February 2023**		
	VCT Qualifying Investments	**Other Investments**	**Total**	**VCT Qualifying Investments**	**Other Investments**	**Total**
Opening book cost	**20,690**	**5,645**	**26,335**	16,288	5,645	21,933
Opening investment holding gains	**4,268**	**60**	**4,328**	2,403	23	2,426
Opening fair value	**24,958**	**5,705**	**30,663**	18,691	5,668	24,359
Movements in the period/year:						
Purchases at cost	**5,269**	**3,000**	**8,269**	5,292	-	5,292
Sales proceeds	**(433)**	**(350)**	**(783)**	(255)	-	(255)
Realised losses on sales	**-**	**-**	**-**	(63)	-	(63)
Prior year unrealised gains/(losses) realised during the period/year	**19**	**-**	**19**	(572)	-	(572)
(Decrease)/Increase in investment holding gains	**(402)**	**148**	**(254)**	1,865	37	1,902
Closing fair value	**29,411**	**8,503**	**37,914**	24,958	5,705	30,663
Closing book cost	**25,545**	**8,295**	**33,840**	20,690	5,645	26,335
Closing investment holding gains	**3,866**	**208**	**4,074**	4,268	60	4,328
Closing fair value	**29,411**	**8,503**	**37,914**	24,958	5,705	30,663

Note 15 to the financial statements provides a detailed analysis of investments held at fair value through profit or loss.

10. Debtors

	Period Ended 31 March 2024 £'000	Year Ended 28 February 2023 £'000
Current debtors		
Prepayments and accrued income	**436**	209
Sales awaiting settlement	**15**	138
Non Current debtors		
Sales awaiting settlement	**46**	–
	497	347

11. Creditors

	Period Ended 31 March 2024 £'000	Year Ended 28 February 2023 £'000
Management fees	**213**	142
Audit fees	**56**	75
Directors' fees	**6**	10
Secretarial fees	**6**	5
Administrator's fees	**3**	3
Intermediary trail commission	**29**	30
Other creditors	**44**	79
	357	344

12. Share Capital

Number of shares	Ordinary shares
Ordinary shares of 1p each	
Opening balance 1 March 2023	**52,296,457**
New issue of Ordinary shares	**12,718,880**
New issue of Ordinary shares via dividend reinvestment scheme	**441,369**
Share buyback Ordinary shares	**(2,015,317)**
Closing balance 31 March 2024	**63,441,389**

Nominal value	Ordinary share £'000
Ordinary shares of 1p each	
Opening balance 1 March 2023	**523**
New issue of Ordinary shares	**127**
New issue of Ordinary shares via dividend reinvestment scheme	**4**
Share buyback Ordinary shares	**(20)**
Closing balance 31 March 2024	**634**

On 15 March 2023, 3,893,788 Ordinary shares were issued for total consideration of £2,527,022. On 5 April 2023, 2,823,224 Ordinary shares were issued for total consideration of £1,827,398. On 21 July 2023, 1,960,826 Ordinary shares were issued for total consideration of £1,286,646. On 25 August 2023, 652,554 Ordinary shares were issued for total consideration of £416,333. On 25 August 2023, under the Dividend Reinvestment scheme, 441,369 Ordinary shares were issued for a total consideration of £274,886. On 15 December 2023, 2,439,629 Ordinary shares were issued for a total consideration of £1,530,459 and on 15 February 2024, 948,859 Ordinary shares were issued for a total consideration of £577,150.

On 8 March 2023, the Company bought back 334,652 Ordinary shares for cancellation. On 7 September 2023, the Company bought back 1,124,473 Ordinary shares for cancellation. On 10 January 2024, the Company bought back 556,192 Ordinary shares for cancellation.

All Ordinary shares are fully paid, rank pari passu and carry one vote per share.

Under the Articles of Association, a resolution for the continuation of the Company as a VCT will be proposed at the Annual General Meeting falling after the tenth anniversary of the last allotment (from time to time) of shares in the Company and thereafter at five-yearly intervals.

13. Net Asset Value per Share

	31 March 2024	28 February 2023
Net asset value per Ordinary share	**61.58p**	65.63p

The basic and diluted net asset value per Ordinary share is based on net assets of £39,064,805 (2023: £34,319,761) and on 63,441,389 Ordinary shares (2023: 52,296,457), being the number of Ordinary shares in issue at the end of the period.

14. Financial Commitments

At 31 March 2024, the Company did not have any financial commitments which had not been accrued for (2023: nil).

15. Financial Instruments

The Company's financial instruments comprise securities and cash and liquid resources that arise directly from the Company's operations.

The principal risks the Company faces in its portfolio management activities are:

- Market price risk
- Liquidity risk

The Company does not have exposure to foreign currency risk.

a) Market Price Risk

Qualifying Investments

Market risk embodies the potential for losses and includes interest rate risk and price risk.

The management of market price risk is part of the investment management process. The portfolio is managed in accordance with policies in place as described in more detail in the Chairman's Statement and Manager's Review (Qualifying Investments).

The Company's strategy on the management of investment risk is driven by the Company's investment objective as outlined above. Investments in unquoted companies and AIM-traded companies, by their nature, involve a higher degree of risk than investments in the main market. Some of that risk can be mitigated by diversifying the portfolio across business sectors and asset classes.

Interest is earned on cash balances and money market funds and is linked to the banks' variable deposit rates. The Board does not consider interest rate risk to be material. Interest rates arising on loan stock instruments is not considered significant as the main risk on these investments are credit risk and market price risk. The weighted average interest rate earned on the loan stock instruments as at 31 March 2024 was 9.70% (2023: 10.00%).

An analysis of financial assets and liabilities, which identifies the risk of the Company's holding of such items, is provided. The Company's financial assets comprise equity, loan stock, cash and debtors. The interest rate profile of the Company's financial assets is given in the table below:

	As at 31 March 2024		As at 28 February 2023	
	Fair Value Interest Rate Risk £'000	**Cash Flow Interest Rate Risk £'000**	**Fair Value Interest Rate Risk £'000**	**Cash Flow Interest Rate Risk £'000**
Loan stock	**5,047**	**-**	2,200	-
Money market funds	**-**	**8,503**	-	5,705
Cash	**-**	**1,124**	-	3,780
	5,047	**9,627**	2,200	9,485

The variable rate is based on the banks' deposit rate and applies to cash balances held and the money market funds. The benchmark rate which determines the interest payments received on interest bearing cash balances is the Bank of England base rate, which was 5.25 per cent as at 31 March 2024.

Where an investment is made in loan stock issued by an unquoted company, it is made as part of an overall equity and debt package. The recoverability of the debt is assessed as part of the overall investment process and is then monitored on an ongoing basis by the Manager who reports to the Board on any recoverability issues.

Credit risk arising on transactions with brokers relates to transactions awaiting settlement. Risk relating to unsettled transactions is considered to be small due to the short settlement period involved and the high credit quality of the brokers used. The Board monitors the quality of service provided by the brokers used to further mitigate this risk.

All the assets of the Company which are traded on AIM are held by Rathbones, the Company's custodian. Bankruptcy or insolvency of the custodian may cause the Company's rights with respect to securities held by the custodian to be delayed or limited. The Board and the Manager monitor the Company's risk by reviewing the custodian's internal control reports.

Sensitivity Analysis

The Board considers that the value of investments in equity and loan stock instruments are sensitive to changes to trading performance and the fluctuations of wider public equity markets. Such changes affect the enterprise value of AIM listed and unquoted companies.

In light of general uncertainties caused by the cost of living crises and the Russian-Ukraine conflict, we have set the changes to a rate of 25 per cent whereas historically we had used a rate of 10 per cent.

The sensitivity below has been applied to AIM listed investments with a 25 per cent movement in share price and to unquoted securities valued with reference to market inputs such as multiples of earnings or revenue and discounted cash flows, with a 25 per cent movement in such market input applied.

As at 31 March 2024, if the AIM listed investments share price had been 25 per cent higher or lower with all other variables held constant, the increase or decrease on net assets at the period end would be £381,030.

As at 31 March 2024, if the unquoted securities had a 25 per cent increase or decrease in the market input (due to the movement in the quoted securities) with all other variables held constant, the increase or decrease in net assets would be £5,709,918.

The combined total increase or decrease on net assets would be £6,090,948 (2023: £5,689,623). The increases and decreases are based on the current portfolio value £37,913,627 (2023: £30,663,029). The variance of 25 per cent is the Manager's assessment of reasonable possible change in light of recent events. The sensitivity analysis assumes the actual portfolio of investments held by the Company is symmetrically correlated to this overall movement in net assets. However, in reality unquoted companies have other factors which may influence the extent of the valuation change.

b) Credit Risks

Credit risk on cash transactions was mitigated by transacting with a regulated entity subject to prudential supervision. Money market funds were managed by regulated fund managers with high credit ratings assigned by international credit rating agencies. Any new investment is subject to due diligence scrutiny and investment portfolio is monitored closely by the Manager's investment team who would take appropriate action as necessary to minimise the credit risk to the Company.

c) Liquidity Risk

The Company's liquidity risk is managed on an ongoing basis by the Manager. The Company's overall liquidity risks are monitored on a quarterly basis by the Board.

The Company maintains sufficient investments in cash and readily realisable securities to pay accounts payable and accrued expenses as they fall due.

Maturity profile

The carrying value of investments in unquoted companies held at 31 March 2024, which is analysed by expected maturity date, is as follows:

	Within 1 year £'000	Within 1 -2 years £'000	Within 2-3 years £'000	Within 3-4 years £'000	Within 4-5 years £'000	More than 5 years £'000	Total
As at 31 March 2024							
Loan stock	**750**	**-**	-	**2,389**	**1,908**	**-**	**5,047**
Current liabilities	**357**	**-**	-	-	-	-	**357**
As at 28 February 2023							
Loan stock	-	1,050	-	-	1,150	-	2,200
Current Liabilities	344	-	-	-	-	-	344

Qualifying Investments

The Company's financial instruments include investments in unlisted equity investments which are not traded in an organised public market and which may be illiquid. As a result, the Company may not be able to realise quickly some of its investments at an amount close to their fair value in order to meet its liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer.

The Board seeks to ensure that an appropriate proportion of the Company's investment portfolio is invested in cash and readily realisable assets, which are sufficient to meet any funding commitments that may arise.

Under its Articles of Association, the Company has the ability to borrow a maximum amount equal to 25 per cent of its gross assets. As at 31 March 2024, the Company had no borrowings.

d) Capital Management

The capital structure of the Company consists of shareholders' equity. Capital is managed to ensure the Company has adequate resources to continue as a going concern, and to maximise the income and capital return to its shareholders, while maintaining a capital base to allow the Company to operate effectively in the marketplace and sustain future development of the business. To this end the Company may use gearing to achieve its objectives. The Company's assets and borrowing levels are reviewed regularly by the Board.

e) Fair Value Hierarchy

Investments held at fair value through profit or loss are valued in accordance with IPEV guidelines.

The valuation method used will be the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the IPEV guidelines.

As required by the Standard, an analysis of financial assets and liabilities, which identifies the risk of the Company's holding of such items, is provided. The Standard requires an analysis of investments carried at fair value based on the reliability and significance of the information used to measure their fair value. In order to provide further information on the valuation techniques used to measure assets carried at fair value, we have categorised the measurement basis into a "fair value hierarchy" as follows:

- Quoted market prices in active markets – "Level 1"

Inputs to Level 1 fair values are quoted prices in active markets for identical assets. Quoted in an active market in this context means quoted prices are readily and regularly available and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted price is usually the current bid price but traded prices are used where applicable. The Company's investments in AIM quoted equities and money market funds are classified within this category.

- Valued using models with significant observable market parameters – "Level 2"

Inputs to Level 2 fair values are inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly.

- Valued using models with significant unobservable market parameters – "Level 3"

Inputs to Level 3 fair values are unobservable inputs for the asset. Unobservable inputs may have been used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset at the measurement date (or market information for the inputs to any valuation models). As such, unobservable inputs reflect the assumptions the Company considers that market participants would use in pricing the asset. The Company's unquoted equities and loan stock are classified within this category. As explained in note 1, unquoted investments are valued in accordance with the IPEV guidelines.

The table below shows assets measured at fair value categorised into the three levels referred to above. During the period there were no transfers between Levels 1, 2 or 3.

	Financial Assets at Fair Value through Profit or Loss At 31 March 2024			
	Level 1 £'000	**Level 2 £'000**	**Level 3 £'000**	**Level 4 £'000**
Unquoted equity	-	-	22,840	22,840
Quoted equity	1,524	-	-	1,524
Money market funds	8,503	-	-	8,503
Loan stock	-	-	5,047	5,047
	10,027	-	27,887	37,914

	Financial Assets at Fair Value through Profit or Loss At 28 February 2023			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Level 4 £'000
Unquoted equity	-	-	20,187	20,187
Quoted equity	2,571	–	–	2,571
Money market funds	5,705	–	–	5,705
Loan stock	–	–	2,200	2,200
	8,276	–	22,387	30,663

Reconciliation of fair value for level 3 financial instruments held at the period/year end:

	Level 3 Investments		
	Unquoted Equity £'000	Loan Stock £'000	Total £'000
Fair value as at 28 February 2023	20,187	2,200	22,387
Purchases at cost	2,673	2,596	5,269
Disposal Proceeds	(33)	(400)	(433)
Realised gains on disposal	-	-	-
Prior year unrealised losses realised during the period	19	-	19
Unrealised movement	(6)	651	645
Fair value as at 31 March 2024	22,840	5,047	27,887

Unquoted investments are valued using an appropriate valuation technique so as to establish what the transaction price would have been at the balance sheet date. Such investments are valued in accordance with the most recent International Private Equity and Venture Capital ("IPEV") guidelines. Primary indicators of fair value are derived from price of recent investments or cost, calibrated with other valuation methods such as earnings or sales multiples, discounted cash flows or from net assets.

Where the effect of changing one or more inputs to reasonably possible alternative assumptions would result in a significant change to the fair value measurement, information on this sensitivity is mentioned above on page 77. The information used in determination of the fair value of Level 3 investments is chosen with reference to the specific underlying circumstances and position of the investee company.

FRS 102 requires the Directors to consider the impact of changing one or more of the inputs used as part of the valuation process to reasonable possible alternative assumptions. 5% of the portfolio of venture capital investments are quoted on the AIM market and valued at bid price; 6% of the portfolio is valued according to preference structures, 6% of the portfolio is valued based on recent new investments at cost, 13% of the portfolio is valued based on recent transactions and a further 13% of the portfolio, comprises loan notes valued at cost. As such, the Board believes that changes to reasonable possible alternative assumptions (by adjusting the earnings and revenue multiples or discount rates) for the remainder of the portfolio could lead to a significant change in the fair value of the portfolio. Therefore, for the remainder of the portfolio, the Board has adjusted the inputs of a number of the largest portfolio companies (by value) resulting in a total coverage of 88% of the portfolio of investments. The effect of varying the input assumptions in each sector is as follows:

Portfolio company sector	Valuation technique	Weighted average base case and range	Change in input	Change in fair value of investments	Change in NAV (pence per share)
Tech	Revenue multiple	5x current revenue (4.1-5.8x)	Multiple -/+ 10%	(£489k) / £490k	(0.77p) / 0.77p
Healthcare	DCF	21%	Discount rate +/- 10%	(£154k) / £168k	(0.24p) / 0.27p
Media	Forward revenue multiple	5x forward revenue (3.6-6.6x)	Multiple -/+ 10%	(£600k) / £600k	(0.95p) / 0.95p
Total				**(£1,244k) / £1,259k**	**(1.96p) / 1.98p**

The impact of these changes could result in an overall increase in the valuation of the venture investments by £1.26m (4.3%) or a decrease in the valuation of the equity investments of £1.24m (4.2%).

16. Related Parties' Transactions

John Glencross, a Director of the Company, is a Director of Calculus Capital Limited and owns 50 per cent of the shares of its holding company, Calculus Holdings Limited. Calculus Capital Limited receives a Manager's fee from the Company. As disclosed in Note 4, for the period ended 31 March 2024, Calculus Capital Limited earned £697,847 of management fees (2023: £564,449). Calculus Capital Limited also earned a company secretarial fee of £19,500 (2023: £18,000).

Calculus Capital Limited took on the expenses cap on 15 December 2015. In the period to 31 March 2024, Calculus Capital Limited did not contribute towards the expenses of the Company as the expense cap was not reached during the period. (2023: £nil contributed).

17. Transactions with the Manager

John Glencross, a Director of the Company, is Chief Executive and a Director of Calculus Capital Limited, the Company's Manager. He does not receive any remuneration from the Company. He is a Director of Maven Screen Media Limited, Brouhaha Limited, Riff Raff Entertainment Limited, Raindog Films Limited, Home Team Content Limited and Wonderhood Studios Limited.

In the period to 31 March 2024, Calculus Capital Limited received fees from certain portfolio companies. The aggregate amounts received by Calculus Capital Limited for any monitoring, provision of a Director and advisory fees, as appropriate, from the investee companies in relation to all of the EIS and VCT investments managed by Calculus Capital was as follows:

	31 March 2024 £'000	28 February 2023 £'000
Net fees paid by investee companies in the period/year	**1,099**	837

18. Net accumulative realised gains/(losses) on disposal of investments

	31 March 2024 £'000	28 February 2023 £'000
Net accumulated realised gains at the beginning of the period/year	**326,997**	962,175
Net realised gains/(losses) incurred during the period/year	**19,320**	(635,178)
Net accumulative realised gains at the end of the period/year	**346,317**	326,997

19. Post Balance Sheet Events

Continuing a successful fundraising period for the Company, a further £3.2m shares were issued on the 5 April 2024. This was made up of 5,257,265 shares at 60.42p. On 24 April 2024, 833,854 shares were bought back by the Company for £472k.

On 26 April 2024, C4X Discovery Holdings plc (now C4X Discovery Holdings Limited) de-listed from the AIM market. The board of C4X took this strategic decision because the LSE AIM valuation has not reflected the underlying potential of the business for some time.

On 29 May 2024, Blu Wireless Technology Limited ("BWT") raised new equity from a strategic investor, Westermo, and other financial investors. As part of the equity issue, the convertible loan note ("CLN") held by the Company was converted into equity alongside other CLNs issued by BWT.

On 4 June, the Company invested £666k in Engaging Works Holding Limited ("WorkL"). WorkL helps over 1,000 businesses globally improve the happiness and engagement of their teams and is also the powerhouse behind the UK's most prestigious business awards, "The Sunday Times Best Places to Work". This investment will enable WorkL to accelerate and expand its domestic and international operations, which already include the UK, Ireland, the UAE, Australia and South Africa.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the eleventh ANNUAL GENERAL MEETING of Calculus VCT plc (the "Company") will be held at 12.00 pm on 22 August 2024. Further details regarding how the meeting will be convened, and instructions for joining, will be made available on the Company's website (calculuscapital.com/vct-annual-general-meeting-2024) nearer the designated date for the meeting.

The meeting is called to consider and, if thought fit, pass the following resolutions:

Ordinary resolutions

1. To receive and adopt the Strategic Report, Directors' Report and Auditors' Report and the audited Accounts for the period ended 31 March 2024.
2. To receive and approve the Directors' Remuneration Report for the period ended 31 March 2024.
3. To receive and approve the Directors' Remuneration Policy.
4. To approve a final dividend of 2.77p per Ordinary share of 1p each.
5. To re-elect Mr John Glencross as a Director.
6. To re-elect Ms Janine Nicholls as a Director.
7. To re-elect Ms Jan Ward as a Director.
8. To elect Mr Hemant Mardia as a Director.
9. To appoint Moore Kingson Smith LLP as Auditor to the Company to hold office until the conclusion of the next annual general meeting of the Company.
10. To authorise the Directors to determine the remuneration of the Auditor.
11. THAT, in addition to existing authorities, the Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company; in respect of the Ordinary shares of 1p each in the capital of the Company ("Ordinary shares"), with an aggregate nominal value of up to but not exceeding £200,000 pursuant to one or more public offers for subscription and where the proceeds may be used in whole or part to purchase shares in the capital of the Company, such authority to expire on the conclusion of the Annual General Meeting to be held in 2025 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted and issued after such expiry and the Directors shall be entitled to allot shares pursuant to any such offer or agreement as if this authority had not expired.
12. THAT, the following revisions to the current performance fee arrangements be made, which are:

    i) the quantum of Calculus Capital's entitlement to a performance fee in respect of excess realised gains be reduced from 20% to 10%; and

    ii) that a co-investment syndicate structure be put in place to facilitate the individual members of Calculus Capital investment team and other key members ("Syndicate Members") putting their own money into each investment that the Company makes, with Syndicate Members receiving a junior class of shares to those received by the Company, as more fully described in the circular to shareholders dated 11 July 2024.

Special resolutions

13. THAT, in addition to all other existing authorities, the Directors be and are generally and unconditionally authorised in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 above as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2025.
14. THAT, in substitution for existing authorities, the Company be and hereby is empowered to make one or more market purchases within the meaning of section 693(4) of the Act of its own shares (either for cancellation or for the retention as treasury shares for future re-issue or transfer) provided that:

a. the aggregate number of Ordinary shares which may be purchased shall not exceed 9,000,000, or, if lower, such number of Ordinary shares as shall equal 15 per cent of the issued Ordinary share capital;

b. the minimum price which may be paid per share is 1p, the nominal value thereof; the maximum price which may be paid per share is an amount equal to the higher of (a) 105 per cent 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 share is to be purchased; and (b) the amount stipulated by Article 5(1) of the Buy Back and Stabilisation Regulation 2003;

c. the authority conferred by this resolution shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2025, unless such authority is renewed prior to such time; and

d. the Company may make a contract to purchase shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of such shares pursuant to such contract.

15. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than Annual General Meetings) on 14 clear days' notice.

16. THAT the share premium account and the capital redemption reserve each be cancelled.

By order of the Board

Calculus Capital Limited Company Secretary

11 July 2024

Notes

1. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at close of business on 20 August 2024 (or, in the event of any adjournment, close of business two days prior to the adjourned meeting). Changes to the Register of Members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment (you may photocopy the proxy form), stating clearly on each proxy form how many shares the proxy is appointed in relation to. A failure to specify the number of shares to which each proxy appointment relates or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope.
4. You may submit your proxy electronically using the Calculus Proxy Voting App at: (proxy-calculus.cpip.io). Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies as if you were using your personalised Proxy Form to vote or appoint a proxy by post to vote for you. Shareholders will need to use the unique personal City Investor Number (or CIN) and Access Code printed on their share certificate. Shareholders should not show this information to anyone unless they wish to give proxy instructions on their behalf.
5. If you have elected to receive post, a personalised form of proxy will be enclosed with shareholders' copies of this document. To be valid, it should be lodged with the Company's registrars, The City Partnership (UK) Limited at the address printed on the proxy form so as to be received not later than 48 hours (excluding weekends and bank holidays) before the time appointed for the meeting or any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope with the address The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. As an alternative to completing the hard-copy form of proxy, you can appoint a proxy electronically by emailing a scanned copy of the signed form of proxy to proxies@city.uk.com. For an electronic proxy appointment to be valid, your appointment must be received by The City Partnership (UK) Limited not later than 48 hours (excluding weekends and bank holidays) before the time appointed for the meeting or any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.
6. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the proxy card. The termination of the authority of a person to act as a proxy must be notified to the Company in writing. Amended instructions must be received by the Company's registrars by the deadline for receipt of proxies.
7. Ordinary shares carry equal voting rights and a member present in person or by proxy shall have one vote on a show of hands and on a poll shall have one vote for every share of which he/she is the holder.
8. A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company. On a vote on a resolution on a show of hands, each authorised person has the same voting rights as the corporation would be entitled to. On a vote on a resolution on a poll, if more than one authorised person purports to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
9. Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a

"Nominated Person") should note that the provisions in Notes 2 and 3 above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.

10. Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

11. As at the date of this notice, the Company's issued share capital and total voting rights amounted to 67,864,800 Ordinary shares carrying one vote each.

12. Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the meeting which relates to the business of the meeting, although no answer need be given:

    (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information;

    (b) if the answer has already been given on the Company's website; or

    (c) if it is undesirable in the best interests of the Company or the good order of the meeting. You may alternatively submit your question in advance by letter addressed to the Company Secretary at the registered office.

13. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement required to be placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

14. By attending the meeting, members and their proxies and representatives are understood by the Company to have agreed to receive any communications relating to the Company's shares made at the meeting.

15. Members satisfying the thresholds in section 338 of the Companies Act 2006 may require the Company to give to members of the Company entitled to receive notice of the meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the meeting. A resolution may properly be moved at the meeting unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the meeting.

16. Members satisfying the thresholds in section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may properly be included in the business at the meeting. A matter may properly be included in the business at the Annual General Meeting unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the meeting.

17. The Annual Report incorporating this notice of meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the dates of this notice will be available on the website of Calculus Capital Limited, calculuscapital.com/investment-opportunities/calculus-vct.

18. None of the Directors has a contract of service with the Company. A copy of the letters of appointment of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except weekends and public holidays) until the date of the meeting and at the place of the meeting for a period of fifteen minutes prior to and during the meeting.

Shareholder Information

Payment of Dividends

Cash dividends will be sent by cheque to the first-named shareholder on the share register at their registered address, together with a tax voucher. At shareholders' request, dividends may instead be paid directly into the shareholder's bank account through the Bankers' Automated Clearing System ("BACS"). This may be arranged by contacting the Company's Registrars on 01484 240 910 or by visiting the website at city.uk.com.

Price and Performance Information

The Company's Ordinary shares are listed on the London Exchange and share prices can be found on their website, londonstockexchange.com. The Company's net asset value is announced quarterly and can also be viewed on the London Stock Exchange website or the Calculus Capital Limited website, calculuscapital.com/investment-opportunities/calculus-vct/investor-information.

Share Register Enquiries

The Company's Registrars, The City Partnership (UK) Limited, maintain the share register. In the event of queries regarding your shareholding, please contact the Registrars on 01484 240 910 or by visiting the website at city.uk.com.

General Data Protection Regulation

Calculus VCT plc may collect personal information about shareholders in order to verify their identity, comply with legal, tax and regulatory reporting obligations and to manage their shareholdings including the payment of dividends. This information may be shared with third parties including the Company's registrars, the Company's professional advisers, the Company's administrators and shareholders' financial advisers.

Full details of how shareholders' data is collected, used and stored and details of shareholders' rights in relation to their data is contained in the Company's privacy policy which will be displayed on the Company's website calculuscapital.com/investment-opportunities/calculus-vct/investor-information.

Glossary of Terms

Accumulated shareholder value

The sum of the current NAV and cumulative dividends paid to date.

Alternative performance measure (APM)

An alternative performance measure is a measure of a past or future financial position, performance or cash flows that is not prescribed by the relevant accounting standards.

Annual yield

This is used to show the real rate of return on the portfolio. The annual yield is calculated by dividing the final proposed dividend by the net asset value per share.

C share fund

The net assets of the Company attributable to the former C shares (including any income and/or revenue arising from or relating to such assets) prior to the merger of the share classes.

D share fund

The net assets of the Company attributable to the D shares (including any income and/or revenue arising from or relating to such assets) prior to the merger of the share classes.

Final dividend proposed

The dividend declared or proposed to be distributed among the shareholders of the Company during a financial year which will be paid in the next financial year.

IPEV Guidelines

The International Private Equity and Venture Capital Valuation Guidelines published in December 2019, used for the valuation of unquoted investments.

Net asset value or NAV per share

Shareholders' funds expressed as an amount per share. Shareholders' funds are the total value of a company's assets, at current market value, having deducted all prior charges at their par value (or at their market value).

Old Ordinary share fund

The net assets of the Company attributable to the old Ordinary shares (including any income and/or revenue arising from or relating to such assets) prior to the merger of the share classes.

Ordinary share fund

The net assets of the Company attributable to the new Ordinary shares (including any income and/or revenue arising from or relating to such assets).

Portfolio income yield

The amount of investment income generated by the portfolio during a certain period of time, expressed as a percentage. Portfolio income yield is calculated by dividing the total investment income during the period by the total cost of the portfolio.

Qualifying Investments

An unquoted (or AIM-traded) company which satisfies the requirements of Part 4, Chapter 6 of the Income Tax Act 2007 (as amended).

Share price discount

The difference between the share price and the net asset value per share expressed as a percentage.

Total return per share

Total return per share is a non-GAAP Alternative Performance Measure ("APM"). It is taken from the Income Statement on page 72 and is calculated by taking the total profit or loss for the period and dividing by the weighted average number of shares. This has been selected to provide better understanding of the Company's performance over the period on a per share basis.

VCT value

The value of an investment calculated in accordance with section 278 of the Income Tax Act 2007 (as amended).

Company Information

Directors

Jan Ward (Chairman)
Janine Nicholls
John Glencross
Hemant Mardia

Registered Office

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Company Number

07142153

Qualifying Investments Manager

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