

# Ventus 3 VCT plc

## Half-yearly Financial Report

For the six month period ended 31 August 2007



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## Directors and advisers

### Directors

D Pinckney (*Chairman*)  
A Moore  
P Thomas  
C Wood

### Secretary and registered office

Capita Company Secretarial Services Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

### Auditor

Baker Tilly UK Audit LLP  
Chartered Accountants  
2 Bloomsbury Street  
London  
WC1B 3ST

### Bankers

HSBC Bank Plc  
27-32 Poultry  
London  
EC2P 2BX

### Investment Manager

Climate Change Capital Limited  
3 More London Riverside  
London  
SE1 2AQ

### Registrars

Capita Registrars  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU

### Broker

Brewin Dolphin Securities Limited  
34 Lisbon Street  
Leeds  
LS1 4LX

### VCT status advisers

PricewaterhouseCoopers LLP  
1 Embankment Place  
London  
WC2N 6RH

### Solicitors

Berwin Leighton Paisner LLP  
Adelaide House  
London Bridge  
London  
EC4R 9HA

## Chairman's statement

I am pleased to present the half-yearly financial report and accounts of Ventus 3 VCT plc (the "Company") for the six month period ended 31 August 2007.

### Net asset value and results

At the period end, the net asset value per share of the company stood at 94.4 pence. Revenue attributable to shareholders for the period was £157,707 or 1.41 pence per share. The capital loss attributable to shareholders for the period was £93,336 or 0.84 pence per share, resulting in a total return to shareholders for the period of £64,371 or 0.57 pence per share. The main source of revenue was interest earned on mezzanine loan stock, UK Government Treasury Bills and cash deposits.

The Company declared and paid an annual dividend of 1.50 pence per share for the period to 28 February 2007. This was paid as an interim dividend of 0.75 pence per share on 15 February 2007 and a final dividend of 0.75 pence per share on 6 August 2007. Dividends to shareholders are accounted for in the period in which the Company is liable to pay them, rather than in the period in respect of which they are declared.

The Company has declared a further dividend for the half year to 31 August 2007 of 1.00 pence per share which will be paid to shareholders on 16 January 2008.

### Principal risks

Under the UK Listing Authority's Disclosure and Transparency Rules, the Directors are required to identify those material risks to which the Company is exposed and take appropriate steps to mitigate those risks. Described below are those risks which the Directors consider to be material and the steps that the Directors have taken to identify and mitigate those risks:

- Failure to meet the investment requirements for compliance with HM Revenue and Customs VCT regulations

*The Board mitigates this risk by regularly reviewing investment management activity and by obtaining pre-approval from HM Revenue and Customs for each investment.*

- Inadequate control environment at service providers

*The Board mitigates this risk by only appointing service providers of a high standing under agreements that set out their responsibilities and by obtaining assurances from them that all exceptions have been reported to the Board.*

- Non-compliance with UK Listing Authority Rules, Companies Act Legislation, HM Revenue and Customs VCT regulations and other applicable regulations

*The Board mitigates this risk by employing external advisers fully conversant with applicable statutory and regulatory requirements who report regularly to the Board on the Company's compliance.*

### VCT qualifying status

The Company retains PricewaterhouseCoopers LLP to review its compliance with HM Revenue and Customs VCT regulations. The most recent review was undertaken prior to the publication of the last Annual Report. The Directors are satisfied that the Company has continued to fulfil the conditions for maintaining VCT status.

## **Chairman's statement** *(continued)*

### **Responsibility statement**

The Directors confirm that to the best of their knowledge:

- (a) the half-yearly financial statements have been prepared in accordance with the Statement "Half-yearly Financial Reports" issued by the UK Accounting Standards Board and give a true and fair view of the assets, liabilities, financial position and profit of the Company as required by the Disclosure and Transparency Rules ('DTR') 4.2.4R;
- (b) the report includes a fair review of the information required by DTR 4.2.7R; and
- (c) the report includes a fair review of the information required by DTR 4.2.8R.

### **Investments**

The Company's Investment Manager, Climate Change Capital Limited, continues to identify and negotiate potential investment opportunities. The investments made and the dividends paid constitute the important events of the period.

As at the date of this report, the Company has made investments in two companies totalling £408,822. The Company has also contractually committed to invest and/or holds exclusivity agreements with three companies representing potential further investments of £1.16 million.

The Investment Manager's report on page 4 provides details of the investments made as at 31 August 2007 and the amounts committed or under exclusivity agreements as at the date of this report. All investments will be structured so as to be treated as qualifying holdings for the purposes of VCT regulations unless stated otherwise.

**David Pinckney**

Chairman

30 October 2007

## Investment Manager's report

As at the date of this report, the Company has made investments in two companies totalling £408,822. The Company has also contractually committed to invest and/or holds exclusivity agreements with three companies representing potential further investments of £1.16 million.

The following table shows the investments made as at 31 August 2007, the investments made since the end of the period and the total amount committed or under exclusivity agreements as at the date of this report. All investments to date have been structured so as to be treated as qualifying holdings for the purposes of VCT regulations unless stated otherwise.

<u>Company Name</u>	<u>Details</u>	<u>Investment as at 31 August 2007</u>	<u>Investment as at 30 October 2007</u>	<u>Invested, Committed and/or Under Exclusivity as at 30 October 2007</u>
		£	£	£
Craig Wind Farm Limited	10 megawatt wind farm	348,822	348,822	348,822
A7 Lochhead Limited	6 megawatt wind farm	–	–	600,000
Achairn Energy Limited	6 megawatt wind farm	60,000	60,000	600,000
Olgrinmore Limited	4 megawatt wind farm (pre-consent)	–	–	24,000*
<b>Total</b>		<b>408,822</b>	<b>408,822</b>	<b>1,572,822</b>

\*see commentary below

### *Craig Wind Farm Limited*

The Company has completed its investment in Craig Wind Farm Limited, a company operating a 10 megawatt wind farm in the Scottish Borders. The Company has invested a total of £348,822 in Craig Wind Farm Limited by way of a £169,000 mezzanine loan facility and £179,822 invested in ordinary shares. The Company owns 6.25% of the issued ordinary shares in Craig Wind Farm Limited.

The wind farm became operational in October 2007 after a period of delay caused by the grid operating company. The first payment of mezzanine loan interest by Craig Wind Farm Limited is expected in March 2008, subject to satisfactory operational performance. Craig Wind Farm Limited is expected to commence paying dividends to shareholders in September 2009.

### *Achairn Energy Limited*

The Company is finalising contract negotiations to invest up to £600,000 in Achairn Energy Limited, a company developing a 6 megawatt wind farm in Caithness, Scotland. This site has full planning consent and has been provided with an offer for a grid connection. The Company has already invested £60,000 in ordinary shares to facilitate the payment of preliminary site development costs. We are continuing to work with the developer and its consultants to secure the contracts necessary to commence construction. The wind farm is expected to become operational in the second half of 2008.

## Investment Manager's report *(continued)*

### *A7 Energy Lochhead*

The Company has entered into a long term exclusivity agreement with A7 Energy Limited in respect of the 6 megawatt Lochhead wind farm development in Lanarkshire, Scotland. A7 Energy Limited has secured planning consent for this wind farm, as well as an offer for connection to the grid. We are continuing to work with the developer and its consultants to secure the contracts necessary to commence construction. The wind farm is expected to start generating early in 2009. This project is expected to require an investment of approximately £600,000 from the Company.

### *Olgrinmore Limited*

The Company has committed to make an initial investment of £24,000 in Olgrinmore Limited, a company developing a 4 megawatt wind farm in Caithness, Scotland. Olgrinmore Limited is in the process of seeking planning permission for a two turbine scheme from the local authority and expects to lodge an application early in 2008. The investment will be used to contribute towards the planning application costs. Olgrinmore Limited has accepted an offer for connection to the grid and has secured the land for the development under an option. If planning approval is granted the Company holds an option to make a further investment to contribute towards the construction costs on pre-agreed terms with the other shareholders. Initially, the investment would not be a qualifying holding in accordance with HM Revenue & Customs VCT regulations. If the Company contributes further capital upon grant of planning it will be possible to make the existing investment and any future investments qualifying.

### Investment pipeline & market overview

We are actively assessing investment opportunities in over 30 individual companies developing in excess of 400 megawatts of generating capacity. Whilst the main investment strategy to date has been to seek investments in planning approved onshore wind developments, the Company's investment strategy also includes pursuing opportunities with companies developing non-wind technologies such as landfill gas and small scale hydro-electric schemes, companies owning existing operational assets and companies seeking planning permission for new schemes.

As at the date of this report the British Wind Energy Association ("BWEA") database showed the following information about all UK onshore wind projects which are under construction, have planning consent or have been submitted for planning consent and are awaiting a decision:

	<i>Under construction</i>	<i>Consented but not yet under construction</i>	<i>Awaiting planning decisions</i>	<i>Total</i>
Number of projects	30	103	221	354
Total megawatts	822	1,942	7,873	10,637

In September 2007 the BWEA published their report 'Countdown to meeting the 10% UK renewable electricity target by 2010' which showed that renewable energy currently generates just over 4.5% of the UK's total electricity supply requirement. The report states that the rate of installation of new renewable generation capacity is behind target and needs to more than double by 2010 to meet the 10% target. The BWEA also predicts that onshore wind needs to account for almost half of this 10% target given limiting factors associated with other technologies. For onshore wind this equates to a target of approximately 6,000 megawatts of total installed capacity. The UK currently has just over 2,000 megawatts of onshore wind capacity installed and operational.

## Investment Manager's report *(continued)*

Even if all projects under construction in the UK and those that are consented but not yet under construction are completed and added to the total existing operational capacity, there would be a shortfall, in relation to the 2010 target, of almost 1,300 megawatts which would need to be met by new projects. The main barrier to the target being achieved is the increasing time taken to acquire planning consents, both locally and through central government planning authorities.

The following table summarises information published by the BWEA about the number of onshore wind projects in the planning system across the UK:

	<u>England</u>	<u>Scotland</u>	<u>Wales</u>	<u>Northern Ireland</u>	<u>Total</u>
Number of projects	64	98	19	40	221
Total megawatts	1,183	5,300	347	1,043	7,873

The rate of new approvals coming out of the planning system over the last two years has restricted the number of new investment opportunities for the Company in the consented onshore wind sector.

As a key element of the Company's investment strategy, and alongside continuing to progress investment opportunities in onshore wind, we are working to identify and negotiate investments in developments using other renewable energy technologies such as landfill gas, small scale hydro and biomass. We are also assessing a number of opportunities in the pre-planning sector, where there is the potential to make earlier stage investments in companies developing projects in return for an exclusive option to invest construction funding upon grant of planning consent at a later stage.

On the basis of an assessment of the potential investments in the pipeline we have advised the Directors that we are satisfied that sufficient projects are available to fully invest the funds in accordance with the investment strategy and the time period required to satisfy HM Revenue and Customs requirements in respect of maintaining the Company's VCT status.

### **Climate Change Capital Limited**

*Investment Manager*

30 October 2007

## Income statement

for the six month period ended 31 August 2007 (unaudited)

	Notes	Six months ended 31 August 2007 (unaudited)			Period ended 31 August 2006 (unaudited)			Period ended 28 February 2007 (audited)		
		Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
<b>Income</b>		290	–	290	187	–	187	453	–	453
		<u>290</u>	<u>–</u>	<u>290</u>	<u>187</u>	<u>–</u>	<u>187</u>	<u>453</u>	<u>–</u>	<u>453</u>
<b>Expenditure</b>										
Management fees	2	39	117	156	32	96	128	71	214	285
Other expenses		54	–	54	53	–	53	106	–	106
		<u>93</u>	<u>117</u>	<u>210</u>	<u>85</u>	<u>96</u>	<u>181</u>	<u>177</u>	<u>214</u>	<u>391</u>
<b>Return on ordinary activities before taxation</b>		197	(117)	80	102	(96)	6	276	(214)	62
Tax on ordinary activities	3	(40)	24	(16)	(3)	–	(3)	(54)	41	(13)
<b>Return attributable to equity shareholders</b>		<u>157</u>	<u>(93)</u>	<u>64</u>	<u>99</u>	<u>(96)</u>	<u>3</u>	<u>222</u>	<u>(173)</u>	<u>49</u>
<b>Basic and diluted return per ordinary share (p)</b>	4	<b>1.41</b>	<b>(0.84)</b>	<b>0.57</b>	<b>1.03</b>	<b>(1.00)</b>	<b>0.03</b>	<b>2.13</b>	<b>(1.65)</b>	<b>0.47</b>

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

The Company has only one class of business and derives its income from investments made.

The total columns of this statement are the profit and loss accounts of the Company for the respective periods. The supplementary revenue and capital columns have been prepared under guidance published by the Association of Investment Companies.

There were no recognised gains and losses for the period other than those shown above.

## Balance sheet

as at 31 August 2007 (unaudited)

	31 August 2007 (unaudited)	31 August 2006 (unaudited)	28 February 2007 (audited)
<i>Note</i>	£000	£000	£000
<b>Fixed assets</b>			
Investments	409	169	169
	<u>409</u>	<u>169</u>	<u>169</u>
<b>Current assets</b>			
Debtors	32	10	15
Short term investments in UK treasury bills	10,042	10,321	10,149
Cash at bank	114	127	267
	<u>10,188</u>	<u>10,458</u>	<u>10,431</u>
<b>Creditors – amounts falling due within one year</b>	<u>(56)</u>	<u>(28)</u>	<u>(39)</u>
<b>Net current assets</b>	<u>10,132</u>	<u>10,430</u>	<u>10,392</u>
<b>Net assets</b>	<u><u>10,541</u></u>	<u><u>10,599</u></u>	<u><u>10,561</u></u>
<b>Share capital &amp; reserves</b>			
Ordinary share capital	2,793	2,793	2,793
Special reserve	7,803	7,803	7,803
Capital reserve – realised	(290)	(96)	(173)
Revenue reserve	235	99	138
	<u>10,541</u>	<u>10,599</u>	<u>10,561</u>
<b>Shareholders' funds</b>	<u><u>10,541</u></u>	<u><u>10,599</u></u>	<u><u>10,561</u></u>
<b>Basic and diluted net asset value per ordinary share (p)</b>	5	<b>94.4</b>	<b>94.9</b>
		<b>94.9</b>	<b>94.5</b>

## Cash flow statement

for the six month period ended 31 August 2007 (unaudited)

	<i>Six months ended</i> 31 August 2007 <i>(unaudited)</i>	<i>Period ended</i> 31 August 2006 <i>(unaudited)</i>	<i>Period ended</i> 28 February 2007 <i>(audited)</i>
	£000	£000	£000
<b>Net cash (outflow)/inflow from operating activities and returns on investments</b>	(206)	21	39
<b>Capital expenditure</b>			
Purchase of venture capital investments	(240)	(169)	(169)
<b>Equity dividends paid</b>	(84)	–	(84)
<b>Management of liquid resources</b>			
Proceeds from maturity of UK treasury bills	15,349	–	–
Purchase of UK treasury bills	(14,972)	(10,321)	(10,115)
<b>Net cash outflow before financing</b>	<u>(153)</u>	<u>(10,469)</u>	<u>(10,329)</u>
<b>Financing</b>			
Shares issued	–	11,173	11,173
Issue costs	–	(577)	(577)
<b>Net cash inflow from financing</b>	<u>–</u>	<u>10,596</u>	<u>10,596</u>
<b>(Decrease)/increase in cash</b>	<u><u>(153)</u></u>	<u><u>127</u></u>	<u><u>267</u></u>
<b>Net cash (outflow)/inflow from operating activities and returns on investments</b>			
Return on ordinary activities before taxation	80	6	62
Increase in debtors	(17)	(10)	(15)
Increase in creditors	1	25	26
Net unrealised gains on short term investments	(270)	–	(34)
Net cash (outflow)/inflow from operating activities and returns on investments	<u>(206)</u>	<u>21</u>	<u>39</u>
<b>Analysis of net funds</b>			
At beginning of period	267	–	–
Net cash flows for the period	<u>(153)</u>	<u>127</u>	<u>267</u>
At end of period	<u><u>114</u></u>	<u><u>127</u></u>	<u><u>267</u></u>

## Reconciliation of movements in shareholders' funds

for the six month period ended 31 August 2007 (unaudited)

	<i>Six months ended</i> 31 August 2007 <i>(unaudited)</i> £000	<i>Period ended</i> 31 August 2006 <i>(unaudited)</i> £000	<i>Period ended</i> 28 February 2007 <i>(audited)</i> £000
Equity shareholders' funds at beginning of period	10,561	–	–
Return on ordinary activities after tax	64	3	49
Dividends paid in the period	(84)	–	(84)
Net proceeds of share issues	–	10,596	10,596
Equity shareholders' funds at end of period	<u>10,541</u>	<u>10,599</u>	<u>10,561</u>

## Notes to the financial statements

*for the six month period ended 31 August 2007 (unaudited)*

1. The unaudited half-yearly financial statements for the six months ended 31 August 2007 do not constitute statutory accounts within the meaning of Section 240 of the Companies Act and such statements have not been delivered to the Registrar of Companies. The half-yearly financial statements, which have not been audited, have been prepared in accordance with UK Generally Accepted Accounting Practice (UKGAAP) and under the same accounting policies as the financial statements for the period ended 28 February 2007. The half-yearly financial statements have been prepared using the guidance set out in the Statement of Recommended Practice (SORP) "Financial Statements of Investment Trust Companies" (revised in December 2005), to the extent that the guidance is consistent with UKGAAP. The financial statements for the period ended 28 February 2007 have been filed with the Registrar of Companies and received an unqualified audit report.

The half-yearly results are for the six month period from 1 March 2007 to 31 August 2007 and the comparative results are for the period from 5 January 2006 (incorporation date) to 31 August 2006 and 28 February 2007 respectively.

All investments are designated as "fair value through profit or loss" assets and are initially measured at cost. Thereafter the investments are measured at subsequent reporting dates at fair value.

Investments in unquoted companies are valued in accordance with International Private Equity and Venture Capital Valuation Guidelines. Under these guidelines, the investments are valued at fair value at the reporting date, except in situations where fair value cannot be measured reliably. In such situations, the investments are reported at the carrying value at the previous reporting date, unless there is evidence that an investment has since then been impaired.

When an investee company has gone into receivership or liquidation, the investment, although physically not disposed of, is treated as being realised. It is not the Company's policy to exercise either significant or controlling influence over investee companies. Therefore the results of these companies are not incorporated into the revenue account, except to the extent of any income accrued.

The majority of monies held pending investment are invested in financial instruments with same day or two-day access and as such are treated as current investments. These are valued at middle market prices as at 31 August 2007. Under FRS 26 investments should be valued at bid market prices. There is no material difference between the valuation at bid prices and the valuation at middle market prices.

2. The Company pays the Investment Manager an annual management fee equal to 2.5% of the Company's net assets. The fee is exclusive of VAT and is payable quarterly in advance. The annual management fee is allocated 75% to capital and 25% to revenue.
3. The half-yearly tax charge of £16,461 is based on the likely effective tax rate for the year. This has been estimated at 20% and applied to the return on ordinary activities for the half-year.
4. The basic and diluted return per share of 0.57 pence (period ended 31 August 2006: 0.03 pence; period ended 28 February 2007: 0.47 pence) is based on the profit for the period to 31 August 2007 of £64,371 (period ended 31 August 2006: £3,040; period ended 28 February 2007: £49,448) and the weighted average number of shares in issue during the period of 11,172,954 (period ended 31 August 2006: 9,686,224; period ended 28 February 2007: 10,444,247).
5. The basic and diluted net asset value per share of 94.4 pence (period ended 31 August 2006: 94.9 pence; period ended 28 February 2007: 94.5 pence) is based on net assets of £10,542,194 (period ended 31 August 2006: £10,599,009; period ended 28 February 2007: £10,561,620) and the number of shares in issue as at 31 August 2007 of 11,172,954 (31 August 2006: 11,172,954; 28 February 2007: 11,172,954).

## **Notes to the financial statements** *(continued)*

*for the six month period ended 31 August 2007 (unaudited)*

6. The half-yearly financial statements were approved by the Directors on 30 October 2007.
7. An interim dividend of 1.00 pence per share has been declared for the period ending 31 August 2007 which will be paid to shareholders on 16 January 2008. A final dividend for the period ended 28 February 2007 of 0.75 pence per share was paid in the period ended 31 August 2007.
8. Copies of this half-yearly report have been sent to shareholders and are available from the Company Secretary, c/o Capita Company Secretarial Services Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.





**Investment Manager**

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