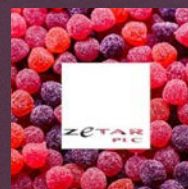
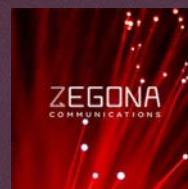




# Annual Report and Financial Statements

**MARWYN VALUE INVESTORS LIMITED**  
FOR THE YEAR ENDED 31 DECEMBER 2022

# 2022







## Contents

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04	Financial and Performance Summary
06	Report of the Chairman
08	Report of the Manager
16	Investment Portfolio
24	Allocation of Net Asset Value
28	Environmental, Social and Governance
32	Capital Distributions, NAV and Discount Management
34	Fund Structure and Investment Policy
36	Report of the Directors
50	Report of the Independent Auditor
56	Income Statement
57	Statement of Financial Position
58	Statement of Cash Flows
59	Statement of Changes in Equity
60	Notes to the Financial Statements
74	Risk
80	Look-through Portfolio Information
82	Advisers
84	Defined Terms
85	Disclaimer

Defined terms used throughout the Annual Report and Financial Statements are as described on page 84.

# 2022

## Annual Report and Financial Statements

**MARWYN VALUE INVESTORS LIMITED**  
FOR THE YEAR ENDED 31 DECEMBER 2022



# Financial and Performance Summary

## PERFORMANCE FOR YEAR TO / AS AT 31 DECEMBER 2022

### Ordinary Shares

NAV Total Return <sup>1</sup> <b>+1.5%</b>	Share Price Performance <sup>2</sup> <b>-13.3%</b>
NAV Per Share <b>176.8p</b>	Net Assets <b>£98.1m</b>
Share Price <b>95.0p</b>	Market Capitalisation <b>£52.7m</b>
Dividends <b>9.06p</b>	Implied Dividend Yield <b>9.5%</b> <small>assuming full year dividend of 9.06p and 31 December 2022 share price of 95.0p</small>
Inception to date NAV Total Return <b>+183.0%</b>	

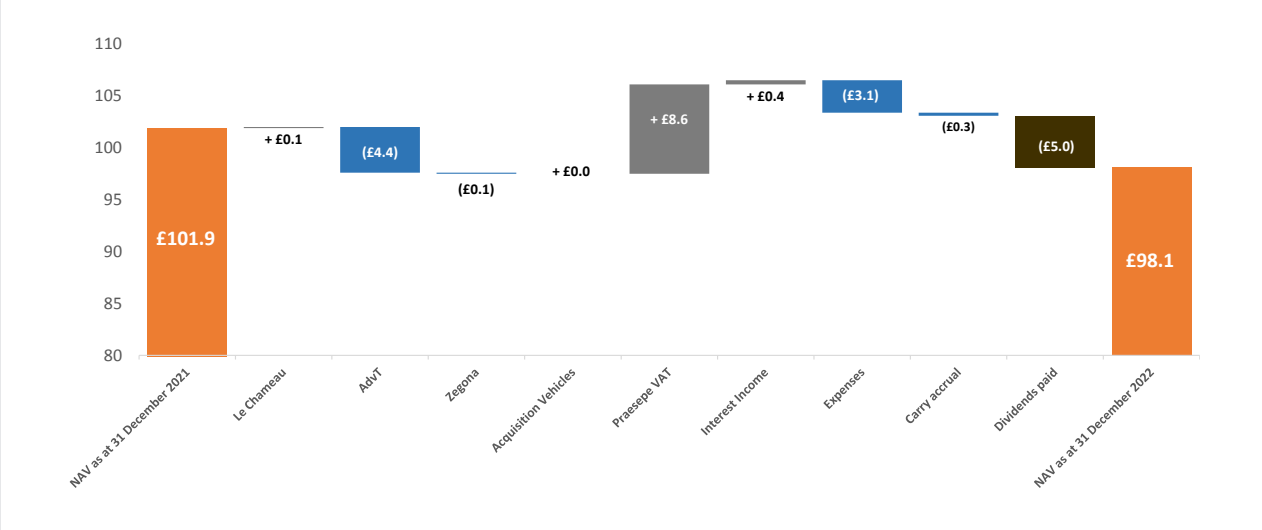
### Look-Through NAV Breakdown as at 31 December 2022

Company	% of NAV	NAV/share Contribution (£)
Le Chateau	19.4%	0.34
AdvancedAdvT Limited	12.1%	0.21
Marwyn Acquisition Company II Limited	9.7%	0.17
Marwyn Acquisition Company III Limited	9.7%	0.17
450 plc	5.0%	0.09
MAC Alpha Limited	0.5%	0.01
Zegona Communications plc	0.4%	0.01
Cash	45.2%	0.80
Other assets / liabilities	(2.0)%	(0.03)
Net assets	100.0%	1.77

Investments are held indirectly, as described in the Fund structure and investment policy section of this Annual Report

<sup>1</sup> For the ordinary shares, inception to date movement is based on the combined weighted average NAV of Marwyn Value Investors I, II and B shares prior to their amalgamation, using the conversion ratio published on 17 April 2008.  
NAV total return assumes the reinvestment of dividends paid to shareholders into the Company at NAV and is calculated on a cum-income basis.  
<sup>2</sup> Share price performance assumes the reinvestment of dividends paid to shareholders into the Company at the ex-div share price on the ex-div date.

## 2022 Ordinary Share Total NAV Movement (£m)



### Capital Returns and Distributions

The Company distributes capital back to shareholders through a range of methods, details of which are provided in the section ‘Capital Distributions, NAV and Discount Management’.

### Realisation Shares

Realisation Class	Ticker	Shareholder Total Return <sup>3</sup>	Nav Per share	Net Assets	NAV Distributed SINCE INCEPTION <sup>4</sup>
2016	MVIR	+31.5%	376.0p	£3.5m	84.6%
2021	MVR2	+0.8%	185.3p	£0.7m	0.0%

### Total Capital Returns and Distributions

#### Since Inception

Ordinary Shares			Realisation Classes	Combined		
Dividends and Buybacks <sup>5</sup>	Capital Returns	Total Distributions	Total Capital Returns	Dividends and Buybacks	Capital Returns	Total since inception
£58.3m	£25.9m	£84.2m	£15.6m	£58.3m	£41.5m	£99.8m

<sup>3</sup> For the 2016 realisation shares and 2021 realisation shares, shareholder total return is calculated as the movement in total shareholder value, including all distributions made to realisation shareholders over the relevant period.  
<sup>4</sup> Calculated as total distributions as a percentage of Net Assets on creation of each class.  
<sup>5</sup> Includes the dividend paid to ordinary shareholders in February 2023.



# Report of the Chairman

I am pleased to present the audited Annual Report and Financial Statements of Marwyn Value Investors Limited (LSE: MVI, MVIR, MVR2) for the year ended 31 December 2022.

## Investment Performance

Despite the challenges of 2022, the Board acknowledges the Manager's persistent efforts to identify and collaborate with leading Management Partners, resulting in the appointment of Mark Hodges to MAC II and Waheed Alli to 450 plc. Their extensive experience and deep sector knowledge equip their respective acquisition vehicles with exceptional leadership and expertise, allowing them to continue pursuing their stated investment strategies.

The acquisition vehicles have exercised patience in identifying and executing platform deals, evaluating a significant number of opportunities. With the Fund maintaining its cash resources during these uncertain times, it is well-positioned to support the acquisition vehicles as they progress with their stated investment strategies throughout 2023 and beyond.

Furthermore, the Board is pleased with the recognition of the historical VAT claim related to a previous investment in Praesepe, providing further capital for future investments.

## Governance and Oversight of the Manager

The Board maintains an ongoing active relationship and continuous dialogue with the Manager, ensuring a comprehensive understanding of and exchanges of views regarding its perspectives on the portfolio and the wider market. My fellow non-executives and I bring a combination of listed fund and corporate experience at both operational and board levels, allowing us to actively oversee and challenge the Manager's activities on behalf of shareholders. My role is complemented by my Non-Executive Chairmanship of the Marwyn Group and the oversight it provides over the broader Marwyn operations, while Martin Adams' experience and knowledge of the Manager provides further effective oversight in his role as Senior Independent Director.

In November 2022, following his family's move to Spain, Mark Brangstrup Watts retired as a partner of the Manager and a member of its investment committee. James Corsellis, Chief Investment Officer, remains supported by Marwyn Partners Antoinette Vanderpuije and Tom Basset, both of whom have been part of the Marwyn team for over a decade, alongside a wider team of investment professional based in London and Jersey. We wish Mark and his family the very best and are grateful for his pivotal role in the Company's and the Manager's history.

## Shareholder Composition and Communication

The Board and the Manager proactively engage with our shareholders on an ongoing basis, striving to understand their viewpoints and ensure they are well-informed about the Company, the underlying portfolio, and the forward-looking strategy. The vast majority of our significant shareholders have remained invested in the Company, continuing to support the deployment of its liquid capital into acquisition opportunities. The Manager and I, alongside the rest of the Board are always available to speak with shareholders, and I encourage any shareholder to contact me directly at any time.

## Shareholder Returns and Distributions

The Company aims to deliver long-term growth in its NAV, alongside a consistent and predictable quarterly dividend programme and a policy to distribute 50% of net capital gains on portfolio investments as and when they are realised. We believe that the investment strategy and current income profile of the Company are highly attractive to shareholders.

Building high-quality companies requires time. With our investment beginning upon the formation of the acquisition vehicles, we typically anticipate holding our investment in these companies for 5 to 7 years following their platform acquisition. This anticipated timeframe allows the Manager to support the medium to long-term ambitions of the Management Partners as they execute their initial acquisition, continue to deliver on their operational plans, complete follow-on acquisitions, and develop their business strategy. With the majority of the portfolio being acquisition companies, the focus remains on supporting the execution of their respective strategies to maximise shareholder value. This has been demonstrated through the success of the Manager's earlier acquisition vehicles, including Advanced Computer Software, BCA Marketplace, Breedon Aggregates, and Entertainment One, among others.

Under our distribution policy, distributions are maintained or grown on a per-share basis and currently represent an annual dividend of 9.06 pence per share, paid in equal quarterly instalments. Based on the closing share price of £0.925 as at 31 March 2023, this represents a yield of over 9.7%.

## Wider Impact

The Board and the Manager have always been conscious of the impact we can make beyond the Fund's aims to generate shareholder returns. As detailed on page 28, Marwyn continues to support charitable projects and initiatives. During 2022, the Marwyn Trust supported charities including Sumbandila, which offers merit-based scholarships to exceptional children in rural areas of South Africa; the Helen Bamber Foundation, a pioneering human rights charity supporting refugees and asylum seekers who have survived extreme human cruelty; and the Spanish Red Cross, which promotes social welfare and support through its numerous projects aimed at protecting and enriching the value of human life.

Marwyn has also committed to sponsoring employee charity fundraising efforts and has initiated a program with North London schools to provide information and opportunities such as mentoring and work experience placements for young people who might not otherwise have access to these resources.

The Manager has worked with Le Chateau during the year on various ESG initiatives and we continue to support diversity at board and senior management levels within Marwyn and our portfolio companies. The Board has had continuous female representation since 2014.

## Outlook

With the progress made during the year by appointing two additional Management Partners to MAC II and 450 plc, and considering the current level of opportunities we are seeing across the sectors that are the focus of our current acquisition vehicles' investment strategies, I believe that with the support of the Manager and our cash resources, the Company is well-positioned to capitalise on opportunities that will lay the groundwork for robust portfolio performance in the coming years.

**Robert Ware**  
Chairman  
27 April 2023





# Report of the Manager

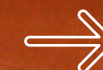
## Who We Are

Founded in 2005, we are a specialist institutional sponsor of European listed acquisition companies. We partner with experienced industry executives who have built careers in their industries and developed deep-rooted expertise and relationships to enhance deal-sourcing and subsequent platform build-out, utilising their wealth of sector-specific knowledge.

## Our Strategy

Marwyn's strategy is to identify, support, invest in and work alongside high-calibre, sector-leading, experienced, operational management teams to acquire, manage, build, and grow businesses headquartered in the UK, Europe, or the Americas.

MARWYN



**18 year track record** of successful **acquisition companies** across a range of sectors



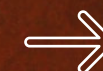
**Proven origination model** based on accessing proprietary deal flow



**Management partnership** model delivering deep sector experience and operational expertise



Long track record of raising **institutional equity** from and **delivering returns** to UK institutional investors



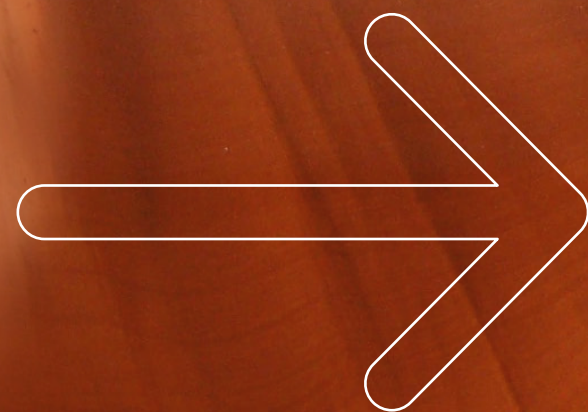
**Proprietary acquisition vehicle structure**, we believe is highly attractive to management and investors alike and which provides significant executional advantages and long-term alignment between stakeholders



# Report of the Manager

## A Track Record of Success










As the UK's leading sponsor of acquisition vehicles<sup>6</sup>, our 11 companies which have followed our current strategy and completed a platform acquisition have delivered £4.7 billion of profits to equity investors.



# MARWYN

<sup>6</sup> Based on the number of UK listed acquisition vehicles or SPACs launched on the London Stock Exchange since the date that Marwyn listed its first acquisition vehicle in 2005 with data taken from internal analysis of the number of vehicles launched and their sponsors, sourced from LSE, Pitchbook, CapIQ and internal research.

The following table details the equity profits generated by our acquisition companies which had a similar overall strategy to our new acquisition vehicles and which completed a platform acquisition, based upon all equity raised (from all investors throughout their lifetime, including the period after we exited our cornerstone position) and with returns calculated based upon (a) the offer price on sale of the entire company, or (b) the prevailing share price (as at 31 March 2023) if still listed.

COMPANY	TICKER	ACQUISITION DATE	MANAGEMENT PARTNER(S)	SECTOR	TOTAL EQUITY INVESTED	TOTAL EQUITY VALUE	% EQUITY RETURNS
	BCA	Apr-15	Avril Palmer -Baunack	Automotive	£1,163m	£2,137m	84%
	ETO	Feb-07	Darren Throop	Media	£747m	£2,824m	278%
	BREE	Sep-10	Peter Tom Simon Vivian	Construction Materials	£702m	£1,332m	90%
	ZEG	Aug-15	Eamonn O'Hare Robert Samuelson	Telecoms	£388m	£524m	35%
	ACS	Aug-08	Vin Murria	Computer software	£126m	£725m	477%
	COT	Nov-06	Keith Tozzi Fiona Begley	Healthcare	£117m	£130m	11%
	INP	Oct-05	Mark Silver Keith Tozzi	Testing & Inspection	£116m	£229m	97%
	SID	Jul-06	Sean Nutley	Remediation	£58m	£1m	(99%)
	TLS	Jun-05	Nick Harding	Leisure	£48m	£128m	170%
	MLO	Oct-07	Adrian Carey Hugh Aldous	Training	£44m	£98m	121%
	ZTR	Apr-05	Ian Blackburn	Confectionery	£35m	£41m	15%
TOTAL					£3.5bn	£8.2bn	130%



# Report of the Manager

## Our Team



**James Corsellis**  
**Chief Investment Officer**

James founded one of the earliest strategic technology consultancies in 1994 and was Chief Executive Officer of icollector plc, a leading provider of live auction trading platforms. He later negotiated its joint venture with eBay, which saw icollector become the exclusive partner worldwide for traditional auction houses. James co-founded and leads Marwyn and typically holds board positions on Marwyn's portfolio companies.



**Antoinette Vanderpuije**  
**Chief Financial Officer and Chief Operating Officer**

Antoinette joined Marwyn in 2007 and leads the Finance, Markets and Regulation Team. She has extensive M&A and investment experience with a particular focus on transaction tax structuring and incentive planning. Antoinette previously worked in the finance team at Arcadia Group and prior to that with Bournier Bullock Chartered Accountants. She is a Chartered Accountant, a Chartered Tax Advisor and holds a BA from University College London.



**Tom Basset**  
**Investment Partner**

Tom joined Marwyn in 2010 from the Private Equity Transaction Services Group at Deloitte. He leads the investment team where he is involved in the origination and assessment of new investment opportunities, transaction execution, coordinating capital market and M&A processes and providing strategic corporate advice to portfolio company management teams. Tom is a qualified Chartered Accountant and graduated from Durham University with a BA (Hons) in Economics.

## Marwyn Group

James, Antoinette, and Tom are supported by a highly experienced team of 11 individuals based in London and Jersey who provide investment management, corporate finance and operational support to the Fund entities and our investee companies.

## Our Approach

### How We Invest

Over the last two decades, we have developed extensive experience in executing successful investment strategies in the public markets. Throughout this time, we have invested across a broad range of sectors in conjunction with leading executives or management teams (our "Management Partners").

Our Management Partners have added value through the origination of investment opportunities, the assessment and due diligence process and by playing a long-term role in the hands-on execution of the strategy, usually assuming the role of Chairman or Chief Executive Officer. The success of our previous vehicles has been based on a number of factors including our ability to identify and partner with these industry-leading Management Partners whilst drawing on our transactional and corporate finance expertise in developing and structuring a range of acquisition vehicles that aim to meet the needs of all stakeholders.

### Market Opportunity

Over the last 20 years, the London Stock Exchange has been the venue for numerous highly successful acquisition companies. We believe there remains significant interest from both companies and industry executives in using well-structured acquisition companies on the public markets to execute growth strategies across a range of sectors.

Building on our extensive experience of investing through listed acquisition companies to execute buy-and-build growth strategies alongside experienced Management Partners, and reflecting on the much-criticised US SPAC model, we believe the Marwyn Acquisition Company structure (the 'MAC' structure) is uniquely designed to be attractive to institutional investors, business owners and management teams. The principal enhancements being:

- **Ensuring long term alignment:** management and sponsor incentives aligned to long term equity performance and no discounted shares/warrants or upfront promoter fees
- **Increasing flexibility in raising capital:** the addition of innovative mechanisms to raise equity capital from institutional investors
- **Improving transactional efficiency:** a new transaction process allowing the execution of a reverse acquisition on a timetable that is comparable with investment from private equity providers



# Report of the Manager

## CIO Investment Commentary and Outlook

Dear Investors,

I am delighted to share with you, our investment performance and outlook for the coming year. Despite the markets headwinds during 2022, I am grateful for the unwavering support from our exceptional investment management team, led by Antoinette Vanderpuije and Tom Basset, who have been with Marwyn for over a decade. Our wider Marwyn team also provides crucial operational, regulatory, and transactional expertise, which greatly benefits both our investment strategy and the operations of our investee companies.

### Our Investment Philosophy and Strategy

At Marwyn, the success of our investment approach hinges on identifying and partnering with outstanding management teams. We believe that exceptional management talent, rather than capital or companies, is the scarcest resource. This perspective informs every aspect of our investment process, from idea generation to ongoing collaboration with our portfolio companies.

Instead of relying on conventional methods such as screening for companies or participating in private equity auctions, we focus on seeking out, working with, and learning from, exceptional management teams. Our past partnerships with leaders like Avril Palmer Baunack, Peter Tom, Darren Throop, and Vin Murria illustrate the unique value proposition of Marwyn's investment model.

This approach extends beyond initial investments, shaping our ongoing interactions with our portfolio companies. We actively engage with our investee companies by sitting on their boards and providing day-to-day support, often maintaining close relationships even after the investment period has ended.

We encourage interested investors to reach out to our investor relations team, led by Scott Danks, or contact me directly for more information about our investment model.

### Review of 2022 and Outlook for 2023

In 2022, we delivered a modest positive NAV performance for ordinary shareholders of 1.5% amidst a difficult market environment, with the average UK small-cap declining by 22%. Our significant cash position will now allow us to capitalise on falling valuation multiples and tightening credit conditions. These market conditions are revealing the weaknesses in leveraged investment models, which we have consciously avoided, and are creating special situations that present attractive entry prices. With continued outflows from UK active equity funds, our focus remains on opportunities where we can act as the principal investor and funding source.

Our investee companies, such as AdvancedAdvT led by Vin Murria, have demonstrated agility and discipline in their investment activities. Although the offer for M&C Saatchi did not proceed, the financial impact on AdvancedAdvT was minimal. With over £100m in cash, a strong roster of institutional investors, and a significant decline in technology valuations, we believe AdvancedAdvT is well-positioned for 2023 under Vin's leadership.

Le Chameau, our premium footwear business led by Corry Taylor, has made significant strides since 2019, overcoming global shipping and supply chain disruptions as well as a post-Covid slowdown in demand. With a focus on expanding its direct-to-consumer online business and increasing its addressable customer base, Le Chameau aims to capitalise on the long-term growth prospects of the premium outdoor market. However, the company will proceed cautiously in the current market environment and prioritise consolidating its achievements to date.

During 2022, we also announced new management partnerships with Mark Hodges through Marwyn Acquisition Company II Limited and Waheed Alli through 450 plc (previously Marwyn Acquisition Company plc). Mark Hodges brings a wealth of experience from leadership roles at Centrica, Aviva, and Reassure and will focus on the pensions and wealth management space.

Waheed Alli has an exceptional background in media and entertainment, with successful ventures such as Planet 24, Shine, and Silvergate Media to his credit. We are excited about the opportunities to acquire proven entertainment properties and intellectual property that can be exploited in new ways and through new channels.

In terms of prior investments, we were pleased to recognise the £10 million VAT claim from our previous investment in Praesepe, with the final £5 million cash receipt expected later this year.

We are deeply grateful for the support we have had in 2022 from our investors and the Board. We expect 2023 to be a very active year, we believe we have a fantastic group of management partners, and, as we found in the years following the financial crisis, we believe it is in these types of investing environments where our investment strategy comes to the fore.



Investment Portfolio

Le Chameau	Luxury Goods	www.lechameau.com
	% of NAV	NAV/share Contribution (£)
Ordinary Shares	19.4%	£0.34
2016 Realisation Shares	62.9%	£2.37
2021 Realisation Shares	18.5%	£0.34

As at 31 December 2022

Management Partner

Corry Cavell-Taylor

Corry Cavell-Taylor is CEO of Le Chameau Holdings Limited. He is also MD of Bradshaw Taylor Limited and the creator of Schöffel Countrywear. Corry has over two decades of experience in the country sports market worldwide and is a director of The Outdoor Industries Association of Great Britain.

Corry started distributing outdoor and country brands over 25 years ago, having taken over Bradshaw Taylor from his father who was the third generation of the family to run the business, started in 1895 by Corry’s Great-Grandfather. Bradshaw Taylor distributes leading brands in outdoor and country clothing and equipment, connecting these brands with retailers and consumers throughout the UK, Europe and USA.

Corry has a BSc from Birmingham University and an MBA from Cranfield School of Management.



Value Creation Opportunity

- Capitalise on the opportunities created by an iconic brand with category leading products
- Build a leading luxury goods business, capable of scaling sales across the UK, Europe, North America and other potential new markets
- Broaden lifestyle appeal, utilising and protecting brand heritage
- Better understand the existing and potentially addressable customer base to raise awareness and build appeal
- Further expand the direct-to-consumer e-commerce channel, deploying enhanced digital marketing strategy

Overview

Le Chameau was founded in Cherbourg, France in 1927 by Claude Chamot to create premium handmade rubber boots that would deliver unrivalled comfort and durability. He began creating prototypes using natural rubber and went on to pioneer the use of vulcanization to increase durability. Once Monsieur Chamot had refined his process, individuals from all over France were coming to him to have a bespoke boot made. Today, Le Chameau is an iconic technical footwear brand with over 90 years of heritage, a leader in the premium rubber boot market with a passionately loyal consumer base, brand ambassadors and a growing market. As Manager, we too are passionate about the product and are excited about the launch of recent brand partnerships, new product development and the potential for future expansion of production capacity.

Le Chameau’s core product offering includes a range of premium rubber and leather boots designed for country, lifestyle and sporting pursuits, serving outdoor professionals and connoisseurs, as well as style conscious rural and urban consumers.

The business continues to make operational improvements in its factory in Casablanca, where it has manufactured its own rubber boots since 1949 and is significantly scaling up the training programme of its Master Bootmakers. The business expanded production capacity, with over 200,000 pairs of rubber boots produced in 2022, with the potential to scale up production further in the coming years.

Following the partnership with Bradshaw Taylor in 2019, Le Chameau has grown revenue across both its B2B and D2C channels. B2B sales have benefitted from recovering stock levels following the improved production capacity in the factory, enabling the business to satisfy more of the underlying demand for the product from wholesalers. With approximately 28% of revenue in 2022 derived from the D2C channel, the business has built a strong e-commerce platform, with ambitions to increase this over time as the brand continues to build upon its understanding of both its existing and potentially addressable consumer base.



Le Chameau enjoys a deep relationship with its core customer group and benefits from being promoted by a broad range of high profile influencers and celebrities who choose to wear the brand. Recent marketing initiatives have included the successful launch of brand partnerships with Patou (part of LVMH) and Fairfax & Favor, and brand coverage in both national and international media. These initiatives, as part of a broader marketing strategy, have contributed to progressing the brand’s consumer profile, reach and engagement, with potential for further growth ahead.

Recently the business has, like other retailers, experienced a more challenging consumer environment and macroeconomic backdrop. With a strengthened B2B proposition following the Bradshaw Taylor partnership, the business is also now increasingly focusing on resource, brand and digital marketing investment into the D2C channel as it transitions from a B2B centric business model towards the scale, customer relationship and valuation benefits of a genuine omni-channel brand.

We believe in the product and the team. The business is well-placed to deliver on its potential to continue to scale in both its core and nascent markets, further building its brand, consumer profile and engagement, and firmly positioning it amongst other more established luxury apparel companies.





Investment Portfolio

AdvancedAdvT Digital Software & Services www.advancedadvt.com

	% of NAV	NAV/share Contribution (£)
Ordinary Shares	12.1%	£0.21
2016 Realisation Shares	-%	£-
2021 Realisation Shares	11.5%	£0.21

As at 31 December 2022

Management Partner

Vin Murria

Vin was the founder and CEO of Advanced Computer Software Group plc (2008 to 2015), one of Marwyn's previous vehicles which generated equity returns of 477% and was acquired by Vista Equity Partners in 2015, and the CEO of Computer Software Group plc (2002 to 2007) acquired by Hellman & Friedman in 2007. She has more than 25 years of experience in the software sector and is also currently a non-executive director of Softcat plc and Bunzl plc.

Previous directorships have included serving as a non-executive director at M&C Saatchi plc, Sophos Group plc, Zoopla Property Group plc, Chime plc, DWF plc and COO of Kewill Systems plc (now Blujay). Vin holds a bachelor's degree in Computer Science, an MBA and a Doctorate in Business Administration (Hon). Vin became an Officer of the Most Excellent Order of the British Empire in 2018 for her services to Technology and the empowerment of women in the sector.

Vin is the founder of the PS Foundation, a charity set up to support the education of women and children in poverty in India and the UK.



Value Creation Opportunity

- Well-capitalised vehicle with an experienced and highly credible management team
- Focused on opportunities in the digital, software and services sector likely to benefit from structural changes brought about by the current macro environment and the acceleration in digitalisation effecting the way people live, work and consume and the way that businesses operate, engage and sell to customers

Overview

AdvancedAdvT was launched in 2020 and subsequently raised £130 million in March 2021, including a £17.5 million subscription from Vin Murria, to support the company's strategy.

AdvancedAdvT acquired a minority stake in M&C Saatchi plc in January 2022 and subsequently made a formal offer for the remaining M&C Saatchi plc shares. The AdvancedAdvT Board believed that acquiring M&C Saatchi plc would provide the opportunity to create significant value for both AdvancedAdvT and M&C Saatchi shareholders through building a data, analytics and digitally focussed creative marketing business, with available funding to execute M&A at a faster pace and with additional expertise than the standalone M&C business is able to achieve.

AdvancedAdvT's offer for M&C did not receive sufficient acceptances to reach the 90% acceptance threshold and consequently lapsed. A competing offer for M&C, made by Next Fifteen Communications plc, also failed to receive sufficient support and lapsed.

As a continuing significant shareholder in M&C, AdvancedAdvT has stated that it continues to assess all potential value creation opportunities for M&C.

AdvancedAdvT remains well capitalised with over £100 million of investible cash which, given both Vin Murria's track record and the current market environment, should afford the company significant opportunities. AdvancedAdvT notes the reduction in valuations of potential acquisition targets, particularly over the last 12 months, which is expected to provide increased opportunities. AdvancedAdvT has evaluated a number of businesses over this period but has remained highly selective in their approach to investing at the right valuation. Key criteria considered in evaluating their pipeline of opportunities include:

- highly predictable revenue streams;
- high customer retention;
- products or services with high barriers to entry;
- extensive growth opportunities;
- significant free cash flow generation; and
- well run businesses in fragmented industries with potential for consolidation.

As at 28 February 2023 AdvancedAdvT's net assets of £127.3 million included interest-bearing cash of £103.4 million and 12,000,000 shares in M&C Saatchi plc valued at £23.3 million (based on a 10 day VWAP price of 194p).

450 plc (previously named Marwyn Acquisition Company plc) Content, Media, Technology www.450plc.com

	% of NAV	NAV/share Contribution (£)
Ordinary Shares	5.0%	£0.09
2016 Realisation Shares	-%	£-
2021 Realisation Shares	4.8%	£0.09

Cash held	£4.5m
Acquisition target size	Up to £500m
Target sectors	Content, Media, Technology
Listing	LSE AIM

As at 31 December 2022

Management Partner

Waheed Alli

Waheed Alli has over 30 years' experience across the media, retail, entertainment and technology sectors, having launched and grown a number of highly successful private and public businesses in his career.

Waheed co-founded Planet 24, a TV production company which produced shows such as The Big Breakfast, The Word and Survivor (created by Charlie Parsons). Planet 24 was sold to Carlton Productions, now known as ITV Studios, in 1999. Waheed co-founded TV production company, Shine, and was Chair of Chorion plc, including during its time as a listed business between 2003 and 2006 delivering share price growth of over 275%.

As Founder and CEO of Silvergate Media, Waheed acquired the IP and distribution rights to The Octonauts in 2011, establishing international partnerships with Netflix, Disney and Nickelodeon before selling Silvergate Media to Sony in 2019.

Waheed was also Chair of ASOS plc between 2001 and 2012 where he oversaw market capitalisation growth from £12.3 million at IPO to £1.9 billion.

Waheed Alli has served as a member of the House of Lords since 1998.



Value Creation Opportunity

- Ongoing digital transformation of the media and entertainment industries and widespread adoption of digital media has led to a fundamental change in the way content is created, consumed and engaged with
- Opportunity to invest in content, media or technology companies that have facilitated and are expected to continue to benefit from this shift

Overview

In connection with the appointment of Waheed Alli as Chair in November 2022 and following shareholder approval at the company's AGM in December 2022, the strategy of 450 plc was amended to focus on acquisition opportunities arising within the traditional and digital creative industries encompassing the content, media and technology sectors. 450 plc will consider the acquisition of private companies and public offers for, and mergers with, existing listed businesses, in the UK and internationally.

The 450 plc directors believe that the ongoing digital transformation of the media and entertainment industries and widespread adoption of digital media has led to a fundamental change in the way content is created, consumed and engaged with. Audiences and consumers are engaging with content across multiple formats, including experiential and immersive media, utilising both physical and digital delivery, alongside the associated emergence of augmented and virtual reality technologies.

The 450 plc directors believe there is a significant opportunity to invest in content, media or technology companies that have facilitated and are expected to continue to benefit from this shift.



# Investment Portfolio

Marwyn Acquisition Company II Limited

Financial Services, Consumer, Technology

www.marwynac2.com

	% of NAV	NAV/share Contribution (£)
Ordinary Shares	9.7%	£0.17
2016 Realisation Shares	-%	£-
2021 Realisation Shares	9.2%	£0.17

Capital raised	£12.7m
Acquisition target size	Generally expected to be greater than £100m
Target sectors	Financial Services, Consumer, Technology
Listing	LSE Main Market

As at 31 December 2022

## Management Partners

### Mark Hodges

Mark Hodges has over 30 years’ experience across the financial services and consumer sectors, including extensive FTSE 100 PLC board experience with Centrica plc and Aviva plc. As former CEO of ReAssure, Mark led the business through the £425 million acquisition of Quilter’s UK Heritage business and oversaw the sale of Reassure to Phoenix Group Holdings in 2020 for £3.25 billion. At the time of the sale, ReAssure had approximately £80 billion of assets under administration, 4 million customers and approximately 2,500 employees.



### Will Self

Will Self has over twenty years of cross-functional experience leading financial brands in the UK, including driving M&A and has held CEO positions at Curtis Banks Group PLC, a leading UK pension provider, offering a range of SIPP and SSAS solutions for individuals and businesses and Suffolk Life, a division of Legal & General, as well as holding the Chief Commercial Officer role at Cofunds, a sister company within the Legal & General. Will also holds a variety of non-executive roles, including positions with a number of charities and as deputy chair on the FCA’s Smaller Business Practitioners Panel.



### Value Creation Opportunity

- Newly established vehicle, led by a highly experienced and well-regarded management team
- Seeking acquisition opportunities in the financial services, consumer and technology sectors set to benefit from social and macroeconomic trends brought about by changing demographics, the concentration and intergenerational transfer of wealth and increasing needs for social and non-financial family support

### Overview

In connection with the appointment of Mark Hodges as Chairman in June 2022, the strategy of MAC II was refined such that it now focuses on pursuing acquisition opportunities in the financial services, consumer and technology sectors.

The MAC II directors believe that the current market backdrop has amongst a range of drivers, four notable interrelated themes which the MAC II directors believe are shaping a clear customer need that remains largely unmet:

- Changing population and demographics –**  
An increasingly ageing population is likely to have a significant impact on economies, social care systems and household finances. The MAC II directors believe future financial solutions will need to reflect an increasing level of intergenerational financial and social dependencies.
- Wealth transfer and the role of families –**  
The role played by families in providing future financial solutions is of increasing importance, with parents, other family members and friends providing progressively more support to new homeowners and adult dependents.
- Social and non-financial family support –**  
Vast numbers of people across the UK and the US provide unpaid care for a friend or family member.
- Concentration of wealth –**  
Across the UK and US, wealth is principally concentrated in property, pension assets and equities.

With the combination of these social and macroeconomic conditions and trends, the MAC II directors believe all generations are facing increasingly challenging financial situations which are creating several problems to be solved.

The MAC II directors believe there is a well-defined need and opportunity, now more than ever, for clear and impartial support and solutions to be provided to, and shared amongst, friends, family and peers.

MAC II intends to execute its strategy through a combination of selective M&A of platform and bolt-on businesses, potential strategic partnerships with established financial services operators as well as ongoing operational improvements. Target company market segments, principally expected to be in the UK and US, may include, but are not limited to:

- fintech digital platforms
- digital content platforms
- life and pension platforms and assets
- life-insurance assets
- lifetime mortgages and equity release
- wealth managers and advisers
- brokerage and associated services
- mortgage advisory
- healthcare related services
- estate planning and associated legal and tax services
- later life planning and assisted care services



# Investment Portfolio

## Acquisition Companies: Marwyn Acquisition Company III Limited MAC Alpha Limited

	MAC III		MAC ALPHA	
	% of NAV	NAV/share Contribution (£)	% of NAV	NAV/share Contribution (£)
Ordinary Shares	9.7%	£0.17	0.5%	£0.01
2016 Realisation Shares	-%	£-	-%	£-
2021 Realisation Shares	9.2%	£0.17	-%	£-

	MAC III	MAC ALPHA
Capital raised	£12.7m	£0.7m
Acquisition target size	Greater than £100m	Greater than £100m
Target sectors	Various	Various
Listing	LSE Main Market	LSE Main Market

As at 31 December 2022

### Overview

The Manager launched MAC III in December 2020 as an LSE Main Market listed acquisition company. £12.5 million has been invested by the Marwyn Funds into MAC III.

In April 2022 MAC III published a prospectus in relation to a 12 month placing programme for a C ordinary redeemable share class (“C Shares”). It is expected that the ability to issue C shares where appropriate, alongside the existing flexibility of the MAC structure to utilise the issuance of either listed ordinary shares or unlisted B shares provides MAC III with a competitive advantage in securing and financing attractive acquisition opportunities and bringing the best executive management back to the UK public markets.

The initial placing programme has subsequently been terminated, saving on the legal and professional fees and management time that would be incurred in its renewal whilst the focus remains firmly on identifying the company’s management partners and platform acquisition. MAC III will be able to re-issue a prospectus to enable the company to utilise a C share class at short notice where deemed appropriate by the Directors.

MAC Alpha, launched in December 2021, is an LSE Main Market listed acquisition company which is expected to focus on investment opportunities where a combination of management expertise, improving operating performance, freeing up cashflow for investment and implementation of a focused buy and build strategy can unlock growth in core markets and often into new territories and adjacent sectors. MAC Alpha is currently not proposing to issue redeemable shares and is seeking Management Partners and transactions which can utilise its Main Market listing on the London Stock Exchange.



## VAT Reclaim

We have been pleased to report the progress over the year made with the historic VAT reclaims in which the Master Fund has an interest.

In November 2012, an underlying investment of the Master Fund, Le Chateau Group plc (“LCG”) (formerly Marwyn Management Partners Plc) sold its holding in Praesepe plc, a company operating in the gaming industry.

At the time of the sale there was an ongoing dispute between the gaming industry and HMRC on the principle of fiscal neutrality. The basis of the dispute was that some similar forms of gambling were treated differently for VAT purposes and test cases were pursued by The Rank Group Plc and Done Brothers (Cash Betting) Ltd.

Based on these test cases, Deloitte LLP and PricewaterhouseCoopers LLP were engaged by Praesepe plc to submit VAT reclaims to HMRC on a contingent fee basis. Certain of these VAT reclaims relate to the period of LCG’s ownership and as such, under the terms of the sale agreement, a subsidiary of LCG retained a beneficial interest in the VAT reclaims that related to the period of LCG’s ownership. The existence of these contingent VAT reclaims was disclosed in the historic financial statements of LCG and the contingent asset was transferred in 2020 to the Master Fund as part settlement of the outstanding loan between the LCG group and the Master Fund.

Following the First-tier Tribunal ruling in favour of The Rank Group Plc, HMRC publicly confirmed that it would not appeal the decision made by the First-tier Tribunal.

Over the course of 2022, £4.98 million was agreed and received by the Master Fund and there is sufficient certainty over the recoverability of the remaining amounts to recognise a receivable of £5.02 million as at 31 December 2022. These remain dependent on final settlement with HMRC and whilst the actual amount received may be different, any difference is not expected to be material. The timing of receipt of cash into the Master Fund also remains uncertain; based on the timeline for the settlement of previous claims, it is currently estimated that these amounts will be received in 2023.

This is a long-awaited and positive result for the Company. The Board believes after years of uncertainty about the settlement, the amount recovered from HMRC is a good outcome for shareholders.

There is no net capital gain arising from the settlement of the VAT reclaims and accordingly, no cash return is due to ordinary shareholders on receipt of the funds into the Master Fund, which will be retained by the Master Fund. To date, the Company has distributed over £28.1 million to ordinary shareholders in excess of the amount that would be required under the distribution of 50% net capital gains as described in the Company’s ordinary share distribution policy.

A further announcement will be made by the Company in relation to any distribution to the Company’s 2016 realisation shareholders and/or 2021 realisation shareholders following receipt of the reclaims into the Master Fund.



# Allocation of Net Asset Value

## ORDINARY SHARES

### Allocation of NAV by company at 31 December 2022

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund and MVI II LP, the Company's total NAV attributable to ordinary shareholders as at 31 December 2022 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chateau	Unlisted	Luxury Goods	19.4%	0.34	Master Fund
AdvancedAdvT Limited	ADVT	Software	12.1%	0.21	MVI II LP
Marwyn Acquisition Company II Limited	MAC2	Financial, Consumer, Technology	9.7%	0.17	MVI II LP
Marwyn Acquisition Company III Limited	MAC3	Various	9.7%	0.17	MVI II LP
450 plc	450	Content, Media, Technology	5.0%	0.09	MVI II LP
MAC Alpha Limited	MACA	Various	0.5%	0.01	MVI II LP
Zegona Communications plc	ZEG	Communications	0.4%	0.01	MVI II LP
Cash			45.2%	0.80	Various
Other assets / liabilities			(2.0)%	(0.03)	Various
Net assets			100.0%	1.77	

The investment in Le Chateau is held through Silvercloud Holdings Limited  
Cash is primarily held by the Master Fund

### Allocation of NAV by company at 31 March 2023

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund and MVI II LP, the Company's total NAV attributable to ordinary shareholders as at 31 March 2023 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chateau	Unlisted	Luxury Goods	17.0%	0.28	Master Fund
AdvancedAdvT Limited	ADVT	Software	12.2%	0.20	MVI II LP
Marwyn Acquisition Company II Limited	MAC2	Financial, Consumer, Technology	10.1%	0.17	MVI II LP
Marwyn Acquisition Company III Limited	MAC3	Various	10.1%	0.17	MVI II LP
450 plc	450	Content, Media, Technology	5.3%	0.09	MVI II LP
MAC Alpha Limited	MACA	Various	1.0%	0.02	MVI II LP
Zegona Communications plc	ZEG	Communications	0.4%	0.01	MVI II LP
Cash			44.9%	0.75	Various
Other assets / liabilities			(1.0)%	(0.02)	Various
Net assets			100.0%	1.67	

All portfolio assets are held at fair value by the Marwyn Funds which hold them in accordance with International Financial Reporting Standards. Where there is no active market for a listed investment, or where the investment is unlisted, the valuation methodologies applied are fully compliant with International Private Equity and Venture Capital valuation guidelines as updated.

## 2016 REALISATION SHARES

### Allocation of NAV by company at 31 December 2022

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2016 realisation shareholders as at 31 December 2022 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chateau	Unlisted	Luxury Goods	62.9%	2.37	Master Fund
Zegona Communications plc	ZEG	Communications	1.9%	0.07	Master Fund
Cash			38.7%	1.45	Various
Other assets / liabilities			(3.5)%	(0.13)	Various
Net assets			100.0%	3.76	

### Allocation of NAV by company at 31 March 2023

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2016 realisation shareholders as at 31 March 2023 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chateau	Unlisted	Luxury Goods	58.3%	1.99	Master Fund
Zegona Communications plc	ZEG	Communications	1.8%	0.06	Master Fund
Cash			42.0%	1.43	Various
Other assets / liabilities			(2.1)%	(0.07)	Various
Net assets			100.0%	3.41	



# Allocation of Net Asset Value

## 2021 REALISATION SHARES

### Allocation of NAV by company at 31 December 2022

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2021 realisation shareholders as at 31 December 2022 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chateau	Unlisted	Luxury Goods	18.5%	0.34	Master Fund
AdvancedAdvT Limited	ADVT	Software	11.5%	0.21	Master Fund
Marwyn Acquisition Company II Limited	MAC2	Financial, Consumer, Technology	9.2%	0.17	Master Fund
Marwyn Acquisition Company III Limited	MAC3	Various	9.2%	0.17	Master Fund
450 plc	450	Content, Media, Technology	4.8%	0.09	Master Fund
Zegona Communications plc	ZEG	Communications	0.4%	0.01	Master Fund
Cash			48.0%	0.89	Various
Other assets / liabilities			(1.6)%	(0.03)	Various
Net assets			100.0%	1.85	

### Allocation of NAV by company at 31 March 2023

Based upon the Company's indirect investments in the Portfolio Companies through its interest in the Master Fund, the Company's total NAV attributable to 2021 realisation shareholders as at 31 March 2023 is broken down as follows:

COMPANY	TICKER	FOCUS	% OF NAV	NAV/SHARE CONTRIBUTION (£)	HELD BY
Le Chateau	Unlisted	Luxury Goods	16.0%	0.29	Master Fund
AdvancedAdvT Limited	ADVT	Software	11.5%	0.21	Master Fund
Marwyn Acquisition Company II Limited	MAC2	Financial, Consumer, Technology	9.6%	0.17	Master Fund
Marwyn Acquisition Company III Limited	MAC3	Various	9.6%	0.17	Master Fund
450 plc	450	Content, Media, Technology	5.0%	0.09	Master Fund
Zegona Communications plc	ZEG	Communications	0.4%	0.01	Master Fund
Cash			48.9%	0.87	Various
Other assets / liabilities			(1.0)%	(0.02)	Various
Net assets			100.0%	1.79	



# Environmental, Social and Governance

As an investment company, the Company delegates the day-to-day management of its business to the Manager (the authority of the Manager is detailed in the Report of the Directors). Whilst the Company looks to the Manager in relation to the execution of its investment strategy, in carrying out its activities and in its relationships with service providers, the Company aims to conduct itself responsibly and fairly.

## ESG and our Investments

The Company's investments are comprised predominantly of acquisition companies, which are yet to acquire platform targets. Le Chameau is the only operating business, which we currently hold a significant investment in.

During the year, we have partnered with the Le Chameau management team to steer a number of ESG initiatives within the business. Le Chameau has a deep connection to the countryside and to the sea, designing high quality handmade rubber boots for farmers, fishermen, field sport enthusiasts and gardeners. The business recognises the natural world which its customers love and thrive in is coming under increasing threat from climate change and human activity and is aware that by producing and selling products the business is playing a part in this damage and must counter its impact on the natural world.

During the period, Le Chameau has:

- Built up its internal expertise, to better understand the impact the business has on the planet.
- Assessed the composition of the Le Chameau boots and looked at sourcing alternative and more sustainable materials.
- Implemented improvements at the factory to reduce its carbon footprint, through energy efficiency enhancements (i.e. moving to LED lighting) and introduced initiatives to reduce waste.

The Le Chameau Maîtres Bottiers have been making boots by hand for nearly 100 years, with traditional skills passed from generation to generation. Le Chameau has always appreciated and valued its people, and during the year the business invested in training covering health and safety, engineering and bootmaking, alongside soft skills training programmes including language and IT courses which are available to all Moroccan staff.

We have also supported Le Chameau in designing and implementing a scheme which incentivises and rewards its staff based on measurable criteria linked to total shareholder returns, allowing them to share in the success of the business and aligning the interests of staff and shareholders.

Le Chameau has in place a structured governance framework. During the year, through the board seats held by members of the Manager, we have continued to feed-back and work with the Le Chameau team to further refine board reporting documentation. We believe that the materials presented and discussed at board meetings are critical to the board making the right strategic decisions for the business.

Outside of our work with Le Chameau, we are invested in public companies with listings on AIM or the Main Market of the London Stock Exchange. By virtue of these Acquisition Companies being listed, they are required to comply with relevant rules and regulations; whilst not all of these Acquisition Companies have adopted a Corporate Governance Code, given the nature and size of the businesses, they do have in place a structured governance framework, including policies and procedures.





# Environmental, Social and Governance

## ESG at the Manager

We are a small team, and our people are fundamental to our business. We are committed to providing an inclusive and collaborative place to work where people are recognised and rewarded for delivering on our strategic ambitions and values (including sound and effective risk management) and incorporating measures to avoid conflicts of interest and excessive risk taking. Our incentive scheme ensures that the team are aligned with the Company's shareholders, whilst providing an incentive that allows us to hire and retain the best talent.

Our dynamic team includes people with a range of qualifications, backgrounds, and expertise. We have a highly qualified team and foster a culture of continued learning and development to keep our team at the forefront of market practices.

The health and wellbeing of our team is imperative. Alongside encouraging a work-life balance, we have an on-site gym offering personal training sessions and support sporting pursuits, recently sponsoring an employee's local softball team and contributing to another team member's charity fundraising for the London marathon.

We are mindful of our place in the communities in which we work and live and encourage our team to contribute and give back. Our partners work with a handful of schools in North London, providing students with presentations on what a job in investment management entails, as well as one-on-one mentoring, interview practice and work experience at the Manager.

We also operate the Marwyn Trust which provides financial support to charities both in the UK and further afield.

## The Marwyn Trust

The Marwyn Trust was formed in 2009 by Marwyn's partners and was established to make donations from Marwyn and associated companies and individuals to charitable institutions at the discretion of the trustees. The Trust has recently donated to charitable institutions working with the underprivileged and in the fields of education, healthcare, economic development and supporting individuals in the arts profession. During 2022, The Marwyn Trust raised in excess of £500,000, with all available proceeds passed on to charities.

During 2022, The Marwyn Trust made charitable donations to the following charitable institutions as well as supporting humanitarian aid efforts in Ukraine:

### Sumbandila Scholarship Trust ("Sumbandila")

Sumbandila provides full scholarships to private schools, as well as an educational outreach program to children living in rural areas in South Africa. This aims to transform the lives of underprivileged children, creating entrepreneurs and leaders who will make significant contributions to the future of South Africa. Marwyn management have built strong relationships with Sumbandila, having seen first-hand the work that they do.

### Helen Bamber Foundation ("HBF")

HBF is a human rights charity that gives survivors of trafficking and torture the strength to move on. Each of their clients has a complex, unique and painful history. Most survivors have either been trafficked to the UK or have fled their country of origin after experiencing some of the most abhorrent crimes. The HBF ensures survivors are free, healthy, safe and are protected from re-victimisation, detention and poverty.

### Spanish Red Cross (Cruz Roja Española) ("SRC")

SRC is an organisation that promotes social welfare and support through their many projects, from humanitarian aid, social inclusion and environmental protection, to focusing on accessibility to education and personal health, the Red Cross aims to protect and enrich the value of human life.

## The Marwyn Trust





# Capital Distributions, NAV and Discount Management

As is common to many investment companies, the Company's shares trade at a discount to their underlying NAV. The average discount to NAV of the Company's ordinary shares during the year was 37.4%, compared to the equivalent 34.4% average in the prior year. The discount range was 32.6% to 45.4%. The Company has a range of features and policies that we believe act to mitigate the overall discount level:

**Dividend Policy:** the Company currently pays an annual 9.06p per ordinary share dividend in equal quarterly installments, which equates to a dividend yield of over 9.7% based on the Company's ordinary share price as at 31 March 2023.

**Profit Distribution Policy:** the Company currently distributes 50% of investment profits as and when realised to ordinary shareholders, to the extent this has not been returned already through dividends or buy-backs.

Further information on these policies is provided below.

**Realisation Classes:** every 5 years the Company allows ordinary shareholders to convert their shares into a new series of realisation shares. On disposal of an investment, save for reasonable working capital requirements, all proceeds are returned directly to shareholders allowing them to ultimately receive 100% of the underlying NAV. The next Realisation Class Offer will be made available to ordinary shareholders in November 2026.

The Board believe that the combination of these measures provides a substantial mitigant to a persistent discount to NAV and ultimately provides shareholders with potentially substantial returns of capital as demonstrated by the data below.

## Realisation Shares

For the year ended 31 December 2022

Realisation Class	Ticker	Shareholder Total Return <sup>7</sup>	Nav Per share	Net Assets	NAV Distributed SINCE INCEPTION <sup>8</sup>
2016	MVIR	+31.5%	376.0p	£3.5m	84.6%
2021 <sup>9</sup>	MVR2	+0.8%	185.3p	£0.7m	0.0%

## Capital Returns and Distributions Since Inception

Ordinary Shares			Realisation Classes	Combined		
Dividends and Buybacks <sup>10</sup>	Capital Returns	Total Distributions	Total Capital Returns	Dividends and Buybacks	Capital Returns	Total since inception
£58.3m	£25.9m	£84.2m	£15.6m	£58.3m	£41.5m	£99.8m

<sup>7</sup> Shareholder total return is calculated as the movement in total shareholder value, including all distributions made to realisation shareholders over the relevant period

<sup>8</sup> Calculated as total distributions as a percentage of Net Assets on creation of each class

<sup>9</sup> 2021 Realisation Class performance is calculated for the period from creation of the class on 30 November 2021

<sup>10</sup> Includes the dividend paid to ordinary shareholders in February 2023

## Ordinary Share Distribution Policy

The Company's Ordinary Share Distribution Policy is comprised of two parts:

### 1. Minimum annual return

#### Policy

The Company will deliver a minimum annual return to Shareholders by making distributions in each quarter. Pursuant to the Ordinary Share Distribution Policy, in each year the Minimum Annual Distribution will be maintained or grown on a pence per share basis.

In circumstances where the Board decides to make a dividend payment which cannot be funded by income received by the Master Fund or MVI II LP, the Master Fund may make distributions from the capital attributable to Ordinary Share Interests to enable the Company to meet its obligations.

Any distribution of the minimum annual return may be made by way of:

- (i) repurchases of ordinary shares;
- (ii) by payment of dividends; or
- (iii) a combination of both.

#### Implementation

Following consultations with the Company's significant shareholders on the implementation of this policy, the Board determined that, from the start of 2021, the most suitable method to satisfy the minimum distribution was through the payment of dividends rather than through the Company's share repurchase programme which had commenced in 2018. Interim dividends of 2.265p per ordinary share were paid in February, May, August, and November 2022, each being a total payment of £1,256,857. These payments have continued in 2023, with an interim dividend of 2.265p per ordinary share paid in February 2023.

### 2. Returns following Net Capital Gains

#### Policy

Where the Master Fund or MVI II LP disposes of an asset for a Net Capital Gain and the Company has not already returned to ordinary shareholders an aggregate amount since 19 November 2013 in excess of 50 per cent of that gain and any previous such gains pursuant to the Ordinary Share Distribution Policy (Minimum Annual Distribution payments referred to above are treated as if they had been returns of gains for this purpose), the Master Fund will distribute the difference to the Company. The Company will, in turn, make a corresponding distribution to ordinary shareholders by way of tender offers, share repurchases or other returns of capital and distributions. Any share repurchases may alternatively be made by the Master Fund and cancelled using the Exchange Procedure described in the Company's prospectus dated 19 October 2016. Returns following a Net Capital Gain may also be made by way of an extraordinary distribution, where applicable, by adding such amount to the next proposed quarterly dividend (if any), where doing so would not result in a delay as compared to declaring an extraordinary distribution.

The balance of any Profitable Realisation, after the payment of any incentive allocation, will be retained in the Master Fund and available for new and follow-on investments and to meet the Master Fund's reasonable working capital requirements, although all or part of the balance may be used to augment distributions under the Ordinary Share Distribution Policy. There is no adjustment, or offset, of any Net Capital Gains for any investments realised at a loss.

#### Implementation

Since the last distribution of Net Capital Gains made under this section 2 of the Ordinary Share Distribution Policy following the disposal of the investment in Entertainment One, a total of over £46.5 million has been returned to ordinary shareholders (including the February 2023 dividend) compared to realised gains attributable to ordinary shareholders totaling £34.2 million (50% of which is £17.1 million). Accordingly, the Company has, to date, distributed £29.4 million in excess of what would be required under this policy, and realised gains attributable to ordinary shareholders in excess of £58.8 million will be needed before any return on a Profitable Realisation is made.

Since implementation in November 2013, over £73.5 million has been returned to shareholders under the Ordinary Share Distribution Policy.

For the avoidance of doubt, the Company's Ordinary Share Distribution Policy applies only to the ordinary shares. The 2016 realisation shares and 2021 realisation shares carry no rights to participate in the Company's Ordinary Share Distribution Policy.



# Fund Structure and Investment Policy

Status and Activities

The Company is a closed-ended investment company registered by way of continuation in the Cayman Islands (registered number MC-228005). The rights of shareholders are governed by Cayman law and the Articles. These rights may differ from the rights and duties owed to shareholders in a UK incorporated company.

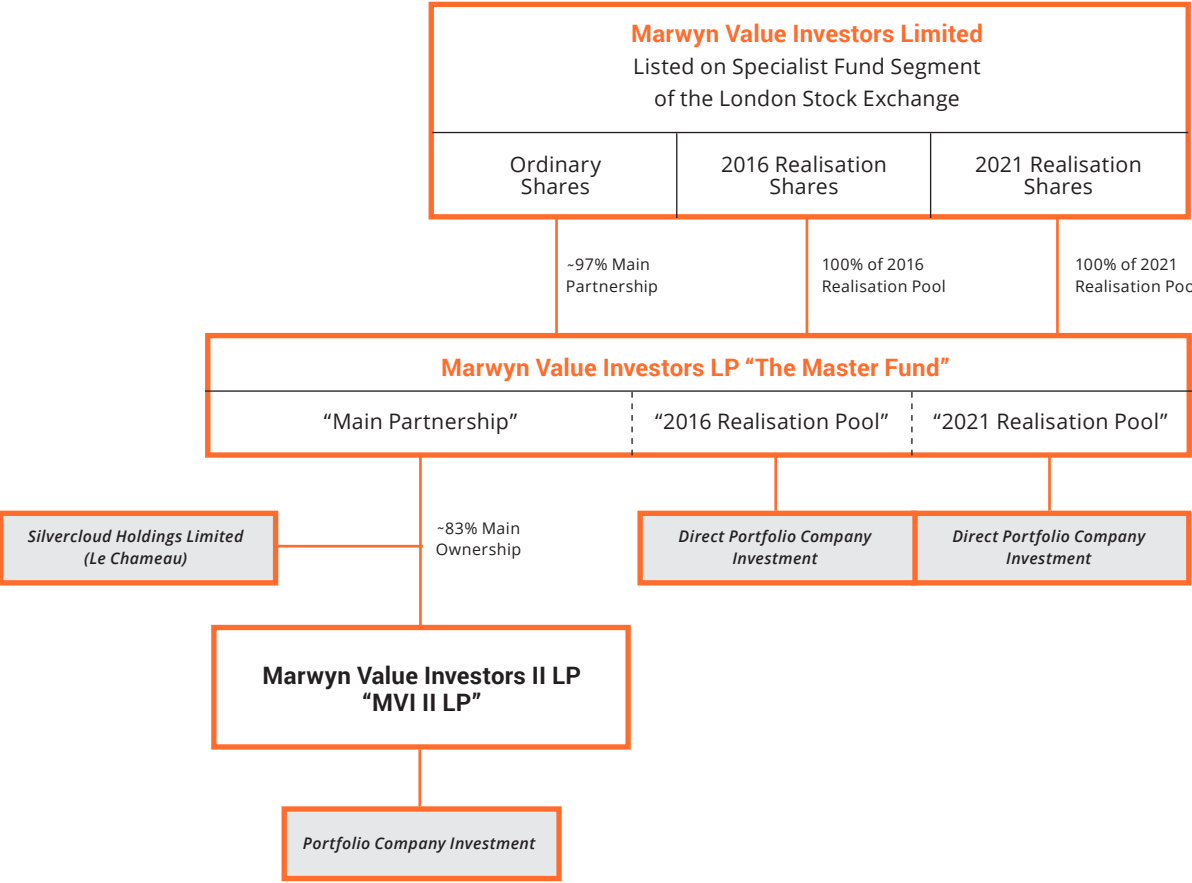
The Company was admitted to trading as a closed-ended investment company on the Specialist Fund Market (the precursor to the Specialist Fund Segment) on 8 December 2008.

Fund Structure

The Company is a feeder fund which has invested substantially all of its assets into limited partnership interests in the Master Fund. The Company has no redemption rights for its investment in the Master Fund.

The Master Fund has invested in a second master fund, MVI II LP, a private equity fund structure through which the majority of the Master Fund’s investments attributable to ordinary shareholders are made. Assets attributable to the 2016 realisation shareholders and 2021 realisation shareholders (each a “realisation pool”) are held directly by the Master Fund. A look-through breakdown of the NAV attributable to the ordinary, 2016 realisation and 2021 realisation shareholders along with ownership of the assets is detailed in the Allocation of Net Asset Value section of this Annual Report.

The structure of the Marwyn Funds, as detailed in the structure chart below has evolved since inception to provide access to a wider investor base. The Company was added as a feeder to the Master Fund to allow access to public market investors through the Company’s listing on the SFS and MVI II LP was launched to provide access to private equity investor capital.



The Portfolio Company investments of MVI II LP are held by MVI II Holdings I LP, which aggregates the investments of MVI II LP and its stapled co-investment vehicle, MVI II Co-Invest LP.

Investment Objective

The investment objective of the Company is to maximise total returns primarily through the capital appreciation of its investments.

Investment Policy

There are no investment restrictions applicable to the Company or the Master Fund.

MVI II LP has the following investment restrictions:

- no investment can exceed 30% of the MVI II LP limited partners’ aggregate commitments at the time of investment;
- it cannot engage in derivative trading except to hedge or enhance an investment in an existing or prospective Portfolio Company;
- it cannot invest in any blind-pool investment fund; and
- it may recycle distributed capital, up to an amount equal to 100% of the partners’ aggregate commitments, which may only be used to acquire assets, and not pay fees.

The Master Fund and MVI II LP invest either directly or indirectly into the Portfolio Companies. The Master Fund (with the exception of the classes attributable to realisation shareholders) and MVI II LP (during its investment period being five years from the final close on 31 March 2019) are permitted to make follow-on investments into the Portfolio Companies and invest in new Portfolio Companies. In the case of capital relating to the Company’s realisation shares, the Master Fund is only permitted to invest cash in follow-on investments in the Portfolio Companies within three years of creation of a realisation class which for the 2016 Realisation Class expired in November 2019 and for the 2021 Realisation Class runs to November 2024.

The Master Fund also has an express power to use cash to acquire the Company’s shares at a discount to their NAV for cancellation. Any such acquisitions and cancellations will be NAV enhancing for the continuing holders of ordinary shares. The use of such power is periodically reviewed by the Manager and the Board.

The assets attributable to a realisation pool are managed with a view to maximising investment returns, realising investments and making distributions to the holders of the relevant class of realisation shares as realisations are made.

A realisation pool is permitted to invest cash allocated to it upon its creation in follow-on investments into existing Portfolio Companies made within three years of the creation of the realisation pool. Unlike the investment policy in respect of the assets relating to ordinary shareholders, cash generated on the sale of an investment in a realisation pool may not be re-invested and is, subject to amounts held back for reasonable working capital requirements, distributed to the relevant class of realisation shareholders.

Portfolio Company Costs

Entities within the Marwyn group may provide services to the Portfolio Companies indirectly invested in by the Company. These services include, but are not limited to, corporate finance advisory, transactional support, company secretarial, administrative and accounting services.

Fees for any services provided are negotiated and agreed with the independent management teams operating each Portfolio Company (once appointed) and are in accordance with any regulatory or corporate governance requirements, as applicable. There is no obligation for any Portfolio Company to use the services offered by the Marwyn group and third party service providers could be, and frequently are, used.

Due to the shareholdings that the Marwyn Funds have in the Portfolio Companies and directorships that the Marwyn principals have on their boards, Marwyn group entities are invariably considered to be ‘related parties’ to the Portfolio Companies and as such, all fees payable to Marwyn entities are fully disclosed in the Portfolio Companies’ audited accounts, with all contracts deemed ‘significant’ also being disclosed in any Portfolio Company admission document or prospectus.

The Portfolio Company costs indirectly borne by the Company are proportional to the Company’s indirect holding in each Portfolio Company. The holding in each as at the balance sheet date is disclosed in the Look-through portfolio information section of this Annual Report.



# Report of the Directors

The Directors submit their Annual Report and the audited financial statements for the year ended 31 December 2022

The Directors who served during the year and to the date of this report were:

<b>Robert Ware</b> CHAIRMAN	<b>Martin Adams</b> SENIOR INDEPENDENT DIRECTOR
<b>Peter Rioda</b> INDEPENDENT NON-EXECUTIVE DIRECTOR	<b>Victoria Webster</b> INDEPENDENT NON-EXECUTIVE DIRECTOR

## Robert Ware

(Non-Executive Chairman)  
Committee membership:  
Nomination Committee – Chairman

Date of appointment: 3 October 2006

Robert qualified as a member of the Institute of Chartered Accountants in England and Wales with Peat Marwick. He served as a Director of Development Securities PLC between 1988 and 1994, filling the roles of Joint Managing Director and Finance Director in the latter stage of his tenure.

Robert served first as corporate development director and then as deputy chief executive of MEPC between June 1997 and June 2003. MEPC was the fourth largest property company quoted on the LSE until September 2000, when Leconport Estates, a company jointly owned by clients of Hermes Pensions Management Limited and GE Real Estate, took the company private. During his tenure at MEPC, Robert and the team realised over £6 billion of international properties and invested over £2 billion, mainly in the UK. Prior to joining MEPC, Robert served as a director of Development Securities plc between 1988 and 1994.

Robert is currently chief executive officer of The Conygar Investment Company PLC, an AIM quoted property investment and development company formed in 2003 by Robert and members of the ex-MEPC team.

The Nomination Committee's considerations on Robert's tenure are included in the 'Nomination Committee' section of the Report of the Directors.

## Peter Rioda

(Independent Non-Executive Director)  
Committee membership:  
Audit Committee – Member  
Nomination Committee – Member  
Remuneration Committee – Member

Date of appointment: 9 July 2020

Peter is a qualified chartered accountant and independent non-executive director with over 25 years of industry experience who specialises in the establishment and management of alternative investment funds. He successfully established and developed Sanne Group's fund administration business between 2006 and 2016 exiting following its IPO in 2015. He has strong investment, risk management, governance and compliance skills acquired through directorships on a wide range of regulated and unregulated fund structures.

Peter is the independent non-executive chairman of Marwyn General Partner II Limited (the general partner of MVI II L.P.). Marwyn General Partner II Limited is not a Marwyn operating company and is regulated by the Jersey Financial Services Commission. It is a special purpose company whose role is to act as a general partner to MVI II LP, the fund into which the ordinary shares are ultimately invested. Peter's role as an independent director of Marwyn General Partner II Limited provides him with insight on Marwyn's investment process. The Board considers that this provides increased oversight and transparency into the investment structure and enhances the role Peter plays on the Board, without impugning his independence as a Director. As such, the Board has determined him to be independent of Marwyn and any shareholders of the Company.

## Martin Adams

(Senior Independent Non-Executive Director)  
Committee membership:  
Audit Committee – Member  
Nomination Committee – Member  
Remuneration Committee – Chairman

Date of appointment: 8 May 2015

Martin has served for over 30 years in executive and non-executive capacities, both as chairman and director of over 20 closed-end funds and fund-invested operating companies listed on European stock exchanges; and on the boards of fund management companies. His investment experience encompasses private equity, property, infrastructure and renewables assets, predominantly in Asia and Europe. Prior to serving on the boards of listed funds, he founded Vietnam Fund Management Company, raised and managed the first institutional investment fund for Vietnam and has been involved as a director, manager or sponsor of 11 investment funds and managers in Vietnam.

Martin is currently the Chairman of Eastern European Property Fund Limited and a non-executive director of National Investment and Infrastructure Fund Limited in India and Metage Funds Limited. He started his career with the Lloyds Bank group, where he was based in the UK, Hong Kong, Portugal and the Netherlands.

In July 2020, Martin was appointed as Senior Independent Director of the Company.

## Victoria Webster

(Independent Non-Executive Director)  
Committee membership:  
Audit Committee – Chairman  
Nomination Committee – Member  
Remuneration Committee – Member

Date of appointment: 9 July 2020

Victoria is a member of the Institute of Chartered Accountants in England and Wales having qualified with PriceWaterhouseCoopers. She has worked in Guernsey, London and New York, specialising in the audit of alternative investment funds. Victoria is the Managing Director of an independent chartered accountancy practice, Cleland & Co., which specialises in owner-managed companies and regulated entities across all sectors.



# Report of the Directors

### Directors' Interests

The Directors' interests in the ordinary shares of the Company were as follows as at 31 December 2022 and 31 December 2021.

	Ordinary shares 2022	Ordinary shares 2021
Robert Ware	500,000	700,174
Martin Adams	40,000	40,000
Peter Rioda	10,000	Nil
Victoria Webster	Nil	Nil

There has been no change in the Directors' holdings between 31 December 2022 and the date of approval of these financial statements.

The Directors' interests in both the 2016 realisation shares and 2021 realisation shares of the Company were nil as at 31 December 2022 (2021: nil) and to the date of the approval of these financial statements.

The Board has put in place measures to ensure that the requirements of MAR are adhered to.

### Results

The results attributable to the shareholders for the year are shown in the Statement of Comprehensive Income.

### Share Capital

As at 31 December 2022, the Company had 55,490,360 ordinary shares in issue (2021: 55,490,360), 933,070 2016 realisation shares in issue (2021: 933,070), and 360,482 2021 realisation shares (2021: 360,482).

### Directors' Remuneration

The emoluments of the individual Directors for the year were as follows:

	2022 £	2021 £
Robert Ware	50,000	50,000
Martin Adams	45,000	45,000
Peter Rioda	35,000	35,000
Victoria Webster	35,000	35,000
	<u>165,000</u>	<u>165,000</u>

Directors' fees are paid directly from the Master Fund. The above fees do not include reimbursed out-of-pocket expenses.

### Manager

The Manager is responsible for the implementation of the investment policy of the Company and has overall responsibility for the management of the investments of the Company. The Manager reports to the Board at each quarterly Board meeting regarding the performance of the Company's investment portfolio, which provides the Board with an opportunity to review and discuss the implementation of the investment policy of the Company. The Board reviewed and evaluated the performance of the Manager during the year to 31 December 2022 and having considered the role that the Manager performs across the Marwyn Funds, has determined that the Company's appointment of the Manager remains appropriate.

The management agreement governing the Company's appointment of the Manager allows for the investment strategies that the Manager may employ to be in any securities, instruments, obligations, guarantees, derivative instrument or property of any nature in which the relevant vehicle is empowered to invest and as contemplated by its investment policy.

The Manager is entitled to a management fee, payable by the Company in arrears, equal to 1/12th of 2% per month of the NAV from the Company where such investment is not in the Master Fund. As the Company's investments are all through the Master Fund, the Company does not currently pay a management fee to the Manager and will not do so for as long as all investments are through the Master Fund.

The Manager receives a management fee from the Master Fund, payable monthly in arrears, equal to 1/12th of 2% of the NAV before management fees and incentive allocations in respect of Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests of the Master Fund into which the Company invests. From 30 November 2018, being 2 years after the creation of the 2016 realisation pool, the management fee on the 2016 realisation share interests (being Classes R(F)1 and R(F)2) is calculated by reference to NAV before management fees and incentive allocation less the aggregate value of cash and near cash investments attributable to the realisation share interests. From 30 November 2023, being 2 years after the creation of the 2021 realisation pool, the same calculation will be applied to the management fee on the 2021 realisation share interests.

The Manager may, at its discretion, pay from the management fee to any person to which it has delegated any of the functions it is permitted to delegate. Aztec Financial Services (Jersey) Limited as administrator to the Master Fund, calculates the management fee payable to the Manager by the Master Fund. The Manager is also entitled to reimbursement of certain expenses incurred by it in connection with its duties. The Company does not pay any management fee or carried interest charge as a result of its indirect investment in MVI II LP through the Master Fund.

### Incentive Allocation

Incentive allocations are due from the Master Fund in respect of interests in Class F, Class R(F)1, Class R(G)1 and Class R(F)2 into which the Company invests. These incentive allocations are only payable on returns being made to shareholders as disclosed in Part II, section 6 of the Company's most recent prospectus published on 19 October 2021. This prospectus is available on the Company's website.

The incentive allocations are deducted from the Gross Asset Value of the Master Fund in deriving the NAV. The NAV is used to calculate the value of the Company's holding in the Master Fund.



# Report of the Directors

## Substantial Shareholdings

At 31 December 2022 the Company was aware of the following interests in 3% or more of the total voting rights of the Company.

	NUMBER OF SHARES	PERCENTAGE OF TOTAL VOTING RIGHTS
Marwyn Management and Employees <i>of which, individual holding above 3%</i>	5,552,243	9.78
<i>Marwyn Long Term Incentive LP</i>	4,659,133	8.21
<i>Other shareholders holding less than 3%</i>	893,110	1.57
Armstrong Investments Limited	10,840,000	19.09
Pula Investments Limited	4,500,000	7.92
Cenkos CI Limited	3,937,257	6.93
1607 Capital Partners, LLC	3,504,653	6.17
Barclays Funds Investments Limited	3,409,090	6.00
Octopus Investments Limited	2,740,000	4.83
Charles Stanley & Co	2,499,866	4.40
Crux Asset Management Limited	2,424,000	4.27

At 31 March 2023 the Company was aware of the following interests in 3% or more of the total voting rights of the Company.

	NUMBER OF SHARES	PERCENTAGE OF TOTAL VOTING RIGHTS
Marwyn Management and Employees <i>of which, individual holding above 3%</i>	5,552,243	9.78
<i>Marwyn Long Term Incentive LP</i>	4,659,133	8.21
<i>Other shareholders holding less than 3%</i>	893,110	1.57
Armstrong Investments Limited	10,840,000	19.09
Pula Investments Limited	4,500,000	7.92
Cenkos CI Limited	3,907,275	6.88
1607 Capital Partners LLC	3,709,653	6.53
Barclays Funds Investments Limited	3,409,090	6.00
Premier Fund Managers Limited	2,850,166	5.02
Octopus Investments Limited	2,740,000	4.83
Charles Stanley & Co	2,480,231	4.37
Crux Asset Management Limited	2,424,000	4.27
Quai Trustees Limited	1,747,103	3.08

## Auditor

Baker Tilly Channel Islands Limited ("BTCL") was appointed by shareholder resolution at the first AGM following their appointment on 3 December 2020.

BTCL has expressed its willingness to continue to act as auditor to the Company and a resolution for its re-appointment will be proposed at the forthcoming AGM. Audit fees for the year ended 31 December 2022 for the Company total £24,550. No non-audit services were provided by BTCL for the Company or any of the Company's associated underlying fund entities in the year.

The Audit Committee does not have any reason to believe that BTCL did not conduct an effective audit.

## Expenses

All Company-related expenses are paid by the Master Fund and allocated to the relevant Master Fund class interest as described in Note 3.8 to the financial statements.

A summary of costs ultimately incurred by both the ordinary shareholders and realisation shareholders is included in the 'Key Information Documents', located on the 'Documents' section of the Company's website, [www.marwynvalue.com](http://www.marwynvalue.com).

## Annual General Meeting

The notice of the AGM will be issued separately to shareholders in due course.

## Corporate Governance

As a company registered in the Cayman Islands and subject to the rules of the Specialist Fund Segment, the Company is not required to comply with the UK Corporate Governance Code published by the Financial Reporting Council.

The Directors, however, recognise the importance of maintaining sound corporate governance that meet the listing requirements and so seek to ensure that the Company adopts a framework for corporate governance, including policies and procedures which reflect those principles of good corporate governance that are appropriate to the Company's size and status as an investment company and are in line with the best practices in relation to matters affecting shareholders, communities, regulators and other stakeholders of the Company.

The Company is a member of the AIC and the Board has considered the principles and recommendations of the AIC Code.

The AIC Code sets out a framework of best practice in respect of the governance of investment companies. It has been endorsed by the UK Financial Reporting Council. The AIC Code is available on the AIC's website ([www.theaic.co.uk](http://www.theaic.co.uk)).

The Board considers that reporting against the principles and provisions of the AIC Code provides the most relevant information to shareholders given that the Company is an externally managed investment company.

Apart from establishing an Internal audit function and complying with the requirements for the Board composition and the re-election of the Directors as set out in this report, the Company has complied with the principles and provisions of the AIC Code.

## Board Composition and Meetings

The Chairman, Robert Ware, is not considered to be independent due to his tenure as Chairman and him having interests in, and having other directorships within, the Marwyn group. As detailed more fully in the 'Nomination Committee' section later in the Report of the Directors, the Nomination Committee believes that Robert's high level and range of business knowledge, financial experience and integrity enables him to provide clear and effective leadership and, in conjunction with his fellow Directors, proper stewardship of the Company. The Company's independent non-executive Directors are of the view that Robert's position as Chairman ensures the smooth running of the business and a co-operative and aligned relationship with the Manager.

Martin Adams, Peter Rioda and Victoria Webster are considered to be independent in terms of their respective directorships. Whilst Martin Adams and Peter Rioda have a beneficial interest in the Company as detailed in the 'Directors' Interests' section of this report, this is not considered to impugn on their independence, and serves to further align the interests of the Directors with those of shareholders.

Martin Adams is the Company's senior independent director, providing a sounding board for the Chairman and serving as an intermediary for the other Directors and shareholders. He is also responsible for leading the annual appraisal of the Chairman's performance.



# Report of the Directors

The Board has adopted a policy on tenure which requires the Nomination Committee to annually consider the appropriateness of the tenure of the Chairman and each Director alongside the skills, experience and knowledge the Directors bring to the Board, as detailed in the Nomination Committee section of this report. In line with the guidance provided by the AIC Code, the Board recognises that whilst the Company should benefit from a regular infusion of new appointments to the Board (demonstrated by the 2020 appointments of Peter Rioda and Victoria Webster), investment companies are more likely, compared to other companies, to benefit from having at least one director with considerably longer experience. This is the case with Robert Ware, the Chairman, who has served on the Board for more than nine years. The relevant criteria when assessing the board composition include continuity, self-examination and the ability to do the job.

One-third, or the nearest number to one-third, of the Directors shall retire and offer themselves for re-appointment at each AGM in accordance with the Articles, facilitating the Board's stability and decision making ability. All Directors are re-elected at the next AGM following their appointment and thereafter retire by rotation, subject also to the requirement that all Directors are required to offer themselves for re-election at least every three years.

The Board meets on a quarterly basis to consider, among other things, the investment performance and associated matters, such as marketing and investor relations, risk and portfolio management, the suitability of the investment policy, performance of the share price as well as NAV performance and any discount between the share price and the NAV, the shareholder profile of the Company and the performance and cost of service providers, to ensure control is maintained over the Company's affairs. Regular ad hoc informal meetings are also held with the Manager principally to review the performance of the investments and material events affecting the Company. The Company Secretary is responsible for distribution of board papers in a timely manner at least seven days prior to the Board or committee meetings. The Board ensures that the information received for the board or committee meetings are of an appropriate quality to enable it to discharge its responsibilities.

The Directors bring both significant funds and professional expertise and commercial operating experience, having managed businesses across a wide range of industries and economic environments. The Board consists of a majority of independent non-executive Directors. The Chairman, in his role of leading the Board, managing Board meetings, and encouraging constructive challenge between Board members is central to setting the tone from the top. The Board meets frequently, both formally and informally, and across all means of communication, which fosters openness and honesty. This is mirrored in the relationships the Board has developed with the Company's service providers. The Directors have access to the advisers of the Company and where deemed necessary to discharge their responsibilities properly, may seek independent professional advice at the Company's expense.

The Board meets regularly with the Manager throughout the year at each quarterly board meeting and at any ad hoc Board or informal meetings held dependent on the investment activity of the funds through which the Company directly or indirectly invests. The Board provides constructive challenge as well as honest and frank feedback on significant portfolio activity, contributing independent viewpoints and scrutiny to the investment process. The Board also conveys shareholder feedback to the Manager ensuring the interests of shareholders as a whole are a primary consideration for all investment decisions. The Board-level governance arrangements and relationship with the Manager facilitate the sustainability of the Company's business model and investment strategy.

The Board evaluates its performance through completion of annual confidential questionnaires with the results reported to the Nomination Committee. The Board also considers the tenure and independence of each Director, at least annually, via discussions at the Nomination Committee meetings.

## Culture

The Board is acutely aware that the Company's culture needs to clearly align with the Company's purpose, value, and strategy. The Company is small and, as at the date of these financial statements, consists of four Directors. The Company culture is therefore set by the Board and demonstrated through Board interaction and in turn the relationships the Board develops with service providers and, in particular, the Manager.

Remuneration plays a role in impacting the Company's behaviour and culture. The Remuneration Committee has reviewed the Company's remuneration policy and Director remuneration and are satisfied that this is aligned with the Company's culture, ensuring that remuneration is at a level to attract individuals of a calibre appropriate to the Company's future development, without compromising Director independence.

## Shareholder and Stakeholder Engagement

The Chairman regularly meets with representatives of the Manager and is in regular communication with his fellow Directors. In addition, the Board maintains open and frequent communication with the Manager, Administrator and Broker throughout the year so that any ad hoc items for the Board's consideration are able to be considered in a timely manner by all members of the Board. The Chair of the Audit Committee has regular communication with the auditor.

The Company welcomes the views of shareholders and places great importance on communication with its shareholders. The Chairman and the independent Directors are always available for communication with shareholders, with the Chairman and Senior Independent Director regularly meeting with the Company's major shareholders and all shareholders have the opportunity, and are encouraged, to attend and vote at the AGMs of the Company, during which the Board and the Manager will be available to discuss issues affecting the Company. The Board is regularly informed of shareholders' views via updates from the Manager and Broker as to meetings and other communications they may have had with shareholders.

## Key Service Providers

The Board is responsible for reviewing all major service providers of the Company annually which includes the Manager. At the Board Meeting of the Company in December 2022, the Board assessed and reviewed the performance of all key service providers. Following the changes to various key service providers in 2020, the Board considers that the current arrangements are appropriate for the Company and the continued appointments of all key service providers have been approved by the Board.



# Report of the Directors

Attendance Record:

The number of meetings which each Committee member is eligible to attend is shown below along with the number of meetings held over the year or since the date of their appointment or prior to the date of their resignation.

Director:	Quarterly Board Meetings		Audit Committee		Nomination Committee		Remuneration Committee	
	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Robert Ware	4	4	2	2	2	2	2	2
Martin Adams	4	4	2	2	2	2	2	2
Peter Rioda	4	4	2	2	2	2	2	2
Victoria Webster	4	4	2	2	2	2	2	2

During the year a further 2 ad hoc Board Committee meetings and 1 ad hoc Audit Committee meeting were held to deal with matters substantially of an administrative nature and these were attended by those Directors available.

Whilst Robert Ware is not a member of either the Audit or Remuneration Committees, he has been invited to, and attended, each Audit Committee and Remuneration Committee meeting held in the year as a non-member.

Board Committees

The Company uses a number of committees to manage its operations. Each committee has formal written terms of reference, which clearly define their responsibilities and are reviewed and reassessed for their adequacy on an annual basis. The terms of reference of each committees are available on the Company's website.

Audit Committee

The Audit Committee comprises all the independent non-executive Directors and meets at least twice a year. As Robert Ware is a chartered accountant and has significant investment company experience, the Board values his input and so he is ordinarily invited to attend committee meetings as an observer. Victoria Webster, a chartered accountant, is Chairman of the Audit Committee. The Audit Committee provides a forum through which the Company's auditor has access to and can report to the Board. Its functions relate to the Company only and do not apply to the Master Fund, MVI II LP or any other vehicle.

The Audit Committee has no reason to consider the auditor to be non-independent and will continue to review the relationship and assess independence.

The Audit Committee performs the following functions:

- selection of the statutory auditor and making recommendations relating to the appointment of the statutory auditor to the Board;

- monitoring the financial reporting (including cash and securities reconciliations) process and submitting recommendations or proposals to the Board in order to ensure the integrity of that process;
- monitoring the statutory audit of the Company's annual financial statements and the performance of the Company's auditor, taking into account any findings and conclusions by the Financial Reporting Council under article 26 (6) of Regulation 538/2014 (the "Audit Regulation");
- reviewing and monitoring auditor independence in accordance with paragraphs 2(3), 2(4), 3 to 8 and 10 to 12 of Schedule 1 to the Statutory Auditors and Third Country Auditors Regulations 2016 (SI 2016/649) and article 6 of the Audit Regulation, and in particular the appropriateness of the provision of non-audit services to the issuer in accordance with article 5 of the Audit Regulation;
- informing the Board of the outcome of the statutory audit and explaining how the statutory audit contributed to the integrity of the financial reporting process and what role the Audit Committee played in that process; and
- keeping under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems.

During the year, the Audit Committee met three times, the key matters discussed included the review and consideration of:

- the Audit Committee's terms of reference;
- the Company's annual financial statements for the year ended 31 December 2021 and interim financial statements for the six-month period ended 30 June 2022, including review of the RNS announcements released in connection with these accounts;
- the independence of the auditor and the effectiveness of the audit;
- the Company's policy and procedures, including compliance arrangements in relation to anti-bribery and corruption and whistleblowing;
- the Company's cash flow and reconciliation to bank statements;
- the need for an internal audit function; and
- cash flow management and the payment control system.

The Audit Committee concluded that an internal audit function is not required as all of the Company's day-to-day management and administrative functions are outsourced to regulated third parties.

Nomination Committee

The Nomination Committee comprises all the Directors, resulting in a majority of the members of the committee being independent non-executive directors whilst retaining access to the knowledge and experience of Robert Ware, who chairs the committee. The committee meets at least twice a year. Members of the Nomination Committee do not participate in the review of their own position, and further, Robert Ware will not chair a meeting of the Nomination Committee when it is dealing with the matter of succession to the chairmanship of the Board.

The function of the Nomination Committee is to consider the appointment and re-appointment of directors. When considering the appointment and re-appointment of directors, the Nomination Committee and the Board consider whether the Board and its committees have a balance of skills, experience, length of service, knowledge of the Company, its diversity, how the Board works together and any other

factors relevant to the effectiveness of the Board including if the director or candidate being reviewed has sufficient time to devote to the Company to carry out their duties effectively.

Formal induction training is provided to new Directors on request. All new Directors meet with the Chairman, the Senior Independent Director, members of the Nomination Committee, the Manager and any other relevant key advisers, prior to appointment in order to discuss the Company, the Manager, the responsibilities of a Director of the Company and investment company industry matters.

Any new Directors will meet with the full Board at the earliest opportunity following their appointment. In addition, all Directors have full access to the Administrator, Broker, Manager and legal counsel.

The Nomination Committee, on at least an annual basis, considers the performance of the Board, along with the tenure and independence of each Director. An evaluation of the performance of the Board and the Chairman was carried out in 2022 with no major issues identified, however the Nomination Committee agreed to look into succession planning for the Company going forward. The committee believes there is a suitable combination of experience, knowledge, and skills to operate as an effective Board. The significant level of shareholder engagement from the Chairman, the Senior Independent Director and the two Independent Directors has ensured shareholders views have been fully understood by the Board and appropriate actions have been taken. This has resulted in the Board working alongside the Manager to amend the implementation of the Company's Ordinary Share Distribution Policy and to add further detailed disclosure in these accounts around governance, strategy and director independence.

The committee recognises that the Chairman, Robert Ware, has been a Board member since 2006 and is not independent of the Manager but believe that the skills and experience he brings to the Board significantly outweigh any actual or potential conflicts arising from his position. Robert has served as an independent non-executive chairman of several listed investment funds (and thus understands and respects the role of the Company's independent directors); he has a long relationship with the Manager and their key personnel; he has intimate knowledge of the Company's corporate history and long experience of running operating businesses such as those held in the portfolio.



# Report of the Directors

These rare skills and experience in the context of the Company combine to provide Robert the ability to bridge the views and suggestions of the independent directors with those of the Manager.

In any situation where the Chairman is conflicted, or could be perceived to be conflicted, he abstains from comment and vote and, in any case, the independent Directors form a majority of the Board. The independent Directors are of the view that, given the structure of the Company and its management arrangements, the Chairman is important to ensuring the smooth operation of the business and it is in the best interests of the Company and its shareholders that Robert chairs the Company.

The Nomination Committee considers that the three other Board members are all independent of the Company and the Manager, as detailed in the 'Board Composition and Meetings' section earlier.

The Nomination Committee ensures that the Company remains aligned with best corporate governance practices, especially with respect to the increased focus on diversity. The Board acknowledges the importance of diversity, including but not limited to gender as part of the effective functioning of the Board. The Nomination Committee evaluates applicants to fill vacant positions fairly, and without prejudice applicants will be assessed on their broad range of skills, expertise and industry knowledge. The Nomination Committee believes that the Board has a range of experience, age, background and skills to help create an environment of effective and successful decision making. The Company does not employ any staff. Meetings of the Nomination Committee are held at least twice a year as a minimum.

During the year the Nomination Committee met twice, the key matters discussed included the review and consideration of:

- the Nomination Committee's terms of reference;
- the annual Board and Chairman evaluations; and
- the structure, size and composition of the Board and its committees.

In April 2023, in accordance with the Company's Articles, the Nomination Committee recommended that Peter Rioda and Victoria Webster should be put forward for re-election at the 2023 AGM.

During the year, the Nomination Committee's terms of reference were reviewed and it was deemed no changes were required.

## Remuneration Committee

The Remuneration Committee comprises all the independent non-executive Directors and meets at least twice a year. As with the Audit Committee, the Board values Robert Ware's input so he is ordinarily invited to attend Remuneration Committee meetings. Members of the Remuneration Committee do not participate in the review of their own remuneration.

The Company's remuneration policy is to set remuneration at a level to attract individuals of a calibre appropriate to the Company's future development. The maximum aggregate remuneration of all of the Directors is £200,000 in accordance with the Company's Articles.

During the year the Remuneration Committee met twice to discuss the Remuneration Committee's terms of reference and duties, the remuneration policy and the structure and level of remuneration of the Board.

Following review and consideration of the Company's remuneration policy, the Remuneration Committee concluded that the current remuneration policy of the Company is set at a level to attract, motivate, and retain individuals of a calibre appropriate to the Company's future development and that the structure of the Company's remuneration remains appropriate for the size and the activities of the Company.

During the year, the Remuneration Committee's terms of reference were reviewed and it was deemed no changes were required.

## Management Engagement Committee

The Board considers that due to the Company's size and its structure as a feeder fund, it would be unnecessarily burdensome to establish a separate management engagement committee. The review of the performance of, and contractual arrangements with, the Manager is undertaken by the Board. However only Directors independent of the Manager are involved with this review.

## Authority of the Manager

The authority of the Manager is set out in writing in the management agreement. Under the terms of the management agreement the key duties of the Manager are the negotiation of any investment, consolidation disposal of an investment, in accordance with the relevant investment policy. In performing these services, the Manager is granted authority to:

- give instructions to administrators and sub-administrators in relation to acquisitions and disposals of investments;
- cause money to be retained in cash or placed in deposit;
- negotiate contracts, agreements and other undertakings as may be reasonable;
- instruct and appoint any advisors and specialists which are believed necessary or advisable for the purposes of implementing the investment policy and/or managing the investments;
- use reasonable endeavours to obtain all licences, permissions and consents necessary to complete, maintain or dispose of any investment;
- prepare all necessary documentation and where necessary submit to the board for execution;
- borrow or raise monies as required;
- assist as necessary in the valuation of unlisted investments;
- advise on availability and appropriate source of funds to be utilised as distributions;
- carry out quarterly reviews of the investment portfolio, or at any other time as directed by the Company;

- prepare at least quarterly a report detailing the activities and performance of the Manager during the quarter; and
- monitor investment policy and propose changes to the Board.

Any areas of decision making not under the authority of the Manager remain the responsibility of the Board.

## Statement of going concern

Under the relevant class agreements between the Company and the Master Fund, the Master Fund is required to meet the Company's expenses and as such, the Directors consider that there is no mismatch between the Company's assets and liabilities.

The Board and the Manager regularly consider and assess the forecast cash position of the Master Fund (including a reasonably possible forecast of portfolio company investment and divestment). The Directors continue to believe that the Company, via the Master Fund, has sufficient resources to meet all liabilities as they fall due for at least 12 months from the date of approval of these financial statements and continue to adopt a going concern basis in preparing the financial statements.

## Internal control

The Board is responsible for establishing and maintaining the Company's system of internal control and risk management and reviewing its effectiveness. Internal control systems are designed to meet the particular needs of the Company and the particular risks to which it is exposed.

The procedures are designed to manage rather than eliminate risk and by their nature can only provide reasonable but not absolute assurance against material misstatement or loss. The key procedures which have been established to provide effective internal controls are as follows:

The duties of managing the investments and accounting are segregated:

- Aztec Financial Services (Jersey) Limited, a company independent of the Manager and the Board, provide administrative and accounting services to Company, the Master Fund and MVI II LP;



# Report of the Directors

- custodian services are provided by an independent party to the Master Fund and are segregated from the administrative and accounting services provided; and
- the Board reviews financial information produced by the Manager and Aztec as appropriate on a regular basis.

The Company does not have an internal audit function as all of the Company’s management functions are delegated to third parties and the Board therefore considers that there is no need for the Company to have an internal audit function. The Audit Committee however reviews Aztec’s ISAE 3402 report and considers any exceptions raised to assess the integrity and robustness of the internal controls in place at Aztec as the Company’s administrator.

The Audit Committee has reviewed the Company’s risk management and control systems and believes that the controls are satisfactory given the nature and size of the Company.

### Financial Risk Profile

The Company’s financial instruments comprise investments, cash and various items such as payables and receivables that arise directly from the Company’s operations. The main purpose of these instruments is the investment of shareholders’ funds. The main risks are detailed in Note 12 to the financial statements and in the Risk section.

### Directors’ Responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted by the European Union (“IFRS”).

The Directors are required to prepare financial statements for each financial year which 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 year and to confirm that the reports contained in these financial statements includes a fair review of the performance of the business and the position of the Company.

In preparing these financial statements the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates which 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with Cayman law. 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.

Each of the Directors, whose names and functions are listed on page 36, confirms that, to the best of their knowledge:

- these financial statements, which have been prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the reports contained in these financial statements includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

### On behalf of the Board

Robert Ware  
Chairman  
27 April 2023

Victoria Webster  
Director  
27 April 2023



# Report of the Independent Auditor



## Independent auditor’s report

To the Members of Marwyn Value Investors Limited

**Opinion**

We have audited the financial statements of Marwyn Value Investors Limited (the Company), which comprise the statement of financial position as at 31 December 2022, and the income statement, statement of cash flows and statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs).

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key audit matter	How our audit addressed the matter	Key observations communicated to those charged with governance
<p><u>Valuation of investments</u></p> <p>The risk that the investments are held at an inappropriate value. This may occur as a result of:</p> <ul style="list-style-type: none"><li>– Incorrect valuation methodology being applied to the underlying investments when calculating fair value; or</li><li>– Inappropriate allocation of gains &amp; losses and expenditure within underlying funds.</li></ul> <p>Value of investments is £102,287,690 (2021: £105,268,601)</p> <p>The policy is documented on note 3.4 and disclosure in note 6.</p>	<p><u>Marwyn Value Investors L.P.:</u> We obtained the valuation and relevant back up information and reviewed with reference to the valuation methodology and required accounting disclosures.</p> <p><u>Portfolio investments:</u> For underlying portfolio investments, we have obtained and challenged our understanding of the investment process from deal identification through to the transactions themselves.</p> <p>For unlisted investments which have been the subject of a valuation, we obtained the valuation and relevant back up information and reviewed with reference to the valuation methodology and required accounting disclosures.</p> <p>For listed investments we verified the prices and level of transactions through comparison to reliable external sources.</p> <p>We also tested the income and expenditure through underlying fund reconciliations and bank statements. We confirmed underlying fund investment and bank holdings through independent confirmation testing.</p>	<p>We have no issues to report from our testing and the investments balance appears reasonable.</p>
<p><u>Ownership of investments</u></p> <p>The risk that the Company does not hold the rights and obligations in that investment.</p> <p>Value of investments is £102,287,690 (2021: £105,268,601)</p>	<p><u>Marwyn Value Investors L.P.:</u> We reviewed statutory documents confirming the ownership structure of the Group.</p> <p><u>Portfolio investments:</u> No investments held through the Master Fund were purchased during the period under review. For all investments we obtained</p>	<p>We have no issues to report from our testing and the investments balance appears reasonable.</p>

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# Report of the Independent Auditor

The policy is documented on note 3.4 and disclosure in note 6.	independent confirmation from the custodian where the assets were held and confirmed that the ownership still rests with the entity.	
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### Our Application of Materiality

Materiality for the financial statements as a whole was set at £3 580 000 (PY: £3 684 000), determined with reference to a benchmark of net assets, of which it represents 3.5% (PY: 3.5%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole.

Performance materiality was set at 60% (PY: 60%) of materiality for the financial statements as a whole, which equates to £2 148 000 (PY: £2 211 000). We applied this percentage in our determination of performance materiality as a listed entity indicating an elevated level of risk.

We reported to the Audit Committee any uncorrected omissions or misstatements exceeding £179 000 (PY: £184 000), in addition to those that warranted reporting on qualitative grounds.

### Conclusions relating to Going Concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

### Other Information

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

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We have nothing to report in this regard.

### Responsibilities of the Directors

As explained more fully in the Directors' responsibilities statement set out on page 49, the Directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Directors are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

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

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- Enquiry of management to identify any instances of non-compliance with laws and regulations, including actual, suspected or alleged fraud;
- Reading minutes of meetings of the Board of Directors;
- Review of legal invoices;
- Review of management's significant estimates and judgements for evidence of bias;
- Review for undisclosed related party transactions;
- Using analytical procedures to identify any unusual or unexpected relationships; and
- Undertaking journal testing, including an analysis of manual journal entries to assess whether there were large and/or unusual entries pointing to irregularities, including fraud.

The Company is required to include these financial statements in an annual financial report prepared using the single electronic reporting format specified in the TD ESEF Regulation. The auditor's report provides no assurance over whether the annual financial report has been prepared in accordance with that format.

A further description of the auditor's responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

This description forms part of our auditor's report.

### Other Matters which we are Required to Address

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# Report of the Independent Auditor

We were appointed by the Board of Directors on 20 November 2020 to audit the financial statements. Our total uninterrupted period of engagement is 3 years.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting our audit.

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

**Use of this Report**

This report is made solely to the Members of the Company, as a body, in accordance with our engagement letter. Our audit work has been undertaken so that we might state to the 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 its Members, as a body, for our audit work, for this report, or for the opinions we have formed.

Sandy Cameron  
For and on behalf of Baker Tilly Channel Islands Limited  
Chartered Accountants  
St Helier, Jersey  
Date: 27 April 2023



# Income Statement

## For the year ended 31 December 2022

	Notes	Year ended 31 December 2022			Year ended 31 December 2021		
		£			£		
<b>INCOME</b>		Revenue	Capital	Total	Revenue	Capital	Total
Finance income		881	-	881	60	-	60
Distribution income		5,027,427	-	5,027,427	5,060,086	-	5,060,086
Net (loss)/gain on financial assets measured at fair value through profit or loss	6	-	(2,980,912)	(2,980,912)	-	14,032,026	14,032,026
<b>TOTAL NET INCOME / (LOSS)</b>		5,028,308	(2,980,912)	2,047,396	5,060,146	14,032,026	19,092,172
<b>EXPENSES</b>							
Finance cost and bank charges		(881)	-	(881)	(60)	-	(60)
<b>TOTAL OPERATING EXPENSES</b>		(881)	-	(881)	(60)	-	(60)
<b>PROFIT/(LOSS) FOR THE YEAR</b>		5,027,427	(2,980,912)	2,046,515	5,060,086	14,032,026	19,092,112
<b>TOTAL COMPREHENSIVE INCOME/(EXPENSE)</b>		5,027,427	(2,980,912)	2,046,515	5,060,086	14,032,026	19,092,112
<b>RETURNS PER SHARE</b>							
Attributable to holders of ordinary shares		5,027,427	(3,825,876)	1,201,551	5,060,086	11,488,702	16,548,788
Weighted average ordinary shares in issue for the year ended 31 December	10	55,490,360	55,490,360	55,490,360	55,819,238	55,819,238	55,819,238
Return per ordinary share - basic and diluted		9.06p	(6.89)p	2.17p	9.07p	20.58p	29.65p
Attributable to holders of 2016 realisation shares		-	839,392	839,392	-	2,521,902	2,521,902
Weighted average realisation shares in issue for the year ended 31 December	10	-	933,070	933,070	-	3,254,449	3,254,449
Return per 2016 realisation share - basic and diluted		-	89.96p	89.96p	-	77.49p	77.49p
Attributable to holders of 2021 Realisation shares		-	5,572	5,572	-	21,422	21,422
Weighted average 2021 realisation shares in issue for the year ended 31 December	10	-	360,482	360,482	-	31,604	31,604
Return per 2021 realisation share – basic and diluted		-	1.55p	1.55p	-	67.78p	67.78p

Notes 1 to 18 on pages 60 to 73 form an integral part of these financial statements.

# Statement of Financial Position

## As at 31 December 2022

	Notes	31 December 2022	31 December 2021
		£	£
<b>NON CURRENT ASSETS</b>			
Financial assets measured at fair value through profit or loss	6	102,287,690	105,268,601
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	8	129,145	128,554
<b>TOTAL ASSETS</b>		102,416,835	105,397,155
<b>CURRENT LIABILITIES</b>			
Loan payable	7	(125,000)	(125,000)
Accruals		(4,146)	(3,554)
<b>TOTAL LIABILITIES</b>		(129,146)	(128,554)
<b>NET ASSETS ATTRIBUTABLE TO EQUITY HOLDERS</b>		102,287,689	105,268,601
<b>CAPITAL AND RESERVES ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>			
Share capital	10	88	88
Share premium	10	61,455,770	61,455,770
Special distributable reserve		26,346,979	26,346,979
Exchange reserve		54,386	54,386
Capital reserve		3,159,948	3,159,948
Revenue reserve		11,270,518	14,251,430
<b>TOTAL EQUITY</b>		102,287,689	105,268,601
Net assets attributable to ordinary shares		98,111,816	101,937,692
Ordinary shares in issue at 31 December		55,490,360	55,490,360
Net assets per ordinary share		176.81p	183.70p
Net assets attributable to 2016 realisation shares		3,508,007	2,668,615
2016 realisation shares in issue at 31 December		933,070	933,070
Net assets per 2016 realisation share		375.96p	286.00p
Net assets attributable to 2021 realisation shares		667,866	662,294
2021 realisation shares in issue at 31 December		360,482	360,482
Net assets per 2021 realisation share		185.27p	183.72p

The financial statements on pages 56 to 73 were approved by the Board of Directors and authorised for issue on 27 April 2023. They were signed on its behalf by:

Robert Ware

Victoria Webster

Notes 1 to 18 on pages 60 to 73 form an integral part of these financial statements.



Statement of Cash Flows

For the year ended 31 December 2022

		31 December 2022	31 December 2021
	Notes	£	£
<b>Cash flows from operating activities</b>			
(Loss) / gain for the year		(2,980,912)	14,032,026
Loss/(gain) on financial assets held at fair value through profit or loss		2,980,912	(14,032,026)
Interest received		881	60
Redemption of Class R(F) and Class R(G) interests in the Master Fund		-	6,361,213
Distributions received on Class F interests in the Master Fund	6	5,027,427	5,060,086
Bank charges paid		(145)	(60)
Bank interest paid		(736)	-
Increase / (decrease) in accruals		591	(60)
Net cash inflow from operating activities		5,028,018	11,241,239
<b>Cash flows used in capital transactions</b>			
Cash paid to 2016 realisation shareholders on redemption of 2016 realisation shares		-	(6,361,213)
Dividends paid to ordinary shareholders	10	(5,027,427)	(5,060,086)
Net cash flow used in capital transactions		(5,027,427)	(11,421,299)
<b>Net increase / (decrease) in cash and cash equivalents</b>			
		591	(60)
Cash and cash equivalents at the beginning of the year		128,554	128,614
Cash and cash equivalents at the end of the year		129,145	128,554

Notes 1 to 18 on pages 60 to 73 form an integral part of these financial statements.

Statement of Changes in Equity

For the year ended 31 December 2022

	Notes	Share capital	Share premium	Special distributable reserve	Exchange reserve	Capital reserve	Revenue reserve	Total
		£	£	£	£	£	£	£
Opening balance		88	61,455,770	26,346,979	54,386	3,159,948	14,251,430	105,268,601
Dividends paid to ordinary shareholders		-	-	-	-	-	(5,027,427)	(5,027,427)
Total comprehensive income for the year		-	-	-	-	-	2,046,515	2,046,515
Closing balance		88	61,455,770	26,346,979	54,386	3,159,948	11,270,518	102,287,689

For the year ended 31 December 2021

	Notes	Special Share capital	Share premium	Special distributable reserve	Exchange reserve	Capital reserve	Revenue reserve	Total
		£	£	£	£	£	£	£
Opening balance		91	64,436,254	26,346,979	54,386	(4,976,238)	11,736,316	97,597,788
Dividends paid to ordinary shareholders		-	-	-	-	-	(5,060,086)	(5,060,086)
Redemption of 2016 realisation shares	10	(3)	(2,980,484)	-	-	(3,380,726)	-	(6,361,213)
Transfer of realised losses to revenue reserve		-	-	-	-	(2,515,114)	2,515,114	-
Total comprehensive income for the year		-	-	-	-	14,032,026	5,060,086	19,092,112
Closing balance		88	61,455,770	26,346,979	54,386	3,159,948	14,251,430	105,268,601

Notes 1 to 18 on pages 60 to 73 form an integral part of these financial statements.



# Notes to the Financial Statements

### 1. General information

Marwyn Value Investors Limited (the “Company”) is a closed-ended investment fund registered by way of continuation in the Cayman Islands (registered number MC-228005) and is traded on the Specialist Fund Segment of the London Stock Exchange. The rights of the shareholders are governed by Cayman law and may differ from the rights and duties owed to shareholders in a company incorporated in England and Wales. The address of its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is a feeder fund which has invested substantially all of its assets into limited partnership interests in the Master Fund. The Company has no redemption rights for its investment in the Master Fund.

The Master Fund has invested in a second master fund, MVI II LP, a private equity fund structure through which the majority of the Master Fund’s investments attributable to ordinary shareholders are made. Assets attributable to the realisation shareholders are held directly by the Master Fund.

### 2. New standards and amendments to IFRS

The following standards and amendments to existing standards, which are effective for annual periods beginning on or after 1 January 2022 have had no impact on the Company’s financial position or results:

Revised conceptual framework and amendments	Effective Date
Amendments to IFRS 3 – Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 16 – Property, Plant and Equipment – Proceeds before intended use	1 January 2022
Amendments to IAS 37 – Provisions, Contingent Liabilities and Contingent Assets	1 January 2022

#### 2.1 New standards, amendments and interpretations not yet effective

The following standards and amendments are effective for annual periods beginning on or after 1 January 2023 and have not been early adopted in preparing these financial statements. The Company has considered the impact of these and concluded that none of these are expected to have a significant effect on the financial position or results of the Company.

Standard	Effective Date
IFRS 17 – Insurance Contracts	1 January 2023
Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimated and Errors	1 January 2023
Amendments to IAS 1 – Presentation of Financial Statements	1 January 2023
Amendments to IFRS 17 – Insurance Contracts	1 January 2023
Amendments to IAS 12 – Income Taxes	1 January 2023
Amendments to IAS 1 – Presentation of Financial Statements	1 January 2024
Amendments to IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024

### 3. Summary of significant accounting policies

The principal accounting policies, which have been consistently applied in the preparation of these financial statements, are set out below.

#### 3.1 Basis of preparation and going concern

The financial statements have been prepared under the historical cost convention on a going concern basis, as modified by the revaluation of financial assets measured at fair value through profit or loss.

Under the relevant class agreements between the Company and the Master Fund, the Master Fund is required to meet the Company’s expenses and as such, the Directors consider that there is no mismatch between the Company’s assets and liabilities.

Considering the significant cash balance held by the Master Fund, the Directors believe that the Company, via the Master Fund, has sufficient resources to meet all liabilities as they fall due for at least 12 months from the date of approval of these financial statements and continue to adopt a going concern basis in preparing the financial statements.

#### 3.2 Statement of compliance

The financial statements of the Company have been prepared in accordance with IFRS together with the applicable legal and regulatory requirements of Cayman law.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates and judgements. It also requires the Board of Directors to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 4.

The SORP issued in July 2022 by the AIC seeks to best reflect the activities of an investment company. Where the SORP contains recommendations applicable to the Company and involving material balances, its recommendations have been incorporated in these financial statements.

### 3.3 Foreign currency translation

(a) Functional and presentation currency  
Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). In arriving at the functional currency, the Directors have considered the currency in which the original capital was raised, any distributions that may be made and ultimately the currency that the capital would be returned in on a break up basis.

The Directors have also considered the currency to which the underlying investments are exposed. The Directors are of the opinion that Sterling best represents the functional currency and therefore the financial statements are presented in Sterling.

(b) Transactions and balances  
Foreign currency transactions are translated into Sterling using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated using the exchange rate prevailing at the Statement of Financial Position date. Foreign exchange gains and losses arising from translation are included in the Income Statement.

Non-monetary assets and liabilities that are measured at historic cost in a foreign currency are not retranslated.

### 3.4 Financial assets measured at fair value through profit or loss Classification

The Company’s investment in the Master Fund was designated by the Board at fair value through profit or loss at inception as it is not held for trading but is managed, and its performance evaluated, on a fair value basis, in accordance with the Company’s documented investment strategy.

The Company’s business model was re-assessed on adoption of IFRS 9 – Financial Instruments – on 1 January 2018. As the investment in the Master Fund is not held for trading and the Company did not irrevocably elect, at transition, to classify the investment as a financial asset measured at fair value through other comprehensive income, the investment continues to be held as a financial asset measured at fair value through profit or loss under IFRS 9.

Changes in the fair value of investments measured at fair value through profit or loss are recognised in the Capital column of the Income Statement. On disposal, realised gains and losses are also recognised in the Capital column of the Income Statement and are transferred from the capital reserve to the revenue reserve in the Statement of Changes in Equity.

#### Recognition, derecognition and measurement

The Company recognises unquoted investments measured at fair value through profit or loss on the date it commits to purchase the instrument. Derecognition of an investment occurs when the rights to receive cash flows from the investment expires or is transferred and substantially all of the risks and rewards of ownership have been transferred.

The amount that may be realised from the disposal of an investment in the Master Fund may differ from the values reflected in the financial statements.

#### Fair value estimation

The Master Fund is unquoted and accordingly the fair value of the investment is determined based primarily on the NAV information provided by the administrator of the Master Fund. The NAV of the Master Fund is determined by the administrator of the Master Fund by deducting the fair value of the liabilities of the Master Fund from the fair value of the Master Fund’s assets.

All portfolio assets are held at fair value by the Marwyn Funds which hold them in accordance with International Financial Reporting Standards. Where there is no active market for a listed investment, or where the investment is unlisted, the valuation methodologies applied are fully compliant with International Private Equity and Venture Capital valuation guidelines as updated.



# Notes to the Financial Statements

### 3.5 Financial liabilities

The Company recognises a financial liability on assuming a financial obligation and derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. Borrowings are initially measured at fair value net of transaction costs and subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis in the Income Statement. Financial liabilities include loans payable, accruals and dividends payable.

### 3.6 Cash and cash equivalents

Cash and cash equivalents comprise bank balances held by the Company including short-term bank deposits with an original maturity of three months or less.

### 3.7 Finance income

Interest income on cash deposits is accounted for on an accruals basis.

### 3.8 Expenditure

Pursuant to the "Amended and restated agreement relating to Class F, Class G and Class R interests in MVI LP", the Master Fund is legally obliged to settle all expenses specifically attributable to the Company. The Manager does not receive a management fee or incentive allocation from the Company in respect of funds invested by the Company in the Master Fund. A summary of costs ultimately incurred by both the ordinary shareholders and realisation shareholders is included in the 'Key Information Documents', located in the 'Documents' section of the Company's website, [www.marwynvalue.com](http://www.marwynvalue.com).

### 3.9 Costs directly attributable to the issue of equity

Share issue costs are placing expenses directly relating to the issue of the Company's shares. These expenses include fees payable under share placement agreements, printing, advertising and distribution costs and legal fees and any other applicable expenses. All such costs are charged to equity and deducted from the proceeds received.

### 3.10 Investment in unconsolidated structured entities

IFRS 12 Disclosures of Interest in Other Entities defines a structured entity as an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to the administrative tasks only and the relevant activities are directed by means of contractual agreements.

The Company has concluded that the Master Fund, in which it invests, but that it does not consolidate, meets the definition of a structured entity because:

- the voting rights in the Master Fund are not dominant rights in deciding who controls them as they relate to administrative tasks only;
- the Master Fund's activities are restricted by its stated investment policy, as disclosed in the Company's prospectus; and
- the Master Fund has a narrow and well-defined objective to provide investment opportunities to investors.

### 3.11 Segment reporting

The Company is organised and operates as one segment by allocating its assets to its investment in the Master Fund which is not actively traded.

### 4. Critical accounting estimates and judgements

The Company makes estimates, judgements and assumptions that affect the reported amounts of assets and liabilities. Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The fair value of the investment held in Marwyn Value Investors LP is determined by the Directors on the basis of the NAV of the Master Fund as determined by the Administrator at the year end. In turn, the NAV of the Master Fund is primarily determined by the fair value of its underlying investments which comprise fair value hierarchy level 1, level 2, and level 3 investments. Due to their unobservable nature, level 3 investments are inherently subject to a higher degree of judgement and uncertainty.

The fair value of the investment held by the Master Fund in Marwyn Value Investors II LP is determined by the Administrator and is also primarily based on the fair value of its underlying investments, which comprise level 1, level 2, and level 3 fair value hierarchy equities.

### 5. Taxation

The Company is exempt from all forms of taxation in the Cayman Islands, including income and capital gains. However, dividend income and certain other interest from other countries are subject to withholding taxes at various rates. The Company recognises interest and penalties, if any, related to unrecognised tax benefits as income tax expense in the Statement of Comprehensive Tax. During the years ended 31 December 2022 and 31 December 2021, the Master Fund did not incur any interest or penalties. The Company is tax resident in Jersey and subject to the standard rate of corporate tax of 0%. The Board has considered the Company's tax positions, and has concluded that no liability for unrecognised tax liabilities should be recorded relating to uncertain tax positions for open tax years and the positions for tax year ended 31 December 2022.

The Directors intend to manage the affairs of the Company in such a way that it is tax resident in Jersey only. In these circumstances, the Company will not be subject to tax on its profits and gains (other than withholding tax on any interest or certain other income which has a United Kingdom source) in any jurisdiction other than Jersey.

The Company recognises the tax benefits of uncertain tax positions only where the position is 'more likely than not' to be sustained assuming examination by tax authorities. As at 31 December 2022, there are no such tax benefits recognised (31 December 2021: none).

### 6. Financial assets measured at fair value through profit or loss

As at 31 December 2022, 100% (2021: 100%) of the financial assets at fair value through profit or loss relate to the Company's investment in the Master Fund. The fair value of the investment in the Master Fund is based on the latest available NAV reported by the administrator of the Master Fund. The limited partnership interests in the Master Fund are not publicly traded.

As a result, the carrying value of the Master Fund may not be indicative of the value ultimately realised on redemption. In addition, the Company may be materially affected by the actions of other investors who have invested in the Portfolio Companies in which the Master Fund has directly or indirectly invested.

References to Class F interests, Class R(F)1, Class R(G)1 interests and Class R(F)2 interests correspond to the respective classes of interests in the Master Fund.

### Net Asset Value – investment movements

	31 December 2022	31 December 2021
	£	£
<b>Master Fund</b>		
Opening cost	85,190,009	89,036,108
Redemption of Class R(F)1 and Class R(G)1 interests	-	(3,846,099)
Closing cost	85,190,009	85,190,009
Unrealised gain brought forward	20,078,592	8,561,680
Movement in unrealised (loss)/gain	(2,980,912)	11,516,912
Unrealised gain carried forward	17,097,680	20,078,592
<b>At fair value in accordance with IFRS 13</b>	<b>102,287,689</b>	<b>105,268,601</b>
Class F interests	98,111,816	101,937,692
<b>Total attributable to ordinary shareholders</b>	<b>98,111,816</b>	<b>101,937,692</b>
Class R(F)1 interests	2,635,082	2,035,681
Class R(G)1 interests	872,925	632,934
<b>Total attributable to 2016 realisation shareholders</b>	<b>3,508,007</b>	<b>2,668,615</b>
Class R(F)2 interests	667,866	662,294
<b>Total attributable to 2021 realisation shareholders</b>	<b>667,866</b>	<b>662,294</b>
<b>At fair value in accordance with IFRS 13</b>	<b>102,287,689</b>	<b>105,268,601</b>
Realised gain on redemption of Class R(F)1 and Class R(G)1 interests	-	2,515,114
<b>Total net realised gain on redemptions</b>	<b>-</b>	<b>2,515,114</b>
Unrealised (loss)/gain recognised in the year	(2,980,912)	11,516,912
<b>Net (loss)/gain recognised in the Statement of Comprehensive Income</b>	<b>(2,980,912)</b>	<b>14,032,026</b>



Notes to the Financial Statements

The net gain/(loss) recognised on financial assets measured at fair value through profit or loss reported in the Statement of Comprehensive Income consists of the movement in the unrealised gain/(loss) and the net realised gain/(loss) on redemptions. Realised gain/(loss) is subsequently transferred from the capital reserve to the revenue reserve.

The Company holds 100% of the Class F interests which represents 93.17% (2021: 94.17%) of the NAV of the Master Fund, 100% (2021: 100%) of the Class R(F)1 interests which represent 2.50% (2021: 1.88%) of the NAV of the Master Fund, 100% (2021: 100%) of the Class R(G)1 interests which represent 0.83% (2021: 0.58%) of the Master Fund and 100% (2021: 100%) of the Class R(F)2 interests which represent 0.63% (2021: 0.61%) of the Master Fund.

As the Company has no legal, operating or management control over the activities of the Master Fund or MVI II LP and has no voting power in either of their affairs, neither the Master Fund nor MVI II LP are considered to be subsidiaries.

Fair value hierarchy

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined by the lowest level input that is significant to the fair value instrument. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. Assessing the significance of a particular input to the fair value measurement requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes ‘observable’ requires significant judgement. Observable data is considered to be market data that is readily available, regularly distributed or updated, reliable, not proprietary and provided by independent sources that are actively involved in the market.

Taking into account the valuation methodology applied to the investments in the Master Fund and in MVI II LP (which is held by the Master Fund at NAV), the Company’s valuation of investments is classified as level 3 (2021: level 3). The Portfolio Company investments are categorised as level 1 fair value measurement if they are quoted in active markets (Zegona, AdvancedAdvT) or as level 3 if they are unquoted investments (Silvercloud).

For Portfolio Company investments which are quoted, but where trading in the stock does not constitute an ‘active market,’ under IFRS alternative valuation techniques are applied. 450 plc, MAC Alpha, MAC II and MAC III are all valued by reference to unobservable inputs and are therefore classified as level 3. These level 3 categorised investments are valued in accordance with IPEV Guidelines.

The following table presents the movement in the Company’s investments classified as Level 3 instruments:

	31 December 2022 £	31 December 2021 £
Opening balance	105,268,601	97,597,788
(Loss)/profit included in Statement of Comprehensive Income	(2,980,912)	14,032,026
Disposal of Class R(F) and Class R(G) interests	-	(6,361,213)
Closing balance	102,287,689	105,268,601

The following table summarises the valuation methodology used for the Company’s investments characterised as Level 3:

Year end	Security	Fair Value £	Valuation methodology	Unobservable inputs	Ranges
At 31 Dec 2022	Master Fund	102,287,689	NAV	Zero % discount	N/A
At 31 Dec 2021	Master Fund	105,268,601	NAV	Zero % discount	N/A

7. Loan payable

The Master Fund has made a loan to the Company of £125,000 (2021: £125,000) for which the Company pays interest received on the corresponding cash amount held. The loan will be repaid by set-off on the date that the Company’s interests in the Master Fund are redeemed. As a cash balance is held to the value of the loan payable and all interest earned on the cash balance is added to accruals, the effect of discounting is not material to the cash flows or balance sheet position.

8. Cash and cash equivalents

For the purposes of the Statement of Cash Flows, cash and cash equivalents comprise balances with original maturity of less than 3 months, which total £129,145 as at 31 December 2022 (2021: £128,554).

9. Distributions

Distributions in 2022:

Ordinary shares

Quarterly interim dividends of 2.265p per ordinary share were paid in February, May, August and November 2022. The quarterly dividends have continued in 2023, with a further payment of 2.265p per ordinary share paid in February 2023.

Distributions in 2021:

Ordinary shares

Following discussions with the Company’s shareholders relating to the Company’s implementation of the Ordinary Share Distribution Policy, the share buy-back programme that had been in place since 2018 was suspended and effective from the start of 2021, the Company reverted to the payment of dividends. Pursuant to this, quarterly interim dividends of 2.265p per ordinary share were paid in February, May, August and November 2021.

Realisation shares

In October 2021, the Company announced that funds attributable to realisation shareholders received from the completion of Zegona’s tender offer, along with cash held by the Master Fund attributable to realisation shareholders not required to be held for reasonable working capital purposes would be returned to realisation shareholders by way of a redemption of realisation shares.

Following a redemption of the Company’s interests in Class R(F) and Class R(G) of the Master Fund to the value of £6.4 million, the distribution to realisation shareholders was effected by way of a redemption of 2,750,985 realisation shares which were subsequently cancelled.

As the Class R(F) reference amount, preferred return and preferred return catch-up (as described in Note 14(a) have been fully returned, an incentive allocation payment in respect of Class R(F) of £1,225,609 was paid alongside the redemption of the realisation shares.



Notes to the Financial Statements

10. Share capital and distributions
Share capital

As at 31 December 2022 and 31 December 2021 the authorised share capital was as follows:

Table with 2 columns: Share type, Amount. Rows: Ordinary shares of 0.0001p each (10,893,258,506,473), Exchange shares of 0.0001p each (10,892,176,350,000), Deferred shares of 9.9999p each (82,156,473).

The ordinary share capital of the Company with a par value of 0.0001p may be issued or redesignated in classes and includes realisation shares.

Table with 7 columns: Shares in issue, 2022 (Ordinary\*, Exchange, Total), 2021 (Ordinary\*, Exchange, Total). Rows: As at 1 January, Redemption, Exchange, As at 31 December, Share capital (£).

Table with 3 columns: Share premium, 2022, 2021. Rows: Ordinary shares\*, As at 1 January, Redemption and exchange, As at 31 December.

\*Includes ordinary, 2016 realisation and 2021 realisation shares, which constitute a single class of share for the purpose of the Company's Articles and Cayman law.

The weighted average number of shares in issue for the year ended 31 December:

Table with 3 columns: Share type, 2022, 2021. Rows: Ordinary, 2016 Realisation, 2021 Realisation.

(a) Voting rights

- (i) Ordinary shares (including 2016 realisation shares and 2021 realisation shares) carry the right to receive notice of and attend and vote at any general meeting of the Company in accordance with the Articles.
- (ii) Exchange shares carry the rights to receive notice of and to attend any general meeting of the Company but not vote unless there are no ordinary shares in issue in which case Exchange shares will have the voting rights set out in (i) above as if exchange shares were ordinary shares.

(b) Dividends and distributions

- (i) Subject to the Companies Law, the Directors may declare dividends (including interim distributions) and distributions on shares in issue and authorise payment of the dividends or distributions out of the funds of the Company lawfully available. No dividend or distribution will be paid except out of the realised or unrealised profits of the Company, or as otherwise permitted by the Companies Law. There are no fixed dates on which the entitlement to dividends arises. All dividend payments will be non-cumulative.
- (ii) Distributions on each class of ordinary shares may only be paid from proceeds received from the corresponding class of interests in the Master Fund.
- (iii) Exchange shares will not confer any rights to dividends or other distributions.
- (iv) At the 2015 EGM a new Ordinary Share Distribution Policy was adopted which resulted in:
  - a progressive return, payable quarterly in the form of a dividend that will be maintained or grown on a pence per ordinary share basis.
  - in addition to the return detailed above, where the Master Fund or MVI II LP disposes of an asset for a Net Capital Gain and has not already returned an aggregate amount in excess of 50% of that gain and any previous such gains pursuant to the distribution policy, the Company will make an additional capital return of the difference to ordinary shareholders by way of tender offers, share repurchases or other returns of capital and distributions; and
  - the opportunity to augment the distribution policy by returning cash in excess of the amounts referred to in (i) and (ii) above being kept under review and to be undertaken through periodic tender offers, share repurchases or other returns of capital and distributions.
- (v) At an ordinary class meeting held on 5 September 2018, the Ordinary Share Distribution Policy was further amended, permitting the 'Minimum Annual Distribution' to be made by the repurchase of ordinary shares. Under the amended policy, returns to ordinary shareholders may be made by repurchase of shares, dividend payments, or a combination of both.

In January 2021, the Company announced that following feedback from the Company's significant shareholders on the implementation of this policy, the Board has determined that from the start of 2021, the most suitable method to satisfy the minimum distribution is through the payment of dividends. Interim dividends of 2.265p per ordinary share were paid in February, May, August and November 2022, with further quarterly interim dividends of the same amount continuing in February 2023.

The Ordinary Share Distribution Policy (described in sections (iv) and (v) above) does not apply to the 2016 realisation shares or the 2021 realisation shares.

(c) Realisation opportunities

In October 2016 and October 2021, the Company offered its shareholders the opportunity to redesignate some or all of their ordinary shares of 0.0001p each in the capital of the Company as 2016 realisation shares and 2021 realisation shares respectively of the same par value. The realisation shares rank equally and otherwise carry the same rights as the ordinary shares, save that (i) the investment policy differs to that of the ordinary shares, the realisation pool is only permitted to invest cash in follow-on investments in the Portfolio Companies within three years of creation of the realisation pool and cash generated on the sale of an investment in the realisation pool may not be re-invested, (ii) the distribution policy for the ordinary shares will not apply and (iii) the realisation shares entitle their holders to returns only in respect of realisations made on investments attributable to the realisation pool.

Realisation opportunities will be offered every five years, with the next scheduled for November 2026.

(d) Rights as to capital

There are no exit penalties for those ordinary shareholders electing to re-designate all or some of their investment into realisation shares or on a return of capital attributable to the realisation shares. Whilst the 2016 realisation shares and 2021 realisation shares currently in issue are listed on the Specialist Fund Segment, listing of any future series of realisation shares from future offers will be subject to the receipt of all required consents and approvals, including the approval of the FCA of a prospectus in relation to their admission to trading.

The surplus capital and assets of the Company will, on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) be paid to the holders of ordinary shares, 2016 realisation shares and 2021 realisation shares pro rata to their holding of such shares out of the proceeds of the corresponding class of interests in the Master Fund.



Notes to the Financial Statements

11. Reserves

Special distributable reserve

A special distributable reserve was created when the Company cancelled all of its share premium account in existence as at 26 January 2007, transferring it to a distributable reserve to allow, among other things, the buy-back and cancellation of the ordinary shares subject to shareholder approval at a subsequent AGM.

Exchange reserve

Movements in capital in respect of the Exchange Procedure are recognised in the exchange reserve. In 2022, £nil (2021: £nil) was recognised in the exchange reserve following the exchange of the Company's ordinary shares held by the Master Fund as explained above.

Where the Company's partnership interests in the Master Fund are cancelled following exchanges by the Master Fund out of ordinary shares, the capital amount previously transferred to the exchange reserve is transferred to the revenue reserve. There was no such movement in 2022 (2021:£nil), as the Exchange Procedure was not utilized during the year.

Revenue reserve

Realised gains and losses on redemptions of interests in the Master Fund made during the year are transferred from the capital reserve to the revenue reserve. In the current year, £nil has been recognised as a realised gains on redemption of interests in the Master Fund (2021: £2,515,114 realised gain).

Capital reserve

Unrealised gains and losses on interests in the Master Fund are recognised in the capital reserve.

12. Instruments and associated risks

The Company invests substantially all of its assets in the Master Fund, which is exposed to market risk (including currency risk, interest risk and price risk), credit risk and liquidity risk arising from financial instruments it holds.

As at 31 December 2022, the Company owned 97.14% (31 December 2021: 97.25%) of the net assets of the Master Fund.

Market price risk

The Company is exposed to the same market price risk arising from uncertainties about future changes in the values of the underlying Portfolio Companies. The Board monitors the market price risks inherent in the investment portfolio by ensuring full and timely access to relevant information from the Manager. The Board receives quarterly reports from the Manager, meets regularly with the Manager both formally and informally, and at each quarterly board meeting reviews and challenges the Manager on investment performance, providing input and advice on the investment activity of the Manager.

Any movement in the value of the ordinary interests or the realisation interests of the Master Fund would result in an equivalent movement in the reported NAV per ordinary share and realisation share respectively.

The Company's exposure to changes in market prices at 31 December 2022 and 31 December 2021 on its unquoted investments was as follows (as at both dates, changes arise exclusively from the Company's investment in the Master Fund):

	2022	2021
	£	£
Financial assets measured at fair value through profit or loss – ordinary shares	98,111,816	101,937,692
Financial assets measured at fair value through profit or loss – 2016 realisation shares	3,508,007	2,668,615
Financial assets measured at fair value through profit or loss – 2021 realisation shares	667,866	662,294
	<u>102,287,689</u>	<u>105,268,601</u>

The following table shows the average monthly performance of the reported NAV of the Company:

	2022	2021
	Analysis of	Analysis of
	monthly returns	monthly returns
Number of periods	12	12
Per cent profitable	33%	67%
Average period return	0.19%	1.56%
Average return in profitable months	2.13%	2.99%
Average return in loss making months	(0.78)%	(1.04)%

The impact on net income and equity of the average monthly period returns set out in the above table as at 31 December 2022 and 2021 is as follows:

	Monthly returns		Impact of Increase		Impact of Decrease	
	Increase (%)	Decrease (%)	Net income (£)	Equity (£)	Net income (£)	Equity (£)
2022	2.13	(0.78)	2,176,288	2,176,288	(799,952)	(799,952)
2021	2.99	(1.04)	3,150,466	3,150,466	(1,096,014)	(1,096,014)

The Company invests directly in the Master Fund and indirectly in MVI II LP. The Company is therefore exposed to price risks derived from the investment portfolios of the Master Fund and MVI II LP.

The Company is exposed to a loss limited to the value of its investment in the Master Fund if the market value of the Master Fund's investment holdings decreases. The Master Fund's direct and indirect investments in underlying Portfolio Companies are subject to normal market fluctuations and the risks inherent in investment in international securities markets. There is no assurance that the Master Fund's objective of capital appreciation will be achieved.

Currency risk

The Company is not directly exposed to any material currency risk, although this may be a factor in price risk as a result of the investments made by the Master Fund or by MVI II LP as certain Portfolio Company investments may invest in underlying assets denominated in other currencies. It is therefore considered that the Company is not materially exposed to significant direct currency risk.

	31 December 2022	31 December 2021
	£	£
Summary of currency exposure of the Master Fund		
Monetary assets in Sterling	112,786,759	115,361,245
Non-monetary assets in Sterling	-	-
Monetary liabilities in Sterling	(385,128)	(478,191)
Non-monetary liabilities in Sterling	-	-



# Notes to the Financial Statements

Liquidity risk

The Company may not sell its investment in the Master Fund without the approval of the Master Fund’s General Partner. Redemption opportunities are available in relation to ordinary shares in line with the policy adopted at the 2013 extraordinary general meeting and as disclosed in note 10(c). Further, the Master Fund has no control over the timing of the redemption of its investment in MVI II LP and a significant proportion of the investments in the Portfolio Companies are in publicly traded equities, the holdings of which may not be readily realisable due to their size or in private companies which may also not be readily realisable. As such the Master Fund and/or Company may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from doing so. However, the Company’s liquidity profile of its assets is matched with the liquidity profile of its liabilities, as described below.

The Company holds Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests in the Master Fund. The policy is that the Company should remain fully invested in normal market conditions. The Company is only required to settle its liabilities when its investment is fully redeemed. The following table shows the contractual, undiscounted cash flows of the Company’s financial liabilities:

	Less than 1 month 2022 £	1-3 months 2022 £	Less than 1 month 2021 £	1-3 months 2021 £
Loan from Master Fund	125,000	-	125,000	-
Payables and accruals	4,146	-	3,554	-

The Company holds, and will continue to hold, a minimum cash balance of £125,000 (2021: £125,000) in respect of the £125,000 loan payable to the Master Fund (2021: £125,000) (see Note 7). The remainder of the loan will be repaid by set-off on the date that Master Fund interests are fully redeemed.

As all Company specific operating expenses, other than share issue costs paid directly by the Company from the proceeds of shares issued, are paid by the Master Fund as disclosed in Note 3.8 and as the loan is repayable by set-off, the Directors do not consider the Company has any net liquidity risk.

Interest rate risk

The Company itself is not exposed to significant interest rate risk, however it is indirectly exposed to such risk through its direct investment in the Master Fund and indirect investment in MVI II LP. Details of this exposure to interest rate risk are set out below:

The Master Fund and to a lesser extent MVI II LP hold cash and cash equivalents at short-term market interest rates, resulting in exposure to risks associated with the effects of fluctuations in the prevailing levels of the market interest rates on its cash flows. The impact of any movement in interest rates is not considered to have a material effect on the Master Fund or MVI II LP.

The remainder of the Master Fund’s assets and liabilities are non-interest bearing.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The main credit risks for the Company relate to the cash held with financial institutions. The credit risk relating to the direct investment into the Master Fund and indirect investment into MVII LP relates to both cash held with financial institutions and equities held by the custodian.

The Company, the Master Fund and MVI II LP manage their exposure to credit risk associated with their cash deposits by selecting counterparties with a high credit rating with which to carry out these transactions. The Company’s maximum exposure to credit risk is the carrying value of the cash on the balance sheet.

The Master Fund and MVI II LP manage their exposure to credit risk associated with the custody of their equities by selecting counterparties with a strong credit rating.

The Master Fund does not expect to incur material credit losses on its financial instruments. At 31 December 2022, having considered the Portfolio Companies directly and indirectly held by the Master Fund, the Board considers that credit risk is limited to the extent of the equity investments in the underlying Portfolio Companies (the risks associated with such investments have been considered under Market Price Risk) and the drawn down facility extended to Silvercloud Holdings. The carrying value of the debt investment is periodically assessed in accordance with IPEV Guidelines and as 31 December 2022, the Silvercloud Holdings facility is considered to be fully recoverable.

13. Material contracts and related-party transactions

In the opinion of the Directors on the basis of shareholdings advised to them, the Company has no ultimate controlling party.

The Company, the Master Fund and MVI II LP are each managed by the Manager.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, or the parties are under common control or influence, in making financial or operational decisions.

a) Management fee, investment advisory fee and incentive allocation

Management fee

Under a management agreement dated 1 April 2021, Marwyn Investment Management LLP was appointed Manager to the Company. Under this management agreement, the Company does not pay any fees to the extent that it invests its assets solely in the Master Fund. In respect of any assets of the Company not invested in the Master Fund, the Manager is entitled to receive aggregate performance and management fees on the same basis as those to which it would have been entitled if such assets had been those of the Master Fund.

The Company has not made any such investments during the year and, as such, no fees were paid by the Company or payable at the year end (2021: £ Nil).

Under the Master Fund management agreement, the Manager receives monthly management fees from the Master Fund not exceeding 2% of the NAV before incentive allocations of each class of interests in the Master Fund, payable monthly in arrears. From 30 November 2018, being 2 years after the creation of the 2016 realisation pool, the management fee on the 2016 realisation share interests is calculated by reference to NAV before management fees and incentive allocation less the aggregate value of cash and near cash investments attributable to the 2016 realisation share interests. From 30 November 2023, being 2 years after the creation of the 2021 realisation pool, the same calculation will be applied to the management fee on the 2021 realisation share interests.

The total management fee expense, borne by the Master Fund in respect of the interests invested in by the Company for the year ended 31 December 2022 was £2,086,594 (31 December 2021: £2,197,437).

Incentive allocation

Incentive allocations borne by the Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests in the Master Fund are only payable on returns being made to shareholders as disclosed in Part II, section 6 of the Company’s most recent prospectus published on 19 October 2021. This prospectus is available on the Company’s website.

Returns from each of these classes in the Master Fund are allocated:

- 1) to investors up to the value of the ‘reference amount’;
- 2) to investors to satisfy a preferred return of 7.5% accrued on the outstanding reference on a daily basis;
- 3) paid as a ‘catch-up’ incentive allocation of 25% of the preferred return until returns in excess of the reference amount are split 80:20 between investors and incentive allocations; and
- 4) all remaining returns are split 80:20 between investors and incentive allocation payments.

In the case of Class R(F)1, an ‘initial incentive allocation’, equal to 5% of the reference amount, was payable once the full reference amount had been returned to investors.

The incentive allocation accrued by the Master Fund at each valuation date is calculated by allocating the gross asset value for each class in the manner described above.

# Notes to the Financial Statements

**Incentive allocation attributable to ordinary shareholders**

As at 31 December 2022, the outstanding Class F reference amount was £74,155,708 and the preferred return due to investors was £15,897,320. The Class F gross asset value of £104,100,844, being in excess of the sum of these, resulted in an incentive allocation accrual at the balance sheet date of £5,989,027 (31 December 2021: £5,688,639). The expense relating to the increase in total incentive allocation for Class F for the year was £300,388 (31 December 2021: £4,137,197).

**Incentive allocation attributable to realisation shareholders**

As at 31 December 2022, the Class R(F)1 reference amount, initial incentive amount, preferred return and preferred return catch-up had all been paid in full. The Class R(F)1 gross asset value of £3,293,852 resulted in an incentive allocation accrual at the balance sheet date is £658,770 (31 December 2021: £508,920). The outstanding Class R(G)1 reference amount was £1,370,875 and the preferred return due was £1,820,113. The Class R(G)1 gross asset value of £872,988 is all allocated against the outstanding reference amount and accordingly there is no incentive allocation accrual at the balance sheet date (31 December 2021: Nil). The expense relating to the increase in total incentive allocation for Classes R(F)1 and R(G)1 was £149,850 (31 December 2021: £463,722).

As at 31 December 2022, the outstanding Class R(F)2 reference amount was £514,397 and the preferred return due to investors was £104,431. The Class R(F)2 gross asset value of £706,233, being in excess of the sum of these, resulted in an incentive allocation accrual at the balance sheet date of £38,367 (31 December 2021: £36,974). The expense relating to the increase in total incentive allocation for Class R(G)2 was £1,393 (31 December 2021: £5,355).

The Company does not bear any management fee or incentive allocation in relation to the Master Fund's investment into MVI II LP.

**(b) Administration fee**

On 22 January 2021, Aztec Financial Services (Jersey) Limited was appointed as the administrator of the Company. Aztec's fees for administration of the Company were £149,500 per annum up to 31 March 2022, adjusted to £162,955 per annum from 1 April 2022. These are paid by the Master Fund. Aztec is not considered to be a related party.

**(c) Board of Directors' remuneration**

Directors' fees are paid by the Master Fund. The Directors of the Company received the following annual fees:

	Annual fee	Payable from 1 January 2022 to 31 December 2022
Robert Ware	£50,000	£50,000
Martin Adams	£45,000	£45,000
Peter Rioda	£35,000	£35,000
Victoria Webster	£35,000	£35,000

All Directors are entitled to receive reimbursement for all travel and other costs incurred as a direct result of carrying out their duties as Directors.

**(d) Secondment services**

Effective from 1 December 2020, Marwyn Jersey Limited, an entity forming part of the Marwyn group, has seconded certain individuals to the Company. Marwyn Jersey Limited charged £90,563 for these services for the year to 31 December 2022 (31 December 2021: £108,333).

**14. Capital management policies and procedures**

The Company's capital management objectives are to ensure that it will be able to continue as a going concern and to maximise capital return to its equity shareholders.

The Company's capital at 31 December comprises:

	2022	2021
	£	£
Share capital	88	88
Share premium	61,455,770	61,455,770
Special distributable reserve	26,346,979	26,346,979
Exchange reserve	54,386	54,386
Capital reserve	3,159,948	3,159,948
Revenue reserve	11,270,518	14,251,430
Total capital	102,287,689	105,268,601

The Board, with the assistance of the Manager, monitors and reviews the structure of the Company's capital on an ongoing basis.

**15. Ordinary shares - by series**

The Company has the ability to issue different series of ordinary shares (including realisation shares), the proceeds of which can be invested in separate classes of the Master Fund. Distributions on each series of ordinary shares may only be paid from proceeds received from the corresponding class of interests in the Master Fund. The surplus capital and assets of the Company will on a winding-up or on a return of capital (otherwise than on a purchase by the Company of any of its shares) be paid to the holders of each series of the ordinary share pro rata to their holding of such ordinary shares out of the proceeds of the corresponding class of interests in the Master Fund. As at 31 December 2022, ordinary shares, 2016 realisation shares and 2021 realisation shares remained outstanding as per Note 10. The information in the Risk section starting on page 74 sets out the risks applicable to these shares in issue.

**16. Commitments and contingent liabilities**

There were no commitments or contingent liabilities of the Company outstanding at 31 December 2022 or 31 December 2021 that require disclosure or adjustment in these financial statements.

**17. VAT Reclaim**

In November 2012, an underlying investment of the Master Fund, Le Chateau Group plc ("LCG") (formerly Marwyn Management Partners Plc) sold its holding in Praesepe plc, a company operating in the gaming industry.

At the time of the sale there was an ongoing dispute between the gaming industry and HMRC on the principle of fiscal neutrality. The basis of the dispute was that some similar forms of gambling were treated differently for VAT purposes and test cases were pursued by The Rank Group Plc and Done Brothers (Cash Betting) Ltd.

Based on these test cases, Deloitte LLP and PricewaterhouseCoopers LLP were engaged by Praesepe plc to submit VAT reclaims to HMRC on a contingent fee basis. Certain of these VAT reclaims relate to the period of LCG's ownership and as such, under the terms of the sale agreement, a subsidiary of LCG retained a beneficial interest in the VAT reclaims that related to the period of LCG's ownership. The existence of these contingent VAT reclaims was disclosed in the historic financial statements of LCG and the contingent asset was transferred in 2020 to the Master Fund as part settlement of the outstanding loan between the LCG group and the Master Fund.

Following the First-tier Tribunal ruling in favour of The Rank Group Plc, HMRC publicly confirmed that it would not appeal the decision made by the First-tier Tribunal.

Over the course of 2022, £4.98 million was agreed and received by the Master Fund and there is sufficient over the recoverability of the remaining amounts to recognise a receivable of £5.02 million as at 31 December 2022. These remain dependent on final settlement with HMRC and whilst the actual amount received may be different, any difference is not expected to be material. The timing of receipt of cash into the Master Fund also remains uncertain; based on the timeline for the settlement of previous claims, it is currently estimated that these amounts will be received in 2023.

**18. Subsequent events**

Under the Company's Ordinary Share Distribution Policy, an interim dividend was paid to ordinary shareholders on 24 February 2023 of 2.265p per ordinary share.



# Risk (unaudited)

The Audit Committee performs a detailed review of the risks applicable to the Company at least annually and reports its findings for the consideration of the Board. The Board have a range of knowledge and contacts across the investment industry and are provided regular updates from the Manager, broker, legal counsel and Administrator to help identify any new risks applicable to the Company. Those risks that are considered most significant are included below.

## Risks applicable to investing in the Company

### Past performance

The past performance of the Company, the Master Fund, MVI II LP, the Manager and the principals of the Manager may not be indicative of future performance.

### Dependence on key individuals

The success of the Company, the Master Fund and MVI II LP depends upon the ability of the Manager to develop and implement investment strategies that achieve the Marwyn Fund's investment objectives. If the Manager were to become unable to participate in the investment management of the Funds, the consequence for the Company and the Marwyn Funds would be material and adverse and could lead to the premature winding-up of the Company and/or Marwyn Funds.

### Net asset value considerations

The NAV per ordinary share, 2016 realisation share and 2021 realisation share, the NAV of the Master Fund and the NAV of MVI II LP is expected to fluctuate over time with the performance of the Company's, the Master Fund's and/or MVI II LP's investments.

Where, in relation to the calculation of the NAV, there is any conflict between IFRS and the valuation principles set out in the prospectus in relation to the Company, the latter principles shall take precedence.

Where in relation to the calculation of the NAV of the Master Fund there is any conflict between US GAAP and the valuation principles set out in the limited partnership agreement of the Master Fund or its offering memorandum, the latter principles shall take precedence.

Where in relation to the calculation of the NAV of MVI II LP there is any conflict between IFRS and the valuations principles set out in the limited partnership agreement of MVI II LP or its private placement memorandum, the latter principles shall take precedence.

### Liquidity risk

The investment objectives of the Company, the Master Fund and MVI II LP allow them to invest in instruments which may be both illiquid and scarce. Market conditions may increase illiquidity and scarcity and have a generally negative impact on the Manager's ability to identify and execute suitable investments that might generate acceptable returns. Market conditions may also restrict the supply of investment assets that may generate acceptable returns and thereby cause "cash drag" on the Company's performance. Adverse market conditions and their consequences may have a material adverse effect on the Company's investment portfolio. To the extent that there is a delay in making investments, the Company's returns will be reduced.

### Market price

It is very unlikely that the market price of the ordinary shares, 2016 realisation shares or 2021 realisation shares will fully reflect the underlying value of the investment made by the Company and the underlying investments held by the Master Fund and MVI II LP which are attributable to any of the share classes. The underlying investments of the Company may be subject to market fluctuations and the risks inherent in all investments and there can be no assurance that an investment will retain its value or that appreciation will occur.

As well as being affected by the underlying value of the assets held, the market value of the ordinary, 2016 realisation or 2021 realisation shares will also be influenced by the supply and demand for each class in the market. As such, the market value of the class of shares may vary considerably from the underlying value of the Company's assets attributable to that class.

### Restriction on auditors' liability

Cayman Islands law does not restrict the ability of auditors to limit their liability. Consequently, the engagement letters in relation to the Company, the Master Fund and MVI II LP contain such a provision as well as containing provisions indemnifying the auditor in certain circumstances.

### Handling of mail

Mail addressed to the Company and/or the Master Fund and received at their respective registered offices is scanned and emailed to the Administrator to be dealt with. None of the Company, the Master Fund, the General Partner or any of its or their directors, officers or providers bear any responsibility for any delay howsoever caused in mail reaching the Administrator as the case may be.

## Risks Applicable to Investments in the Company

### Each series of ordinary shares is not a separate legal entity

The Company may raise additional finance to invest in the Master Fund by selling further series of ordinary shares to investors. The net proceeds of issue of each series of ordinary shares will be invested by the Company in a corresponding class of interests in the Master Fund. In certain circumstances, if the Company incurs a liability in respect of assets attributable to another series of ordinary shares, the ability of the Company to distribute profits or repurchase ordinary shares, not only in relation to that series, but also in relation to any other series may be affected because under the Companies Law, the ability to distribute profits or repurchase ordinary shares has to be determined by reference to the solvency of the Company as a whole, rather than on a series by series basis. Liabilities relating to one ordinary share series cannot be ring-fenced.

Additionally, the investment assets of the Company (i.e. namely, its interests in the ordinary interests and realisation share interests of the Master Fund), are not legally segregated and so assets held by the Company and attributed to any class of realisation shareholders may be required to be liquidated to meet liabilities attributable to ordinary shareholders (or vice versa).

### Risk of not obtaining distributing or reporting status

There is no guarantee that the Company will continue to obtain distributing or reporting status for UK taxation purposes in relation to the ordinary shares. There is therefore a risk that any gain realised on any disposal of ordinary shares will be taxed as income in the UK, rather than capital gain.

### Sole purpose

The Company has been established with the sole purpose of investing in the Master Fund. The success of the Company therefore depends on the success of the Master Fund and its ability to successfully implement its investment strategy. Identification and exploitation of the investment strategies to be pursued by the Master Fund involve a high degree of uncertainty.

### Limited redemption rights

The Company has no right of redemption in relation to the Class F interests, Class R(F)1 interests, Class R(G)1 interests or Class R(F)2 interests in the Master Fund. The right of shareholders to elect to move into realisation shares does not result in the resulting realisation share interests in the Master Fund (which will be held on behalf of realisation shareholders) being redeemable. They will only be redeemed when the underlying investments are sold.

### Cayman Islands registration

The Company is registered in the Cayman Islands. As a result, the rights of the shareholders are governed by the laws of the Cayman Islands and the Articles. The rights of shareholders under Cayman Islands law may differ from the rights of shareholders of companies incorporated in other jurisdictions and the enforcement of such rights may involve different considerations and may be more difficult than would be the case if the Company had been incorporated in England and Wales or the jurisdiction of a shareholder's residence. The following are examples: (i) subject only to the Company's articles of association, the allotment and issue of securities is under the exclusive control of the Directors and there are no pre-emption rights under the Companies Law; (ii) there is no express restriction on the Company making loans to Directors nor the equivalent of substantial property rules for transactions involving Directors under the Companies Law; and (iii) assets of the Company are under the exclusive control of the Directors and the Companies Law does not expressly restrict the powers of the Directors to dispose of assets. Examples (i) to (iii) above are intended for the purposes of illustration only and are not an exhaustive list. Investors should take appropriate independent legal advice to determine if they are afforded protections they consider are necessary for their specific circumstances.

The Cayman Islands courts ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (i) an act which is ultra vires the company or illegal, (ii) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company, and (iii) an irregularity in the passing of a resolution which requires a qualified (or special) majority. In the case of a company (not being a bank) having a share capital divided into shares, the courts may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine the affairs of the company and to report thereon in such manner as the courts will direct. Any shareholder of a company may petition the courts which may make a winding-up order if the courts are of the opinion that it is just and equitable that the company should be wound up. Generally, claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

# Risk (unaudited)

## The Company does not exercise control over the Master Fund or MVI II LP

The Company, in its capacity as an investor, has no opportunity to control the day-to-day operation, including investment and disposition decisions made by the Manager on behalf of the Master Fund or MVI II LP, the resolution of potential or actual conflicts of interest that may arise, distributions by the Master Fund or MVI II LP or the appointment or removal of service providers to the Master Fund or MVI II LP. The Company does not have the opportunity to evaluate the relevant economic, financial and other information that is utilised by the Manager in its evaluation and selection of investments, does not receive the detailed financial information regarding investments that is available to the Manager and has no right to be informed about actual or potential conflicts of interest.

The Master Fund has adopted the amended distribution policy in relation to Class F, Class R(F)1, Class R(G)1 and Class R(F)2 interests in the Master Fund. However, the Company has no control over the amount or timing of any redemptions by the Master Fund or MVI II LP or other distributions which may be used to fund extraordinary distributions.

The Master Fund, as a limited partner in MVI II LP, has no control over the investment or disposal decisions of MVI II LP or timing of any redemptions or other distributions by MVI II LP.

## Conflicts of interest

The Master Fund and MVI II LP (together the “Master Funds”) are subject to a number of actual and potential conflicts of interest with the Company and with each other. The Company (or, as appropriate, other relevant parties) aims to manage such conflicts to prevent a material risk of damaging any investor’s interest. Where this is not possible the conflicts are disclosed.

Certain inherent conflicts arise from the fact that the Manager and its affiliates provide investment management services to both Master Funds and the Company.

In order to ensure an equitable management of the potential conflicts of interest that could arise in managing the interests of ordinary shareholders and each class of realisation shareholders, the Master Funds have agreed the following policies:

- interests in Portfolio Companies held by the Master Fund (with the exception of interests in Le Chateau) attributable to realisation share interests will only be sold when MVI II LP’s interests in the same Portfolio Companies are disposed of on a simultaneous basis. All disposals will be pro rata between MVI II LP and the Master Fund;

- interests in Le Chateau held by the Master Fund attributable to realisation share interests will only be sold when the Master Fund disposes of interests in Le Chateau attributable to ordinary share interests on a simultaneous basis. All disposals will be pro rata between the holdings attributable to the realisation share interests and the ordinary share interests; and
- to the extent that the Master Fund and MVI II LP make follow-on investments in any Portfolio Companies held by both, this will be pro rata to the holdings of the Master Fund and MVI II LP in such shares on the date of such follow-on investment, provided that the Master Fund shall not be required to make a follow-on investment to the extent it does not have cash available to fund such investment having regard to its working capital requirements as agreed with the general partner of the Master Fund (with the prior written agreement of the Board).

The use of a structure which includes the Master Funds may also create a conflict of interest in that different tax considerations for investors in the Company, the Master Fund and/or MVI II LP may cause the Master Fund and/or MVI II LP to structure or dispose of an investment in a manner that is more advantageous to one group than the other.

In any case where a Director is actually or potentially conflicted, this conflict is disclosed to the Board and that Director will not be considered in the quorum for any resolutions relating to the matter.

## Class consents

Certain actions by the General Partner in respect of the Master Fund require the written consent of investors in that Class. Where the Directors allow holders of ordinary shares or realisation shares to vote on a matter for which the General Partner is seeking investor consent and, if the resolution is passed by a simple majority of those voting in person or by proxy at a meeting of the holders of the relevant shares, the Directors will give consent to the General Partner in respect of all of the Company’s interests in the relevant Class. The Company will not split its consent in accordance with the votes of the holders of the relevant series of shares.

## Value and liquidity of the shares

The shares of publicly traded companies can have limited liquidity and their share prices can be highly volatile. The price at which the shares will be traded and the price at which investors may realise their investment will be influenced by a large number of factors, some specific to the Company and its operations, and others which may affect companies operating within a particular sector or quoted companies generally. Prospective investors should be aware that the value of the shares could go down as well as up, and investors may therefore not recover their original investment. Furthermore, the market price of the shares may not reflect the underlying value of the Company’s net assets. There is also no guarantee that any discount control mechanisms employed by the Board and the Manager will be effective at managing the level of any discount.

There is no reliable liquid market for the Company’s interest in the Master Fund and the valuation of Portfolio Companies may involve the general partners of the Master Fund and MVI II LP exercising judgement. This is particularly the case in the context of the Master Fund’s investment in Le Chateau which is comprised of unlisted securities and debt investment for which there is no liquid market. There can be no guarantee that the basis of calculation of the value of Portfolio Companies used in the valuation process will reflect the actual value on realisation of those investments.

## Additional financing and dilution

If the Company issues further series of ordinary shares, whilst these will not dilute the economic interests of the existing classes in the Master Fund, the additional ordinary shares will carry rights to vote at general meetings of the Company and will therefore dilute shareholders’ voting rights accordingly. The Directors may seek debt finance to fund the expansion of the Company. There can be no assurance that the Company will be able to raise such debt funds, whether on acceptable terms, or at all. If debt financing is obtained, the Company’s ability to raise further finance, and its ability to operate its business, may be subject to restrictions.

## Registration under the US Investment Company Act and the US Advisers Act

The Company has not been and it is unlikely it will ever be registered under the US Investment Company Act. In addition, the Manager has not been and it is unlikely that it will ever be registered as an “Investment Adviser” under the US Investment Advisers Act.

## Depository Interests

Securities issued by non-UK registered companies, such as the Company, cannot be held or transferred in the CREST system. However, to enable shareholders to settle such securities through the CREST system, a depository or custodian can hold the relevant securities and issue dematerialised depository interests representing the underlying shares which are held on trust for the holders of these depository interests.

## Voting rights

Under the Articles, only those persons who are shareholders of record are entitled to exercise voting rights. Persons who hold ordinary shares or realisation shares in the form of depository interests will not be considered to be record holders of such shares that are on deposit with the depository and, accordingly, will not be able to exercise voting rights. However, the deed poll which created the depository interests (the “Deed Poll”) provides that the depository shall pass on, as far as it is reasonably able, rights and entitlements to vote. In order to direct the delivery of votes, holders of depository interests must deliver instructions to the depository by the specified date.

Neither the Company nor the depository can guarantee that holders of depository interests will receive the notice in time to instruct the depository as to the delivery of votes in respect of shares represented by depository interests and it is possible that they will not have the opportunity to direct the delivery of votes in respect of such shares. In addition, persons who beneficially own shares that are registered in the name of a nominee must instruct their nominee to deliver votes on their behalf.

Neither the Company nor any nominee can guarantee that holders of depository interests will receive any notice of a solicitation of votes in time to instruct nominees to deliver votes on behalf of such holders and it is possible that holders of depository interests and other persons who hold ordinary shares or realisation shares through brokers, dealers or other third parties will not have the opportunity to exercise any voting rights.



## Risk (unaudited)

### Limitation of liability

The Deed Poll contains provisions excluding and limiting the depository's liability to holders of depository interests. For example, the depository will not be liable to any holder of depository interests or any other person for liabilities in connection with the performance or non-performance of obligations under the Deed Poll or otherwise except as may result from its negligence or willful default or the fraud of any custodian or agent which is not a member of its group unless it has failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent. Furthermore, except in the case of personal injury or death, the depository's liability to a holder of depository interests will be limited to the lesser of: (i) the value of shares and other deposited property properly attributable to the depository interests to which the liability relates; and (ii) that proportion of £10 million which corresponds to the portion which the amount the depository would otherwise be liable to pay to the holder of the depository interests bears to the aggregate of the amounts the depository would otherwise be liable to pay all such holders in respect of the same act, omission or event which gave rise to such liability or, if there are no such amounts, £10 million.

The depository is entitled to charge fees and expenses for the provision of its services under the Deed Poll without passing any profit from such fees to holders of depository interests.

### Indemnification

Each holder of depository interests is liable to indemnify the depository and any custodian (and their agents, officers and employees) against all costs and liabilities arising from or incurred in connection with, or arising from any act related to, the Deed Poll so far as they relate to the property held for the account of depository interests held by that holder, other than those resulting from the willful default, negligence or fraud of the depository, or the custodian or any agent, if such custodian or agent is a member of the depository's group, or, if not being a member of the same group, the depository has failed to exercise reasonable care in the appointment and continued use and supervision of such custodian or agent.

### United States ownership and transfer restrictions

There are restrictions on the purchase of ordinary shares by or transfers to investors who are located in the United States or who are US persons (as defined in the United States Securities Act of 1933, as amended) or who acquire ordinary shares or realisation shares for the account or benefit of US persons. For a complete description of these ownership and transfer restrictions please refer to section 4 of Part VIII of the prospectus published by the Company on 19 October 2016.

In the event that ordinary shares are acquired by persons who are not qualified to hold the ordinary shares or realisation shares, such ordinary shares are subject to provisions requiring forfeiture and/or compulsory transfer as described in section 3 of Part VIII of that prospectus.

### Other jurisdiction tax considerations

Although the Directors intend that, insofar as it is within their control, the affairs of the Company are conducted in such a way that the Company is tax resident in Jersey only. There can be no guarantee that all of the requirements to ensure this will, at all times, be satisfied and the Company will not be considered tax resident in jurisdictions other than Jersey.

Look-Through Portfolio Information (unaudited)

As at 31 December 2022

Le Chameau (Silvercloud)

Platform acquisition date	October 2012	% voting rights held by the Marwyn Funds	50.0%
Carrying value attributable to the Company's ordinary shares	£19.0m	% attributable to the Company's ordinary shares	43.5%
Carrying value attributable to the Company's 2016 realisation shares	£2.2m	% attributable to the Company's 2016 realisation shares	4.9%
Carrying value attributable to the Company's 2021 realisation shares	£0.1m	% attributable to the Company's 2021 realisation shares	0.3%
<i>Includes equity and debt into the Le Chameau operating group and excludes other investments made by its holding company. The Marwyn Funds hold 100% of the voting rights of Silvercloud Holdings Limited, which in turn holds 50% of the voting rights of Le Chameau Holdings Limited</i>			

AdvancedAdvT Limited

Platform acquisition date	Minority stake acquired January 2022	% voting rights held by the Marwyn Funds	15.4%
Carrying value attributable to the Company's ordinary shares	£11.8m	% attributable to the Company's ordinary shares	11.7%
Carrying value attributable to the Company's 2016 realisation shares	£-m	% attributable to the Company's 2016 realisation shares	-%
Carrying value attributable to the Company's 2021 realisation shares	£0.1m	% attributable to the Company's 2021 realisation shares	0.1%

Marwyn Acquisition Company II Limited

Platform acquisition date	Yet to acquire a platform asset	% voting rights held by the Marwyn Funds	75.0%
Carrying value attributable to the Company's ordinary shares	£9.5m	% attributable to the Company's ordinary shares	56.8%
Carrying value attributable to the Company's 2016 realisation shares	£-m	% attributable to the Company's 2016 realisation shares	-%
Carrying value attributable to the Company's 2021 realisation shares	£0.06m	% attributable to the Company's 2021 realisation shares	0.4%

450 plc

Platform acquisition date	Yet to acquire a platform asset	% voting rights held by the Marwyn Funds	95.3%
Carrying value attributable to the Company's ordinary shares	£4.9m	% attributable to the Company's ordinary shares	73.5%
Carrying value attributable to the Company's 2016 realisation shares	£-m	% attributable to the Company's 2016 realisation shares	-%
Carrying value attributable to the Company's 2021 realisation shares	£0.03m	% attributable to the Company's 2021 realisation shares	0.5%

As at 31 December 2022

Zegona Communications

Platform acquisition date	August 2015	% voting rights held by the Marwyn Funds	12.5%
Carrying value attributable to the Company's ordinary shares	£0.4m	% attributable to the Company's ordinary shares	8.9%
Carrying value attributable to the Company's 2016 realisation shares	£0.1m	% attributable to the Company's 2016 realisation shares	1.3%
Carrying value attributable to the Company's 2021 realisation shares	£0.0m	% attributable to the Company's 2021 realisation shares	0.1%

Acquisition Companies

	MAC III	MAC ALPHA
Carrying value attributable to the Company's ordinary shares	£9.5m	£0.5m
Carrying value attributable to the Company's 2016 realisation shares	£-m	£-m
Carrying value attributable to the Company's 2021 realisation shares	£0.06m	£-m
% voting rights held by the Marwyn Funds	75.0%	90.0%
% attributable to the Company's ordinary shares	56.9%	69.8%
% attributable to the Company's 2016 realisation shares	-%	-%
% attributable to the Company's 2021 realisation shares	0.4%	-%



## Advisers (unaudited)

### Registered office

PO Box 309  
Ugland House  
Grand Cayman KY1 – 1104  
Cayman Islands

### Manager of the Company, the Master Fund, MVI II LP, MVI II Co-Invest LP and MVI II DCI I LP

Marwyn Investment Management LLP  
11 Buckingham Street  
London WC2N 6DF  
United Kingdom

### Auditor

Baker Tilly Channel Islands Limited  
1st Floor Kensington Chambers  
46/50 Kensington Place  
St Helier  
Jersey JE4 0ZE  
Channel Islands, British Isles

### Registrar

Link Asset Services  
Mont Crevelt House  
St. Sampson  
Guernsey GY2 4JN  
Channel Islands, British Isles

### Legal Advisers to the Company as to English law

Travers Smith LLP  
10 Snow Hill  
London EC1A 2AL  
United Kingdom

### Legal Advisers to the Company as to Cayman Law

Maples and Calder  
PO Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

### Administrator to the Company

Aztec Financial Services (Jersey) Limited  
Aztec Group House  
11-15 Seaton Place  
St Helier  
Jersey  
JE4 0QH  
Channel Islands, British Isles

### Corporate Broker

Liberum Capital Limited  
Ropemaker Place, Level 12  
25 Ropemaker Street  
London EC2Y 9LY  
United Kingdom





Defined Terms (unaudited)

The following terms have the following meanings in this annual report and financial statements.

450	450 plc (formerly Marwyn Acquisition Company plc)
Administrator	the administrator of the Company from time to time, being Aztec Financial Services (Jersey) Limited as at the date of this annual report and financial statements
AdvT or AdvancedAdvT	AdvancedAdvT Limited
AIC	Association of Investment Companies
AIC Code	the AIC Code of Corporate Governance
Articles	the articles of association of the Company
AGM	Annual General Meeting
Audit Regulation	Article 26 (6) of Regulation 538/2014
Aztec	Aztec Financial Services (Jersey) Limited
Board	Board of Directors of the Company
Bradshaw Taylor	Bradshaw Taylor Limited
Broker	the corporate broker appointed by the Company from time to time, being Liberum Capital Limited as at the date of this annual report and financial statements
BTCI	Baker Tilly Channel Islands Limited
CEO	Chief Executive Officer
COO	Chief Operating Officer
Company/Fund	Marwyn Value Investors Limited
Companies Law	the Cayman Islands Companies Law (2013 Revision)
Directors	Board of Directors of the Company
ESG	Environmental, Social and Governance
Exchange Procedure	has the meaning given to it in the in the prospectus published by the Company on 19 October 2016
Euskaltel	Euskaltel, S.A.
EV	Enterprise value
FCA	Financial Conduct Authority
IFRS	International Financial Reporting Standards as adopted by the European Union
Investment	securities in any of the Marwyn Funds
IPEV Guidelines	the International Private Equity and Venture Capital valuation guidelines as amended
IPO	Initial Public Offering
Le Chateau	The Le Chateau operating group, the Master Fund's investment in which is held through Silvercloud Holdings Limited
Liberum	Liberum Capital Limited
London Stock Exchange or LSE	London Stock Exchange plc
LTIP	Long Term Incentive Plan
MAC II	Marwyn Acquisition Company II Limited
MAC III	Marwyn Acquisition Company III Limited
MAC Alpha	MAC Alpha Limited
Management Partner	has the meaning given to it in the Report of the Manager
Manager	The manager of the Company from time to time, being Marwyn Investment Management LLP as at the date of this annual report and financial statements
MAR	The UK version of EU Regulation 596/2014 which forms part of UK law by virtue of the European Union
(Withdrawal) Act 2018, as amended	
Marwyn	The Manager and any other Marwyn entities with the same ultimate beneficial owners
Marwyn Funds	The Company, the Master Fund, MVI II LP and any other funds managed by the Manager
Master Fund	Marwyn Value Investors LP
Minimum Annual Distribution	has the meaning given to it in the Ordinary Share Distribution Policy
MLTI	Marwyn Long Term Incentive LP
MVI II LP	Marwyn Value Investors II LP
NAV	Net Asset Value
Net Capital Gain	has the meaning given to it in the Company's RNS announcement dates 14 August 2018
Ordinary Share Distribution Policy	The Company's policy on distributions to ordinary shareholders as described in the Company's circular published on 14 August 2018 circular, included in the 'Documents' section of the Company's website, www.marwynvalue.com
Portfolio Companies	the entities into which the Company indirectly invests through the Master Fund and/or MVI II LP as relevant
PwC	PricewaterhouseCoopers LLP
Realisation Class	Ordinary shares that are redesignated as realisation shares following receipt of valid elections to redesignate such Ordinary Shares as realisation shares, in accordance with the Articles, of which there are currently two such classes; the 2016 Realisation Class and the 2021 Realisation Class
Realisation Pool	Assets attributable to the realisation shareholders, of which there are two such pools relating to the 2016
Realisation Class and the 2021	
Realisation Class Relevant Entities	the Manager or any member of the Marwyn group or any of their respective advisers or affiliates
SORP	or the Marwyn Funds
SPAC	Statement of Recommended Practice
Specialist Fund Segment or SFS	Special Purpose Acquisition Vehicle
Sterling	the specialist fund segment of the main market of London Stock Exchange plc
Zegona	British Pounds Sterling
	Zegona Communications plc

Disclaimer (unaudited)

The report of the Manager (“Manager’s Report”) is issued by Marwyn Investment Management LLP, a Firm authorised and regulated by the FCA, in connection with the Company, the Master Fund, MVI II LP and any other funds managed by the Manager (collectively, the Marwyn Funds).

The Manager’s Report does not constitute a prospectus or offering document relating to the Marwyn Funds, nor does it constitute or form part of any offer or invitation to purchase, sell or subscribe for, or any solicitation of any such offer to purchase, sell or subscribe for, any securities in the Marwyn Funds (an “Investment”) nor shall the Manager’s Report or any part of it, or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

Persons who wish to make an Investment are reminded that any such Investment should only be made on the basis of the information contained in materials provided for that purpose for your consideration and not on the information contained in the Manager’s Report. No reliance may be placed, for any purposes whatsoever, on the information contained in the Manager’s Report or on its completeness and the Manager’s Report should not be considered a recommendation by the Manager or any member of the Marwyn group or any of their respective advisers or affiliates or the Marwyn Funds (the Relevant Entities) in relation to an Investment.

No representation or warranty, express or implied, is given by or on behalf of the Relevant Entities or any of their respective directors, partners, officers, employees, advisers or any other persons as to the accuracy, fairness or sufficiency of the information or opinions contained in the Manager’s Report and none of the information contained in the Manager’s Report has been independently verified by the Relevant Entities or any other person. Save in the case of fraud, no liability is accepted for any errors, omissions or inaccuracies in such information or opinions.

The distribution of this document in certain jurisdictions may be restricted by law and the persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

The Manager’s Report includes “forward-looking statements” which includes all statements other than statements of historical facts, including, without limitation, those regarding the Master Fund’s and the

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These forward-looking statements speak only as at the date of the Manager’s Report. Investing in the Company involves certain risks, as detailed in these financial statements, and as described more fully in the prospectus published by the Company on 19 October 2021.

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MARWYN VALUE INVESTORS LIMITED

