

## Albion Income & Growth VCT PLC

**ALBION**VENTURES

# Contents

## Page

2	Company information
3	Investment objectives and financial calendar
4	Financial highlights
6	Chairman's statement
7	Manager's report
8	The Board of Directors
9	The Manager
10	Portfolio of investments
13	Portfolio companies
15	Directors' report
23	Statement of corporate governance
28	Directors' remuneration report
29	Independent Auditor's report
30	Income statement
31	Balance sheet
32	Reconciliation of movements in shareholders' funds
33	Cash flow statement
34	Notes to the Financial Statements
48	Notice of Annual General Meeting

# Company information

<b>Company number</b>	5132495
<b>Directors</b>	Friedrich Ternofsky, Chairman Robin Archibald Mary Anne Cordeiro Patrick Reeve
<b>Manager, company secretary and registered office</b>	Albion Ventures LLP 1 King's Arms Yard London, EC2R 7AF
<b>Registrar</b>	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol, BS99 6ZZ
<b>Auditor</b>	PKF (UK) LLP Farringdon Place 20 Farringdon Road London, EC1M 3AP
<b>Taxation adviser</b>	PricewaterhouseCoopers LLP 1 Embankment Place London, WC2N 6RH
<b>Legal adviser</b>	Bird & Bird LLP 15 Fetter Lane London, EC4A 1JP

Albion Income & Growth VCT PLC is a member of The Association of Investment Companies.

---

**Shareholder information**

For help relating to dividend payments, shareholdings and share certificates please contact Computershare Investor Services PLC:  
Tel: 0870 873 5859 (UK National Rate call, lines are open 8.30am – 5.30pm; Mon – Fri, calls may be recorded)  
Website: [www.computershare.co.uk](http://www.computershare.co.uk)

Shareholders can access holdings and valuation information regarding any of their shares held with Computershare by registering on Computershare's website.

**IFA information**

For enquiries relating to the performance of the Fund, and for IFA information please contact Albion Ventures LLP:  
Tel: 020 7601 1850 (lines are open 9.00am – 5.30pm; Mon – Fri, calls may be recorded)  
Email: [info@albion-ventures.co.uk](mailto:info@albion-ventures.co.uk)  
Website: [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk)

**Please note that these contacts are unable to provide financial or taxation advice.**

## Investment objectives

Albion Income & Growth VCT PLC (the “Company”) is a Venture Capital Trust which raised £45 million under the Offer for Subscription which closed in March 2005. The Company raised a further £3.2m under the Albion VCTs Linked Top Up Offers in 2011 and 2012.

The Company aims to provide investors with a regular and predictable source of income combined with the prospect of long term capital growth.

The Company allows investors the opportunity to participate in a balanced portfolio of high growth businesses and lower risk, asset-based companies. It is intended that the Company’s investment portfolio will be split approximately as follows:

- 45 per cent. to be invested in unquoted higher growth businesses, including early stage technology;
- 45 per cent. to be invested in unquoted asset-based businesses in the leisure sector; and
- 10 per cent. to be held in floating rate securities, cash deposits and gilts.

## Financial calendar

Record date for first dividend	4 January 2013
Payment of first dividend	31 January 2013
Annual General Meeting	5 February 2013
Announcement of half-yearly results for the six months ended 31 March 2013	May 2013
Payment of second dividend subject to Board approval	June 2013

## Financial highlights

**89.20p**

Net asset value plus dividends since launch to 30 September 2012

**3.50p**

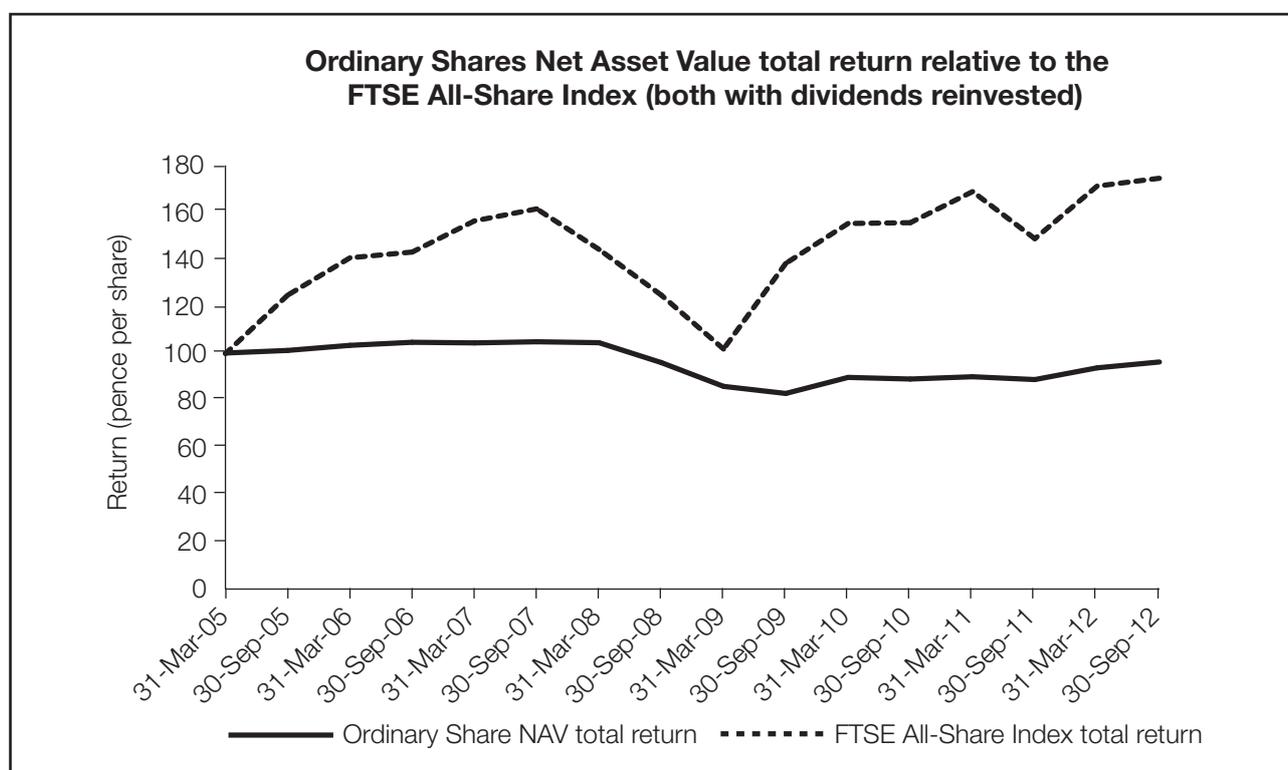
Tax free dividend per share paid in the year to 30 September 2012

**66.00p**

Net asset value per share as at 30 September 2012

**1.75p**

First tax free dividend per share declared for the year to 30 September 2013



Source: Albion Ventures LLP

Methodology: The net asset value return to the shareholder, including original amount invested after issue costs (rebased to 100) from launch, assuming that dividends were re-invested at net asset value of the Company at the time the shares were quoted ex-dividend. Transaction costs are not taken into account.

## Financial highlights continued

	<b>30 September 2012</b> <b>(pence per share)</b>	<b>30 September 2011</b> <b>(pence per share)</b>
Net asset value per share	<b>66.00</b>	64.20
Dividends paid	<b>3.50</b>	3.50
Revenue return per share	<b>1.30</b>	1.20
Capital gain/(loss) per share	<b>3.80</b>	(1.60)

<b>Total shareholder net asset value return to 30 September 2012:</b>		<b>(pence per share)</b>
Total dividends paid during the period ended:	30 September 2005 (i)	0.65
Total dividends paid during the year ended:	30 September 2006	2.60
	30 September 2007	3.45
	30 September 2008	3.50
	30 September 2009	3.00
	30 September 2010	3.00
	30 September 2011	3.50
	30 September 2012	3.50
<b>Total dividends paid to 30 September 2012</b>		<b>23.20</b>
Net asset value as at 30 September 2012		66.00
<b>Total shareholder net asset value return to 30 September 2012</b>		<b>89.20</b>

In addition to the dividends summarised above, the Board has declared a first dividend for the new financial year, of 1.75 pence per share to be paid on 31 January 2013 to shareholders on the register as at 4 January 2013.

### Notes

- (i) Investors subscribing by 31 December 2004 and remaining on the register on 1 July 2005 were entitled to a dividend of 0.65 pence per share. Investors subscribing thereafter were not entitled to the first interim dividend.
- (ii) These figures exclude tax benefits upon subscription of 40 per cent. income tax relief.
- (iii) All dividends paid by the Company are free of income tax. It is an H M Revenue & Customs requirement that dividend vouchers indicate the tax element should dividends have been subject to income tax. Investors should ignore this figure on their dividend voucher and need not disclose any income they receive from a VCT on their tax return.
- (iv) The net asset value of the Company is not its share price as quoted on the official list of the London Stock Exchange. The share price of the Company can be found in the Investment Companies - VCTs section of the Financial Times on a daily basis. Investors are reminded that it is common for shares in VCTs to trade at a discount to their net asset value, partly as a result of the initial tax reliefs which are non-transferable.

# Chairman's statement

## Introduction

The year to 30 September 2012 saw a welcome positive total return of 5.10 pence per share. The revenue return per share was 1.30 pence, an uplift from 1.20 pence the previous year, while the capital return was 3.80 pence per share, compared to a negative return of 1.60 pence for the previous year. The main reason for the uplift was a positive trading performance by many of our portfolio companies, despite the difficulties in the broader economic environment.

## Investment performance and progress

Following the three successful disposals in the year to 30 September 2011, other than the disposal of Evolutions Group as reported last year, there were no major disposals during the year under review. However, following the year end, the VCT disposed of its three cinema investments (at Brixton, Exeter and Norwich) for the total consideration of £2.1 million, against a cost of £1.0 million. The VCT has also received a strong income stream for these investments over recent years, resulting in the total return, comprising capital and income, of over twice cost.

The largest write-up was for Lowcosttravelgroup, which saw its value increase by £1.2 million over the period, as well as Radnor House School (£285,000) and Process Systems Enterprise (£244,000). The largest faller was AMS Sciences (formerly Xceleron) which was written down by £515,000, following the restructuring and further refinancing.

A total of £3.5 million was invested in a number of existing and two new portfolio companies. In line with the current focus of our investment activity, 22 per cent. of the funds invested during the year were in the renewable energy sector. In conjunction with the healthcare sector, which accounted for 30 per cent., we see both as core areas for growth in the future.

## Risks and uncertainties

The outlook for the UK and the international economies continues to be the key risk affecting your company. Limited, if any, growth in the UK and recession in the Eurozone will impact a number of the markets in which our portfolio companies operate. However, your Company's balanced mix of asset-based and high growth investments is designed to be a reasonably resilient portfolio and investment risk is further mitigated through our policy of ensuring that portfolio companies do not normally have external bank borrowings.

A more detailed analysis of risks and uncertainties is set out on pages 17 to 19 in the Directors' report.

## Share buy-backs and share price discount

It remains the Company's policy to buy back shares in the market subject to the overall constraint that such purchases are in the Company's interest. This includes the maintenance

of sufficient resources for investment in new and existing portfolio companies, and in continued payment of dividends to shareholders. It is now the Board's intention for such buy-backs to be in the region of a 5 per cent. discount to net asset value, so far as market conditions and liquidity permit.

## Related party transactions

Details of material related party transactions for the reporting period can be found in note 22 of this Annual Report and Financial Statements.

## Albion VCTs Top Up Offers 2012/2013

Your Board, in conjunction with the boards of five of the other VCTs managed by Albion Ventures LLP, has recently launched its third top up offer as part of the Albion VCTs Top Up Offers 2012/2013. Albion Income & Growth VCT PLC will be aiming to raise approximately £2.5 million. The proceeds will be used to provide further resources at a time when a number of attractive investment opportunities are being seen. An Investor Guide and Offers Document will be sent to shareholders shortly.

## Results and dividends

As at 30 September 2012, the net asset value of the Company was £27.96 million compared to £26.72 million at 30 September 2011. The revenue return before taxation was £632,000 compared to £663,000 for the year to 30 September 2011. The Company will pay a first dividend for the financial year to 30 September 2013 of 1.75 pence per share on 31 January 2013 to shareholders on the register on 4 January 2013.

## Board changes

As announced in the Half-yearly Financial Report for the six months to 31 March 2012, John Kerr retired from the Board on 30 September 2012 and was replaced as chairman of the Audit Committee by Robin Archibald. The Board thanks John for his service to the Company over the last 8 years.

## Outlook

Despite the difficult economic climate, there are a number of companies within the investment portfolio that have grown considerably since we first invested. They operate in dynamic markets and have the potential for considerable further growth. These include companies in the telecommunications, medical technology and IT sectors, which benefit from a diversified international client base. In the coming year we anticipate further realisations combined with a continuing concentration on growth in income-generating investments, supported by an increasing exposure to the renewable energy sector.

## Friedrich Ternofsky

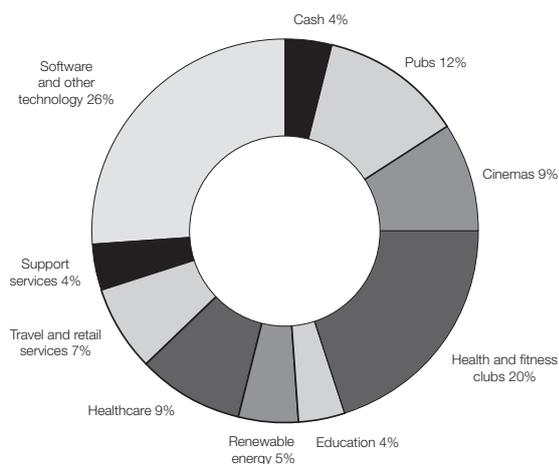
Chairman

18 December 2012

# Manager's report

The sector split for the Company's investment portfolio as at 30 September 2012 is shown below.

The asset-based portfolio now accounts for 53 per cent. of net assets with the growth portfolio accounting for 43 per cent. and cash at 4 per cent. Following the year end, and after adjusting for the disposal of our three cinemas, cash rose to 13 per cent. of net assets. We continue our work to expand the renewable energy portion of the portfolio, which now accounts for 5 per cent. of assets, compared with our stated target of 15 per cent.



Source: Albion Ventures LLP

## New investments

During the year the company invested £340,000 in two new investments and £3.1 million in a number of existing portfolio companies. A number of the investments were made in the renewable energy sector, where we invested in solar and wind projects.

## Existing portfolio

The successful sale of our three cinemas, at Brixton, Exeter and Norwich, took place after the year end and realised proceeds of £2.1 million, a total return of twice cost. Elsewhere within the asset-based portfolio, strong trading resulted in an uplift in Radnor House, which now has 240 pupils at the start of its second year of operation, and has moved into the black on an operating profit basis. It was recently awarded seven "outstandings" in its first Ofsted report. In the growth portfolio, Lowcosttravelgroup saw continued strong growth, despite a hard market for the sector as a whole. Process Systems Enterprise, meanwhile, also saw continued strong growth and the development of its new product to provide safety assistance for offshore oil platforms is a particularly promising initiative.

As mentioned in the last annual report, our investment in Xceleron (now renamed AMS Sciences) required further financing, which took place in stages over the course of the year. Trading at the company, which refocused its operations in the USA, has now stabilised and the company has seen a gradual increase in its order book since its restructuring. Oxsensis saw a decline in its valuation.

In general, we are pleased with the progress that a number of our portfolio companies are making; we continue to work closely with them in order to maximise the return for shareholders.

## Albion Ventures LLP

Manager

18 December 2012

# The Board of Directors

The following are the Directors of the Company, all of whom operate in a non-executive capacity:

## **Friedrich Ternofsky (Chairman)**

An Austrian national, he has spent much of his career in the hotel and leisure industry. He was the chief executive of Marriott Hotels UK from 1981 to 1993 before becoming chief executive of the UK and Scandinavian operations of Compass Group plc, a post he held until 2000. He is currently a non-executive director of Wates Group Limited, as well as a number of other private companies. Friedrich Ternofsky became a Director of the Company on 26 July 2004.

## **Robin Archibald BCom, CA**

Robin Archibald qualified as a chartered accountant with Touche Ross in Glasgow in 1983, before transferring with Touche to London where he worked in the corporate finance department. Since 1986, he has worked in corporate finance and corporate broking roles, including for Samuel Montagu, SG Warburg Securities, NatWest Wood Mackenzie and since 2004 has been head of corporate finance and broking for Winterflood Securities Limited, a wholly owned subsidiary of Close Brothers Group PLC. Since the early nineties, he has concentrated on advising and managing transactions in the UK closed-ended funds sector and has gained a wide experience in fund raising, reorganisations and restructurings for all types of listed funds. Robin Archibald became a Director of the Company on 28 September 2010.

## **Mary Anne Cordeiro MA**

Mary Anne Cordeiro worked at Goldman Sachs International Limited, first in the mergers and acquisitions department and subsequently in the Financial Institutions Group from 1986 to 1992. She worked in similar roles in Bankers Trust Company and Paribas, and was also co-head of Paribas' Financial Institutions Group, before leaving to found her own business in the insurance sector in 1998. More recently she has applied her financial and strategy expertise to the commercialisation of science and technology, and advises a range of early-stage businesses. Mary Anne Cordeiro became a Director of the Company on 26 July 2004.

## **Patrick Reeve MA, ACA**

Patrick Reeve qualified as a chartered accountant with Deloitte Haskins & Sells before joining Cazenove & Co where he spent three years in the corporate finance department. He joined Close Brothers Group PLC in 1989, initially in the development capital subsidiary, where he was a director specialising in the financing of smaller unquoted companies. He joined the corporate finance division in 1991, where he was also a director. He established Albion Ventures LLP (then Close Ventures Limited) with the launch of Albion Venture Capital Trust PLC in the spring of 1996. He is a director of Albion Enterprise VCT PLC and Albion Technology & General VCT PLC, both managed by Albion Ventures LLP. He is also a director of Healthcare & Leisure Property Limited, for which Albion Ventures LLP acts as investment adviser. He is on the council of the BVCA. Patrick Reeve became a Director of the Company on 10 June 2004.

All Directors are members of the Audit Committee (except Patrick Reeve) and the Nomination Committee.

# The Manager

Albion Ventures LLP, is authorised and regulated by the Financial Services Authority and is the Manager of Albion Income & Growth VCT PLC. In addition to Albion Income & Growth VCT PLC, it manages a further six venture capital trusts, and currently has total funds under management of approximately £230 million. Albion was awarded Investor of the Year at the Independent Healthcare Awards 2011.

The following are specifically responsible for the management and administration of the venture capital trusts managed by Albion Ventures LLP, including Albion Income & Growth VCT PLC.

**Patrick Reeve MA, ACA**, details included in the Board of Directors section.

**Will Fraser-Allen BA (Hons), ACA**, qualified as a chartered accountant with Cooper Lancaster Brewers in 1996 and then joined their corporate finance team providing corporate finance advice to small and medium sized businesses. He joined Albion Ventures in 2001 since when he has focused on leisure and healthcare investing. Will became deputy managing partner of Albion Ventures in 2009. Will has a BA in History from Southampton University.

**Isabel Dolan BSc (Hons), ACA, MBA**, qualified as a chartered accountant with Moore Stephens. From 1993 to 1997 she was head of recoveries at the Specialised Lending Services of the Royal Bank of Scotland plc and from 1997 to 2001 she was at 3i plc, latterly as a portfolio director. She joined Albion Ventures in 2005, having previously been finance director for a number of unquoted companies. Isabel became operations partner at Albion Ventures in 2009. She has a BSc in Biochemistry with Pharmacology from Southampton University and an MBA from London Business School.

**Dr Andrew Elder MA, FRCS**, joined Albion Ventures in 2005 and became a partner in 2009. He initially practised as a surgeon for six years, specialising in neurosurgery, before joining the Boston Consulting Group (BCG) as a consultant in 2001. Whilst at BCG he specialised in healthcare strategy, gaining experience with many large, global clients across the full spectrum of healthcare including biotechnology, pharmaceuticals, service and care providers, software and telecommunications. He has an MA plus Bachelors of Medicine and Surgery from Cambridge University and is a Fellow of the Royal College of Surgeons (England).

**Emil Gigov BA (Hons), ACA**, graduated from the European Business School, London, with a BA (Hons) Degree in European Business Administration in 1994. He then joined KPMG in their financial services division and qualified as a chartered accountant in 1997. Following this he transferred to KPMG Corporate Finance where he specialised in the leisure, media and marketing services sectors acting on acquisitions, disposals and fundraising mandates. He joined Albion Ventures in 2000 and has since made and exited investments in a number of industry sectors, including healthcare, education, technology, leisure and engineering. Emil became a partner in Albion Ventures in 2009.

**David Gudgin BSc (Hons), ACMA**, qualified as a management accountant with ICL before spending 3 years at the BBC. In 1999 he joined 3i plc as an investor in European technology based in London and Amsterdam. In 2002 he moved to Foursome Investments (now Frog Capital) as the lead investor of an environmental technology and a later stage development capital fund. David joined Albion Ventures in 2005 and became a partner in Albion Ventures in 2009. David has a BSc in Economics from Warwick University.

**Ed Lascelles BA (Hons)**, joined Albion Ventures in 2004. Ed began by advising quoted UK companies on IPOs, takeovers and other corporate transactions, first with Charterhouse Securities and then ING Barings. Companies ranged in value from £10 million to £1 billion, across the healthcare and technology sectors among others. After moving to Albion Ventures in 2004, Ed started investing in the technology, healthcare, financial and business services sectors. Ed became partner in 2009 and is responsible for a number of Albion's technology investments. He graduated from University College London with a first class degree in Philosophy.

**Dr Christoph Ruedig MA, MBA**, joined Albion Ventures as an investment manager in October 2011 and primarily focuses on Albion's healthcare investments, alongside Andrew Elder. He initially practiced as a radiologist, before spending 3 years at Bain & Company. In 2006 he joined 3i plc working for their Healthcare Venture Capital arm leading investments in biotechnology, pharmaceuticals and medical technology. Most recently he has worked for General Electric UK, where he was responsible for mergers and acquisitions in the medical technology and healthcare IT sectors. He holds a degree in medicine from Ludwig-Maximilians University, Munich and an MBA from INSEAD.

**Henry Stanford MA, ACA**, qualified as a chartered accountant with Arthur Andersen before joining the corporate finance department of Close Brothers Group in 1992, becoming an assistant director in 1996. He moved to Albion Ventures in 1998. Henry became a partner in Albion Ventures in 2009. He holds an MA degree in Classics from Oxford University.

**Robert Whitby-Smith BA (Hons), MSI, ACA**. After graduating in History at Reading University, Robert qualified as a chartered accountant at KPMG and subsequently worked in corporate finance at Credit Suisse First Boston and ING Barings. Since joining in 2005, Robert has assisted in the workout of three VCT portfolios (Murray VCT PLC, Murray VCT 2 PLC and Murray VCT 3 PLC now renamed Crown Place VCT PLC) formerly managed by Aberdeen Murray Johnson, and is responsible for investments in the leisure, manufacturing and technology sectors. Robert became a partner in Albion Ventures in 2009.

**Marco Yu MPhil, MA, MRICS**, spent two and a half years at Bouygues (UK), developing cost management systems for PFI schemes, before moving to EC Harris in 2005 where he advised senior lenders on large capital projects. He joined Albion Ventures in 2007 and became an investment manager in Albion Ventures in 2009. Marco graduated from Cambridge University with a first class degree in economics and is a Chartered Surveyor.

# Portfolio of investments

The following list is a summary of investments as at 30 September 2012:

Qualifying asset-based investments	% voting rights held by Albion Income & Growth VCT PLC	% voting rights held by all AVL* managed companies	As at 30 September 2012			As at 30 September 2011			Change in value for the year** £'000
			Cost £'000	Cumulative movement in value £'000	Total value £'000	Cost £'000	Cumulative movement in value £'000	Total value £'000	
The Weybridge Club Limited	18.5	50.0	3,000	(607)	2,393	3,000	(635)	2,365	28
Kensington Health Clubs Limited	12.9	50.0	3,044	(970)	2,074	3,044	(907)	2,137	(63)
CS (Brixton) Limited	16.7	50.0	713	802	1,515	713	325	1,038	477
The Charnwood Pub Company Limited	10.3	50.0	2,546	(1,292)	1,254	2,914	(1,395)	1,519	–
Bravo Inns II Limited	7.6	50.0	1,207	(41)	1,166	1,160	(84)	1,076	43
Tower Bridge Health Clubs Limited	17.2	50.0	839	294	1,133	1,014	164	1,178	130
Radnor House School (Holdings) Limited	4.2	50.0	734	306	1,040	734	21	755	285
Bravo Inns Limited	12.7	50.0	1,130	(414)	716	1,130	(431)	699	17
Orchard Portman Hospital Limited	8.3	50.0	520	(30)	490	512	1	513	(31)
CS (Norwich) Limited	20.0	50.0	320	147	467	320	13	333	134
The Street by Street Solar Programme Limited	3.6	50.0	357	2	359	117	–	117	2
CS (Exeter) Limited	16.6	50.0	271	77	348	271	(75)	196	152
Regenerco Renewable Energy Limited	2.5	50.0	312	2	314	162	–	162	2
Alto Prodotto Wind Limited	3.0	50.0	269	2	271	79	1	80	1
Nelson House Hospital Limited	2.6	50.0	245	7	252	86	–	86	7
Hilson Moran Holdings Limited	3.5	50.0	249	–	249	–	–	–	–
Premier Leisure (Suffolk) Limited	13.6	50.0	1,000	(775)	225	1,000	(762)	238	(13)
TEG Biogas (Perth) Limited	3.0	50.0	182	18	200	176	1	177	17
The Dunedin Pub Company VCT Limited	15.4	50.0	159	(7)	152	166	(4)	162	(3)
AVESI Limited	3.6	50.0	113	–	113	23	–	23	–
Greenenerco Limited	1.8	50.0	60	–	60	–	–	–	–
GB Pub Company VCT Limited	16.6	50.0	594	(560)	34	674	(481)	193	(79)
<b>Total qualifying asset-based investments</b>			<b>17,864</b>	<b>(3,039)</b>	<b>14,825</b>	17,295	(4,248)	13,047	1,106

\* Albion Ventures LLP

\*\* As adjusted for additions and disposals during the year

## Portfolio of investments continued

			As at 30 September 2012			As at 30 September 2011			Change in value for the year** £'000
			Cost £'000	Cumulative movement in value £'000	Total value £'000	Cost £'000	Cumulative movement in value £'000	Total value £'000	
<b>Qualifying high growth investments</b>	% voting rights held by Albion Income & Growth VCT PLC	% voting rights held by all AVL* managed companies							
Blackbay Limited	15.0	34.9	1,616	608	2,224	1,634	707	2,341	(99)
Lowcosttravelgroup Limited	11.5	26.1	1,560	516	2,076	1,560	(676)	884	1,192
Mi-Pay Limited	11.9	49.9	1,617	(478)	1,139	1,247	(424)	823	(54)
Helveta Limited	10.3	33.4	1,724	(660)	1,064	1,108	(569)	539	(91)
Process Systems Enterprise Limited	5.3	18.1	545	412	957	440	168	608	244
AMS Sciences Limited (formerly Xceleron Limited)	23.9	49.6	713	3	716	2,482	(1,649)	833	3
memsstar Limited	8.2	28.1	572	90	662	572	67	639	23
Rostima Holdings Limited	13.7	39.6	288	278	566	268	330	598	(52)
Chichester Holdings Limited	15.2	50.0	1,699	(1,244)	455	1,699	(1,359)	340	115
Opta Sports Data Limited	2.7	14.2	341	107	448	341	(25)	316	132
Oxsensis Limited	5.7	20.6	839	(465)	374	755	(326)	429	(139)
Palm Tree Technology Limited	0.4	0.7	235	47	282	235	47	282	-
Masters Pharmaceuticals Limited	1.0	16.9	202	(5)	197	202	(21)	181	16
Mirada Medical Limited	3.7	50.0	86	90	176	86	84	170	6
Prime Care Holdings Limited	3.8	49.9	228	(107)	121	228	(43)	185	(64)
DySIS Medical Limited	1.3	19.0	211	(116)	95	175	(34)	141	(82)
Abcodia Limited	1.0	21.4	35	-	35	35	-	35	-
<b>Total qualifying high growth investments</b>			<b>12,511</b>	<b>(924)</b>	<b>11,587</b>	13,067	(3,723)	9,344	1,150
<b>Total qualifying fixed asset investments</b>			<b>30,375</b>	<b>(3,963)</b>	<b>26,412</b>	30,362	(7,971)	22,391	2,256

	As at 30 September 2012			As at 30 September 2011			Change in value for the year** £'000
	Cost £'000	Cumulative movement in value £'000	Total value £'000	Cost £'000	Cumulative movement in value £'000	Total value £'000	
<b>Non-qualifying fixed asset investments</b>							
AMS Sciences Limited (formerly Xceleron Limited)	313	108	421	-	-	-	108
Rostima Holdings Limited	121	-	121	69	-	69	-
Evolutions Group Limited	12	-	12	2,014	(238)	1,776	-
<b>Total non-qualifying fixed asset investments</b>	<b>446</b>	<b>108</b>	<b>554</b>	2,083	(238)	1,845	108

\* Albion Ventures LLP

\*\* As adjusted for additions and disposals during the year

## Portfolio of investments continued

	As at 30 September 2012			As at 30 September 2011			Change in value for the year** £'000
	Cost £'000	Cumulative movement in value £'000	Total value £'000	Cost £'000	Cumulative movement in value £'000	Total value £'000	
<b>Current asset investments</b>							
Dexela Limited	–	25	25	–	235	235	25
<b>Total current asset investments</b>	<b>–</b>	<b>25</b>	<b>25</b>	<b>–</b>	<b>235</b>	<b>235</b>	<b>25</b>

<b>Total change on value on investments for the year</b>	2,389
Realised loss in current year	(566)
Movement in loan stock accrued interest	171
<b>Total gains on investments as per income statement</b>	<b>1,994</b>

\*\* as adjusted for additions and disposals during the year

The comparative cost and valuations for 30 September 2011 do not agree to the Annual Report and Financial Statements for the year ended 30 September 2011 as the above list does not include brought forward investments that were fully disposed of in the year.

The net change in value for AMS Sciences Limited (and Xceleron Limited) for the year was a loss of £515,000.

<b>Fixed asset investment disposals during the year to 30 September 2012</b>	Cost £'000	Opening carrying value £'000	Disposal proceeds £'000	Total realised (loss)/gain £'000	Gain/(loss) on opening value £'000
Evolutions Group Limited	2,002	1,764	1,764	(238)	–
The Charnwood Pub Company Limited <i>(loan stock repaid)</i>	367	264	264	(103)	–
Tower Bridge Health Clubs Limited <i>(loan stock repaid)</i>	175	175	175	–	–
Blackbay Limited <i>(loan stock repaid)</i>	142	142	142	–	–
Evolutions Television Limited	88	88	88	–	–
GB Pub Company VCT Limited <i>(loan stock repaid)</i>	80	80	80	–	–
Hilson Moran Holdings Limited <i>(loan stock repaid)</i>	32	32	32	–	–
Lowcosttravelgroup Limited	–	–	24	24	24
The Dunedin Pub Company VCT Limited <i>(loan stock repaid)</i>	8	8	8	–	–
Xceleron Limited <i>(restructuring)</i>	2,275	626	–	(2,275)	(626)
Red-M Wireless Limited	186	–	–	(186)	–
<b>Total</b>	<b>5,355</b>	<b>3,179</b>	<b>2,577</b>	<b>(2,778)</b>	<b>(602)</b>

<b>Current asset investment disposals during the year to 30 September 2012</b>	Cost £'000	Opening carrying value £'000	Disposal proceeds £'000	Total realised gain £'000	Gain/(loss) on opening value £'000
Dexela Limited	–	235	275	275	40
RFI Global Services Limited	–	234	230	230	(4)
<b>Total</b>	<b>–</b>	<b>469</b>	<b>505</b>	<b>505</b>	<b>36</b>

# Portfolio companies

The top ten investments by aggregate value of equity and loan stock are as follows:

<b>The Weybridge Club Limited</b>			
The company owns a 30 acre freehold site near to the centre of Weybridge, Surrey, which has been developed into a premium health and fitness club. The club opened in May 2007.			
<b>Audited results: year to 30 September 2011</b>		<b>Investment information</b>	
	<b>£'000</b>		<b>£'000</b>
Turnover	1,969	Income recognised in the year	135
EBITDA	544	Total cost	3,000
Loss before tax	(839)	Total equity valuation	75
Net liabilities	(2,205)	Total loan stock valuation	2,318
Basis of valuation:	Net asset value supported by third party valuation	Voting rights	18.5%
Website: <a href="http://www.theweybridgeclub.com">www.theweybridgeclub.com</a>			
Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 50.0 per cent.			

<b>Blackbay Limited</b>			
The company provides enterprise mobility solutions for the logistics and field service sectors.			
<b>Audited results: year to 31 December 2011</b>		<b>Investment information</b>	
	<b>£'000</b>		<b>£'000</b>
Turnover	7,809	Income recognised in the year	79
EBITDA	604	Total cost	1,616
Profit before tax	2	Total equity valuation	979
Net liabilities	(1,490)	Total loan stock valuation	1,245
Basis of valuation:	Revenue multiple	Voting rights	15.0%
Website: <a href="http://www.blackbay.com">www.blackbay.com</a>			
Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 34.9 per cent.			

<b>Lowcosttravelgroup Limited</b>			
Lowcosttravelgroup Limited is an online travel business specialising in dynamic packages to the Mediterranean and the Balearic Islands.			
<b>Audited results: year to 31 October 2011</b>		<b>Investment information</b>	
	<b>£'000</b>		<b>£'000</b>
Turnover	53,811	Income recognised in the year	17
EBITDA	1,894	Total cost	1,560
Profit before tax	977	Total equity valuation	1,749
Net assets	7,942	Total loan stock valuation	327
Basis of valuation:	Earnings multiple	Voting rights	11.5%
Website: <a href="http://www.lowcosttravelgroup.com">www.lowcosttravelgroup.com</a>			
Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 26.1 per cent.			

<b>Kensington Health Clubs Limited</b>			
The company has developed a 29,000 square foot health and fitness club on a 999 year lease in West London which opened in December 2007.			
<b>Audited results: year to 30 September 2011</b>		<b>Investment information</b>	
	<b>£'000</b>		<b>£'000</b>
Turnover	2,073	Income recognised in the year	178
EBITDA	679	Total cost	3,044
Loss before tax	(817)	Total equity valuation	35
Net assets	322	Total loan stock valuation	2,039
Basis of valuation:	Net asset value supported by third party valuation	Voting rights	12.9%
Website: <a href="http://www.thirtysevendegrees.co.uk/olympia">www.thirtysevendegrees.co.uk/olympia</a>			
Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 50.0 per cent.			

<b>CS (Brixton) Limited</b>			
This company owns and operates the Ritz cinema in Brixton, London.			
<b>Audited results: year to 31 December 2011</b>		<b>Investment information</b>	
	<b>£'000</b>		<b>£'000</b>
Turnover	3,673	Income recognised in the year	70
EBITDA	643	Total cost	713
Profit before tax	436	Total equity valuation	997
Net assets	3,508	Total loan stock valuation	518
Basis of valuation:	Offer price	Voting rights	16.7%
Website: <a href="http://www.picturehouses.co.uk">www.picturehouses.co.uk</a>			
Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 50 per cent.			

## Portfolio companies continued

### The Charnwood Pub Company Limited

The company is a pub company which owns and operates 11 freehold public houses in central England.



	<b>Audited results: year to 31 March 2012</b>	<b>Investment information</b>	<b>£'000</b>
	<b>£'000</b>		
Turnover	4,178	Income recognised in the year	84
EBITDA	718	Total cost	2,546
Loss before tax	(316)	Total equity valuation	-
Net liabilities	(1,458)	Total loan stock valuation	1,254
Basis of valuation:	Net asset value supported by third party valuation	Voting rights	10.3%

Website: [www.chnwoodpubco.co.uk](http://www.chnwoodpubco.co.uk)

Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 50.0 per cent.

### Bravo Inns II Limited

The company was formed in September 2007 and owns and operates 15 freehold pubs in the North of England. The pubs are trading well with considerable demand for the value offering.



	<b>Audited results: year to 31 March 2011</b>	<b>Investment information</b>	<b>£'000</b>
	<b>£'000</b>		
Turnover	3,532	Income recognised in the year	89
EBITDA	500	Total cost	1,207
Loss before tax	(263)	Total equity valuation	351
Net assets	1,958	Total loan stock valuation	815
Basis of valuation:	Net asset value supported by third party valuation	Voting rights	7.6%

Website: [www.bravoinsns.com](http://www.bravoinsns.com)

Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 50.0 per cent.

### Mi-Pay Limited

Mi-Pay provides an outsourced payment processing service to mobile network operators and related customers, focusing on pre paid top ups and money transfers.



	<b>Audited results: year to 31 December 2011</b>	<b>Investment information</b>	<b>£'000</b>
	<b>£'000</b>		
Turnover	2,402	Income recognised in the year	-
EBITDA	(2,681)	Total cost	1,617
Loss before tax	(2,781)	Total equity valuation	896
Net assets	877	Total loan stock valuation	243
Basis of valuation:	Revenue Multiple	Voting rights	11.9%

Website: [www.mi-pay.com](http://www.mi-pay.com)

Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 49.9 per cent.

### AMS Sciences Limited (formerly Xceleron Limited)

The company is a provider of drug development services to the life-science industries.



The company was incorporated on 2 November 2011 and has not yet filed accounts at Companies house. The last set of Xceleron Limited accounts filed at Companies house were to 31 December 2009 and were considered outdated.

	<b>Investment information</b>	<b>£'000</b>
Basis of valuation:	Revenue Multiple	
	Income recognised in the year	-
	Total cost	1,026
	Total equity valuation	409
	Total loan stock valuation	729
	Voting rights	23.9%

Website: [www.xceleron.com](http://www.xceleron.com)

Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 49.6 per cent.

### Tower Bridge Health Clubs Limited

The company has developed and operates a health and fitness club in the More London development in central London. Membership remains strong and continues to grow.



	<b>Audited results: year to 30 September 2011</b>	<b>Investment information</b>	<b>£'000</b>
	<b>£'000</b>		
Turnover	2,431	Income recognised in the year	94
EBITDA	760	Total cost	839
Profit before tax	284	Total equity valuation	622
Net assets	340	Total loan stock valuation	511
Basis of valuation:	Net asset value supported by third party valuation	Voting rights	17.2%

Website: [www.thirtysevendegrees.co.uk/towerbridge](http://www.thirtysevendegrees.co.uk/towerbridge)

Other funds managed and advised by Albion Ventures LLP have invested in this company and have a combined equity holding of 50.0 per cent.

Net assets of portfolio companies where a recent third party valuation has taken place may have a higher valuation in Albion Income & Growth VCT PLC's accounts than in its own, where the portfolio company does not have a policy of revaluing its fixed assets.

# Directors' report

The Directors submit their Annual Report and the audited Financial Statements on the affairs of Albion Income & Growth VCT PLC (the "Company") for the year ended 30 September 2012.

## BUSINESS REVIEW

### Principal activity and status

The principal activity of the Company is that of a venture capital trust. It has been approved by H.M. Revenue & Customs ("HMRC") as a venture capital trust in accordance with Part 6 of the Income Tax Act 2007 and in the opinion of the Directors the Company has conducted its affairs so as to enable it to continue to obtain such approval. Approval for the year ended 30 September 2012 is subject to review should there be any subsequent enquiry under corporation tax self assessment.

The Company is not a close company for taxation purposes and its shares are listed on The London Stock Exchange.

The Company is no longer an investment company as defined in Section 833 of the Companies Act 2006. The Company revoked its investment trust status on 27 May 2010 in order for the Company to pay dividends from realised capital profits.

Under current tax legislation, shares in the Company provide tax-free capital growth and income distribution, in addition to the income tax relief most investors would have obtained when they invested in the original share offers.

### Capital structure

Details of the issued share capital, together with details of the movements in the Company's issued share capital during the year are shown in note 15.

The Company's share capital comprises Ordinary shares only. The Ordinary shares are designed for individuals who are professionally advised private investors, seeking, over the long term, investment exposure to a diversified portfolio of unquoted investments. The investments are spread over a number of sectors, to produce a regular and predictable source of income, combined with the prospect of longer term capital growth.

All shares rank *pari passu* for dividend and voting rights and each share is entitled to one vote. The Directors are not aware of any restrictions on the transfer of shares or on voting rights.

The Company currently operates a Dividend Reinvestment Scheme, details of which can be found on [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the 'Our Funds' section. During the year the Company issued 162,129 new Ordinary shares under the Dividend Reinvestment Scheme, details of which can be found in note 15.

On 1 November 2011 the Company announced the launch of the Albion VCTs Linked Top Up Offers 2011/2012 in conjunction with six other VCTs managed by Albion Ventures LLP. During the year, the Company issued a total of 2,339,084 new Ordinary shares (details are shown in note 15). The Offer closed on 31 May 2012.

The Company, in conjunction with the boards of five of the other VCTs managed by Albion Ventures LLP, has recently launched Top Up offers of new Ordinary shares. Albion Income & Growth VCT PLC will be aiming to raise approximately £2.5m, a 16.7 per cent. share of the £15 million in aggregate that the Albion VCTs plan to raise. The proceeds will be used to provide further resources at a time when a number of attractive investment opportunities are being seen. An Investor Guide and Offers Document will be sent to shareholders.

### Reduction in share capital and cancellation of capital redemption reserve

Shareholders approved the reduction of share capital by reducing the nominal value of Ordinary shares from 50 pence to 1 penny per Ordinary share and the cancellation of the Company's capital redemption reserve at the Annual General Meeting on 6 February 2012. The High Court approved this restructuring on 22 February 2012, and the nominal value of the share capital of the Company is now 1 penny per share. The restructuring has increased the reserves available to the Company for the payment of dividends, the buy-back of shares and for other corporate purposes. New share certificates will not be issued following these changes and existing certificates will remain valid.

### Substantial interests and shareholder profile

As at 30 September 2012 and at the date of this report, the Company was not aware of any shareholder that had a beneficial interest exceeding 3 per cent. of voting rights. There have been no disclosures in accordance with Disclosure and Transparency Rule 5 made to the Company during the year ended 30 September 2012, and to the date of this report.

The table below shows the shareholder profile as at 12 December 2012 for the Company:

Number of shares held	% shareholders	% share capital
1 – 10,000	65.4	18.8
10,001 – 50,000	30.1	40.6
50,001 – 100,000	3.1	14.0
100,001 – 500,000	1.2	12.6
500,001 – 1,000,000	0.1	4.3
1,000,001 – 5,000,000*	0.1	9.7

\* Treasury shares held by Albion Income & Growth VCT PLC

# Directors' report continued

## Investment policy

The Company's investment strategy is to provide investors with a regular and predictable source of dividend income combined with the prospect of long term capital growth, through allowing investors the opportunity to participate in a balanced portfolio of high growth businesses and lower risk, asset-based companies. It is intended that the Company's investment portfolio will be split approximately as follows:

- 45 per cent. to be invested in higher growth unquoted businesses, including early stage technology;
- 45 per cent. to be invested in unquoted asset-based businesses in the leisure sector; and
- 10 per cent. to be held in floating rate securities, cash deposits and gilts with a Moody's credit rating of at least A.

In neither of the first two categories listed above would portfolio companies normally have any external borrowing with a charge ranking ahead of the VCT. Up to two-thirds of qualifying assets by cost will comprise loan stock secured with a first charge on the portfolio company's assets.

## Venture capital trust status

In addition to the investment policy described above, HMRC rules drive the Company's investment allocation and risk diversification policies. In order to maintain its status under Venture Capital Trust legislation, the following tests must be met:

- (1) The Company's income must be derived wholly or mainly from shares and securities;
- (2) At least 70 per cent. of the HMRC value of its investments must have been represented throughout the year by shares or securities that are classified as 'qualifying holdings';
- (3) At least 30 per cent. by HMRC value of its total qualifying holdings must have been represented throughout the year by holdings of 'eligible shares'. For funds raised after 5 April 2011 the figure is 70 per cent.;
- (4) At no time in the year must the Company's holdings in any one company (other than another VCT) have exceeded 15 per cent. by HMRC value of its investments;
- (5) The Company must not have retained greater than 15 per cent. of its income earned in the year from shares and securities;

- (6) Eligible shares must comprise at least 10 per cent. by HMRC value of the total of the shares and securities that the Company holds in any one portfolio company; and
- (7) The Company's shares, throughout the year, must have been listed in the Official List of the Stock Exchange.

These tests drive a spread of investment risk through disallowing holdings of more than 15 per cent. in any portfolio company. The tests have been carried out and independently reviewed for the year ended 30 September 2012. The Company has complied with all tests and continues to do so.

'Qualifying holdings' for Albion Income & Growth VCT PLC include shares or securities (including loans with a five year or greater maturity period) in companies which operate a 'qualifying trade' wholly or mainly in the United Kingdom. 'Qualifying trade' excludes, amongst other sectors, dealing in property or shares and securities, insurance, banking and agriculture. Details of the sectors in which the Company is invested can be found in the pie chart on page 7 of the Manager's report.

Portfolio company gross assets must not exceed £15 million immediately prior to the investment and £16 million immediately thereafter. The maximum each company can receive from State Aided risk capital schemes is £5 million in any twelve month period.

## Gearing

As defined by the Articles of Association, the Company's maximum exposure in relation to gearing is restricted to 10 per cent. of the adjusted share capital and reserves. As at 30 September 2012, the Company's maximum permitted exposure was £2,796,000 (2011: £2,672,000) and its actual short term and long term gearing at this date was £nil (2011: £nil). The Directors do not currently have any intention to utilise long term gearing.

## Current portfolio sector allocation

The pie chart on page 7 of the Manager's report shows the split of the portfolio valuation by industrial or commercial sector as at 30 September 2012. Details of the principal investments made by the Company are shown in the Portfolio of investments section on pages 10 to 12.

## Review of business and future changes

A detailed review of the Company's business during the year and future prospects is contained in the Chairman's statement on page 6 and Manager's report on page 7. Details of significant events which have occurred since the end of the financial year are listed in note 21. Details of related party transactions are shown in note 22.

## Directors' report continued

The Directors do not foresee any major changes in the activity undertaken by the Company in the current year. The Company continues with its objective to invest in unquoted companies throughout the United Kingdom with a view to providing both capital growth and a reliable dividend income to shareholders over the long term.

### Operational arrangements

The Company has delegated the investment management of the portfolio to Albion Ventures LLP, which is authorised and regulated by the Financial Services Authority. Albion Ventures LLP also provides company secretarial and other accounting and administrative support to the Company. Further details regarding the terms of engagement of the Manager are shown on page 20.

### Results and dividends

The results for the year ended 30 September 2012 are as follows:

	<b>£'000</b>
Net revenue return for the year ended 30 September 2012	525
Revenue dividend of 1.75 pence per share paid on 31 January 2012	(729)
Revenue dividend of 1.75 pence per share paid on 29 June 2012	(744)
<b>Transferred from other distributable reserves</b>	<b>(948)</b>
<b>Realised and unrealised capital gain for the year transferred to reserves</b>	<b>1,603</b>
Net assets as at 30 September 2012	27,965
Net asset value per share as at 30 September 2012 (pence)	<b>66.00</b>

The Company paid dividends of 3.50 pence per share (2011: 3.50 pence per share) during the year ended 30 September 2012.

As described in the Chairman's statement, the Board has declared a first dividend of 1.75 pence per share to be paid on 31 January 2013 to shareholders on the register as at 4 January 2013. The Board currently has an annual dividend target of 3.50 pence per share (although this should not be regarded as a forecast).

As shown in the Income statement on page 30 of the Financial Statements, the investment income has slightly increased to £1,052,000 (2011: £1,049,000). The revenue return to equity holders has increased to £525,000 (2011: £508,000) or 1.30 pence per share (2011: 1.20 pence per share) due to tax relief from prior years.

The capital return for the year was £1,603,000 (2011: capital loss £676,000), primarily as a result of the increase in unrealised gains on investments offset by realised losses.

The total return per share was 5.10 pence per share (2011: loss of 0.40 pence per share).

The Balance sheet on page 31 shows that the net asset value per share has increased over the last year to 66.00 pence per share (2011: 64.20 pence per share), primarily reflecting the total return of 5.10 pence per share less the payment of 3.50 pence per share dividends during the year.

The cash flow for the business shows a net outflow of £960,000 for the year (2011: outflow of £192,000) reflecting the dividends paid, the purchase of shares for cancellation and the purchase of qualifying investments, offset by the disposal of investments, the issue of new share capital and net cash inflow from operations.

### Share buy-backs

The Company operates a programme of buying back shares either for cancellation or for holding in treasury. Details regarding the current policy can be found on page 6 of the Chairman's statement.

### Key performance indicators

The Directors believe that the following key performance indicators are the most important for the business.

The graph on page 4 shows Albion Income & Growth VCT PLC's net asset value total return against the FTSE All-Share Index total return, in both instances with dividends reinvested. Details of the performance of the net asset value and return per share for the year are shown above.

The ongoing charges ratio for the year to 30 September 2012 was 3.3 per cent. (2011: 3.4 per cent.).

The Company continues to comply with HMRC rules in order to maintain its status under venture capital trust legislation as highlighted on page 16.

### Principal risks and uncertainties

In addition to the current economic risks outlined in the Chairman's statement, the Board considers that the Company faces the following major risks and uncertainties:

- Economic risk*  
Changes in economic conditions, including, for example, interest rates, rates of inflation, industry conditions, competition, political and diplomatic events

## Directors' report continued

and other factors could substantially and adversely affect the Company's prospects in a number of ways.

To reduce this risk, in addition to investing equity in portfolio companies, the Company often invests in secured loan stock and has a policy of not normally permitting any external bank borrowings within portfolio companies. Additionally, the Manager has been rebalancing the sector exposure of the portfolio with a view to reducing reliance on consumer led sectors.

### 2. *Investment risk*

This is the risk of investment in poor quality assets which reduces the capital and income returns to shareholders, and negatively impacts on the Company's reputation. By nature, smaller unquoted businesses, such as those that qualify for venture capital trust purposes, are more fragile than larger, long established businesses.

To reduce this risk, the Board places reliance upon the skills and expertise of the Manager and its strong track record for investing in this segment of the market. In addition, the Manager operates a formal and structured investment process, which includes an Investment Committee, comprising investment professionals from the Manager and at least one external investment professional. The Manager also invites, and takes account of, comments from non-executive Directors of the Company on investments discussed at the Investment Committee meetings. Investments are actively and regularly monitored by the Manager (investment managers normally sit on portfolio company boards) and the Board receives detailed reports on each investment as part of the Manager's report at quarterly board meetings. It is the policy of the Company for portfolio companies to not normally have external borrowings.

### 3. *Valuation risk*

The Company's investment valuation method is reliant on the accuracy and completeness of information that is issued by portfolio companies. In particular, the Directors may not be aware of or take into account certain events or circumstances which occur after the information issued by such companies is reported.

As described in note 2 of the Financial Statements, the unquoted equity investments, convertible loan stock and debt issued at a discount held by the Company are valued at fair value through profit or loss in accordance with the International Private Equity and Venture Capital Valuation Guidelines. These guidelines

set out recommendations, intended to represent current best practice on the valuation of venture capital investments. These investments are valued on the basis of forward looking estimates and judgements about the business itself, its market and the environment in which it operates, together with the state of the mergers and acquisitions market, stock market conditions and other factors. In making these judgements the valuation takes into account all known material facts up to the date of approval of the Financial Statements by the Board. All other unquoted loan stock is measured at amortised cost.

### 4. *Venture Capital Trust approval risk*

The Company's current approval as a venture capital trust allows investors to take advantage of tax reliefs on initial investment and ongoing tax free capital gains and dividend income. Failure to meet the qualifying requirements could result in investors losing the tax relief on initial investment and loss of tax relief on any tax-free income or capital gains received. In addition, failure to meet the qualifying requirements could result in a loss of listing of the shares.

To reduce this risk, the Board has appointed the Manager, who has a team with significant experience in venture capital trust management, used to operating within the requirements of the venture capital trust legislation. In addition, to provide further formal reassurance, the Board has appointed PricewaterhouseCoopers LLP as its taxation advisors. PricewaterhouseCoopers LLP report quarterly to the Board to independently confirm compliance with the venture capital trust legislation, to highlight areas of risk and to inform on changes in legislation.

### 5. *Compliance risk*

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

Board members and the Manager have experience of operating at senior levels within quoted businesses. In addition, the Board and the Manager receive regular updates on new regulation from its auditor, lawyers and other professional bodies.

## Directors' report continued

### 6. *Internal control risk*

Failures in key controls, within the Board or within the Manager's business, could put assets of the Company at risk or result in reduced or inaccurate information being passed to the Board or to shareholders.

The Audit Committee meets with the Manager's Internal Auditor, Littlejohn LLP, when required, receiving a report regarding the last formal internal audit performed on the Manager, and providing the opportunity for the Audit Committee to ask specific and detailed questions. During the year the Chairman of the Audit Committee met with the internal audit Partner of Littlejohn LLP to discuss the most recent Internal Audit Report on the Manager. The Manager has a comprehensive business continuity plan in place in the event that operational continuity is threatened. Further details regarding the Board's management and review of the Company's internal controls through the implementation of the Turnbull guidance are detailed on page 25.

Measures are in place to mitigate information risk in order to ensure the integrity, availability and confidentiality of information used within the business.

### 7. *Reliance upon third parties risk*

The Company is reliant upon the services of Albion Ventures LLP for the provision of investment management and administrative functions. There are provisions within the management agreement for the change of Manager under certain circumstances (for further detail, see the management agreement paragraph on page 20). In addition, the Manager has demonstrated to the Board that there is no undue reliance placed upon any one individual within Albion Ventures LLP.

### 8. *Financial risks*

By its nature, as a venture capital trust, the Company is exposed to investment risk (which comprises investment price risk and cash flow interest rate risk), credit risk and liquidity risk. The Company's policies for managing these risks and its financial instruments are outlined in full in note 19 to the Financial Statements.

All of the Company's income and expenditure is denominated in sterling and hence the Company has no foreign currency risk. The Company is financed through equity and does not have any borrowings. The Company does not use derivative financial instruments for speculative purposes.

### **Environment**

The management and administration of Albion Income & Growth VCT PLC is undertaken by the Manager. Albion Ventures LLP recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by its activities. Initiatives designed to minimise the Company's impact on the environment include recycling and reducing energy consumption as shown in the financial statements of Albion Ventures LLP.

### **Employees**

The Company is managed by Albion Ventures LLP and hence has no employees other than its Directors.

### **Directors**

The Directors who held office during the year and their interests in the shares of the Company (together with those of their immediate family) are shown below:

	<b>30 September 2012</b>	30 September 2011
Friedrich Ternofsky	<b>12,229</b>	12,229
Robin Archibald	<b>-</b>	-
Mary Anne Cordeiro	<b>4,845</b>	4,588
John Kerr (retired 30 September 2012)	<b>12,000</b>	12,000
Patrick Reeve	<b>244,645</b>	234,671

There have been no changes in the holdings of the Directors between 30 September 2012 and the date of this Report.

No Director has a service contract with the Company.

All Directors are members of the Audit Committee, with the exception of Mr Reeve. Robin Archibald replaced John Kerr as Chairman of the Audit Committee on 30 September 2012. The Board considers his experience as a chartered accountant at Touche Ross and with a number of quoted companies through his current role at Winterflood Securities Limited to provide the necessary skills required for this role.

No options over the share capital, long term incentive or retirement benefits of the Company have been granted to Directors personally, nor does the Company make a contribution to any pension scheme on behalf of the Directors.

Further details regarding the Directors' remuneration are shown on page 28.

### **Directors' indemnity**

Each Director has entered into a Deed of Indemnity with the Company which indemnifies each Director, subject to the provisions of the Companies Act 2006 and the limitations set out in each deed, against any liability arising out of any claim

## Directors' report continued

made against him in relation to the performance of his duties as a Director of the Company. A copy of each Deed of Indemnity entered into by the Company for each Director is available at the Registered Office of the Company.

### Re-election of Directors

Directors' retirement and re-election is subject to the Articles of Association and the UK Corporate Governance Code. At the forthcoming Annual General Meeting, Friedrich Ternofsky and Patrick Reeve will retire and offer themselves for re-election.

### Management agreement

Under the terms of the agreement dated 2 August 2004, the Company and Close Ventures Limited entered into a management agreement which may be terminated by either party on 12 months' notice. This agreement was novated to Albion Ventures LLP on 23 January 2009. The Manager will provide the investment management, company secretarial and administrative services to the Company, for a fee payable quarterly in arrears on 1 January, 1 April, 1 July and 1 October in each year, of an amount equal to 2.5 per cent. of the net asset value of the Company. The management agreement is subject to earlier termination in the event of certain breaches, or on the insolvency of either party.

The Manager is entitled to an arrangement fee payable by each portfolio company of approximately 2 per cent. on each investment made, and also entitled to non-executive director fees when placing an investment executive from Albion Ventures LLP on the portfolio company Board.

Under the terms of the management agreement, the total normal management and administration expenses of the Company, inclusive of any net irrecoverable VAT, but not including any Manager's performance incentive fee, are limited to a maximum of 3.5 per cent. of the value of the Company's net assets. Any excess will either be paid by the Manager, or refunded by way of deduction of management fees. The cap was not invoked during the year.

### Management performance incentive

In order to provide the Manager with an incentive to maximise the return to investors, the management agreement contains a manager's incentive fee arrangement.

The target level requires returns to exceed a minimum compound level of 8 per cent. per annum (comprising dividends and net asset value). If the target return is not achieved in a period, the cumulative shortfall is carried forward to the next accounting period and has to be made up before an incentive fee becomes payable.

If the target is achieved the Manager is entitled to 20 per cent. of the excess. For the year to 30 September 2012, no incentive fee became due to the Manager (2011: £nil).

### Evaluation of the Manager

The Board has evaluated the performance of the Manager based on the returns generated by the Company, the continuing achievement of the 70 per cent. investment requirement for Venture Capital Trust status, the long term prospects of current investments, a review of the Management agreement and the services provided therein, and benchmarking the performance of the Manager to other service providers. The Board believes that it is in the interests of shareholders as a whole, and of the Company, to continue the appointment of the Manager for the forthcoming year.

### Investment and co-investment

The Company co-invests with other venture capital trusts and funds managed by Albion Ventures LLP. Allocation of investments is on the basis of an allocation agreement which is based, inter alia, on the ratio of funds available for investment.

### Auditor

In 2007 the Audit Committee undertook a tendering exercise for provision of audit services. As a result of this process, PKF (UK) LLP were appointed as Auditor with effect from 2008. The Audit Committee annually reviews and evaluates the standard and quality of service provided by the Auditor, as well as value for money in the provision of these services. A resolution to re-appoint PKF (UK) LLP as Auditor will be proposed at the forthcoming Annual General Meeting on 5 February 2013.

### Supplier payment policy

The Company's policy is to pay all supplier invoices within 30 days of the invoice date, or as otherwise agreed. Trade creditors totalled £8,000 as at 30 September 2012 (2011: £7,000). The creditor days as at 30 September 2012 were 3 days (2011: 3 days).

### Annual General Meeting

The Annual General Meeting will be held at the City of London Club, 19 Old Broad Street, London EC2N 1DS at 11 am on 5 February 2013. The notice of the Annual General Meeting is at the end of this document.

The proxy form enclosed with this Annual Report and Financial Statements permits shareholders to disclose votes 'for', 'against', and 'withheld'. A 'vote withheld' is not a vote in law and will not be counted in the proportion of the votes for and against the resolution. A summary of proxies lodged

## Directors' report continued

at the Annual General Meeting will be published at [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) within the 'Our Funds' section by clicking on Albion Income & Growth VCT PLC.

Resolutions relating to the following items of special business will be proposed at the forthcoming Annual General Meeting for which shareholder approval is required in order to comply either with the Companies Act or the Listing Rules of the Financial Services Authority.

### **Power to allot shares**

Ordinary resolution number 7 will request the authority to allot up to an aggregate nominal amount of £46,955 representing approximately 10 per cent. of the issued Ordinary share capital of the Company as at the date of this Report.

The Directors do not currently have any intention to allot shares, with the exception of the Dividend Reinvestment Scheme, the Albion VCTs Top Up Offers 2012/2013 and similar offers as described in note 21 and the reissuance of treasury shares where it is in the Company's interest to do so. The Company currently holds 4,550,867 treasury shares representing 9.7 per cent. of the total Ordinary share capital in issue as at 30 September 2012.

This resolution replaces the authority given to the Directors at the Annual General Meeting on 6 February 2012. The authority sought at the forthcoming Annual General Meeting will expire 18 months from the date that this resolution is passed or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier.

### **Dis-application of pre-emption rights**

Special resolution number 8 will request the authority for the Directors to allot equity securities for cash without first being required to offer such securities to existing members. This will include the sale on a non pre-emptive basis of any shares the Company holds in treasury for cash. The authority relates to a maximum aggregate of £46,955 of the nominal value of the share capital representing 10 per cent. of the issued Ordinary share capital of the Company as at the date of this Report.

This resolution replaces the authority given to the Directors at the Annual General Meeting on 6 February 2012. The authority sought at the forthcoming Annual General Meeting will expire 18 months from the date that this resolution is passed or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier. Members should note that this resolution also relates to treasury shares.

### **Purchase of own shares**

Special resolution number 9 will request the authority to purchase approximately 14.99 per cent. of the Company's

issued Ordinary share capital at, or between, the minimum and maximum prices specified in resolution 9. Shares bought back under this authority may be cancelled and up to 10 per cent. can be held in treasury.

The Board believes that it is helpful for the Company to continue to have the flexibility to buy its own shares and this resolution seeks authority from shareholders to do so.

This resolution would renew the 2012 authority, which was on similar terms. During the financial year under review, the Company purchased 1,741,861 Ordinary shares to be cancelled, at an aggregate consideration of £990,000 including stamp duty, representing 3.8 per cent. of the issued share capital of the Company as at 30 September 2011.

During the year, the Company did not purchase any Ordinary shares for treasury.

The authority sought at the forthcoming Annual General Meeting will expire 18 months from the date that this resolution is passed or at the conclusion of the next Annual General Meeting of the Company, whichever is earlier.

### **Treasury shares**

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the "Regulations"), shares purchased by the Company out of distributable profits can be held as treasury shares, which may then be cancelled or sold for cash. The authority sought by these resolutions is intended to apply equally to shares to be held by the Company as treasury shares in accordance with the Regulations.

Special resolution number 10 will request the authority to permit Directors to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

### **Recommendation**

The Board believes that the passing of the resolutions above are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of these resolutions, as the Directors intend to do in respect of their own beneficial shareholdings of 261,719 shares.

### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Directors' report, the Directors' remuneration report and the Financial Statements in accordance with applicable law and regulations. They are also responsible for ensuring that the Annual Report includes information required by the Listing Rules of the Financial Services Authority.

## Directors' report continued

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the Financial Statements and other information included in annual reports may differ from legislation in other jurisdictions.

The Directors confirm, to the best of their knowledge, that:

- the Financial Statements, which have been prepared in accordance with UK Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and

- the Management report included within the Chairman's statement, Manager's report and Director's report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

The names and functions of all the Directors are stated on page 8.

### Disclosure of information to auditor

In the case of the persons who are Directors of the Company at the date of approval of this report:

- so far as each of the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the Directors has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This disclosure is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

By Order of the Board

### Albion Ventures LLP

Company Secretary  
1 King's Arms Yard  
London, EC2R 7AF

18 December 2012

# Statement of corporate governance

## Background

The Financial Services Authority requires all listed companies to disclose how they have applied the principles and complied with the provisions of the UK Corporate Governance Code (the "Code") issued by the Financial Reporting Council ("FRC") in May 2010.

The Board of Albion Income & Growth VCT PLC has also 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 Section 1 of the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to Albion Income & Growth VCT PLC.

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide (which incorporates the UK Corporate Governance Code), will provide better information to shareholders than reporting under the Code alone.

The Company has complied with the recommendations of the AIC Code and the relevant provisions of the Code, except as set out below.

## Application of the principles of the code

The Board attaches importance to matters set out in the Code and applies its principles. However, as a venture capital trust company, most of the Company's day-to-day responsibilities are delegated to third parties and the Directors are all non-executive. Thus, not all the provisions of the Code are directly applicable to the Company.

## Board of Directors

The Board consists solely of non-executive directors. Friedrich Ternofsky is the Chairman and Mary Anne Cordeiro is the Senior Independent Director. Since all Directors are non-executive and day-to-day management responsibilities are sub-contracted to the Manager, the Company does not have a Chief Executive Officer.

The Board has an independent Chairman, Friedrich Ternofsky, and a majority of independent Directors namely Mary Anne Cordeiro and Robin Archibald. Patrick Reeve is not an independent Director as he is Managing Partner of Albion Ventures LLP, the Manager.

John Kerr retired from the Board on 30 September 2012.

The Directors have a range of business and financial skills which are relevant to the Company; these are described in

the Board of Directors section of this Report, on page 8. Directors are provided with key information on the Company's activities, including regulatory and statutory requirements, and internal controls, by the Manager. The Board has direct access to secretarial advice and compliance services by the Manager, who is responsible for ensuring that Board procedures are followed and applicable procedures complied with. All Directors are able to take independent professional advice in furtherance of their duties if necessary. In accordance with the Code, the Company has in place Directors' & Officers' Liability Insurance.

The Directors have considered diversity in relation to the composition of the Board and have concluded that its membership is diverse in relation to gender, experience and balance of skills.

The Board met five times during 2012 as part of its regular programme of Board meetings. All of the Directors attended each meeting, except Mary Anne Cordeiro who attended four meetings. A sub-committee of the Board comprising at least two Directors met twice during the year to allot shares issued under the Dividend Reinvestment Scheme.

In addition, a sub-committee of the Board comprising at least two Directors met to finalise matters relating to the Albion VCTs Linked Top Up Offers 2011/2012 and to allot shares under the Offer.

The Chairman ensures that all Directors receive, in a timely manner, all relevant management, regulatory and financial information. The Board receives and considers reports regularly from the Manager and other key advisers. Ad hoc reports and information are supplied to the Board as required. The Board has a formal schedule of matters reserved for it and the agreement between the Company and its Manager sets out the matters over which the Manager has authority and limits beyond which Board approval must be sought.

The Manager has authority over the management of the investment portfolio, the organisation of custodial services, accounting, secretarial and administrative services. The main issues reserved for the Board include:

- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- consideration of corporate strategy;
- application of the principles of the UK Corporate Governance Code, corporate governance and internal control;

# Statement of corporate governance continued

- review of sub-committee recommendations, including the recommendation to shareholders for the appointment and remuneration of auditors;
- approval of the appropriate dividend to be paid to shareholders;
- the appointment, evaluation, removal and remuneration of the Manager;
- the performance of the Company;
- share buy-back and treasury share programme; and
- monitoring shareholder profile and considering shareholder communications.

## **Committees' and Directors' performance evaluation**

Performance of the Board and the Directors is assessed on the following:

- attendance at Board and Committee meetings;
- the contribution made by individual Directors at, and outside of, Board and Committee meetings; and
- completion of a detailed internal assessment process and annual performance evaluation conducted by the Chairman. The Senior Independent Director reviews the Chairman's annual performance evaluation.

The Board believes that it has the right balance of independence, skills, experience and knowledge for the effective governance of the Company. The Board considers any skills gaps in existence and takes action to remedy these where necessary.

Directors are offered training, both at the time of joining the Board and on other occasions where required. The Board also undertakes a proper and thorough evaluation of its committees on an annual basis.

Directors' retirement and re-election is subject to the Articles of Association and the AIC Code on Corporate Governance. Directors are subject to re-election every three years and non-independent Directors, to re-election every year.

In light of the structured performance evaluation, Friedrich Ternofsky and Patrick Reeve, both of whom are subject to re-election at the forthcoming Annual General Meeting, are considered to be effective and demonstrate strong commitment to the role. The Board believes it to be in the best interest of the Company to reappoint them at the forthcoming Annual General Meeting.

## **Remuneration Committee**

Since the Company has no executive directors, the detailed Directors' Remuneration disclosure requirements set out in Listing Rules as they relate to UK Corporate Governance provisions are not relevant.

## **Audit Committee**

The Audit Committee consists of all Directors excluding Patrick Reeve. Robin Archibald replaced John Kerr as Chairman of the Audit Committee on 30 September 2012. In accordance with the Code, the members of the Audit Committee have recent and relevant financial experience. The Committee met twice during the year ended 30 September 2012; all members attended.

Written terms of reference have been constituted for the Audit Committee. These are as follows:

- providing an overview of the Company's accounting policies and financial reporting;
- considering and reviewing the effectiveness of the Company's internal controls and risk management systems;
- monitoring the integrity of the Annual Report and Financial Statements of the Company and any formal announcements relating to the Company's financial performance, reviewing significant financial reporting judgements contained in them;
- meeting the Company's external Auditor annually, approving their appointment, re-appointment, remuneration, terms of engagement and providing an ongoing review of Auditor independence and objectivity;
- monitoring and reviewing the external Auditor's independence and objectivity and the effectiveness of the audit process;
- developing and implementing a policy for the supply of non-audit services by the external Auditor;
- meeting the external Auditor at least once a year without the presence of the Manager;
- meeting with the internal Auditor of the Manager when appropriate;
- ensuring that all Directors of the Company and staff of the Manager feel able to raise issues of serious concern with the Chairman of the Audit Committee, and that these issues, where raised, are subject to proportionate and independent investigation, and appropriate action;

## Statement of corporate governance continued

- reporting to the Board, identifying any matters in respect of which action or improvement is needed and recommending appropriate steps to be taken; and
- undertaking the duties of the Engagement Committee, and reviewing the performance of the Manager and all matters arising under the Management Agreement.

During the year under review, the Committee discharged the responsibilities described above. Its activities included:

- formally reviewing the final Annual Report and Financial Statements, the Half-yearly Report, the Interim Management Statements and the associated announcements, with particular focus on the main areas requiring judgement and on critical accounting policies;
- reviewing the effectiveness of the internal controls system and examination of the Internal Controls Report produced by the Manager;
- meeting with the Partner in charge of Albion Ventures LLP's internal audit at Littlejohn LLP;
- meeting with the external Auditor and reviewing their findings; and
- reviewing the performance of the Manager and making recommendations regarding their re-appointment to the Board.

The Committee reviews the performance and continued suitability of the Company's external Auditor on an annual basis. They assess the external Auditor's independence, qualification, extent of relevant experience, effectiveness of audit procedures as well as the robustness of their quality assurance procedures. In advance of each audit, the Committee obtains confirmation from the external Auditor that they are independent and of the level of non-audit fees earned by them and their affiliates. There were no non-audit fees charged to the Company during the year.

As part of its annual review procedures, the Committee has obtained sufficient assurance from their own evaluation and the audit feedback documentation. Based on the assurance obtained, the Committee has recommended to the Board that PKF (UK) LLP is reappointed and that a resolution to this effect be proposed at the forthcoming Annual General Meeting.

### **Nomination Committee**

The Nomination Committee consists of all Directors, with Friedrich Ternofsky as Chairman. The terms of reference of

the Nomination Committee are to evaluate the balance of skills, experience and time commitment of the current Board members and make recommendations to the Board as and when a particular vacancy arises. The Nomination Committee did not meet during 2012 and will meet when it is appropriate for it to do so.

It is the policy of the Company, as detailed in the Articles of Association, for one third of the Board of Directors to be re-elected each year in rotation. In accordance with the recommendations of the AIC Code, Directors who have served the Company for longer than nine years or are not independent directors are subject to annual re-election. The terms and conditions of Directors' appointment are available for inspection at the Annual General Meeting.

### **Internal control**

In accordance with the UK Corporate Governance Code, the Board has an established process for identifying, evaluating and managing the significant risks faced by the Company. This process has been in place throughout the year and continues to be subject to regular review by the Board in accordance with the Internal Control Guidance for Directors in the UK Corporate Governance Code published in September 1999 and updated in 2005 (the "Turnbull guidance"). The Board is responsible for the Company's system of internal control and for reviewing its effectiveness. However, such a system is designed to manage, rather than eliminate the risks of failure to achieve the Company's business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board's monitoring covers all controls, including financial, operational and compliance controls, and risk management. The Board receives each year from the Manager a formal report, which details the steps taken to monitor the areas of risk, including those that are not directly the responsibility of the Manager, and which reports the details of any known internal control failures. Steps are, and continue to be, taken to embed the system of internal control and risk management into the operations and culture of the Company and its key suppliers, and to deal with areas of improvement which come to the Manager's and the Board's attention.

The Board has performed a specific assessment for the purpose of this Annual Report. This assessment considers all significant aspects of internal control arising during the year. The Audit Committee assists the Board in discharging its review responsibilities.

# Statement of corporate governance continued

The main features of the internal control system with respect to financial reporting, implemented throughout the year are:

- segregation of duties between the preparation of valuations and recording into accounting records;
- independent valuations of the asset-backed investments within the portfolio are undertaken annually;
- reviews of valuations are carried out by the Managing Partner and reviews of financial reports are carried out by the Operations Partner of Albion Ventures LLP;
- bank and stock reconciliations are carried out monthly by the Manager in accordance with FSA requirements;
- all published financial reports are reviewed by Albion Ventures LLP Compliance department;
- the Board reviews financial information; and
- a separate Audit Committee of the Board reviews published financial information.

As the Board has delegated the investment management and administration to Albion Ventures LLP, the Board feels that it is not necessary to have its own internal audit function. Instead, the Board had access to Littlejohn LLP, which, as Internal Auditor for Albion Ventures LLP undertakes periodic examination of the business processes and controls environment at Albion Ventures LLP, and ensures that any recommendations to implement improvements in controls are carried out. During the year, Littlejohn LLP reported formally to the Board. The Board will continue to monitor its system of internal control in order to provide assurance that it operates as intended.

## **Going concern**

In accordance with the "Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009" issued by the Financial Reporting Council, the Board has assessed the Company's operation as a going concern. The Company has adequate cash, its portfolio of investments is diversified in terms of sector, and the major cash outflows of the Company (namely investments, buy-backs and dividends) are within the Company's control. Accordingly, after making diligent enquiries the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the Directors have adopted the going concern basis in preparing the accounts.

The Board's assessment of liquidity risk and details of the Company's policies for managing its capital and financial

risks are shown in note 19. The Company's business activities, together with details of its performance are shown in the Directors' report.

## **Conflicts of interest**

Directors review the disclosure of conflicts of interest annually, with changes reviewed and noted at the beginning of each Board meeting. A Director who has conflicts of interest has two independent Directors authorise those conflicts. Procedures to disclose and authorise conflicts of interest have been adhered to throughout the year.

## **Capital structure and Articles of Association**

Details regarding the Company's capital structure, substantial interests and Directors' powers to buy and issue shares are detailed in full on pages 15 and 21 of the Directors' report. The Company is not party to any significant agreements that may take effect, alter or terminate upon a change of control of the Company following a takeover bid.

Any amendments to the Company's Articles of Association are by way of a special resolution subject to ratification by shareholders.

## **Relationships with shareholders**

The Company's Annual General Meeting on 5 February 2013 will be used as an opportunity to communicate with investors. The Board, including the Chairman of the Audit Committee, will be available to answer questions at the Annual General Meeting.

At the Annual General Meeting, the level of proxies lodged on each resolution, the balance for and against the resolution, and the number of votes withheld, are announced after the resolution has been voted on by a show of hands.

The Annual General Meeting will also include a presentation from the Manager on the portfolio and on the Company, and a presentation from a portfolio company.

Shareholders are able to access the latest information on the Company via the Albion Ventures LLP website [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the "Our Funds" section.

Any enquiries relating to shareholdings and share certificates or changes to personal details can be directed to Computershare Investor Services PLC:

Tel: 0870 873 5859 (UK National Rate call, lines are open 8.30am – 5.30pm; Mon – Fri, calls may be recorded)

Website: [www.computershare.co.uk](http://www.computershare.co.uk)

## Statement of corporate governance continued

Specific enquiries relating to the performance of the Fund and for IFA information, please contact Albion Ventures LLP:

Tel: 020 7601 1850

(lines are open 9.00am – 5.30pm; Mon-Fri, calls may be recorded)

Email: [info@albion-ventures.co.uk](mailto:info@albion-ventures.co.uk)

The Company's share buy-back programme operates in the market through brokers. In order to sell shares, as they are quoted on the London Stock Exchange, investors should approach a broker to undertake the sale. Banks may be able to assist shareholders with a referral to a broker within their banking group.

### **Statement of compliance**

With the exception of the requirement to have a Remuneration Committee, the Directors consider that the Company has complied throughout the year ended 30 September 2012 with all the relevant provisions set out in Section 1 of the Code, and with the AIC Code of Corporate Governance. The Company continues to comply with the Code as at the date of this report.

### **Friedrich Ternofsky**

Chairman

18 December 2012

# Directors' remuneration report

## Introduction

This report is submitted in accordance with Section 420 of the Companies Act 2006. The report also meets the relevant rules of the Listing Rules of the Financial Services Authority and describes how the Board has applied the principles relating to the Directors' remuneration. As required by the Act, a resolution to approve the report will be proposed at the Annual General Meeting.

## UNAUDITED INFORMATION

### Remuneration Committee

Since the Company's Board consists solely of non-executive Directors and there are no executive employees, a Remuneration Committee is not considered necessary.

### Directors' remuneration policy

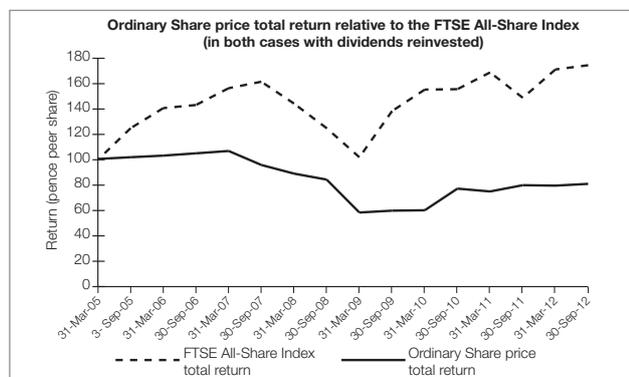
The Company's policy is that fees payable to non-executive Directors should reflect their expertise, responsibilities and time spent on Company matters. In determining the level of non-executive remuneration, market equivalents are considered in comparison to the overall activities and size of the Company.

The maximum aggregate level of non-executive Directors' remuneration is fixed by the Company's Articles of Association, not to exceed £120,000 per annum; amendment to this is by way of a special resolution subject to ratification by shareholders.

## Performance graph

The graph below shows Albion Income & Growth VCT PLC's share price total return against the FTSE All-Share Index total return, in both instances with dividends reinvested. The Directors consider the FTSE All-Share Index to be the most appropriate benchmark for the Company. Investors should, however, be reminded that shares in VCTs generally trade at a discount to the actual net asset value of the Company.

There are no options, issued or exercisable, in the Company which would distort the graphical representation that follows.



Source: Albion Ventures LLP

Methodology: The share price return to the shareholder, including original amount invested (rebased to 100) from launch, assuming that dividends were re-invested at the share price of the Company at the time the shares were quoted ex-dividend. Transaction costs are not taken into account.

## Service contracts

None of the Directors has a service contract with the Company.

The Company's Articles of Association provide for the resignation and, if approved, re-election of the Directors every three years at the Annual General Meeting. At the forthcoming Annual General Meeting Friedrich Ternofsky and Patrick Reeve will retire and be proposed for re-election.

## AUDITED INFORMATION

### Directors' remuneration

The following items have been audited.

The following table shows an analysis of the remuneration of individual directors, exclusive of National Insurance or VAT:

	Year ended 30 September 2012	Year ended 30 September 2011
	£	£
Friedrich Ternofsky	<b>21,000</b>	21,000
Robin Archibald	<b>18,500</b>	18,500
Mary Anne Cordeiro	<b>18,500</b>	18,500
John Kerr (retired 30 September 2012)	<b>18,500</b>	18,500
Albion Ventures LLP (for Patrick Reeve's services)	<b>18,500</b>	18,500
	<b>95,000</b>	95,000

The Company does not confer any share options, long term incentives or retirement benefits to any Director, nor does it make a contribution to any pension scheme on behalf of the Directors.

Each Director of the Company was remunerated personally through the Manager's payroll which has been recharged to the Company, save for Patrick Reeve, whose services are provided by Albion Ventures LLP.

In addition to Directors' remuneration, the Company pays an annual premium in respect of Directors' & Officers' Liability Insurance of £7,300 (2011: £8,300).

By Order of the Board

### Albion Ventures LLP

Company Secretary  
1 King's Arms Yard  
London, EC2R 7AF  
18 December 2012

# Independent Auditor's report to the Members of Albion Income & Growth VCT PLC

We have audited the Financial Statements of Albion Income & Growth VCT PLC for the year ended 30 September 2012 which comprise the Income statement, the Balance sheet, the Reconciliation of movements in shareholders' funds, the Cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

## Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' responsibilities, the Directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. 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 Auditing Practices Board's Ethical Standards for Auditors.

## Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the financial report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## Opinion on Financial Statements

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2012 and of its return for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## 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;
- the information given in the Directors' report for the financial year for which the Financial Statements are prepared is consistent with the Financial Statements; and
- the information given in the Statement of corporate governance in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Rules and Transparency Rules sourcebook issued by the Financial Services Authority (information about internal control and risk management systems in relation to financial reporting processes and about share capital structures) is consistent with the Financial Statements.

## Matters on which we are required to report by exception

We have nothing to report in respect of the following:

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; or
- a corporate governance statement has not been prepared by the Company.

Under the Listing Rules we are required to review:

- the Directors' statement, set out on page 26, in relation to going concern;
- the part of the Statement of corporate governance relating to the Company's compliance with the nine provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the report to shareholders by the Board on Directors' remuneration.

**Rhodri Whitlock** (Senior statutory auditor)  
for and on behalf of PKF (UK) LLP, Statutory auditor  
London, UK  
18 December 2012

# Income statement

	Note	Year ended 30 September 2012			Year ended 30 September 2011		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains/(losses) on investments	3	–	1,994	1,994	–	(294)	(294)
Investment income	4	1,052	–	1,052	1,049	–	1,049
Investment management fees	5	(171)	(515)	(686)	(172)	(518)	(690)
Other expenses	6	(249)	–	(249)	(214)	–	(214)
<b>Return/(loss) on ordinary activities before tax</b>		<b>632</b>	<b>1,479</b>	<b>2,111</b>	663	(812)	(149)
Tax (charge)/credit on ordinary activities	8	(107)	124	17	(155)	136	(19)
<b>Return/(loss) attributable to shareholders</b>		<b>525</b>	<b>1,603</b>	<b>2,128</b>	508	(676)	(168)
<b>Basic and diluted return/(loss) per share (pence)*</b>	10	<b>1.30</b>	<b>3.80</b>	<b>5.10</b>	1.20	(1.60)	(0.40)

\* excluding treasury shares

The accompanying notes on pages 34 to 47 form an integral part of these Financial Statements.

The total column of this Income statement represents the profit and loss account of the Company. The supplementary revenue and capital columns have been prepared in accordance with the Association of Investment Companies' Statement of Recommended Practice.

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

There are no recognised gains or losses other than the results for the year disclosed above. Accordingly a Statement of total recognised gains and losses is not required.

The difference between the reported return/(loss) on ordinary activities before tax and the historical profit/(loss) is due to the fair value movements on investments. As a result a note on historical cost profits and losses has not been prepared.

# Balance sheet

	Note	30 September 2012 £'000	30 September 2011 £'000
<b>Fixed asset investments</b>			
Qualifying		26,412	22,391
Non-qualifying		554	1,933
<b>Total fixed asset investments</b>	11	<b>26,966</b>	24,324
<b>Current assets</b>			
Trade and other debtors	13	25	18
Current asset investments	13	25	469
Cash at bank and in hand	17	1,216	2,176
		<b>1,266</b>	2,663
<b>Creditors: amounts falling due within one year</b>	14	<b>(267)</b>	(267)
<b>Net current assets</b>		<b>999</b>	2,396
<b>Net assets</b>		<b>27,965</b>	26,720
<b>Capital and reserves</b>			
Called up share capital	15	470	23,108
Share premium		1,139	455
Capital redemption reserve		10	963
Unrealised capital reserve		(4,209)	(8,476)
Realised capital reserve		(1,288)	(1,427)
Other distributable reserve		31,843	12,097
<b>Total equity shareholders' funds</b>		<b>27,965</b>	26,720
<b>Basic and diluted net asset value per share (pence)*</b>	16	<b>66.00</b>	64.20

\* excluding treasury shares

The accompanying notes on pages 34 to 47 form an integral part of these Financial Statements.

These Financial Statements were approved by the Board of Directors, and authorised for issue on 18 December 2012 and were signed on its behalf by

**Friedrich Ternofsky**  
Chairman

**Company number: 5132495**

## Reconciliation of movements in shareholders' funds

	Called-up share capital £'000	Share premium £'000	Capital redemption reserve £'000	Unrealised capital reserve* £'000	Realised capital reserve* £'000	Other distributable reserve* £'000	Total £'000
As at 1 October 2011	23,108	455	963	(8,476)	(1,427)	12,097	26,720
Return/(loss) for the period	–	–	–	2,560	(957)	525	2,128
Transfer of previously unrealised losses on disposal of investments	–	–	–	1,707	(1,707)	–	–
Reduction in share capital**	(22,604)	–	–	–	–	22,604	–
Cancellation of capital redemption and share premium reserves**	–	(539)	(1,344)	–	–	1,883	–
Purchase of shares for cancellation	(381)	–	381	–	–	(990)	(990)
Cancellation of treasury shares	(10)	–	10	–	–	–	–
Issue of equity (net of costs)	357	1,223	–	–	–	–	1,580
Transfer from special reserve to realised capital reserve	–	–	–	–	2,803	(2,803)	–
Dividends paid	–	–	–	–	–	(1,473)	(1,473)
<b>As at 30 September 2012</b>	<b>470</b>	<b>1,139</b>	<b>10</b>	<b>(4,209)</b>	<b>(1,288)</b>	<b>31,843</b>	<b>27,965</b>

As at 1 October 2010	22,306	12	460	(8,524)	(3,939)	17,270	27,585
(Loss)/return for the year	–	–	–	(1,347)	671	508	(168)
Transfer of previously unrealised losses on disposal of investments	–	–	–	1,395	(1,395)	–	–
Purchase of shares for cancellation	(503)	–	503	–	–	(593)	(593)
Purchase of treasury shares	–	–	–	–	–	(379)	(379)
Issue of equity (net of costs)	1,305	443	–	–	–	–	1,748
Transfer from special reserve to realised capital reserve	–	–	–	–	3,418	(3,418)	–
Dividends paid	–	–	–	–	(181)	(1,291)	(1,472)
As at 30 September 2011	23,108	455	963	(8,476)	(1,427)	12,097	26,720

\* Included within these reserves is an amount of £26,346,000 (2011: £2,194,000) which is considered distributable.

\*\* The reduction in the nominal value of shares from 50 pence to 1 penny, the cancellation of the capital redemption and share premium reserves (as approved by shareholders at the Annual General Meeting held on 6 February 2012 and by order of the Court dated 22 February 2012) has increased the value of the other distributable reserve.

The special reserve, treasury share reserve and the revenue reserve have been combined in the balance sheet to form a single reserve named other distributable reserve for both the current and prior year. The Directors consider the presentation of a single reserve to enhance the clarity of financial reporting. More details regarding treasury shares can be found in note 15.

A transfer of £2,803,000 representing gross realised losses on disposal of investments during the year ended 30 September 2012 has been made from the other distributable reserve to the realised capital reserve.

# Cash flow statement

	Year ended 30 September 2012	Year ended 30 September 2011
Note	£'000	£'000
<b>Operating activities</b>		
Investment income received	1,182	1,064
Deposit interest received	22	25
Investment management fees paid	(679)	(692)
Other cash payments	(249)	(229)
<b>Net cash flow from operating activities</b>	<b>276</b>	168
	18	
<b>Taxation</b>		
UK corporation tax paid	(19)	(13)
<b>Capital expenditure and financial investments</b>		
Purchase of fixed asset investments	(3,298)	(1,762)
Disposal of fixed asset investments	2,475	2,086
Disposal of current asset investment	506	–
<b>Net cash flow from investing activities</b>	<b>(317)</b>	324
<b>Equity dividends paid</b>		
Dividends paid (net of cost of shares issued under the dividend reinvestment scheme)	(1,371)	(1,395)
<b>Net cash flow before financing</b>	<b>(1,431)</b>	(916)
<b>Financing</b>		
Issue of share capital (net of issue costs)	1,486	1,671
Purchase of own shares	(1,015)	(947)
<b>Net cash flow from financing</b>	<b>471</b>	724
<b>Cash flow in the year</b>	<b>(960)</b>	(192)
	17	

# Notes to the Financial Statements

## 1. Accounting convention

The Financial Statements have been prepared in accordance with the historical cost convention, modified to include the revaluation of investments, in accordance with applicable United Kingdom law and accounting standards and with the Statement of Recommended Practice “Financial Statements of Investment Trust Companies and Venture Capital Trusts” (“SORP”) issued by the Association of Investment Companies (“AIC”) in January 2009. Accounting policies have been applied consistently in current and prior periods, however to enhance clarity of financial reporting, during the year the special reserve, treasury share reserve and revenue reserve have been presented as a single reserve named other distributable reserve. This has also been applied to prior periods.

## 2. Accounting policies

### Fixed and current asset investments

*Unquoted equity investments, debt issued at a discount and convertible bonds*

In accordance with FRS 26 “Financial Instruments Recognition and Measurement”, quoted and unquoted equity, debt issued at a discount and convertible bonds are designated as fair value through profit or loss (“FVTPL”). Investments listed on recognised exchanges are valued at the closing bid prices at the end of the accounting period. Unquoted investments’ fair value is determined by the Directors in accordance with the September 2009 International Private Equity and Venture Capital Valuation Guidelines (IPEVCV guidelines).

Fair value movements on equity investments and gains and losses arising on the disposal of investments are reflected in the capital column of the Income statement in accordance with the AIC SORP. Realised gains or losses on the sale of investments will be reflected in the realised capital reserve, and unrealised gains or losses arising from the revaluation of investments will be reflected in the unrealised capital reserve.

### *Warrants and unquoted equity derived instruments*

Warrants and unquoted equity derived instruments are only valued if there is additional value to the Company in exercising or converting as at the balance sheet date. Otherwise these instruments are held at nil value. The valuation techniques used are those used for the underlying equity investment.

### *Unquoted loan stock*

Unquoted loan stock (excluding convertible bonds and debt issued at a discount) are classified as loans and receivables as permitted by FRS 26 and measured at amortised cost using the Effective Interest Rate method less impairment. Movements in amortised cost relating to interest income are reflected in the revenue column of the Income statement, and hence are reflected in the revenue reserve, and movements in respect of capital provisions are reflected in the capital column of the Income statement and are reflected in the realised capital reserve following sale, or in the unrealised capital reserve for impairments arising from revaluations of the fair value of the security.

For all unquoted loan stock, whether fully performing, re-negotiated, past due or impaired, the Board considers that the fair value is equal to or greater than the security value of

these assets. For unquoted loan stock, the amount of the impairment is the difference between the asset’s cost and the present value of estimated future cash flows, discounted at the original effective interest rate. The future cash flows are estimated based on the fair value of the security less the estimated selling costs.

Investments are recognised as financial assets on legal completion of the investment contract and are de-recognised on legal completion of the sale of an investment.

In accordance with the exemptions under FRS 9 “Associates and joint ventures”, those undertakings in which the Company holds more than 20 per cent. of the equity as part of an investment portfolio are not accounted for using the equity method.

### *Current asset investments*

Contractual future contingent receipts on disposal of fixed asset investments are designated at fair value through profit or loss and are subsequently measured at fair value.

Dividend income is not recognised as part of the fair value movement of an investment, but is recognised separately as investment income through the revenue reserve when a share becomes ex-dividend.

Loan stock accrued interest is recognised in the Balance sheet as part of the carrying value of the loans and receivables at the end of each reporting period.

### Investment income

#### *Unquoted equity income*

Dividend income is included in revenue when the investment is quoted ex-dividend.

#### *Unquoted loan stock and other preferred income*

Fixed returns on non-equity shares and debt securities are recognised on a time apportionment basis using an effective interest rate over the life of the financial instrument. Income which is not capable of being received within a reasonable period of time is reflected in the capital value of the investment.

#### *Bank interest income*

Interest income is recognised on an accruals basis using the rate of interest agreed with the bank.

### Investment management fees and expenses

All expenses have been accounted for on an accruals basis. Expenses are charged through the revenue account except the following which are charged through the realised capital reserve:

- 75 per cent. of management fees are allocated to the capital account. This is in line with the Board’s expectation that over the long term 75 per cent. of the Company’s investment returns will be in the form of capital gains; and
- expenses which are incidental to the purchase or disposal of an investment are charged through the realised capital reserve.

# Notes to the Financial Statements continued

## **Performance incentive fee**

In the event that a performance incentive fee crystallises, the fee will be allocated between revenue and realised capital reserves based upon the proportion to which the calculation of the fee is attributable to revenue and capital returns.

## **2. Accounting policies (continued)**

### **Taxation**

Taxation is applied on a current basis in accordance with FRS 16 "Current tax". Taxation associated with capital expenses is applied in accordance with the SORP. In accordance with FRS 19 "Deferred tax", deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the Financial Statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

### **Reserves**

#### *Share premium account*

This reserve accounts for the difference between the price paid for shares and the nominal value of the shares, less issue costs and transfers to other distributable reserve.

#### *Capital redemption reserve*

This reserve accounts for amounts by which the issued share capital is diminished through the repurchase and cancellation of the Company's own shares.

#### *Unrealised capital reserve*

Increases and decreases in the valuation of investments held at the year end against cost are included in this reserve.

#### *Other distributable reserve*

The special reserve, treasury share reserve and the revenue reserve have been presented as a single reserve named other distributable reserve.

The special reserve was created through the cancellation of the share premium account, capital redemption reserve and reduction in share capital and can be used to fund market purchases and subsequent cancellation of own shares, to cover gross realised losses, and for other distributable purposes.

The treasury share reserve accounts for amounts by which the distributable reserves of the Company are diminished through the repurchase of the Company's own shares for treasury.

#### *Realised capital reserve*

The following are disclosed in this reserve:

- gains and losses compared to cost on the realisation of investments;
- expenses, together with the related taxation effect, charged in accordance with the above policies; and
- dividends paid to equity holders.

### **Dividends**

In accordance with FRS 21 "Events after the balance sheet date", dividends declared by the Company are accounted for in the period in which the dividend has been paid or approved by shareholders in an Annual General Meeting.

# Notes to the Financial Statements continued

## 3. Gains/(losses) on investments

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
Unrealised gains/(losses) on fixed asset investments held at fair value through profit or loss account	2,210	(1,630)
Unrealised reversal of impairments on fixed asset investments held at amortised cost	325	283
<b>Unrealised gains/(losses) on fixed asset investments sub-total</b>	<b>2,535</b>	<b>(1,347)</b>
Unrealised gains on current assets held at fair value through profit or loss account	25	–
<b>Unrealised gains/(losses) sub-total</b>	<b>2,560</b>	<b>(1,347)</b>
Realised (losses)/gains on fixed asset investments held at fair value through profit or loss account	(611)	218
Realised gains on fixed asset investments held at amortised cost	9	835
<b>Realised (losses)/gains on fixed asset investments sub-total</b>	<b>(602)</b>	<b>1,053</b>
Realised gains on current asset investments held at fair value through profit or loss account	36	–
<b>Realised (losses)/gains sub-total</b>	<b>(566)</b>	<b>1,053</b>
	<b>1,994</b>	<b>(294)</b>

Investments measured at amortised cost are unquoted loan stock investments as described in note 2.

## 4. Investment income

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
<b>Income recognised on investments held at fair value through profit or loss</b>		
Income from convertible bonds and discounted debt	53	–
	53	–
<b>Income recognised on investments held at amortised cost</b>		
Return on loan stock investments	981	1,018
Bank deposit interest	18	31
	999	1,049
	1,052	1,049

Interest income earned on impaired investments at 30 September 2012 amounted to £109,000 (2011: £105,000).

## 5. Investment management fees

	Year ended 30 September 2012			Year ended 30 September 2011		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	171	515	686	172	518	690

Further details of the management agreement under which the investment management fee is paid are given in the Directors' report on page 20.

# Notes to the Financial Statements continued

## 6. Other expenses

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
Directors' fees (including VAT and NIC)	106	106
Other administrative expenses	104	71
Tax services	16	15
Auditor's remuneration for statutory audit services (excluding VAT)	23	22
	<u>249</u>	<u>214</u>

## 7. Directors' fees

The amounts paid to Directors during the year are as follows:

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
Directors' fees	95	95
National insurance and/or VAT	11	11
	<u>106</u>	<u>106</u>

Further information regarding Directors' remuneration can be found in the Directors' remuneration report on page 28.

## 8. Tax (charge)/credit on ordinary activities

	Year ended 30 September 2012			Year ended 30 September 2011		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
UK corporation tax in respect of current year	(148)	124	(24)	(165)	136	(29)
UK corporation tax in respect of prior year (consortium relief)	41	-	41	10	-	10
	<u>(107)</u>	<u>124</u>	<u>17</u>	<u>(155)</u>	<u>136</u>	<u>(19)</u>

### Factors affecting the tax (charge)/credit:

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
Return/(loss) on ordinary activities before taxation	2,111	(149)
Tax (charge)/credit on profit at the standard rate of 25 per cent. (2011: 27 per cent.)	(528)	31
Factors affecting the charge:		
Non-taxable gains/(losses)	498	(60)
Consortium relief in respect of prior years and other adjustments	41	10
Marginal relief	6	-
	<u>17</u>	<u>(19)</u>

The tax charge for the year shown in the Income statement is lower than the small companies rate of corporation tax in the UK of 20 per cent. (2011: 20 per cent.). The differences are explained above.

### Notes:

- (i) *Venture Capital Trusts are not subject to corporation tax on capital gains.*
- (ii) *Tax relief on expenses charged to capital has been determined by allocating tax relief to expenses by reference to the applicable corporation tax rate and allocating the relief between revenue and capital in accordance with the SORP.*
- (iii) *No deferred tax asset or liability has arisen in the year.*

# Notes to the Financial Statements continued

## 9. Dividends

	<b>Year ended 30 September 2012 £'000</b>	Year ended 30 September 2011 £'000
First dividend paid on 31 January 2011 – 1.75 pence per share	–	728
Second dividend paid on 30 June 2011 – 1.75 pence per share	–	744
First dividend paid on 31 January 2012 – 1.75 pence per share	<b>729</b>	–
Second dividend paid on 29 June 2012 – 1.75 pence per share	<b>744</b>	–
	<b><u>1,473</u></b>	<u>1,472</u>

In addition to the dividends summarised above, the Board has declared a first dividend for the year ending 30 September 2013 of 1.75 pence per share. This dividend will be paid on 31 January 2013 to shareholders on the register as at 4 January 2013. The total dividend will be approximately £742,000.

## 10. Basic and diluted return/(loss) per share

	<b>Year ended 30 September 2012</b>			Year ended 30 September 2011		
	Revenue	Capital	Total	Revenue	Capital	Total
Return/(loss) attributable to equity shares (£'000)	<b>525</b>	<b>1,603</b>	<b>2,128</b>	508	(676)	(168)
Weighted average shares in issue (excluding treasury shares)		<b>42,136,209</b>		41,597,268		
Return/(loss) attributable per equity share (pence)	<b><u>1.30</u></b>	<b><u>3.80</u></b>	<b><u>5.10</u></b>	<u>1.20</u>	<u>(1.60)</u>	<u>(0.40)</u>

The weighted average number of shares is calculated excluding treasury shares of 4,550,867 (2011: 4,570,867).

There are no convertible instruments, derivatives or contingent share agreements in issue, and therefore no dilution affecting the return per share. The basic return per share is therefore the same as the diluted return per share.

## 11. Fixed asset investments

	<b>30 September 2012 £'000</b>	30 September 2011 £'000
<b>Investments held at fair value through profit or loss</b>		
Unquoted equity and preference shares	<b>9,682</b>	8,017
Discounted debt and convertible loan stock	<b>3,672</b>	2,136
	<b><u>13,354</u></b>	<u>10,153</u>
<b>Investments held at amortised cost</b>		
Unquoted loan stock	<b>13,612</b>	14,171
	<b><u>26,966</u></b>	<u>24,324</u>

# Notes to the Financial Statements continued

## 11. Fixed asset investments (continued)

	£'000
<b>Opening valuation as at 1 October 2011</b>	24,324
Purchases at cost	3,457
Disposal proceeds	(2,577)
Realised losses	(602)
Movement in loan stock accrued income	(171)
Unrealised gains	2,535
<b>Closing valuation as at 30 September 2012</b>	<b>26,966</b>
Opening accumulated movement in loan stock accrued income	550
Movement in loan stock accrued income	(171)
<b>Closing accumulated movement in loan stock accrued income</b>	<b>379</b>
<b>Movement in unrealised losses</b>	
Opening accumulated unrealised losses	(8,945)
Transfer of previously unrealised losses to realised reserve on disposal of investments	2,176
Movement in unrealised losses	2,535
<b>Closing accumulated unrealised losses</b>	<b>(4,234)</b>
<b>Historic cost basis</b>	
Opening book cost	32,719
Purchases at cost	3,457
Sales at cost	(5,355)
<b>Closing book cost</b>	<b>30,821</b>

Additions and disposals included in the Cash flow statement do not agree with the purchases and disposals above due to restructuring of investments, conversion of convertible loan stock into equity and settlement debtors and creditors.

The Directors believe that the carrying value of loan stock, measured at amortised cost, is not materially different to fair value.

The Company does not hold any assets as the result of the enforcement of security during the period, and believes that the carrying values for both impaired and past due assets are covered by the value of security held for these loan stock investments.

Investments held at fair value through profit or loss are valued in accordance with the IPEVCV guidelines as follows:

Valuation methodology	30 September 2012 £'000	30 September 2011 £'000
Cost and price of recent investment (reviewed for impairment)	1,757	1,365
Net asset value supported by third party or desktop valuation	1,544	1,579
Earnings multiple	2,896	2,593
Revenue multiple	5,756	3,457
Agreed sale price/Offer price	1,401	1,159
	<b>13,354</b>	<b>10,153</b>

Full valuations are prepared by independent RICS qualified surveyors in full compliance with the RICS Red Book. Desk-top reviews are carried out by similarly RICS qualified surveyors by updating previously prepared full valuations for current trading and market indices.

# Notes to the Financial Statements continued

## 11. Fixed asset investments (continued)

The unquoted equity investments had the following movements between valuation methodologies between 30 September 2011 and 30 September 2012:

Change in investment methodology (2011 to 2012)	Carrying value as at 30 September 2012	Explanatory note
Net asset value supported by third party valuation to offer price	1,401	More recent information available
Earnings multiple to revenue multiple	979	Temporary trading losses
Cost and price of recent investment (reviewed for impairment) to earning multiple	449	Improvement in investment performance
Cost and price of recent investment (reviewed for impairment) to net asset value	73	More recent information available

The valuation method used will be the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the IPEVCV Guidelines. The Directors believe that, within these parameters, there are no other reasonable methods of valuation which would be reasonable as at 30 September 2012.

The amended FRS 29 'Financial Instruments: Disclosures' requires the Company to disclose the valuation methods applied to its investments measured at fair value through profit or loss in a fair value hierarchy according to the following definitions:

Fair value hierarchy	Definition of valuation method
Level 1	Unadjusted quoted (bid) prices applied
Level 2	Inputs to valuation are from observable sources and are directly or indirectly derived from prices
Level 3	Inputs to valuations not based on observable market data.

All of the Company's investments valued at fair value through the profit or loss are valued according to Level 3 valuation methods.

Investments valued at fair value through profit or loss (level 3) had the following movements in the year to 30 September 2012:

	30 September 2012			30 September 2011		
	Equity £'000	Convertible and discounted bonds £'000	Total £'000	Equity £'000	Convertible and discounted bonds £'000	Total £'000
Opening balance	8,017	2,136	10,153	7,865	2,168	10,033
Additions	1,180	1,585	2,765	1,890	767	2,657
Disposals	(1,163)	–	(1,163)	(1,657)	–	(1,657)
Realised gains/(losses)	15	(626)	(611)	218	–	218
Debt/equity swap and representation of convertible bond and debt	621	(621)	–	–	532	532
Unrealised gains/(losses) on equity investments	1,012	1,198	2,210	(300)	(1,330)	(1,630)
Closing balance	<u>9,682</u>	<u>3,672</u>	<u>13,354</u>	<u>8,017</u>	<u>2,136</u>	<u>10,153</u>

FRS 29 requires the Directors to consider the impact of changing one or more of the inputs used as part of the valuation process to reasonable possible alternative assumptions. The valuation methodology applied to 35 per cent. of the equity and convertible bond investments (by valuation) are based on third party independent evidence and recent investment price and therefore the Directors do not consider that reasonably possible alternative input assumptions could be used in respect of these investments. For the remainder of the portfolio, the Directors believe that changes to reasonable possible alternative input assumptions for the valuation of the portfolio could result in an increase in the valuation of investments by £706,000 or a decrease in the valuation of investments by £806,000.

# Notes to the Financial Statements continued

## 12. Significant interests

The principal activity of the Company is to select and hold a portfolio of investments in unquoted securities. Although the Company, through the Manager, will, in some cases, be represented on the board of the portfolio company, it will not take a controlling interest or become involved in the management. The size and structure of the companies with unquoted securities may result in certain holdings in the portfolio representing a participating interest without there being any partnership, joint venture or management consortium agreement. The Company has interests of greater than 20 per cent. of the nominal value of any class of the allotted shares in the portfolio companies as at 30 September 2012 as described below:

Company	Country of incorporation	Principal activity	% class and share type	% total voting rights
AMS Sciences Limited	Great Britain	Bio-analytical services	23.9% Ordinary	23.9%
CS (Norwich) Limited	Great Britain	Cinema	20.0% Ordinary	20.0%

The investments listed above are held as part of an investment portfolio and therefore, as permitted by FRS 9, they are measured at fair value and not accounted for using the equity method.

## 13. Trade and other debtors and current asset investments

	30 September 2012 £'000	30 September 2011 £'000
<b>Trade and other debtors</b>		
Prepayments and accrued income	14	18
UK corporation tax receivable	11	–
<b>Trade and other debtors</b>	<b>25</b>	<b>18</b>

The Directors consider that the carrying amount of debtors is not materially different to their fair value.

	30 September 2012 £'000	30 September 2011 £'000
<b>Current asset investments</b>		
Contingent future receipts on disposal of fixed asset investments	25	469

The fair value hierarchy applied to contingent future receipts on disposal of fixed asset investments is Level 3 (see page 40 for definitions). These receipts may not crystallise within 12 months.

## 14. Creditors: amounts falling due within one year

	30 September 2012 £'000	30 September 2011 £'000
Trade creditors	8	7
Other creditors	35	24
UK corporation tax payable	–	25
Accruals and deferred income	224	211
	<b>267</b>	<b>267</b>

The Directors consider that the carrying amount of creditors is not materially different to their fair value.

# Notes to the Financial Statements continued

## 15. Called up share capital

	30 September 2012 £'000	30 September 2011 £'000
<b>Allotted, called up and fully paid</b>		
46,954,802 Ordinary shares of 1p each (2011: 46,215,450 Ordinary shares of 50p each)	<u>470</u>	<u>23,108</u>

### Voting rights

42,403,935 Ordinary shares of 1p each (net of treasury shares) (2011: 41,644,583 Ordinary shares of 50p each)

Following the Annual General Meeting on 6 February 2012 the Company obtained authority to reduce the nominal value of its shares from 50 pence to one penny, and to cancel its capital redemption and share premium reserves, as approved by the Court on 22 February 2012. The purpose of these actions was to increase the distributable reserves available to the Company for the payment of dividends, the buy back of shares, and for other corporate purposes. The effects of these transactions were to reduce the ordinary share capital by £22,604,000, the capital redemption reserve by £1,344,000 and the share premium reserve by £539,000.

The Company purchased 1,741,861 Ordinary shares (2011: 1,006,505) for cancellation at a cost of £990,000 (2011: £593,000) representing 3.7 per cent. of the allotted, called up and fully paid shares as at 30 September 2012.

The Company did not purchase any shares for treasury during the year (2011: 638,218 at a cost of £379,000).

The Company cancelled 20,000 Ordinary shares (2011: nil) from other distributable reserves at a weighted average cost of 69.30 pence per share, leaving a balance of 4,550,867 shares (2011: 4,570,867) Ordinary shares in treasury, representing 9.7 per cent. of the Ordinary share capital in issue as at 30 September 2012.

Under the terms of the Dividend Reinvestment Scheme Circular dated 22 December 2008, the following Ordinary shares were allotted during the year:

Date of allotment	Number of shares allotted	Aggregate nominal value of shares £'000	Issue price (pence per share)	Net consideration received £'000	Opening market price per share on allotment date (pence per share)
31 January 2012	72,170	36	62.40	43	57.0
29 June 2012	89,959	1	64.25	51	57.0
	<u>162,129</u>	<u>37</u>		<u>94</u>	

During the year the following Ordinary shares were allotted under the Albion VCTs Linked Top Up Offers 2011/2012:

Date of allotment	Number of shares allotted	Aggregate nominal value of shares £'000	Issue price (pence per share)	Net consideration received £'000	Opening market price per share on allotment date (pence per share)
10 January 2012	604,807	302	66.00	378	57.0
20 March 2012	642,773	6	67.40	410	57.0
5 April 2012	984,698	10	67.40	627	54.0
31 May 2012	106,806	1	69.80	71	54.5
	<u>2,339,084</u>	<u>319</u>		<u>1,486</u>	

## 16. Basic and diluted net asset values per share

	30 September 2012	30 September 2011
Basic and diluted net asset values per share (pence)	<u>66.00</u>	<u>64.20</u>

The basic and diluted net asset values per share at the year end are calculated in accordance with the Articles of Association and are based upon total shares in issue less the treasury shares, of 42,403,935 Ordinary shares (2011: 41,644,583).

There are no convertible instruments, derivatives or contingent share agreements in issue. Although the Company holds treasury shares, the Directors do not currently intend to re-issue these shares hence it is not anticipated that there would be a dilution effect through the holding of treasury shares.

# Notes to the Financial Statements continued

## 17. Analysis of changes in cash during the year

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
Opening cash balances	2,176	2,368
Net cash flow	(960)	(192)
<b>Closing cash balances</b>	<b>1,216</b>	<b>2,176</b>

## 18. Reconciliation of net return on ordinary activities before taxation to net cash flow from operating activities

	Year ended 30 September 2012 £'000	Year ended 30 September 2011 £'000
Revenue return on ordinary activities before taxation	632	663
Investment management fee charged to capital	(515)	(518)
Movement in accrued amortised loan stock interest	171	46
Decrease/(increase) in debtors	2	(6)
Decrease in creditors	(14)	(17)
<b>Net cash flow from operating activities</b>	<b>276</b>	<b>168</b>

## 19. Capital and financial instruments risk management

The Company's capital comprises Ordinary shares as described in note 15. The Company is permitted to buy back its own shares for cancellation or treasury purposes, and this policy is described in more detail on page 6 of the Chairman's statement.

The Company's financial instruments comprise equity and loan stock investments in unquoted companies, cash balances and short and long term debtors and creditors which arise from its operations. The main purpose of these financial instruments is to generate cashflow and revenue and capital appreciation for the Company's operations. The Company has no gearing or other financial liabilities apart from short term creditors. The Company does not use any derivatives for the management of its balance sheet.

The principal risks arising from the Company's operations are:

- Investment (or market) risk (which comprises investment price and cash flow interest rate risk);
- credit risk; and
- liquidity risk.

The Board regularly reviews and agrees policies for managing each of these risks. There have been no changes in the nature of the risks that the Company has faced during the past year, and apart from where noted below, there have been no changes in the objectives, policies or processes for managing risks during the past year. The key risks are summarised below.

### Investment risk

As a venture capital trust, it is the Company's specific nature to evaluate and control the investment risk in its portfolio of unquoted and quoted investments, details of which are shown on pages 10 to 12. Investment risk is the exposure of the Company to the revaluation and devaluation of investments. The main driver of investment risk is the operational and financial performance of the portfolio company and the dynamics of market quoted comparators. The Manager receives management accounts from portfolio companies, and members of the investment management team usually sit on the boards of unquoted portfolio companies; this enables the close identification, monitoring and management of investment risk.

The Manager and the Board formally review investment risk (which includes market price risk), both at the time of initial investment and at quarterly Board meetings.

The Board monitors the prices at which sales of investments are made to ensure that profits to the Company are maximised, and that valuations of investments retained within the portfolio appear sufficiently prudent and realistic compared to prices being achieved in the market for sales of unquoted investments.

The maximum investment risk as at the balance sheet date is the value of the investment portfolio which is £26,991,000 (2011: £24,793,000). The investment portfolio forms 96.5 per cent. of the net asset value as at 30 September 2012 (2011: 92.8 per cent.).

More details regarding the classification of fixed asset investments are shown in note 11.

# Notes to the Financial Statements continued

## 19. Capital and financial instruments risk management (continued)

### 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 instrument or to a market in similar instruments. To mitigate the investment price risk for the Company as a whole, the strategy of the Company is to invest in a broad spread of industries with approximately two-thirds of the unquoted investments comprising debt securities, which, owing to the structure of their yield and the fact that they are usually secured, have a lower level of price volatility than equity. Details of the industries in which investments have been made are contained in the Portfolio of investments section on pages 10 to 12 and in the Manager's report.

Valuations are based on the most appropriate valuation methodology for an investment within its market, with regard to the financial health of the investment and the IPEVCV Guidelines.

As required under FRS 29 "Financial Instruments: Disclosures", the Board is required to illustrate by way of a sensitivity analysis the degree of exposure to market risk. The Board considers that the value of the fixed and current asset investment portfolio is sensitive to a 10 per cent. change based on the current economic climate. The impact of a 10 per cent. change has been selected as this is considered reasonable given the current level of volatility observed both on a historical basis and future expectations.

The sensitivity of a 10 per cent. increase or decrease in the valuation of the investment portfolio (keeping all other variables constant) would increase or decrease the net asset value and return for the year by £2,699,000 (2011: £2,479,000).

### Cash flow interest rate risk

It is the Company's policy to accept a degree of interest rate risk on its financial assets through the effect of interest rate changes. On the basis of the Company's analysis, it is estimated that a rise of half a percentage point in all interest rates would have increased total return before tax for the year by approximately £6,000. On the basis of the Company's analysis, it is considered that further falls in interest rates would not have a significant impact.

The weighted average interest rate applied to the Company's fixed rate assets during the year was approximately 6.1 per cent. (2011: 5.6 per cent.). The weighted average period to expected maturity for the fixed rate assets is approximately 2.5 years (2011: 2.1 years).

The Company's financial assets and liabilities as at 30 September 2012, all denominated in pounds sterling, consist of the following:

	30 September 2012				30 September 2011			
	Fixed rate £'000	Floating rate £'000	Non-interest bearing £'000	Total £'000	Fixed rate £'000	Floating rate £'000	Non-interest bearing £'000	Total £'000
Unquoted equity	-	-	9,682	9,682	-	-	8,017	8,017
Unquoted loan stock	15,346	-	1,938	17,284	15,930	-	377	16,307
Debtors*	-	-	3	3	-	-	18	18
Current asset investments	-	-	25	25	-	-	469	469
Current liabilities	-	-	(267)	(267)	-	-	(267)	(267)
Cash	738	478	-	1,216	1,671	505	-	2,176
	<b>16,084</b>	<b>478</b>	<b>11,381</b>	<b>27,943</b>	<b>17,601</b>	<b>505</b>	<b>8,614</b>	<b>26,720</b>

\* The debtors do not necessarily reconcile to the balance sheet as prepayments and tax receivable are not included in the above table.

### Credit risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company is exposed to credit risk through its debtors, investment in loan stocks, and through the holding of cash on deposit with banks.

The Manager evaluates credit risk on loan stock and floating rate note instruments prior to investment, and as part of its ongoing monitoring of investments. In doing this, it takes into account the extent and quality of any security held. Typically loan stock instruments have a first fixed charge or a fixed and floating charge over the assets of the portfolio company in order to mitigate the gross credit risk. The Manager receives management accounts from portfolio companies, and members of the investment management team often sit on the boards of unquoted portfolio companies; this enables the close identification, monitoring and management of investment specific credit risk.

The Manager and the Board formally review credit risk (including debtors) and other risks, both at the time of initial investment and at quarterly Board meetings.

The Company's total gross credit risk as at 30 September 2012 was limited to £17,284,000 (2011: £16,307,000) of unquoted loan stock instruments (all are secured on the assets of the portfolio company), £25,000 of current asset investments (2011: £469,000) and £1,216,000 cash deposits with banks (2011: £2,176,000).

# Notes to the Financial Statements continued

## 19. Capital and financial instruments risk management (continued)

### Credit risk (continued)

As at the balance sheet date, the cash held by the Group is held with the Royal Bank of Scotland plc, Lloyds TSB Bank Plc, Scottish Widows Bank plc (part of Lloyds Banking Group) and Barclays Bank plc. Credit risk on cash transactions is mitigated by transacting with counterparties that are regulated entities subject to prudential supervision, with high credit ratings assigned by international credit-rating agencies.

The Company has an informal policy of limiting counterparty banking and floating rate note exposure to a maximum of 20 per cent. of net asset value for any one counterparty.

The credit profile of unquoted loan stock is described under liquidity risk below.

The cost, impairment and carrying value of impaired loan stocks held at amortised cost at 30 September 2012 and 30 September 2011 are as follows:

	30 September 2012			30 September 2011		
	Cost £'000	Impairment £'000	Carrying value £'000	Cost £'000	Impairment £'000	Carrying value £'000
Impaired loan stock	<u>5,425</u>	<u>(2,224)</u>	<u>3,201</u>	<u>6,034</u>	<u>(2,287)</u>	<u>3,747</u>

Impaired loan stock instruments have a first fixed charge or a fixed and floating charge over the assets of the portfolio company and the Board estimate that the security value approximates to the carrying value.

### Liquidity risk

Liquid assets are held as cash on current, deposit or short term money market accounts or similar instruments. Under the terms of its Articles, the Company has the ability to borrow up to 10 per cent. of its adjusted capital and reserves of the latest published audited balance sheet, which amounts to £2,796,000 as at 30 September 2012 (2011: £2,672,000).

The Company has no committed borrowing facilities as at 30 September 2012 (2011: £nil) and had cash balances of £1,216,000 (2011: £2,176,000). The main cash outflows are for new investments, the buy-back of shares and dividend payments, which are within the control of the Company. The Manager formally reviews the cash requirements of the Company on a monthly basis, and the Board on a quarterly basis as part of its review of management accounts and forecasts. All the Company's financial liabilities are short term in nature and total £267,000 for the year to 30 September 2012 (2011: £267,000).

The carrying value of loan stock investments at 30 September 2012 as analysed by expected maturity dates is as follows:

Redemption date	Fully performing loan stock £'000	Impaired loan stock £'000	Past due loan stock £'000	Total £'000
Less than one year	1,047	737	3,181	4,965
1-2 years	2,781	2,029	2,188	6,998
2-3 years	1,397	179	305	1,881
3-5 years	1,207	256	611	2,074
+5 years	1,253	–	113	1,366
	<u>7,685</u>	<u>3,201</u>	<u>6,398</u>	<u>17,284</u>

Loan stocks can be past due as a result of interest or capital not being paid in accordance with contractual terms.

Loan stock categorised as past due includes:

Loan stock with a carrying value of £512,000 had capital past due of between 12 to 24 months and yielded an average of 14.6 per cent. interest on cost.

Loan stock with a carrying value of £977,000 had loan stock interest past due of less than 12 months and yielded an average of 5.6 per cent. interest on cost.

Loan stock with a carrying value of £4,358,000 had loan stock interest past due greater than 12 months (through not paying all of its contractual interest), however has yielded 7.6 per cent. on cost during the year.

Loan stock with no interest received and carrying values of £246,000 had loan stock interest due of less than 12 months, £23,000 had loan stock interest past due of 2 years, and £282,000 had loan stock interest past due of 7 years.

# Notes to the Financial Statements continued

## 19. Capital and financial instruments risk management (continued)

### Liquidity risk (continued)

The carrying value of loan stock investments at 30 September 2011 as analysed by expected maturity dates is as follows:

Redemption date	Fully performing loan stock £'000	Impaired loan stock £'000	Past due loan stock £'000	Total £'000
Less than one year	2,038	920	4,631	7,589
1-2 years	821	120	89	1,030
2-3 years	861	2,086	718	3,665
3-5 years	1,956	621	1,167	3,744
+5 years	162	–	117	279
	<u>5,838</u>	<u>3,747</u>	<u>6,722</u>	<u>16,307</u>

In view of the information shown, the Board considers that the Company is subject to low liquidity risk.

### Fair values of financial assets and financial liabilities

All the Company's financial assets and liabilities as at 30 September 2012 are stated at fair value as determined by the Directors, with the exception of loans and receivables included within investments, debtors and creditors and cash, which are measured at amortised cost, as permitted by FRS 26. The Directors believe that the current carrying value of loan stock is not materially different to the fair value. There are no financial liabilities other than creditors. The Company's financial liabilities are all non-interest bearing. It is the Directors' opinion that the book value of the financial liabilities is not materially different to the fair value and all are payable within one year.

## 20. Commitments and contingencies

As at 30 September 2012, the Company had the following financial commitments in respect of investments:

- AMS Sciences Limited; £72,000

## 21. Post balance sheet events

Since 30 September 2012 the Company has had the following material post balance sheet events:

- Investment of £32,000 in Rostima Holdings Limited
- Repayment of £150,000 loan stock received from CS (Norwich) Limited
- Repayment of £137,000 loan stock received from CS (Brixton) Limited
- Cash of £2,100,000 received from the disposal of investments in CS (Norwich) Limited, CS (Brixton) Limited and CS (Exeter) Limited.
- On 19 October 2012 the Company announced the launch of the Albion VCTs Top Up Offers 2012/2013. In aggregate, the Albion VCTs will be aiming to raise up to £15 million across six of the VCTs managed by Albion Ventures LLP, of which Albion Income & Growth VCT PLC will be aiming to raise approximately £2.5 million. The maximum amount raised by each of the Albion VCTs will be 10 per cent. of its issued share capital (over any one 12 month period, and including any shares issued under Dividend Reinvestment Schemes) or €5 million, being the amount that they may issue under the Prospectus Rules without the publication of a full prospectus.

The proceeds of the Offers will be used to provide further resources to the Albion VCTs at a time when a number of attractive new investment opportunities are being seen. An Investor Guide and Offers document will be sent to shareholders in December 2012.

# Notes to the Financial Statements continued

## **22. Related party transactions**

The Manager, Albion Ventures LLP, is considered to be a related party by virtue of the fact that Patrick Reeve, who is the Managing Partner of Albion Ventures LLP, the Manager, is a Director of the Company. During the year, investment management fees of a total value of £686,000 (2011: £690,000), were purchased by the Company from Albion Ventures LLP. At the financial year end, the amount due to Albion Ventures LLP in respect of these services disclosed within accruals and deferred income was £168,000 (2011: £161,000).

During the year, the Company was charged £18,500 by Albion Ventures LLP in respect of Patrick Reeve's services as a Director (excluding VAT) (2011: £18,500). At the year end, the amount due to Albion Ventures LLP in respect of these services disclosed as accruals and deferred income was £5,550 (2011: £5,550).

During the year the Company raised new funds through the Albion VCTs Linked Top Up Offers 2011/2012 as detailed in note 15. The total cost of the issue of these shares was 5.5 per cent. of the sums subscribed. Of these costs, an amount of £6,740 (2011: £3,450) was paid to the Manager, Albion Ventures LLP in respect of receiving agent services. There were no sums outstanding in respect of receiving agent services at the year end.

During the year, the Company purchased 1,591,816 Ordinary shares at a total cost of £902,000 (2011: £972,000) using the services of Winterflood Securities Limited a company of which Robin Archibald is head of corporate finance and broking. These transactions were at arms length and in line with market practices. At the year end, the amount due to Winterflood Securities Limited in respect of share buy-backs and disclosed in other creditors was £nil. (2011: £24,000).

There are no other related party transactions or balances requiring disclosure.

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Albion Income & Growth VCT PLC (the “Company”) will be held at the City of London Club, 19 Old Broad Street, London EC2N 1DS on 5 February 2013 at 11 am for the following purposes:

To consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 7 will be proposed as ordinary resolutions and numbers 8 to 10 as special resolutions.

## Ordinary Business

1. To receive and adopt the Company’s accounts for the year ended 30 September 2012 together with the report of the Directors and Auditor.
2. To approve the Directors’ remuneration report for the year ended 30 September 2012.
3. To re-elect Friedrich Ternofsky as a Director of the Company.
4. To re-elect Patrick Reeve as a Director of the Company.
5. To re-appoint PKF (UK) LLP as Auditor of the Company to hold office from conclusion of the meeting to the conclusion of the next meeting at which the accounts are to be laid.
6. To authorise the Directors to agree the Auditors’ remuneration.

## Special Business

7. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot Ordinary shares of nominal value 1 penny per share in the Company up to an aggregate nominal amount of £46,955 provided that this authority shall expire 18 months from the date that this resolution is passed, or, if earlier, the conclusion of the next annual general meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.
8. That subject to and conditional on the passing of resolution number 7, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution number 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of rights issue;
  - (b) pursuant to any Dividend Reinvestment Scheme introduced or operated by the Company; and
  - (c) otherwise than pursuant to paragraphs (a) to (b) above, up to an aggregate nominal amount of £46,955,

and that this authority shall expire 18 months from the date that this resolution is passed or, if earlier, the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of the resolution the words “pursuant to the authority conferred by resolution number 7” were omitted in relation to such a sale.

“Rights issue” means an offer of equity securities to holders of shares in the capital of the Company on the register on a record date fixed by the Directors in proportion as nearly as may be to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

## Notice of Annual General Meeting continued

9. That, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1 penny each in the capital of the Company (“Ordinary shares”), on such terms as the Directors think fit, and where such shares are held as treasury shares, the Company may use them for the purposes set out in section 727 of the Act, provided that:
- (a) the maximum aggregate number of shares hereby authorised to be purchased is 14.99% of the issued Ordinary share capital of the Company as at the date of the passing of this resolution;
  - (b) the minimum price which may be paid for a share shall be 1 penny (exclusive of expenses);
  - (c) the maximum price (exclusive of expenses) which may be paid for a share shall be an amount being not more than the higher of (i) 105% of the average of the middle market quotations (as derived from the Daily Official List of the London Stock Exchange) for the shares for the five business days immediately preceding the date of purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid relating to a share on the trading venue where the purchase is carried out; and
  - (d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire 18 months from the date that this resolution is passed or, if earlier, at the conclusion of the annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, at any time prior to such expiry, enter into a contract or contracts to purchase shares under such authority which would or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

Under the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the “Regulations”), Ordinary shares purchased by the Company out of distributable profits can be held as treasury shares, which may then be cancelled or sold for cash. The authority sought by this special resolution number 9 is intended to apply equally to shares to be held by the Company as treasury shares in accordance with the Regulations.

10. That the Directors be empowered to sell treasury shares at the higher of the prevailing current share price and the price bought in at.

By order of the Board

### **Albion Ventures LLP**

Company Secretary  
Registered office  
1 King's Arms Yard  
London, EC2R 7AF

Registered in England and Wales with number 5132495  
18 December 2012

# Notice of Annual General Meeting continued

## Notes

1. Members entitled to attend, speak and vote at the Annual General Meeting (“AGM”) may appoint a proxy or proxies (who need not be a member of the Company) to exercise these rights in their place at the meeting. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. Proxies may only be appointed by:
  - completing and returning the Form of Proxy enclosed with this Notice to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ;
  - going to [www.computershare.co.uk](http://www.computershare.co.uk) and following the instructions provided there; or
  - by having an appropriate CREST message transmitted, if you are a user of the CREST system (including CREST personal members).

Return of the Form of Proxy will not preclude a member from attending the meeting and voting in person. You may not use any electronic address provided in the Notice of this AGM to communicate with the Company for any purposes other than those expressly stated.

To be effective the Form of Proxy must be completed in accordance with the instructions and received by the Registrars of the Company by 11 am on 1 February 2013.

2. Any person to whom this Notice is sent who is a person nominated under section 146 Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him or her and the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

The statement of rights of members in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that note can only be exercised by members of the Company.

3. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 11 am on 1 February 2013 (or, in the event of any adjournment, on the date which is two business days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM and any adjournment(s) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK and Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent by 11 am 1 February 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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

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

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. A copy of this Notice, and other information regarding the AGM, as required by section 311A Companies Act 2006, is available from [www.albion-ventures.co.uk](http://www.albion-ventures.co.uk) under the “Our Funds” section.
7. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
8. As at 12 December 2012 (being the latest practicable date prior to the publication of this Notice), the Company’s issued share capital consists of 46,954,802 Ordinary shares carrying one vote each. The Company also holds 4,550,867 Ordinary shares in treasury. Therefore, the total voting rights in the Company as at 12 December 2012 are 42,403,935.



