

Invesco Perpetual UK Smaller Companies Investment Trust plc



Investment Objective

Invesco Perpetual UK Smaller Companies Investment Trust plc ('the Company') is an investment trust whose investment objective is to achieve long-term total returns for shareholders primarily by investment in a broad cross-section of small to medium sized UK quoted companies.

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Financial

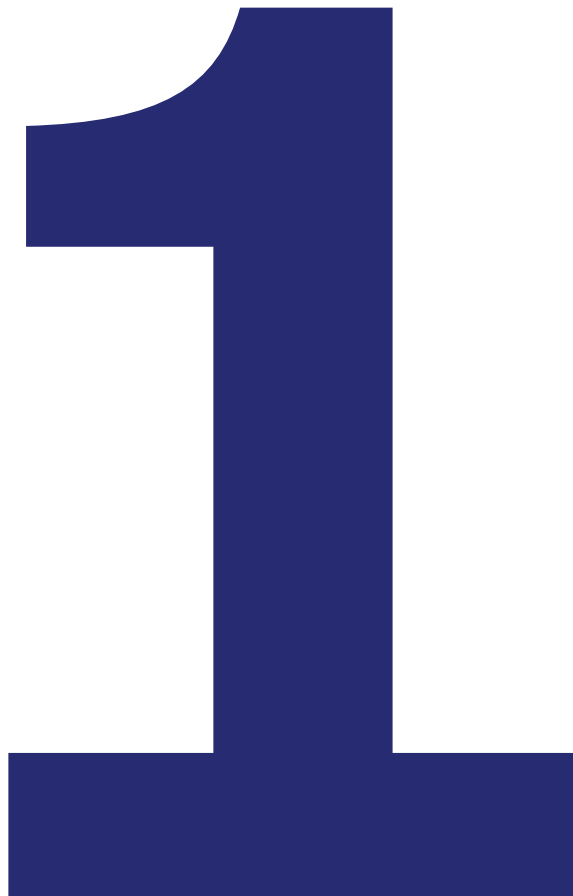
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Financial Highlights

Total Return Statistics (with dividends reinvested)

Change for the year (%)

- 2024
- 2023

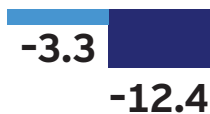
Net Asset Value ⁽¹⁾⁽²⁾



Share Price ⁽¹⁾⁽²⁾



Benchmark Index ⁽²⁾⁽³⁾



Capital Statistics

At 31 January	2024	2023	Change
Total shareholders' funds (£'000)	161,395	174,915	-7.7%
Net asset value (NAV) per share	477.12p	517.09p	-7.7%
Share price ⁽¹⁾⁽²⁾	424.00p	451.00p	-6.0%
Discount ⁽¹⁾	(11.1)%	(12.8)%	
Gearing ⁽¹⁾:			
- gross gearing	5.4%	nil	
- net gearing	5.4%	nil	
- net cash	nil	2.9%	
Maximum authorised gearing	9.3%	8.6%	

For the year ended 31 January	2024	2023	
Return ⁽¹⁾ and dividend per ordinary share:			
Revenue return	13.18p	11.99p	
Capital return	(34.91)p	(124.70)p	
Total return	(21.73)p	(112.71)p	
First interim dividend	3.85p	3.75p	
Second interim dividend	3.85p	3.75p	
Third interim dividend	3.85p	3.75p	
Final dividend	5.41p	6.79p	
Total dividends	16.96p	18.04p	-6.0%
Dividend Yield ⁽¹⁾			
Dividend payable for the year (£'000):			
- from current year net revenue	4,459	4,055	
- from capital reserve (2023: from capital reserve)	1,278	2,047	
	5,737	6,102	
Capital dividend as a % of year end net assets ⁽¹⁾	0.8%	1.2%	
Ongoing charges ⁽¹⁾	1.01%	0.95%	

Notes: (1) Alternative Performance Measure (APM). See Glossary of Terms and Alternative Performance Measures on pages 66 to 68 of the financial report for details of the explanation and reconciliations of APMs.

(2) Source: LSEG Data & Analytics.

(3) The Benchmark Index of the Company is the Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index with dividends reinvested.

Ten Year Historical Record

Year to 31 January	Gross Income £'000	Net revenue profit available for shareholders £'000	Dividends on Ordinary Shares ⁽¹⁾ Amount £'000	Rate p	Total shareholders funds £'000	Net asset value per share p	Share price p	Ongoing charges %	Performance fee %
2015 ⁽²⁾	4,468	3,930	7,316	13.75	196,914	370.08	328.25	0.83	0.73
2016	5,331	4,779	7,609	14.30	207,657	390.27	362.00	0.82	1.01
2017	4,523	3,924	9,099	17.10	241,603	454.06	432.00	0.82	0.44
2018 ⁽³⁾	4,116	3,573	6,833	20.80	178,571	543.56	520.00	0.82	1.27
2019	4,080	3,521	6,110	18.60	158,285	481.81	465.00	0.88	0.07
2020 ⁽⁴⁾	3,924	3,340	6,217	18.60	205,243	606.74	606.00	0.97	n/a
2021	1,682	1,121	6,535	19.32	191,380	565.76	483.00	0.97	n/a
2022	3,448	2,808	7,713	22.80	220,753	652.60	570.00	0.92	n/a
2023	4,646	4,055	6,102	18.04	174,915	517.09	451.00	0.95	n/a
2024	5,088	4,459	5,737	16.96	161,395	477.12	424.00	1.01	n/a

(1) The dividends shown above are those declared in respect of each financial year.

(2) The dividend policy was changed in 2015.

(3) The 38.26% take-up of the tender offer in June 2017 is reflected in the decrease in shareholders' funds at the year end.

(4) The performance fee arrangement was removed with effect from 1 February 2019 and the base management fee was increased from 0.65% to 0.75% per annum. Dividend was maintained at 2019 level as a result of market disruption caused by Covid-19.

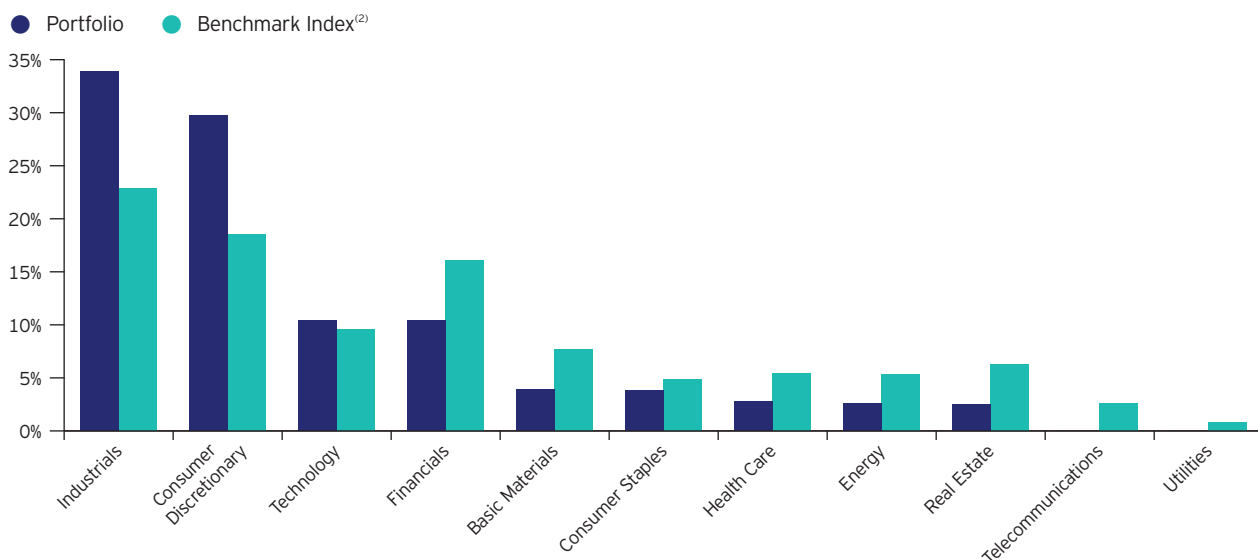
Ten Year Total Return (with dividends reinvested) Performance

	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	Cumulative		
											Three years	Five years	Ten years
Share Price %	5.8	16.2	24.0	24.8	-6.8	35.2	-16.8	21.9	-17.0	-1.8	-0.7	11.7	97.9
Net Asset Value %	2.4	10.6	20.6	23.9	-7.8	30.4	-3.1	18.8	-17.5	-4.1	-6.0	18.8	85.4
Benchmark Index %	-2.6	3.8	18.6	15.1	-7.4	13.7	-0.9	15.1	-12.4	-3.3	-2.5	9.8	40.4
NAV out/(under) performance to Benchmark Index ⁽¹⁾⁽²⁾ %	5.0	6.8	2.0	8.8	-0.4	16.7	-2.2	3.7	-5.1	-0.8	-3.5	9.0	45.0

Source: LSEG Data & Analytics.

Industry Allocation of Portfolio vs Benchmark Index⁽²⁾

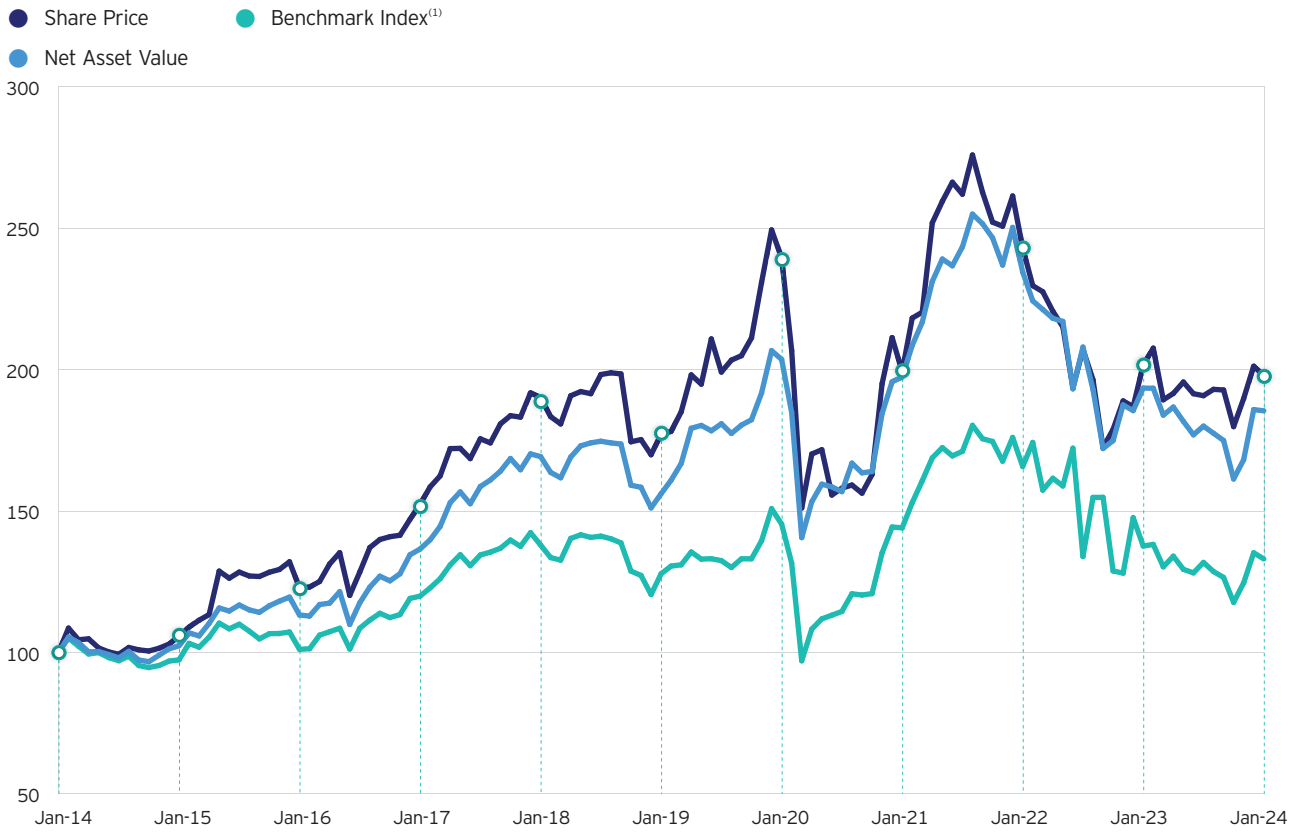
As at 31 January 2024



(1) Deutsche Numis Smaller Companies (excluding Investment Companies) Index was the benchmark of the Company up to 31 January 2022.

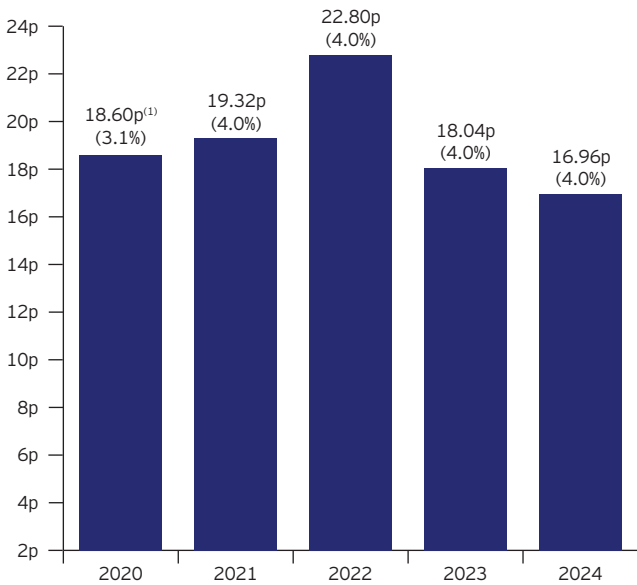
(2) Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index is the benchmark of the Company with effect from 1 February 2022.

Ten Year Performance (total return, with dividends reinvested)
 Figures have been rebased to 100 at 31 January 2014



(1) The Company's benchmark was the Deutsche Numis Smaller Companies (excluding Investment Companies) Index up to 31 January 2022. The Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index is the new benchmark of the Company effective from 1 February 2022.
 Source: LSEG Data & Analytics.

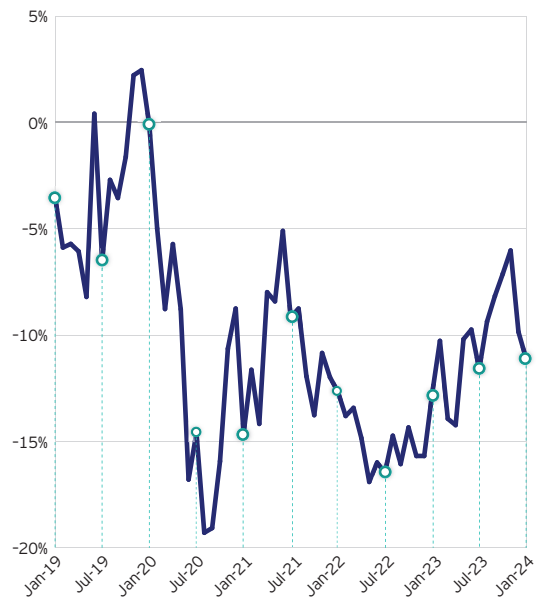
Five Year Dividend and Yield History



(1) Dividend was maintained at 2019 level as a result of market disruption caused by Covid-19.

The dividends shown above are those declared in respect of each financial year, and are in pence per share. The figures shown in brackets are the annual dividend yields which are based on the dividend declared as a percentage of the year end share price.

Five Year Premium/(Discount) History



Source: LSEG Data & Analytics.



Chairman's Statement

Highlights

- Dividend of 16.96p per share for the year, providing a yield of 4.0% based on the year end share price.
- Net asset value return of -4.1% and share price return of -1.8%, compared to benchmark return of -3.3%, all based on total return with dividends reinvested.
- Long-term performance is strong over 5 years and 10 years, with superior returns to the Company's benchmark.

Dear Shareholders,

Having been appointed Chairman of the Board on 8 June 2023, this is my first Chairman's statement for the Annual Financial Report.

Performance

Throughout the earlier stages of 2023, the influence of the ongoing Ukraine/Russia conflict and the cost-of-living crisis persisted with heightened inflation and interest rates, making for a very tough environment for company profits and the UK consumer.

Latterly, expectations of future inflation and interest rates appear to have peaked in the UK, leading to an equity rally in Q4 2023. However, the UK's economic backdrop continues to be mixed, with the UK in a technical recession (classified as two consecutive quarters of shrinking GDP) in the second half of 2023.

Against a challenging backdrop, for the year ended 31 January 2024 our Portfolio Managers have marginally underperformed the benchmark by -0.8% on a net asset value ('NAV') total return basis; where the Company's NAV returned -4.1% vs -3.3% for the Benchmark Index, the Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index (both on a total return basis). However, the Company's share price total return, our shareholders' experience, was able to deliver a better than benchmark total return of -1.8%, as a result of the discount continuing its trend of narrowing from 11.6% at the end of July 2023, to 11.1% at the end of January 2024.

The Board continues to monitor the level at which the Company's shares trade and is actively seeking to attract potential investors in the Company which, by increasing demand, should help to further improve the Company's share rating.

Dividend and Dividend Policy

The Company's dividend policy is to target a dividend yield of 4.0% of the year end share price paid from income derived from dividends from the portfolio and enhanced, as necessary, through the use of realised capital profits. In accordance with this policy, interim dividends of 3.85p were paid in September and December 2023, with a third interim dividend of 3.85p paid following the year end on 12 March 2024.

The Board has resolved that the Company will propose a final dividend of 5.41p per share to bring the total dividends paid for the year to 16.96p per share (2023: 18.04p). The final dividend will be payable, subject to shareholder approval, on 11 June 2024 to shareholders on the register on 10 May 2024 and the shares will go ex-dividend on 9 May 2024.

The total dividend of 16.96p per share is in line with the Company's stated dividend policy which includes a target dividend yield of 4.0% of year end share price which was 424.00p as at 31 January 2024. This represents all of the available revenue earned by the Company's portfolio over the year, together with 3.78p per share from realised capital profits.

The Company's revenue per share has increased from 11.99p per share last year to 13.18p per share this year, which means that the resulting balance of dividend being paid from realised capital profits represents 0.8% of net assets at the year end and it continues to represent a relatively small proportion of the longer-term total returns achieved by the Portfolio Managers.

Shareholders who hold shares on the main register (as a paper share certificate) and are residents of the UK, Channel Islands and Isle of Man, have the opportunity to reinvest their dividend via the Dividend Reinvestment Plan ('DRIP'). Shareholders will need to submit an election by 20 May 2024. Further information can be found in the leaflet included on the Company's webpage: www.invesco.co.uk/ipukscit.

Board Composition

I would like to once again thank Jane Lewis who retired from the Board on 8 June 2023 for all her hard work and service to the Company.

As previously announced, Simon Longfellow joined the Board on 1 July 2023. His experience of investment trust marketing and communication, especially when communicating with retail shareholders has been very valuable. He has already made a significant contribution, working with the Invesco marketing team to develop an enhanced marketing and communications strategy for the Company which we hope shareholders will become aware of as the year progresses.

Future of the Company

In 2012, the Board made a commitment to offer shareholders the opportunity to realise their investment at close to NAV through a tender offer in 2017. This resulted in a positive rebalancing of the shareholder register towards supportive, long-term shareholders. During 2019, the Directors reviewed the Company's prospects and consulted major shareholders. As a result, the Board put a continuation vote to shareholders at the AGM in 2019 which was passed with 99.84% of votes cast in favour.

At that time, the Board committed to put a further range of options to shareholders at the Company's 2024 AGM. Your directors have subsequently reviewed the Company's position and prospects along with consideration of shareholder feedback where a view had been forthcoming. The Board believes that the Company has a portfolio of smaller companies which are well managed and should benefit from a recovery in sentiment towards the UK market. The Board has confidence in the Portfolio Managers' ongoing ability to find attractive investment opportunities which is reinforced by the Company's good long-term performance. The NAV cumulative total return over the past 5 years is 18.8% which surpasses the benchmark return of 9.8% by 9.0%, whilst over 10 years the Company's return has been 85.4%, surpassing the benchmark return of 40.4% by 45%. Positively, your Company's long-term outperformance was recently recognised in an article published by The Association of Investment Companies, titled "Top performing Investment trust ISAs over the last 25 years"**.

The Board believes that it is desirable to allow the Company the opportunity to continue to grow over a longer market cycle and therefore, it will give shareholders the opportunity to vote for the continuation of the Company at the forthcoming AGM on 6 June 2024. If Resolution 15 is passed the Directors intend to introduce a continuation vote policy. Shareholders will be given the opportunity to vote for the continuation of the Company at each third AGM, the next one being 2027.

The Directors believe that a continuation of the Company is in the interests of shareholders and recommend that you vote in favour of the continuation resolution, as they intend to do in respect of their own shareholdings.

Annual General Meeting ('AGM')

This year's meeting will be held at Invesco's London office at 12.00pm on Thursday 6 June 2024. As well as the Company's formal business, there will be a presentation from Jonathan Brown and Robin West, the opportunity to ask questions of the Portfolio Managers and Directors and to chat informally with all of us over lunch. Shareholders may bring a guest to these meetings. The Directors and I look forward to meeting as many of you as possible. For those unable to attend in person, a video update from the Portfolio Managers will be available on the Company's website after the AGM. Shareholders wishing to lodge questions in advance of the AGM should do so by email to the Company Secretary at investmenttrusts@invesco.com or, by letter, to 43-45 Portman Square, London W1H 6LY.

Concluding Thoughts

We are going through a testing time for UK smaller companies, potentially comparable to the impact of the global financial crash for the asset class. Subsequent to the major recession that the global financial crash of 2007/8 caused, your Company's NAV rose by 40.1% in the financial year to 31 January 2010 with the following financial year seeing a return of 28.6%.

The portfolio's investment performance may look different to that time, however with recovery likely not far off and interest rates likely to fall in the UK this year, this feels very much like a time when the market will turn more favourable for your Company.

Ultimately, my hope is that there is an improvement in the market sentiment for UK listed stocks which should benefit your Company and its share price.

Bridget Guerin
Chairman

30 April 2024

(*www.theaic.co.uk/aic/news/press-releases/top-performing-investment-trust-isas-over-the-last-25-years - published on 13th March 2024).

Portfolio Managers' Report

Q&A



Portfolio Manager

Jonathan Brown is a member of the UK Equity team and is responsible for the management of a number of UK small cap portfolios. He became the Portfolio Manager of Invesco Perpetual UK Smaller Companies Investment Trust plc at the end of June 2014, up until the appointment of Robin West as Co-Portfolio Manager in June 2023.

Jonathan began his investment career with Lazard Asset Management in 1997, where he specialised in private client fund administration, before joining Invesco within a similar role in 2000. In 2004, Jonathan joined the UK Equities team as a trainee fund manager and, after three years specialising in the UK small cap sector, became a fund manager.

Jonathan graduated with a BSc in Bio-Chemistry from UMIST and has also secured both the Investment Management Certificate from the CFA Society of the UK and the Securities Institute Diploma.



Portfolio Manager

Robin West was appointed Co-Portfolio Manager in June 2023 having been deputy Portfolio Manager since 2015. He is a member of the UK Equity team specialising in smaller companies.

Robin started his career at KPMG and joined Invesco 'first time around' in 1995, where he spent eight years as a smaller companies fund manager. Robin went on to join Oriel Securities where he worked as a small companies analyst and subsequently Aviva Investors in 2004 before returning to Invesco in July 2014. Robin graduated from Cambridge University with a MA in Natural Sciences. He is also an Associate of the Institute of Chartered Accountants and is a CFA Charterholder.

Q What were the key influences on the market over the year?

A Inflation and interest rates were once again the major influences on the market. The Bank of England raised rates significantly, from 3.5% to 5.25%, as it grappled with the highest inflation in four decades. The principal driver of price increases was the rapid rise in energy prices following the Russian invasion of Ukraine, which fed through to most areas of the economy over time. The surge in costs, along with lower demand as businesses reduced inventory as supply chain tightness abated, created an unusually difficult period for company profits. A study by Ernst & Young LLP showed that this culminated in a record 18.2% of UK listed companies issuing profit warnings last year, which surpassed the previous peak of 17.7% during the 2008 global financial crisis. Against that backdrop, the market struggled for much of the year.

Thankfully as the year progressed, energy prices reduced towards their pre-conflict levels, and the spectre of inflation began to abate. Sharply lower inflation data in October 2023 led to a substantial rally in equity markets, with many economists believing that interest rate cuts could be back on the agenda in 2024.

The much-heralded UK recession finally materialised in the second half of year, when figures were revised downwards to show a small level of economic contraction. Nevertheless, we continue to benefit from full employment and relatively strong consumer balance sheets, although that is cold comfort to those squeezed by higher mortgage costs over the last year. Elsewhere however, the significant increase in income from savings and return to growth of real wages, have created a much stronger consumer backdrop than the news headlines would have led you to believe, with the leisure sector in particular performing well.

Another notable feature of the year was the bout of artificial intelligence ('AI') exuberance. This was prompted by the launch of the latest version of "AI" software ChatGPT. Whilst various forms of

machine learning have been in use for the last decade, ChatGPT captured the imagination of investors due to its ability to produce written output with a realistic human like quality. Whilst it is a very useful tool, its lack of any actual intelligence makes it prone to regurgitating false information in a highly convincing way. As with all popular stock market trends, investment banks created various instruments ("baskets" of stocks) to allow investors to play this theme. This negatively impacted the shares of a number of companies, which rightly or wrongly, were deemed to be potential victims of this new technology. Whilst we see "AI" as an important tool for driving productivity, we were surprised by the market volatility created by this phenomenon.

Q How did the portfolio perform over the year?

A The NAV total return for the portfolio over the year was -4.1%, which is an under-performance of 0.8% when compared with the Benchmark Index, the Deutsche Numis Smaller Companies + AIM (excluding Investment Companies), which returned -3.3% on the same basis. The share price total return was -1.8%, reflecting the narrowing of the discount from 12.8% at last financial year end to 11.1% at the end of this year.

Q Which sectors contributed to and detracted from performance?

A Although the cost of living crisis was in the headlines during the year, the consumer discretionary sector was the most positive contributor to portfolio performance, with leisure stocks in particular performing well. We also benefitted from being less exposed to the basic materials and energy sectors than the wider market. The sector that detracted the most from performance was industrials, which was impacted by companies reducing inventories, and technology, where higher interest rates triggered a widespread de-rating.

Q Which stocks contributed to and detracted from performance?

A The best performing stocks over the year included: infrastructure products business, **Hill & Smith** (+49%), which is benefitting from increased spending on infrastructure, particularly in the US, where the company generates most of its profits. **4imprint** (+24%), which sells promotional products, predominantly in the US, had another strong year. The business, which is the largest player in its niche, continued to take share by increasing its advertising spend. The company has strong long-term prospects and remains the largest holding in the portfolio. Defence business **Chemring** (+25%), saw strong demand for its products in the wake of the war in Ukraine. The company specialises in propellants for missiles, cyber security and electronic warfare, demand for which should remain buoyant for some time to come.

Despite the cost of living crisis, leisure spending remained robust. We benefitted from strong performances from pub groups, **Mitchells and Butlers** (+58%) and **Young & Co's Brewery** (+17%), and ten-pin bowling operator **Hollywood Bowl** (+15%). Additionally, **Restaurant Group** (+78%), which is best known for its Wagamama brand, received a takeover approach and was subsequently sold.

In such a difficult period for company profitability, inevitably we had some disappointments:

Videndum (-68%) which is a leading manufacturer of equipment used in photography, broadcasting and film making, was hit by a combination of weaker demand due to destocking, and the actor and writers strikes in the US. Unfortunately, this led to a substantial profit shortfall and the business had to be recapitalised via a rights issue. The company should benefit from pent-up demand now the strikes have ended, and it typically sees stronger trading during Olympic and US presidential election years, so we have retained a holding in the stock. **Jadestone Energy** (-68%), suffered from reduced production due to some maintenance issues at its main oil field. The profit shortfall meant the business had to issue shares at a discount to bolster its cash position. We believe the company can recover from these issues and have retained a position for now. **Keywords Studios** (-41%), which provides outsourced services to the computer games industry, continued to trade well, but was caught up in the bout of "AI mania" which gripped the market following the release of the latest version of ChatGPT. Some commentators believe that its revenue could be negatively impacted by generative AI. However, the company already uses AI as a productivity tool in various areas of its business, so we believe the fears are misplaced. We think it is an excellent business and used the share price weakness to add to the holding.

Q What is the current portfolio strategy?

A Our investment philosophy remains unchanged. The current portfolio is comprised of 60-70 stocks with the sector weightings being determined by where we are finding attractive companies at a given time, rather than by allocating assets according to a "top down" view of the economy. We continue to seek growing businesses, which have the potential to be significantly larger in the medium term. These tend to be companies that either have great products or services, that can enable them to take market share from their competitors, or companies that are exposed to higher growth niches within the UK economy or overseas. We prefer to invest in cash generative businesses that can fund their own expansion, although we are willing to back strong management teams by providing additional capital to invest for growth.

The sustainability of returns and profit margins is vital for the long-term success of a company. The assessment of the position

of a business within its supply chain and a clear understanding of how work is won and priced are key to determining if a company has "pricing power", which has been particularly important in the recent inflationary environment. It is also important to determine which businesses possess unique capabilities, in the form of intellectual property, specialist know-how or a scale advantage in their chosen market. We conduct around 300 company meetings and site visits a year, and these areas are a particular focus for us on such occasions.

In terms of portfolio construction, we continue to favour a mix of both cyclical (economically sensitive) stocks, and more defensive businesses. Whilst many cyclical stocks are currently experiencing more difficult trading, this is largely factored into profit expectations and valuations. These stocks have the potential to outperform when investors begin to look beyond the short-term weakness. Market moves over the last few months suggest that this process may be underway, and this has encouraged us to begin adding to this area of the portfolio.

Counterbalancing this are more defensive businesses that should continue to trade resiliently even if the economy struggles more than anticipated. These stocks offer a greater degree of certainty, and this is often reflected in higher valuations. As we gain more confidence that a recovery is underway, we may look to take profits from some of these positions and redeploy the proceeds elsewhere.

Q What are the major holdings in the portfolio?

A The 5 largest holdings in the portfolio at the end of the year were:

- **4imprint** (4.9% of the portfolio) sells promotional materials such as pens, bags and clothing which are emblazoned with company logos. The business gathers orders through online and catalogue marketing, which are then routed to their suppliers who produce and dispatch the products to customers. As a result of outsourcing most of the manufacturing, the business has a relatively low capital requirement and can focus on marketing and customer service. Continual reinvestment of revenue into marketing campaigns has enabled the business to generate an enviable long term growth record whilst maintaining margins.
- **JTC** (3.8% of the portfolio) is a financial administration business providing services to real estate and private equity funds, multinational companies, and high net worth individuals. The business has a strong culture, a reputation for quality and has augmented its organic growth with acquisitions. Margins and returns on capital are strong and the business benefits from long term contracts, giving it excellent earnings visibility.
- **Hollywood Bowl** (3.2% of the portfolio) is a leisure business operating ten pin bowling alleys in the UK and Canada. The sector had historically been woefully underinvested in the UK. Management have successfully grown the business by acquiring and modernising existing sites, and by opening new sites in leisure and retail parks. The low ticket price and family friendly nature of the activity has allowed the business to grow even in more difficult economic conditions. Management recently acquired a business in Canada, where they believe there is a similar opportunity to consolidate and modernise the sector.
- **Hill & Smith** (3.1% of the portfolio) is a supplier of products and services into the infrastructure sectors in the UK, US, and Europe. Its proprietary steel and composite products are used in the rail, road, water, and energy sectors. The business also provides galvanizing services to protect steel structures, and leases temporary road barriers and security

products. The company generates good margins and benefits from exposure to growing infrastructure investment.

- **Hilton Food** (2.9% of the portfolio) partners with major supermarkets across the world to supply their prepacked meat, fish, and plant-based products on a long-term “cost plus” basis. This model reduces the volatility in profits typically seen in food businesses by allowing them to pass changes in the cost of raw materials on to their customers. The business has benefitted from the global trend in supermarkets moving from in-store to centralised packing and relying on a reduced number of trusted suppliers. Hilton Food has an excellent long term growth record, both from signing customers in new countries, most recently with Walmart in Canada, and growing revenue from existing customers. The business has also successfully added new product categories via acquisition, which it can then sell into its global customer base.

Q What were the new holdings added over the year?

A New stocks that we added to the portfolio in the year include:

- **Tatton Asset Management** creates model portfolios which it sells via independent financial advisors (‘IFAs’) in the UK. The outsourcing of investment decisions by IFAs to businesses such as Tatton has increased significantly over the last decade due to an increasing burden of regulation on IFAs. Tatton has a range of model portfolios, made up of both active and passive funds, that correspond with a variety of risk categories for clients. The service has one of the lowest fee structures in the industry, a good long-term performance record and a strong reputation within the IFA sector. The business is growing strongly, and with a highly scalable business model, achieves an enviable level of profitability.
- **NIOX** is a medical diagnostic business with technology that can more accurately diagnose and monitor asthma. The company is the world leader in fractional exhaled nitric oxide (‘FeNO’) testing, which measures exhaled Nitric Oxide as a diagnostic marker for asthma. FeNO testing is significantly more accurate than traditional methods of testing. The product is approved by The National Institute for Health Care Excellence (‘NICE’) in the UK and is reimbursable in all its major markets (which is one of the factors that determines which products in development eventually make it to market). We believe the business can substantially grow its installed base of devices, and this should drive a high level of recurring test kit revenue.
- **YouGov** is a market research company that uses online polling to generate data which it packages and sells to businesses. The business has gained a strong reputation for quality by consistently being the most accurate polling organisation in predicting the outcomes of general elections. The business has leveraged this reputation to take share from the large incumbents in the sector, which has driven an impressive level of organic growth. The company recently announced the acquisition of GFK’s consumer panel business, which management believe can accelerate the internationalisation of the business and facilitate the launch of new products. The business benefits from multi-year relationships with its customers, giving the business good visibility over future revenue.
- **MJ Gleeson** is a UK housebuilder focussed on low-cost housing. Management claim that a couple earning the minimum wage can afford to buy the majority of houses in their developments. They achieve this by buying cheap land

in less desirable areas of towns, often brownfield sites in need of remediation, and by using easier/cheaper methods to build housing designs. We have met with the business several times and visited a number of their sites over the years. We were keen to increase our housebuilding exposure given the improvement in mortgage rates, and the substantial wage growth experienced by the company’s target customers.

Q What is the Portfolio Managers’ approach to gearing?

A Gearing decisions are taken after reviewing a variety of metrics including valuations, earnings momentum, market momentum, bond spreads and a range of economic indicators. After analysing this data, we have moved the Company to a geared position of around 5%.

The factors influencing our decision to utilise gearing includes the substantial reduction in the UK inflation rate which suggests that we may have seen the peak in the recent interest rate cycle. Many economists are expecting inflation to fall further as we move through 2024 and this could trigger a reduction in interest rates. This has led to an improvement in market momentum over the last few months. Additionally, the market valuation is low compared to history, and this has resulted in a pick-up in takeover activity for UK small cap stocks which should bolster investor sentiment towards the sector.

Q How does ESG factor in the investment process?

A Environment, Social and Governance (‘ESG’) issues are increasingly a focus for many investors and analysis of these factors has always been a core part of our investment process. Invesco has significant resources focussed on ESG, both at a group and individual team level. Our proprietary ESGintel system draws in company specific data from a broad range of sources and enables ESG related metrics to be quantified. This provides fund managers with clear overview of areas of concern, allowing targeted engagement with businesses to bring about positive change.

Environmental liabilities, socially dubious business practices and poor corporate governance, can have a significant impact on share prices. We assess environmental risks within a business, and analyse the steps being taken to reduce its environmental impact. We like businesses with strong cultures and engaged employees, and avoid businesses, which, whilst acting within the law, run the risk of a public backlash, or being constrained by new legislation. We believe that governance, board structure and incentivisation, are by far the most important factors within ESG in determining shareholder returns. The importance of businesses being managed by good quality people, with appropriate incentivisation should not be underestimated. Therefore, we proactively consult with all the businesses we own on these matters and vote against resolutions where standards fall short of our expectations.

Q What is the dividend policy of the Company?

A The Company pays out all the income earned within the portfolio and enhances it using a small amount of realised capital profits to target a dividend yield of 4.0% based on the year end share price. This provides shareholders with an attractive and consistent yield whilst allowing us to target businesses that we believe will deliver the best total return, without having to compromise on quality to hit an income target.

Q**What are your expectations for the year ahead?****A**

Although the current level of economic growth in the UK is anaemic, we believe the situation should improve over the coming year. Forward looking indicators suggest the service sector, a significant driver of the UK economy, is returning to growth. The UK also continues to benefit from full employment, which along with falling inflation, lower energy costs and higher wages should lead to an improved outlook for the consumer sector.

The industrial sector has struggled as businesses reduce inventories. Many businesses had carried buffer stocks to cope with supply chain disruption following the pandemic. With lead times normalising, businesses have reduced these stocks, leading to lower demand elsewhere. Recent conversations with businesses suggest that this process has largely run its course, so an industrial sector recovery will hopefully emerge as the year progresses.

The valuation attractions of the UK smaller companies sector is very evident to us. Whether we compare current valuations to history, or to other international markets, the sector looks anomalously cheap. The value on offer has not gone unnoticed, with corporate and private equity buyers stepping in to take advantage. A surge in takeover activity is often a prelude to a stronger market, as the proceeds from these bids are redeployed into other stocks in the sector.

Whilst the news headlines are dominated by doom and gloom, we see a nascent economic recovery and a market offering considerable value. So, after a difficult few years for the sector, we feel optimistic about the year ahead.

Jonathan Brown & Robin West*Portfolio Managers*

30 April 2024

Business Review

Purpose, Culture, Business Model and Strategy

Invesco Perpetual UK Smaller Companies Investment Trust plc is an investment company and its investment objective is set out below. The strategy the Board follows to achieve that objective, is to set investment policy and risk guidelines, together with investment limits, and to monitor how they are applied. These are also set out below and have been approved by shareholders.

The Company's purpose is to generate returns for shareholders by investing their pooled capital to achieve the Company's investment objective through the application of its investment policy and with the aim of spreading investment risk.

As the Company has no employees, the business model the Company has adopted to achieve its objective has been to contract its operations to appropriate external service providers. The Board has oversight of the Company's service providers, and monitors them on a formal and regular basis. The Board has a collegiate culture and pursues its fiduciary responsibilities with independence, integrity and diligence, taking advice and outside views as appropriate and constructively challenging and interacting with service providers, including Invesco Fund Managers Limited (the 'Manager').

The Company has contracted the services of the Manager to manage the portfolio in accordance with the Board's strategy and under its oversight. The Portfolio Managers responsible for the day to day management of the portfolio are Jonathan Brown and Robin West. The Manager has delegated portfolio valuation, fund accounting and administrative services to The Bank of New York Mellon, London Branch.

In addition, the Company has contractual arrangements with Link Market Services Limited to act as registrar and The Bank of New York Mellon (International) Limited ('BNYMIL') as depository and custodian.

Investment Objective

The Company is an investment trust whose investment objective is to achieve long-term total returns for shareholders, primarily by investment in a broad cross-section of small to medium sized UK quoted companies.

Investment Policy

The portfolio primarily comprises shares traded on the London Stock Exchange and those traded on AIM. The Portfolio Managers can also invest in unquoted securities, though these are limited to a maximum of 5% of gross assets at the time of acquisition.

The Manager seeks to outperform its benchmark, the Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index with dividends reinvested. As a result, the Manager's approach can, and often does, result in significant overweight or underweight positions in individual stocks or sectors compared with the benchmark. Sector weightings are ultimately determined by stock selection decisions. Risk diversification is sought through a

broad exposure to the market, where no single investment may exceed 5% of the Company's gross assets at the time of acquisition. The Company may utilise index futures to hedge risk of no more than 10% and other derivatives (including warrants) of no more than 5%. In addition, the Company will not invest more than 10% in collective investment schemes or investment companies, nor more than 10% in non-UK domiciled companies. All these limits are referenced to gross assets at the time of acquisition.

Borrowings under this investment policy may be used to raise market exposure up to the lower of 30% of NAV and £25 million.

Dividend Policy

The Company's dividend policy is to distribute all available revenue earned by the portfolio in the form of dividends to shareholders. In addition, the Board has approved the use of the Company's capital reserves to enhance dividend payments. Therefore, the total dividend, paid to shareholders on a quarterly basis, comprises income received from the portfolio, with the balance coming from capital reserves.

In normal circumstances, the dividend for the year is calculated to give a yield of 4.0% based on the year end share price.

Performance

The Board reviews performance by reference to a number of Key Performance Indicators which include the following:

- the movement in the NAV per share on a total return basis:
Details on the movement in the NAV per share on a total return basis is provided in the Ten Year Total Return (with dividends reinvested) Performance table on page 5.
- the NAV and share price performance relative to the Benchmark Index and the peer group:

The Board regularly reviews the Company's performance against the Benchmark Index and the peer group at each Board meeting. Information on the Company's performance can be found in the Chairman's Statement on page 7 and the Portfolio Managers' Report from page 9.

The ten year record for the NAV and share price performance compared with the Company's Benchmark Index can be found on page 6.

- the discount/premium to NAV:

The Board monitors the price of the Company's shares in relation to their NAV and the premium/discount at which the shares trade. Further information on the Company's discount to NAV can be found in the Chairman's Statement on page 7 and the Five Year Discount History can be found on page 6.

- dividend per share:

As stated above, the Company's stated dividend policy includes a target dividend yield of 4.0% of year end share price. Further information on the three interim dividends and proposed final dividend for the year ended 31 January 2024 are provided in the Chairman's Statement on page 7. The ten year historical record for dividends is shown on page 5.

- the ongoing charges:

The ongoing administrative costs of operating the Company are encapsulated in the ongoing charges ratio, which is calculated in accordance with guidance issued by the Association of Investment Companies ('AIC'). The ongoing charges ratio provides a guide to the effect on performance of annual operating costs. The Board monitors the Company's expenditure at each Board meeting and on an annual basis, the Board reviews an analysis which shows a comparison of the Company's ongoing charges and its main expenses with those of its peers.

The ongoing charges for the year ended 31 January 2024 was 1.01% (2023: 0.95%).

The ten year historical record for ongoing charges is shown on page 5.

Results and Dividends

In the year ended 31 January 2024, the NAV total return was -4.1%, compared with a total return on the Benchmark Index of -3.3%, an underperformance of 0.8%. The discount at the year end was 11.1% (2023: 12.8%).

For the year ended 31 January 2024, three interim dividends of 3.85p per share were paid to shareholders in September and December 2023 and March 2024. Subject to shareholder approval, a final dividend of 5.41p per share will be paid on 11 June 2024 to shareholders on the register on 10 May 2024. This will give total dividends for the year of 16.96p (2023: 18.04p), representing a yield of 4.0% based on the share price as at 31 January 2024. Further details are provided in the Chairman's Statement on page 7. Of the total dividend, 77.7% (2023: 66.5%) was generated from revenue in the year. The remainder was funded from realised capital reserves and represents 0.8% (2023: 1.2% from realised capital reserves) of the year end net assets.

Financial Position and Borrowings

At 31 January 2024, the Company's net assets were valued at £161 million (2023: £175 million), comprising a portfolio of equity investments and net current assets, with £8.8 million borrowings (2023: £nil).

Borrowings under the Company's investment policy may be used to raise market exposure up to the lower of 30% of NAV and £25 million. The Company currently has an overdraft facility with The Bank of New York Mellon under which borrowings are limited to the maximum of 30% of net assets and £15 million, whichever is the lower. The overdraft facility is available for gearing or settlement purposes and £8.8 million was drawn at the year end (2023: £nil).

Outlook, including the Future of the Company

The main trends and factors likely to affect the future development, performance and position of the Company's business can be found in the Portfolio Managers' Report. Details of the principal risks affecting the Company are set out under 'Principal Risks and Uncertainties' below.

Principal Risks and Uncertainties

The Directors confirm that they have carried out a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. Most of these risks are market related and are similar to those of other investment trusts investing primarily in listed markets. The Audit Committee reviews the Company's risk control summary at each meeting, and as part of this process, gives consideration to identify emerging risks. Emerging risks, such as evolving cyber threat, geo-political tension and climate related risks, have been considered during the year as part of the Directors' assessment.

Principal Risk Description	Mitigating Procedures and Controls
<p>Market (Economic) Risk</p> <p>Factors such as fluctuations in stock markets, interest rates and exchange rates are not under the control of the Board or the Portfolio Managers, but may give rise to high levels of volatility in the share prices of investee companies, as well as affecting the Company's own share price and the discount to its NAV. The risk could be triggered by unfavourable developments globally and/or in one or more regions, contemporary examples being the market uncertainty in relation to the wider political developments in Ukraine and the Middle East.</p>	<p>The Directors have assessed the market impact of the ongoing uncertainty from the conflict in Ukraine and the resulting sanctions imposed on Russia through regular discussions with the Portfolio Managers and the Corporate Broker. The Company's current portfolio consists of companies listed on the main UK equity market and those listed on AIM. The Company does not have direct investments in Russia or hold stocks with significant links to Russia. To a limited extent, futures can be used to mitigate against market (economic) risk, as can the judicious holding of cash or other very liquid assets. Futures are not currently being used.</p>
<p>Investment Risk</p> <p>The Company invests in small and medium-sized companies traded on the London Stock Exchange or on AIM. By their nature, these are generally considered riskier than their larger counterparts and their share prices can be more volatile, with lower liquidity. In addition, as smaller companies may not generally have the financial strength, diversity and resources of larger companies, they may find it more difficult to overcome periods of economic slowdown or recession.</p> <p>Furthermore, the risk of climate change and matters concerning ESG could affect the valuation of companies held in the portfolio.</p>	<p>The Portfolio Managers' approach to investment is one of individual stock selection. Investment risk is mitigated via the stock selection process, together with the slow build-up of holdings rather than the purchase of large positions outright. This allows the Portfolio Managers, cautiously, to observe more data points from a company before adding to a position. The overall portfolio is well diversified by company and sector. The weighting of an investment in the portfolio tends to be loosely aligned with the market capitalisation of that company. This means that the largest holdings will often be amongst the larger of the smaller companies available. The Portfolio Managers are relatively risk averse, look for lower volatility in the portfolio and seek to outperform in more challenging markets. The Portfolio Managers remain cognisant at all times of the potential liquidity of the portfolio. There can be no guarantee that the Company's strategy and business model will be successful in achieving its investment objective. The Board monitors the performance of the Company, giving due consideration to how the Manager has incorporated ESG considerations including climate change into their investment process. Further details can be found on pages 19 to 22. The Board also has guidelines in place to ensure that the Portfolio Managers adhere to the approved investment policy. The continuation of the Manager's mandate is reviewed annually.</p>

Principal Risk Description

Mitigating Procedures and Controls

Shareholders' Risk

The value of an investment in the Company may go down as well as up and an investor may not get back the amount invested.

The Board reviews regularly the Company's investment objective and strategy to ensure that it remains relevant, as well as reviewing the composition of the shareholder register, peer group performance on both a share price and NAV basis, and the Company's share price discount to NAV per share. The Board and the Portfolio Managers maintain an active dialogue with the aim of ensuring that the market rating of the Company's shares reflects the underlying NAV; both share buy back and issuance facilities are in place to help the management of this process.

Reliance on the Manager and other Third-Party Service Providers

The Company has no employees and the Board comprises non-executive directors only. The Company is therefore reliant upon the performance of third-party service providers for its executive function and service provisions. The Company's operational structure means that all cyber risk (information and physical security) arises at its third-party service providers, including fraud, sabotage or crime against the Company. The Company's operational capability relies upon the ability of its third-party service providers to continue working throughout the disruption caused by a major event such as the Covid-19 pandemic. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Company and could affect the ability of the Company to successfully pursue its investment policy. The Company's main service providers, of which the Manager is the principal provider, are listed on page 65. The Manager may be exposed to reputational risks. In particular, the Manager may be exposed to the risk that litigation, misconduct, operational failures, negative publicity and press speculation, whether or not it is valid, will harm its reputation. Damage to the reputation of the Manager could potentially result in counterparties and third parties being unwilling to deal with the Manager and by extension the Company, which carries the Manager's name. This could have an adverse impact on the ability of the Company to pursue its investment policy successfully.

Third-party service providers are subject to ongoing monitoring by the Manager and the Board.

The Manager reviews the performance of all third-party providers regularly through formal and informal meetings.

The Audit Committee reviews regularly the performance and internal controls of the Manager and all third-party providers through audited service organisation control reports, together with updates on information security, the results of which are reported to the Board.

The Manager's business continuity plans are reviewed on an ongoing basis and the Directors are satisfied that the Manager has in place robust plans and infrastructure to minimise the impact on its operations so that the Company can continue to trade, meet regulatory obligations, report and meet shareholder requirements. The Board receives regular update reports from the Manager and third-party service providers on business continuity processes and has been provided with assurance from them all insofar as possible that measures are in place for them to continue to provide contracted services to the Company.

Regulatory Risk

The Company is subject to various laws and regulations by virtue of its status as an investment trust, its listing on the London Stock Exchange and being an Alternative Investment Fund under the UK AIFMD regime. A loss of investment trust status could lead to the Company being subject to corporation tax on the chargeable capital gains arising on the sale of its investments. Other control failures, either by the Manager or any other of the Company's service providers, could result in operational or reputational problems, erroneous disclosures or loss of assets through fraud, as well as breaches of regulations.

The Manager reviews the level of compliance with tax and other financial regulatory requirements on a regular basis. The Board regularly considers all risks, the measures in place to control them and the possibility of any other risks that could arise. The Manager's Compliance and Internal Audit team produce annual reports for review by the Company's Audit Committee. Further details of risks and risk management policies as they relate to the financial assets and liabilities of the Company are detailed in note 16 of this Annual Financial Report.

Viability Statement

In accordance with provision 31 of the UK Code of Corporate Governance 2018, the Directors have assessed the prospects of the Company over a longer period than 12 months. The Company is an investment trust, a collective investment vehicle designed and managed for long term investment. While the appropriate

period over which to assess the Company's viability may vary from year to year, the long term for the purpose of this viability statement is currently considered by the Board to be at least five years, with the life of the Company not intended to be limited to that or any other period.

The main risks to the Company's continuation are: insufficient liquidity to meet liabilities as they fall due; poor investment performance over an extended period; shareholder dissatisfaction through failure to meet the Company's investment objective; or the investment policy not being appropriate in prevailing market conditions. Accordingly, failure to meet the Company's investment objective, and contributory market and investment risks are deemed by the Board to be principal risks of the Company and are given particular consideration when assessing the Company's long term viability. Despite the current impact on global markets resulting from the ongoing political developments in Ukraine, Israel and Palestine, the Directors remain confident that the Company's investment strategy will continue to serve shareholders well over the longer term.

The investment objective of the Company has been substantially unchanged for many years. The 2015 amendment to dividend policy gave some additional weight to targeting increased dividend income to shareholders. This change does not affect the total return sought or produced by the Portfolio Managers but was designed to increase returns distributed to shareholders. The Board considers that the Company's investment objective remains appropriate. This is confirmed by contact with major shareholders.

Performance derives from returns for risk taken. The Portfolio Managers' Report on pages 9 to 12 sets out their current investment strategy. There has been no material change in the Company's investment objective or policy.

Demand for the Company's shares and performance are not things that can be forecast, but there are no current indications that either or both of these may decline substantially over the next five years so as to affect the Company's viability.

The Company is a closed end investment trust and can pursue a long term investment strategy and make use of gearing to enhance returns through investment cycles without the need to maintain liquidity for investor redemptions.

Based on the above analysis, including review of the revenue forecast for future years along with stress testing of both the revenue forecast and the portfolio valuation, reverse stress testing of debt covenants and dividend sensitivity analysis, and that shareholders pass the resolution at the forthcoming AGM for the continuation of the Company, the Directors confirm that they expect the Company will continue to operate and meet its liabilities, as they fall due, during the five years ending January 2029.

Duty to Promote the Success of the Company (s.172)

The Directors have a statutory duty under Section 172 of the Companies Act 2006 to promote the success of the Company whilst also having regard to certain broader matters, including the need to engage with employees, suppliers, customers and others, and to have regard to their interests. The Company has no employees and no customers in the traditional sense and in accordance with the Company's nature as an investment trust, the Board's principal concern has been, and continues to be, the interests of the Company's shareholders taken as a whole. In doing so, it has due regard to the impact of its actions on other stakeholders including the Manager, other third-party service providers and the impact of the Company's operations on the community and the environment which are all taken into account during all discussions and as part of the Board's decision making.

The Board is committed to maintaining open channels of communication and engagement with stakeholders in a manner which they find most meaningful. The table below sets out how the Board engages with each of its key stakeholders:

Stakeholder	Key considerations and engagement
Shareholders	<p>The Board endeavours to provide shareholders with a full understanding of the Company's activities and reports formally to shareholders each year by way of the Half-Yearly and Annual Financial Reports. This is supplemented by the daily publication of the net asset value of the Company's ordinary shares on the London Stock Exchange website, and monthly factsheets. Shareholders who attend the AGM can meet the Board and the Portfolio Managers and have the opportunity to hear directly from the Portfolio Managers and ask questions. For shareholders who are unable to attend the AGM, a video update from the Portfolio Managers will be available on the Company's website after the AGM. Shareholders can also visit the Company's section of the Manager's investment trust website, www.invesco.co.uk/ipukscit to access copies of Half-Yearly and Annual Financial Reports, shareholder circulars, factsheets and Stock Exchange announcements.</p> <p>There is a regular dialogue between the Board, the Manager and institutional shareholders to discuss aspects of investment performance, governance and strategy and to listen to shareholder views in order to help to develop an understanding of their issues. Meetings between the Manager and institutional shareholders are reported to the Board, which monitors and reviews shareholder communications on a regular basis.</p>

Stakeholder	Key considerations and engagement
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Manager & other key third-party service providers

The Board engages representatives of the Manager at every Board meeting and receives updates from the Portfolio Managers on a regular basis outside of these meetings.

At every Board meeting the Directors receive an investor relations update from the Manager, which details any significant changes in the Company's shareholder register, shareholder feedback, as well as notifications of any publications or press articles.

In order to function as an investment trust with a premium listing on the London Stock Exchange, the Company relies on a diverse range of reputable advisers for support in meeting all relevant obligations. The Board, through the Manager, maintains regular contact with its key external service providers and receives regular reporting from them, both through the Board and committee meetings, as well as outside of the regular meeting cycle. Their advice, as well as their needs and views are routinely taken into account.

The Board (through the Management Engagement Committee) formally assesses the third-party service providers' performance, fees and continuing appointment on an annual basis to ensure that the key service providers continue to function at an acceptable level and are appropriately remunerated to deliver the expected level of service.

The Audit Committee reviews and evaluates the financial reporting control environments in place at each service provider. There have been no material changes to the level of service provided by the Company's third-party suppliers during the year.

Investee Companies

On the Company's behalf the Manager engages with investee companies, particularly in relation to ESG matters and shares held in the portfolio are voted at general meetings.

An example of how the Manager engaged with an investee company can be found on pages 19 and 20.

Association of Investment Companies ('AIC')

The Company is a member of the AIC, which looks after the interests of investment trusts and provides information to the market. Comprehensive information relating to the Company can be found on the AIC website.

As a member of the AIC, the Company is welcomed to comment on consultations and proposal documents on matters affecting the Company and annually to nominate and vote for future AIC board members.

Some of the key discussions and decisions the Board made during the year were:

- to appoint Bridget Guerin as Chairman of the Board and Nomination Committee with effect from the conclusion of the 2023 AGM;
- to appoint Mike Prentis as the Chairman of the Management Engagement Committee and as Senior Independent Director with effect from the conclusion of the 2023 AGM; and
- to appoint one additional director to enable long term succession planning and to ensure the Board has a good balance of skills. After a rigorous recruitment process, Simon Longfellow was appointed as a director of the Company with effect from 1 July 2023.
- to appoint Robin West to the role of Co-Portfolio Manager of the Company alongside Jonathan Brown.
- to consider and approve the renewal of the Company's overdraft facility.
- in line with the Company's dividend policy, the Board agreed to pay total dividends for the year ended 31 January 2024 of 16.96p per share. Dividends were paid from a combination of revenue and capital reserves. Factors the Board took into consideration in deciding the 2024 dividends included: shareholder expectations, revenue generated by the Company during the year, revenue forecasts for the current financial year and the capacity of the Company to pay dividends out of its reserves.

- to develop an enhanced marketing and communications strategy for the Company to improve communication with shareholders. The strategy will be overseen by a Marketing Committee to be formed in the financial year ending 31 January 2025. The Committee will be chaired by Simon Longfellow.

Environmental, Social and Governance ('ESG') Matters

In relation to the portfolio, the Company has delegated the management of the Company's investments to the Manager.

The Manager is committed to being a responsible investor and applies, and is a signatory to, the United Nations Principles for Responsible Investment ('PRI'), which demonstrates its extensive efforts in terms of ESG integration, active ownership, investor collaboration and transparency. The Manager scored four stars for its Investment & Stewardship Policy under the new scoring methodology produced by PRI. This followed five consecutive years of achieving an A+ rating for responsible investment (Strategy & Governance) under the previous methodology. In addition, the Manager is an active member of the UK Sustainable Investment and Finance Association as well as a supporter of the Task Force for Climate Related Financial Disclosure ('TCFD') since 2019 and published its fourth iteration of its TCFD-aligned Climate Change Report in 2023.

The Manager is complying with the spirit of the Sustainable Finance Disclosure Regulation ('SFDR') which came into effect within the European Union on 10 March 2021 and is disclosing

in its AIFM document as well as on its webpage (<https://www.invesco.com/uk/en/about-us/esg-and-responsible-investing.html>) how sustainability risks are integrated.

The Manager's investment team incorporates ESG considerations in its investment process as part of the evaluation of new opportunities, with identified ESG concerns feeding into the final investment decision and assessment of relative value. The Portfolio Managers make their own conclusions about the ESG characteristics of each investment held and about the overall ESG characteristics of the portfolio, although third party ESG ratings may inform their view. Additionally, the Manager's ESG team provides formalised ESG portfolio monitoring.

Regarding stewardship, the Board considers that the Company has a responsibility as a shareholder towards ensuring that appropriate standards of corporate governance are maintained in the companies in which it invests. To achieve this, the Board does not seek to intervene in daily management decisions, but aims to support high standards of governance and, where necessary, will take the initiative to ensure those standards are met. The principal means of putting shareholder responsibility into practice is through the exercise of voting rights. The Company's voting rights are exercised on an informed and independent basis.

Further details are shown in the ESG Statement from the Manager on pages 19 to 22.

The Company's stewardship functions have been delegated to the Manager. The Manager has adopted a clear and considered policy towards its responsibility as a shareholder on behalf of the Company. As part of this policy, the Manager takes steps to satisfy itself about the extent to which the companies in which it invests look after shareholders' value and comply with local recommendations and practices, such as the UK Corporate Governance Code. The Manager is also a signatory to the UK Stewardship Code, which seeks to improve the quality of engagement between institutional investors and companies to help improve long-term returns to shareholders and the efficient exercise of governance responsibilities.

A copy of the current Manager's Stewardship Policy can be found at www.invesco.com/uk.

A greenhouse gas emissions statement is included in the Directors' Report on page 30.

Task Force for Climate-related Financial Disclosures ('TCFD')

Whilst TCFD is currently not applicable to the Company, the Manager has produced a product level report on the Company in accordance with the Financial Conduct Authority's ('FCA') rules and guidance regarding the disclosure of climate-related financial information consistent with TCFD Recommendations and Recommended Disclosures. These disclosures are intended to help meet the information needs of market participants, including institutional clients and consumers of financial products, in relation to the climate-related impact and risks of the Manager's TCFD in-scope business. The product level report on the Company is available on the Company's website.

Modern Slavery

The Company is an investment vehicle and does not provide goods or services in the normal course of business or have customers. Accordingly, the Directors consider that the Company is not required to make any slavery or human trafficking statement under the Modern Slavery Act 2015.

Board Diversity

The Board considers diversity, including the balance of skills, knowledge, experience and gender amongst other factors when reviewing its composition and appointing new directors. The Board continues to recognize the importance of having a range of skilled and experienced individuals with the right knowledge represented on the Board in order to allow it to fulfil its obligations.

In view of its relatively small size, the Board will continue to ensure that all appointments are made on the basis of merit against the specification prepared for each appointment. In doing so, the Board will seek to meet the targets set out in the FCA's Listing Rule 9.8.6R (9)(a), which are summarised below.

In accordance with Listing Rule 9.8.6R (9), (10) and (11) the Board has provided the following information in relation to its diversity as at 31 January 2024, being the financial year end of the Company. The information included in the tables below has been obtained following confirmation from the individual Directors. As shown in the tables, the Company did not meet the FCA gender and ethnic diversity targets as at 31 January 2024, however the Board will continue to take all matters of diversity into account as part of its succession planning.

Board Gender as at 31 January 2024

	Number of Board members	Percentage of the Board	Number senior positions on the Board	Number in executive management	Percentage of executive management ^A
Men	3	75%	1 ^B	n/a	n/a
Women	1 ^C	25%	1 ^D	n/a	n/a

A The Company does not disclose the number of directors in executive management as this is not applicable for an investment trust.

B The position of Senior Independent Director is held by a man.

C Does not meet the target as set out in LR 9.8.6R (9)(a)(i).

D Meets the target of 1 as set out in LR 9.8.6R (9)(a)(ii).

Board Ethnic Background as at 31 January 2024

	Number of Board members	Percentage of the Board	Number senior positions on the Board	Number in executive management	Percentage of executive management ^A
White British or other White (including minority-white groups)	4	100%	2	n/a	n/a
Minority ethnic	0 ^B	0%	0	n/a	n/a

A The Company does not disclose the number of directors in executive management as this is not applicable for an investment trust.

B Does not meet the target as set out in LR 9.8.6R (9)(a)(iii).

There have been no changes since the year end that have affected the Company's ability to meet the targets set in LR 9.8.6R (9)(a).

The Strategic Report was approved by the Board of Directors on 30 April 2024.

Environmental, Social and Corporate Governance ('ESG') Statement from the Manager

- Investing in stocks which have the right ESG momentum behind them can be a positive way for our funds to potentially generate alpha.
- We draw upon ESGintel, Invesco's proprietary tool, which helps us to better understand how companies are addressing ESG issues.
- We engage with companies to understand corporate strategy today in order to assess how this could evolve in the future.
- We monitor how companies are performing from an ESG perspective and assess if the valuations fairly reflect the progress being made.

A Recap of Our Approach to ESG

Our focus as active fund managers is always on finding mispriced stocks and ESG integration underpins our investment process at every stage.

The incorporation of ESG into our investment process considers ESG factors as inputs into the wider investment process as part of a holistic consideration of the investment risk and opportunity. The core aspects of our ESG philosophy include: materiality; ESG momentum; and engagement.

- Materiality refers to the consideration of ESG issues that are financially material to the corporate or issuer we are analysing.
- The concept of ESG Momentum, or improving ESG performance over time, indicates the degree of improvement of various ESG metrics and factors and helps fund managers identify upside in the future. We find that companies which are improving in terms of their ESG practices may enjoy favourable financial performance in the longer term.
- Engagement is part of our responsibility as active owners which we take very seriously, and we see engagement with companies as an opportunity to encourage continual improvement. Dialogue with portfolio companies is a core part of the investment process for us. As such, we often participate in board level dialogue and are instrumental in giving shareholder views on management, corporate strategy, transparency, and capital allocation as well as wider ESG aspects.

The following examples illustrate the Managers' approach to ESG engagement.

Engagement Example 1

- *Environmental and Facilities Services provider*
- *Issues addressed: Governance*

Issue

During 2022 the company received a 15% vote against the remuneration report and a 10% vote against the re-election of the chair. We voted in favour of both resolutions after engaging with the company but decided to continue our engagement given the level of dissent. With regard to remuneration there were some concerns raised regarding the level of the chief executive officer's ('CEO') salary and total compensation which were both above median compared to peers. Further, the pension contribution was 20% for executives which was higher than the broader workforce. In addition, the non-executive chair received a fee increase of 12%.

Action

Ahead of the April 2023 AGM, we arranged a call with the Chair to discuss, among other things, the composition of the board and the remuneration proposal for 2023.

In January 2023 we had a call with the chair, the senior independent director and investor relations ('IR'). During the call we spoke about the composition of the board, in particular the succession planning for the CEO. The company discussed the process by which the new CEO would take over the role. We also discussed the remuneration structure. We expressed our preference for there to be a focus on free cash flow, total shareholder return ('TSR') and return on capital invested. We expressed our opinion that these metrics should drive the right behaviours.

Finally, we questioned the board's approach to capital allocation and return of capital. We highlighted the approach that Next Plc take to capital return, namely using share buy-backs to reduce shares in issue at the right price and ensure that shares are left in the hands of long term shareholders. The company responded that it continues to consider various ways of returning capital; dividends, buy-backs, tenders. Most recently they had decided on a dividend which we were supportive of.

Outcome

After engaging with the company and discussing various issues regarding corporate governance, we were comfortable voting in favour of both the remuneration report and the re-election of the chair. We will continue to monitor board composition and remuneration and continue to raise any concerns we have with the relevant members of the board.

Engagement Example 2

- Digital and management information provider
- Issues addressed: Corporate Performance and Management of the Company

Issue

The discussion focused on concerns regarding a lack of engagement with shareholders with regard to succession planning for both the chief financial officer ('CFO') and CEO, board independence and questionable strategy decisions around acquisitions leading to overly optimistic forecasts. The fund managers were of the view that with the right management, value within the business could be unlocked.

Action

Invesco's UK Equity fund managers engaged with the UK Investment Advisory team following the changes to the board and met with the previous CEO of the company, who continued to be a material shareholder holding 1% of the issued share capital. He expressed his concerns over the recent changes and suggested that, given his knowledge of the business, he should return to the company as an interim CEO until a suitable candidate could be identified and hired.

The fund managers were keen to gauge whether this path would receive broader shareholder support. As part of initial internal discussions various engagement options were canvassed, the likelihood of success and what internal teams would need to be brought in to execute the plan (for example, legal and compliance). After the consideration of engagement via Industry Bodies and collective shareholder engagement, it was decided that the best path forward would be to engage with the company's broker and suggest to the previous CEO that he had to take the lead on engaging with a number of the company's largest shareholders. (Had this option not resulted in the preferred outcome, there were alternative plans that would escalate our engagement). Both the fund managers in the UK and the US arranged calls with the board of the company during August 2023 to discuss, amongst other matters, the position of the CEO and the succession process.

Outcome

The company announced the reappointment of the previous CEO as interim CEO and board director with immediate effect to facilitate an orderly handover of duties and also to maintain

continuity for the board and shareholders during this transitional period. They also announced that the executive chair was stepping down to resume the previous role as non-executive chair with immediate effect. On the back of the announcement the share price of the company increased.

Invesco continued to monitor the company's management team and board function appropriately until the holding was subsequently sold.

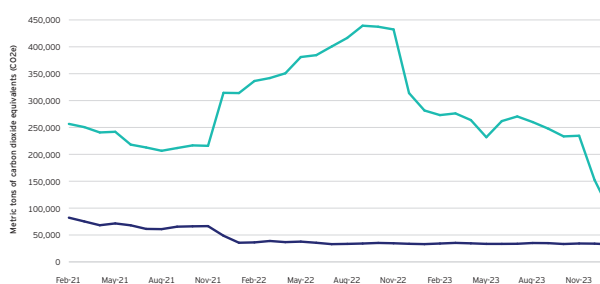
Update on the Portfolio's Climate Credentials

Climate change continues to be a strategic priority for Invesco, with a commitment to the Net Zero Asset Managers initiative. Companies' climate transition plans were common topic discussed in our ESG engagements over the last twelve months. As can be seen from the chart below, the portfolio's carbon intensity remains well below that of the benchmark index. Encouragingly, we have seen more net zero commitments from smaller companies, suggesting this portfolio's carbon intensity is likely to continue this lower trend.

Invesco Perpetual UK Smaller Companies Investment Trust plc – Carbon Time Series

ISS Scope 1+2 Emissions

- Invesco Perpetual UK Smaller Companies Investment Trust plc
- Deutsche Numis Smaller Companies + AIM (excluding Investment Companies)



Source: ISS as at 31 January 2024. Portfolio & Benchmark holdings as of January 2021 through January 2024.

ESG as Part of the Investment Process

ESG integration is an ongoing strategic effort to systematically incorporate ESG Factors into fundamental analysis. The aim is to provide a 360 degree valuation of financial and non-financial materially relevant considerations and to help guide the portfolio strategy.

Our investment process has three stages and below we go through in detail how ESG is integrated into each stage of our process.

Unconstrained, long term, bottom up stock pickers with a macro overlay		
Research and idea generation	Fundamental & financial analysis	Portfolio construction and risk management
<ul style="list-style-type: none"> • Stock ideas generated from universe of circa 900 companies • Growth focused • Leverage off other Invesco teams • External brokers and research providers • Overlay of macro ideas and investment themes 	<ul style="list-style-type: none"> • Over 1000 in-house research profiles • Circa 350 company meetings and site visits each year • Fundamental analysis of company and market • Detailed financial analysis and valuation appraisal 	<ul style="list-style-type: none"> • Rigorous security selection • Well diversified portfolio of 70-80 names • Structured sell discipline • Long term investors, resulting in low portfolio turnover • Multi-level system of risk management which promotes fund manager accountability

Research & Idea Generation

Ideas come from many sources - our own screening and research, other members of the UK Equity Team, or colleagues from other equity teams. In addition, ideas come from various company meetings, and from exploiting the intellectual capital of our sell side contacts. We see it as important to spread our nets as wide as possible when trying to come up with stock ideas which may find their way into our portfolios. We remain open minded as to the type of companies we will consider. This means not ruling out companies just because they happen to be unpopular at that time and vice versa.

ESG can create opportunities too - for example, the benefits of moving towards more sustainable sources of energy like wind, solar and hydroelectric power generation. This highlights the importance of opportunities brought about by ESG and not just the risks. ESG can also influence the timing and scale of a mispricing being corrected in the market.

To be clear, at this early stage of the investment process we typically would not rule out companies with a sub-optimal ESG score. Investing in stocks which have the right ESG momentum behind them, by focusing on fundamentals and the broader investment landscape, can be a unique way for our strategy to potentially generate alpha.

Fundamental & Financial Analysis

Research is at the core of what we do and is what we spend most of our time doing. The key is to filter out those ideas which are not aligned with our investment philosophy and concentrating on those where we see the strongest investment case. Our fundamental analysis covers many drivers, for example, corporate strategy, market positioning, competitive dynamics, top-down fundamentals, financials, regulation, valuation, and, of course, ESG considerations, which guide our analysis throughout. The key drivers will differ according to each stock.

We use a variety of tools from different providers to measure ESG factors. In addition, at Invesco, we have developed ESGintel, Invesco's proprietary tool built by our Global ESG research in collaboration with our technology Strategy Innovation and Planning ('SIP') team.

ESGintel provides fund managers with environmental, social and governance insights, metrics, data points and direction of change. In addition, ESGintel offers fund managers an internal rating on a company, a rating trend, and a rank against sector peers. The approach ensures a targeted focus on the issues that matter most for sustainable value creation and risk management.

This provides a holistic view on how a company's value chain is impacted in different ways by various ESG topics, such as compensation and alignment, health and safety, and low carbon transition/climate change.

We always try to meet with a company prior to investment. We may well have invested in the company previously and be familiar with the business and we are returning to the investment case because something has changed and we see an opportunity. Based on our fundamental research, including any ESG findings, we focus on truly understanding the key drivers and, most importantly, the path to change. This helps us better understand corporate strategy today and how this could evolve in the future. Today, the subject of ESG is increasingly part of these discussions, led by us.

Portfolio Construction & Risk Management

We aim to create a well-diversified portfolio of active positions that reflect our assessment of the potential upside for each stock weighted against our assessment of the risks. Sustainability and

ESG factors will be assessed alongside other fundamental drivers of valuation. The impact of any new purchases will need to be considered at a fund level. How will it affect the shape of the portfolio having regard to fund objectives, existing positions, overall size of the fund, liquidity and conviction?

We do not seek out stocks which score well on internal or third-party research simply to reduce portfolio risk. We ask the question, "Why does the idea deserve a place in the portfolio?" We ask this because there is a competition for capital, a new idea will require something else to be sold or reduced so that it can be included.

Ongoing Monitoring

We continuously monitor how the stocks are performing as well as considering possible replacements. Are the investment cases strengthening or weakening? Are their valuations reflecting the companies' prospects appropriately? Is the company performing from an ESG perspective and are the valuations fairly reflecting the progress being made or not? Are the anticipated key drivers playing out or not? These questions, and their answers, are all of equal importance to us.

How do we monitor our holdings from an ESG perspective? Again, the same resources used during the fundamental stage are available to us. Our regular meetings with the management teams of the companies we own provides an ideal platform to discuss key ESG issues, which will be researched in advance. We draw on our own knowledge as well as relevant analysis from our ESG team and data from our previously mentioned proprietary system ESGintel which allows us to monitor progress and improvement against sector peers. Outside of company management meetings we constantly discuss all relevant ESG issues with the wider UK Equity team, either stimulated internally or from external sources.

We carry out additional ESG analysis on companies when warranted. Depending on the particular case this is often in conjunction with the ESG team. Such cases would be those that are more controversial, considered to be higher risk and viewed poorly by ESG providers, resulting in a valuation discount. We do not just look at the specific issue considered to be higher risk either, for example the environmental risk of an oil company, but all areas of ESG. This means undertaking extensive analysis of social and governance policies and actions at the same time. We would note that this analysis is an ongoing process, typically involving multiple engagements with the company over a long period of time. All ESG discussions and interactions are written up - including our views and thoughts - with a section solely dedicated to ESG. Likewise, research undertaken by the ESG team is available to all fund managers at Invesco and the wider business. Further analysis could be warranted as a result of these discussions.

Challenge, Assessing & Monitoring Risk

In addition, there are two more formal ways in which our funds are monitored:

There is a rigorous semi-annual review process which includes a meeting led by the ESG team to assess how our various portfolios are performing from an ESG perspective. This ensures a circular process for identifying flags and monitoring of improvements over time. These meetings are important in capturing issues that have developed and evolved whilst we have been shareholders. It is our responsibility to decide if it is appropriate, or not, to investigate these issues in more detail. We may ask the ESG team to assist in undertaking more analysis or discuss such issues with the company themselves or external brokers.

There is also the 'Chief Investment Officer ('CIO') challenge', a formal review meeting held between the Henley Investment Centre's CIO and each fund manager. Prior to the meeting, the

Investment Oversight Team prepare a detailed review of a portfolio managed by the fund manager. This review includes a full breakdown of the ESG performance using research data from Sustainalytics and ISS, such as the absolute ESG performance of the fund, relative performance to benchmarks, stocks exposed to severe controversies, top and bottom ESG performers, carbon intensity and trends. The ESG team review the ESG data and develop stock specific or thematic ESG questions. The ESG performance of the fund is discussed in the CIO challenge meeting, with the CIO using the data and the stock specific questions to analyse the fund manager's level of ESG integration. The aim of these meetings is not to prevent a fund manager from holding any specific stock: rather, what matters is that the fund manager can evidence understanding of ESG issues and show that they have been taken into consideration when building the investment case.

Voting Policy

We review AGM and EGM proposals taking into account our own knowledge of the companies in which our funds are invested, as well as the comments and recommendations of proxy research providers ISS, Glass Lewis and IVIS. In addition, Invesco provides proprietary proxy voting recommendations and publishes these recommendations via its PROXYintel platform.

All voting decisions remain with us as the fund managers, however, where we vote against an Invesco voting recommendation, the rationale for such decision is recorded and available on the platform.

Where there are situations of controversy or differing views between the consultants mentioned above, we will draw on the expertise of our internal ESG team for advice. There will be times when we will follow the recommendations made by proxy research providers but times where we disagree with the stance being taken.

Voting in line with management recommendations should not be seen as evidence of a lack of engagement or challenge on our part, but rather that we believe that the governance of the companies in which we are invested is appropriate for the size of the company, robust and worthy of support. There may be instances where we vote in support of management, but the ESG performance of the company is not perfect and issues have been identified. In this situation we would have been engaged with the company leading up to the vote and if necessary, would have raised concerns and likely given a time horizon or measure for improvement which, if not met, could lead to a vote against in the future. In that respect, our approach to governance is one of engagement and improvement. We do not expect companies to change overnight but we do expect continual review of governance processes and continued improvement.

Update on Company Voting

Invesco Perpetual UK Smaller Companies Investment Trust plc ('PUKSI') for the 12 month time period from 1 February 2023 to 31 January 2024

No	Category	Total Number	Total %
1	Ballots Voted (Accepted & Rejected)	85	100.00
2	Ballots Voted (Accepted)	85	100.00
3	Ballots Against Management* Recommendations	15	17.65
4	Ballots Against IVZ Recommendations	40	47.06

*Management refers to the management of the investee company.

Conclusion

The regulatory landscape is rapidly evolving, which increasingly compels organisations and investors alike to clearly demonstrate their awareness of ESG issues in their decisions. Landmark initiatives such as the European Union's new Sustainable Finance Disclosure Regulation ('SFDR') are at the forefront of this shift.

We believe that our approach is honest, coherent and pragmatic. The principles behind ESG deserve to be

embedded in an investment framework which encourages positive change. Coupling this with a focus on valuation is, to our minds, the best way to deliver strong investment outcomes for our clients' long term. This reinforces our fundamental belief that responsible investing demands a long-term view and that a stakeholder-centric culture of ownership and stewardship is at the heart of ESG integration.

Investments in Order of Valuation

AT 31 JANUARY 2024

Ordinary shares unless stated otherwise

Company	Sector	Market Value £'000	% of Portfolio
4imprint	Media	8,397	4.9
JTC	Investment Banking and Brokerage Services	6,433	3.8
Hollywood Bowl	Travel and Leisure	5,398	3.2
Hill & Smith	Industrial Metals and Mining	5,206	3.1
Hilton Food	Food Producers	4,852	2.9
Chemring	Aerospace and Defence	4,623	2.7
Serco	Industrial Support Services	4,519	2.7
CVS ^{AIM}	Consumer Services	4,426	2.6
Alfa Financial Software	Software and Computer Services	4,402	2.6
Advanced Medical Solutions ^{AIM}	Medical Equipment and Services	4,089	2.4
Top Ten Holdings		52,345	30.9
AJ Bell	Investment Banking and Brokerage Services	4,003	2.4
Coats	General Industrials	3,766	2.2
discoverIE	Electronic and Electrical Equipment	3,583	2.1
Keywords Studios ^{AIM}	Leisure Goods	3,452	2.0
Energiean	Oil, Gas and Coal	3,400	2.0
Genuit	Construction and Materials	3,397	2.0
Brooks Macdonald ^{AIM}	Investment Banking and Brokerage Services	3,311	1.9
Essentra	Industrial Support Services	3,169	1.9
Volution	Construction and Materials	3,148	1.9
Johnson Service ^{AIM}	Industrial Support Services	2,984	1.8
Top Twenty Holdings		86,558	51.1
Kainos	Software and Computer Services	2,936	1.7
Alpha Financial Markets Consulting ^{AIM}	Industrial Support Services	2,859	1.7
Young & Co's Brewery - Non-Voting ^{AIM}	Travel and Leisure	2,826	1.7
Marshalls	Construction and Materials	2,782	1.7
Loungers ^{AIM}	Travel and Leisure	2,773	1.6
Mitchells & Butlers	Travel and Leisure	2,574	1.5
Robert Walters	Industrial Support Services	2,531	1.5
Aptitude Software	Software and Computer Services	2,429	1.4
Wickes	Retailers	2,404	1.4
RWS ^{AIM}	Industrial Support Services	2,339	1.4
Top Thirty Holdings		113,011	66.7
Ricardo	Construction and Materials	2,250	1.3
Churchill China ^{AIM}	Household Goods and Home Construction	2,241	1.3
Learning Technologies ^{AIM}	Software and Computer Services	2,197	1.3
The Gym	Travel and Leisure	2,196	1.3
Videndum	Industrial Engineering	2,195	1.3
Avon Protection	Aerospace and Defence	2,172	1.3
XP Power	Electronic and Electrical Equipment	2,170	1.3
Focusrite ^{AIM}	Leisure Goods	2,056	1.2
Secure Trust Bank	Banks	2,007	1.2
Severfield	Construction and Materials	1,993	1.1
Top Forty Holdings		134,488	79.3

Company	Sector	Market Value £'000	% of Portfolio
Midwich ^{AIM}	Industrial Support Services	1,971	1.1
Auction Technology	Software and Computer Services	1,950	1.1
Tatton Asset Management ^{AIM}	Investment Banking and Brokerage Services	1,875	1.1
FDM	Industrial Support Services	1,861	1.1
Crest Nicholson	Household Goods and Home Construction	1,829	1.1
Next Fifteen Communications ^{AIM}	Media	1,813	1.1
Workspace	Real Estate Investment Trusts	1,795	1.1
VP	Industrial Transportation	1,707	1.0
GB Group ^{AIM}	Software and Computer Services	1,630	1.0
CLS	Real Estate Investment and Services	1,623	1.0
Top Fifty Holdings		152,542	90.0
Future	Media	1,555	0.9
PZ Cussons	Personal Care, Drug and Grocery Stores	1,539	0.9
Treant	Chemicals	1,354	0.8
YouGov ^{AIM}	Media	1,352	0.8
M&C Saatchi ^{AIM}	Media	1,342	0.8
Dunelm	Retailers	1,299	0.8
FD Technologies ^{AIM}	Software and Computer Services	1,287	0.8
Topps Tiles	Retailers	1,194	0.7
Jadestone Energy ^{AIM}	Oil, Gas and Coal	942	0.6
Marlowe ^{AIM}	Industrial Support Services	911	0.5
Top Sixty Holdings		165,317	97.6
Gooch & Housego ^{AIM}	Technology Hardware and Equipment	909	0.5
Vistry	Household Goods and Home Construction	888	0.5
NIOX ^{AIM}	Medical Equipment and Services	746	0.4
Savills	Real Estate Investment and Services	609	0.4
MJ Gleeson	Household Goods and Home Construction	579	0.3
Thruvision ^{AIM}	Electronic and Electrical Equipment	433	0.3
Total Investments: (66)		169,481	100.0

^{AIM} Investments quoted on AIM.

The percentage of the portfolio by value invested in AIM stocks at the year end was 29.9% (2023: 32.8%). There were 24 AIM stocks held at the year end, representing 36.4% of the 66 stocks (2023: 26 AIM stocks held representing 37.1% of the 70 stocks held).



Governance

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Directors



Bridget Guerin

Joined the Board on 8 May 2018 and became Chairman on 8 June 2023. She has spent almost 40 years in the investment industry and has held senior positions as marketing director at Ivory & Sime and Schroders, where she was responsible for the launch and support of several investment trusts. She was also managing director of Matrix Money Management Limited. She is a

non-executive director of Mobeus Income & Growth VCT plc and STS Global Income & Growth Trust plc. Bridget is Chairman of York Racecourse and is a non-executive director of Beverley Racecourse. She is also a trustee of the York Racecourse Pension Fund.



Mike Prentis

Joined the Board on 22 February 2021. Mike has 33 years of investment management experience, most recently at BlackRock where he was a Fund Manager and Managing Director. For many years he managed funds investing in listed UK small and mid cap companies. These funds included BlackRock Smaller Companies Trust plc (2002 to 2019) and BlackRock

Throgmorton Trust plc (2008 to 2018), both now FTSE250 constituents. He was Head of the BlackRock UK Small and Mid Cap Equities Team (2015 to 2017). Previously, he worked in private equity, mainly helping to put together management buyouts; he was a Local Director for 3i Group plc. Mike qualified as a Chartered Accountant with Peat Marwick Mitchell (now KPMG). He is also Senior Independent Director and Chairman of the Remuneration Committee at Central Asia Metals plc.



Graham Paterson

Joined the Board on 15 October 2019 and was appointed as Chairman of the Audit Committee on 11 June 2020. He is an investment and financial services professional with over 20 years' experience in the private equity industry. A Chartered Accountant, Graham was one of the founding partners of SL Capital Partners LLP (formerly Standard Life Investments

(Private Equity) Ltd), where he was a partner and board member until 2010. During his 13 years at SL Capital, he was one of the managers of Standard Life Private Equity Trust plc and was a member of the advisory boards to a number of leading private equity fund managers. In 2013, Graham co-founded TopQ Software Ltd which was acquired by eVestment Inc (now part of NASDAQ Inc) in 2015. Graham is the Chairman of Mobeus Income & Growth 4 VCT plc, and a non-executive director of Baillie Gifford US Growth Trust plc and Diaceutics Plc. He is also non-executive chairman of Datactics Limited.



Simon Longfellow

Joined the Board on 1 July 2023. Simon co-founded Steps to Investing Limited which launched in 2020 and also runs marketing consultancy Neo Strategic Marketing. Until 2019, he was the Head of Investment Trust Marketing at Janus Henderson Investors, focusing on marketing investment trusts to retail investors. Simon is currently the independent director of Electric and

General Investment Fund and a non-executive director of CT Global Managed Portfolio Trust plc, and a director of Neo Strategic Marketing Limited.

All Directors are non-executive, are considered independent and are members of the Audit, Management Engagement and Nomination Committees.

Directors' Report

Introduction

The Directors present their report for the year ended 31 January 2024.

Business and Status

The Company was incorporated and registered in England and Wales on 7 May 1987 as a public limited company, registered number 02129187. It is an investment company as defined by Section 833 of the Companies Act 2006 and operates as an investment trust within the meaning of the Corporation Tax Act 2010 and the Investment Trust (Approved Company) (Tax) Regulations 2011. HM Revenue & Customs have approved the Company's status as an investment trust and, in the opinion of the Directors, the Company has conducted its affairs so as to enable it to maintain such approval.

Corporate Governance

The Corporate Governance Statement set out on page 34 is included in this Directors' Report by reference.

The Board

All directors are non-executive and all are regarded by the Board as independent of the Company's Manager. The Directors have a range of business, financial and asset management skills as well as experience relevant to the direction and control of the Company.

Brief biographical details of members of the Board are shown on page 26.

When considering the independence of directors, the Board takes into account their experience and whether a director is independent in character and judgement. The Board considers that all directors are independent of the Company's Manager.

Chairman

The Chairman of the Board is Bridget Guerin, and she has been a member of the Board since May 2018 and Chairman since June 2023. Bridget is an independent non-executive director with no conflicting relationships.

Senior Independent Director

The Senior Independent Director is Mike Prentis. He is available to shareholders if they have concerns which contact through the normal channels of Chairman or Manager has failed to resolve or for which such contact is inappropriate. No such issues were raised during the year.

Board Responsibilities

The Board has overall responsibility for the Company's affairs. The Directors are equally responsible under United Kingdom law for promoting the success of the Company and for the proper conduct of the Company's affairs taking into consideration the likely consequences of any decision in the long-term; the need to foster business relationships with its Manager and advisers; the impact of the Company's operations on the community and the environment; the desirability of the Company maintaining a reputation for high standards of business conduct; and the need to act fairly between shareholders of the Company. This is reported in the Business Review section of the Strategic Report

on pages 16 and 17. The Board is committed to the prevention of corruption in the conduct of the Company's affairs and, taking account of the nature of the Company's business and operations, has put in place procedures that the Board considers adequate to prevent persons associated with it from engaging in bribery for and on behalf of the Company and has a zero tolerance approach towards the criminal facilitation of tax evasion. In addition, the Board is responsible for ensuring that the Company's policies and activities are in the interests of the Company's shareholders and that the interests of creditors and suppliers to the Company are properly considered. The long-term success of the Company is promoted by directing and supervising its affairs within a framework of effective controls which enable risk to be assessed and managed.

The schedule of matters reserved for decision by the Board is available at the registered office of the Company and on the Company's section of the Manager's website at www.invesco.co.uk/ipukscit. The main responsibilities include: setting the Company's strategy, and its investment objective and policies; ensuring that the Company's obligations to shareholders and others are understood and complied with; approving accounting policies and dividend policy; managing the capital structure; reviewing investment performance; approving loans and borrowing; and assessing risk and overseeing its mitigation. The Board also seeks to ensure that shareholders are provided with sufficient information, in order to understand the balance between risk and reward to which they are exposed by holding the Company's shares, through the portfolio details given in the Half-Yearly and Annual Financial Reports, factsheets and daily NAV disclosures.

The Board meets on a regular basis at least four times each year. Additional meetings are arranged as necessary. Board meetings follow a formal agenda, which includes a review of the investment portfolio with a report from the Manager on the current investment position and outlook, strategic direction, performance versus stock market indices and the Company's peer group, asset allocation, gearing policy, cash management, revenue forecasts for the financial year, marketing and shareholder relations, corporate governance, regulatory changes, industry best practice and other issues.

To enable the Directors of the Board to fulfil their roles, the Manager ensures that all Directors have timely access to all relevant management, financial and regulatory information.

There is an agreed procedure for Directors, if thought necessary in the furtherance of their duties, to take legal advice at the Company's expense up to an initial cost of £10,000, having first consulted with the Chairman.

The Board as a whole undertakes periodically the responsibilities for remuneration. The remuneration of Directors and their shareholdings are reported on in more detail in the Directors' Remuneration Report on pages 37 to 39.

The Directors confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken steps that he or she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

The Committees

The Board has three committees: the Audit Committee, Nomination Committee and Management Engagement Committee. Each Committee has written terms of reference, which clearly define each Committee's responsibilities and duties. The terms of reference of each Committee are available for inspection at the AGM, at the registered office address of the Company and also available via the Company's section of the Manager's website.

Audit Committee

The composition and activities of the Audit Committee are summarised in the Audit Committee Report on pages 35 and 36, which is included in this Directors' Report by reference.

Management Engagement Committee

The Board is considered small for the purposes of the AIC Code and therefore the Management Engagement Committee comprises the entire Board under the chairmanship of Mike Prentis. The Committee meets annually to review the investment management agreement with the Company's Manager and to review the services provided by the Manager.

After the year end, the Committee reviewed the performance of the Portfolio Managers against the Company's benchmark and peer group as well as the administration services including company secretarial services provided by the Manager. In addition, investment management fees were reviewed against those in the peer group and other comparative products. The Committee recommended the continuing appointment of the Manager and Company Secretary on the same terms and the basis of the Committee's assessment is set out on page 30.

Nomination Committee

The Nomination Committee is responsible for identifying and nominating to the Board suitable candidates taking into consideration any identified requirements and the following: the ability of any new director to devote sufficient time to the Company to carry out his or her own duties effectively; and the benefits of diversity (including gender). All Directors are members of the Nomination Committee under the chairmanship of Bridget Guerin. The Committee meets at least once a year to review the Board's size, composition and structure, and to ensure an appropriate balance of skills, experience, independence and knowledge of the Company. The Committee will continue to ensure that all appointments are made on the basis of merit against the specification prepared for each appointment and that diversity forms part of the Committee's deliberations. Further details on Board diversity are on page 18.

The Committee met twice during the year to review the results of the Board evaluation and succession planning. When reviewing the Board's succession plan, the Committee took into consideration the skills and tenure of the Directors, as well as the Chairman's retirement from the Board on 8 June 2023. As a result of the review, Bridget Guerin was appointed as Chairman of the Board and Nomination Committee and Mike Prentis as Chairman of the Management Engagement Committee and Senior Independent Director on 8 June 2023.

The Committee commenced recruitment for a new director and an external independent recruitment consultancy, Fletcher Jones Ltd was used for the search and the Committee provided detailed description of the role and the skills required. As a result, Simon Longfellow was appointed to the Board on 1 July 2023 and will stand for election at the forthcoming AGM.

The Company and Directors have no connection with Fletcher Jones Ltd.

No Director has a contract of employment with the Company. Directors' terms and conditions of appointment are set out in

letters of appointment which are available for inspection at the registered office of the Company, via the Company's section of the Manager's website and will also be available at the AGM.

Appointment, Re-election and Tenure of Directors

New Directors are appointed by the Board, following recommendation by the Nomination Committee. The Articles of Association require that a Director shall be subject to election at the first AGM after appointment and re-election at least every three years thereafter. However, the Board has resolved that all Directors shall stand for annual re-election at the AGM.

On being appointed to the Board, Directors are fully briefed as to their responsibilities and are frequently updated throughout their term in office on industry and regulatory matters. The Manager and the Board have formulated a programme of induction training for newly appointed Directors. They have also put arrangements in place to address ongoing training requirements of Directors which include briefings from key members of the Manager's staff and ensure that Directors can keep up to date with regulation, best practice and the changing risk environment.

A Director's tenure of office will normally be for up to nine years, except that the Board may determine otherwise if it is considered that the continued service on the Board of an individual Director is in the best interests of the Company and its shareholders. The Chairman's tenure of office will also normally be for up to nine years, except that the Board may determine otherwise if it is considered that the continued service on the Board of a Chairman, who has in addition served a period of time as a Director, is in the best interests of the Company and its shareholders. In such circumstances, the Chairman may serve up to an aggregate twelve years as an officer of the Company.

Board, Committee and Directors' Performance Appraisal

The Directors recognise the importance of the AIC Code's recommendations in respect of evaluating the performance of the Board as a whole, the Audit Committee and individual Directors. The performance of the Board, its Committees and individual Directors has been assessed during the year in terms of:

- attendance at Board and Committee meetings;
- the ability of Directors to make an effective contribution to the Board and Committees created by the diversity of skills, knowledge and experience each Director brings to meetings; and
- the Board's ability to challenge independently the Manager's recommendations, to suggest areas of debate and to set the future strategy of the Company.

For the year under review, the Board conducted its performance evaluation through formal questionnaires and discussion between the Directors and the Chairman/Senior Independent Director respectively. The performance of the Chairman is evaluated annually, with discussion of her performance led by the Senior Independent Director. The employment of an external consultant, Lintstock Limited, for the purposes of performance evaluation was last carried out in 2021 and shall be considered by the Board at a future date.

The results of the most recent evaluation concluded that the Chairman, Board and Committees of the Board are effective, as are individual Directors. The Directors continue to provide a good range of experience and backgrounds and continue to make valuable contributions and demonstrate commitment to their respective roles and in the Board's considered view, all Directors were independent.

Attendance at Board and Committee Meetings

All Directors are considered to have a good attendance record at Board and Committee meetings of the Company. The following

Meetings:	Board	Audit Committee	Management Engagement Committee	Nomination Committee
Number of meetings held	5	3	1	2
Meetings Attended:				
Bridget Guerin	5/5	3/3	1/1	2/2
Simon Longfellow ⁽¹⁾	2/2	2/2	0/0	0/0
Graham Paterson	4/5 ⁽²⁾	2/3 ⁽²⁾	0/1 ⁽²⁾	1/2 ⁽²⁾
Mike Prentis	5/5	3/3	1/1	2/2
Jane Lewis ⁽³⁾	3/3	1/1	1/1	2/2

(1) Simon Longfellow was appointed to the Board on 1 July 2023.

(2) Although Graham Paterson was unable to attend the April 2023 meetings due to a longstanding personal commitment, he did provide feedback on the meeting papers and agenda items in order that his views could be taken into account in his absence.

(3) Jane Lewis retired from the Board at the conclusion of 2023 AGM.

Directors

Directors' Interests in Shares

The Directors' interests in the ordinary share capital of the Company are disclosed in the Directors' Remuneration Report on page 38.

Disclosable Interests

No Director was a party to, or had any interests in, any contract or arrangement with the Company at any time during the year or at the year end. The Company has entered into a Deed of Indemnity with each Director, as expanded upon below.

Conflicts of Interest

The Articles of Association of the Company give the Directors authority to approve conflicts and potential conflicts of interest, and safeguards apply. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and second, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. Directors who have potential conflicts of interest will not take part in any discussions which relate to any of their potential conflicts. The Directors are able to impose limits or conditions when giving authorisation if they think this is appropriate.

The Directors have declared any potential conflicts of interest to the Company. The Register of Potential Conflicts of Interests is kept at the registered office of the Company. It is reviewed regularly by the Board and Directors are obliged to advise the Company Secretary as soon as they become aware of any potential conflicts of interest.

Directors' Indemnities and Insurance

The Company maintains Directors' and Officers' liability insurance which provides appropriate cover for any legal action brought against its Directors. In addition, deeds of indemnity have been executed on behalf of the Company for each of the Directors under the Company's Articles of Association. Subject to the provisions of UK legislation, these deeds provide that the Directors may be indemnified out of the assets of the Company in respect of liabilities they may sustain or incur in connection with their appointment.

Internal Controls and Risk Management

The Directors acknowledge that they are responsible for ensuring that the Company maintains a sound system of internal controls to safeguard shareholders' investment and the Company's assets.

The Audit Committee, on behalf of the Board, has established an ongoing process for identifying and undertaking a robust assessment of the risks and emerging risks to which the Company is exposed by reference to a risk control summary, which maps

the risks, mitigating controls in place, and monitoring and reporting of relevant information to it. The Audit Committee reviews, at least annually, the effectiveness of the Manager's system of internal controls, including financial, operational and compliance and risk management systems. The Company's system of internal controls is designed to manage, rather than eliminate, the risk of failure to achieve the Company's objective, and can only provide reasonable, and not absolute, assurance against material misstatement or loss. The Audit Committee confirms that the necessary actions are taken to remedy any significant failings or weaknesses identified from their review. There are no significant failings or weaknesses that have occurred throughout the year ended 31 January 2024 and up to the date of this Annual Financial Report.

Meetings:	Board	Audit Committee	Management Engagement Committee	Nomination Committee
Number of meetings held	5	3	1	2
Meetings Attended:				
Bridget Guerin	5/5	3/3	1/1	2/2
Simon Longfellow ⁽¹⁾	2/2	2/2	0/0	0/0
Graham Paterson	4/5 ⁽²⁾	2/3 ⁽²⁾	0/1 ⁽²⁾	1/2 ⁽²⁾
Mike Prentis	5/5	3/3	1/1	2/2
Jane Lewis ⁽³⁾	3/3	1/1	1/1	2/2

(1) Simon Longfellow was appointed to the Board on 1 July 2023.

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The Audit Committee reviews financial reports and performance against revenue forecasts, stock market indices and the Company's peer group. In addition, the Manager and custodian maintain their own systems of internal controls and the Audit Committee receives annual reports from the Internal Audit and Compliance departments of the Manager. A formal report from the depositary is reviewed at the year end audit committee; this report sets out the results of the depositary's monitoring throughout the year, including safeguarding of assets and their valuation, and monitoring of cash balances and net asset values. Formal System and Organisation Controls ('SOC1') reports are also produced on the internal controls and procedures in place for custodial, investment management and accounting activities, and these are reviewed annually by the Audit Committee.

Going Concern

The financial statements have been prepared on a going concern basis.

The portfolio of investments is comprised entirely of quoted securities and the ongoing charges are 1.01% of net assets. As at 29 April 2024, the Company had drawn on £9.6 million of its borrowing facility which is within the prescribed limits as set by the Board.

The Directors consider that the Company has adequate resources to continue in operational existence for a period until 30 April 2025, being taken as at least 12 months after signing the balance sheet. In making this assessment, the Directors took into account the liquidity of the portfolio, income forecasts, the Company's ability to meet all of its liabilities, including bank borrowings and ongoing expenses as they fall due. In addition, these factors were also considered under various stress-test scenarios and the Directors were satisfied that the Company is a going concern.

As previously explained, an ordinary resolution is proposed at this year's AGM that the Company shall continue as a closed-ended Investment Company. After making enquiries, the Directors have no reason to believe that such a resolution will not receive shareholder approval in favour of continuation.

The Manager

The Manager, which is also the Company's Alternative Investment Fund Manager, is Invesco Fund Managers Limited ('IFML'). IFML is an associated company of Invesco Asset Management Limited ('IAML'). IAML manages the Company's investments under delegated authority from IFML. The Directors have delegated to the Manager the responsibility for the day-to-day investment management activities of the Company.

The Manager also provides full administration, company secretarial and accounting services to the Company, ensuring that the Company complies with all legal, regulatory and corporate governance requirements and officiates at Board meetings and shareholders' meetings. The Manager additionally maintains complete and accurate records of the Company's investment transactions and portfolio and all monetary transactions from which the Manager prepares Half-Yearly and Annual Financial Reports on behalf of the Company.

Investment Management Agreement ('IMA')

The Manager provides investment and administration services to the Company under an agreement dated 22 July 2014 and as amended on 17 April 2015, 10 September 2015 and 6 September 2019. The agreement is terminable by either party giving not less than six months' notice and immediately in certain circumstances.

A base management fee is payable monthly in arrears and is calculated at the rate of 0.75% per annum by reference to the Company's gross funds under management.

Assessment of the Manager

The Management Engagement Committee considers the ongoing investment management, company secretarial and administrative requirements of the Company. These are assessed with reference to key performance indicators, with emphasis on performance relative to that of the benchmark index and the Company's peer group. The quality and timeliness of reports to the Board is also taken into account and the overall conduct of the Company's affairs by the Manager is considered. Details of the investment management fee can be found in the Investment Management Agreement section above.

Based on its recent review, and taking into account the performance of the portfolio, the ongoing charge, the other services provided by the Manager, and the risk and governance environment in which the Company operates, the Board believes that the continuing appointment of IFML remains in the best interests of the Company and its shareholders.

Company Secretary

The Board has direct access to the advice and services of the corporate company secretary, IAML, which is responsible for ensuring that the Board and Committee procedures are followed and that applicable rules and regulations are complied with. The Company Secretary is also responsible to the Board for ensuring timely delivery of information and reports and that the statutory obligations of the Company are met. Finally, the Company Secretary is responsible for advising the Board, through the Chairman, on all governance matters.

The Management Engagement Committee considered the Company Secretary appointment separately and took into consideration the service received during the year and noted the experience of an outsourced model. The Committee concluded that the continuing appointment of IAML was in the best interests of the Company and shareholders.

Stewardship

The Board considers that the Company has a responsibility as a shareholder to encourage that high standards of Corporate

Governance are maintained in the companies in which it invests. The Company's stewardship functions have been delegated to the Manager who exercises the Company's voting rights on an informed and independent basis. To the extent that voting rights and exercisable votes are cast it is with a view to supporting high standards of corporate governance. The Manager's approach to corporate governance and the UK Stewardship Code can be found on pages 17 to 18 and 34 and on the Manager's website at www.invesco.com/uk, together with a copy of the Manager's Stewardship Policy and the Manager's global proxy voting policy.

Relations with Shareholders

Shareholder relations are given high priority by both the Board and the Manager. The prime medium by which the Company communicates with shareholders is through the Half-Yearly and Annual Financial Reports, which aim to provide shareholders with a full understanding of the Company's activities and their results. This information is supplemented by the daily publication of the NAV on the London Stock Exchange website, and the monthly factsheets. At each AGM, a presentation is normally made by the Portfolio Managers following the formal business of the meeting and shareholders have the opportunity to communicate directly with the whole Board. All shareholders are normally encouraged to attend the AGM. For those unable to attend in person, a video update from the Portfolio Managers will be available on the Company's website after the AGM.

Shareholders wishing to lodge questions in advance of the AGM are invited to do so, either on the reverse of the proxy card or in writing to the Company Secretary at the correspondence address given on page 65.

Shareholders can also visit the Company's section of the Manager's website in order to access Company specific information, including: the Half-Yearly and Annual Financial Reports; portfolio managers' video updates; pre-investor information; Key Information Documents ('KIDs'); any shareholder circulars; proxy voting results; factsheets; and Stock Exchange announcements. Shareholders can also access various Company reviews and information, such as an overview of UK equities and the Company's share price.

The Board have been working with Invesco's marketing team to develop an enhanced marketing and communications strategy for the company to help bolster the engagement with shareholders.

Communication with the Board of Directors

There is a clear channel of communication between the Board and the Company's shareholders via the Company Secretary. The Company Secretary has no express authority to respond to enquiries addressed to the Board and all communications, other than junk mail, are redirected to the Chairman for her response.

There is also regular dialogue between the Manager and individual major shareholders to discuss aspects of investment performance, governance and strategy and to listen to shareholder views in order to help develop an understanding of their issues and concerns. Regular insights from the Portfolio Managers are published on the website throughout the year.

Greenhouse Gas Emissions

The Company has no employees or property, it does not combust any fuel or operate any facility. The Company does not purchase electricity, heat, steam or cooling for its own use. Accordingly, the quantifiable amount of carbon dioxide equivalent produced by the Company annually is zero tonnes. All services are outsourced on a fee basis that is independent of any energy expended on its behalf and it is not practical, or required, for the Company to attempt to quantify emissions in respect of such proxy energy use.

Share Capital

Capital Structure

At 31 January 2024, the Company's issued share capital consisted of 33,826,929 ordinary shares and 19,382,155 treasury shares.

During the year, the Company did not issue any ordinary shares from its treasury account nor buy back any shares to its treasury account. There has been no change to the issued share capital since the financial year end.

To enable the Board to take action to deal with any significant overhang or shortage of shares in the market, it seeks approval from shareholders each year for the authority to buy back and to issue shares.

Substantial Shareholders

The Company has been notified of the following holdings of 3% and over of the Company's share capital carrying unrestricted voting rights:

Fund Manager/Registered Holder	As at 31 March 2024		As at 31 January 2024	
	Shares	%	Shares	%
Hargreaves Lansdown, stockbrokers (EO)	4,081,908	12.07	4,202,196	12.42
Interactive Investor (EO)	3,682,166	10.89	3,763,201	11.12
1607 Capital Partners	3,536,537	10.45	3,184,500	9.41
West Yorkshire PF	2,335,000	6.90	2,335,000	6.90
Royal London Asset Management	2,148,435	6.35	2,148,435	6.35
Charles Stanley	2,073,882	6.13	2,129,698	6.30
AJ Bell, stockbrokers (EO)	1,145,033	3.38	1,237,901	3.66

(EO: Execution Only)

Disclosure Required by Listing Rule 9.8.4

The above rule requires listed companies to report certain information in a single identifiable section of their Annual Financial Report. The Company confirms that there were no other relevant events for the year to 31 January 2024.

Individual Savings Accounts ('ISA')

The ordinary shares of the Company are qualifying investments under applicable ISA regulations.

Business of the Annual General Meeting ('AGM')

The following summarises resolutions of the forthcoming AGM of the Company, which is to be held on 6 June 2024 at 12.00pm. The notice of the AGM and related notes can be found on pages 60 to 63. All resolutions are ordinary resolutions unless otherwise identified. The Board encourages shareholder participation at AGMs and for those shareholders unable to attend the AGM in person you are strongly encouraged to lodge your vote either electronically via the Registrar's online portal, contacting your platform provider, or using a Form of Proxy to appoint the Chairman of the AGM as your proxy to vote on your behalf.

Resolution 1 is for members to receive and consider this Annual Financial Report ('AFR'), including the financial statements and auditor's report.

Resolution 2 is to approve the Directors' Remuneration Policy. The Directors' Remuneration Policy is set out on page 37 of this AFR.

Resolution 3 is to approve the Annual Statement and Report on Remuneration. It is mandatory for listed companies to put their Annual Statement and Report on Remuneration to an advisory shareholder vote. The Annual Statement and Report on Remuneration is set out on pages 37 to 39 of this AFR.

Restrictions

There are no restrictions concerning the transfer of securities in the Company; no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements which the Company is party to that might affect its control following a successful takeover bid.

Voting

At a general meeting of the Company, every shareholder has one vote on a show of hands and, on a poll, one vote for each share held. The notice of general meeting specifies deadlines for exercising voting rights either by proxy or present in person in relation to resolutions to be passed at a general meeting.

Resolution 4 is to approve the final dividend of 5.41p for the year ended 31 January 2024.

Resolutions 5 to 8 are to elect and re-elect Directors. Biographies of the Directors can be found on page 26.

Simon Longfellow will stand for election by shareholders at the AGM. The remaining directors will stand for re-election by shareholders at the AGM. The Board has determined that each of the Directors is independent, continues to perform effectively and demonstrates commitment to their role. Their balance of knowledge and skills combined with their diversity and business experience makes a major contribution to the functioning of the Board and its Committees. Bridget Guerin had a long executive career in the investment management industry with investment trust experience and has brought her broad sector and marketing experience to the Board. Graham Paterson is a chartered accountant with extensive experience in the fields of private equity and other early stage investment vehicles. Mike Prentis has extensive experience as a fund manager in the investment trust sector and asset management industry. Simon Longfellow has specialist experience of marketing investment trusts and communicating effectively with shareholders.

Resolution 9 is to re-appoint Ernst & Young LLP ('EY') as auditor to the Company.

Resolution 10 is to authorise the Audit Committee to determine the auditor's remuneration.

Special Business

Resolution 11 is an ordinary resolution to renew the Directors' authority to allot shares. Your Directors are asking for authority to allot new ordinary shares up to an aggregate nominal value of £676,538 (10% of the Company's issued share capital at 30 April 2024). This will allow Directors to issue shares within the prescribed limits should opportunities to do so arise that they consider would be in shareholders' interests. This authority will expire at the AGM in 2025 or 15 months following the passing of this resolution, if earlier.

Special Resolution 12 is a special resolution to renew the authority to disapply pre-emption rights. Your Directors are asking for authority to issue new ordinary shares for cash up to an aggregate nominal value of £676,538 (10% of the Company's issued share capital as at 30 April 2024), disapplying pre-emption rights. This will allow shares to be issued to new shareholders without them first having to be offered to existing shareholders, thus potentially broadening the shareholder base of the Company. This authority will not be exercised at a price below NAV (with debt at fair value) and will expire at the AGM in 2025 or 15 months following the passing of this resolution, if earlier.

Special Resolution 13 is to renew the authority for the Company to purchase its own shares. Your Directors are seeking authority for the purchase of up to 14.99% (being 5,070,657 ordinary shares) of the Company's issued ordinary share capital as at 30 April 2024, subject to the restrictions referred to in the notice of the AGM. This authority will expire at the AGM in 2025 or 15 months following the passing of this resolution, if earlier. Your Directors are proposing that shares bought back by the Company either be cancelled or, alternatively, held as treasury shares with a view to their resale, if appropriate, or later cancellation. Any resale of treasury shares will only take place on terms that are in the best interests of shareholders. The current authority to buy back shares expires at the 2024 AGM and had not been utilised to the date of this report.

Special Resolution 14 is to permit the Company to hold general meetings (other than annual general meetings) on at least 14 clear days notice, which is the minimum notice period permitted by the Companies Act 2006. The Company must otherwise give at least 21 clear days notice unless two conditions are met. The first condition is that the Company offers facilities for shareholders to vote by electronic means. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 clear days to 14 clear days, hence this resolution being proposed. It is intended that this flexibility will be used only where the Board believes it is in the interests of shareholders as a whole.

Resolution 15 is an ordinary resolution to vote on whether the Company should continue in existence as an investment trust. As explained in the Chairman's Statement, the Board proposes to give shareholders an opportunity at the 2024 AGM to vote for the continuation of the Company. If Resolution 15 is passed, the Directors intend to introduce a continuation vote policy. Shareholders will be given the opportunity to vote for the continuation of the Company at each third AGM, the next one being 2027.

If Resolution 15 is not passed, the Directors will put forward appropriate proposals at or before the AGM in 2025, in line with previous statements. The precise nature of these options will depend upon the circumstances prevailing at the time.

The Directors have carefully considered all the resolutions proposed in the notice of AGM and, in their opinion, consider them all to be in the best interests of shareholders as a whole. The Directors therefore recommend that shareholders vote in favour of each resolution, as will the Directors in respect of their

own shareholdings. It is recommended that proxy votes are submitted to the Company's Registrar as soon as possible either by proxy form or via electronic voting. Details of this can be found on page 62.

At the AGM held on 8 June 2023, the Company received significant votes against two resolutions. These were in respect of Resolution 1 to receive and consider the Annual Financial Report for the year ended 31 January 2023 and Resolution 8 to re-appoint EY as the Company's auditor.

A significant proportion of the vote against came from one shareholder which votes in line with the recommendations of a shareholder advisory consultancy.

In relation to Resolution 1, the shareholder advisory consultancy had recommended a vote against the Annual Financial Report due to the Manager also providing company secretarial services. The shareholder advisory consultancy were of the view that the interests of the Manager are considered to be in conflict with those of shareholders and the company due to the management fees. It has been explained that the provision of company secretarial services by the same group that provides fund management services has always been commonplace in the UK investment trust industry. There is no evidence of this compromising standards of governance or reporting, or creating conflicts which compromise the efficacy or independence of the board. The Board is responsible for selecting and monitoring third-party suppliers, including appointing the fund manager and a company secretary. Where a manager is not meeting shareholders' needs the board can change the manager and appoint a different management group, renegotiate the management fees, or even wind up the company.

In relation to Resolution 8, it was considered that EY (and other audit firms), in continuing to adhere to the International Auditing and Assurance Standards Board ('IAASB') guidelines are failing to address what was viewed as an 'expectations gap' in relation to corporate fraud between professional standards for auditors as set out by the IAASB and what the public and Courts expect. In the absence of a statement from EY acknowledging an 'expectations gap', the shareholder advisory consultancy recommended a vote against EY's re-appointment. The Company has discussed this with EY and continues to be of the view that they should remain as the Company's appointed auditor.

By order of the Board

Invesco Asset Management Limited
Corporate Company Secretary

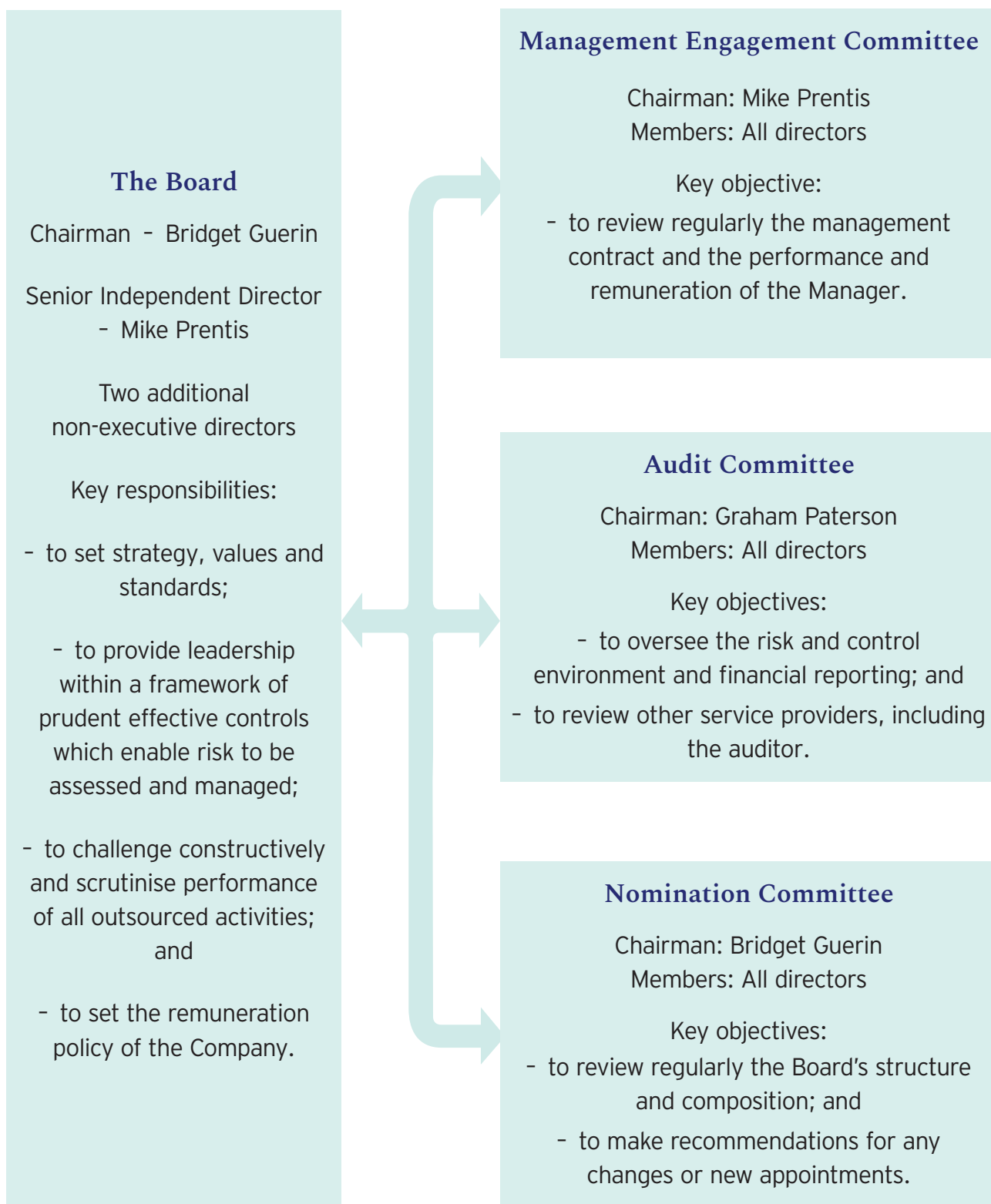
Perpetual Park
Perpetual Park Drive
Henley-on-Thames
Oxfordshire
RG9 1HH

30 April 2024

The Company's Corporate Governance Framework

The Board and Committees

Responsibility for good governance lies with the Board. The governance framework of the Company reflects the fact that, as an Investment Company, it has no employees and outsources investment management and Company Secretarial to the Manager and administration to the Manager and other external service providers.



Corporate Governance Statement

FOR THE YEAR ENDED 31 JANUARY 2024

The Board is committed to maintaining high standards of corporate governance and is accountable to shareholders for the governance of the Company's affairs.

The Board has considered the principles and recommendations of the AIC Code of Corporate Governance ('AIC Code'). The AIC Code addresses the principles set out in the UK Corporate Governance Code ('UK Code'), as well as setting out additional provisions on issues that are of specific relevance to investment trusts.

The AIC Code is available from the Association of Investment Companies (www.theaic.co.uk). The UK Code is available from the Financial Reporting Council ('FRC') website (www.frc.org.uk).

The Company has complied with the principles and provisions of the AIC Code and the relevant provisions of the UK Code, except for the provisions relating to:

- the role of the chief executive;
- executive directors' remuneration; and
- the need for an internal audit function.

For the reasons set out in the UK Code, and as explained in the UK Code, the Board considers that these provisions are not relevant to the position of Invesco Perpetual UK Smaller Companies Investment Trust plc, it being an externally managed investment company with no executive employees and in view of the Manager having an internal audit function. The Company has therefore not reported further in respect of these provisions.

Information on how the Company has applied the principles of the AIC Code and the UK Code is provided in the Directors' Report as follows:

The composition and operation of the Board and its committees are detailed on page 33 and pages 35 and 36 in respect of the Audit Committee.

The Company's approach to internal control and risk management is detailed on page 29.

The contractual arrangements with, and assessment of, the Manager are summarised on page 30.

The Company's capital structure and voting rights are summarised on page 31.

The most substantial shareholders in the Company are listed on page 31.

The rules concerning the appointment and replacement of directors are contained in the Company's Articles of Association and are discussed on page 28. There are no agreements between the Company and its directors concerning compensation for loss of office.

Powers to issue or buy back the Company's shares, which are sought annually, and any amendments to the Company's Articles of Association require a resolution to be passed by shareholders.

By order of the Board

Invesco Asset Management Limited
Corporate Company Secretary

Perpetual Park
Perpetual Park Drive,
Henley-on-Thames,
Oxfordshire RG9 1HH

30 April 2024

Audit Committee Report

FOR THE YEAR ENDED 31 JANUARY 2024

I am pleased to report on the range of work that the Audit Committee has undertaken and the judgements it has exercised during the year. The Committee meets at least three times in the year. It continues to support the Board in fulfilling its oversight responsibilities, reviewing financial reporting, operation of the system of internal controls and management of risk, the audit process and the Company's process for monitoring compliance with laws and regulations.

The Audit Committee is chaired by me, Graham Paterson and the other members throughout the year were Bridget Guerin, Simon Longfellow and Mike Prentis. The Chairman of the Board is a member of the Committee to ensure that she is kept fully informed of all matters that arise and to bring her financial services experience to the Committee. The Committee members consider that collectively they have substantial recent and relevant financial experience to fulfil their roles. The Committee as a whole has competence relevant to the sector. A separate risk committee has not been established and the operation of risk management processes and controls is overseen by the Audit Committee.

The Audit Committee's responsibilities include, but are not limited to:

- evaluation of the effectiveness of the internal controls and risk management systems, including reports received on the operational controls of the Company's service providers and the Manager's whistleblowing arrangements;
- consideration of the Half-Yearly and Annual Financial Reports prepared by the Manager, of the appropriateness of the accounting policies applied and of any financial judgements and key assumptions therein, together ensuring compliance with relevant statutory and listing requirements;
- advising the Board on whether the Committee believes that the Annual Financial Report, taken as a whole, is fair, balanced and understandable and provides the necessary

information for shareholders to assess the Company's position and performance, business model and strategy; and

- managing the relationship with the external auditor, including evaluation of their reports and the scope, effectiveness, independence and objectivity of their audit, as well as their appointment, re-appointment, remuneration and removal.

Representatives of the Manager's Compliance and Internal Audit Departments attend at least one meeting each year. Representatives of the external auditor, EY, attend two Committee meetings. One at which the audit plan is presented and discussed and the other at which the Company's draft Annual Financial Report is reviewed and are given the opportunity to speak to Committee members without the presence of representatives of the Manager.

The audit programme and timetable are drawn up and agreed with the auditor in advance of the end of the financial period and matters for audit focus are discussed and agreed. The auditor ensures that these matters are given particular attention during the audit process and reports on them, and other matters as required, in their report to the Committee. This report, together with reports from the Manager, the Manager's Internal Audit and Compliance departments and the depositary form the basis of the Audit Committee's consideration and discussions with the various parties, prior to approval and signing of the financial statements.

Principal Matters Considered by the Committee

During the year, the Committee discharged its responsibilities by monitoring, reviewing and, where necessary, challenging. Whilst going concern and viability of the Company are reviewed by the Audit Committee as part of the consideration of the Half-Yearly and Annual Financial Reports, these matters are determined by the Board. The principal matters considered and how these were addressed are shown in the following table.

Principal Matters Considered	How Addressed
Accuracy of the portfolio valuation encompassing proof of existence and ownership of all the portfolio holdings.	Actively traded listed investments are valued using stock exchange bid prices provided by third party pricing vendors, in accordance with the accounting policy of the Company. The Manager performs reconciliations between the portfolio holdings shown in the accounting records and those held by the depositary or the custodian. The Committee takes comfort from the regular oversight reports received from the Manager, and the ongoing monitoring by the depositary of assets, including both their ownership and valuations. The Committee also reviews System and Organisation Controls ('SOC1') Reports received from its third party service providers covering the processes and systems relevant to the recording, reconciliation and valuation of investments.
Income recognition	Revenue projections are monitored during the year to ensure income is complete and correctly accounted for, with emphasis on any special dividends and their classification as either revenue or capital. The Committee also reviews SOC1 Reports received from its third party service providers covering the processes and systems relevant to the recording of income.

Principal Matters Considered	How Addressed
Viability and going concern	The Committee scrutinised assumptions around the viability and going concern statements set out on pages 15 to 16 and 29, especially factors behind investment performance, macro inflation and geo-political disruption and the Company's working capital and financial resources, to satisfy itself of the Company's resilience over the five-year time frame. Having consulted the Company's major shareholders through the remit of its advisers, the Directors have a reasonable belief that the continuation vote will be supported by the majority of shareholders at the 2024 AGM.

These matters were discussed with the Manager and the auditor and were satisfactorily addressed through consideration of reports provided by, and discussed with, the Manager and the auditor at the conclusion of the audit process. There were no significant matters arising from the audit that needed to be brought to the Board's attention.

Consequently, and following a thorough review process of the Company's 2024 Annual Financial Report, the Audit Committee advised the Board that the report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Review and Re-appointment of the External Auditor

EY was appointed as the Company's external auditor in 2019 following a tender exercise. Matthew Price has held the role of audit partner for five years, including to the year ended 31 January 2024. Following the approval of the 2024 Annual Financial Report, Matthew will be replaced as the Company's audit partner for the 2025 year end.

Under auditor rotation regulations, an audit tender needs to be undertaken at the ten year midpoint, being 2029 and if successful during this tender process, and re-appointed, EY could continue as external auditor for a further ten years until 2039.

The Committee evaluated the independence, performance and effectiveness of the external auditor and the competitiveness of its fee during the year to 31 January 2024. This included discussions with the Manager and review of the audit planning, execution and reporting, the quality of the audit work and the auditor's independence. Having completed the assessment, the Committee concluded that all the results were satisfactory and recommended to the Board their continuing appointment. EY has indicated its willingness to continue in office and accordingly a resolution to re-appoint EY and for the Audit Committee to determine their remuneration will be put to shareholders at the forthcoming AGM.

Policy on non-audit services

In accordance with the FRC's Ethical Standards, the Company's policy prohibits the majority of non-audit services and requires all non-audit services which are closely linked to the audit itself or required by law or regulation to be approved in advance by the Audit Committee. Prior to any engagement, the Audit Committee would consider whether the skills and experience of the auditor make them a suitable supplier of such services and ensure that there is no threat to objectivity and independence in the conduct of the audit as a result.

No fees were paid or payable to the auditor for non-audit services in the year under review (2023: £nil).

Internal Controls and Risk Management

Details of the Company's internal control and risk management, and the work undertaken by the Audit Committee with respect to them are set out on page 29.

Internal Audit

The Company, being an externally managed investment company, does not have its own internal audit function. However, it places reliance on the reports it receives from the Manager's Internal Audit department.

Committee Evaluation

The Committee's activities formed part of the review of Board effectiveness performed in the year. Details of this process can be found under 'Board, Committee and Directors' Performance Appraisal' on page 28.

Graham Paterson

Chairman of the Audit Committee

30 April 2024

Directors' Remuneration Report

FOR THE YEAR ENDED 31 JANUARY 2024

The Board presents this Remuneration Report which has been prepared under the requirements of The Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendments) Regulations 2013 and in accordance with the Listing Rules of the Financial Conduct Authority. Ordinary resolutions for the approval of the Directors' Remuneration Policy (binding) and the Annual Statement and Report on Remuneration (advisory) will be put to shareholders at the AGM.

The Company's auditor is required to audit certain sections of the disclosures provided in this Report. Where disclosures have been audited, they are indicated in this Report. The independent auditor's opinion is included on pages 42 to 46.

Remuneration Responsibilities

The Board has resolved that a remuneration committee is not appropriate for a company of this size and nature. Remuneration is therefore regarded as part of the Board's responsibilities to be addressed regularly. All Directors are non-executive and all participate in meetings of the Board at which Directors' remuneration is considered.

Directors' Remuneration Policy

The current Directors' Remuneration Policy was approved by shareholders at the AGM on 8 June 2023.

The policy is that the remuneration of Directors should be fair and reasonable in relation to that of other comparable investment trust companies and be sufficient to retain and motivate appointees, as well as ensure that candidates of a high calibre are recruited to the Board taking into account the views, where appropriate, of shareholders. Remuneration levels should properly reflect time incurred and responsibility undertaken. Fees for the Directors are determined by the Board within the limits stated in the Company's Articles of Association. The maximum currently dictated by the Company's Articles of Association is £200,000 in aggregate per annum.

The level of remuneration paid to Directors is reviewed annually, although such review will not necessarily result in any changes. The same level of remuneration will apply to any new appointments.

Directors do not have service contracts. Directors are appointed under letters of appointment, copies of which are available for inspection at the registered office of the Company. Directors are entitled to be reimbursed for any reasonable expenses properly incurred by them in connection with the performance of their duties and attendance at board and general meetings and committees. Directors are not eligible for bonuses, pension benefits, share options or other incentives or benefits. There are no agreements between the Company and its Directors concerning compensation for loss of office.

Discretionary fees per day are payable to Directors for any additional work undertaken on behalf of the Company, which is outside their normal duties. Any such extra work undertaken is subject to prior approval of the Chairman or, in the case of the Chairman undertaking the extra work, subject to prior approval of the Chairman of the Audit Committee.

The Board may amend the level of remuneration paid to Directors within the parameters of the Directors' Remuneration Policy.

The Company has no employees and consequently has no policy on the remuneration of employees.

Annual Statement on Directors' Remuneration

The following Directors' fee levels applied from 1 February 2023: Chairman £38,500; Audit Committee Chairman £31,000; and other Directors £26,500. Discretionary fees are set at £1,250 per day. No Discretionary payments were made in the year, nor in the previous year.

Following the year end, Directors' fees were reviewed by the Board based on information provided by the Manager, and industry research on the level of fees paid to the Directors of the Company's peers and within the Investment Trust industry generally. It was agreed to increase Directors' fees with effect from 1 August 2024 as follows: Chairman £41,000; Audit Chairman £33,000; and other Directors £28,000. The Chairman of the Marketing Committee to be formed during the year to 31 January 2025 will receive an additional £2,000.

The Board believes these fee levels properly reflect the time spent by the Directors on the Company's business and are at a level to ensure that candidates of a high calibre are recruited to the Board.

There were no other major decisions on directors' remuneration or any other changes to the remuneration paid to each individual director in the year under review. An external remuneration consultant was not used.

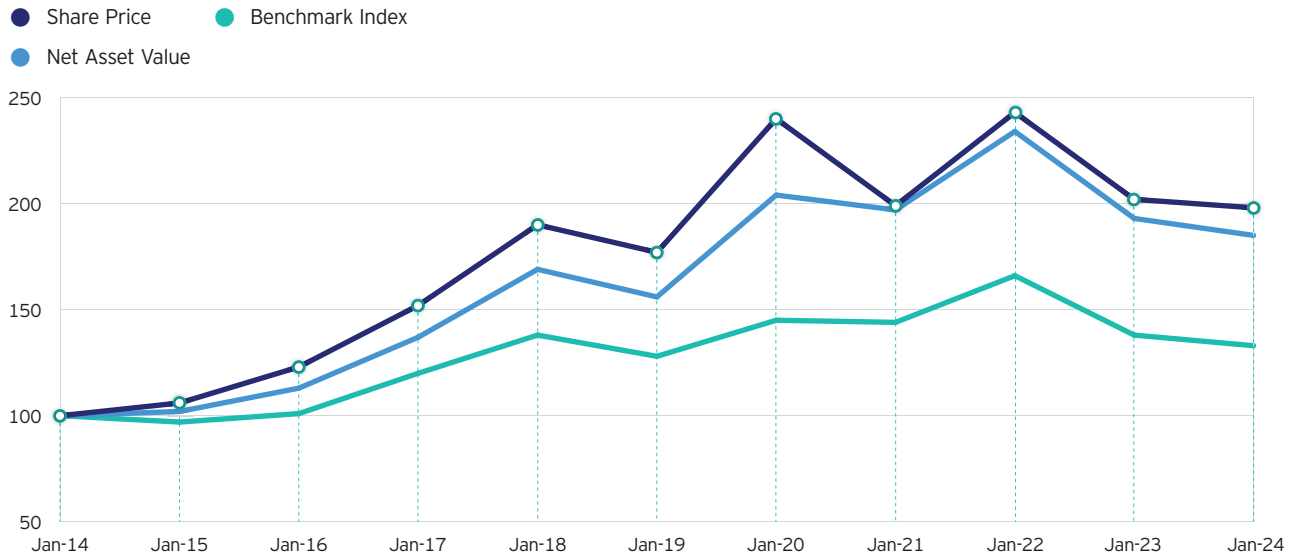
Report on Remuneration for the Year Ended 31 January 2024

Your Company's Performance

The graph on the next page plots the total return to ordinary shareholders compared with the total return of the Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index with dividends reinvested (the Benchmark Index) over the ten years to 31 January 2024.

Total Return of Share Price, Net Asset Value and Benchmark Index

Figures have been rebased to 100 at 31 January 2014.



Source: LSEG Data & Analytics.

Single Total Figure of Remuneration for the Year (Audited)

The single total figure of remuneration for each Director who served during the year is detailed below, together with the prior year comparative.

	2024			2023		
	Fees £	Taxable Benefits ⁽¹⁾ £	Total £	Fees £	Taxable Benefits ⁽¹⁾ £	Total £
Bridget Guerin - Chairman ⁽²⁾	34,226	465	34,691	25,250	139	25,389
Graham Paterson - Chairman of the Audit Committee	31,000	2,034	33,034	29,500	870	30,370
Mike Prentis	26,500	398	26,898	25,250	-	25,250
Simon Longfellow ⁽³⁾	15,458	-	15,458	-	-	-
Jane Lewis ⁽⁴⁾	13,677	1,506	15,183	36,750	1,050	37,800
Total	120,861	4,403	125,264	116,750	2,059	118,809

(1) Taxable benefits relate to the grossed up costs of travel.

(2) Appointed as the Chairman on 8 June 2023.

(3) Appointed to the Board on 1 July 2023.

(4) Retired on 8 June 2023.

Directors' Shareholdings and Share Interests (Audited)

The beneficial interests of the Directors in the ordinary share capital of the Company are shown below:

	31 January 2024	31 January 2023
Bridget Guerin ⁽¹⁾	5,472	5,472
Simon Longfellow ⁽²⁾	-	n/a
Graham Paterson	4,500	4,500
Mike Prentis	8,943	8,943
Jane Lewis ⁽³⁾	n/a	9,000

(1) Bridget Guerin has a non-beneficial interest in 1,588 ordinary shares via a connected person.

(2) Simon Longfellow was appointed to the Board on 1 July 2023.

(3) Jane Lewis retired from the Board on 8 June 2023.

Save as aforesaid, no Director had any other interests, beneficial or otherwise, in the shares of the Company during the year.

No changes to these holdings have been notified up to the date of this report.

Directors hold shares in the Company at their discretion and, although share ownership is encouraged, no guidelines have been set.

Relative Importance of Spend on Pay

The following table compares the remuneration paid to the Directors with aggregate distributions to shareholders for the year to 31 January 2024. Although this disclosure is a statutory requirement, the Directors consider that comparison of Directors' remuneration with annual dividends does not provide a meaningful measure relative to the Company's overall performance as an investment trust with an objective of providing shareholders with long-term total return.

	2024 £'000	2023 £'000	Change £'000	Change %
Aggregate Directors' Remuneration	125	119	6	5.0%
Aggregate Dividends	5,737	6,102	-365	-6.0%

Annual Percentage Change in Directors' Remuneration

The table below sets out the annual percentage change in Directors' remuneration for the past three years.

	Year ended 31 January 2024 Fees %	Year ended 31 January 2023 Fees %	Year ended 31 January 2022 Fees %
Jane Lewis ⁽¹⁾	n/a	+5.0	-
Graham Paterson	+5.1	+5.4	-
Bridget Guerin ⁽²⁾	+52.5	+5.2	-
Mike Prentis	+5.0	+5.2	-
Simon Longfellow ⁽³⁾	n/a	n/a	n/a

(1) Retired on 8 June 2023.

(2) Assumed role of Chairman on 8 June 2023. This role pays a higher fee of £38,500 per annum.

(3) Appointed on 1 July 2023.

Subsequent to the year end, the Directors' fees were increased with effect from 1 August 2024.

Voting at Last Annual General Meeting

At the Annual General Meeting of the Company held on 8 June 2023, resolutions approving the Directors' Remuneration Policy and the Annual Statement and Report on Remuneration were passed. The votes cast (including votes cast at the Chairman's discretion) were as follows.

	For	Votes against	Withheld
Directors' Remuneration Policy	97.93%	2.07%	23,938
Annual Statement and Report on Remuneration	98.09%	1.91%	23,367

Approval

The Directors' Remuneration Report was approved by the Board of Directors on 30 April 2024.

Signed on behalf of the Board of Directors

Bridget Guerin

Chairman

Directors' Responsibilities Statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under the law the Directors have elected to prepare financial statements in accordance with UK-adopted international accounting standards. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- present additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group and company financial position and financial performance;
- state whether UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Under applicable law and regulations, the Directors are also responsible for preparing the Strategic Report, a Corporate Governance Statement, a Directors' Remuneration Report and a Directors' Report that comply with the law and regulations.

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

- the financial statements, prepared in accordance with UK adopted international accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company;
- this Annual Financial Report includes a fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that it faces; and
- they consider that this Annual Financial Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Signed on behalf of the Board of Directors

Bridget Guerin
Chairman

30 April 2024

Electronic Publication

The Annual Financial Report is published on www.invesco.co.uk/ipukscit, which is the Company's website maintained by the Company's Manager. The work carried out by the auditor did not involve consideration of the maintenance and integrity of this website and accordingly, the auditor accepts no responsibility for any changes that have occurred to the financial statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.



Financial

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Independent Auditor's Report

To the Members of Invesco Perpetual UK Smaller Companies Investment Trust plc

Opinion

We have audited the financial statements of Invesco Perpetual UK Smaller Companies Investment Trust plc ("the Company") for the year ended 31 January 2024 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, the Statement of Cash Flow and the related notes 1 to 21, including material accounting policy information.

The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 January 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's ('FRC') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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 the audit.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- We confirmed our understanding of the Company's going concern assessment process and discussed with the Directors and the Company Secretary those factors they considered important in their assessment. We considered whether the factors taken account of in the Directors' assessment addressed those matters which we considered important.
- We inspected the Directors' assessment of going concern, including the revenue forecast, for the period to 30 April 2025 which is at least twelve months from the date the financial statements were authorised for issue. In preparing the revenue forecast, the Company has concluded that it is able to continue to meet its ongoing costs as they fall due.
- We reviewed the factors and assumptions, including the impact of the current economic environment and other significant events that could give rise to market volatility, applied to the revenue forecast. We also reviewed the Company's assessment of the portfolio's liquidity under stressed market conditions and determined the impact of sensitivities on net asset value from the reverse stress testing performed. We considered the appropriateness of the methods used to be able to make an assessment for the Company.
- We assessed the impact of the continuation vote at the June 2024 AGM on the going concern basis of preparation, by considering the current and historical performance of the Company, reviewing minutes from the Broker's discussion with certain shareholders about their current intentions in relation to the continuation vote and assessing the Director's analysis of the responses the Broker received.
- We considered the mitigating factors included in the revenue forecasts that are within the control of the Company. We reviewed the Company's assessment of the liquidity of investments held and evaluated the Company's ability to sell those investments to cover working capital requirements should its revenue decline significantly.
- We reviewed the Company's going concern disclosures included in the annual report in order to assess that the disclosures were consistent with the financial statements and our understanding of the Company and in conformity with the reporting standards.

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 to 30 April 2025 which is at least twelve months from when the financial statements are authorised for issue.

In relation to the Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Overview of our audit approach

Key audit matters	<ul style="list-style-type: none"> ■ Risk of incomplete or inaccurate revenue recognition including the classification of special dividends as either revenue or capital items in the Statement of Comprehensive Income ■ Risk of incorrect valuation or ownership of the investment portfolio
Materiality	<ul style="list-style-type: none"> ■ Overall materiality of £1.61m (2023: £1.75m) which represents 1% of net asset value.

An overview of the scope of our audit

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the Company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the Company and effectiveness of controls, the potential impact of climate change and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

Climate change

There has been increasing interest from stakeholders as to how climate change will impact companies. The Company has determined that the most significant future impacts from climate change on its operations will be from how climate change could affect the Company's investments and overall investment process. This is explained on page 14 in the principal and emerging risks section, which form part of the "Other information," rather than the audited financial statements. Our procedures on these disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated.

Our audit effort in considering climate change was focused on the adequacy of the Company's disclosures in the financial statements as set out in note 1a and conclusion that there was no further impact of climate change to be taken into account as the investments are valued based on market pricing as required by UK-adopted international accounting standards. We also challenged the Directors' considerations of climate change in their assessment of viability and associated disclosures.

Key audit matters

Key audit matters are those matters that, in our professional judgment, 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) that we identified. These matters included 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 our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Incomplete or inaccurate revenue recognition including the classification of special dividends as either revenue or capital items in the Statement of Comprehensive Income (2024: £5.09 million, 2023: £4.65 million), as described on page 35 in the Audit Committee Report and as per the accounting policy set out on page 51.</p> <p>The investment income receivable by the Company during the year directly affects the Company's revenue return. The listed equity investments may also pay special dividends; these represent payments in addition to the normal or expected dividend cycle of the Company. In accordance with the AIC SORP, special dividends can be included within either the revenue or capital columns of the Statement of Comprehensive Income, depending on the commercial circumstances behind the payments.</p> <p>There is a risk of incomplete or inaccurate recognition of revenue through the failure to recognise proper income entitlements or failure to apply appropriate accounting treatment.</p> <p>The income received during the year consisted primarily of dividend income from listed investments.</p>	<p>We have performed the following procedures:</p> <p>We obtained an understanding of the processes and controls surrounding revenue recognition by performing our walkthrough procedures.</p> <p>For all dividends received and accrued, we recalculated the dividend income by multiplying the investment holdings at the ex-dividend date, traced from the accounting records, by the dividend per share obtained from an independent data vendor. We agreed a sample of dividend receipts to bank statements. Where dividends are received or accrued in foreign currency, we translated the amount into the reporting currency of the Company using exchange rates sourced from an independent data vendor.</p> <p>For all dividends accrued, we reviewed the investee company announcement to assess whether the dividend obligation arose prior to 31 January 2024.</p> <p>To test completeness of recorded income, we verified that all expected dividends for each investee company held during the year have been recorded as income with reference to investee company announcements obtained from an independent data vendor.</p>	<p>The results of our procedures identified no material misstatement in relation to the risk of incomplete or inaccurate revenue recognition including the classification of special dividends as either revenue or capital items in the Statement of Comprehensive Income.</p>

Risk	Our response to the risk	Key observations communicated to the Audit Committee
	<p>For all investments held during the year, reviewed the type of dividends received with reference to an external data vendor to identify those which are special. We confirmed eight special dividends were received during the year; one classified as capital and seven classified as revenue. For the one capital special dividend above our testing threshold, and a sample of those revenue special dividends below our testing threshold, we assessed the appropriateness of management's classification as revenue or capital by reviewing the underlying rationale for the distributions.</p>	

Risk	Our response to the risk	Key observations communicated to the Audit Committee
<p>Incorrect valuation or ownership of the investment portfolio (2024: £169.48 million, 2023: £172.64 million), Audit Committee Report and as per the accounting policy set out on page 50.</p> <p>The Company's investment portfolio consists of main market and AIM listed equity investments which are held at fair value through profit or loss in line with the Company's accounting policy.</p> <p>The incorrect valuation of the investment portfolio, including incorrect application of exchange rates, could have a significant impact on the financial statements. In addition, there is a risk of misappropriation of assets and unsecured ownership of the investment portfolio.</p>	<p>We performed the following procedures:</p> <p>We obtained an understanding of the processes and controls surrounding investment pricing and legal title by performing our walkthrough procedures.</p> <p>For all investments in the portfolio, we compared the market prices and exchange rates to an independent pricing vendor and recalculating the investment valuations as at the year end.</p> <p>We inspected the stale pricing reports produced by the Administrator to identify prices that have not changed around the year end and verified whether the listed price is a fair value through review of trading activity.</p> <p>We compared the Company's investment holdings at 31 January 2024 to independent confirmations received directly from the Company's Custodian and Depository.</p>	<p>The results of our procedures identified no material misstatement in relation to the risk of incorrect valuation or ownership of the investment portfolio.</p>

There have been no changes to the areas of audit focus raised in the above risk table from the prior year.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Company to be £1.61 million (2023: £1.75 million), which is 1% (2023: 1%) of net asset value. We believe that net asset value provides us with materiality aligned to the key measure of the Company's performance.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 75% (2023: 75%) of our planning materiality, namely £1.21 million (2023: £1.31 million). We have set performance materiality at this percentage due to the fact there has been no misstatements in prior periods.

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £0.08 million (2023: £0.09m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

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 this 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 we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

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

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

Corporate Governance Statement

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

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

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 29;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page pages 15 and 16;
- Director's statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meets its liabilities set out on page 29;
- Directors' statement on fair, balanced and understandable set out on page 40;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 14 and 15;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 29; and
- The section describing the work of the Audit Committee set out on pages 35 and 36.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 40, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are UK-adopted international accounting standards, the Companies Act 2006, the Listing Rules, the UK Corporate Governance Code, the Association of Investment Companies' Code and Statement of Recommended Practice, Section 1158 of the Corporation Tax Act 2010 and The Companies (Miscellaneous Reporting) Regulations 2018.
- We understood how the Company is complying with those frameworks through discussions with the Audit Committee and Company Secretary and review of Board minutes and the Company's documented policies and procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the key risks impacting the financial statements.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved, but were not limited to, review of the reporting to the Directors with respect to the application of the documented policies and procedures, enquires of the Manager and Administrator and performance of journal entry testing to identify irregularities, including fraud. We also reviewed the financial statements to ensure compliance with the reporting requirements of the Company.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Other matters we are required to address

- Following the recommendation from the Audit Committee, we were appointed by the Company on the 1 August 2019 to audit the financial statements for the year ending 31 January 2020 and subsequent financial periods.
The period of total uninterrupted engagement including previous renewals and reappointments is 5 years, covering the years ending 31 January 2020 to 31 January 2024.
- The audit opinion is consistent with the additional report to the Audit Committee.

Use of our report

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

Matthew Price (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor
London

30 April 2024

Statement of Comprehensive Income

FOR THE YEAR ENDED 31 JANUARY

	Notes	Year ended 31 January 2024			Year ended 31 January 2023		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Loss on investments held at fair value	9	-	(11,138)	(11,138)	-	(41,010)	(41,010)
Profit on foreign exchange		-	-	-	-	5	5
Income	2	5,088	491	5,579	4,646	-	4,646
Investment management fees	3	(182)	(1,029)	(1,211)	(206)	(1,165)	(1,371)
Other expenses	4	(424)	(3)	(427)	(384)	(3)	(387)
Loss before finance costs and taxation		4,482	(11,679)	(7,197)	4,056	(42,173)	(38,117)
Finance costs	5	(23)	(130)	(153)	(1)	(7)	(8)
Loss before taxation		4,459	(11,809)	(7,350)	4,055	(42,180)	(38,125)
Taxation	6	-	-	-	-	-	-
Loss after taxation		4,459	(11,809)	(7,350)	4,055	(42,180)	(38,125)
Return per ordinary share	7	13.18p	(34.91)p	(21.73)p	11.99p	(124.70)p	(112.71)p

The total columns of this statement represent the Company's statement of comprehensive income, prepared in accordance with UK-adopted international accounting standards. The loss after taxation is the total comprehensive loss. The supplementary revenue and capital columns are both prepared in accordance with the Statement of Recommended Practice issued by the Association of Investment Companies. All items in the above statement derive from continuing operations of the Company. No operations were acquired or discontinued in the year.

Statement of Changes in Equity

	Notes	Share	Share	Capital	Capital	Revenue	Total
		Capital £'000	Premium £'000	Redemption Reserve £'000	Reserve £'000	Reserve £'000	£'000
At 31 January 2022		10,642	22,366	3,386	184,089	270	220,753
Total comprehensive loss for the year		-	-	-	(42,180)	4,055	(38,125)
Dividends paid	8	-	-	-	(4,905)	(2,808)	(7,713)
At 31 January 2023		10,642	22,366	3,386	137,004	1,517	174,915
Total comprehensive loss for the year		-	-	-	(11,809)	4,459	(7,350)
Dividends paid	8	-	-	-	(2,048)	(4,122)	(6,170)
At 31 January 2024		10,642	22,366	3,386	123,147	1,854	161,395

The accompanying accounting policies and notes are an integral part of these financial statements.

Balance Sheet

	Notes	As at 31 January 2024 £'000	As at 31 January 2023 £'000
Non-current assets			
Investments held at fair value through profit or loss	9	169,481	172,643
Current assets			
Other receivables	10	932	400
Cash and cash equivalents		-	5,055
		932	5,455
Total assets		170,413	178,098
Current liabilities			
Other payables	11	(9,018)	(3,183)
		(9,018)	(3,183)
Total assets less current liabilities		161,395	174,915
Net assets		161,395	174,915
Capital and reserves			
Share capital	12	10,642	10,642
Share premium	13	22,366	22,366
Capital redemption reserve	13	3,386	3,386
Capital reserve	13	123,147	137,004
Revenue reserve	13	1,854	1,517
Total shareholders' funds		161,395	174,915
Net asset value per ordinary share			
Basic	14	477.12p	517.09p

The financial statements were approved and authorised for issue by the Board of Directors on 30 April 2024.

Signed on behalf of the Board of Directors

Bridget Guerin
Chairman

The accompanying accounting policies and notes are an integral part of these financial statements.

Statement of Cash Flows

	Year ended 31 January 2024 £'000	Year ended 31 January 2023 £'000
Cash flow from operating activities		
Loss before taxation	(7,350)	(38,125)
Add back finance costs	153	8
Adjustments for:		
Purchase of investments	(32,646)	(37,739)
Sale of investments	21,263	46,313
Loss on investments held at fair value	(11,383)	8,574
Increase in receivables	11,138	41,010
Increase/(decrease) in payables	(51)	(195)
	8	(26)
Net cash (outflow)/inflow from operating activities	(7,485)	11,246
Cash flow from financing activities		
Finance cost paid	(153)	(8)
Dividends paid - note 8	(6,170)	(7,713)
Increase in bank overdraft	8,753	-
Net cash inflow/(outflow) from financing activities	2,430	(7,721)
Net (decrease)/increase in cash and cash equivalents	(5,055)	3,525
Cash and cash equivalents at start of the year	5,055	1,530
Cash and cash equivalents at the end of the year	-	5,055
Reconciliation of cash and cash equivalents to the Balance Sheet is as follows:		
Cash held at custodian	-	80
Invesco Liquidity Funds plc - Sterling, money market fund	-	4,975
Cash and cash equivalents	-	5,055
Cash flow from operating activities includes:		
Dividends received	5,523	4,447
Interest received	3	2

As the Company did not have any long term debt at both the current and prior year ends, no reconciliation of the financial liabilities position is presented.

The accompanying accounting policies and notes are an integral part of these financial statements.

Notes to the Financial Statements

1. Principal Accounting Policies

Accounting policies describe the Company's approach to recognising and measuring transactions during the year and the position of the Company at the year end.

The principal accounting policies adopted in the preparation of these financial statements together with the approach to recognition and measurement are set out below. These policies have been consistently applied during the current year and the preceding year, unless otherwise stated.

The financial statements have been prepared on a going concern basis on the grounds that the Company's investment portfolio is sufficiently liquid and significantly exceeds all balance sheet liabilities, there are no unrecorded commitments or contingencies. The disclosure on going concern on page 29 in the Directors' Report provides further detail. The Directors believe the Company has adequate resources to continue in operational existence for the foreseeable future and has the ability to meet its financial obligations as and when they fall due for a period until at least 30 April 2025.

(a) Basis of Preparation

(i) Accounting Standards Applied

The financial statements have been prepared on a historical cost basis, except for the measurement at fair value of investments which for the Company are quoted bid prices for investments in active markets at the Balance Sheet date and therefore reflect market participants' view of climate change risk and in accordance with the applicable UK-adopted international accounting standards. The standards are those that are effective at the Company's financial year end.

Where presentational guidance set out in the Statement of Recommended Practice ('SORP') 'Financial Statements of Investment Trust Companies and Venture Capital Trusts', updated by the Association of Investment Companies in July 2022, is consistent with the requirements of UK-adopted international accounting standards, the Directors have prepared the financial statements on a basis compliant with the recommendations of the SORP. The supplementary information which analyses the statement of comprehensive income between items of a revenue and a capital nature is presented in accordance with the SORP.

The Directors have considered the impact of climate change on the value of the listed investments that the Company holds. In the view of the Directors, as the portfolio consists of listed equities, their market prices should reflect the impact, if any, of climate change and accordingly no adjustment has been made to take account of climate change in the valuation of the portfolio in these financial statements.

(ii) Critical Accounting Estimates and Judgements

The preparation of the financial statements may require the Directors to make estimations where uncertainty exists. It also requires the Directors to make judgements, estimates and assumptions, in the process of applying the accounting policies. There have been no significant judgements, estimates or assumptions for the current or preceding year.

(iii) Continuation Vote

Having consulted the Company's major shareholders through the remit of its advisers, the Directors have a reasonable belief that the continuation vote will be supported by the majority of shareholders at the 2024 AGM.

(b) Foreign Currency and Segmental Reporting

(i) Functional and Presentation Currency

The financial statements are presented in Sterling, which is the Company's functional and presentation currency and the currency in which the Company's share capital and expenses are denominated, as well as a majority of its assets and liabilities.

(ii) Transactions and Balances

Foreign currency assets and liabilities are translated into Sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currency, are translated into Sterling at the rates of exchange ruling on the dates of such transactions, and profit or loss on translation is taken to revenue or capital depending on whether it is revenue or capital in nature. All are recognised in the statement of comprehensive income.

(iii) Segmental reporting

The Directors are of the opinion that the Company is engaged in a single segment of business of investing in equity and debt securities, issued by companies operating and generating revenue mainly in the UK.

(c) Financial Instruments

(i) Recognition of Financial Assets and Financial Liabilities

The Company recognises financial assets and financial liabilities when the Company becomes a party to the contractual provisions of the instrument. The Company offsets financial assets and financial liabilities if the Company has a legally enforceable right to set off the recognised amounts and interests and intends to settle on a net basis.

(ii) **Derecognition of Financial Assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the right to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in the transferred financial asset that is created or retained by the Company is recognised as an asset.

(iii) **Derecognition of Financial Liabilities**

The Company derecognises financial liabilities when its obligations are discharged, cancelled or expired.

(iv) **Trade Date Accounting**

Purchases and sales of financial assets are recognised on trade date, being the date on which the Company commits to purchase or sell the assets.

(v) **Classification of Financial Assets and Financial Liabilities**

Financial assets

The Company classifies its financial assets as measured at amortised cost or measured at fair value through profit or loss on the basis of both: the entity's business model for managing the financial assets; and the contractual cash flow characteristics of the financial asset.

Financial assets measured at amortised cost include cash, debtors and prepayments.

A financial asset is measured at fair value through profit or loss if its contractual terms do not give rise to cash flows on specified dates that are solely payments of principal and interest ('SPPI') on the principal amount outstanding or it is not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. The Company's equity investments are classified as fair value through profit or loss as they do not give rise to cash flows that are SPPI.

Financial assets held at fair value through profit or loss are initially recognised at fair value, which is usually the transaction price and are subsequently valued at fair value.

For investments that are actively traded in organised financial markets, fair value is determined by reference to stock exchange quoted bid prices at the balance sheet date.

Financial liabilities

Financial liabilities, including borrowings through the Bank Overdraft, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, where applicable.

(d) **Cash and Cash Equivalents**

Cash and cash equivalents include any cash held at custodian and approved depositories as well as holdings in Invesco Liquidity Funds plc - Sterling, a triple-A rated money market fund. Cash and cash equivalents are defined as cash itself or being readily convertible to a known amount of cash and are subject to an insignificant risk of change in value with original maturities of three months or less.

(e) **Income**

All dividends are taken into account on the date investments are marked ex-dividend; other income from investments is taken into account on an accruals basis. Where the Company elects to receive scrip dividends (i.e. in the form of additional shares rather than cash), the equivalent of the cash dividend foregone is recognised as income in the revenue account and any excess in value of the shares received over the amount of the cash dividend recognised in capital. Deposit interest is taken into account on an accruals basis. Special dividends representing a return of capital are allocated to capital in the statement of comprehensive income and then taken to capital reserves. Dividends will generally be recognised as revenue however all special dividends will be reviewed, with consideration given to the facts and circumstances of each case, including the reasons for the underlying distribution, before a decision over whether allocation is to revenue or capital is made.

(f) **Expenses and Finance Costs**

All expenses and finance costs are accounted for in the statement of comprehensive income on an accruals basis.

The investment management fee and finance costs (including those related to the bank overdraft facility) are allocated 85% to capital and 15% to revenue. This is in accordance with the Board's expected long term split of returns, in the form of capital gains and income respectively, from the portfolio.

Investment transaction costs such as brokerage commission and stamp duty are recognised in capital in the statement of comprehensive income. All other expenses are allocated to revenue in the statement of comprehensive income.

(g) **Taxation**

Tax represents the sum of tax payable, withholding tax suffered and deferred tax. Tax is charged or credited in the statement of comprehensive income. Any tax payable is based on taxable profit for the year, however, as expenses exceed taxable income no corporation tax is due. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the balance sheet date.

Deferred taxation is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or right to pay less tax in the future have occurred at the balance sheet date. This is subject to deferred tax assets only being recognised if it is considered probable that there will be suitable profits from which the future reversal of the temporary differences can be deducted. Deferred tax assets and liabilities are measured at the tax rates expected to apply in the period when the liability is settled or the asset realised.

Investment trusts which have approval under Section 1158 of the Corporation Tax Act 2010 are not liable for taxation on capital gains.

1. Principal Accounting Policies (continued)

(h) Dividends

Dividends are not accrued in the financial statements, unless there is an obligation to pay the dividends at the balance sheet date. Proposed final dividends are recognised in the financial year in which they are approved by the shareholders.

(i) Consolidation

Consolidated accounts have not been prepared as the subsidiary, whose principal activity was investment dealing, is not material in the context of these financial statements. The subsidiary was dissolved on 28 February 2023. Berry Starquest Limited did not trade during the year (prior to being dissolved) and the preceding year and, as a dormant company, had exemption under Section 480(1) of the Companies Act 2006 from appointing auditors or obtaining an audit.

2. Income

This note shows the income generated from the portfolio (investment assets) of the Company and income received from any other source.

	2024 £'000	2023 £'000
Income from investments:		
UK dividends	4,443	4,124
UK special dividends	511	288
Overseas dividends	131	232
Deposit interest	3	2
Total income	5,088	4,646

A special dividend of £491,000 was recognised in capital during the year (2023: nil).

Overseas dividends include dividends received on UK listed investments where the investee company is domiciled outside of the UK.

3. Investment Management Fee

This note shows the fees due to the Manager. These are made up of the management fee calculated and paid monthly and, for the previous year. This fee is based on the value of the assets being managed.

	Revenue £'000	2024 Capital £'000	Total £'000	Revenue £'000	2023 Capital £'000	Total £'000
Investment management fee	182	1,029	1,211	206	1,165	1,371

Details of the investment management and secretarial agreement are given on page 30 in the Directors' Report.

At 31 January 2024, £106,000 (2023: £109,000) was accrued in respect of the investment management fee.

4. Other Expenses

The other expenses of the Company are presented below; those paid to the Directors and auditor are separately identified.

	Revenue £'000	2024 Capital £'000	Total £'000	Revenue £'000	2023 Capital £'000	Total £'000
Directors' remuneration ⁽ⁱ⁾	125	-	125	117	-	117
Auditor's fees ⁽ⁱⁱ⁾ :						
- for audit of the Company's annual financial statements	49	-	49	45	-	45
Other expenses ⁽ⁱⁱⁱ⁾	250	3	253	222	3	225
	424	3	427	384	3	387

(i) The Director's Remuneration Report provides further information on Directors' fees.

(ii) Auditor's fees include expenses but excludes VAT. The VAT is included in other expenses.

(iii) Other expenses include:

- £11,800 (2023: £11,600) of employer's National Insurance payable on Directors' remuneration. As at 31 January 2024, the amounts outstanding on employer's National Insurance on Directors' remuneration was £1,000 (2023: £900), the amounts outstanding for Directors' fee was £10,400 (2023: £9,700); and
- custodian transaction charges of £3,100 (2023: £3,200). These are charged to capital.

5. Finance Costs

Finance costs arise on any borrowing facilities the Company has.

	2024			2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Bank overdraft facility fee	1	6	7	1	6	7
Overdraft interest	22	124	146	-	1	1
	23	130	153	1	7	8

The £15 million overdraft facility was renewed on 9 September 2023 and the interest rate is at a margin above the Bank of England base rate.

6. Taxation

As an investment trust the Company pays no tax on capital gains and, as the Company invested principally in UK equities, it has little overseas tax. In addition, no deferred tax is required to provide for tax that is expected to arise in the future due to differences in accounting and tax bases.

(a) Tax charge

	2024 £'000	2023 £'000
Overseas taxation	-	-

(b) Reconciliation of tax charge

	2024 £'000	2023 £'000
Loss before taxation	(7,350)	(38,125)
Theoretical tax at the current UK Corporation Tax rate of 24.03% (2023: 19%)	(1,766)	(7,244)
Effects of:		
- Non-taxable UK dividends	(1,036)	(767)
- Non-taxable UK special dividends	(241)	(55)
- Non-taxable overseas dividends	(24)	(35)
- Non-taxable loss on investments	2,676	7,791
- Excess of allowable expenses over taxable income	390	309
- Disallowable expenses	1	1
Tax charge for the year	-	-

(c) Factors that may affect future tax changes

The Company has cumulative excess management expenses of £45,945,000 (2023: £44,324,000) that are available to offset future taxable revenue.

A deferred tax asset of £11,486,000 (2023: £11,081,000) at 25% (2023: 25%) has not been recognised in respect of these expenses since the Directors believe that there will be no taxable profits in the future against which the deferred tax assets can be offset.

The Finance Act 2021 increases the UK Corporation Tax rate from 19% to 25% effective 1 April 2023. The Act received Royal Assent on 10 June 2021. Deferred tax assets and liabilities on balance sheets prepared after the enactment of the new tax rate must therefore be re-measured accordingly, so as a result the deferred tax asset has been calculated at 25%.

7. Return per Ordinary Share

Return per ordinary share is the amount of gain or loss generated for the financial year divided by the weighted average number of ordinary shares in issue.

	2024			2023		
	Revenue	Capital	Total	Revenue	Capital	Total
Return £'000	4,459	(11,809)	(7,350)	4,055	(42,180)	(38,125)
Return per ordinary share	13.18p	(34.91)p	(21.73)p	11.99p	(124.70)p	(112.71)p

The returns per ordinary share are based on the weighted average number of shares in issue during the year of 33,826,929 (2023: 33,826,929)

8. Dividends on Ordinary Shares

The Company paid four dividends in the year - three interims and a final.

The final dividend shown below is based on shares in issue at the record date or, if the record date has not been reached, on shares in issue on the date the balance sheet is signed. The third interim and final dividends are paid after the balance sheet date.

	2024		2023	
	Pence	£'000	Pence	£'000
Dividends paid from revenue in the year:				
Third interim (prior year)	3.75	1,269	0.80	270
Final (prior year)	0.74	249	-	-
First interim	3.85	1,302	3.75	1,269
Second interim	3.85	1,302	3.75	1,269
Total dividends paid from revenue	12.19	4,122	8.30	2,808
Dividends paid from capital in the year:				
Third interim (prior year)	-	-	2.95	999
Final (prior year)	6.05	2,048	11.55	3,906
Total dividends paid from capital	6.05	2,048	14.50	4,905
Total dividends paid in the year	18.24	6,170	22.80	7,713
	2024		2023	
	Pence	£'000	Pence	£'000
Dividends payable in respect of the year:				
First interim	3.85	1,302	3.75	1,269
Second interim	3.85	1,302	3.75	1,269
Third interim	3.85	1,302	3.75	1,269
Final	5.41	1,831	6.79	2,295
	16.96	5,737	18.04	6,102

The third interim dividend of 3.85p per share, in respect of the year ended 31 January 2024, was paid to shareholders on 12 March 2024. The Company's dividend policy was changed in 2015 so that dividends will be paid firstly from current year revenue and any revenue reserves available, and thereafter from capital reserves. The amount payable in respect of the year is shown below:

	2024	2023
	£'000	£'000
Dividends in respect of the year:		
- from revenue reserve	4,459	4,055
- from capital reserve	1,278	2,047
	5,737	6,102

Dividend payable from the capital reserves of £1,278,000 (2023: capital reserves of £2,047,000) as a percentage of year end net assets of £161,395,000 (2023: £174,915,000) is 0.8% (2023: 1.2%). The Company has £128,237,000 (2023: £134,201,000) of realised distributable capital reserves at the year end.

9. Investments Held at Fair Value Through Profit and Loss

The portfolio is made up of investments which are listed or traded on a primary stock exchange or AIM. Profit and losses in the year include:

- realised, usually arising when investments are sold; and
- unrealised, being the difference from cost on those investments still held at the year end.

	2024 £'000	2023 £'000
Investments listed on a primary stock exchange	118,717	116,417
AIM quoted investments	50,764	56,226
	169,481	172,643
Opening valuation	172,643	219,818
Movements in year:		
Purchases at cost	29,720	40,196
Sales proceeds	(21,744)	(46,361)
Loss on investments in the year	(11,138)	(41,010)
Closing valuation	169,481	172,643
Closing book cost	174,572	169,842
Closing investment unrealised (loss)/gain	(5,091)	2,801
Closing valuation	169,481	172,643

The transaction costs amount to £90,000 (2023: £134,000) on purchases and £12,000 (2023: £28,000) for sales. These amounts are included in determining loss on investments held at fair value as disclosed in the Statement of Comprehensive Income.

The Company received £21,744,000 (2023: £46,361,000) from investments sold in the year. The book cost of these investments when they were purchased was £24,989,000 (2023: £43,172,000) realising a loss of £3,245,000 (2023: profit of £3,189,000). These investments have been revalued over time and until they were sold any unrealised profits/losses were included in the fair value of the investments.

10. Other Receivables

Other receivables are amounts which are due to the Company, such as monies due from brokers for investments sold and income which has been earned (accrued) but not yet received.

	2024 £'000	2023 £'000
Amounts due from brokers	529	48
Overseas withholding tax recoverable	30	31
Income tax recoverable	4	-
Prepayments and accrued income	369	321
	932	400

11. Other Payables

Other payables are amounts which must be paid by the Company, and include any amounts due to brokers for the purchase of investments or amounts owed to suppliers (accruals), such as the Manager and auditor.

	2024 £'000	2023 £'000
Amounts due to brokers	48	2,974
Bank overdraft	8,753	-
Accruals	217	209
	9,018	3,183

12. Share Capital

Share capital represents the total number of shares in issue, including shares held in treasury.

	2024		2023	
	Number	£'000	Number	£'000
Allotted, called-up and fully paid				
Ordinary shares of 20p each	33,826,929	6,765	33,826,929	6,765
Treasury shares of 20p each	19,382,155	3,877	19,382,155	3,877
	53,209,084	10,642	53,209,084	10,642

For the year to 31 January 2024, no shares were bought back into or issued from treasury (2023: nil). Subsequent to the year end, no shares were bought back into or issued from treasury.

13. Reserves

This note explains the different reserves attributable to shareholders. The aggregate of the reserves and share capital (see previous note) make up total shareholders' funds.

The share premium arises whenever shares are issued at a price above the nominal value plus any issue costs. The capital redemption reserve maintains the equity share capital and arises from the nominal value of shares repurchased and cancelled. The share premium and capital redemption reserve are non-distributable.

Capital investment gains and losses are shown in note 9, and form part of the capital reserve. The revenue reserve shows the net revenue retained after payment of dividends. The capital (to the extent that it constitutes realised profits) and revenue reserves are distributable by way of dividend. In addition, the capital reserve is also distributable by way of share buy backs.

14. Net Asset Value per Ordinary Share

The Company's total net assets (total assets less total liabilities) are often termed shareholders' funds and are converted into net asset value per ordinary share by dividing by the number of shares in issue.

The net asset value per share and the net asset values attributable at the year end were as follows:

	Net asset value per ordinary share		Net assets attributable	
	2024 Pence	2023 Pence	2024 £'000	2023 £'000
Ordinary shares	477.12	517.09	161,395	174,915

Net asset value per ordinary share is based on net assets at the year end and on 33,826,929 (2023: 33,826,929) ordinary shares, being the number of ordinary shares in issue (excluding treasury) at the year end.

15. Subsidiary Undertaking

The dormant subsidiary, Berry Starquest Limited, was dissolved on 28 February 2023 (Net asset value at 31 January 2023: £100).

16. Risk Management, Financial Assets and Liabilities

Financial instruments comprise the Company's investment portfolio as well as any cash, borrowings, other receivables and other payables.

Financial Instruments

The Company's financial instruments comprise its investment portfolio (as shown on pages 23 and 24), cash, overdraft, other receivables and other payables that arise directly from its operations such as sales and purchases awaiting settlement and accrued income. The accounting policies in note 1 include criteria for the recognition and the basis of measurement applied for financial instruments. Note 1 also includes the basis on which income and expenses arising from financial assets and liabilities are recognised and measured.

Risk Management Policies and Procedures

The Directors have delegated to the Manager the responsibility for the day-to-day investment activities of the Company as more fully described in the Directors' Report.

As an investment trust the Company invests in equities and other investments for the long-term, so as to meet its investment policy (incorporating the Company's investment objective). In pursuing its investment objective, the Company is exposed to a variety of risks that could result in either a reduction in the Company's net assets or a reduction of the profits available for dividends. Those related to financial instruments include market risk, liquidity risk and credit risk. These policies are summarised below and have remained substantially unchanged for the two years under review.

The main risk that the Company faces arising from its financial instruments is market risk - this risk is reviewed in detail below. Since the Company invests mainly in UK equities traded on the London Stock Exchange, liquidity risk and credit risk are not significant. Liquidity risk is minimised as the majority of the Company's investments comprise a diversified portfolio of readily realisable securities which can be sold to meet funding commitments as necessary. In addition, an overdraft facility provides short-term funding flexibility.

Credit risk encompasses the failure by counterparties to deliver securities which the Company has paid for, or to pay for securities which the Company has delivered, and cash balances. Counterparty risk is minimised by using only approved counterparties. The Company's ability to operate in the short-term may be adversely affected if the Company's custodian suffers insolvency or other financial difficulties. The appointment of a depositary has substantially lessened this risk. The Board reviews the custodian's annual controls report and the Manager's management of the relationship with the custodian, The Bank of New York Mellon (International) Limited, an A-1+ rated financial institution. Cash balances are limited to a maximum of 2.5% of net assets with any one deposit taker, with only approved deposit takers being used, and a maximum of 7.5% of net assets for holdings in the Invesco Liquidity Funds plc - Sterling, a triple-A rated money market fund.

Market Risk

The fair value or future cash flows of a financial instrument may fluctuate because of changes in market prices. This market risk comprises three elements - currency risk, interest rate risk and other price risk. The Company's Manager assesses the Company's exposure when making each investment decision, and monitors the overall level of market risk on the whole of the investment portfolio on an ongoing basis. The Board meets at least quarterly to assess risk and review investment performance. The Company may utilise hedging instruments to manage market risk. Gearing is used to enhance returns, however, this will also increase the Company's exposure to market risk and volatility.

1. Currency Risk

The exposure to currency risk is considered minor as the Company's financial instruments are mainly denominated in Sterling. At the current and preceding year end, the Company held no foreign currency investments or cash, although a small amount of dividend income was received in foreign currency.

During this and the previous year, the Company did not use forward currency contracts to mitigate currency risk.

2. Interest Rate Risk

Interest rate movements will affect the level of income receivable on cash deposits and the interest payable on variable rate borrowings. When the Company has cash balances, they are held in variable rate bank accounts yielding rates of interest dependent on the base rate of the Custodian, The Bank of New York Mellon (International) Limited. Additionally, holdings in Invesco Liquidity Funds plc - Sterling are subject to interest rate changes.

The Company has an uncommitted bank overdraft facility up to a maximum of 30% of the net asset value of the Company or £15 million (2023: £15 million), whichever is the lower; the interest rate is charged at a margin over the Bank of England base rate. The Company uses the facility when required, at levels approved and monitored by the Board.

At the year end £8.8 million of the overdraft was drawn down (2023: none). Based on the maximum amount that can be drawn down at the year end under the overdraft facility of £15 million (2023: £15 million), the effect of a +/- 3.25% (2023: +/- 1%) in the interest rate would result in an increase or decrease to the Company's statement of comprehensive income of £488,000 (2023: £150,000).

The Company's portfolio is not directly exposed to interest rate risk.

3. Other Price Risk

Other price risks (i.e. the risk of changes in market prices, other than those arising from interest rates or currency) may affect the value of the investments.

Management of Other Price Risk

The Directors manage the market price risks inherent in the investment portfolio by meeting regularly to monitor on a formal basis the Manager's compliance with the Company's stated objectives and policies and to review investment performance.

The Company's portfolio is the result of the Manager's investment process and as a result is not correlated with the Company's benchmark or the markets in which the Company invests. Therefore, the value of the portfolio will not move in line with the market but will move as a result of the performance of the company shares within the portfolio.

If the value of the portfolio fell by 10% at the balance sheet date, the loss after tax for the year would increase by £16 million (2023: loss after tax for the year would increase by £17 million). Conversely, if the value of the portfolio rose by 10%, the loss after tax would decrease (2023: loss after tax would decrease) by the same amount.

Concentration of exposure to market price risk

There is a concentration of exposure to the UK, though it should be noted that the Company's investments may not be entirely exposed to economic conditions in the UK, as many UK listed companies do much of their business overseas.

Fair Values of Financial Assets and Financial Liabilities

The financial assets and financial liabilities are either carried in the balance sheet at their fair value (investments), or the balance sheet amount is a reasonable approximation of fair value (due from brokers, dividends receivable, accrued income, due to brokers, accruals, cash at bank and overdraft).

16. Risk Management, Financial Assets and Liabilities (continued)

Fair Value Hierarchy Disclosures

All of the Company's investments are in the Level 1 category as set out in IFRS 13, the three levels of which follow:

Level 1 - The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.

Level 3 - Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of each relevant asset/liability.

17. Maturity Analysis of Contractual Liability Cash Flows

The contractual liabilities of the Company are shown in note 11 and comprise amounts due to brokers and accruals. All are paid under contractual terms. The bank overdraft is repayable upon demand. For amounts due to brokers, this will generally be the purchase date of the investment plus two business days; accruals would generally be due within three months.

18. Capital Management

The Company's capital, or equity, is represented by its net assets which are managed to achieve the Company's investment objective set out on page 13.

The main risks to the Company's investments are shown in the Strategic Report under the 'Principal Risks and Uncertainties' section on pages 14 and 15. These also explain that the Company is able to gear and that gearing will amplify the effect on equity of changes in the value of the portfolio.

The Board can also manage the capital structure directly since it determines dividend payments and has taken the powers, which it is seeking to renew, to buy-back shares, either for cancellation or to be held in treasury, and to issue new shares or sell shares held in treasury.

The Company is subject to externally imposed capital requirements with respect to the obligation and ability to pay dividends by s1158 Corporation Tax Act 2010 and by the Companies Act 2006, respectively, and with respect to the availability of the overdraft facility and by the terms imposed by the lender. The Board regularly monitors, and has complied with, the externally imposed capital requirements. This is unchanged from the prior year.

Total equity at 31 January 2024, the composition of which is shown on the Balance Sheet on page 48, was £161,395,000 (2023: £174,915,000).

19. Contingencies, Guarantees and Financial Commitments

Liabilities the Company is committed to honour but which are dependent on a future circumstance or event occurring would be disclosed in this note if any existed.

There were no contingencies, guarantees or other financial commitments of the Company as at 31 January 2024 (2023: nil).

20. Related Party Transactions and Transactions with Manager

A related party is a company or individual who has direct or indirect control or who has significant influence over the Company.

Under UK-adopted international accounting standards the Company has identified the Directors as related parties. The Directors' remuneration and interests have been disclosed on pages 37 to 39 with additional disclosure in note 4. No other related parties have been identified.

Details of the Manager's services and fees are disclosed in the Directors' Report on page 30 and in note 3.

21. Post Balance Sheet Events

There are no significant events after the end of the reporting period requiring disclosure.



Shareholder

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Notice of Annual General Meeting

THIS NOTICE OF ANNUAL GENERAL MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Invesco Perpetual UK Smaller Companies Investment Trust plc, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

NOTICE IS GIVEN that the Annual General Meeting ('AGM') of Invesco Perpetual UK Smaller Companies Investment Trust plc will be held at the offices of Invesco at 43-45 Portman Square, London W1H 6LY at 12.00pm on 6 June 2024 for the following purposes:

Ordinary Business

1. To receive and consider the Annual Financial Report for the year ended 31 January 2024.
2. To approve the Directors' Remuneration Policy.
3. To approve the Annual Statement and Report on Remuneration for the year ended 31 January 2024.
4. To approve the final dividend of 5.41p for the year ended 31 January 2024.
5. To re-elect Bridget Guerin as a Director of the Company.
6. To re-elect Graham Paterson as a Director of the Company.
7. To re-elect Mike Prentis as a Director of the Company.
8. To elect Simon Longfellow as a Director of the Company.
9. To re-appoint the auditor, Ernst & Young LLP.
10. To authorise the Audit Committee to determine the auditor's remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions of which resolution 11 and 15 will be proposed as an ordinary resolution and resolutions 12 to 14 as special resolutions:

Authority to Allot Shares

11. That:

the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 as amended from time to time prior to the date of the passing of this resolution (the 'Act') to exercise all powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, shares up to an aggregate nominal amount (within the meaning of Sections 551(3) and (6) of the Act) of £676,538, this being 10% of the Company's issued ordinary share capital as at 30 April 2024, such authority to expire at the conclusion of the

next AGM of the Company or the date 15 months after the passing of this resolution, whichever is the earlier unless the authority is renewed or revoked at any other general meeting prior to such time, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require shares to be allotted, or rights to be granted, after such expiry as if the authority conferred by this resolution had not expired.

Disapplication of Pre-emption Rights

12. That:

the Directors be and are hereby empowered, in accordance with Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 (1), (2) and (3) of the Act) for cash, either pursuant to the authority given by resolution 11 set out above or (if such allotment constitutes the sale of relevant shares which, immediately before the sale, were held by the Company as treasury shares) otherwise, as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of all holders of a class of equity securities where the equity securities attributable respectively to the interests of all holders of securities of such class are either proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise);
- (b) to the allotment (otherwise than pursuant to a rights issue) of equity securities up to an aggregate nominal amount of £676,538, this being 10% of the Company's issued ordinary share capital as at 30 April 2024; and
- (c) to the allotment of equity securities at a price not less than the net asset value per share (as determined by the Directors), and this power

shall expire at the conclusion of the next AGM of the Company or the date 15 months after the passing of this resolution, whichever is the earlier unless the authority is renewed or revoked at any other general meeting prior to such time, but so that this power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry as if the power conferred by this resolution had not expired; and so that words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this resolution.

Authority to Make Market Purchases of Shares

13. That:

the Company be generally and subject as hereinafter appears unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its issued ordinary shares of 20p each in the capital of the Company ('Shares').

PROVIDED ALWAYS THAT:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 14.99% of the Company's issued ordinary shares, this being 5,070,657 as at 30 April 2024;
- (b) the minimum price which may be paid for a Share shall be 20p;
- (c) the maximum price which may be paid for a Share must not be more than the higher of: (i) 5% above the average of the mid-market values of the Shares for the five business days before the purchase is made; and (ii) the higher of the price of the last independent trade in the Shares and the highest then current independent bid for the Shares on the London Stock Exchange;

- (d) any purchase of Shares will be made in the market for cash at prices below the prevailing net asset value per Share (as determined by the Directors);
- (e) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or the date 15 months after the passing of this resolution, whichever is the earlier, unless the authority is renewed or revoked at any other general meeting prior to such time;
- (f) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract; and
- (g) any Shares so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of Sections 724 to 731 of the Act and any applicable regulations of the United Kingdom Listing Authority, be held (or otherwise dealt with in accordance with Section 727 or 729 of the Act) as treasury shares.

Period of Notice Required for General Meetings

14. THAT the period of notice required for general meetings of the Company (other than AGMs) shall be not less than 14 clear days.

Continue in Existence

15. THAT the Company continue in existence as an investment trust.

Dated this 30 April 2024

By order of the Board

Invesco Asset Management Limited
Corporate Company Secretary

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his stead. Where more than one proxy is appointed, each proxy must be appointed to exercise the rights attached to a different share or shares. A proxy need not be a member of the Company. However, if you appoint the Chairman of the AGM as your proxy, this will ensure that your votes are cast in accordance with your wishes. If any other person is appointed as your proxy, they may not be able to attend the meeting to vote on your behalf. In order to be valid an appointment of proxy must be returned by one of the following methods:

- via Link Group website www.signalshares.com; or
- via LinkVote+ (see note 4); or
- via Proxymity (see note 5); or
- in hard copy form by post, by courier or by hand to the Company's registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below

and in each case to be received by the Company not less than 48 hours before the time of the meeting. Shareholders wishing to appoint a proxy should therefore appoint the Chairman of the AGM.

2. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this document. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any changes of instructions to proxies through CREST should be communicated to the appointee through other means. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. CREST members and, where applicable, their CREST sponsors

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

3. A form of appointment of proxy is enclosed. Appointment of a proxy (whether by completion of a form of appointment of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction or appointing a proxy via Proxymity) does not prevent a member from attending and voting at this meeting.

To be effective, the form of appointment of proxy, duly completed and executed, together with any power of attorney or other authority under which it is signed (or a notarially certified copy thereof) must be lodged at the office of the Company's registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by not later than 12.00pm on 4 June 2024.

4. LinkVote+ is a free app for smartphone and tablet provided by Link Group (the company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



Google Play



Your vote must be lodged by 12.00pm on 4 June 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

5. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please visit www.proxymity.io. Your proxy must be lodged by no later than 48 hours before the time of the Annual General Meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and

conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

6. Unless otherwise indicated on the Form of Proxy, CREST voting, Proxymity or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
7. If you hold your shares through a platform or nominees, you will need to contact them and ask them to appoint you as a proxy in respect of your shares in order to attend, speak and vote at the AGM.
8. A person entered on the Register of Members at close of business on 4 June 2024 ('a member') is entitled to attend and vote at the Meeting pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001. Any changes to the Register of Members after such time and date shall be disregarded in determining the rights of any person to attend and/or vote at the Meeting. If the Meeting is adjourned, entitlement to attend and vote at the adjourned meeting, and the number of votes which may be cast thereat, will be determined by reference to the Company's Register of Members 48 hours before the time fixed for the adjourned meeting.
9. The Terms of Reference of the Audit Committee, the Nomination Committee and the Management Engagement Committee and the Letters of Appointment for Directors will be available for inspection by request to the Company Secretary.
10. A copy of the Articles of Association are available for inspection by request to the Company Secretary.
11. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the shareholder as to the exercise of voting rights.

The statement of the above rights of the shareholders in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Any member attending the AGM, should this be permitted by government restrictions at the time, has the right to ask questions. The Company must cause to be answered any such question relating to the business

being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. As at 30 April 2024 (being the last practicable day prior to the publication of this Notice) the Company's issued share capital consists of 33,826,929 ordinary shares of 20p each carrying one vote each.
16. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.invesco.co.uk/ipukscit.
17. Shareholders should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Companies Act 2006 (the 'Act'), the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act (in each case) that the members propose to raise at the relevant AGM. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
18. The following documents may be inspected at the registered office of the Company during business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) from the date of this Notice of AGM to the date of the AGM and will be available for inspection at the AGM, if appropriate, from 11.45am on 6 June 2024 until the conclusion of the meeting:
 - copies of the letters of appointment of the Non-Executive Directors; and
 - the Current Articles.

The Current Articles are available to view on the Company's website www.invesco.co.uk/ipukscit.

Shareholder Information

Company History

Invesco Perpetual UK Smaller Companies Investment Trust plc was launched in March 1988, and was formerly known as Berry Starquest plc. Perpetual took over the management of the investment trust on 1 March 1994. On 13 June 2002, following shareholder resolution, the investment trust's name changed to Invesco Perpetual UK Smaller Companies Investment Trust plc.

Net Asset Value ('NAV') Publication

The NAV of the Company is calculated by the Manager on a daily basis and is notified to the Stock Exchange on the following business day. An estimated NAV is also published daily in the newspapers detailed under Share Price Listings.

How to invest in the Company

The Company's shares are listed and traded on the London Stock Exchange. There are a variety of ways by which investors can buy the shares including through the following: independent financial advisers, wealth managers and investment platform websites. The Manager's website contains a list of some of the larger dealing platforms as well as a link to unbiased.co.uk, for those seeking financial advice, and to the AIC's website for detailed information on investment companies.

Investor Warning

The Company, Invesco and the Registrar would never contact members of the public to offer services or require any type of upfront payment. If you suspect you have been approached by fraudsters, please contact the FCA consumer helpline on 0800 111 6768 and Action Fraud on 0300 123 2040.

Further details for reporting frauds, or attempted frauds, can be found below.

Website

Information relating to the Company can be found on the Company's section of the Manager's website, which can be located at www.invesco.co.uk/ipukscit.

The contents of websites referred to in this document, or accessible from links within those websites, are not incorporated in to, nor do they form part of this Annual Financial Report.

Financial Calendar

The Company publishes information according to the following calendar:

Announcements	
Annual Financial Report	April
Half-Yearly Financial Report	October
Year End	31 January
Dividends Payable	
1st interim	September
2nd interim	December
3rd interim	March
Final	June
Annual General Meeting	June

Annual General Meeting

The Annual General Meeting will be held at 12.00pm on 6 June 2024 at 43-45 Portman Square, London W1H 6LY.

General Data Protection Regulation ('GDPR')

The Company has a privacy notice which sets out what personal data is collected and how and why it is used. The privacy notice can be found at www.invesco.co.uk/ipukscit under the 'Literature' section, or a copy can be obtained from the Company Secretary whose correspondence address is found on the next page.

Be ScamSmart

Investment scams are designed to look like genuine investments

Spot the warning signs

Have you been:

- contacted out of the blue
- promised tempting returns and told the investment is safe
- called repeatedly, or
- told the offer is only available for a limited time?

If so, you might have been contacted by fraudsters.

Avoid investment fraud

1 Reject cold calls

If you've received unsolicited contact about an investment opportunity, chances are it's a high risk investment or a scam. You should treat the call with extreme caution. The safest thing to do is to hang up.

2 Check the FCA Warning List

The FCA Warning List is a list of firms and individuals we know are operating without our authorisation.

3 Get impartial advice

Think about getting impartial financial advice before you hand over any money. Seek advice from someone unconnected to the firm that has approached you.

Report a Scam

If you suspect that you have been approached by fraudsters please tell the FCA using the reporting form at www.fca.org.uk/consumers/report-scam-unauthorised-firm. You can also call the FCA Consumer Helpline on **0800 111 6768**

If you have lost money to investment fraud, you should report it to Action Fraud on 0300 123 2040 or online at www.actionfraud.police.uk

Find out more at www.fca.org.uk/scamsmart

Remember: if it sounds too good to be true, it probably is!



Principal Service Providers

Registered Office and Company Number

Perpetual Park
Perpetual Park Drive
Henley-on-Thames
Oxfordshire RG9 1HH

Registered in England and Wales
Number 02129187

Alternative Investment Fund Manager (Manager)

Invesco Fund Managers Limited

Company Secretary

Invesco Asset Management Limited
Company Secretarial Contact: James Poole/Naomi Rogers

Correspondence address

43-45 Portman Square
London W1H 6LY
☎ 020 3753 1000

Invesco Client Services

Invesco has a Client Services Team available from 8.30am to 6.00pm

Monday to Friday (excluding UK Bank Holidays). Please feel free to take advantage of their expertise by ringing

☎ 0800 085 8677

www.invesco.co.uk/investmenttrusts

The Association of Investment Companies

The Company is a member of the Association of Investment Companies.

Contact details are:

☎ 020 7282 5555

Email: enquiries@theaic.co.uk

Website: www.theaic.co.uk

Independent Auditor

Ernst & Young LLP
25 Churchill Place, Canary Wharf
London E14 5EY

Depository, Custodian and Banker

The Bank of New York Mellon (International) Limited
160 Queen Victoria Street
London EC4V 4LA

Corporate Broker

JPMorgan Cazenove
25 Bank Street
London E14 5JP

Registrars

Link Group
Central Square
29 Wellington Street
Leeds LS1 4DL

☎ 0371 664 0300

If you hold your shares directly as a paper share certificate and not through an investment platform or savings scheme and have queries relating to your shareholding you should contact the company's Registrar, Link Group, on: ☎ 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider.

Link Group provides an on-line and telephone share dealing service for paper share certificates to existing shareholders who are not seeking advice on buying or selling. This service is available at www.linksharedeal.com or ☎ 0371 664 0445. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9.00am to 5.30pm Monday to Friday (excluding Bank Holidays in England and Wales).

Shareholders holding paper share certificates can also access their holding details via Link's website www.signalshares.com. Link Group is the business name of Link Market Services Limited.

Alternatively, you can also buy and sell shares yourself through a wide variety of 'execution-only' investment platforms - where you make the investment decisions and your shares are held electronically in an account on your behalf. These tend to be cheaper than holding paper share certificates and also mean you don't need to worry about losing your certificate.

Most investment platforms allow you to manage your investment trust holdings online, as well as access to a wide range of investment options.

Platforms generally charge fees for holding and trading shares. You can find a list of the major platforms at: <https://www.invesco.com/uk/en/investment-trusts/invesco-insights/how-to-invest-in-investment-trusts.html>

Manager's Website

Information relating to the Company can be found on the Company's section of the Manager's website, which can be located at www.invesco.co.uk/ipukscit.

The contents of websites referred to in this document, or accessible links within those websites, are not incorporated into, nor do they form part of, this financial report.

Glossary of Terms and Alternative Performance Measures

Alternative Performance Measure ('APM')

An APM is a measure of performance or financial position that is not defined in applicable accounting standards and cannot be directly derived from the financial statements. The calculations shown in the corresponding tables are for the year ended 31 January 2024 and 2023. The APMs listed here are widely used in reporting within the investment company sector and consequently aid comparability.

Benchmark (or Benchmark Index)

A market index, which averages the performance of companies in any sector, giving a good indication of any rises or falls in the market. The benchmark used in these accounts is the Deutsche Numis Smaller Companies + AIM (excluding Investment Companies) Index, with dividends reinvested.

Capital dividend as a percentage of year end net assets (APM)

The percentage of year end net assets represented by a payment from revenue reserves and capital reserves to fund the annual dividend payable in respect of the year.

	Page		2024 £'000	2023 £'000
Dividends paid from capital in respect of the year:				
First interim	54		-	-
Second interim	54		-	-
Third interim	54		-	-
Final	54		1,278	2,047
Net Assets	48	a	1,278	2,047
		b	161,395	174,915
Capital dividend as a percentage of year end net assets		c = a/b	0.8%	1.2%

(Discount)/Premium (APM)

Discount is a measure of the amount by which the mid-market price of an investment company share is lower than the underlying net asset value ('NAV') of that share. Conversely, premium is a measure of the amount by which the mid-market price of an investment company share is higher than the underlying net asset value of that share. In this Annual Financial Report the discount is expressed as a percentage of the net asset value per share and is calculated according to the formula set out below. If the shares are trading at a premium the result of the below calculation will be positive and if they are trading at a discount it will be negative.

	Page		2024	2023
Share price	4	a	424.00p	451.00p
Net asset value per share (note 14)	56	b	477.12p	517.09p
Discount		c = (a-b)/b	(11.1)%	(12.8)%

Dividend Yield (APM)

The annual dividend payable expressed as a percentage of the year end share price.

	Page		2024	2023
Dividends per share payable in respect of the year (note 8)	54	a	16.96p	18.04p
Share price	4	b	424.00p	451.00p
Dividend Yield		c = a/b	4.0%	4.0%

Gearing (APM)

The gearing percentage reflects the amount of borrowings that a company has invested. This figure indicates the extra amount by which net assets, or shareholders' funds, would move if the value of a company's investments were to rise or fall. A positive percentage indicates the extent to which net assets are geared; a nil gearing percentage, or 'nil', shows a company is ungeared. A negative percentage indicates that a company is not fully invested and is holding net cash as described below.

There are several methods of calculating gearing and the following has been used in this report:

Gross Gearing (APM)

This reflects the amount of gross borrowings in use by a company and takes no account of any cash balances. It is based on gross borrowings as a percentage of net assets. As at 31 January 2024 the Company had gross borrowings of £8,753,000 (2023: £nil).

	Page		2024 £'000	2023 £'000
Bank overdraft facility	55		8,753	-
Gross borrowings		a	8,753	-
Net asset value	48	b	161,395	174,915
Gross gearing		c = a/b	5.4%	nil

Net Gearing or Net Cash (APM)

Net gearing reflects the amount of net borrowings invested, i.e. borrowings less cash and cash equivalents (incl. investments in money market funds). It is based on net borrowings as a percentage of net assets. Net cash reflects the net exposure to cash and cash equivalents, as a percentage of net assets, after any offset against total borrowings.

	Page		2024 £'000	2023 £'000
Bank overdraft facility	55		8,753	-
Less: cash and cash equivalents	48		-	(5,055)
Net borrowings		a	8,753	(5,055)
Net asset value	48	b	161,395	174,915
Net gearing/(net cash)		c = a/b	5.4%	(2.9)%

Maximum Authorised Gearing

This reflects the maximum authorised borrowings of a company taking into account both any gearing limits laid down in the investment policy and the maximum borrowings laid down in covenants under any borrowing facility and is calculated as follows:

	Page		2024 £'000	2023 £'000
Maximum authorised borrowings as laid down in:				
Investment policy:				
- lower of 30% of net asset value; and		a = 30% x e	48,419	52,475
- £25 million		b	25,000	25,000
Bank overdraft facility covenants: lower of 30% of net asset value and £15 million		c	15,000	15,000
Maximum authorised borrowings (d = lower of a, b and c)		d	15,000	15,000
Net asset value	48	e	161,395	174,915
Maximum authorised gearing		f = d/e	9.3%	8.6%

Leverage

Leverage, for the purposes of the Alternative Investment Fund Managers Directive ('AIFMD'), is not synonymous with gearing as defined above. In addition to borrowings, it encompasses anything that increases the Company's exposure, including foreign currency and exposure gained through derivatives. Leverage expresses the Company's exposure as a ratio of the Company's net asset value. Accordingly, if a Company's exposure was equal to its net assets it would have leverage of 100%. Two methods of calculating such exposure are set out in the AIFMD, gross and commitment. Under the gross method, exposure represents the aggregate of all the Company's exposures other than cash balances held in base currency and without any offsetting. The commitment method takes into account hedging and other netting arrangements designed to limit risk, offsetting them against the underlying exposure (see above for further detail on Leverage at year end).

Market Capitalisation

Is calculated by multiplying the stockmarket price of an ordinary share by the number of ordinary shares in issue.

Net Asset Value ('NAV')

Also described as shareholders' funds, the NAV is the value of total assets less liabilities. Liabilities for this purpose include current and long-term liabilities. The NAV per share is calculated by dividing the net asset value by the number of ordinary shares in issue (excluding shares held in treasury). For accounting purposes assets are valued at fair (usually market) value and liabilities are valued at amortised cost (their repayment - often nominal - value).

Ongoing Charges Ratio (APM)

The ongoing administrative costs of operating the Company are encapsulated in the ongoing charges ratio, which is calculated in accordance with guidance issued by the AIC. The calculation incorporates charges allocated to capital in the financial statements as well as those allocated to revenue, but excludes non-recurring costs, transaction costs of investments, finance costs, taxation, and the costs of buying back or issuing shares. The ongoing charges ratio is the aggregate of these costs expressed as a percentage of the daily average net asset value reported in the year.

	Page	2024 £'000	2023 £'000
Investment management fee	47	1,211	1,371
Other expenses	47	427	387
Less: costs in relation to custody dealing charges and one off legal and professional costs		(35)	(3)
Total recurring expenses	a	1,603	1,755
Average daily net assets	b	158,683	183,817
Ongoing charges ratio %	c = a/b	1.01%	0.95%

Return

The return generated in a period from the investments including the increase and decrease in the value of investments over time and the income received.

Total Return

Total return is the theoretical return to shareholders that measures the combined effect of any dividends paid together with the rise or fall in the share price or NAV. In this Annual Financial Report these return figures have been sourced from LSEG Data & Analytics who calculate returns on an industry comparative basis. The figures calculated below are one year total returns, however the same calculation would be used for three, five and ten year total returns where quoted in this report, taking the respective NAVs and Share Prices period for the opening and closing periods and adding the impact of dividend reinvestments for the relevant periods.

Net Asset Value Total Return (APM)

Total return on net asset value per share, assuming dividends paid by the Company were reinvested into the shares of the Company at the NAV per share at the time the shares were quoted ex-dividend.

Share Price Total Return (APM)

Total return to shareholders, on a mid-market price basis, assuming all dividends received were reinvested, without transaction costs, into the shares of the Company at the time the shares were quoted ex-dividend.

2024	Page	Net Asset Value	Share Price
As at 31 January 2024	4	477.12p	424.00p
As at 31 January 2023	4	517.09p	451.00p
Change in year	a	-7.7%	-6.0%
Impact of dividend reinvestments ⁽¹⁾	b	3.6%	4.2%
Total return for the year	c = a+b	-4.1%	-1.8%

2023	Page	Net Asset Value	Share Price
As at 31 January 2023	4	517.09p	451.00p
As at 31 January 2022	5	652.60p	570.00p
Change in year	a	-20.8%	-20.9%
Impact of dividend reinvestments ⁽¹⁾	b	3.3%	3.9%
Total return for the year	c = a+b	-17.5%	-17.0%

(1) Total dividends paid during the year of 18.24p (2023: 22.80p) reinvested at the NAV or share price on the ex-dividend date. NAV or share price falls subsequent to the reinvestment date consequently further reduce the returns, vice versa if the NAV or share price rises.

Benchmark

Total return on the benchmark is on a mid-market value basis, assuming all dividends received were reinvested, without transaction costs, into the shares of the underlying companies at the time the shares were quoted ex-dividend.

Volatility

Volatility refers to the amount of uncertainty or risk about the size of changes in a security's value. It is a statistical measure of the dispersion of returns for a given security or market index measured by using the standard deviation or variance of returns from that same security or market index. Commonly, the higher the volatility, the riskier the security.

Alternative Investment Fund Managers Directive Disclosures (Unaudited)

Alternative Investment Fund Manager ('AIFM') and the Alternative Investment Fund Managers Directive (the 'AIFMD', the Directive)

Invesco Fund Managers Limited ('IFML') was authorised as an AIFM, and appointed by the Company as such, with effect from 22 July 2014. IFML is an associated company of Invesco Asset Management Limited ('IAML'), the previous Manager, and IAML continues to manage the Company's investments under delegated authority from IFML. In accordance with the Directive, the Company qualifies as an Alternative Investment Fund ('AIF').

Amongst other things, regulations enacted following AIFMD require certain information to be provided to prospective investors. This information can be found in the Company's section of the Manager's website (www.invesco.co.uk/ipukscit) in a downloadable document entitled 'AIFMD Investor Information'. There have been no material changes to this information in the year to 31 January 2024 or up to the date of this report. Any information requiring immediate disclosure pursuant to the Directive will be disclosed through a primary information provider.

In addition, the Directive requires information in relation to the Company's leverage (both 'gross' and 'commitment' - see Glossary on page 67) and the remuneration of the Company's AIFM ('IFML') to be made available to investors.

Accordingly:

- the leverage calculated for the Company at its year end was 105% for both gross and commitment (2023: both 100%). The limits the AIFM has set for the Company remain unchanged at 250% and 200%, respectively;
- the AIFM summary remuneration policy is available from the corporate policies section of the Manager's website www.invesco.com/uk and from the Company's company secretary, on request (see contact details on page 65); and
- the AIFM remuneration paid for the year to 31 December 2023 is set out below.

AIFM Remuneration

Remuneration policy

On 18 March 2016, Invesco Fund Managers Limited (the 'Manager') adopted a remuneration policy consistent with the principles outlined in the European Securities and Markets Authority ('ESMA') Guidelines, on sound remuneration policies under the AIFM Directive.

The policy was revised in 2023, to include specificities for some Invesco EU regulated Management Companies. The Manager was not impacted by the changes.

The purpose of the remuneration policy is to ensure the remuneration of the staff of the Manager is consistent with and promotes sound and effective risk management, does not encourage risk-taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the Manager and of the AIF it manages and does not impair the Manager's compliance with its duty to act in the best interests of the AIF it manages. The Manager's summary remuneration policy is available from the corporate policies section of our website (www.invesco.com/uk). Paper copies of the full remuneration policy can be obtained for free from the registered office of the Manager, Invesco Fund Managers Limited, Perpetual Park, Perpetual Park Drive, Henley-on-Thames, Oxfordshire, RG9 1HH, UK upon request.

The remuneration policy is reviewed annually by the Compliance, Human Resources and Risk Management functions, who recommend any adjustments to ensure continued alignment of the policy with sound risk management. The board of directors of the Manager are responsible for the oversight of remuneration and for ensuring adherence to this policy through the Human Resources function.

The Internal Audit function conducts regular testing of administration of the remuneration policy to assess its ongoing compliance with the Invesco Group's remuneration policies and procedures.

The Manager does not employ any direct staff. All staff involved in the AIF related activities of IFML are employed and paid by various entities of the Invesco Ltd. Group.

The aggregate total remuneration of Invesco staff involved in AIF related activities of the Manager in respect of performance year 2023 (1 January 2023 to 31 December 2023) is £1.60 million of which £1.04 million is fixed remuneration and £0.56 million is variable remuneration. The number of beneficiaries apportioned to AIFMD activities is 8.

The Manager has identified individuals considered to have a material impact on the risk profile of the Manager or the AIF it manages ('Identified Staff'), who include board members of the Manager, senior management, heads of control functions, other risk takers and any employees receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers.

The aggregate total remuneration paid to the Identified Staff of the Manager for AIF related activities for the performance year 2023 (1 January 2023 to 31 December 2023) is £0.54 million of which £0.26 million is paid to Senior Management and £0.28 million is paid to other Identified Staff. Please note that remuneration for AIFMD Identified Staff includes remuneration for staff employed by delegates.



The Manager of Invesco Perpetual UK Smaller Companies Investment Trust plc is Invesco Fund Managers Limited.

Invesco Fund Managers Limited is a wholly owned subsidiary of Invesco Limited and is authorised and regulated by the Financial Conduct Authority.

Invesco is a business name of Invesco Fund Managers Limited.

Invesco is one of the largest independent global investment management firms, with assets under management of approximately \$1,662.7 billion.*

We aim to provide the highest returns available from markets, through active management, but in a controlled manner, conscious of the risks involved and within our clients' objectives.

* Assets under management as at 31 March 2024.