Ventus VCT plc

Annual Report & Financial Statements

for the year ended 28 February 2017

CONTENTS

Ventus VCT plc invests in companies that operate renewable energy projects.

Registered No: 05205442

Front cover:
Biggleswade Wind Farm, Bedfordshire

I am pleased to present the Annual Report and Financial Statements of Ventus VCT plc (the "Company") for the year ended 28 February 2017.

This has been a busy year for the Company which has seen a great deal of progress across many areas.

The Company is now fully invested with a portfolio of companies operating wind and hydroelectric renewable energy assets. Details of the portfolio of investments held by the Company are set out in the Investment Manager's Report. Legislation changes for Venture Capital Trusts ("VCTs") prevent further investment by the Company in electricity generation projects.

Strategic Objectives

In November 2016, the Board set out its strategic objectives for the Company in a Strategy Note which was made available to all shareholders through the London Stock Exchange's Regulatory News Service. The key objectives are:

> To achieve a sustainable level of dividends from the management of a portfolio of renewable energy assets held within a tax efficient VCT.

> To protect the capital of shareholders and to enhance its value by the active management of the assets operated by investee companies, which are generally joint venture companies.

> To manage the assets of the Company with a view to maximising their longevity and optionality.

Further details about the strategic objectives of the Company are discussed in the Strategic Report.

The Company has also updated its website, www.ventusvct.com, to allow shareholders to find information more easily about the Company's performance, net asset value ("NAV") and dividend objectives.

These actions are part of the Board's continuing strategy to communicate with shareholders and to set clear expectations as to the Company's objectives.

The Board

After the year end, Rick Abbott died suddenly on Friday 3 March 2017. Rick had been a member of the Board since September 2011 and made a considerable and valuable contribution to the Board. The Board wish to express their condolences to Rick's family.

Due to Rick's unexpected and untimely death, I will not be retiring from the Board of the Company in October 2017 as previously announced in the Strategy Note issued in November 2016. For continuity reasons, I will remain on the Board as Chairman of the Audit Committee until the 2018 Annual General Meeting when I will retire as a director. However, I will hand over the Chairmanship of the Company to David Williams on 31 October 2017. It is the intention of the Company to recruit a new non-executive director in the first quarter of 2018.

Jo Dixon, was appointed to the Board as a non-executive director on 1 April 2017. Jo is a chartered accountant with experience as a non-executive director in a number of companies in the investment trust sector. Given Jo's wide ranging experience in the finance sector and in particular the investment trust sector, the Board believes Jo's appointment will enhance the Board's mix of skills, experience, knowledge and background. The appointment was made following a formal process conducted by the Nominations Committee through an independent executive search firm.

Further details about the Directors may be found in the Directors' Information on page 34.

Performance

The year ended 28 February 2017 saw lower wind speeds and rainfall than the long-term average. This translated into lower electricity generation versus the long-term expected average (refer to the Investment Manager's Report for more detail) which has impacted the revenue that the Company has received from its investee companies. Despite this, the Company proposes to pay final dividends which will meet the dividend target for the financial year in respect of the ordinary and "C" shares.

In addition to the effects of lower than average wind speeds and rainfall, the "D" share portfolio has been affected by continuing issues with its investment in Upper Falloch Power Limited. The Manager continues to collect water flow data, and investigate the nature of the preferred design solution to the underperformance. It is anticipated that the design solution will be finalised in the coming weeks and implemented during the summer period, to ensure that downtime is taken during a period of naturally lower generation than the winter months. As a result of this, the Company will not be declaring a final dividend in respect of the "D" shares for the year ended 28 February 2017. Therefore, the "D" share fund will not meet the dividend target for the year.

The total return (movement in NAV and dividends paid) during the year was 9.50p per ordinary share, 15.70p per "C" share and 6.60p per "D" share.

Over the last few years there has been a general downward trend in the discount of the share price to NAV. The share price discount to NAV as at the 28 February 2017, based on the most recently published NAV at that date was as follows for each share fund:

	Share Price (mid-market) As at 28 February 2017 p per share	NAV As published on 3 February 2017 p per share	Discount to NAV
Ordinary share	106.0	109.2	2.9%
"C" share	116.0	120.5	3.7%
"D" share	105.0	121.3	13.4%

Change to Valuation Assumption

The Directors reviewed the assumptions used in valuing the Company's investments and believe that a change in the operating life assumption from 20 to 25 years from date of first operation (albeit with an assumed reduction in availability in the final five years of operation) was required for wind energy assets. The reason for the change was that an active market for the sale of renewable energy projects has developed and, as part of that, given the design life of the turbines, participants have generally adopted a 25 year operating life assumption in valuing these assets. The change in operating life assumption for wind energy assets has had a positive impact on the valuation of investee companies that own wind farms. Further information about movements in value can be found in the Investment Manger's Report.

Investment Management Agreement

The Company has renegotiated terms with Temporis Capital Limited ("Temporis"), its investment manager, to vary the terms of its investment management agreement ("IMA") under which Temporis manages the Company's investments.

Temporis has agreed that with effect from 1 November 2017, which was the earliest practicable date that the terms of the current IMA could be renegotiated, the annual management fee will reduce from 2.5% to 2.25% of net asset value and will reduce further to 2.125% from 1 November 2020 and to 2% from 1 November 2021 onwards.

In return the Company has agreed to extend the term of the agreement, such that the agreement is for an initial term of five years, but terminable on 24 months' notice. Under the Listing Rules, Temporis is considered to be a related party of the Company and the proposed change to the IMA constitutes a 'smaller related party' transaction. Howard Kennedy Corporate Services LLP, the Company's sponsor, has confirmed that the change in the proposed IMA is fair and reasonable so far as shareholders of the Company are concerned.

The Directors of the Company are satisfied that the continuing appointment of Temporis, on the new terms agreed, is appropriate and in the interests of shareholders.

Share fund consolidation

On 3 May 2017, the Board announced that it does not intend to proceed with the merger of the ordinary and "C" share funds of the Company.

The principal benefit of a merger was considered to be the creation of a larger pool of shares leading to improved liquidity in the market and a reduction in the discounts to net asset value at which the shares were trading. In recent months, the discounts have narrowed significantly and the benefits of a merger would be much reduced.

The legal, professional and administration costs of a merger would however be unchanged and substantial. The Directors now consider that from a shareholder cost-benefit point of view the case for a merger is much less compelling.

The Directors also have a duty to ensure that a share class conversion would not disadvantage one group of shareholders over another, both at the time of the merger and in the future. Given the lack of homogeneity between the portfolios behind the ordinary and "C" classes of shares it will always be difficult to determine a fair conversion ratio. The Directors have found it impossible to be certain that, after a merger, divergent paths for the underlying asset values would not emerge with the result that unintended transfers of value would occur.

Taking all these factors into account the Directors have decided, at present, to retain the existing share structure. However, the possibility of a merger of the share classes in the future, including eventually the "D" shares, will be reviewed by the Directors on a regular basis.

Special Dividend

In April 2016, the Company received payment of the deferred consideration in respect of the sale of the ordinary share fund holding in Craig Wind Farm Limited together with accrued interest, amounting to £2,456,000. The receipt allowed the Company to pay a final dividend in August 2016, in respect of the year ended 29 February 2016, of 12.00p per ordinary share. Based on the ordinary share fund's total return for the previous year (including the final dividend) the Investment Manager earned a performance-related incentive fee of £264,000 which has been recognised in the accounts in the year ended 28 February 2017. The special dividend is the reason for the reduction in net asset value of the ordinary share fund during the year ended 28 February 2017. Whereas, generally it is the strategic objective of the Company to enhance the value of shareholders' capital, the Directors believe the best use of this cash was to pay a special dividend.

Net Asset Value, Results and Dividends – Ordinary Shares

The net asset value of the ordinary share fund was £18,684,000 at 28 February 2017 or 114.6p per ordinary share (2016: £19,747,000 or 121.1p per ordinary share).

The income generated in the ordinary share fund during the year ended 28 February 2017 totalled £1,079,000, of which £462,000 was loan stock interest, £612,000 was from dividends and £5,000 was bank deposit interest. This compares to total income of £1,290,000 for the year ended 29 February 2016.

The ordinary share fund received capital proceeds of £260,000 during the year from the repayment of mezzanine loans and £7,000 liquidation proceeds from BEL Holdco Limited.

The Company proposes to declare a final dividend of 4.00p per ordinary share to be paid on 9 August 2017 to all ordinary shareholders on the register as at the close of business on 14 July 2017. The Company paid an interim dividend of 4.00p per ordinary share on 18 January 2017. Therefore, the total annual dividend will be 8.00p per ordinary share.

Net Asset Value, Results and Dividends – "C" Shares

The net asset value of the "C" share fund was £14,632,000 at 28 February 2017 or 129.7p per "C" share (2016: £13,758,000 or 122.0p per "C" share).

The total income of the "C" share fund for the year ended 28 February 2017 was £1,016,000, of which £402,000 was loan stock interest, £613,000 was from dividends and £1,000 was bank deposit interest. This compares with income generated by the "C" share fund of £1,272,000 in the year ended 29 February 2016.

The "C" share fund received capital proceeds of £26,000 during the year from the repayment of mezzanine loans.

The Company proposes to declare a final dividend of 4.50p per "C" share to be paid on 9 August 2017 to all "C" shareholders on the register as at the close of business on 14 July 2017. The Company paid an interim dividend of 3.50p per "C" share on 18 January 2017. Therefore, the total annual dividend will be 8.00p per "C" share.

Subject to the payment of the final "C" share dividend receiving approval from the shareholders at the forthcoming annual general meeting ("AGM") on 19 July 2017, the Investment Manager will be entitled to a performance-related incentive fee of £197,000. The incentive fee has not been accrued in the Financial Statements as at 28 February 2017 as it is contingent on the shareholders approving the final dividend. Further information about how the incentive fee is calculated is set out in Note 3 to the Financial Statements.

Net Asset Value, Results and Dividends – "D" Shares

The net asset value of the "D" share fund was £2,618,000 at 28 February 2017 or 131.5p per "D" share (2016: £2,557,000 or 128.4p per "D" share).

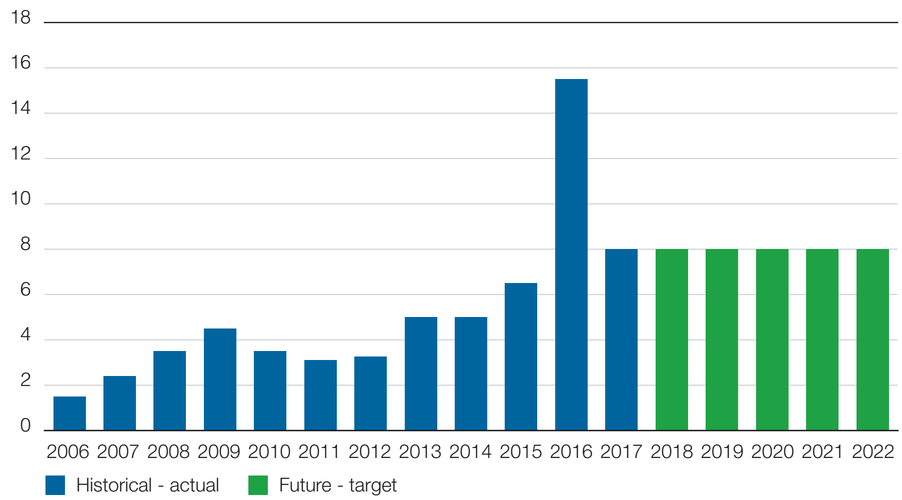
The total income of the "D" share fund for the year ended 28 February 2017 was £64,000, all of which was loan stock interest.

The Company does not propose to declare a final "D" shares dividend. The Company paid an interim dividend of 1.50p per "D" share on 18 January 2017. Therefore, the total annual dividend will be 1.50p per "D" share. The annual dividend for the "D" share fund is lower than the 5.00p annual dividend which had been targeted because Upper Falloch Power Limited's hydroelectric scheme is not yet operating as intended (of which further details are set out in the Investment Manager's Report), and Bernard Matthews Green Energy Halesworth Limited has not performed in line with expectations this year due to poor wind conditions. The Directors consider that it would be imprudent to propose a dividend at this time. However, the Directors are confident the long-term prospects for the investments made by the "D" share fund are good.

Dividend Policy

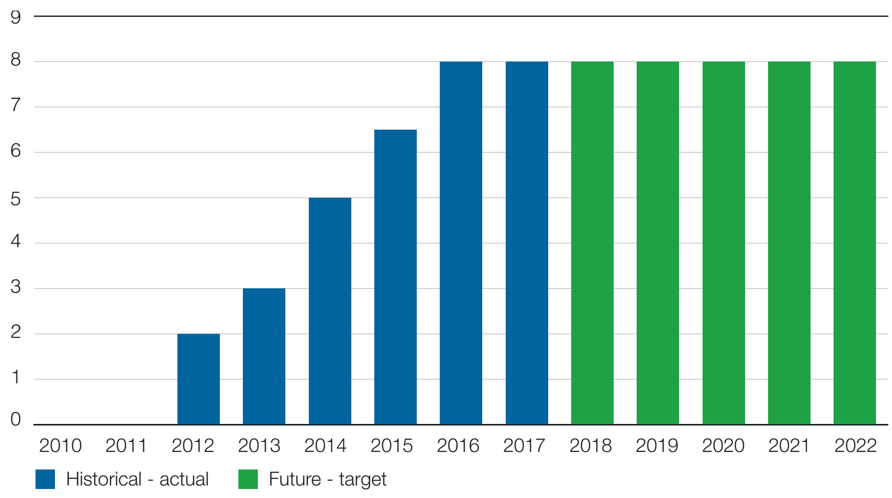
Over the next five years, the Directors anticipate a realistic target of 8.00p per ordinary share per annum, 8.00p per "C" share per annum and 5.00p per "D" share per annum. The dividend targets are intentions only. No forecasts are intended or should be inferred. The ability of the Company to pay dividends is dependent on the receipt of cash from its investee companies which is uncertain and depends on various factors including the performance of the renewable energy assets, wind and rainfall conditions, the amount of energy generated, the availability of the turbines, the price of electricity and operating costs. For that reason, the Directors do not believe it is possible to set a target range for dividends for a period beyond five years with any reasonable degree of certainty and they will review the near-term targets regularly and update them as appropriate. The charts below show historical annual dividends declared as well as target dividends for the next five years for each of the ordinary, "C" and "D" share funds.

Ventus VCT plc – Annual Dividends Declared per Ordinary Share

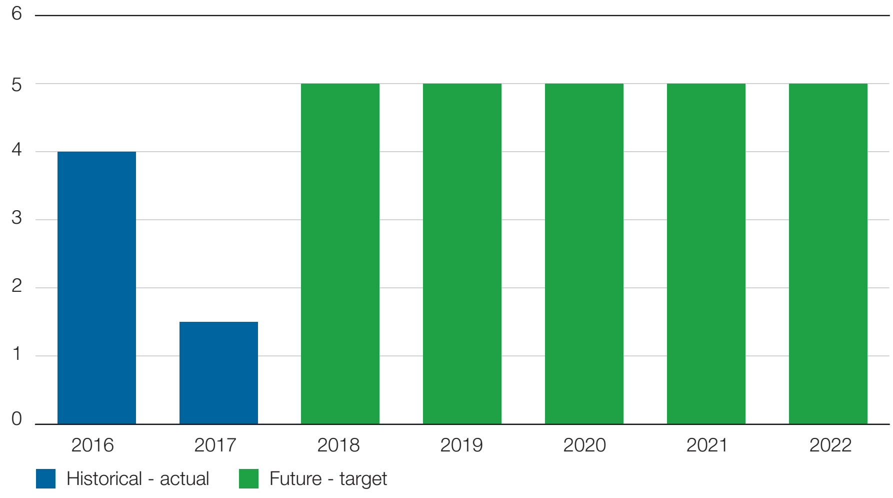


A special dividend was paid in respect of the year ended 29 February 2016.

Ventus VCT plc – Annual Dividends Declared per "C" Share



Ventus VCT plc – Annual Dividends Declared per "D" Share



Dividend Yield

	Ordinary shares	"C" shares	"D" shares
Mid-market share price as at market close on 28 February 2017	106.0p	116.0p	105.0p
Target dividend per share for the year ending 28 February 2018:			
Tax-free dividend*	8.00p	8.00p	5.00p
Equivalent pre-tax dividend to Higher Rate taxpayer**	11.85p	11.85p	7.41p
Equivalent pre-tax dividend to Additional Rate taxpayer**	12.92p	12.92p	8.08p
Target dividend yield for the year ending 28 February 2018 based on the mid-market share price as at market close on 28 February 2017:			
Tax-free yield*	7.5%	6.9%	4.8%
Equivalent pre-tax dividend to Higher Rate taxpayer**	11.2%	10.2%	7.1%
Equivalent pre-tax dividend to Additional Rate taxpayer**	12.2%	11.1%	7.7%

* Dividend targets are intentions only. No forecasts are intended or should be inferred. For eligible VCT investors (i.e. UK Residents aged over 18 years), there is no liability to tax on dividends and no Capital Gains Tax on realised gains. An investment limit of £200,000 per person per tax year applies.

** Equivalent pre-tax dividends/yields are computed assuming a shareholder receives dividends from other sources in excess of the £5,000 per year tax-free dividend allowance (which became effective from April 2016 but will reduce to £2,000 from April 2018). From April 2016, Higher Rate taxpayers pay tax on dividends in excess of the £5,000 tax-free allowance at the rate of 32.5% and Additional Rate taxpayers (taxable income in excess of £150,000) pay tax on dividends in excess of the £5,000 tax-free allowance at the rate of 38.1%.

Investments

The Company's Investment Manager, Temporis Capital Limited, continues to be actively engaged in managing the portfolio to maximise the total return to shareholders.

As at 28 February 2017, the ordinary share fund of the Company held investments in 16 companies (2016: 16 companies) with a total value of £17.6 million (2016: £16.5 million). The "C" share fund held investments in 10 companies (2016: 10 companies) with a total value of £14.2 million (2016: £13.1 million). The "D" share fund held investments in 3 companies (2016: 3 companies) with a total value of £2.5 million (2016: £2.4 million).

The Investment Manager's Report provides details of the investments held as at 28 February 2017. All investments are structured so as to be treated as qualifying holdings for the purposes of VCT regulations, unless otherwise stated.

Share Buy-backs

The Board believes that it is beneficial to the Company for it to continue to have the flexibility to purchase its own shares in the market. However, the Board considers it in the best interests of all shareholders if the Directors use their authority to make share buy-backs judiciously. The Company did not buy-back any of its shares during the year. Previous share buy backs have not led to a sustained increase in share price. The Board's view is the best support of the share price is through promoting the Company's objectives of maintaining a sustainable level of dividends and enhancing the value of the Company's investments.

Shareholder Communications

The Directors are committed to enhancing the public profile of the Company as they believe its outlook is now very attractive given its stated strategy and the yield the Company is targeting alongside the substantial tax benefits investors enjoy from its VCT status. In accordance with the Company's commitment to environmental sustainability and to minimise costs wherever appropriate, the financial statements will continue to be made available through regulated news service providers and on the Company website at www.ventusvct.com. Any shareholder who wishes to receive notification of reports by either email or post may request this by contacting the Registrar.

David Pinckney
Chairman

1 June 2017

Strategic Report

The Strategic Report has been prepared in accordance with the requirements of Section 414A of the Companies Act 2006. Its purpose is to inform the shareholders of the Company on key matters and help them to assess how the Directors have performed their duty to promote the success of the Company, in accordance with Section 172 of the Companies Act 2006.

The Company and its Business Model

The Company is a public limited company, incorporated in England and premium listed on the London Stock Exchange. The registered address of the Company is Berger House, 36-38 Berkeley Square, London W1J 5AE.

The Company is an investment company, as defined by Section 833 of the Companies Act 2006. The Directors consider that the Company has conducted its affairs in a manner to enable it to comply with Section 274 of the Income Tax Act 2007. In particular, a VCT is required at all times to hold at least 70% by value of its investments (as defined in the legislation) in qualifying holdings, of which at least 30% (70% for funds raised after 5 April 2011) must comprise eligible ordinary shares.

The Company has a clearly defined investment policy and process. Investment decisions are made by the Investment Manager after approval has been received from the Investment Committee. Regular Board meetings are held to review the investment performance against the Company's stated investment policy and objectives, and in doing so, monitor the performance of the Investment Manager.

Objectives

As highlighted in the Chairman's Statement, the Company's objective is to achieve sustainable, long-term returns to shareholders by maximising both dividend yield and enhancing the value of shareholders' capital through its investment in a portfolio of investments in a portfolio of companies operating renewable energy projects with installed capacities of up to 20 megawatts. The Company aims to manage its assets with a view to maximising their longevity and optionality.

Investment policy

To achieve its objectives, the Company's strategy has been to focus on investing in companies developing or operating renewable energy projects with installed capacities of up to 20 megawatts. The opportunity for VCTs to make further investments in renewable energy projects is limited given new investments in companies benefiting from Renewable Obligation Certificates or Feed-in Tariffs are excluded from the VCT scheme. Further changes to legislation prevent investment in companies which are non-qualifying for VCT purposes. This is discussed in detail in the Investment Manager's Report. The Company is focused on optimising the value of the investments it holds.

In accordance with the strategic objectives set by the Board, the Investment Manager has continued to focus the Company's activities on wind and hydroelectric investments generating stable long-term income with the objective of providing predictable dividends to shareholders. In order to improve stability of cash returns from investee companies and enhance the predictability of dividends to shareholders of the Company, more recent investments are, on average, structured with lighter leverage at financial close than earlier investments. Further information can be found in the Investment Manager's Report on page 12.

The Investment Manager's Report provides a detailed analysis of the portfolio held by each of the ordinary, "C" and "D" share funds including a schedule which sets out the stage of investment and the renewable energy technology type of the assets held by each investee company.

Active Asset Management

In order to support the dividend objective and to maximise returns to the shareholders, the Investment Manager is actively managing the assets in the portfolio to enhance yield to the Company.

The primary means of maximising revenue from, and hence capital value of, wind and hydro assets is to keep the plant available to generate and to maximise the revenue per unit of generation. The highest levels of electricity generation can be achieved by proactive management of the operation and maintenance providers by managing planned downtime during less windy periods and ensuring that unplanned downtime is kept to a minimum. To this end the Board has encouraged the Investment Manager to recruit, within its existing management fee structure, specialist in-house engineering experts who continually review operational performance data to identify opportunities to improve performance of both the machines and the contractors.

The Investment Manager also devotes attention to carefully reviewing and managing operating costs, to ensure that the Company benefits from the scale of its operating portfolio across all investee companies. For example, these costs include insurance, management systems and reporting. This has resulted in operational cost savings across the portfolio. The Investment Manager also seeks to reduce operating costs on a project by project basis by, for example, successfully appealing business rates assessments and delivering significant savings for investee companies.

Financial optimisation

Investee company level finance

Each investee company has long-term senior debt in place. Such debt is secured on a fixed rate, fully amortising basis. The ratio of debt to equity within the investee companies in each share class is set out in the Investment Manager's Report.

The Investment Manager and Board periodically review opportunities to enhance shareholder value through optimising the debt structure within investee companies. The Investment Manager has recently renegotiated the terms of one investee company's senior loan, creating significant additional cash-flow, and the refinancing of three further investee company senior loans is under way which again is expected to enhance cash-flow to the Company.

Many of the senior loans in place with investee companies come with an interest rate swap, at the lenders' insistence, which provides the investee company with a fixed interest rate for the life of the loan. UK interest rates have contracted steadily since 2008 and as a consequence many of the interest rate swaps that are in place have a negative carrying value (or are 'out of the money'). Therefore, a senior loan that carries an out of the money interest rate swap comes with a repayment penalty equal to the size of the swap break cost. For this reason, it is not economic to refinance many of the investee company loans in the Company's portfolio.

Beyond refinancing, the Board has considered the level and remaining life of debt within the portfolio. The Loan to Value ratio and the tenor for each share class is set out in the Investment Manager's Report. These metrics, as well as the forward cover ratios of investee company debt, were analysed on a company by company basis. Sensitivity analysis was performed to calculate the impact of an increase in senior debt on cover ratios and investee company dividends. Generally, an increase in debt quantum would lead to an increase in the Company's sensitivity to variability in investee company performance. This may result in investee companies paying limited or no dividends to the Company in a particular year depending on the level of additional borrowing. It is for this reason that the Company has acted to set leverage in the portfolio at a sustainable level which balances predictability with value in returns from investee companies.

The Board has concluded that the loans already targeted for refinancing are the only loans that can be economically refinanced at present and the level of gearing within each investee company is appropriate given the Company's objective of paying a sustainable level of dividend.

VCT level finance

The Board has also considered, and includes in its periodic review, the viability of taking debt at Company level. If the terms were right this could enhance the level of dividends payable to shareholders by bringing forward cash flows at a cheaper cost of capital than the discount rate that applies to the assets. The Board has currently identified a number of drawbacks with this potential action.

The returns received from investee companies by the Company are already subject to senior debt restrictions at investee company level. As such, the shares in the investee companies that are owned by the Company are subject to a first ranking charge in favour of the senior lender to each investee company. The Company could not, therefore, offer a lender first ranking security over its assets. Any such debt would be second lien.

The Board has sourced terms for second lien debt at Company level. The lending rates currently on offer are substantially higher than the discount rates used in the discounted value analysis of the Company's assets. Therefore, the Board does not at present consider such a strategy as value accretive to shareholders.

In addition, such a strategy would increase the sensitivity of shareholders to movements in power prices and operational performance at investee company level, as the second lien lender would have priority over income received from investee companies. This could lead to a position where dividends and income from investee companies are used solely to satisfy second lien debt, leaving the Company unable to pay a dividend to its shareholders. This would contradict the strategic objective offering shareholders a sustainable dividend.

For these reasons the Board has concluded that taking debt at Company level is not in the interest of shareholders at present.

Life of the Company

Asset life

Renewable energy installations have become an established asset class, driven in part by greater levels of deployment and investor demand for physical assets that provide long-term yield. Deployment has advanced significantly since the creation of the Ventus Funds with over 9,000MW of onshore wind farms in operation in the UK.

Many windfarms of a scale similar to those owned by the Company's investee companies are approaching ten years of operating history. The technology behind wind farms is now demonstrably robust and, as deployment of onshore wind increases in scale, wind farm operators have begun to explore the possibility of extending turbine life to 25 or 30 years. In addition, market participants have begun to explore and validate the possibility of repowering i.e. replacing older turbines with newer, larger, more efficient machines. The first operational wind farm of scale in the UK, at Delabole in Cornwall, was successfully repowered with larger turbines in 2010, and others have followed.

At present, the Company assumes an operational life of 25 years, in line with other market participants given the design life of the turbines, albeit with a reduced annual generation assumption for the last five years of operational life. No terminal value is assumed, nor is any repowering or life extension value, because it is impossible to forecast with any accuracy the electricity market that many years ahead.

Most of the land leases for investee company wind farms have clauses permitting renewal following renegotiation; grid connection agreements are generally evergreen and are owned by the investee company. The Board and Manager continue to monitor the market and to ensure that, wherever possible, optionality to derive any value from life extensions and repowering is preserved throughout the portfolio. Such initiatives may allow the Company to extend its lifespan beyond the current operational life of the portfolio. The economics of such a proposal will be a function of the electricity market at the relevant time, as well as turbine technology. Extension or repowering will normally require renegotiation of land leases and renewed planning permissions. The Board does not consider it possible to ascribe a quantifiable value to life extension that may or may not be viable in 15 to 25 years. However, the Investment Manager has been instructed to preserve optionality to extend operational life throughout the portfolio. This does not significantly affect the current valuations of investee companies due to the effect of discounting over a prolonged period. However, it is likely that some value may be both achievable and more quantifiable later in the life of the Company.

Hydro-electricity stations tend to have a longer operating life than wind sites, partly because of the relative simplicity of the technology involved once the scheme is built and commissioned. Schemes can operate for 40 years or more, often without significant capital expenditure being required. The longevity of these schemes will also be relevant in the life span of the Company.

As set out above it is anticipated that free cash flow inside investee companies may increase as senior debt amortises. As well as the potential to increase cash flow to the Company it is possible that additional free cash flow could be used by the investee companies to make further investments. This would be subject to the VCT rules prevalent at the time and, where a senior lender remains in place, the lender's consent to new investment. This route may provide a means of funding a repowering exercise or capital investment to extend turbine life and the Board will explore such opportunities at the appropriate time.

Continuation of the VCTs

Whilst the original intention was for the Company to operate as a permanent capital vehicle, it provided for a continuation vote in its offering documents. The Company will include a resolution to consider the continuation of the Company as a VCT in its AGM in 2020. Shareholders will have the opportunity to vote directly on whether the Company should continue in the current form. If the continuation motion is not carried a general meeting will be convened within four months of the 2020 AGM to present proposals for the restructuring or voluntary winding up of the Company.

As set out above, the Board's strategic assessment is that the Company should continue to operate over the long-term, to provide sustainable and stable tax efficient dividends to its investors.

Overview of the year and dividends

An overview of the Company's performance is set out in the Chairman's Statement together with details of the dividends paid to shareholders during the year and the final dividend declared in respect of the year.

Investment portfolio

A summary of the investment portfolio of each share fund is set out in the Chairman's Statement. The Investment Manager's Report provides details of the investments held.

Key performance indicators

The Directors consider the following key performance indicators, which are typical for VCTs, to best measure the Company's performance and to provide shareholders with a summary of how the business' objectives are pursued:

For the year ended 28 February 2017

	Ordinary Shares £000	Ordinary Shares Pence per share[1]	"C" Shares £000	"C" Shares Pence per share[1]	"D" Shares £000	"D" Shares Pence per share[1]	Total £000
Revenue profit attributable to equity shareholders	692	4.24	768	6.80	21	1.05	1,481
Capital gain attributable to equity shareholders	854	5.24	1,008	8.93	110	5.51	1,972
Net profit attributable to equity shareholders	1,546	9.48	1,776	15.73	131	6.56	3,453
Dividends paid during the year	(2,609)	(16.00)	(902)	(8.00)	(70)	(3.50)	(3,581)
Total movement in equity shareholders' funds	(1,063)	(6.52)	874	7.73	61	3.06	(128)
		%		%		%	%
Ongoing charges ratio[2]		3.57%		3.21%		3.17%	3.39%

	Ordinary Shares £000	Ordinary Shares Pence per share[3]	"C" Shares £000	"C" Shares Pence per share[3]	"D" Shares £000	"D" Shares Pence per share[3]	Total £000
As at 28 February 2017							
Net asset value	18,684	114.60	14,632	129.70	2,618	131.50	35,934
Total shareholder return[4]	27,905	172.35	17,795	157.70	2,728	137.00	48,427

1 The "pence per share" value is determined in respect of the weighted average number of shares in issue during the year, except in respect of the dividends paid in the year, which is based on the number of shares eligible to receive dividends at the time the dividends were paid.

2 The ongoing charges ratio represents the total operating expenditure during the year (excluding investment costs and the performance-related incentive fee) as a percentage of the net asset value of the Company at year end. The total annual running costs cap is set out in Note 3 to the financial statements.

3 The "pence per share" value is determined in respect of the number of shares in issue as at the year end, except in respect of the total shareholder return, which includes dividends paid which is based on the number of shares eligible to receive dividends at the time the dividends were paid.

4 The total shareholder return represents the net asset value of the Company at year end plus the cumulative dividends paid by the Company since incorporation.

Principal Risks and Uncertainties

Under the Financial Conduct Authority's Disclosure and Transparency Rules, the Directors are required to identify those principal risks to which the Company is exposed and take appropriate steps to mitigate those risks. Other than the inherent risks associated with investment activities, which are discussed in the Investment Manager's Report, the risks described below are those which the Directors consider to be material. The Directors do not expect that the risks and uncertainties presented will change significantly over the current financial year.

> Failure to meet and maintain the investment requirements for compliance with HMRC VCT regulations may result in the Company losing its status as a VCT.

The Board mitigates this risk by regularly reviewing investment management activity with appropriately qualified advisers and, typically, by obtaining pre-approval from HMRC for each qualifying investment.

> Inadequate control environment at service providers may lead to inaccurate reporting or misappropriation of assets

This risk is mitigated 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. In addition, the Board has appointed an independent external party, Roffe Swayne, to report directly to the Board in respect of the Company's internal controls undertaken by the Investment Manager on behalf of the Company.

> Non-compliance with the Listing Rules of the Financial Conduct Authority, Companies Act Legislation and other applicable regulations may result in termination of the Company's Stock Exchange listing or other sanctions

This risk is mitigated by employing external advisers fully conversant with applicable statutory and regulatory requirements who report regularly to the Board on the Company's compliance.

> Reliance on the UK Government's continued support for the renewable energy sector and the risk of adverse changes in the application of government policies particularly in respect of the renewable energy sector and tax legislation.

The future level of Government-mandated support for renewables has important implications for the industry and could impact the value of investments the Company has made in companies which own and operate renewable projects. However, the Directors believe that existing renewable energy tariffs supporting the assets owned by investee companies are secure.

> The financial returns to the Company are dependent on the price of electricity its investee companies are able to sell through power purchase agreements. The value of the Company's investments is dependent on projected wholesale electricity prices.

This risk is mitigated because investee companies have negotiated fixed or floor price mechanisms into the power purchase agreements they have entered into for the sale of their generated output. However, in the longer term, beyond the period of these agreements, the Company is exposed to wholesale prices to a greater degree. The hydro-electricity assets can opt into a floor price each year under the Feed-in Tariff arrangements, which gives these assets a floor on the price of electricity sales. The Investment Manager's Report includes information about the average remaining tenor of the fixed price contracts and the sensitivity of the value of the Company's investments to changes in energy prices.

> The values of the Company's wind farm and hydro-electricity investments are dependent on expectations of the level of electricity export of each asset, which are driven by expectations of the long-term wind or rainfall conditions. It is possible that expectations of long-term climatic conditions may change over the life time of each investment. The Company's revenues and dividends to shareholders are dependent on actual wind and rainfall conditions.

The Investment Manager's Report includes information about the sensitivity of the values of the Company's investments to changes in electricity export assumptions. The Company's dividend targets are based on long-term average climatic conditions.

Investment management, administration and performance fees

Temporis Capital LLP was appointed as Investment Manager of the Company on 12 September 2011. Temporis Capital LLP transferred its assets, employees and businesses to its subsidiary, Temporis Capital Limited, on 31 March 2017. The transfer was approved by the Financial Conduct Authority (the "FCA") and Temporis Capital Limited has been granted the same permissions by the FCA as Temporis Capital LLP. The Investment Management Agreement with the Company was novated from Temporis Capital LLP to Temporis Capital Limited. The Company's Investment Manager continues to be actively engaged in managing the portfolio.

Temporis Capital Limited provides management and other administrative services to the Company. The Investment Manager also provided similar services to Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS (Enterprise Investment Scheme) Fund during the financial year. The principal terms of the investment management agreement are set out in note 3 of the Financial Statements. The Directors evaluated the performance of the Investment Manager and agreed the continuing appointment of Temporis Capital Limited, on the terms agreed, is in the interests of the shareholders. Further discussion of the Investment Manager's performance is within the Corporate Governance Statement.

Company Secretary

The City Partnership (UK) Limited provides company secretarial services to the Company as set out in the company secretarial services agreement. For these services the Company Secretary received an annual fee of £17,823 plus VAT. The company secretarial services are terminable by either party giving not less than six months' notice in writing.

VCT monitoring status

Philip Hare & Associates LLP advises the Company on its compliance with the taxation requirements relating to VCTs.

The Board is satisfied that the Company is compliant with VCT rules as at the year end and at the date of this report.

Additional disclosures required by the Companies Act 2006

The Company had no employees during the year and the Company has three non-executive Directors. The Directors' details are set out in Directors' Information on page 34.

The Company, being an externally managed investment company with no employees, has no specific policies in relation to environmental matters, social, community and human rights issues. The purpose of the Company is to invest in companies that develop and operate assets which generate energy from renewable sources. Through its investment policy, the Company is committed to mitigating the impact of climate change by contributing to the transition to a low carbon economy and a cleaner environment.

In respect of the Bribery Act the Investment Manager believes there are no reasons or circumstances which could be foreseen in which any of the third-party service providers might fall foul of the Bribery Act. The Investment Manager has detailed procedures in place covering the giving, receiving, authorising and recording of gifts and hospitality by staff of the Investment Manager.

For and on behalf of the Board

David Pinckney
Chairman

1 June 2017

In line with the strategic objectives set by the Board, the Investment Manager has continued to focus the Company's activities on renewable energy investments generating stable long-term income with the aim of providing predictable dividends to shareholders.

The three share funds of the Company are now fully invested in companies that own operating wind and hydroelectric projects. All development investments have either been completed, sold or written off.

Under the current VCT regulations, new investments in renewable energy companies that benefit from Renewable Obligation Certificates or Feed-in Tariffs are excluded as qualifying investments for VCTs. With effect from 6 April 2016, all new investments in energy generation activities (including the export of electricity and the production of gas or other fuel) are not regarded as a qualifying trade.

The Government has also introduced legislation, effective from 6 April 2016, which restricts VCTs to making only qualifying investments and certain limited investments for liquidity purposes; all other non-qualifying investments will be prohibited. This further restricts the Company in its ability to make investments which are non-qualifying for VCT purposes.

As such, the Company is limited in its ability to make further investments in accordance with the Investment Policy and has no plans to make further investments. The VCT restrictions described above do not affect any of the Company's existing investments.

The ordinary share fund of the Company has investments in companies operating ten UK wind farms with an aggregate installed capacity of 83.35 megawatts. Five of these investee companies are also owned in part by the "C" share fund and one such company is also owned in part by the "D" share fund.

The "C" share fund has investments in companies operating seven UK wind farms with an aggregate installed capacity of 75.15 megawatts. Five of these seven companies are also owned in part by the ordinary share fund and one is also owned in part by the "D" share fund

The "D" share fund currently has three operational investments. Bernard Matthews Green Energy Halesworth Limited operates a 10.25 megawatt wind farm and is also owned in part by the ordinary and "C" share funds. The "D" share fund has also invested jointly with the ordinary and "C" shares in Darroch Power Limited and Upper Falloch Power Limited (2.80 megawatts combined).

The following table shows key information about the operational renewable energy projects owned by the Company's investee companies:

	Capacity MW	Operational since	Location	Output as % of budget - 12 months ended 28 Feb 2017	Investment held by Ord Share Fund	C Share Fund	D Share Fund
Operational Wind							
Fenpower Limited	10.00	May 2007	Cambridgeshire	72%	✓		
A7 Greendykeside Limited	4.00	Nov 2007	Lanarkshire, Scotland	91%	✓		
Achairn Energy Limited	6.00	May 2009	Caithness, Scotland	86%	✓		
A7 Lochhead Limited	6.00	Jun 2009	Lanarkshire, Scotland	83%	✓		
Greenfield Wind Farm Limited	12.30	Mar 2011	Lanarkshire, Scotland	87%	✓	✓	
Biggleswade Wind Farm Limited	20.00	Dec 2013	Bedfordshire	79%	✓	✓	
Eye Wind Power Limited	6.80	Apr 2014	Suffolk	76%	✓		
BMGE Pickenham Ltd/ North Pickenham Energy Ltd	4.00	Apr 2014	Norfolk	93%	✓	✓	
BMGE Weston Ltd/ Weston Airfield Investments Ltd	4.00	Apr 2014	Norfolk	77%	✓	✓	
AD Wind Farmers Ltd (Allt Dearg Windfarmers LLP)	10.20	Dec 2012	Argyll and Bute, Scotland	93%		✓	
White Mill Windfarm Limited	14.40	Aug 2012	Cambridgeshire	82%		✓	
BMGE Halesworth Limited	10.25	Aug 2015	Suffolk	71%	✓	✓	✓
Operational Hydro							
Darroch Power Limited (Derrydarroch)	1.90	Dec 2015	Near Loch Lomond, Scotland	90%	✓	✓	✓
Upper Falloch Power Limited	0.90	Dec 2015	Near Loch Lomond, Scotland	61%	✓	✓	✓

The performance of the assets owned by the investee companies was generally satisfactory during the year. However, wind conditions have been poor and this is reflected in electricity output being below budget.

The hydroelectric scheme operated by Upper Falloch Limited has performed below expectations, firstly, because of a sizing issue with the water intake chamber. A solution was implemented in June 2016 to increase the water capture of the intake, after which the performance has significantly improved. However, this highlighted a further, smaller issue in relation to the level of pressure in the pipeline. Further analysis of the underlying data over a period of several months is needed in order to diagnose the problem and determine the best way to correct the issue. For that reason, the investment in Upper Falloch Limited has been valued at cost.

In March 2016 one of the turbines owned by Fenpower Limited was taken out of operation due to a fault with the turbine blade bearings. This problem was fixed in August 2016 and losses are covered under the availability guarantee provided by the turbine supplier.

The Investment Manager is working actively to increase the value of the Company's portfolio through improvements in the operations of underlying assets and, where possible, the optimisation of the financial structure of investee companies.

Each of the investee companies with operational assets has been financed with senior debt. The average percentage loan-to-value and the average remaining tenor of the debt finance of the investee companies with operational assets is set out below for each share fund's portfolio:

	Ordinary Share	"C" Share	"D" Share
Percentage Loan-to-Value as at 28 February 2017	45%	51%	60%
Percentage Loan-to-Value as at 29 February 2016	48%	54%	61%
Average remaining tenor (years) as at 28 February 2017	10.5	12.2	14.3
Average remaining tenor (years) as at 29 February 2016	11.5	13.2	15.3

Ordinary share portfolio

A summary of the ordinary share fund's investment valuations as at 28 February 2017 and gains and losses during the year ended 28 February 2017 is given below:

		Voting rights as at 28 February 2017 %	Investment value: Shares as at 28 February 2017 £000	Investment value: Loans as at 28 February 2017 £000	Investment value: Total as at 28 February 2017 £000	Investment cost: Shares as at 28 February 2017 £000	Investment cost: Loans as at 28 February 2017 £000	Investment cost: Total as at 28 February 2017 £000	Unrealised gain/ (loss) in the year to 28 February 2017 £000	Investment value Total as at 29 February 2016 £000	Investment cost Total as at 29 February 2016 £000
Operational wind											
Fenpower Limited	Q	33.33%	3,682	1,222	4,904	308	1,180	1,488	440	4,696	1,720
A7 Greendykeside Limited	Q	50.00%	2,095	682	2,777	916	620	1,536	232	2,545	1,536
Achairn Energy Limited*	Q	8.50%	636	275	911	203	250	453	107	815	464
A7 Lochhead Limited*	Q	30.00%	1,038	-	1,038	820	-	820	154	885	820
Greenfield Wind Farm Limited*	PQ	8.35%	845	637	1,482	334	579	913	208	1,291	930
Biggleswade Wind Farm Limited*	Q	3.50%	385	291	676	86	264	350	98	578	350
Eye Wind Power Limited**	Q	35.38%	2,183	-	2,183	1,597	-	1,597	100	2,083	1,597
Bernard Matthews Green Energy Weston Limited*	Q	50.00%	886	-	886	500	-	500	7	879	500
Bernard Matthews Green Energy Pickenham Limited*	Q	50.00%	764	-	764	500	-	500	7	757	500
Bernard Matthews Green Energy Halesworth Limited**	Q	4.45%	366	-	366	51	-	51	46	319	50
Operational small hydro											
Darroch Power Limited*	Q	14.09%	374	488	862	176	444	620	4	858	620
Upper Falloch Power Limited*	Q	9.30%	58	301	359	58	301	359	-	359	359
Operational companies in the wind sector											
Firefly Energy Limited*		50.00%	-	389	389	200	578	778	(6)	395	778
Realised investments											
BEL Holdco Limited*		12.80%	-	-	-	750	-	750	-	-	750
BEL Acquisition Limited*		11.40%	-	-	-	51	-	51	1	6	58
Redeven Energy Limited*		50.00%	-	-	-	-	113	113	-	-	113
Total			13,312	4,285	17,597	6,550	4,329	10,879	1,397	16,466	11,145

Q Investment complies with VCT regulations on qualifying holdings.

PQ Part of the investment complies with VCT regulations on qualifying holdings.

* A company in which Ventus 2 VCT plc has also invested (or in which Ventus 2 VCT plc had invested prior to the investment being realised).

** A company in which Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital Limited.

"C" share portfolio

A summary of the "C" share fund's investment valuations as at 28 February 2017 and gains and losses during the year ended 28 February 2017 is given below:

			Investment value			Investment cost					
		Voting rights as at 28 February 2017 %	Shares as at 28 February 2017 £000	Loans as at 28 February 2017 £000	Total as at 28 February 2017 £000	Shares as at 28 February 2017 £000	Loans as at 28 February 2017 £000	Total as at 28 February 2017 £000	Unrealised gain/ (loss) in the year to 28 February 2017 £000	Investment value Total as at 29 February 2016 £000	Investment cost Total as at 29 February 2016 £000
Operational wind											
Greenfield Wind Farm Limited*	PQ	12.50%	1,264	954	2,218	500	867	1,367	312	1,932	1,393
White Mill Windfarm Limited*	PQ	25.00%	2,352	349	2,701	1,000	318	1,318	302	2,399	1,318
AD Wind Farmers Limited*	Q	50.00%	1,135	-	1,135	1,000	-	1,000	(75)	1,210	1,000
Biggleswade Wind Farm Limited*	Q	21.50%	2,368	1,786	4,154	527	1,623	2,150	603	3,551	2,150
Weston Airfield Investments Limited*	Q	50.00%	1,711	-	1,711	1,000	-	1,000	10	1,701	1,000
North Pickenham Energy Limited*	Q	50.00%	1,497	-	1,497	1,000	-	1,000	16	1,481	1,000
Bernard Matthews Green Energy Halesworth Limited**	Q	5.64%	464	-	464	300	-	300	60	404	300
Operational small hydro											
Darroch Power Limited*	Q	4.22%	112	146	258	53	133	186	1	257	186
Upper Falloch Power Limited*	Q	2.79%	17	90	107	17	90	107	-	107	107
Realised investments											
Iceni Renewables Limited*		50.00%	-	-	-	400	17	417	-	-	417
Total			10,920	3,325	14,245	5,797	3,048	8,845	1,229	13,042	8,871

Q Investment complies with VCT regulations on qualifying holdings.
PQ Part of the investment complies with VCT regulations on qualifying holdings.
* A company in which Ventus 2 VCT plc has also invested.
** A company in which Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital Limited.

"D" share portfolio

A summary of the "D" share fund's investment valuations as at 28 February 2017 and gains during the year ended 28 February 2017 is given below:

			Investment value			Investment cost					
		Voting rights as at 28 February 2017 %	Shares as at 28 February 2017 £000	Loans as at 28 February 2017 £000	Total as at 28 February 2017 £000	Shares as at 28 February 2017 £000	Loans as at 28 February 2017 £000	Total as at 28 February 2017 £000	Unrealised gain/ (loss) in the year to 28 February 2017 £000	Investment value Total as at 29 February 2016 £000	Investment cost Total as at 29 February 2016 £000
Operational wind											
Bernard Matthews Green Energy Halesworth Limited**	Q	13.38%	1,100	-	1,100	712	-	712	143	957	712
Operational small hydro											
Darroch Power Limited*	Q	25.50%	677	358	1,035	319	325	644	7	1,028	644
Upper Falloch Power Limited*	Q	29.58%	185	189	374	185	189	374	-	374	374
Total			1,962	547	2,509	1,216	514	1,730	150	2,359	1,730

Q Investment complies with VCT regulations on qualifying holdings.

* A company in which Ventus 2 VCT plc has also invested.

** A company in which Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus 2 VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital Limited.

Top Ten Investments

The details of the top ten investments, by value, held by each of the ordinary share fund, the "C" share fund and the "D" share fund at 28 February 2017 are set out in the table below:

Ordinary Share Fund

Company	Value £000	Cost £000	Share holding %	Voting rights %	Income recognised by the Company during the year £000	Basis of value	Proportion of share fund portfolio by value %	Date of latest accounts	Net assets £000	Turnover £000	Profit/ (loss) £000
Fenpower Limited	4,904	1,488	33.33%	33.33%	117	DCF	27.9%	31/03/2016	3,422	1,926	557
A7 Greendykeside Limited	2,777	1,536	50.00%	50.00%	215	DCF	15.8%	30/04/2016	1,052	801	107
Eye Wind Power Limited	2,183	1,597	35.38%	35.38%	91	DCF	12.4%	29/02/2016	4,034	1,519	252
Greenfield Wind Farm Limited	1,482	913	8.35%	8.35%	156	DCF	8.4%	31/12/2015	1,926	-	358
A7 Lochhead Limited	1,039	820	30.00%	30.00%	60	DCF	5.9%	31/03/2016	978	1,624	408
Bernard Matthews Green Energy Weston Limited	886	500	50.00%	50.00%	136	DCF	5.0%	31/03/2016	782	-	(2)
Darroch Power Limited	862	620	14.09%	14.09%	55	DCF	4.9%	31/03/2016	1,097	486	50
Achairn Energy Limited	911	453	8.50%	8.50%	38	DCF	5.2%	30/11/2015	937	1,454	111
Bernard Matthews Green Energy Pickenham Limited	764	500	50.00%	50.00%	77	DCF	4.3%	31/03/2016	851	82	56
Biggleswade Wind Farm Limited	676	350	3.50%	3.50%	35	DCF	3.8%	30/06/2016	1,569	4,441	515

“C” Share Fund

Company	Value £000	Cost £000	Share holding %	Voting rights %	Income recognised by the Company during the year £000	Basis of value	Proportion of share fund portfolio by value %	Date of latest accounts	Net assets £000	Turnover £000	Profit/ (loss) £000
Biggleswade Wind Farm Limited	4,154	2,150	21.50%	21.50%	212	DCF	29.2%	30/06/2016	1,569	4,441	515
White Mill Windfarm Limited	2,701	1,318	25.00%	25.00%	181	DCF	19.0%	31/12/2015	2,841	3,338	699
Greenfield Wind Farm Limited	2,218	1,367	12.50%	12.50%	233	DCF	15.6%	31/12/2015	1,926	-	358
Weston Airfield Investments Limited	1,711	1,000	50.00%	50.00%	135	DCF	12.0%	31/03/2016	1,640	124	98
North Pickenham Energy Limited	1,497	1,000	50.00%	50.00%	164	DCF	10.5%	31/03/2016	2,000	164	128
AD Wind Farmers Limited	1,135	1,000	50.00%	50.00%	60	DCF	8.0%	30/09/2016	1,600	190	149
Bernard Matthews Green Energy Halesworth Limited	464	300	5.64%	5.64%	-	DCF	3.3%	30/06/2016	4,811	1,457	908
Darroch Power Limited	258	186	4.22%	4.22%	16	DCF	1.8%	31/03/2016	1,097	486	50
Upper Falloch Power Limited	107	107	2.79%	2.79%	-	PRI	0.8%	31/03/2016	440	127	(64)

“D” Share Fund

Company	Value £000	Cost £000	Share holding %	Voting rights %	Income recognised by the Company during the year £000	Basis of value	Proportion of share fund portfolio by value %	Date of latest accounts	Net assets £000	Turnover £000	Profit/ (loss) £000
Darroch Power Limited	1,035	644	25.50%	25.50%	40	DCF	41.3%	31/03/2016	1,097	486	50
Bernard Matthews Green Energy Halesworth Limited	1,100	712	13.38%	13.38%	-	DCF	43.8%	30/06/2016	4,811	1,457	908
Upper Falloch Power Limited	374	374	29.58%	29.58%	23	PRI	14.9%	31/03/2016	440	127	(64)

Footnote to the Top 10 Investments Tables:

Basis of valuation

DCF Discounted future cash flows from the underlying business excluding interest earned to date

PRI Price of recent investment reviewed for impairment

The ordinary share fund and the “C” share fund have shareholdings in Greenfield Wind Farm Limited of 8.35% and 12.50% respectively, therefore the Company’s aggregate shareholding is 20.85%.

The ordinary share fund and the “C” share fund have shareholdings in Biggleswade Wind Farm Limited of 3.50% and 21.50% respectively, therefore the Company’s aggregate shareholding is 25.00%.

The ordinary share fund, the “C” share fund and the “D” share fund have shareholdings in Bernard Matthews Green Energy Halesworth Limited of 4.45%, 5.64% and 13.38% respectively, therefore the Company’s aggregate shareholding is 23.47%.

The ordinary share fund, the “C” share fund and the “D” share fund have shareholdings in Darroch Power Limited of 14.09%, 4.22% and 25.50% respectively, therefore the Company’s aggregate shareholding is 43.81%.

The ordinary share fund, the “C” share fund and the “D” share fund have shareholdings in Upper Falloch Power Limited of 9.30%, 2.79% and 29.58% respectively, therefore the Company’s aggregate shareholding is 41.67%.

Valuation of Investments

It is the accounting policy of the Company to hold its investments at fair value. The Company's investments in investee companies which operate renewable energy assets are valued using a discounted cash flow methodology. The Company has applied a discount rate to the unleveraged cash flows to determine the enterprise value of the investee company and then has subtracted the market value of any senior debt (including any prepayment fees and swap break costs) to calculate the value of the equity and/or mezzanine debt in the investee company. The discount rates used to value the unleveraged cash flows of investee companies range from 7.50% to 9.00%, with discount rates applied to the cash flows of operating wind farms generally being in the range of 8.25% to 9.00%.

The key assumptions that have a significant impact on discounted cash flow valuations for these assets are the discount rate, the price at which the power and associated benefits can be sold, the amount of electricity the investee companies' generating assets are expected to produce and operating costs.

The fair value of the Company's investments in project companies which have not passed an initial satisfactory operational period are determined to be the price of investment subject to a periodic impairment review. As mentioned above, the hydroelectric scheme owned by Upper Falloch Power Limited has yet to complete a satisfactory period of operation and remedial work is being undertaken to improve its performance. Consequently, as at 28 February 2017, this investment has been valued based on the price of investment in line with the Company's valuation policy. All other investee companies with operational renewable energy assets, were valued on a discounted cash flow basis.

Assumptions about the length of the operating lives of the renewable energy assets have been made in determining the value of the investee companies. As at 28 February 2017, it has been assumed the operating life of a wind farm is 25 years from date of first operation (albeit with an assumed reduction in availability in the final five years of operation) whereas for the valuations as at 29 February 2016, and previous valuations, the assumption had been 20 years. An active market for the sale of renewable energy projects has developed and, as part of that, participants have generally adopted a 25 year operating life assumption in valuing these assets. The Directors believe a change in the operating life assumption was therefore required for wind energy assets. The assumed reduction in availability in the final five years of operation is to take into account the expected reduction in performance of an older asset. The effect of the change in the operating life assumption has had a positive impact on the valuation of the investee companies which own wind farms.

The assumption for the operating lives of hydroelectric assets has not changed. The assumption used in the valuation models of the hydro investments is a rolling 25 years from date of valuation. Hydro assets are generally considered to be longer-life than wind energy assets. However, there is very little consistency in the market as to the assumed operating life for hydro assets and electricity price projections beyond 25 years are very uncertain. For that reason, the Directors do not believe a change in assumption is supportable for the hydroelectric assets at the current time. The operating life assumptions for both wind energy and hydroelectric assets will be regularly reviewed in order that they may be kept in line with industry convention.

Sensitivity of Net Asset Value to Changes in Key Assumptions

The charts below illustrate the sensitivity of the NAV of the Company's share funds to changes of certain key input assumptions applied to the unleveraged cash flows in the valuation models.

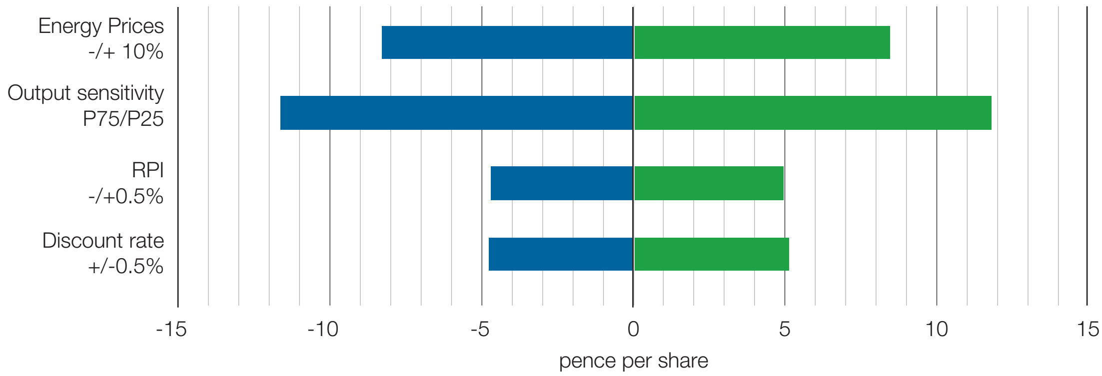
The price at which the output from the generating assets is sold is a factor of both wholesale electricity prices and Government subsidies. The selling price is often fixed in the medium term under power purchase agreements. For periods outside the terms of these agreements the assumed future prices are estimated using external third party forecasts which take the form of specialist consultancy reports. The hydroelectricity assets can opt into a floor price each year under the Feed-in Tariff arrangements, which gives these assets a floor on the price of electricity sales. In respect of each share fund, the percentage of investee companies with a fixed electricity price and the average remaining tenor of the fixed price is as follows:

	Ordinary Share	"C" Share	"D" Share
Percentage of investee companies with a fixed electricity price as at 28 February 2017	83%	78%	33%
Percentage of investee companies with a fixed electricity price as at 29 February 2016	50%	56%	0%
Average remaining tenor of the fixed electricity price (years) as at 28 February 2017	3.3	4.1	0.1
Average remaining tenor of the fixed electricity price (years) as at 29 February 2016	6.4	6.7	n/a

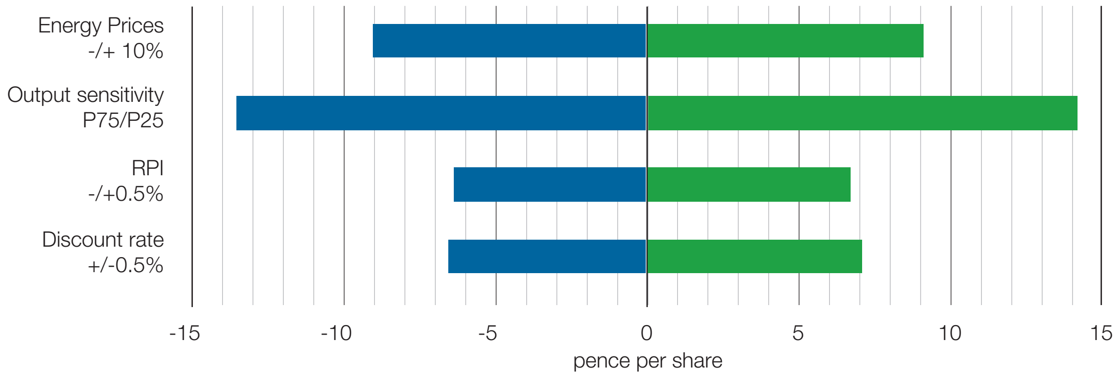
Specifically commissioned external consultant reports are used to estimate the expected generating output of the investee company's generating assets taking into account their type and location. The analysis set out below describes the sensitivity of each share fund's NAV to a higher (P75) or lower (P25) probability of exceedance of the forecast long-term average output versus the base case (P50).

The discount factor and inflation rate applied to the cash flows are regularly reviewed by the Investment Committee of the Investment Manager to ensure they are set at the appropriate levels. The Investment Committee and the Board will also give consideration to the specific performance characteristics of the particular type of generating technology being used. The range of discount factors which form the base case in the sensitivity analysis is set out in the section above. The base case inflation rate used in the sensitivity analysis is 2.5%.

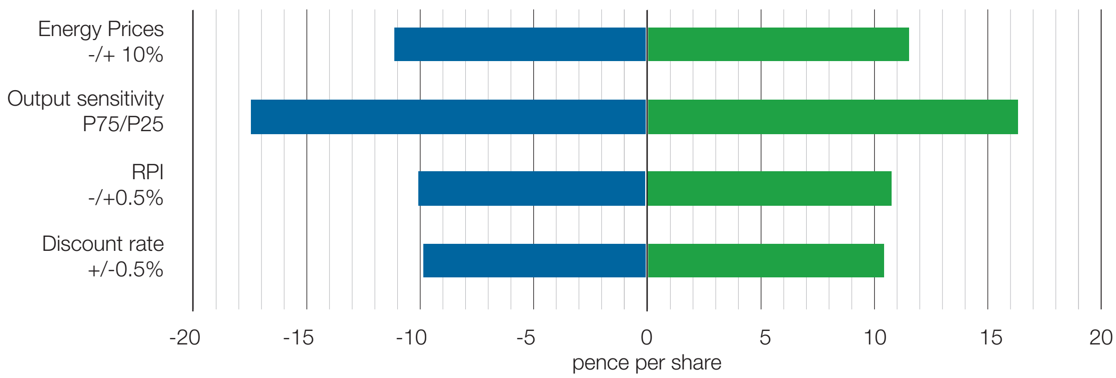
Ventus VCT plc – Ordinary Shares



Ventus VCT plc – "C" Shares



Ventus VCT plc – "D" Shares



Investment Policy

The Company has focused on investing in companies developing renewable energy projects with installed capacities of up to 20 megawatts. Investments are generally in joint venture companies which own and operate projects initiated by specialist small-scale developers and smaller projects which are not attractive to large development companies and utilities.

Asset Allocation

The Investment Manager has allocated the Company's investments in equity securities and loan stock of companies owning renewable energy projects, primarily wind and hydroelectric.

When there is a conflict or potential conflict of interest between the investment strategy of the Company and that of another fund managed by Temporis Capital Limited, the matter is referred to the Investment Manager's compliance officer who ensures any conflicts are dealt with fairly. Any investment made in a company in which another fund managed by the Investment Manager has invested or intends to invest will be approved by the Directors who are independent of the Investment Manager, unless the investment is made at the same time and on the same terms or in accordance with a specific pre-existing agreement between the Company and the Investment Manager.

The Company's policy is to maintain cash reserves of at least 5% of net proceeds raised from share offers for the purpose of meeting operating expenses. Circumstances may arise which would require the Company to hold less than 5% of net proceeds in cash for a limited period of time.

In order to comply with VCT requirements, at least 70% by value of the Company's investments are required to be comprised of qualifying investments.

The Company typically owns 25% to 50% of the equity share capital of each investee company and a portion of its investment in each investee company may be in the form of loan stock.

The Company's uninvested funds are placed on deposit or invested in short-term fixed income securities.

Risk Diversification

The geographical focus of the Company's portfolio is the UK and the majority of investments are in the wind sector. Funds are invested in a range of companies with small-scale projects so project risk is not concentrated in only a few schemes. All projects contained within the portfolio are now operational. Investments were made via subscriptions for new share capital, or via loan stock instruments in order to secure a negotiated level of return from the project. The majority of investments are made in special purpose companies set up specifically to develop each project.

Gearing

The Company does not intend to borrow funds for investment purposes. However, the Company is exposed to gearing through its investee companies which typically funded the construction costs of each project through senior debt which is non-recourse to the Company. The Investment Manager was involved in assisting investee companies in negotiating the terms of this finance to ensure competitive terms are achieved. The interest rate is typically fixed for the duration of the loan so that investee companies are not exposed to changes in market interest rates.

To the extent that borrowing should be required by the Company for any purpose, the Directors will restrict the borrowings of the Company. The aggregate principal amount at any time outstanding in respect of money borrowed by the Company will not, without the previous sanction of an ordinary resolution of the Company, exceed a sum equal to 10% of the adjusted share capital and reserves of the Company in accordance with its Articles.

Maximum Exposures

In order to gauge the maximum exposure of the Company to various risks, the following can be used as a guide:

i) Investments in qualifying holdings

   Under VCT regulations, at least 70% of the Company's funds should be invested in qualifying holdings. When there is an issue of new shares, the 70% requirement does not apply to the new funds raised for any accounting periods which end earlier than three years from the date of allotment of the new shares.

   For the purposes of the 70% qualifying holdings requirement, disposals of qualifying investments for cash may be disregarded for a period of six months. Where a VCT breaches any requirement due to factors outside of its control, it may apply to HMRC for a determination that the breach will be disregarded for a period of 90 days while the breach is remedied.

ii) Concentration limits

   Under VCT regulations, no more than 15% of the Company's total assets should be in a single investee company at the time the investment is made in that investee company.

Temporis Capital Limited
Investment Manager

1 June 2017

The Directors present their Annual Report and the audited Financial Statements for the year ended 28 February 2017 incorporating the Corporate Governance Statement on pages 29 to 33.

Dividends

The dividends for the half-year ended 31 August 2016 of 4.00p per ordinary share, 3.50p per "C" share and 1.50p per "D" share were paid on 18 January 2017 to shareholders on the register on 16 December 2016. The Directors recommend a final dividend of 4.00p per ordinary share and 4.50p per "C" share to be paid on 9 August 2017 to shareholders on the register on 14 July 2017. No final "D" share dividend is proposed. This gives a total dividend for the year of 8.00p per ordinary share, 8.00p per "C" share and 1.50p per "D" share. Note 7 of the Financial Statements gives details of the dividends declared and paid in the current and prior financial years.

The Company is able to pay dividends from special reserves as these are distributable reserves. Also, the Companies Act 2006 now allows investment companies to pay dividends from realised capital profits.

Going concern

The Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the accounts. The Company's major cash flows are within the Company's control (namely investments and dividends) or are reasonably predictable (namely the operating expenses). The Company is able to forecast cash inflows comprising proceeds from investments to a reasonable degree. Having reviewed a cash flow forecast for the 18 months from the year ended 28 February 2017, the Board has a reasonable expectation that the Company is able to continue in operational existence for a period of at least 12 months from the date of this report.

Statement on Longer-term Viability

Introduction

As required by the Corporate Governance Code the Directors are required to assess the prospects of the Company over a period longer than the 12 months associated with going concern.

Period of Assessment

The Directors consider a period of five years to be a suitable period over which to assess the longer-term viability of the Company. The Company's viability is predicated on its ability to receive returns from its investments in the form of dividends, interest and capital. The Company invests in companies which own and operate renewable energy assets which typically have an operational life of at least twenty-five years. The degree of certainty over key input assumptions used in forecasting the future cash flows from the investee companies diminishes over time. For that reason, the Directors believe it would not be meaningful to assess the viability of the Company beyond a period of five years.

Risk Assessment

The Directors have conducted a regular robust review of the risks facing the Company and its investee companies. The Company maintains a Risk Register which is used to document the key risks considered to be pertinent to the Company and includes an assessment of the likelihood of certain events, their potential impact and the mitigating conditions which have been put in place to manage the impact of these events. The key risks which may impact the Company's business are set out in the Strategic Report. The Investment Manager reports to the Directors on a regular basis in respect of the performance of the investee companies and cash flow forecasts setting out the returns the Company may expect to receive from its investments are reviewed. The key factors which determine the level of return the Company may receive from its investee companies are, the energy resource available to their renewable energy assets, the availability of the turbines, the amount of energy generated, the price of electricity and tariffs and the cost of operating the assets. Regular consideration is given to these factors and the sensitivity of the cash flows to variances is assessed.

Statement of Longer-term Viability

Having reviewed the cash flow forecasts used in valuing the Company's investments, the assumptions used in determining these cash flows and the projected results for the Company over the period of the expected operating life of the assets owned by its investee companies, the Directors have a reasonable expectation the Company will receive returns over a period of five years which will be at a sufficient level to ensure the viability of the Company with a reasonable degree of certainty. Although the degree of certainty over key assumptions diminishes over time, the Directors' view is there no reason to suggest the Company would not be viable beyond a period of five years.

Future developments of the Company are discussed in detail in the business model and investment policy sections of the Strategic Report on page 6.

Directors

The Directors of the Company during the year under review were David Pinckney, David Williams and Richard Abbott. Richard Abbott died on 3 March 2017. Jo Dixon was appointed to the Board as a non-executive director on 1 April 2017. Biographical information about the current Directors is shown in the Directors' Information on page 34. The terms of the Directors' appointment and replacement are set out in the Corporate Governance Statement. In accordance with the Company's Articles of Association, David Williams will retire by rotation and, being eligible, offers himself for re-election. David Pinckney will retire in accordance with the AIC Code, and being eligible, offers himself for re-election. Jo Dixon retires as she is subject to election at the first AGM after appointment in accordance with the Company's Articles of Association. As all the Directors have acted in the interest of the Company throughout the period of their appointment and demonstrated commitment to their role, the Board recommends they be reappointed at the AGM.

Share capital

Authorised share capital

At 28 February 2017, the Company had authorised share capital of £22,500,000 in total which was represented by 50 million ordinary shares of 25p, 20 million "C" shares of 25p each and 20 million "D" shares of 25p each being 56%, 22% and 22% of the Company's authorised share capital respectively.

Allotted, called and fully paid up shares

As at 28 February 2017, the Company had allotted, called and fully paid up shares in three share funds, of which 16,307,547 shares were ordinary shares of 25p each, 11,329,107 were "C" shares of 25p each and 1,990,767 were in "D" shares of 25p each. These shares represented 55%, 38% and 7% of the Company's issued share capital respectively. The Company holds 45,900 "C" shares in treasury.

Authority to allot

At the AGM held on 21 July 2016 the Directors were authorised to allot relevant securities (in accordance with Section 551 of the Companies Act 2006) up to a maximum aggregate nominal amount of £6,250,000. Renewal of the authority to allot shares will be voted on at the forthcoming AGM of the Company to be held on 19 July 2017.

Disapplication of pre-emption rights

At the AGM held on 21 July 2016 the Directors were empowered to allot equity securities for cash (further to the authority referred to above) without first offering such securities to existing shareholders in proportion to their shareholdings – such power being limited to the allotment of securities only in certain, defined circumstances. Renewal of the authority to disapply pre-emption rights will be voted on at the AGM to be held on 19 July 2017.

Authority to repurchase shares

At the AGM held on 21 July 2016 the Company renewed its authority to repurchase up to 14.99% of its own issued ordinary share capital, up to 14.99% of its own issued "C" share capital and up to 14.99% of the "D" shares in issue. Renewal of these authorities will be voted on at the forthcoming AGM to be held on 19 July 2017.

Rights and restrictions attaching to shares and powers of the Board of Directors

As set out in the Company's Articles of Association, subject to the provisions of the Companies Act 2006 and to any special rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may decide. The business of the Company shall be managed by the Board of Directors which may exercise all the powers of the Company, subject to the provisions of the Companies Act 2006, the Memorandum of Association of the Company, the Company's Articles of Association and any special resolution of the Company. Copies of the Articles of Association can be obtained from Companies House in the UK or by writing to the Company Secretary.

CREST

The Company's shares are available for trading in CREST, the settlement system for uncertified stocks and shares.

Substantial interests

As at 28 February 2017 and the date of this report, the Company was aware of the following shareholders that held beneficial interests and voting rights exceeding 3% of the voting rights attached to the Company's share capital. Below are percentages of all share classes.

Shareholders	Percentage of shares held at 28 February 2017 and the date of this report
The Bank of New York (Nominees) Limited	4.56%
Luna Nominees Limited	3.54%

The Company is not aware of any other beneficial interest exceeding 3% of the voting rights attached to the Company's share capital.

Financial instruments

The Company's financial instruments comprise investments in unquoted companies and cash, trade and other receivables and trade and other payables. Further details, including details about risk management, are set out in note 16 of the Financial Statements.

Events after the year end

Significant events which have occurred after the year end are detailed in note 15 of the Financial Statements.

Global Greenhouse Gas Emissions

The Company has no direct greenhouse gas emissions to report from its operations, being an externally managed investment Company. It is the specific purpose of the Company to invest in companies that develop and operate assets which generate energy from renewable sources. Through its investment policy, the Company is committed to mitigating the impact of climate change by contributing to the transition to a low carbon economy and a cleaner environment.

Accountability and Audit

The statement of directors' responsibilities is set out on page 35 of this report. The Directors who were in office on the date of approval of these Financial Statements have confirmed that, as far as they are aware, there is no relevant audit information of which the Auditor is unaware. Each of the Directors has confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the Auditor.

Auditor

A resolution to re-appoint BDO LLP as the Auditor of the Company will be proposed at the forthcoming AGM.

Details of the non-audit services provided to the Company by the Auditor, are set out in note 4 of the Financial Statements.

Annual General Meeting

Enclosed with this Annual Report and Financial Statements is the Notice of AGM of the Company (or any adjournment thereof) to be convened for 19 July 2017 at 12 noon (the "Notice"). A copy of the Notice is set out at the end of this report. A Form of Proxy for use in connection with the AGM has been issued with this report.

The business of the meeting is outlined below:

Resolution 1 – Annual Report and Financial Statements

The Directors are required to present to the AGM the Annual Report and Financial Statements for the financial year ended 28 February 2017.

Resolution 2 – To declare a final dividend

The final dividend cannot exceed the amount recommended by the Directors and can only be paid after the members at a general meeting have approved it. The Directors recommend a final dividend of 4.00p per ordinary share to the holders of ordinary shares and 4.50p per "C" share to the holders of "C" shares, payable on 9 August 2017 to those shareholders registered at the close of business on 14 July 2017, which will bring the total dividends for the year to 8.00p per ordinary share, 8.00p per "C" share and 1.50p per "D" share.

Resolution 3 – Directors' Remuneration Policy

This resolution proposes the approval of the Directors' Remuneration Policy as set out on page 25.

Resolution 4 – Directors' Remuneration Report

Under the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendments) Regulations 2013, the Company is required to produce a Directors' Remuneration Report for each relevant financial year and to seek shareholder approval for that report at the AGM.

Resolution 5 – Election of Director

Jo Dixon retires as she is subject to election by shareholders at the first AGM after appointment in accordance with the Company's Articles of Association and, being eligible, offers herself for election.

Resolution 6 – Re-election of Director

David Pinckney retires in accordance with the AIC Code, and being eligible, offers himself for re-election.

Resolution 7 – Re-election of Director

David Williams retires in accordance with the Company's Articles of Association and being eligible, offers himself for re-election.

Resolution 8 – Re-appointment of Auditor

This resolution proposes that BDO LLP be re-appointed as Auditor of the Company.

Resolution 9 – Remuneration of the Auditor

This resolution proposes that the Directors be authorised to set the Auditor's remuneration.

Resolution 10 – Purchase of shares by the Company

This resolution, which will be proposed as a special resolution, will authorise the Company to purchase in the market up to 2,444,501 ordinary shares, 1,698,233 "C" shares and 298,415 "D" shares, representing 14.99% of the current issued share capital of each class, at a minimum price of 25p per share and a maximum price, exclusive of any expenses, for not more than an amount equal to the higher of (a) 105% of the average of the middle market prices shown in the quotations for a share in The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003. This authority will be effective until the earlier of the date of the AGM of the Company to be held in 2018 and the date which is 18 months after the date on which this resolution is passed (unless the authority is previously revoked, varied or extended by the Company in general meeting). 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. However, the Board considers it in the best interests of all shareholders if the Directors use their authority to make share buy-backs judiciously. This resolution seeks authority from the shareholders for the Company to be authorised to do so when considered appropriate by the Directors. This resolution would renew the authority granted to the Directors at the last AGM of the Company. The minimum and maximum prices to be paid for the shares are stated in the Notice. Repurchases of shares will be made at the discretion of the Board and will only be made in the market at prices below the prevailing net asset value ("NAV") per share as and when market conditions are appropriate. Any shares which are repurchased in this way may be cancelled or held as treasury shares, which may then be cancelled or sold for cash, as determined by the Board. The Directors consider that this authority is in the interests of shareholders as a whole, as the repurchase of shares at a discount to the underlying NAV enhances the NAV of the remaining shares. The Directors are aware that the secondary market for the shares of VCT companies can be illiquid and that shares may trade at a discount to their NAV. The Company has established special reserves out of which it may fund share buy-backs.

Resolution 11 – Authority to allot shares

If passed, this ordinary resolution gives the Directors the authority to issue shares in the capital of the

Company and to grant rights to subscribe for or to convert any security into shares in each Company up to an aggregate nominal amount of £6,250,000. This authority will expire on the earlier of the conclusion of the AGM of the Company to be held in 2018 and the date which is 15 months after the date on which this resolution is passed (unless renewed, varied or revoked by the Company in general meeting). As at the date of this document, the Directors are not intending to issue any Shares.

Resolution 12 – Disapply pre-emption rights

If this special resolution is passed, the Directors will be empowered to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Companies Act 2006 ("Act") for cash pursuant to the authority given pursuant to resolution 11 above, as if Section 561(1) of the Act did not apply to such allotment, provided that the power provided by this resolution shall expire on earlier of the AGM of the Company to be held in 2018 and the date which is 15 months after the date on which this resolution is passed (unless renewed, varied or revoked by the Company in general meeting).

Action to be taken

Shareholders have been issued with a Form of Proxy for use in connection with the AGM. Shareholders are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's Registrar, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of the AGM (excluding any time which is not part of a working day). Shareholders who have elected to receive correspondence by email are requested to complete the Form of Proxy online through the web proxy voting portal on Capita Registrars' website. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the AGM in person should they subsequently decide to do so.

Recommendation

The Directors believe that all of the resolutions are in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares.

By order of the Board

The City Partnership (UK) Limited
Secretary

1 June 2017

Statement by the Chairman

This Directors' Remuneration Report has been prepared by the Directors in accordance with the requirements of the Companies Act 2006 and the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. This Directors' Remuneration Report includes the Directors' Remuneration Policy Report and the Directors' Annual Report on Remuneration. Changes in legislation, which became effective in the first financial year ended on or after 1 October 2013, require that quoted companies may only pay remuneration to Directors in accordance with a remuneration policy which has been approved by shareholders.

Details of the Company's Directors' Remuneration Policy are shown below together with an explanation of changes made to fees during the year and the reason for the changes.

Under the Companies Act 2006, certain disclosures provided in this report are required to be audited. Where disclosures have been audited they have been indicated as such.

Directors' Remuneration Policy Report

The Board comprises three Directors, all of whom are non-executive. The Board does not have a separate Remuneration Committee as the Company has no employees, other than the non-executive Directors.

The Board considers that Directors' fees should reflect the time commitment required and the high level of responsibility borne by Directors and should be broadly comparable to those paid by similar companies. It is not considered appropriate that Directors' remuneration should be performance-related, and none of the Directors are eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits in respect of their services as non-executive Directors of the Company. The Board considers that the level of remuneration should be sufficient to attract and retain Directors of appropriate experience to oversee the Company and should be adjusted, appropriately, for the level of work and responsibility required as well as for inflation.

The total remuneration of non-executive Directors should not exceed the £125,000 per annum limit set out in the Articles of Association of the Company which may not be changed without seeking shareholder approval at a general meeting.

No Director has a contract of service with the Company. All of the Directors have been provided with letters of appointment. The Articles of Association provide that Directors shall retire and offer themselves for re-election at the first AGM after their appointment and at least every three years thereafter. A Director's appointment will continue unless terminated by the Company by giving three months' written notice. A Director's appointment may also be terminated in certain other circumstances.

The date of appointment of each Director and the AGM at which he is expected to next stand for re-election is set out below:

	Date of appointment	Due date for re-election
David Pinckney (Chairman)	8 October 2004	AGM 2017
David Williams	13 July 2010	AGM 2017
Jo Dixon	1 April 2017	AGM 2017

Based on the current level of fees, which came into effect on 1 September 2013, the Directors' remuneration for the forthcoming financial year would be as follows:

Year ending	29 February 2018 £
David Pinckney (Chairman)	28,333
David Williams	26,667
Richard Abbott (deceased 3 March 2017)	288
Jo Dixon	22,917
Total	78,205

The Board will consider the level of Directors' fees at least annually. Any changes to be made to Directors' remuneration during this period will be made in accordance with the policy stated above. Directors' remuneration must be made in accordance with the approved policy unless approved by a separate shareholder resolution. The Directors' Remuneration Policy is due to be approved by the shareholders at the AGM on 19 July 2017. If approved, it is intended that the Directors' Remuneration Policy should remain in place until 29 February 2020.

Directors' Annual Report on Remuneration

During the financial year ended 28 February 2017, the Board resolved that it was appropriate to maintain the Directors' fees at the same level as that which was effective from 1 September 2013.

Directors' fees (audited information)

The following fees were paid to individual Directors in respect of the year ended 28 February 2017. The fees were paid in accordance with the Directors' Remuneration Policy. Comparative figures for the year ended 29 February 2016 are also presented.

	Year ended 28 February 2017 £	Year ended 29 February 2016 £
David Pinckney (Chairman)	30,000	30,000
David Williams	25,000	25,000
Richard Abbott	25,000	25,000
Total	80,000	80,000

None of the Directors received any other remuneration during the year.

The table below shows aggregate Directors' remuneration, aggregate shareholder dividends paid and aggregate amounts paid to buy back the Company's own shares in the current and prior financial years:

	Year ended 28 February 2017 £	Year ended 29 February 2016 £	% Change
Aggregate Directors' remuneration	80,000	80,000	0.0%
Aggregate shareholder dividends paid	3,581,000	1,972,000	81.6%
Aggregate amounts paid to buy back the Company's own shares	-	-	n/a

Directors' Shareholding (audited information)

The Directors who held office during the year held the following interests in the Company:

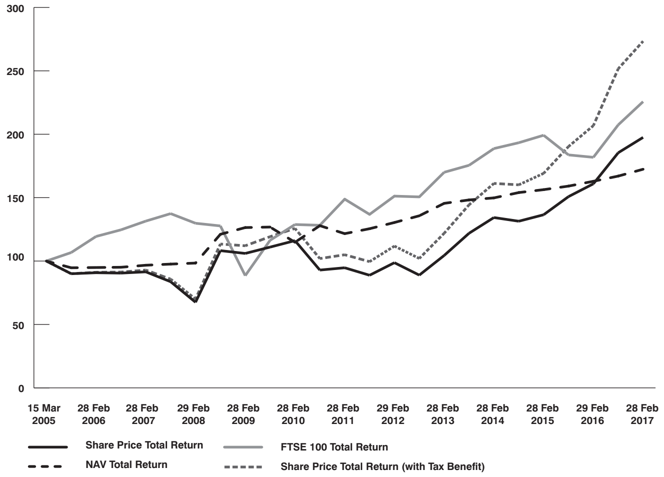
	As at 28-Feb 2017 £ Ordinary shares	As at 28-Feb 207 £ "C" shares	As at 28-Feb 2017 £ "D" shares	As at 29-Feb 2016 £ Ordinary shares	As at 29-Feb 2016 £ "C" shares	As at 29-Feb 2016 £ "D" shares
David Pinckney (Chairman)	10,104	2,600	nil	10,104	2,600	nil
David Williams	nil	nil	25,000	nil	nil	25,000
Richard Abbott	30,000	nil	nil	30,000	nil	nil

There have been no changes in the beneficial interests of the Directors between 28 February 2017 and the date of this report.

Company performance

Due to the positioning of the Company in the market as a specialist VCT investing in companies that develop, construct and operate small on-shore UK renewable energy projects, the Directors consider that there is no suitable company or index that can be identified for comparison over the period since the date the Company's shares were first issued. However, in order to comply with the Directors' Remuneration Report Regulations 2013, the FTSE 100 Index has been used as a comparative.

Total shareholder return on ordinary shares



The graph demonstrates the change in value, in terms of Share Price Total Return[1] and NAV Total Return[2], based on £100 invested in ordinary shares on the date they were first listed on the London Stock Exchange (15 March 2005) over the period to 28 February 2017 compared with the total return attributable to £100 invested in companies comprising the FTSE 100 Index over the same period. For illustration purposes, a Share Price Total Return (with Tax Benefit)[3] is also presented.

The graph shows that there has been a net increase in shareholder return based on NAV during the year, which is representative of the net upward revaluation in investments, as detailed in the Investment Manager's Report, the revenue earned and dividends paid.

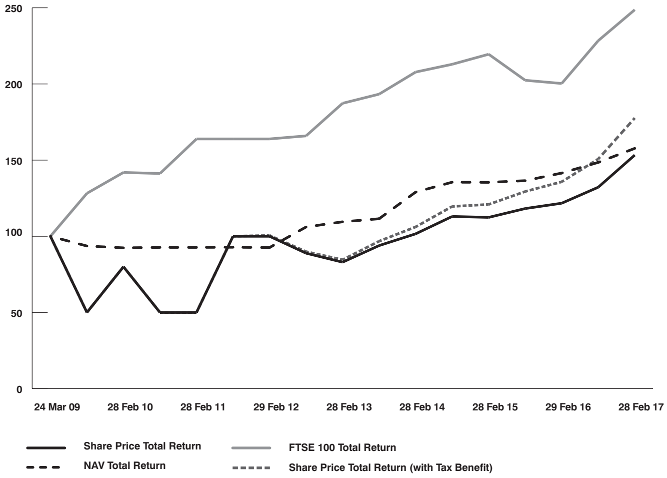
The ordinary share fund's Share Price Total Return and NAV Total Return presented in the graph do not include the effects of VCT tax relief or income tax and capital gains tax exemptions from which VCT shareholders may benefit. Assuming an investor had benefitted from the initial income tax relief of 40% which was available to investors in the tax years in which the initial offer for ordinary shares was made, the Share Price Total Return of the ordinary share fund would be 329%. Also, this analysis does not include the effect of the additional benefits of income tax-free dividends or capital gains tax exemptions which are available to VCT investors nor does it include the tax benefits received by shareholders who participated in the linked tender offer and ordinary share offer in 2012.

1 Share Price Total Return is the return attributable to the share price of the ordinary shares held assuming that dividends paid in respect of those shares were immediately reinvested in shares at the market price as at the date the dividends were paid.

2 NAV Total Return is the net asset value of the ordinary shares held plus the cumulative dividends paid to those shares over the period in which they were held.

3 The Share Price Total Return (with Tax Benefit) demonstrates the return if the equivalent pre-tax dividend was reinvested in shares at the market price as at the date the dividends were paid, assuming a tax rate of 35% for illustration purposes.

Total Shareholder return on "C" shares



The graph demonstrates the change in value, in terms of Share Price Total Return[1] and NAV Total Return[2], based on £100 invested in "C" shares on the date they were first listed on the London Stock Exchange (24 March 2009) over the period to 28 February 2017 compared with the total return attributable to £100 invested in companies comprising the FTSE 100 Index over the same period. For illustration purposes, a Share Price Total Return (with Tax Benefit)[3] is also presented.

The graph shows that there has been a net increase in shareholder return based on NAV during the year, which is representative of the net increase in the value of the investments, as detailed in the Investment Manager's Report, the revenue earned and dividends paid.

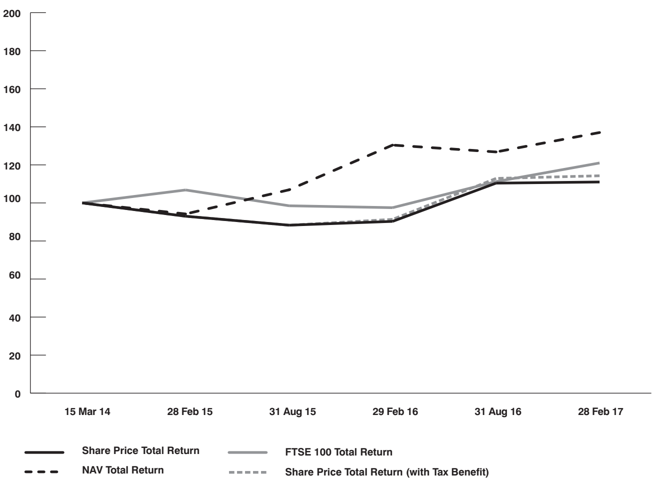
The "C" share fund's Share Price Total Return and NAV Total Return presented in the graph do not include the effects of VCT tax relief or income tax and capital gains tax exemptions from which VCT shareholders may benefit. Assuming an investor had benefitted from the initial income tax relief of 30% which was available to investors in the tax years in which the initial offer for "C" shares was made, the Share Price Total Return of the "C" share fund would be 219%. Also, this analysis does not include the effect of the additional benefits of income tax-free dividends or capital gains tax exemptions which are available to VCT investors.

1 The Share Price Total Return is the return attributable to the share price of the "C" shares held assuming that dividends paid in respect of those shares were immediately reinvested in shares at the market price as at the date the dividends were paid.

2 The NAV Total Return is the net asset value of the "C" shares held plus the cumulative dividends paid to those shares over the period in which they were held.

3 The Share Price Total Return (with Tax Benefit) demonstrates the return if the equivalent pre-tax dividend was reinvested in shares at the market price as at the date the dividends were paid, assuming a tax rate of 35% for illustration purposes.

Total shareholder return on "D" shares



The graph demonstrates the change in value, in terms of Share Price Total Return[1] and NAV Total Return[2], based on £100 invested in "D" shares on the date they were first listed on the London Stock Exchange (15 March 2014) over the period to 28 February 2017 compared with the total return attributable to £100 invested in companies comprising the FTSE 100 Index over the same period. For illustration purposes, a Share Price Total Return (with Tax Benefit)[3] is also presented.

The graph shows that there has been a net increase in shareholder return based on NAV during the year, which is representative of the net upward revaluation of investments, as detailed in the Investment Managers Report, and revenue earned and dividends paid.

The "D" share fund's Share Price Total Return and NAV Total Return presented in the graph do not include the effects of VCT tax relief or income tax and capital gains tax exemptions from which VCT shareholders may benefit. Assuming an investor had benefitted from the initial income tax relief of 30% which was available to investors in the tax years in which the initial offer for "D" shares was made, the Share Price Total Return of the "D" share fund would be 159%. Also, this analysis does not include the effect of the additional benefits of income tax-free dividends or capital gains tax exemptions which are available to VCT investors.

1 Share Price Total Return is the return attributable to the share price of the "D" shares held assuming that dividends paid in respect of those shares were immediately reinvested in shares at the market price as at the date the dividends were paid.

2 NAV Total Return is the net asset value of the "D" shares held plus the cumulative dividends paid to those shares over the period in which they were held.

3 The Share Price Total Return (with Tax Benefit) demonstrates the return if the equivalent pre-tax dividend was reinvested in shares at the market price as at the date the dividends were paid, assuming a tax rate of 35% for illustration purposes.

Voting on the Directors' Remuneration Policy and Directors' Remuneration Report at AGMs

At the last AGM held on 21 July 2016, the shareholders approved the Directors' Remuneration Report in respect of the year ended 29 February 2016. Votes representing 1,792,841 shares (80.64%) were in favour of the resolution, votes representing 430,453 shares (19.36%) were against, and votes representing 16,430 shares were withheld. At the AGM held on 29 July 2014 shareholders last approved the Directors' Remuneration Policy and votes representing 95.1% of shares were voted in favour of the resolution, votes representing 4.9% voted against the resolution and votes representing 61,077 shares were withheld.

Ordinary resolutions to approve the Directors' Remuneration Policy and this Directors' Remuneration Report will be proposed at the forthcoming AGM.

On behalf of the Board

David Pinckney
Chairman

1 June 2017

The Board of Ventus VCT plc has considered the principles and recommendations of the AIC Code of Corporate Governance ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code (the "Code"), as well as setting out additional principles and recommendations on issues that are of specific relevance to member companies of the AIC.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the Code), will provide better information to shareholders. The Company has complied with the recommendations of the AIC Code and the relevant provisions of the Code, except as set out below.

The Code includes provisions relating to:

> the role of the chief executive
> executive directors' remuneration
> remuneration committee.

For the reasons set out in the AIC Guide, and as explained in the Code, the Board considers these provisions are not relevant to the position of the Company, being an externally managed investment company. In particular, all of the Company's day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no executive directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

In addition to the provisions above, the Directors acknowledge that the Company does not comply with the AIC Code in its recommendation that the chairman of a company may not chair the Audit Committee. However, the Board considers that, in view of his extensive international auditing experience, it is appropriate and in the interests of shareholders that David Pinckney, as Chairman of the Company, should also chair the Audit Committee. Also, the Company does not comply with the AIC Code in its recommendation that the Board appoints a senior independent director. However, the Board considers that as the Directors are few in number the Company does not require a senior independent director.

Board of Directors

For the year ended 28 February 2017 the Board consisted of three Directors, all of whom are non-executive. The Board ensures that it has the appropriate balance of skills, experience, length of service and knowledge of the Company amongst its Directors. Rick Abbott died on 3 March 2017. Jo Dixon was appointed to the Board as a non-executive Director on 1 April 2017. Biographical information on the current Directors is shown in the Directors' Information on page 34.

Independence

The Board has reviewed the independence of each Director and of the Board as a whole. Directors withdrew from discussions concerning their individual status. No Directors of the Company are directors of another company managed by the Investment Manager. The Board believes that each Director has demonstrated that he is independent in character and judgement and independent of the Investment Manager and therefore, that David Pinckney, David Williams and Jo Dixon are each considered independent. The Board is of the view that length of service will not necessarily compromise the independence or effectiveness of Directors where continuity and experience can be of significant benefit to the Company and its shareholders. However, in accordance with the AIC Code any Director who has served for more than nine years will stand for re-election annually therefore a resolution to re-elect David Pinckney is included in the Notice of AGM.

Directors' responsibilities

The Board meets at least quarterly and is in regular contact with the Investment Manager between these meetings. The Directors also held two strategy meetings with the Investment Manager during the year. The number of meetings of the Board and the Audit Committee held during the year and the attendance of the Directors is shown in the table below:

	Held	Board Meetings Attended	Held	Audit Committee Meetings Attended
David Pinckney (Chairman)	4	4	3	3
Richard Abbott	4	4	3	3
David Williams	4	4	3	3

All the Directors are equally responsible under the law for the proper conduct of the Company's affairs. In addition, the Directors are responsible for ensuring that the policies and operations are in the best interests of all the Company's shareholders and that the best interests of creditors and suppliers to the Company are properly considered. The Board has a formal schedule of matters specifically reserved to it for decision, to ensure that it has firm direction and control of the Company. The schedule of matters reserved to it includes the general investment strategy of the Company and the performance of the Company.

All Directors have direct access to the Company Secretary and independent advisers at the Company's expense provided prior clearance has been obtained from the Board. The Company Secretary is responsible to the Board for ensuring that Board and Committee procedures are followed and for compliance with applicable statutory rules and regulations and for ensuring the timely delivery of information.

When Directors have concerns that cannot be resolved about the running of the Company or a proposed action, they are asked to ensure that their concerns are recorded in the Board minutes. On resignation, a Director who has any such concerns is encouraged to provide a written statement to the Chairman, for circulation to the Board.

The terms and conditions of appointment of non-executive Directors are available upon written application to the Company Secretary. Directors appointed by the Board to fill a vacancy are required to submit to election at the next AGM by separate resolution. The Company may by ordinary resolution appoint any person who is willing to act as a Director, either to fill a vacancy or as an additional Director. Upon joining the Board, new Directors will receive a full, formal and tailored induction. As the Company has no major shareholders, it is considered unnecessary to provide shareholders with the opportunity to meet new non-executive Directors at a specific meeting other than an AGM. At each AGM of the Company one third of the Directors shall retire from office and, being eligible, be proposed for re-election. The Directors to retire will be those who have been longest in office or, in the case of those who were appointed or re- appointed on the same day, will be (unless they otherwise agree) determined by lot. The Company may by ordinary resolution remove any Director before his period of office has expired. In accordance with the AIC Code, David Pinckney stands for re-election, as a non-executive Director serving more than nine years should be subject to annual re-election.

The Company has in place directors' and officers' liability insurance.

The performance of the Board, Audit Committee and individual Directors has been evaluated through an assessment process led by the Chairman. The assessment process included consideration of performance monitoring and evaluation, strategy and corporate issues, shareholder value and communications and governance.

Report from the Audit Committee

The Audit Committee comprises David Pinckney, David Williams and Jo Dixon. David Pinckney has extensive international auditing experience (detailed in the Directors' Information on page 34) and is Chairman of both the Audit Committee and the Board of the Company. The Committee meets at least twice a year to review the audit plan and the Annual and Half-yearly Financial Statements before submission to the Board. The roles and responsibilities of the Audit Committee, including reviewing the Company's internal controls, risk management systems and monitoring Auditor independence, are set out in written terms of reference and are available on the Company's website www.ventusvct.com and are also available upon written application to the Company Secretary. The Audit Committee has primary responsibility for making recommendations on the appointment, reappointment and removal of the external Auditor.

The Audit Committee met three times this year and the Audit Committee chairman also held private discussions with the external Auditor without the Investment Manager present. After each meeting, the Chairman reports to the Board on the matters discussed, on recommendations and actions to be taken.

During the year ended 28 February 2017 the Audit Committee discharged its responsibilities by:

> reviewing all financial statements released by the Company (including the annual and Half-yearly Financial Report);
> reviewing the Company's accounting policies;
> monitoring the effectiveness of the system of internal controls and risk management; no significant weaknesses were identified in the year under review;
> approving the external Auditor's plan and fees;
> receiving a report from the external Auditors following its detailed audit work, and discussing key issues arising from that work;
> reviewing its own terms of reference; and
> reviewing the internal audit plan and the recommendations from the internal Auditors.

The key areas of risk identified by the Audit Committee in relation to the business activities and financial statements of the Company are:

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

These matters are monitored regularly by the Investment Manager, and reviewed by the Board at every Board meeting. They were also discussed with the Investment Manager and the Auditor at the Audit Committee meeting held to discuss the annual financial statements.

The Audit Committee concluded:

VCT Status –the Investment Manager confirmed to the Audit Committee that the conditions for maintaining the Company's status had been complied with throughout the year. The Investment Manager typically attains pre-approval from HM Revenue & Customs for each qualifying investment. New investments and the Company's VCT status are also reviewed by the Company's tax adviser, Philip Hare & Associates LLP.

Valuation of unquoted investments – the Investment Manager confirmed to the Audit Committee that the basis of valuation for unquoted investments was consistent with the prior year and in accordance with published industry guidelines, taking account of the latest available information about investee companies and current market data. A comprehensive report on the valuation of investments is presented and discussed at Board meetings; Directors are also consulted about material changes to those valuations between Board meetings.

Revenue recognition and recoverability – the Audit Committee considered the revenue recognised during the year and the revenue receivable by the Company at the year end and is satisfied that they are appropriately accounted for.

The Investment Manager and the Auditor confirmed to the Audit Committee that they were not aware of any unadjusted material misstatements. Having reviewed the reports received from the Investment Manager and the Auditor, the Audit Committee is satisfied that the key areas of risk and judgement have been properly addressed in the financial statements and that the significant assumptions used in determining the value of assets and liabilities have been properly appraised and are sufficiently robust.

The Audit Committee has managed the relationship with the external Auditor and assessed the effectiveness of the audit process. When assessing the effectiveness of the process for the year under review the Audit Committee considered the Auditor's technical knowledge and that it has a clear understanding of the business of the Company; that the audit team is appropriately resourced; that the Auditor provided a clear explanation of the scope and strategy of the audit and that the Auditor maintained independence and objectivity. As part of the review of Auditor effectiveness and independence, BDO LLP ("BDO") has confirmed that it is independent of the Company and has complied with professional accounting standards. BDO and prior to its merger, PKF (UK) LLP, has held office as Auditor for seven years and in accordance with professional guidelines the engagement partner is rotated after at most five years. The current partner started working with the Company in the current financial year and was responsible for the review of the Half-yearly Financial Report.

The appointment of BDO as the Company's Auditor was approved by shareholders at the AGM held on 21 July 2016. Following the review noted above the Audit Committee is satisfied with the performance of BDO and recommends the services of BDO to the shareholders in view of both that performance and the firm's extensive experience in auditing VCTs. A resolution to re-appoint BDO as Auditor to the Company will be proposed at the forthcoming AGM.

The Audit Committee reviews the nature and extent of non-audit services provided by the Company's Auditor and ensures that the Auditor's independence and objectivity is safeguarded. During the year under review, the Company's Auditor provided tax compliance services, iXBRL tagging services and a review of the Half-yearly Financial Report. The Board believes that the appointment of BDO to supply these services was in the interest of the Company due to its knowledge of the Company and the VCT sector. BDO was, therefore, in a position to provide a greater efficiency of service compared to other potential providers of these services. The Board is satisfied that the fees charged and work undertaken did not affect BDO's objectivity as the proportion of the fees earned from the Company for other services was relatively small in relation to the audit fees. Also, the tax services were provided by a separate team and did not involve undertaking any internal review or management role nor did these services create any self-review conflict over the preparation of the information reported in the accounts.

Nomination Committee

The Nomination Committee comprises David Williams (Chairman), David Pinckney and Jo Dixon. In accordance with the AIC Code David Williams, who is an independent non-executive Director, was appointed chairman of the Nomination Committee. The Nomination Committee has considered the recommendations of the Code concerning diversity and welcomes such initiatives generally. The Nomination Committee believes, however, that all appointments should be made on merit rather than positive discrimination. The Nomination Committee is clear that maintaining an appropriate balance round the board table through a diverse mix of skills, experience, knowledge and background is of paramount importance and gender diversity is a significant element of this.

Any search for new Board candidates will be conducted, and appointments made, on merit, against objective selection criteria having due regard, among other things, to the benefits of diversity on the Board. The appointment of Jo Dixon as a non-executive Director, was made following the year end, following a formal process conducted by the Nomination Committee.

Remuneration Committee

To date, no Remuneration Committee has been established. Where an investment company has no executive directors, the Code principles relating to directors' remuneration do not apply and as such no Remuneration Committee has been appointed. Matters relating to remuneration of Directors, all of whom are non-executive, are considered by the Board and any Director is excluded from meetings whose purpose is the setting of his own remuneration.

Internal control

The Directors acknowledge their responsibility for the Company's risk management and systems of internal control and for reviewing their effectiveness. Internal control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss. The Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Company, which accords with the Turnbull guidance which has been in place for the year under review and up to the date of approval of the accounts. The Board has delegated, contractually to third parties, the investment management, the custodial services (which include safeguarding the Company's assets), the day-to-day accounting, company secretarial and administration requirements and the registration services. Each of these contracts was entered into after full and proper consideration by the Board of the quality and cost of services offered.

In April 2012, the Company appointed Roffe Swayne, an independent external party, to undertake an internal audit programme to review the processes and procedures in place at the Investment Manager. Roffe Swayne agreed a three year rolling internal audit plan in consultation with the Investment Manager and the Directors based on risks and control objectives identified jointly. Roffe Swayne tests the satisfactory operation of internal controls for the Company and reports to the Audit Committee once or twice yearly. The controls on which Roffe Swayne is focusing are portfolio management, asset management, execution of investment and divestment decisions and back office operations, including Sharepoint and cyber security. Roffe Swayne has reported to the Audit Committee that key controls tested in the current year are predominantly effectively and efficiently designed and operate to mitigate the risks associated with them. The Board will continue to monitor and review the risk management process on a regular basis.

The Company has a clearly defined investment policy and process. Investment decisions are made by the Investment Manager after approval has been received from the Investment Committee of the Investment Manager. In certain circumstances investment decisions are referred to the Board for approval after due consideration of the recommendations of the Investment Committee of the Investment Manager. The Board performs regular reviews of the Company's performance in respect of the investments and other assets, liabilities, revenue and expenditure.

The Audit Committee reviews each of the Company's Half-yearly and Annual Reports and associated announcements. The Audit Committee regularly reviews management accounts information to make comparisons to budget. The Audit Committee also regularly reviews the internal controls adopted and implements appropriate policies to deal with operational risks. The findings of the external Auditor in respect of internal controls and financial reporting are discussed at Audit Committee meetings and appropriate recommendations are made to the Board.

The principal features of the internal control systems which the Investment Manager has in place in respect of the Company's financial reporting include:

> authorisation limits over expenditure incurred by the Company;

> segregation of duties between the analysis of investment valuations, review of the assumptions made in valuing investments and the recording of these valuations in the accounting records;

> bank reconciliations, carried out on a regular basis; and

> review by the Audit Committee of financial information prior to its publication.

Performance of the Investment Manager

The primary focus of regular Board meetings is to review the investment performance against the Company's stated investment policy and objectives. In doing so, the Board assesses the performance of the Investment Manager and considers whether the arrangements made between the Company and the Investment Manager are appropriate and in the interests of shareholders. The Board completed a formal assessment of the performance of the current Investment Manager and in the opinion of the Directors, the continuing appointment of Temporis Capital Limited as the Investment Manager, on the terms agreed, is in the interests of the shareholders. The Directors are satisfied that the Investment Manager will continue to manage the Company's investment programme in a way which will enable the Company to achieve its objectives.

Share Capital

The Company has three classes of shares, ordinary, "C" and "D" shares, which carry no right to fixed income. Details of the Company's share capital, including the number of shares authorised and allotted, are set out in the Directors' Report. In accordance with the Company's Articles of Association, subject to the provisions of the Companies Act 2006 and to any special rights conferred on the holders of any other shares, any shares may be issued with or have attached to them such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may decide. The powers of the Company's Directors in relation to the Company issuing or buying back its own shares are set out in the Director's Report.

Voting

At a general meeting of the Company, on a show of hands, every member who is present in person and entitled to vote shall have one vote and on a poll every member who is present in person or by proxy and entitled to vote shall have one vote for every share held.

Dividends

Any profits of each share fund which the Company may determine to distribute in respect of any financial year shall be distributed among the shareholders pro rata according to the amounts paid up or credited as paid up on the shares held.

Capital entitlement

The capital and assets of the Company on a winding-up or other return of capital shall be applied in repaying to the shareholders the amounts paid up or credited as paid up on such shares and subject thereto shall belong to and be distributed according to the number of such shares held.

Major interests in the Company's shares

The identity of each of the shareholders with a significant holding as at the year end and the date of this report, including details of the size and nature of their holding, is disclosed in the Substantial Interests section of the Directors' Report. As at the year end and date of this report the Company had no immediate or ultimate controlling parties and there were no shares in issue carrying special rights with regard to control of the Company.

Articles of Association

The Company may by special resolution make amendment to the Company's Articles of Association.

Relations with shareholders

The Company communicates with shareholders and solicits their views where it is appropriate to do so. All shareholders are welcome at the AGM, which provides a forum for shareholders to ask questions of the Directors and to discuss with them issues affecting the Company. The Board is also happy to respond to any written queries made by shareholders during the course of the year. Shareholders may write to the Board of Ventus VCT plc at the following address: c/o The City Partnership (UK) Limited, 110 George Street, Edinburgh, EH2 4LH.

The Board as a whole approves the Chairman's Statement which forms part of the Annual and Half-yearly Financial Report to shareholders in order to ensure that they present a balanced and understandable assessment of the Company's position and future prospects. The Board confirms that the Annual Report and

Financial Statements, taken as a whole, are fair, balanced and understandable and provide information necessary for shareholders to assess the Company's position, performance, business model and strategy. Notice of the AGM accompanies this Annual Report, which is sent to shareholders a minimum of 20 working days before the meeting.

A separate resolution is proposed at the AGM on each substantially separate issue. The Registrar collates the proxy votes, and the results (together with the proxy forms) are forwarded to the Company Secretary immediately prior to the AGM. In order to comply with the Code, proxy votes are announced at the AGM, following each vote on a show of hands, except in the event of a poll being called. The notice of the next AGM can be found at the end of these Financial Statements. A proxy form in respect of this meeting has been issued to shareholders separately.

For and on behalf of the Board

David Pinckney
Chairman

1 June 2017

The Company's Board comprises three Directors, all of whom are independent of the Investment Manager. The Directors operate in a non-executive capacity and are responsible for overseeing the investment strategy of the Company. The Directors have wide experience of investment in both smaller growing companies and larger quoted companies. Information about the current Directors is set out below.

David Pinckney - Chairman of the Company and Audit Committee

David Pinckney retired in December 2003 as Vice Chairman of AXA Investment Managers, the investment management arm for the AXA Group with over $500 billion under management, having particular responsibilities for the Far East and the Group's Compliance, Risk Management and Internal Audit functions. He was formerly senior Audit Partner in Paris, with responsibility for France and French speaking Africa with Peat Marwick Mitchell & Co. (now KPMG). He was Managing Director of Wrightson Wood Financial Services Limited and Joint Managing Director of Thornton Management Limited (a subsidiary of Dresdner Bank). He was chairman of the AIM-quoted Park Row Group plc, chairman of Rutley European Property Ltd and chairman of Syndicate Asset Management plc. He was a Director of Albion Development VCT plc. He is a chartered accountant and he is an "Expert Comptable" (French accountant). He is fluent in French and was a governor of the British School in Paris. He was a member of the Committee of Management of the Institute of Child Health. He has been a member of the Board since October 2004.

David Williams – Director

David Williams is a graduate in Electrical and Electronic Engineering and has been involved in renewable energy for over 27 years (with 20 years as CEO), starting his career with UK utility company SWALEC. He set up Energy Power Resources (EPR) in 1996 and co-founded Eco2 in 2002. Renewable Energy Projects under his management over the 27 years equate to 700MW of capacity and £2.3Bn of funds raised. This saves over 1.75M tonnes of CO_2 every year and supplies the equivalent of 1.4M homes with renewable energy.

He has advised the British Government on a number of expert panels including being a member of the UK Government's Renewable Advisory Board and currently Chairs the Welsh Government's Energy & Environment Sector Panel.

He has three lifetime achievement awards in respect of his work in renewable energy, including an Honorary Doctorate in recognition of his outstanding contribution to the sector from the University of South Wales and the Ernst & Young Entrepreneur of the Year Award for the London and South Region in 2012. In 2014, he was assessed by the Western Mail as being in the top 35 most influential people on the Welsh Economy. He has been a member of the Board since July 2010.

Jo Dixon - Director

Jo Dixon is a chartered accountant with experience as a non-executive director in a number of companies in the investment trust sector. She is currently a director and audit chairman of Standard Life Equity Income Trust plc, JP Morgan European Investment Trust plc, Strategic Equity Capital Trust plc, BB Healthcare Trust plc and F & C Global Smaller Companies plc, all of which companies are publicly quoted and listed on the London Stock Exchange. She retired as director and chair of the audit committee of Worldwide Healthcare Trust plc in September 2016 and Baring Emerging Europe plc in January 2015. She also stood down from the board of Plutus Powergen plc in June 2016. She spent her early career in the City, including appointments at Shire Trust Limited and the NatWest Group. She has also worked in senior finance roles at Newcastle United plc, Serco Group plc and The Eden Project. She has been a member of the Board since April 2017.

Directors' responsibilities

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

Company law requires the Directors to prepare Financial Statements for each financial year. Under Company law the Directors are required to prepare the Financial Statements and have elected to prepare the Company Financial Statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for the Company for that period.

In preparing these Financial Statements, the Directors are required to:

> select suitable accounting policies and then apply them consistently;

> make judgements and accounting estimates that are reasonable and prudent;

> state whether they have been prepared in accordance with IFRSs as adopted by the European Union,, subject to any material departures disclosed and explained in the Financial Statements; and

> prepare a Strategic Report, Directors' Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Website publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial Statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of Financial Statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the Financial Statements contained therein.

Directors' responsibilities pursuant to FCA's Disclosure and Transparency Rules

The Directors confirm to the best of their knowledge:

> The Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and

> The Annual Report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description or the principal risks and uncertainties that they face.

The names and functions of all the Directors are stated in the Directors' Information on page 34.

For and on behalf of the Board

David Pinckney
Chairman

1 June 2017

COMPANY INFORMATION

Directors
David Pinckney
David Williams
Jo Dixon
Richard Abbott (deceased 3 March 2017)

Investment Manager and Registered Office

Temporis Capital Limited
Berger House
36 - 38 Berkeley Square
London
W1J 5AE

Company Secretary

The City Partnership (UK) Limited
110 George Street
Edinburgh
EH2 4LH

Principal Banker

Barclays Bank plc
1 Churchill Place
London
E14 5HP

Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Solicitors

Howard Kennedy LLP
No.1 London Bridge
London
SE1 9BG

VCT Taxation Adviser

Philip Hare & Associates LLP
Suite C- First Floor
4-6 Staple Inn
London
WC1V 7QH

Broker

Panmure Gordon (UK) Limited
One New Change
London
EC4M 9AF

Registrars

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

Internal Auditor

Roffe Swayne
Ashcombe Court
Godalming
Surrey
GU7 1LQ

Depositary

Heritage Depositary Company (UK) Limited
The Innovation Centre
Northern Ireland Science Park
Queen's Road
Belfast
BT3 9DT

Website

www.ventusvct.com

Opinion on the financial statements

In our opinion:

> the financial statements give a true and fair view of the state of the Company's affairs as at 28 February 2017 and its profit for the year then ended;

> the financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and

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

The financial statements comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

Respective responsibilities of Directors and Auditor

As explained more fully in the report of the Directors, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

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

Our assessment of and response to the risks of material misstatement and overview of the scope of our audit

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate

Our audit approach was developed by obtaining an understanding of the Company's activities, the key functions undertaken on behalf of the Board by the Investment Manager and the overall control environment. Based on this understanding we assessed those aspects of the Company's transactions and balances which were most likely to give rise to a material misstatement.

The valuation of investments in the underlying investment portfolio and revenue recognition were the risks that had the greatest impact on our audit strategy and scope, including the allocation of resources in the audit. The Audit Committee's consideration of these key matters is set out on page 30.

Risk description	How our audit addressed the risk
Valuation of Investments The valuation of investments is a highly subjective accounting estimate where there is an inherent risk of management override arising from the investment valuations being prepared by the Investment Manager, who is remunerated based on the net asset value of the Company. 100% of the underlying investment portfolio is represented by unquoted equity and mezzanine loan investments. 98% of the investments are valued using discounted cash flow models prepared by the Investment Manager with the remaining 2% valued at cost.	In respect of the equity investments valued using discounted cash flow models, we performed the following specific procedures: > Used spreadsheet analysis tools to assess the integrity of the valuation models and track changes to inputs or structure > Agreed power price forecasts to independent reports > We analysed changes in significant assumptions compared with assumptions audited in previous periods and vouched these to independent evidence > Challenged the appropriateness of the selection and application of key assumptions in the model including the discount factor, inflation, power prices and energy yield life by benchmarking to available industry data and consulting with our internal valuations specialists > Considered the accuracy of forecasting by comparing previous forecasts to actual results For mezzanine loan investments we performed the following: > Vouched to loan agreements and verified the terms of the loan > Considered wider economic and commercial factors that, in our opinion could impact on the recoverability and fair value of the loan > Considered the carrying value of the loan with regard to the "unit of account" concept.

Risk description	How our audit addressed the risk
	For the one investment valued at cost we performed the following: > Considered the appropriateness of this methodology by reviewing the operational performance of the Company to determine whether this is an approximation of fair value > Challenged the investment manager on the need for impairment. For each of the key assumptions in the valuation models, we considered the appropriateness of the assumption and whether alternative reasonable assumptions could have been applied. We considered each assumption in isolation as well as in conjunction with other assumptions and the valuation as a whole. Where appropriate, we sensitised the valuations where other reasonable alternative assumptions could have been applied. We also considered the completeness and clarity of disclosures regarding the range of reasonable alternative assumptions in the financial statements.
Revenue recognition Revenue consists of dividends receivable from the investee companies and interest earned on loan stock and cash balances. Revenue recognition is considered to be a significant audit risk as it is one of the key drivers of dividend returns to investors. In particular, in unquoted companies, dividends receivable can be difficult to predict.	We assessed the design and the implementation of the controls relating to revenue recognition and we developed expectations for interest income receivable based on loan instruments and investigated any variations in amounts recognized to ensure they were valid. We also reviewed the recognition and classification of accrued income receipts to ascertain whether it meets the definition of realised income, considering management information relevant to the ability of the investee company to service the loan and the reasons for any arrears of loan interest. In respect of dividends receivable, we compared actual income to expectations set based on dividends declared by the investee companies. We reviewed the categorisation of dividends received from the investee companies between revenue and capital.

Our application of Materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. For planning, we consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements. Importantly, misstatements below this level will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements.

The application of these key considerations gives rise to two levels of materiality, the quantum and purpose of which are tabulated below.

Material measure	Purpose	Key considerations and benchmarks	Quantum (£)
Financial statement materiality	Assessing whether the financial statements as a whole present a true and fair view	Based on 2% of the value of investments considering: > The level of judgement inherent in the valuation > The range of reasonable alternative valuation	685,000
Specific materiality – classes of transactions and balances which impact on revenue return	Assessing those classes of transactions, balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	10% of revenue return before tax for the year	155,000

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £13,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

Opinion 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

> the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Statement regarding the Directors' assessment of principal risks, going concern and longer term viability of the Company

We have nothing material to add or to draw attention to in relation to:

> the Directors' confirmation in the annual report that they have carried out a robust assessment of the principal risks facing the entity, including those that would threaten its business model, future performance, solvency or liquidity,

> the disclosures in the annual report that describe those risks and explain how they are being managed or mitigated,

> the Directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them and their identification of any material uncertainties over the entity's ability to continue over a period of at least twelve months from the date of approval of the financial statements, and

> the Directors' explanation in the annual report as to how they have assessed the prospects of the entity, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the entity will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

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 misstatement in the strategic report and Directors' report.

Under the ISAs (UK and Ireland), we are required to report to you if, in our opinion, information in the annual report is:

> materially inconsistent with the information in the audited financial statements; or

> apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Company acquired in the course of performing our audit; or

> is otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the Directors' statement that they consider the annual report is fair, balanced and understandable and whether the annual report appropriately discloses those matters that we communicated to the Audit Committee which we consider should have been disclosed.

Under the Companies Act 2006 we are required 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

Under the Listing Rules we are required to review the parts of the Directors' statement relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the Auditor in accordance with Listing Rule 9.8.10 R(2). The Listing Rules also require that we review the Directors' statements set out on page 21 regarding going concern and longer term viability.

We have nothing to report in respect of these matters.

Michelle Carroll
(senior statutory auditor)
For and on behalf of BDO LLP,
statutory auditor
London
United Kingdom

1 June 2017

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

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2017

		Ordinary Shares			"C" Shares			"D" Shares			Total		
	Note	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Realised gains on investments	9	-	1	1	-		-	-	-	-	-	1	1
Net unrealised gain on investments	9	-	1,397	1,397	-	1,229	1,229	-	150	150	-	2,776	2,776
Income from investments	2	1,079	-	1,079	1,016	-	1,016	64	-	64	2,159	-	2,159
Investment management fees	3	(188)	(564)	(752)	(86)	(259)	(345)	(15)	(45)	(60)	(289)	(868)	(1,157)
Other expenses	4	(179)	-	(179)	(124)	-	(124)	(23)	-	(23)	(326)	-	(326)
Profit before taxation		712	834	1,546	806	970	1,776	26	105	131	1,544	1,909	3,453
Taxation	6	(20)	20	-	(39)	39	-	(5)	5	-	(64)	64	-
Profit and total comprehensive income for the year attributable to shareholders		692	854	1,546	767	1,009	1,776	21	110	131	1,480	1,973	3,453
Earnings per share:													
Basic and diluted earnings per share (p)	8	**4.24**	**5.24**	**9.48**	**6.80**	**8.93**	**15.73**	**1.05**	**5.51**	**6.56**			

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

The total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as adopted by the European Union. The revenue and capital columns shown above constitute supplementary information prepared under the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2014 ("SORP") published by the Association of Investment Companies.

The accompanying notes on pages 46 to 63 form an integral part of these Financial Statements.

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 29 February 2016

		Ordinary Shares			"C" Shares			"D" Shares			Total		
	Note	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000	Revenue £000	Capital £000	Total £000
Realised gain/(loss) on investments	9	-	20	20	-	(33)	(33)	-	-	-	-	(13)	(13)
Net unrealised gain/(loss) on investments	9	-	523	523	-	(47)	(47)	-	629	629	-	1,105	1,105
Income from Investments	2	1,290	-	1,290	1,272	-	1,272	162	-	162	2,724	-	2,724
Investment management fees	3	(124)	(373)	(497)	(87)	(260)	(347)	(12)	(35)	(47)	(223)	(668)	(891)
Other expenses	4	(158)	(101)	(259)	(105)	(5)	(110)	(18)	-	(18)	(281)	(106)	(387)
Profit/(loss) before taxation		1,008	69	1,077	1,080	(345)	735	132	594	726	2,220	318	2,538
Taxation	6	(53)	53	-	(42)	42	-	(4)	4	-	(99)	99	-
Profit/(loss) and total comprehensive income for the year attributable to shareholders		955	122	1,077	1,038	(303)	735	128	598	726	2,121	417	2,538
Earnings per share:													
Basic and diluted earnings per share (p)	8	**5.85**	**0.75**	**6.60**	**9.18**	**(2.67)**	**6.51**	**7.28**	**34.39**	**41.67**			

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

The total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as adopted by the European Union. The revenue and capital columns shown above constitute supplementary information prepared under the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2014 ("SORP") published by the Association of Investment Companies.

The accompanying notes on pages 46 to 63 form an integral part of these Financial Statements.

STATEMENT OF FINANCIAL POSITION
for the year ended 28 February 2017

	Notes	Year ended 28 February 2017 Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000	Year ended 29 February 2016 Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Non-current assets									
Investments	9	17,597	14,245	2,509	34,351	16,466	13,042	2,359	31,867
		17,597	14,245	2,509	34,351	16,466	13,042	2,359	31,867
Current assets									
Trade and other receivables	10	440	344	116	900	3,098	421	104	3,623
Cash and cash equivalents	11	782	97	2	881	309	325	97	731
		1,222	441	118	1,781	3,407	746	201	4,354
Total assets		18,819	14,686	2,627	36,132	19,873	13,788	2,560	36,221
Current liabilities									
Trade and other payables	12	(135)	(54)	(9)	(198)	(126)	(30)	(3)	(159)
Net current assets		1,087	387	109	1,583	3,281	716	198	4,195
Net assets		18,684	14,632	2,618	35,934	19,747	13,758	2,557	36,062
Equity attributable to equity holders									
Share capital	13	4,076	2,832	498	7,406	4,076	2,832	498	7,406
Capital redemption reserve		1,587	-	-	1,587	1,587	-	-	1,587
Share premium		-	-	1,433	1,433	-	-	1,433	1,433
Special reserve		7,415	7,667	-	15,082	8,761	7,667	-	16,428
Capital reserve – realised		(1,840)	(1,953)	519	(3,274)	(1,297)	(1,733)	559	(2,471)
Capital reserve – unrealised		7,446	5,881	150	13,477	6,049	4,652	-	10,701
Revenue reserve		-	205	18	223	571	340	67	978
Total equity		18,684	14,632	2,618	35,934	19,747	13,758	2,557	36,062
Basic and diluted net asset value per share (p)	14	**114.6**	**129.7**	**131.5**		**121.1**	**122.0**	**128.4**	

Approved by the Board and authorised for issue on 1 June 2017.

David Pinckney
Chairman

The accompanying notes on pages 46 to 63 form an integral part of these Financial Statements.

Ventus VCT plc. Registered No: 05205442

STATEMENT OF CHANGES IN EQUITY
for the year ended 28 February 2017

Ordinary Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2016	4,076	1,587	-	8,761	(1,297)	6,049	571	19,747
Transfer from special reserve to revenue reserve	-	-	-	(1,346)	-	-	1,346	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(543)	1,397	692	1,546
Dividends paid in the year							(2,609)	(2,609)
At 28 February 2017	4,076	1,587	-	7,415	(1,840)	7,446	-	18,684

"C" Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2016	2,832	-	-	7,667	(1,733)	4,652	340	13,758
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(220)	1,229	767	1,776
Dividends paid in the year	-	-	-	-	-	-	(902)	(902)
At 28 February 2017	2,832	-	-	7,667	(1,953)	5,881	205	14,632

"D" Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2016	498	-	1,433	-	559	-	67	2,557
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(40)	150	21	131
Dividends paid in the year	-	-	-	-	-	-	(70)	(70)
At 28 February 2017	498	-	1,433	-	519	150	18	2,618

Total	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2016	7,406	1,587	1,433	16,428	(2,471)	10,701	978	36,062
Transfer from special reserve to revenue reserve	-	-	-	(1,346)	-	-	1,346	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(803)	2,776	1,480	3,453
Dividends paid in the year	-	-	-	-	-	-	(3,581)	(3,581)
At 28 February 2017	7,406	1,587	1,433	15,082	(3,274)	13,477	223	35,934

All amounts presented in the Statement of Changes in Equity are attributable to equity holders. The reserves available for distribution comprise the revenue reserve, special reserve and realised capital reserve. The special reserve may be used to fund buy-backs of shares, as and when it is considered by the Board to be in the interests of the shareholders, and to pay dividends.

The accompanying notes on pages 46 to 63 form an integral part of these Financial Statements.

Ordinary Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2015	4,076	1,587	-	9,176	(2,957)	7,587	343	19,812
Transfer from special reserve to revenue reserve	-	-	-	(415)	-	-	415	-
Transfer of unrealised gains on investment to realised gains on investment	-	-	-	-	2,061	(2,061)	-	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(401)	523	955	1,077
Dividends paid in the year							(1,142)	(1,142)
At 29 February 2016	4,076	1,587	-	8,761	(1,297)	6,049	571	19,747

"C" Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2015	2,832	-	-	7,667	(1,477)	4,699	92	13,813
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(256)	(47)	1,038	735
Dividends paid in the year	-	-	-	-	-	-	(790)	(790)
At 29 February 2016	2,832	-	-	7,667	(1,733)	4,652	340	13,758

"D" Shares	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2015	498	-	1,433	-	(39)	-	(21)	1,871
Profit/(loss) and total comprehensive income for the year	-	-	-	-	598	-	128	726
Dividends paid in the year	-	-	-	-	-	-	(40)	(40)
At 29 February 2016	498	-	1,433	-	559	-	67	2,557

Total	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
At 1 March 2015	7,406	1,587	1,433	16,843	(4,473)	12,286	414	35,496
Transfer from special reserve to revenue reserve	-	-	-	(415)	-	-	415	-
Transfer of unrealised gains on investment to realised gains on investment	-	-	-	-	2,061	(2,061)	-	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(59)	476	2,121	2,538
Dividends paid in the year	-	-	-	-	-	-	(1,972)	(1,972)
At 29 February 2016	7,406	1,587	1,433	16,428	(2,471)	10,701	978	36,062

The accompanying notes on pages 46 to 63 form an integral part of these Financial Statements.

STATEMENT OF CASH FLOWS
for the year ended 28 February 2017

	Year ended 28 February 2017				Year ended 29 February 2016			
	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Cash flows from operating activities								
Investment income received	3,607	1,105	53	4,765	969	1,027	56	2,052
Deposit interest received	11	1	-	12	3	1	1	5
Investment management fees paid	(752)	(345)	(60)	(1,157)	(497)	(346)	(46)	(889)
Other cash payments	(51)	(112)	(18)	(181)	(382)	(72)	(25)	(479)
Cash generated from/ (used in) operations	2,815	649	(25)	3,439	93	610	(14)	689
Taxes paid	-	-	-	-	-	-	-	-
Net cash inflow/ (outflow) from operating activities	2,815	649	(25)	3,439	93	610	(14)	689
Cash flows from investing activities								
Purchases of investments	-	-	-	-	(979)	(294)	(1,018)	(2,291)
Proceeds from investments	267	26	-	293	588	47	-	635
Net cash inflow/(outflow) from investing activities	267	26	-	293	(391)	(247)	(1,018)	(1,656)
Cash flows from financing activities								
Dividends paid	(2,609)	(903)	(70)	(3,582)	(1,142)	(790)	(40)	(1,972)
Net cash outflow from financing activities	(2,609)	(903)	(70)	(3,582)	(1,142)	(790)	(40)	(1,972)
Net increase/(decrease) in cash and cash equivalents	473	(228)	(95)	150	(1,440)	(427)	(1,072)	(2,939)
Cash and cash equivalents at the beginning of the year	309	325	97	731	1,749	752	1,169	3,670
Cash and cash equivalents at the end of the year	782	97	2	881	309	325	97	731

The accompanying notes on pages 46 to 63 form an integral part of these Financial Statements.

1. Accounting policies

Accounting convention

The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), to the extent that they have been adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The Financial Statements have been prepared on the historical cost basis, as modified for the measurement of certain financial instruments at fair value through profit or loss. The principal accounting policies adopted are set out below. Where presentational guidance set out in the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2014 ("SORP") is consistent with the requirements of IFRS, the Directors have sought to prepare the Financial Statements on a basis compliant with the recommendations of the SORP.

Accounting policy and disclosure

The accounting policies adopted are consistent with those of the previous financial year.

There were no new standards or interpretations effective for the first time for periods beginning on or after 1 March 2016 that had a significant effect on the Company's financial statements. Furthermore, none of the amendments to standards that are effective from that date had a significant effect on the financial statements.

At the date of authorisation of these financial statements, IFRS 9 "Financial instruments" and IFRS 15 "Revenue from contracts with customers" were issued but will not become effective until accounting periods beginning on or after 1 January 2018 and IFRS 16 "Leases" was issued but will not become effective until accounting periods beginning on or after 1 January 2019. These accounting standards have not been applied in these financial statements. Other accounting standards have been published and will be mandatory for the Company's accounting periods beginning on or after 1 January 2017 or later periods. The impact of these standards is not expected to be material although the Company is continuing to assess the impact of IFRS 9.

Income

Interest income on investments is stated on an accruals basis, by reference to the principal outstanding and at the effective interest rates applicable. Interest receivable on cash and non-equity investments is accrued to the end of the year. No tax is withheld at source on interest income.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established, which is normally the ex-dividend date.

Expenses

All expenses are accounted for on an accruals basis. In respect of the analysis between revenue and capital items presented within the Statement of Comprehensive Income, all expenses have been presented as revenue items except when expenses are split and charged partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated. The investment management fee has been allocated 25% to revenue and 75% to capital, in order to reflect the Directors' expected long-term view of the nature of the investment returns of the Company. Investment costs have been allocated to capital which represents the expenditure associated with the Company's investments.

Expenses have been allocated between the ordinary, "C" and "D" share funds on the basis of the number of shares in issue during the year, except when expenses are directly attributable to a particular share fund.

Taxation

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

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

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

Due to the Company's status as a VCT, no provision for deferred taxation is required in respect of any realised or unrealised appreciation in the Company's investments.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates enacted or substantively enacted at the statement of financial position date. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are not discounted.

Financial Instruments

Financial assets and financial liabilities are recognised on the Company's Statement of Financial Position when the Company has become a party to the contractual provisions of the instrument.

Investments

As the Company's business is investing in financial assets with a view to profiting from their total return in the form of interest, dividends and increases in fair value, all investments are designated as "fair value through profit or loss" on initial recognition. A financial asset is designated within this category if it is acquired, managed and evaluated on a fair value basis in accordance with the Company's documented investment policy. In the year of acquisition, investments are initially measured at cost, which is considered to be their fair value. Thereafter, the investments are measured at subsequent reporting dates on a fair value basis in accordance with IFRS. Gains or losses resulting from revaluation of investments are taken to the capital account of the Statement of Comprehensive Income.

Investments in unquoted companies and equity based derivatives are valued in accordance with International Private Equity and Venture Capital Valuation Guidelines, using the most appropriate valuation methodology as determined by the Board. Where there has been a recent arm's length transaction between knowledgeable, willing parties, the "price of recent investment" methodology is used to determine the value of the investment. In the absence of a recent market transaction, unquoted investee companies with renewable energy generating plant constituting a substantial portion of their assets and which have proved stable operational performance are valued using the "discounted future cash flows from the underlying business" methodology, excluding interest accrued in the accounts to date, unless uncertainties exist which would make the "price of recent investment" methodology, reviewed for impairment, more appropriate. Generally, renewable energy generating plant will be considered to be operating when it has been taken-over by the investee company, although specific circumstances could cause a plant to be considered operating satisfactorily earlier than formal take-over by the investee company. Notwithstanding the above, the Board may determine that an alternative methodology should be used where this more appropriately reflects the fair value of an investment.

When an investee company has gone into receivership or liquidation or where any loss in value below cost is considered to be permanent, the investment, although physically not disposed of, is treated as being realised.

The Company has taken the exemption permitted by IAS 28 "Investments in Associates and Joint Ventures" and IFRS 11 "Joint Arrangements" and upon initial recognition, will measure its investments in Associates and Joint Ventures at fair value, with subsequent changes to fair value recognised in the income statement in the period of change.

Trade and other receivables

Trade and other receivables are initially recognised at fair value. They are subsequently measured at their amortised cost using the effective interest method less any provision for impairment. A provision for impairment is made where there is objective evidence (including counterparties with financial difficulties or in default on payments) that amounts will not be recovered in accordance with original terms of the agreement. A provision for impairment is established when the carrying value of the receivable exceeds the present value of the future cash flow discounted using the original effective interest rate. The carrying value of the receivable is reduced through the use of an allowance account and any impairment loss is recognised in the Statement of Comprehensive Income.

Deferred consideration

Deferred consideration is initially recognised at fair value and then subsequently measured at amortised cost under IAS 39. Any subsequent movement in the value relating to changes in expected cash flows and the recognition of income using the effective interest rate is shown in the Statement of Comprehensive Income. Gains and income derived from deferred consideration are recognised as realised when the outstanding amounts are capable of being settled within a reasonable period of time, there is reasonable certainty that the outstanding amounts will be settled when called upon and there is an expectation that the receivable amounts will be settled. Until such time, the gains and income derived from deferred consideration are recognised as unrealised.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank and other short-term deposits held by the Company with original maturities of less than three months. These short-term deposits are classified under cash equivalents as they meet the definition in IAS 7 "Cash Flow Statements" of a short-term highly liquid investment that is readily convertible into known amounts of cash and subject to insignificant risk of change in value.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

Equity and reserves

Share Capital

Equity instruments issued by the Company are recorded at the nominal amount.

Special reserve

The special reserves were created by approval of the High Court to cancel the Company's share premium accounts. The special reserve may be used to fund buy-backs of shares and pay dividends as and when it is considered by the Board to be in the interests of the shareholders.

Capital reserve - realised

This reserve includes gains and losses compared to cost on the realisation of investments and expenses, together with the related taxation effect, allocated to this reserve in accordance with the above policy on expenses.

Capital reserve – unrealised

This reserve includes increases and decreases in the valuation of investments held at fair value insofar as they are not considered to be permanent.

Share premium

This reserve includes amounts subscribed for share capital in excess of nominal value of the shares, net of direct issue costs.

Capital Redemption Reserve

This reserve includes amounts transferred from the share capital on cancellation of issued shares.

Revenue reserve

This reserve includes all other net gains and losses not recognised elsewhere which are available for distribution to shareholders.

Key assumptions and key sources of estimation uncertainty

The preparation of the financial statements requires the application of estimates and assumptions which may affect the results reported in the financial statements. The estimates and assumptions adopted are those which the Board considers to be appropriate at the reporting date. Estimates and assumptions will change from time to time depending on prevailing circumstances. Estimates, by their nature, are based on judgement and available information. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities are those used to determine the fair value of assets which are designated as "fair value through profit or loss". The impact of changes in the key estimates and assumptions adopted are discussed in the Investment Manager's Report.

The key assumptions that have a significant impact on fair value in the discounted cash flow valuations are the discount factor used, the price at which the power and associated benefits can be sold, the amount of electricity the investee companies' generating assets are expected to produce and operating costs. The discount factor applied to the cash flows is regularly reviewed by the Investment Committee of the Investment Manager to ensure it is set at the appropriate level. The Investment Committee and the Board will also give consideration to the specific performance characteristics of the particular type of generating technology being used. The price at which the output from the generating assets is sold is a factor of both wholesale electricity prices and government subsidies. The selling price is often fixed in the medium term under power purchase agreements. For periods outside the terms of these agreements the assumed future prices are estimated using external third party forecasts which take the form of specialist consultancy reports. Specifically commissioned external consultant reports are also used to estimate the expected electrical output from the investee company's generating assets taking into account their type and location. All of these key assumptions are reviewed regularly by the Investment Committee of the Investment Manager and the Board.

Dividends payable

Dividends payable are recognised as distributions in the Financial Statements when the Company's liability to make payment has been established.

Segmental Reporting

The Directors consider that the Company has engaged in a single operating segment as reported to the chief operating decision maker which is that of investing in equity and debt. The chief operating decision maker is considered to be the Board.

2. Income

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Income from investments				
Loan stock interest	462	402	64	928
Dividends	612	613	-	1,225
Other investment income	-	-	-	-
	1,074	1,015	64	2,153
Other income				
Bank deposit interest	5	1	-	6
	1,079	1,016	64	2,159

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Income from investments				
Loan stock interest	492	400	51	943
Dividends	743	871	110	1,724
Other investment income	53	-	-	53
	1,288	1,271	161	2,720
Other income				
Bank deposit interest	2	1	1	4
	1,290	1,272	162	2,724

3. Investment management fees

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Investment management fees	752	345	60	1,157

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Investment management fees	497	347	47	891

The Investment Manager is entitled to an annual fee equal to 2.5% of the Company's net asset value. This fee is exclusive of VAT and is paid quarterly in advance. The fee covers the provision by the Investment Manager of investment management services as well as all accounting and administrative services together with the additional annual trail commission payable to authorised financial intermediaries. Total annual running costs are in aggregate capped at 3.6% of NAV (excluding the Investment Manager's performance-related incentive fee, any irrecoverable VAT and investment costs), with any excess being borne by the Investment Manager.

The Investment Manager will receive a performance-related incentive fee subject to the Company achieving certain defined targets. No incentive fee will be payable until the Company has provided a cumulative return to investors in the forms of growth in NAV plus payment of dividends ("the Return") of 60p per share. Thereafter, the incentive fee, which is payable in cash, is calculated as 20% of the amount by which the Return in any accounting period exceeds 7p per share. The incentive fee is exclusive of VAT.

The investment management fees paid during the year ended 28 February 2017 in respect of the ordinary share fund included a performance-related incentive fee of £264,000 (29 February 2016: £nil).

Subject to the payment of the final "C" Share dividend receiving approval from the shareholders at the forthcoming annual general meeting on 19 July 2017, the Investment Manager will be entitled to a performance-related incentive fee of £197,000. The incentive fee has not been accrued in the Financial Statements as at 28 February 2017 as it is contingent on the shareholders approving the final dividend.

4. Other expenses

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Revenue expenses:				
Directors' remuneration	44	30	6	80
Fees payable to the Company's Auditor for:				
- Audit of the Company's annual accounts	15	10	2	27
- Audit related services pursuant to legislation	2	2	-	4
- Other services relating to taxation	3	2	-	5
Other expenses	115	80	15	210
	179	124	23	326
Capital expenses:				
Investment costs	-	-	-	-
	179	124	23	326

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Revenue expenses:				
Directors' remuneration	45	31	4	80
Fees payable to the Company's Auditor for:				
- Audit of the Company's annual accounts	14	9	2	25
- Audit related services pursuant to legislation	5	2	-	7
- Other services relating to taxation	2	1	-	3
Other expenses	92	62	12	166
	158	105	18	281
Capital expenses:				
Investment costs	101	5	-	106
	259	110	18	387

Other services relating to taxation provided by the Company's Auditor related to corporation tax compliance and iXBRL tagging services. Audit related services pursuant to legislation provided by the Company's Auditor related to the review of the Half-yearly Financial Report.

5. Directors' remuneration

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
D Pinckney	17	11	2	30
D Williams	14	10	1	25
R Abbott	14	10	1	25
Aggregate emoluments	45	31	4	80

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
D Pinckney	17	11	2	30
D Williams	14	10	1	25
R Abbott	14	10	1	25
Aggregate emoluments	45	31	4	80

Further details regarding Directors' remuneration are disclosed in the Directors' Remuneration Report on pages 25 to 28. The Company has no employees other than the Directors.

6. Taxation

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
(a) Tax charge/(credit) for the year				
Current UK corporation tax:				
(Credited)/Charged to revenue reserve	(20)	(39)	(5)	(64)
Charged/(Credited) to capital reserve	20	39	5	64
	-	-	-	-
(b) Factors affecting the tax charge/(credit) for the year				
Profit before taxation	1,546	1,776	131	3,453
Tax credit calculated on profit before taxation at the applicable rate of 20% (2016: 20%)	310	357	26	693
Effect of:				
UK dividends not subject to tax	(123)	(123)	-	(246)
Capital gains not subject to tax	(281)	(247)	(30)	(558)
Tax losses not recognised	94	13	4	111
	-	-	-	-

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
(a) Tax charge/(credit) for the year				
Current UK corporation tax:				
Charged/(credited) to revenue reserve	53	42	(4)	99
(Credited)/charged to capital reserve	(53)	(42)	4	(99)
Deferred Tax:				
Prior year deferred tax asset adjustment	-	-	-	-
	-	-	-	-
(b) Factors affecting the tax charge/(credit) for the year				
Profit/(loss) before taxation	1,077	735	726	2,538
Tax charge calculated on profit before taxation at the applicable rate of 20% (2015: 21.17%)	216	148	146	510
Effect of:				
UK dividends not subject to tax	(149)	(175)	(22)	(346)
Capital gains not subject to tax	(109)	16	(126)	(219)
Non-deductible expenses	20	1	-	21
Tax losses not recognised	22	10	2	34
	-	-	-	-

No provision for deferred taxation has been made on potential capital gains due to the Company's current status as a VCT under section 274 of the Income Tax Act and the Directors' intention to maintain that status. The Company intends to continue to meet the conditions required to maintain its status as a VCT for the foreseeable future.

A deferred tax asset has not been recognised for the following at an effective rate of 19%:

As at 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Unused tax losses	110	22	6	138

As at 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Unused tax losses	21	10	2	33

7. Dividends

Ordinary Shares	Year ended 28 February 2017 £000	Year ended 29 February 2016 £000
Amounts recognised as distributions to ordinary shareholders in the year:		
Previous year's final dividend of 12.00p per ordinary share (2016: 3.50p)	1,957	571
Current year's interim dividend of 4.00p per ordinary share (2016: 3.50p)	652	571
	2,609	1,142

Subject to approval of the final dividend, the total dividend in respect of the financial year is set out below:

Ordinary Shares	Year ended 28 February 2017 £000	Year ended 29 February 2016 £000
Interim dividend for the year ended 28 February 2017 of 4.00p per ordinary share (2016: 3.50p)	652	571
Proposed final dividend for the year ended 28 February 2017 of 4.00p per ordinary share (2016: 12.00p)	652	1,957
	1,304	2,528

"C" Shares	Year ended 28 February 2017 £000	Year ended 29 February 2016 £000
Amounts recognised as distributions to "C" shareholders in the year:		
Previous year's final dividend of 4.50p per "C" share (2016: 3.50p)	508	395
Current year's interim dividend of 3.50p per "C" share (2016: 3.50p)	395	395
	903	790

Subject to approval of the final dividend, the total dividend in respect of the financial year is set out below:

	Year ended 28 February 2017 £000	Year ended 29 February 2016 £000
Interim dividend for the year ended 28 February 2017 of 3.50p per "C" share (2016: 3.50p)	395	395
Proposed final dividend for the year ended 28 February 2017 of 4.50p per "C" share (2016: 4.50p)	508	508
	903	903

"D" Shares	Year ended 28 February 2017 £000	Year ended 29 February 2016 £000
Amounts recognised as distributions to "D" shareholders in the year:		
Previous year's final dividend of 2.00p per "D" share (2016: 0.00p)	40	-
Current year's interim dividend of 1.50p per "D" share (2016: 2.00p)	30	40
	70	40

The total dividend in respect of the financial year is set out below:

	Year ended 28 February 2017 £000	Year ended 29 February 2016 £000
Interim dividend for the year ended 28 February 2017 of 1.50p per "D" share (2016: 2.00p)	30	40
Proposed final dividend for the year ended 28 February 2017 of 0.00p per "D" share (2016: 2.00p)	-	40
	30	80

8. Basic and diluted earnings per share

For the year ended 28 February 2017		Ordinary Shares	"C" Shares	"D" Shares
Revenue earnings for the year	*p per share**	4.24	6.80	1.05
Based on:				
Revenue earnings for the year	*£'000*	692	768	21
Weighted average number of shares in issue	*number of shares*	16,307,547	11,283,207	1,990,767
Capital gain for the year	*p per share**	5.24	8.93	5.51
Based on:				
Capital gain for the year	*£'000*	854	1,008	110
Weighted average number of shares in issue	*number of shares*	16,307,547	11,283,207	1,990,767
Net profit for the year	*p per share**	9.48	15.73	6.56
Based on:				
Net profit for the year	*£'000*	1,546	1,776	131
Weighted average number of shares in issue	*number of shares*	16,307,547	11,283,207	1,990,767

For the year ended 29 February 2016		Ordinary Shares	"C" Shares	"D" Shares
Revenue earnings for the year	*p per share**	5.85	9.19	6.36
Based on:				
Revenue earnings for the year	*£000*	955	1,038	128
Weighted average number of shares in issue	*number of shares*	16,307,547	11,283,207	1,990,767
Capital gain/(loss) for the year	*p per share**	0.75	(2.67)	30.04
Based on:				
Capital gain/(loss) for the year	*£000*	122	(303)	598
Weighted average number of shares in issue	*number of shares*	16,307,547	11,283,207	1,990,767
Net profit for the year	*p per share**	6.60	6.52	36.40
Based on:				
Net profit for the year	*£000*	1,077	735	726
Weighted average number of shares in issue	*number of shares*	16,307,547	11,283,207	1,990,767

* The value per share may differ on recalculation due to rounding differences.

There is no difference between the basic return per ordinary share and the diluted return per ordinary share, between the basic return per "C" share and the diluted return per "C" share or between the basic return per "D" share and the diluted return per "D" share because no dilutive financial instruments have been issued. The number of shares disclosed above excludes 45,900 "C" shares which are held in treasury.

9. Investments

Year ended 28 February 2017

	Ordinary Shares			"C" Shares			"D" Shares			Total		
	Shares £000	Loan stock £000	Total £000	Shares £000	Loan stock £000	Total £000	Shares £000	Loan stock £000	Total £000	Shares £000	Loan stock £000	Total £000
Opening position												
Opening cost	6,556	4,589	11,145	5,797	3,074	8,871	1,216	514	1,730	13,569	8,177	21,746
Opening realised losses	(162)	(417)	(579)	(464)	(17)	(481)	-	-	-	(626)	(434)	(1,060)
Opening unrealised gains	5,479	421	5,900	4,356	296	4,652	596	33	629	10,431	750	11,181
Opening fair value	11,873	4,593	16,466	9,689	3,353	13,042	1,812	547	2,359	23,374	8,493	31,867
During the year												
Purchases at cost	-	-	-	-	-	-	-	-	-	-	-	-
Disposal proceeds	-	(260)	(260)	-	(26)	(26)	-	-	-	-	(286)	(286)
Investment proceeds *	(7)	-	(7)	-	-	-	-	-	-	(7)	-	(7)
Realised (losses) / gains	1	-	1		-	-	-	-	-	1	-	1
Unrealised gains	1,445	(48)	1,397	1,231	(2)	1,229	150	-	150	2,826	(51)	2,776
Closing fair value	13,312	4,285	17,597	10,920	3,325	14,245	1,962	547	2,509	26,194	8,157	34,351
Closing position												
Closing cost	6,556	4,329	10,885	5,797	3,049	8,846	1,216	514	1,730	13,569	7,892	21,461
Closing realised losses	(168)	(417)	(585)	(464)	(17)	(481)	-	-	-	(632)	(434)	(1,066)
Closing unrealised gains	6,924	373	7,297	5,587	293	5,880	746	33	779	13,257	699	13,956
Closing fair value	13,312	4,285	17,597	10,920	3,325	14,245	1,962	547	2,509	26,194	8,157	34,351

* Investment proceeds in the year ended 28 February 2017 includes £7,000 of liquidation proceeds received from BEL Holdco Limited.

9. Investments (continued)

Year ended 29 February 2016

	Ordinary Shares			"C" Shares			"D" Shares			Total		
	Shares £000	**Loan stock £000**	**Total £000**	**Shares £000**	**Loan stock £000**	**Total £000**	**Shares £000**	**Loan stock £000**	**Total £000**	**Shares £000**	**Loan stock £000**	**Total £000**
Opening position												
Opening cost	6,322	4,412	10,734	5,759	2,898	8,657	712	-	712	12,793	7,310	20,103
Opening realised losses	(162)	(417)	(579)	(464)	(17)	(481)	-	-	-	(626)	(434)	(1,060)
Opening unrealised gains	5,102	275	5,377	4,472	227	4,699	-	-	-	9,574	502	10,076
Opening fair value	11,262	4,270	15,532	9,767	3,108	12,875	712	-	712	21,741	7,378	29,119
During the year												
Purchases at cost	234	745	979	71	223	294	504	514	1,018	809	1,482	2,291
Disposal proceeds	-	(568)	(568)	-	(47)	(47)	-	-	-	-	(615)	(615)
Conversion of loan stock to shares	-	-	-	-	-	-	-	-	-	-	-	-
Investment proceeds	(20)	-	(20)	-	-	-	-	-	-	(20)	-	(20)
Realised gains	20	-	20	(33)	-	(33)	-	-	-	(13)	-	(13)
Unrealised gains/(losses)	377	146	523	(116)	69	(47)	596	33	629	857	248	1,105
Closing fair value	11,873	4,593	16,466	9,689	3,353	13,042	1,812	547	2,359	23,374	8,493	31,867
Closing position												
Closing cost	6,556	4,589	11,145	5,797	3,074	8,871	1,216	514	1,730	13,569	8,177	21,746
Closing realised losses	(162)	(417)	(579)	(464)	(17)	(481)	-	-	-	(626)	(434)	(1,060)
Closing unrealised gains	5,479	421	5,900	4,356	296	4,652	596	33	629	10,431	750	11,181
Closing fair value	11,873	4,593	16,466	9,689	3,353	13,042	1,812	547	2,359	23,374	8,493	31,867

The shares held by the Company represent equity holdings in unquoted UK companies. The Investment Manager's Report on pages 12 to 20 provides details in respect of the Company's shareholding in each investment, loans issued and investments purchased and disposed of during the year.

Under IFRS 7 and IFRS 13, the Company is required to report the category of fair value measurements used in determining the value of its investments, to be disclosed by the source of inputs, using a three-level hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the instrument that are not based on observable market data (unobservable inputs) (Level 3).

As at 28 February 2017, each of the Company's investments held was valued using inputs which are considered to be Level 3 inputs and a reconciliation of the movements is in the table above.

To determine the valuations as at 28 February 2017 (and 29 February 2016), the Company has applied a discount rate to the unleveraged cash flows to determine the enterprise value of the investee company and then has subtracted the market value of any senior debt (including any prepayment fees and swap break costs) to calculate the value of the equity and/or mezzanine debt in the investee company.

The Board has considered the key assumptions which may affect the results reported in the financial statements and the Company is further required to disclose the effect of changing one or more inputs with reasonable alternative assumptions where a significant change to the fair value measurement would result. The key assumptions that have a significant impact on the fair value in the discounted future cash flow valuations are the discount factors used (which range from 7.5% to 9%), the rate of inflation, the price at which power and associated benefits may be sold and the level of electricity the investee' companies generating assets are likely to produce (which are taken from specialist consultant reports).

The Board has determined that a reasonable alternative assumption may be made in respect of the discount factors applied. The sensitivity of the value of the portfolio to the application of an increase or decrease in discount factors is set out below.

The investment portfolio has been reviewed for the effect of alternative valuation inputs. The sensitivity of the total value of all investments to a 0.5% increase or decrease in the discount factors applied to the valuation models of investments which have been valued using the discounted future cash flows from the underlying business.

The application of the upside alternative discount factor to the investments in the ordinary share fund's portfolio would have resulted in the total value of its investments having been £823,000 or 4.7% higher. The application of the downside alternative discount factor would have resulted in the total value of all investments having been £782,000 or 4.4% lower.

The application of the upside alternative discount factor to the "C" share fund's portfolio would have resulted in the total value of its investments having been £796,000 or 5.6% higher. The application of the downside alternative discount factor would have resulted in the total value of its investments having been £752,000 or 5.3% lower.

The application of the upside alternative discount factor to the "D" share fund's portfolio would have resulted in the total value of its investments having been £207,000 or 8.3% higher. The application of the downside alternative discount factor would have resulted in the total value of its investments having been £195,000 or 7.8% lower.

Further details regarding input sensitivity can found in the Investment Manager's Report on page 18.

The future price at which power and associated benefits may be sold is estimated using forecasts produced by third party industry experts and the projected energy yield is determined by yield analyses also prepared by third party industry experts, therefore the Directors do not believe there are reasonable alternative assumptions for these inputs available.

10. Trade and other receivables

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Current assets				
Accrued interest income	341	295	115	751
Other receivables	90	42	-	132
Prepayments	9	7	1	17
	440	344	116	900

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Current assets				
Accrued interest income	303	207	51	561
Deferred consideration	2,451	-	-	2,451
Other receivables	336	208	52	596
Prepayments	8	6	1	15
	3,098	421	104	3,623

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

11. Cash and cash equivalents

	Ordinary Shares Cash £000	"C" Shares Cash £000	"D" Shares Cash £000	Total Cash £000
As at 1 March 2016	309	325	97	731
Net decrease	473	(228)	(95)	150
As at 28 February 2017	782	97	2	881

	Ordinary Shares Cash £000	"C" Shares Cash £000	"D" Shares Cash £000	Total Cash £000
As at 1 March 2015	1,749	752	1,169	3,670
Net increase	(1,440)	(427)	(1,072)	(2,939)
As at 29 February 2016	309	325	97	731

As at 28 February 2017, the ordinary share fund held £70,000 (29 February 2016 £70,000) in a decommissioning bond account on behalf of Eye Wind Power Limited which is considered to be a restricted cash balance. The ordinary share fund recognised an amount payable of £70,000 within trade and other payables as at 28 February 2017 in respect of the amount due to Eye Wind Power Limited.

During the year, cash and cash equivalents comprised bank balances and cash held by the Company. The carrying amount of these assets approximates to their fair value.

12. Trade and other payables

Year ended 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Trade payables	13	-	-	13
Other payables	83	23	4	110
Accruals	39	31	5	75
	135	54	9	198

Year ended 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Trade payables	-	-	-	-
Other payables	83	-	-	83
Accruals	43	30	3	76
	126	30	3	159

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

13. Share capital

Authorised	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2016	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500
As at 28 February 2017	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500

Allotted, called up and fully paid	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2016	16,307,547	4,076	11,329,107	2,832	1,990,767	498	29,627,421	7,406
As at 28 February 2017	16,307,547	4,076	11,329,107	2,832	1,990,767	498	29,627,421	7,406

Authorised	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2015	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500
As at 29 February 2016	50,000,000	12,500	20,000,000	5,000	20,000,000	5,000	90,000,000	22,500

Allotted, called up and fully paid	Ordinary Shares Number of shares of 25p each	£000	"C" Shares Number of shares of 25p each	£000	"D" Shares Number of shares of 25p each	£000	Total Number of shares of 25p each	£000
As at 1 March 2015	16,307,547	4,076	11,329,107	2,832	1,990,767	498	29,627,421	7,406
As at 29 February 2016	16,307,547	4,076	11,329,107	2,832	1,990,767	498	29,627,421	7,406

At 28 February 2017, the Company had three classes of shares which carry no right to fixed income. The rights and obligations attaching to the Company's shares are set out in the Directors' Report on pages 21 to 24. The number of shares disclosed above includes 45,900 "C" shares which are held in treasury.

14. Basic and diluted net asset value per share

The calculation of net asset value per ordinary share as at 28 February 2017 of 114.6p (2016: 121.1p) is based on net assets of £18,684,000 (2016: £19,747,000) divided by 16,307,547 (2016: 16,307,547) ordinary shares in issue at that date. The net asset value per "C" share as at 28 February 2017 of 129.7p (2016: 122.0p) is based on net assets of £14,632,000 (2016: £13,758,000) divided by 11,283,207 (2016: 11,283,207) "C" shares in issue at that date. The net asset value per "D" share as at 28 February 2017 of 131.5p (2016: 128.4p) is based on net assets of £2,618,000 (2016: £2,557,000) divided by 1,990,767 (2016: 1,990,767) "D" shares in issue at that date.

The number of shares disclosed above excludes 45,900 "C" shares which are held in treasury.

15. Events after the year end

Changes to the composition of the Board

After the year end, Rick Abbott died suddenly on Friday 3 March 2017. He had been a member of the Board of Directors since September 2011.

Jo Dixon, was appointed to the Board as a non-executive director on 1 April 2017.

Investment management agreement

With effect from 1 November 2017, the annual investment management fee will reduce from 2.5% to 2.25% of net asset value and will reduce further to 2.125% from 1 November 2020 and to 2% from 1 November 2021 onwards. The term of the investment management agreement has been extended, such that the agreement is for an initial term of five years, but terminable on 24 months' notice.

16. Financial instruments and risk management

The Company's financial instruments comprise investments in unquoted companies, cash and cash equivalents, trade and other receivables and trade and other payables. The investments in unquoted companies are categorised as "fair value through profit or loss" and the other financial instruments are initially recognised at fair value and subsequently at amortised cost. The main purpose of these financial instruments is to generate revenue and capital appreciation.

The Company has not entered into any derivative transactions and has no financial asset or liability for which hedge accounting has been used.

The main risks arising from the Company's financial instruments are investment risk, interest rate risk, liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks, and they are summarised below. These policies have remained unchanged since the beginning of the financial year.

Interest rate risk profile of financial assets and financial liabilities

Financial assets
As at 28 February 2017

Ordinary Shares	**£000**	**Interest rate p.a. %**	**Weighted average interest rate p.a. %**	**Weighted average period to maturity**
At fair value through profit or loss:				
Ordinary shares	13,312	n/a	n/a	n/a
Loan stock	4,285	0% - 13.5%	9.87%	8 years
Loans and receivables:				
Cash	782	0% - 0.38%	0.30%	n/a
Accrued interest income	341	n/a	n/a	n/a

"C" Shares	**£000**	**Interest rate p.a. %**	**Weighted average interest rate p.a. %**	**Weighted average period to maturity**
At fair value through profit or loss:				
Ordinary shares	10,920	n/a	n/a	n/a
Loan stock	3,325	0% - 13%	12.74%	8.2 years
Loans and receivables:				
Cash	97	0% - 0.38%	0.00%	n/a
Accrued interest income	295	n/a	n/a	n/a

"D" Shares	**£000**	**Interest rate p.a. %**	**Weighted average interest rate p.a. %**	**Weighted average period to maturity**
At fair value through profit or loss:				
Ordinary shares	1,962	n/a	n/a	n/a
Loan stock	547	10.50%	10.50%	16.3 years
Loans and receivables:				
Cash	2	0% - 0.38%	0.15%	n/a
Accrued interest income	115	n/a	n/a	n/a

As at 29 February 2016

Ordinary Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	11,873	n/a	n/a	n/a
Loan stock	4,593	0% - 13.5%	9.80%	8.8 years
Loans and receivables:				
Cash	309	0% - 0.38%	0.00%	n/a
Deferred consideration	2,451	8.00%	8.00%	0.1 years
Accrued interest income	303	n/a	n/a	n/a

"C" Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	9,689	n/a	n/a	n/a
Loan stock	3,353	0% - 13%	12.74%	9.2 years
Loans and receivables:				
Cash	325	0% - 0.38%	0.00%	n/a
Accrued interest income	207	n/a	n/a	n/a

"D" Shares	£000	Interest rate p.a. %	Weighted average interest rate p.a. %	Weighted average period to maturity
At fair value through profit or loss:				
Ordinary shares	1,812	n/a	n/a	n/a
Loan stock	547	10.50%	10.50%	17.3 years
Loans and receivables:				
Cash	97	0% - 0.38%	0.39%	n/a
Accrued interest income	51	n/a	n/a	n/a

The interest rates determining the weighted average interest rates in the tables above are the contractual rates.

The impact of applying a reasonable sensitivity in interest rates to cash on deposit is not significant.

Other than certain accrued interest income receivable amounts, the Company's trade and other receivables did not hold a right to interest income. Interest income is accrued on interest income receivable amounts which have been deferred for payment by investee companies.

Interest income earned from loan stock held by the ordinary share fund and "C" and "D" share funds is not subject to movements resulting from market interest rate fluctuations as the rates are fixed. Therefore this income presents a low interest rate risk profile. However, interest earned from loan stock remains exposed to fair value interest rate risk when bench-marked against market rates.

The risk from future fluctuations in interest rate movements is mitigated by the Company holding a majority of its investments in instruments which are not exposed to market interest rate changes.

Other receivables, not included in the analysis above, are non-interest bearing.

16. Financial instruments and risk management (continued)

Financial liabilities

The Company's guarantees and financial liabilities are non-interest bearing and are detailed in Note 12 and Note 17 to the Financial Statements.

Currency exposure

All financial assets and liabilities are held in sterling, hence there is no foreign currency exchange rate exposure.

Borrowing facilities

The Company has no committed borrowing facilities as at 28 February 2017 (2016: £nil).

Investment risk

As a VCT, it is the Company's specific business to evaluate and control the investment risk in its portfolio of unquoted companies, the details of which are discussed in the Investment Manager's Report.

Investment price risk

Investment price risk is the risk that the fair value of future investment cash flows will fluctuate due to factors specific to an investment. The Company aims to mitigate the impact of investment price risk by adhering to its investment policy of risk diversification, as described in the Investment Manager's Report.

The sensitivity of the ordinary share fund to a 10% increase or decrease in valuation would be an increase or decrease in the profit before tax of the share fund of £1,760,000 (2016: £1,647,000) or 113.82% (2016: 152.89%) and an increase or decrease in net asset value of the same amount or 9.42% (2016: 8.34%).

The sensitivity of the "C" share fund to a 10% increase or decrease in valuation would be an increase or decrease in the profit before tax of the share fund of £1,425,000 (2016: £1,304,000) or 80.21% (2016: 177.44%) and an increase or decrease in net asset value of the same amount or 9.74% (2016: 9.48%).

The sensitivity of the "D" share fund to a 10% increase or decrease in valuation would be an increase or decrease in the profit before tax of the share fund of £251,000 (2016: £236,000) or 191.53% (2016: 32.49%) and an increase or decrease in net asset value of the same amount or 9.58% (2016: 9.23%).

A 10% variable is considered to be a suitable factor by which to demonstrate a potential change in fair value over the course of a year. The analysis assumes no tax effect applied on the gain or loss.

Liquidity risk

Due to the nature of the Company's investments, it is not easy to liquidate investments in ordinary shares and loan stock in the short term. The main cash outflows are made for investments and dividends, which are within the control of the Company, and operating expenses which are reasonably predictable. In this respect, the Company may manage its liquidity risk by making prudent forecasts in respect of realising future cash proceeds from its investments and holding sufficient cash to enable it to fund its obligations. The cash equivalents are held on deposit and are therefore readily convertible into cash.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is also exposed to credit risk through its receivables, investments in loan stock and through cash held on deposit with banks. The Company held security over the assets of Craig Wind Farm Limited in respect of the deferred consideration. In April 2016 the Company received proceeds of £2,456,000 in respect of the deferred consideration and accrued interest due from the sale of Craig Wind Farm.

The Investment Manager evaluates credit risk on loan stock prior to making investments as well as monitoring ongoing exposures. Loan stock has a fixed charge or a fixed and floating charge over the assets of the investee company in order to mitigate the gross credit risk. The Investment Manager regularly reviews management accounts from investee companies and generally appoints directors to sit on their boards in order to identify and manage the credit risk.

Cash is held on deposit with banks which are A rated (or equivalent) financial institutions. Consequently, the Directors consider that the risk profile associated with cash deposits is low and the carrying value in the Financial Statements approximates to fair value.

The maximum credit risk of the Company is £9.9 million (2016: £12.8 million) of which the ordinary share fund is exposed to £5.5 million, the "C" share fund is exposed to £3.7 million and the "D" share fund is exposed to £0.7 million.

The table below sets out the amounts receivable by the Company which were past due but not individually impaired as at 28 February 2017 and the extent to which they are past due.

Amounts past due 28 February 2017:

Ordinary Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	745	745	-	-
Accrued interest	167	70	97	-
Receivables past due	912	815	97	-

The amounts past due for payment represent interest due on loan investments with Darroch Power Limited and Upper Falloch Power Limited. In the analysis, the loan principal amount on which the interest has accrued is included as past due as required by IFRS 7. The loan principal which was actually past due for payment at 28 February 2017 was £nil and the loan interest past due was £167,000.

"C" Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	223	223	-	-
Accrued interest	67	15	38	14
Receivables past due	290	238	38	14

The amounts past due for payment represent interest due on loan investments with Bernard Matthews Green Energy Halesworth Limited, Darroch Power Limited and Upper Falloch Power Limited. In the analysis, the loan principal amount on which the interest has accrued is included as past due as required by IFRS 7. The loan principal which was actually past due for payment at 28 February 2017 was £nil. The loan interest which was actually past due for payment at 28 February 2017 for Bernard Matthews Green Energy Halesworth Limited was £17,000, for Darroch Power Limited was £30,000 and for Upper Falloch Limited was £20,000.

"D" Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	514	514	-	-
Accrued interest	115	33	82	-
Receivables past due	629	547	82	-

The amounts past due for payment represent interest due on loan investments with Darroch Power Limited and Upper Falloch Power Limited. In the analysis, the loan principal amount on which the interest has accrued is included as past due as required by IFRS 7. The loan principal which was actually past due for payment at 28 February 2017 was £nil. The loan interest which was actually past due for payment at 28 February 2017 for Darroch Power Limited was £73,000 and for Upper Falloch Limited was £42,000.

Amounts past due 29 February 2016:

Ordinary Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	1,504	884	620	-
Accrued interest	98	59	39	-
Past due	1,602	943	659	-

The amounts past due for payment represent interest due on loan investments with A7 Greendykeside Limited and Bigglewade Wind Farm Limited. In the analysis, the loan principal amount on which the interest has accrued is included as past due as required by IFRS 7. The loan principal which was actually past due for payment at 29 February 2016 was £nil. The loan interest which was actually past due for payment at 29 February 2016 for Greenfield Wind Farm Limited was £81,000 and for Bigglewade Wind Farm Limited was £17,000.

16. Financial instruments and risk management (continued)

"C" Shares	Total £000	0 - 6 months £000	6 - 12 months £000	Over 12 months £000
Loan	1,941	1,941	-	-
Accrued interest	127	127	-	-
Past due	2,068	2,068	-	-

The amounts past due for payment represent interest due on loan investments with White Mill Windfarm Limited and Bigglewade Wind Farm Limited. In the analysis, the loan principal amount on which the interest has accrued is included as past due as required by IFRS 7. The loan principal which was actually past due for payment at 29 February 2016 was £nil and the loan interest past due was £127,000.

17. Contingencies, guarantees and financial commitments

The fair value of financial guarantees provided by the Company is considered to be £nil.

The Company has entered into the following agreements:-

On 4 April 2006, the Company registered a charge over its shares in Fenpower Limited to Alliance & Leicester plc (now Santander UK plc) as security for a senior loan facility of £4.8 million raised by Fenpower Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Fenpower Limited.

On 20 December 2006, the Company registered a charge over its shares in A7 Greendykeside Limited to Alliance & Leicester Commercial Bank plc (now Santander UK plc) as security for a senior loan facility of £3.5 million raised by A7 Greendykeside Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of A7 Greendykeside Limited.

On 22 October 2008, the Company registered a charge over its shares in Achairn Energy Limited to Alliance & Leicester Commercial Finance plc (now Santander Asset Finance plc) as security for a senior loan facility of £6.9 million raised by Achairn Energy Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Achairn Energy Limited.

On 28 November 2008, the Company registered a charge over its shares in A7 Lochhead Limited to Alliance & Leicester Commercial Finance plc (now Santander Asset Finance plc) as security for a senior loan facility of £7.8 million raised by A7 Lochhead Limited to finance the construction costs of the wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of A7 Lochhead Limited.

On 15 January 2010, the Company registered a charge over its shares in Greenfield Wind Farm Limited to The Co-operative Bank plc as security for a senior loan facility of £18.3 million raised by Greenfield Wind Farm Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Greenfield Wind Farm Limited.

On 26 July 2011, the Company registered a charge over its shares in White Mill Wind Farm Limited to The Co-operative Bank plc as security for a senior loan facility of up to £15.5 million raised by White Mill Wind Farm Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of White Mill Wind Farm Limited. The Co-operative Bank plc sold its loan to L1 Renewables Limited and a corresponding charge is now outstanding to L1 Renewables Limited.

On 31 January 2013, the Company registered a charge over its shares in Biggleswade Wind Farm Limited to The Co-operative Bank plc as security for a senior loan facility of up to £22.5 million raised by Biggleswade Wind Farm Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Biggleswade Wind Farm Limited. The Co-operative Bank plc sold its loan to L1 Renewables Limited and a corresponding charge is now outstanding to L1 Renewables Limited.

On 5 August 2013, the Company registered a share charge over its shares in North Pickenham Energy Limited and Bernard Matthews Green Energy Pickenham Limited to GCP Onshore Wind 1 Limited as security for a senior loan facility of £3.1 million raised by Bernard Matthews Wind Farm (North Pickenham) LLP to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of North Pickenham Energy Limited and Bernard Matthews Green Energy Pickenham Limited.

On 5 August 2013, the Company registered a share charge over its shares in Weston Airfield Investments Limited and Bernard Matthews Green Energy Weston Limited to GCP Onshore Wind 1 Limited as security for a senior loan facility of £4.5 million raised by Bernard Matthews Wind Farm (Weston) LLP to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Weston Airfield Investments Limited and Bernard Matthews Green Energy Weston Limited.

On 15 April 2013, the Company registered a charge over its shares in Eye Wind Power Limited to GCP Onshore Wind 1 Limited as security for the senior loan facility of £5 million raised by Eye Wind Power Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in the shares of Eye Wind Power Limited.

On 9 September 2014, the Company registered a share charge over its shares in Bernard Matthews Green Energy Halesworth Limited to GCP Onshore Wind 1 Limited as security for a senior loan facility of £8.4 million raised by Bernard Matthews Green Energy Halesworth Limited to finance the construction costs of its wind farm. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Bernard Matthews Green Energy Halesworth Limited.

On 20 March 2015, the Company registered a share charge over its shares in Upper Falloch Power Limited to GCP Hydro 1 Limited as security for a senior loan facility of £3.4 million raised by Upper Falloch Power Limited to finance the construction costs of its hydro scheme. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Upper Falloch Power Limited.

On 20 March 2015, the Company registered a share charge over its shares in Darroch Power Limited to GCP Hydro 1 Limited as security for a senior loan facility of £6.5 million raised by Darroch Power Limited to finance the construction costs of its hydro scheme. The liability of the Company under this charge of shares is limited to the value of the Company's investment in shares of Darroch Power Limited.

The Company had no other contingencies, financial commitments or guarantees as at 28 February 2017.

18. Related party transactions

The investee companies in which the Company has a shareholding of 20% or more, as identified in the Investment Manager's Report, are related parties. The aggregate balances at the date of the Statement of Financial Position and transactions with these companies during the year are summarised below:

As at 28 February 2017	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Balances				
Investments - shares	12,676	10,920	1,962	25,558
Investments - loan stock	4,010	3,325	547	7,882
Accrued interest income	341	295	115	751
Accrued dividends	64	39	-	103
Transactions				
Loan stock interest income	462	402	64	928
Dividend income	612	613	-	1,225

As at 29 February 2016	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000
Balances				
Investments - shares	11,339	9,689	1,812	22,840
Investments - loan stock	4,306	3,353	57	8,206
Accrued interest income	288	207	51	546
Accrued dividends	184	211	51	446
Transactions				
Loan stock interest income	453	400	51	904
Dividend income	743	871	110	1,724

19. Controlling party

In the opinion of the Directors there is no immediate or ultimate controlling party.

20. Management of capital

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to continue to provide returns for shareholders.

The requirements of the VCT regulations and the fact that the Company has a policy of not having any borrowings, means that there is limited scope to manage the Company's capital structure. However, to the extent to which it is possible, the Company can maintain or adjust its capital structure by adjusting the amount of dividends paid to shareholders, purchasing its own shares or issuing new shares.

The Board considers the Company's net assets to be its capital.

The Company does not have any externally imposed capital requirements.

There has been no change in the objectives, policies or processes for managing capital from the previous year.

Notice is hereby given that the AGM of Ventus VCT plc will be held at 12 noon on Wednesday, 19 July 2017 at the offices of Howard Kennedy LLP, No. 1 London Bridge, London, SE1 9BG, for the purpose of considering and, if thought fit, passing the following resolutions (of which Resolutions 1 to 9 will be proposed as Ordinary Resolutions and Resolutions 10 to 12 will be proposed as Special Resolutions):

Ordinary Business

1. To receive the Company's audited Annual Report and Financial Statements for the year ended 28 February 2017.
2. To declare a final dividend of 4.00p per ordinary share and 4.50p per "C" share in respect of the year ended 28 February 2017.
3. To approve the Directors' Remuneration Policy.
4. To approve the Directors' Remuneration Report for the year ended 28 February 2017.
5. To elect Jo Dixon as a Director of the Company.
6. To re-elect David Pinckney as a Director of the Company.
7. To re-elect David Williams as a Director of the Company
8. To re-appoint BDO LLP as Auditor of the Company to hold office until the conclusion of the next AGM at which accounts are laid before the Company.
9. To authorise the Directors to determine the remuneration of the Auditor.

Special Business

10. That the Company be and is hereby generally and unconditionally authorised to make market purchases within the meaning of Section 693(4) of the Companies Act 2016 (the "Act") of ordinary shares of 25p each, "C" shares of 25p each and "D" shares of 25p each in the capital of the Company provided that:
    (i) The maximum aggregate number of shares hereby authorised to be purchased is 2,444,501 ordinary shares, 1,698,233 "C" shares and 298,415 "D" shares, representing 14.99% of the current issued share capital of each class;
    (ii) The minimum price which may be paid for a share is 25p per share;
    (iii) The maximum price, exclusive of any expenses, which may be paid for a share is an amount equal to the higher of; (a) 105% of the average of the middle market prices shown in the quotations for a share in The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
    (iv) The authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the AGM of the Company to be held in 2018 and the date which is 18 months after the date on which this resolution is passed; and
    (v) The Company may make a contract or contracts to purchase its own shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of its own shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.
11. That, in substitution for existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal value of £6,250,000 during the period commencing on the passing of this resolution and expiring on the earlier of the AGM of the Company to be held in 2018 and the date which is 15 months after the date on which this resolution is passed (unless revoked, varied or extended by the Company in general meeting), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require shares to be allotted after such expiry.
12. That, the Directors of the Company be and hereby are empowered pursuant to Sections 570 and 573 of the Act to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority given pursuant to resolution 11, as if Section 561(1) of the Act did not apply to such allotment, provided that the power provided by this resolution shall expire on the earlier of the AGM of the Company to be held in 2018 and the date which is 15 months after the date on which this resolution is passed (unless renewed, varied or revoked by the Company in general meeting).

By order of the Board

The City Partnership (UK) Limited
Secretary

1 June 2017

Biggleswade Wind Farm, Bedfordshire

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