

BARONSMEAD

Baronsmead Second Venture Trust plc

2017

Audited Annual Report and Financial Statements
for the year ended 30 September 2017



About Baronsmead Second Venture Trust plc

Our Investment Objective

Baronsmead Second Venture Trust is a tax efficient listed company which aims to achieve long-term investment returns for private investors.

Investment Policy

- To invest primarily in a diverse portfolio of UK growth businesses, whether unquoted or traded on AIM.
- Investments are made selectively across a range of sectors in companies that have the potential to grow and enhance their value.

Dividend Policy

The board of Baronsmead Second Venture Trust has the objective to maintain a minimum annual dividend level of around 4.5p per ordinary share if possible, but this depends primarily on the level of realisations achieved and cannot be guaranteed.

Key elements of the Business Model

Access to an attractive, diverse portfolio

Baronsmead Second Venture Trust gives shareholders access to a diverse portfolio of growth businesses.

The Company will make investments in growth businesses, whether unquoted or traded on AIM, which are substantially based in the UK in accordance with the prevailing VCT legislation. Investments are made selectively across a range of sectors.

The Manager's approach to investing

The Manager, Livingbridge VC LLP, aspires to select the best opportunities and applies distinctive selection criteria based on:

- Businesses that demonstrate, or have the potential for, market leadership in their niche.
- Management teams that can develop and deliver profitable and sustainable growth.
- The business' potential to become an attractive asset appealing to a range of buyers at the appropriate time to exit.

In order to ensure a strong pipeline of opportunities, the Manager invests in sector knowledge and networks and undertakes significant proactive marketing to interesting target companies in preferred sectors. This is building a database of businesses that are keen to maintain a relationship with the Manager ahead of possible investment opportunities.

The Manager as an influential shareholder

For unquoted investments, the Manager is an involved shareholder (on behalf of the Baronsmead VCTs) and representatives of the Manager often join the investee board. The role of the Manager is to ensure that strategy is clear, the business plan is implementable and the management resources are in place to deliver profitable growth. The intention is to build on the initial platform and grow the business into an attractive target able to be either sold or floated in the medium term.

The Board believes that the Investment Manager, Livingbridge VC LLP, is performing well and have confirmed their continuing appointment. A more detailed explanation of how the business model is applied is provided in the Other Matters section of the Strategic Report on pages 18 to 21. The full investment policy can be found on page 62.

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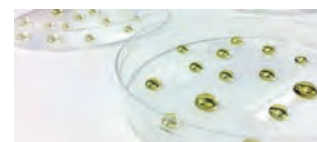
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Some examples of our recent Investments



Symphony Ventures Ltd

Symphony Ventures ("Symphony") was founded in 2014 and is a leader in Robotic Process Automation ("RPA"). It provides consulting, implementation and managed services to enterprise clients looking to automate operational processes that are manual, repetitive, complex and time consuming through RPA and Intelligent Automation solutions.



Plant Impact plc

Plant Impact develops chemical sprays and seed treatments that growers use to increase crop yield and quality. The company's three commercially active products stimulate natural plant responses to help them cope with abiotic stress including heat, salinity, drought and chemical inputs.



In The Style Fashion Ltd

Founded by chief executive, Adam Frisby, in his bedroom in 2013, In The Style Fashion ("In The Style") is a trend-led, fast growing purely online fashion retailer. Its popularity has been driven, in part, by the business' royalty-based collaborations with celebrities and fashion influencers including E4's Binky Felstead, MTV's Charlotte Crosby and ITVBe's Billie Faiers along with one of the UK's leading fashion bloggers Sarah Ashcroft.



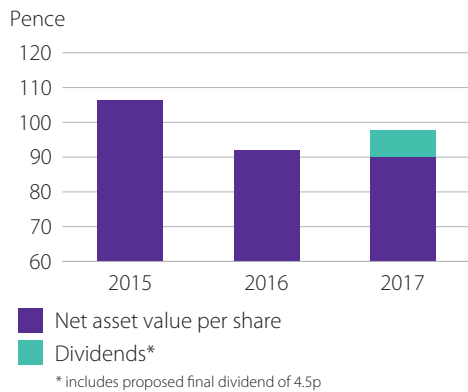
FreeAgent Holdings Plc

FreeAgent Holdings ("FreeAgent") provides cloud-based accounting software to micro-SMEs and freelancers in the UK. The company was founded in Edinburgh in 2007 and offers customers intuitive tools to complete tasks such as time tracking, invoicing, expense management and tax related workstreams. FreeAgent markets to customers both directly as well as through accounting practices focused on its target customers.

If you have sold or otherwise transferred all of your shares in Baronsmead Second Venture Trust plc, please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was, or is being, effected, for delivery to the purchaser or transferee.

Strategic Report

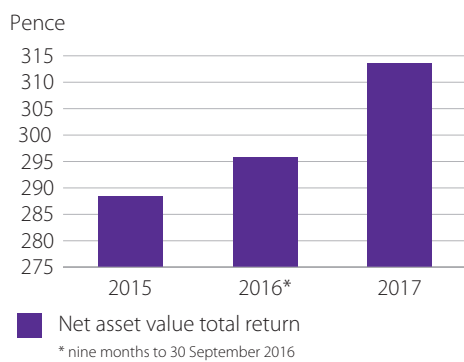
Financial Headlines



Net Asset Value per share

Net asset value ("NAV") per share increased 5.9 per cent to 97.6p before deduction of dividends in the year ended 30 September 2017.

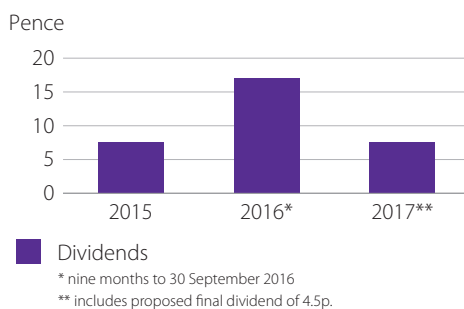
97.6p



NAV total return

NAV total return to shareholders for every 100.0p invested at launch.

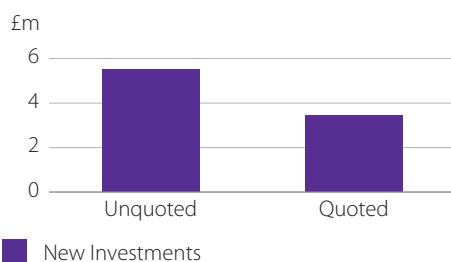
313.5p



Dividends in the year

Dividends totalled 7.5p in the year to 30 September 2017, including the proposed final dividend of 4.5p to be paid on 2 February 2018.

7.5p



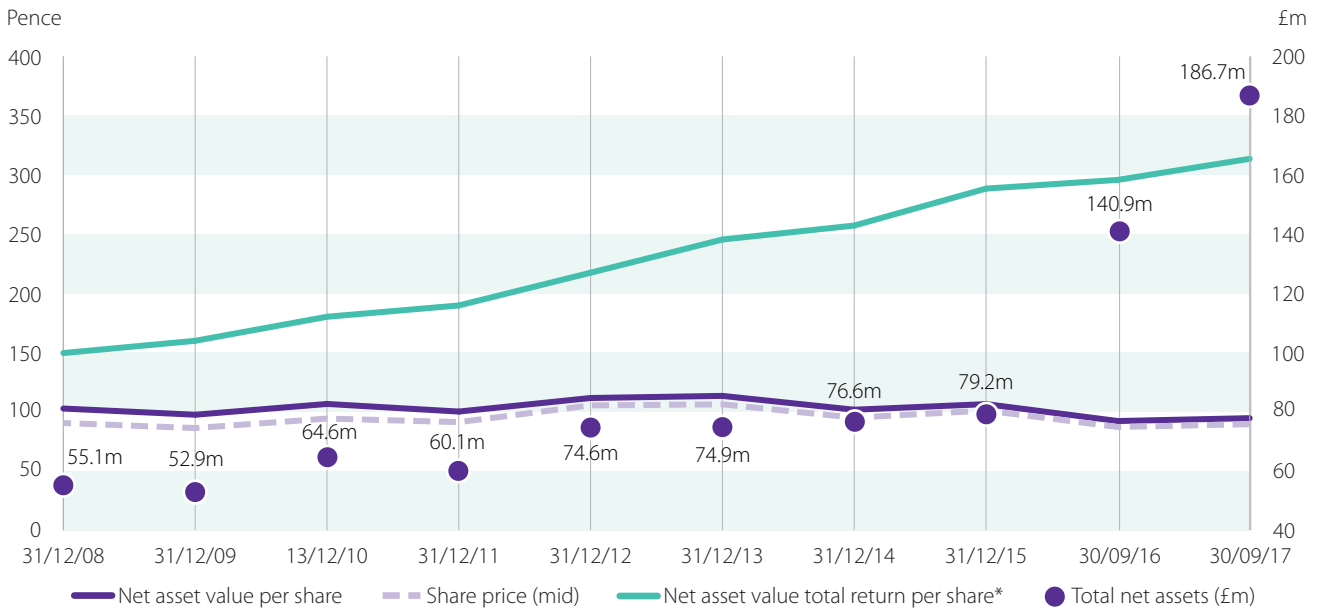
New Investments

£5.5m unquoted investments and £3.4m quoted investments were made in the year.

£8.9m

Performance Summary

Performance Record in the Last Ten Years

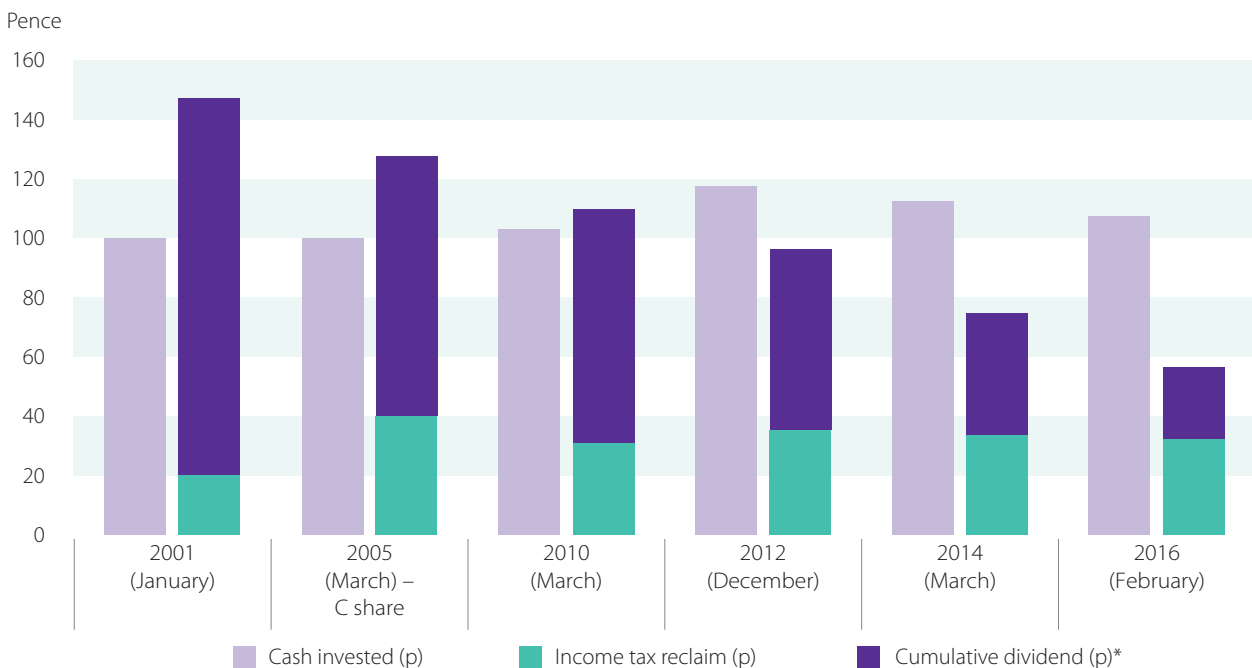


* Net asset value total return (gross dividends reinvested) rebased to 100p.

Source: Livingbridge VC LLP

Cash Returned to Shareholders by Date of Investment

The chart below shows the cash returned to shareholders based on the subscription price and the income tax reclaimed on subscription.



*includes proposed final dividend of 4.5p.

Strategic Report

The Chairman's Statement forms part of the Strategic Report.

Chairman's Statement



Anthony Townsend
Chairman

I am pleased to report a 5.89 per cent (5.43p) increase in NAV per share for the year to 30 September 2017 before dividend payments. The Board has proposed a final dividend of 4.5p per share, subject to shareholder approval, in order to maintain annual dividends of 7.5p per share.

Merger Information and Financial Reporting

On 30 November 2016, Baronsmead Second Venture Trust plc ("BSVT" or the "Company") merged with Baronsmead VCT 5 plc ("BVCT5") (the "BVCT5 Merger") resulting in the Company having a combined NAV of approximately £182m making it one of the largest VCTs in the industry.

The BVCT5 Merger was undertaken by way of the transfer of the assets and liabilities of BVCT5 in consideration for the issue of new shares in BSVT, on a NAV for NAV basis, to the shareholders of BVCT5. As a result, these mergers are accounted for as acquisitions in the Company's financial reports.

Results

In the year to 30 September 2017, the NAV grew by 5.43p per share (5.89 per cent) to 97.60p before payment of dividends. This growth (together with reserves accumulated from successful realisations) has enabled us to recommend a final dividend of 4.5p making a total of 7.5p for the year.

	Pence per ordinary share
NAV as at 1 October 2016	92.17
Valuation uplift (5.89 per cent)	5.43
NAV as at 30 September 2017 before dividends	97.60
<i>Less:</i>	
Interim dividend paid on 31 March 2017	(3.00)
Proposed final dividend of 4.50p payable, after shareholder approval, on 2 February 2018	(4.50)
Illustrative NAV as at 30 September 2017 after proposed final dividend	90.10

Over the past 10 years the Company has provided its shareholders with an annual average tax-free dividend of 9.64p per share. With a share price of 89.50p per share this is equivalent to a net tax-free yield of 10.77 per cent representing an excellent return for the Company's loyal shareholders and one that the Board is proud of.

Portfolio Review

As at 30 September 2017, the portfolio comprised direct investments in 71 unquoted and AIM-traded companies providing shareholders with a diverse range of investments. During the year to 30 September 2017, the underlying value of the unquoted portfolio increased by 5.36 per cent reflecting the continued positive performance of most of the investments. The AIM-traded portfolio increased by 7.93 per cent and CF Livingbridge UK Micro Cap Fund has had a particularly strong year with a 26.87 per cent increase in value.

Investments and Divestments

Following a period of adjustment to the more restrictive VCT investment rules introduced in November 2015, the Company invested a total of £8.93m in seven new and two follow on investments in the year to 30 September 2017. The Investment Manager has had to adapt its investment strategy to focus on the provision of development capital to younger companies. This is likely to result in greater volatility in returns over time, albeit the existing portfolio of larger investments will continue to determine returns for a number of years to come.

Livingbridge has continued to invest in its programme of proactively approaching prospective investee companies in order to identify a supply of new and attractive investment opportunities. Additionally, its value strategy team provides ongoing support and expertise to portfolio companies following the initial investment.

Following a period of divestments of the Company's more mature investments in 2015 and 2016, the pace of realisations slowed in 2017. A total of £9.06m was realised from the full

and partial sale of investments and from loan note redemptions during the year.

Details of the Company's investments and divestments during the year are set out in the tables on pages 10 and 11 and further commentary on portfolio companies is provided in the Managers Report on pages 7 to 9.

VCT Legislation and Policy Review

As reported at the interim stage, following on from the changes to VCTs introduced in November 2015, earlier this year the Government announced that tax advantaged venture capital schemes (SEIS, EIS and VCTs) were to be included in the Patient Capital Review which aims "to ensure that high growth businesses can access the long-term capital that they need to fund productivity enhancing investment."

This resulted in the publication of the "Financing growth in innovative firms" consultation in August 2017, with the aim that any policy recommendations concerning VCTs and the other tax advantaged venture capital schemes would be presented to the Chancellor ahead of the Autumn Budget Statement on 22 November 2017. Over the summer, the Manager, along with others in the VCT industry including managers and industry representative bodies, has consulted with HM Treasury ("HMT") and provided evidence to support the view that VCTs are meeting the Governments policy objectives of providing financial support to developing high growth businesses and represent value for money for taxpayers.

We await the outcome of the consultation and the proposals to be announced in the Autumn Budget and hope that any changes to the VCT

7.5p per share in total dividend payments for the year, including proposed final dividend of 4.5p.

£8.9m invested during the year.

NAV total return of 313.5p per 100p invested for founder shareholders.

Strategic Report

scheme will not constrain this support and will enable VCTs to continue to invest money and expertise in small, entrepreneurial UK companies in line with the Government's policy objectives.

Fundraising

Following the realisations achieved in 2015 and 2016 and the slowing down of the new investment rate in that period, the Company did not raise new funds in the 2016/17 year. As a result of the subsequent decrease in the rate of realisations and an improvement in the rate on new investment, in August 2017, the Board announced its intention to raise new funds to enhance the Company's resources available for new and follow on investments over the next two to three years. Consequently, on 4 October 2017 the Company launched an offer for subscription to raise £24m (before costs). As at 17 November 2017 shareholders had invested £20.6m. We would like to thank the Company's existing shareholders who so far have invested a further £11.1m and welcome the Company's new shareholders who invested £9.5m.

Annual General Meeting

I look forward to meeting as many new and longstanding shareholders as possible at the Annual General Meeting to be held at 11.00 am on 30 January 2018, at Saddlers' Hall, 40 Gutter Lane, London, EC2V 6BR. As well as my own review of the year, there will also be presentations from the Manager followed by lunch for all shareholders.

Outlook

Given the continued uncertainty over the timing and terms of the UK's exit from the European Union, the impact of Brexit on the UK economy remains unknown and largely unquantifiable. Although the UK economy has remained largely resilient to date, recent inflationary pressures and some softening in consumer confidence may serve to weaken that resilience

over the short term. As we await the outcome of HMT's deliberations over the Patient Capital Review it is hoped that HMT understand the industry's representations and will take full account of the benefits VCTs provide to the UK economy. We will know more following the Autumn Budget Statement on 22 November 2017.

Despite, these macro-economic and regulatory uncertainties, I believe our diverse investment portfolio exhibits a strength that underpins the returns to our shareholders. Our Investment Manager continues to invest in those systems and people that will help our portfolio companies to deliver profitable growth from which all our shareholders will benefit over the medium to longer term.

Anthony Townsend
Chairman

21 November 2017

Manager's Review



Andrew Garside
Head of Unquoted Investments



Ken Wotton
Head of Quoted Investments



Sheenagh Egan
Chief Operating Officer

The year has seen another strong performance from the investment portfolio. We have begun to increase the rate of investment following a period of adapting to the VCT legislation introduced in November 2015.

PORTFOLIO REVIEW

Overview

The net assets of £187m were invested as follows:

	NAV (£m)	% of NAV*	Number of investees	% return in the year**
Unquoted	61	33	20	5
AIM-traded companies	88	47	51	8
CF Livingbridge UK Microcap Fund	20	11	44	27
CF Livingbridge UK Multi Cap Income Fund	3	1	43	4
Liquid assets	15	8	N/A	-
Totals	187	100	-	-

* By value as at 30 September 2017.

** Return includes interest received on unquoted realisations during the year.

During the year there were:

- 3 new and 2 follow on investments in quoted companies totalling £3.4m
- 4 new investments in unquoted companies totalling £5.5m

Each quarter the direction of general trading and profitability of all investee companies is assessed so that the Board can monitor the overall health and trajectory of the portfolio. At 30 September 2017, 77 per cent of the 71 companies directly held in the portfolio (excluding the investments held by Collective Investment Vehicles) were progressing steadily or better.

The tables on pages 10 and 11 show the breakdown of new investments and realisations over the course of the year and overleaf is commentary on some of the key highlights in both the unquoted and quoted portfolio

Strategic Report

Unquoted Portfolio

The unquoted portfolio performance has been positive, growing by 5.4 per cent over the course of the year. The portfolio is valued by the Board using a consistent process every quarter. The majority of the value created by portfolio companies comes from trading and operational improvements including revenue and margin growth, rather than financial leverage.

Investment Activity

During the year, £8.9m was invested in 9 companies including 7 new additions to the portfolio and 2 follow on investments. The largest investments were:

- **In The Style Fashion Ltd (unquoted)** is a trend-led, fast growing purely online fashion retailer. Its popularity has been driven, in part by the business' royalty-based collaborations with celebrities and fashion influencers. Our investment will be used to support the business in scaling up its operations including upgrading IT and

infrastructure, growing the team and moving into international markets.

- **Symphony Ventures Ltd (unquoted)** is a leader in Robotic Process Automation ("RPA"). Symphony provides consulting, implementation and managed services to enterprise clients looking to automate operational processes that are manual, repetitive, complex and time consuming through RPA and Intelligent Automation solutions. Our investment will support new hires and extend Symphony's capabilities into new geographies.
- **FreeAgent Holdings Plc (quoted)** provides cloud-based accounting software solutions and mobile applications designed specifically for UK micro-SMEs. The company offers intuitive tools to complete tasks such as time tracking, invoicing, expense management and tax related workstreams. Our investment will be used for the growth and development of the business.

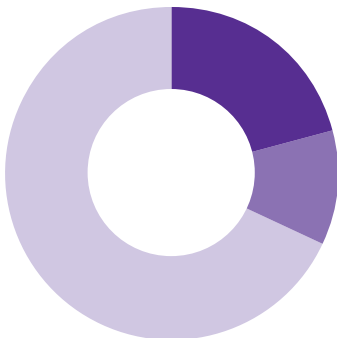
Investment Diversification at 30 September 2017

Sector by value



Business Services	27%
Consumer Markets	17%
Healthcare & Education	16%
Technology, Media & Telecommunications ("TMT")	40%

Total assets by value



Unquoted - loan note	22%
Unquoted - equity	11%
AIM & collective investment vehicles	68%
Net current liabilities	(1%)

Time investments held by value



Less than 1 year	5%
Between 1 and 3 years	19%
Between 3 and 5 years	31%
Greater than 5 years	45%

Unquoted Divestment Activity

Following a number of years of strong realisation activity this financial year has seen limited divestments from the portfolio.

Yeo Bridge and Kalyke Investments were two acquisitions vehicles set up in 2015, these became non-qualifying during the year and are subsequently being dissolved. There are now no acquisition vehicles in the portfolio and no intention to set up any new ones.

There was also a partial loan note redemption from Create Health during the year.

Quoted Portfolio (AIM-traded investments)

The quoted portfolio has shown strong overall performance over the year with an increase of 7.9 per cent. Stand out performers were Bioventix, a developer of antibodies for use in clinical diagnostics, following strong financial results and upgraded forecasts and Wey Education, a provider of online education services, following the achievement of a maiden group profit.

These were partially offset by weaker share price performance from Tasty, a casual dining restaurant operator, which downgraded forecasts on the back of well publicised restaurant sector weakness; and TLA Worldwide, which announced that certain accounting misstatements would result in a worse than expected 2016 financial result.

Quoted Divestment Activity

Proceeds from the sale of Electric Word totalled £2.78m making a return of 1.2x cost. £0.55m of proceeds were also received in the year following the partial sale of Escher Group Holdings and Ubisense Group making a return of 1.0x cost and 0.2x cost respectively.

Collective Investment Vehicles

CF Livingbridge UK Micro Cap Fund ("Micro Cap") performed strongly over the year increasing by 26.9 per cent (2016: 1 per cent). At 30 September 2017, BSVT's cumulative £6.2m investment was valued at £20.4m. As at 30 September 2017, the Micro Cap Fund held investments in 44 AIM-traded and listed companies. An investment was made in CF Livingbridge UK Multi Cap Income Fund ("Multi Cap") in July and since then the value has increased by 4.5 per cent. As at 30 September

2017, the Multi Cap held investments in 43 AIM-traded and listed companies.

Liquid assets (cash and cash equivalents)

Baronsmead Second Venture Trust had cash and cash equivalents of approximately £16m at the year-end. This asset class is conservatively managed to take minimal or no capital risk, a strategy outlined in prospectuses that have been issued in the past.

OUTLOOK

Investee companies continue to perform well, providing good returns over the year and a firm foundation for future returns. Having had a lull in the rate of new investment in 2016, we continue to adapt our deal origination and sourcing activities which have resulted in the Company adding 4 unquoted and 3 AIM-traded companies to the portfolio and we look forward to making further additions over the coming year.

Livingbridge VC LLP

Investment Manager

21 November 2017

Strategic Report

Investments in the year

Company	Location	Sector	Activity	Book cost £'000
Unquoted investments				
<i>New</i>				
In The Style Fashion Ltd	Manchester	Consumer Markets	Fast online fashion retailer	2,750
Symphony Ventures Ltd	London	Business Services	Robotic Process Automation implementation and consultancy business	1,924
SilkFred Ltd	London	Consumer Markets	Online fashion market place	550
Custom Materials Ltd	London	Consumer Markets	Retailer of customisable products	275
Total unquoted investments				5,499
AIM-traded investments				
<i>New</i>				
FreeAgent Holdings plc	Edinburgh	TMT*	Online accounting software	788
Roslyn Data Technologies plc	London	TMT*	Data analytics software platform	527
Collagen Solutions plc	London	Healthcare & Education	Develops and manufactures medical grade collagen	412
<i>Follow on</i>				
Plant Impact plc	Hertfordshire	Business Services	Crop enhancing products	1,100
CloudCall Group plc	Leicestershire	TMT*	Cloud based telephony platform	599
Total AIM-traded investments				3,426
Total investments in the year				8,925[†]

* Technology, Media & Telecommunications ("TMT").

† All investments other than investments in FreeAgent Holdings plc and CloudCall Group plc were made after BSVT acquired the assets of BVCT5 on 30 November 2016. Hence, the book cost of new investments shown (except for FreeAgent Holdings plc and CloudCall Group plc) relate only to the investments made by BSVT post merger. BSVT acquired the BVCT5 investment portfolio (total £39,138,000) on 30 November 2016.

Realisations in the year

Company		First investment date	Proceeds† £'000	Overall multiple return*
Unquoted realisations				
Yeo Bridge Ltd	Dissolved**	Apr 15	2,312	1.0
Kalyke Investments Ltd	Dissolved**	Apr 15	2,310	1.0
Create Health Ltd	Loan repayment	Mar 13	1,100	1.3
CR7 Services Ltd	Part trade sale	Aug 14	13	1.0
Total unquoted realisations			5,735	
AIM-traded realisations				
Electric Word plc	Cash offer	Mar 08	2,783	1.2
Escher Group Holdings plc	Part market sale	Aug 11	490	1.0
Ubisense Group plc	Part market sale	Jun 11	55	0.2
Marwyn Management Partners plc	Write off	Nov 09	0	0.0
Total AIM-traded realisations			3,328	
Total realisations in the year			9,063†	

‡ Proceeds at time of realisation including interest.

* Includes interest/dividends received, loan note redemptions and partial realisations accounted for in prior periods.

** Acquisition vehicle dissolved during the year.

† Deferred consideration of £60,000 was received in respect of Kingsbridge Risk Solutions and £7,000 in respect of Fisher Outdoor Leisure Holdings, both of which had been sold in a prior period.

No realisations were made before the acquisition of the BVCT5 investment portfolio and proceeds shown relate to those made after 30 November 2016.

Strategic Report

The top ten investments by current value at 30 September 2017 illustrate the diversity of investee companies within the portfolio. For consistency across the top ten and based on guidance from the AIC, data extracted from the last set of published audited accounts is shown in the tables below. However, this may not always be representative of underlying financial performance for several reasons. Published accounts lodged at Companies House are out of date and the Manager works from up to date management accounts and has access to draft but unpublished annual audited accounts prepared by the auditor. In addition, pre-tax profit in statutory accounts is often not a representative indicator of underlying profitability as it can be impacted by, for example, deductions of non-cash items such as amortisation that relates to investment structures rather than operating performance.

Ten Largest Investments



1 IDOX Plc Berkshire

Quoted

www.idoxgroup.com

IDOX is a leading software and information management solutions provider, providing local authorities with software and managed services. These deliver seamless integration and automation from consumer websites through to document storage. In the private sector, its engineering information management software combines McLaren and CTSpace, who are leaders in their markets.

The Baronsmead VCT's first invested in IDOX in 2002, approximately two years after the company floated on AIM. Over the last decade IDOX has shown strong growth through a combination of organic growth and acquisition, and is now seeking to diversify from core local authority markets into the private sector to become a leading player in industries such as oil, gas and pharmaceuticals.

All funds managed by Livingbridge

First investment: May 2002
Total original cost: £1,641,000
Total equity held: 4.2%

Baronsmead Second Venture Trust only

Original cost: £1,028,000
Valuation: £7,141,000
Valuation basis: Last traded Price
% of equity held: 2.7%

Year ended 31 October

	2016 £ million	2015 £ million
Sales:	76.7	62.6
Pre-tax profits:	13.0	9.8
Net Assets:	65.2	53.6
No. of Employees:	676	572

(Source: IDOX PLC Annual Report & Accounts 2016.)

2 Netcall Plc Hertfordshire

Quoted

www.netcall.com

Netcall is one of the UK's leading providers of customer engagement solutions. It supports organisations to deliver outstanding customer service and achieve a realistic return on their investment. Some of the challenges its solutions can help overcome include customer contact across multiple channels, resource utilisation, improving customer satisfaction ratings, process automation, unifying communications effectively and maximising available budget.

Currently over 750 organisations in the Public, Private and Healthcare markets use one or more of the Netcall solutions which include contact management, business process management, workforce optimisation and enterprise content management.

All funds managed by Livingbridge

First investment: July 2010
Total original cost: £4,354,000
Total equity held: 17.3%

Baronsmead Second Venture Trust only

Original cost: £2,616,000
Valuation: £7,100,000
Valuation basis: Bid Price
% of equity held: 10.4%

Year ended 30 June

	2017 £ million	2016 £ million
Sales:	16.2	16.6
Pre-tax profits:	1.7	1.7
Net Assets:	21.0	22.6
No. of Employees:	169	156

(Source: Netcall plc, Annual Report and Accounts, 30 June 2017.)

3 Bioventix Plc Surrey

Quoted

www.bioventix.com

Bioventix manufactures and supplies high affinity sheep monoclonal antibodies for use in diagnostic applications such as clinical blood testing. The company was founded in 2003 as a biotechnology company and its strategy is to identify new or existing commercial assays for which there is a need for improved antibodies. It supplies antibodies to almost all of the global multinational immunodiagnostics companies. Since the Baronsmead VCTs first invested in 2013, the company has tripled its revenues and profits.

All funds managed by Livingbridge

First investment: June 2013
Total original cost: £1,008,000
Total equity held: 7.5%

Baronsmead Second Venture Trust only

Original cost: £555,000
Valuation: £5,712,000
Valuation basis: Bid Price
% of equity held: 4.1%

Year ended 30 June

	2016 £ million	2015 £ million
Sales:	5.5	4.3
Pre-tax profits:	4.2	3.1
Net Assets:	8.2	6.6
No. of Employees:	14	13

(Source: Bioventix plc, Annual Report and Accounts, 30 June 2016.)

The top 10 investments represent 37 per cent of the value of the investment portfolio

Excluding collective investment vehicles.



4 Dods Group Plc London

Quoted

www.dodsgroupplc.com

Dods (Group) Plc operates in the political communications market, delivering quality information and intelligent solutions across all media platforms to both the public and private sectors. Its aim is to drive personal and professional improvement to enable their customers to know more and perform better. Dods provides political information and public affairs communications in the UK and European Union and learning and training to the UK public sector.

The group operates at the forefront of its selected growth markets in the UK, France and Belgium, providing their customers, partners and the public with the skills, intelligence and platforms needed to engage effectively across the spheres of politics, public sector administration and public affairs.

All funds managed by Livingbridge

First investment: March 2003
Total original cost: £5,289,000
Total equity held: 20.1%

Baronsmead Second Venture Trust only

Original cost: £3,268,000
Valuation: £5,551,000
Valuation basis: Bid Price
% of equity held: 12.1%

Year ended 31 March

	2017 £ million	2016 £ million
Sales:	20.0	19.6
Pre-tax profits:	1.5	1.1
Net Assets:	27.3	25.7
No. of Employees:	196	210

(Source: Dods (Group) PLC Annual Report 31 March 2017.)



5 Inspired Energy Plc Lancashire

Quoted

www.inspiredplc.co.uk

Inspired Energy is an energy consultancy business for commercial and industrial clients, providing energy procurement, management and advisory services to optimise energy costs and carbon emissions. Established in 2000, the company now has a team of 300 energy professionals who advise and manage over 10,400 clients. The corporate division comprises five subsidiaries and provides review, analysis and negotiation of gas and electricity contracts on behalf of corporate clients; the SME division offers reduced tariffs and contracts based on unique customer situation. The Baronsmead VCTs first invested as cornerstone investors in the 2011 IPO and since then Inspired Energy has grown revenues five-fold through both organic and acquisitive means.

All funds managed by Livingbridge

First investment: November 2011
Total original cost: £1,437,000
Total equity held: 8.0%

Baronsmead Second Venture Trust only

Original cost: £861,000
Valuation: £5,337,000
Valuation basis: Bid Price
% of equity held: 4.8%

Year ended 31 December

	2016 £ million	2015 £ million
Sales:	21.5	15.2
Pre-tax profits:	4.0	3.5
Net Assets:	14.9	11.3
No. of Employees:	200	119

(Source: Inspired Energy plc Annual Report 31 December 2016.)

Bioventix Plc

- Creates and supplies high affinity sheep monoclonal antibodies.
- Since investment in 2013 Bioventix has achieved revenue CAGR of c28 per cent
- Market value of £140m compared to £15m in 2013.

Pho Holdings Limited

- A fast casual restaurant group serving authentic Vietnamese food.
- Now 25 sites across the UK in various high street, shopping mall, and transport hub locations.
- Sales increased 38 per cent in 2016.

Strategic Report



6 Pho Holdings Limited London

Unquoted

www.phocafe.co.uk

Pho is a fast casual restaurant chain serving Vietnamese food. Pho – a noodle soup – is the national dish of Vietnam. Pho also offer a range of Vietnamese dishes, coffee, beer and fresh juices.

Pho was founded in 2005 and now operates from 25 sites in an array of channels: London High Street sites (e.g. Soho, Clerkenwell); regional sites (e.g. Brighton, Leeds); and food courts in shopping centres (e.g. Westfield).

All funds managed by Livingbridge

First investment: July 2012
Total original cost: £4,415,000
Total equity held: 28.0%

Baronsmead Second Venture Trust only

Original cost: £2,422,000
Valuation: £5,139,000
Valuation basis: Earnings Multiple
% of equity held: 13.6%

Year ended 28 February

	2016*	2015**
	£ million	£ million
Sales:	19.4	14.1
Pre-tax profits:	0.0	0.0
Net Assets:	4.5	4.7
No. of Employees:	399	290

(Source: Pho 2012 Limited, Directors' Report and Financial Statements 28 February 2016.)

* 52 week period ended 28 February 2016.

** 53 week Period ended 1 March 2015.



7 Crew Clothing Holdings Limited London

Unquoted

www.crewclothing.co.uk

Crew Clothing Co. is an English clothing brand with a wide range of active, outdoor and casual wear for men and women. Since it was founded in 1993, the brand has evolved into the fast growing premium active and casual wear sectors, but retained its unique heritage and positioning. Today it is a well known and respected clothing brand in the UK.

The business is a multi-channel retailer with its own branded retail estate, wholesale accounts and e-commerce channels. Growth will come from targeted store roll out and further e-commerce sales.

All funds managed by Livingbridge

First investment: November 2006
Total original cost: £5,833,000
Total equity held: 31.0%

Baronsmead Second Venture Trust only

Original cost: £2,904,000
Valuation: £5,032,000
Valuation basis: Earnings Multiple
% of equity held: 15.1%

Year ended 30 October

	2016*	2015**
	£ million	£ million
Sales:	58.3	55.0
Pre-tax profits:	(2.8)	(2.6)
Net Assets:	0.3	3.3
No. of Employees:	427	411

(Source: Crew Clothing Holdings Limited, Report and Financial Statements 30 October 2016.)

* 53 week period ended 30 October 2016.

** Year ended 25 October 2015.



8 Happy Days Consultancy Limited Cornwall

Unquoted

www.happydaysnurseries.com

Happy Days is a leading child day care and early years education provider operating from 18 settings across the South West. The business focuses on delivering outstanding quality childcare in premium settings within its geographic markets.

The investment from the BVCTs has enabled Happy Days to continue its UK organic expansion strategy through the funding of new leasehold nursery settings in attractive markets.

All funds managed by Livingbridge

First investment: April 2012
Total original cost: £7,617,000
Total equity held: 65.0%

Baronsmead Second Venture Trust only

Original cost: £4,180,000
Valuation: £5,029,000
Valuation basis: Earnings Multiple
% of equity held: 31.5%

Year ended 31 December

	2016	2015
	£ million	£ million
Sales:	7.0	6.2
Pre-tax profits:	(1.8)	(1.6)
Net Assets:	(4.2)	(2.5)
No. of Employees:	309	258

(Source: H. Days Holdings Limited Annual Report and Financial Statements 31 December 2016.)

Year on year sales growth of 18 per cent p.a. across the top 10 investments

Source: Top Ten Audited Financial Statements.



9 Ideagen Plc Nottinghamshire

Quoted

www.ideagen.com

Ideagen is a governance, risk management and compliance ("GRC") software and solutions business operating predominantly in the healthcare, transport, aerospace & defence, manufacturing and financial services sectors. It provides content lifecycle solutions that enable organisations to meet their regulatory and compliance standards, helping them to reduce corporate risks and deliver operational excellence. Its solutions cover enterprise and incident risk management, operational safety and quality management, audit risk management, and also content and clinical solutions for the NHS. Since the Baronsmead VCTs invested the company has executed an active buy-and-build strategy in the GRC software market to add capability and build on its market position.

All funds managed by Livingbridge

First investment: January 2013

Total original cost: £3,000,000

Total equity held: 5.6%

Baronsmead Second Venture Trust only

Original cost: £1,650,000

Valuation: £4,904,000

Valuation basis: Bid Price

% of equity held: 3.1%

Year ended 30 April

	2017 £ million	2016 £ million
Sales:	27.1	21.9
Pre-tax profits:	0.7	1.0
Net Assets:	46.4	33.7
No. of Employees:	305	248

(Source: Ideagen plc, Annual Report & Accounts, 30 April 2017.)



10 Carousel Logistics Limited Kent

Unquoted

<http://www.carousel.eu>

Carousel Logistics based in Kent, designs and manages bespoke supply chain management solutions for clients with time critical, challenging or high touch customer care needs. Carousel has a wide range of international clients for whom it delivers a complete integrated service including e-fulfilment, procurement, warehousing, distribution, reverse logistics and international in-night services. Livingbridge continues to support Carousel's continued business expansion within the UK and Europe. During the year Carousel acquired Munich based Fourth Party Logistics provider, LSi, to increase its network reach across Europe, establish new overseas offices and create additional client wallet share opportunities. This purchase was funded by debt.

All funds managed by Livingbridge

First investment: October 2013

Total original cost: £5,595,000

Total equity held: 40.0%

Baronsmead Second Venture Trust only

Original cost: £2,336,000

Valuation: £4,672,000

Valuation basis: Earnings Multiple

% of equity held: 14.7%

Year ended 31 December

	2016 £ million	2015 £ million
Sales:	21.4	16.8
Pre-tax profits:	2.0	1.7
Net Assets:	4.1	2.4
No. of Employees:	92	71

(Source: Carousel Logistics Limited Financial Statement 31 December 2016.)

Ideagen Plc

- Governance, risk and compliance software solutions.
- Number of employees increased by 23 per cent during 2017.
- Ideagen have grown revenues from £6.5m in 2013 to £27.1m in 2017.

Carousel Logistics Limited

- Pan-European asset-light fourth party logistics services provider with offices in UK, Germany, Spain and Poland.
- Service delivery supported by highly scalable, market-leading proprietary technology platform.
- Revenue CAGR of 15 per cent over last two years.

Principal Risks & Uncertainties

The Board has included below details of the principal risks & uncertainties facing the Company and the appropriate measures taken in order to mitigate these risks as far as practicable.

Principal Risk	Context	Specific risks	Possible impact	Mitigation
Loss of approval as a Venture Capital Trust	The Company must comply with section 274 of the Income Tax Act 2007 which enables its investors to take advantage of tax relief on their investment and on future returns.	Breach of any of the rules enabling the Company to hold VCT status could result in the loss of that status.	The loss of VCT status would result in shareholders who have not held their shares for the designated holding period having to repay the income tax relief they had already obtained and future dividends and gains would be subject to income tax and capital gains tax.	The Board maintains a safety margin on all VCT tests to ensure that breaches are very unlikely to be caused by unforeseen events or shocks. The Investment Manager monitors all of the VCT tests on an ongoing basis and the Board reviews the status of these tests on a quarterly basis. Specialist advisors audit the tests on a bi-annual basis and report to the Audit Committee on their findings.
Legislative	VCTs were established in 1995 to encourage private individuals to invest in early stage companies that are considered to be risky and therefore have limited funding options. In return, the state provides these investors with tax reliefs which fall under the definition of state aid.	A change in government policy regarding the funding of small companies or changes made to VCT regulations to comply with EU State Aid rules could result in a cessation of the tax reliefs for VCT investors or changes to the reliefs that make them less attractive to investors.	The Company might not be able to maintain its asset base leading to its gradual decline and potentially an inability to maintain either its buy back or dividend policies.	The Board and the Investment Manager engage on a regular basis with HMT and industry representative bodies to demonstrate the cost benefit of VCTs to the economy in terms of employment generation and taxation revenue. In addition, the Board and the Investment Manager have considered the options available to the Company in the event of the loss of tax reliefs to ensure that it can continue to provide a strong investment proposition for its shareholders despite the loss of tax reliefs.
Investment performance	The Company invests in small, mainly UK based companies, both unquoted and quoted. Smaller companies often have limited product lines, markets or financial resources and may be dependent for their management on a smaller number of key individuals and hence tend to be riskier than larger businesses.	Investment in poor quality companies with the resultant risk of a high level of failure in the portfolio.	Reduction in both the capital value of investors shareholdings and in the level of income distributed.	The Company has a diverse portfolio where the cost of any one investment is typically less than 5 per cent of NAV thereby limiting the impact of any one failed investment. The Board has appointed an Investment Manager that has a strong and consistent track record over a long period, invests in profitable companies in sectors in which it has specialised for the past eighteen years, undertakes extensive due diligence on all prospective investments, has an experienced value enhancement team who actively manage its investments and who take board seats and appoint experienced non-executive Directors on all unquoted and significant quoted investments.
Economic, political and external factors	Whilst the Company invests in predominantly UK businesses, it relies heavily on Europe as one of its largest trading partners. This, together with the increase in globalisation, means that economic unrest and shocks in other jurisdictions, as well as in the UK, can impact on UK companies, particularly smaller ones that are more vulnerable to changes in trading conditions. In addition the potential impact of leaving the European Union remains uncertain.	Events such as economic recession, movement in interest or currency rates, civil unrest, war or political uncertainty or pandemics can adversely affect the trading environment for underlying investments and impact on their results and valuations.	Reduction in the value of the Company's assets with a corresponding impact on its share price may result in the loss of investors through buybacks and may limit its ability to pay dividends.	The Company invests in a diversified portfolio of companies across a number of industry sectors, which provides protection against shocks as the impact on individual sectors can vary depending upon the circumstances. In addition, the Manager uses a limited amount of bank gearing in its investments which enables its investments to continue trading through difficult economic conditions. The Company always maintains healthy cash balances so that it can support portfolio companies with further investment should the investment case support it. The Board reviews the make up and progress of the portfolio each quarter to ensure that it remains appropriately diversified and funded.
Regulatory & Compliance	The Company is authorised as a self-managed Alternative Investment Fund Manager ("AIFM") under the Alternative Investment Fund Managers Directive ("AIFMD") and is also subject to the Prospectus and Transparency Directives. It is required to comply with the Companies Act 2006 and the UKLA Listing Rules.	Failure of the Company to comply with any of its regulatory or legal obligations could result in the suspension of its listing by the UKLA and/or financial penalties and sanction by the regulator or a qualified audit report.	The Company's performance could be impacted severely by financial penalties and a loss of reputation resulting in the alienation of shareholders, a significant demand to buy back shares and an inability to attract future investment. The suspension of its shares would result in the loss of its VCT taxation status and most likely the ultimate liquidation of the Company.	The Board and the Investment Manager employ the services of leading regulatory lawyers, sponsors, auditors and other advisers to ensure the Company complies with all of its regulatory obligations. The Board has strong systems in place to ensure that the Company complies with all of its regulatory responsibilities. The Investment Manager has a strong compliance culture and employs dedicated compliance specialists within its team who support the Board in ensuring that the Company is compliant.
Operational	The Company relies on a number of third parties, in particular the Investment Manager, to provide it with the necessary services such as registrar, sponsor, custodian, receiving agent, lawyers and tax advisers.	The risk of failure of the systems and controls of any of the Company's advisers leading to an inability to service shareholder needs adequately, to provide accurate reporting and accounting and to ensure adherence to all VCT legislation rules.	Errors in shareholders records or shareholdings, incorrect marketing literature, non compliance with listing rules, loss of assets, breach of legal duties and inability to provide accurate reporting and accounting all leading to reputational risk and the potential for litigation.	The Board has appointed an Audit Committee who, along with the external auditors, review the internal control (ISAE3402) and/or internal audit reports from all significant third party service providers, including the Investment Manager, on a bi-annual basis to ensure that they have strong systems and controls in place including Business Continuity Plans. The Board regularly reviews the performance of its service providers to ensure that they continue to have the necessary expertise and resources to provide a high class service and always where there has been any changes in key personnel or ownership.

The financial risks faced by the Company are covered within the Notes to the Financial Statements on pages 58 to 60.

Strategic Report

Other Matters

Applying the Business Model

This section of the Strategic Report sets out the practical steps that the Board has taken in order to apply the business model, achieve the investment objective and adhere to the investment policy. The investment policy, which is set out in full on page 62, is designed to ensure that the Company continues to qualify and is approved as a VCT by HM Revenue and Customs.

Investing in the Right Companies

Investments are primarily made in companies which are substantially based in the UK, although many of these investees may have some trade overseas. Investments are selected in the expectation that the application of private equity disciplines, including an active management style for unquoted companies, will enhance value and enable profits to be realised from planned exits.

The Board has delegated the management of the investment portfolio to Livingbridge VC LLP ("Livingbridge" or the "Manager"). The Manager has adopted a 'top-down, sector-driven' approach to identifying and evaluating potential investment opportunities, by assessing a forward view of firstly the business environment, then the sector and finally the specific potential investment opportunity.

Based on its research, the Manager has selected a number of sectors that it believes will offer attractive growth prospects and investment opportunities. Diversification is also achieved by spreading investments across different asset classes and making investments for a variety of different periods.

The Manager's Review on pages 7 to 9 provides a review of the investment portfolio and of market conditions during the year, including the main trends and factors likely to affect the future development, performance and position of the business.

Risk is spread by investing in a number of different businesses within different qualifying industry sectors using a mixture of securities. The maximum the Company will invest in a single company (including a collective investment vehicle) is 15 per cent of its investments by value of its investments calculated in accordance with Section 278 of the Income Tax Act 2007 (as amended) ("VCT Value"). The value of an individual investment is expected to increase over time as a result of trading progress and a continuous assessment is made of its suitability for sale.

The Company invests in a range of securities including, but not limited to, ordinary and preference shares, loan stocks, convertible securities and permitted non qualifying investments as well as cash. Unquoted investments are usually structured as a combination of ordinary shares and loan stocks or preferred shares, while AIM-traded investments are primarily held in ordinary shares. Pending investment in VCT qualifying investments, the Company's cash and liquid funds are held in permitted non qualifying investments.

VCTs are required to comply with a number of different regulations and the Company has appointed PricewaterhouseCoopers LLP ("PwC") as VCT Tax Status Advisers to advise it on compliance with VCT requirements. PwC reviews new investment opportunities, as appropriate, and regularly reviews the investment portfolio of the Company. PwC works closely with the Manager but reports directly to the Board.

Environmental, Human Rights, Employee, Social and Community Issues

The Company seeks to conduct its affairs responsibly and the Manager is encouraged to consider environmental, human rights, social and community issues, where appropriate, with regard to investment decisions.

The Company is required, by company law, to provide details of environmental (including the impact of the Company's business on the environment), employee, human rights, social and community issues; including information about any policies it has in relation to these matters and the effectiveness of these policies. The Company does not have any employees and as a result does not maintain specific policies in relation to these matters.

Livingbridge has an Environmental, Social and Governance ("ESG") policy. As a responsible investor, Livingbridge fully incorporates ESG factors into its investment programme. The ESG policy focuses on environmental, social and corporate governance factors, including risks and opportunities, affecting both the Company and/or specific portfolio companies.

Livingbridge undertakes an in-house risk assessment questionnaire pre-investment to highlight any significant or material ESG issues. Should any such issues be identified, these are then addressed via specific due diligence pre-investment.

Upon completion of an investment the completed in-house questionnaires are assessed by an external consultant to corroborate risks identified, advise the company how to address any ESG issues and also to identify any potential upside opportunities (e.g. energy savings). Relevant ESG matters are then included in the portfolio company board meetings as appropriate and also in the standard Livingbridge portfolio progress reports allowing Livingbridge to assess the impact of any interventions or recommendations.

Global Greenhouse Gas Emissions

The Company has no greenhouse gas emissions to report from the operations of the Company, nor does it have responsibility for any other emissions producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013, including those within its underlying investment portfolio.

Gender Diversity

The Board of Directors of the Company comprises four male Directors. The Manager has an equal opportunity policy and currently employs 47 men and 38 women.

Appointment of the Manager

The Board expects the Manager to deliver a performance which meets the objective of achieving long-term investment returns, including tax free dividends. A review of the Company's performance during the financial year, the position of the Company at the year end and the outlook for the coming year is contained within the Chairman's Statement on pages 4 to 6. The Board assesses the performance of the Manager in meeting the Company's objective against the Key Performance Indicators ("KPIs").

The management agreement

Under the management agreement, the Manager receives a fee of 2.5 per cent per annum of the net assets of the Company. In addition, the Manager is responsible for providing all secretarial, administrative and accounting services to the Company. The Manager has appointed Link Alternative Fund Administrators Limited to provide these services to the Company on its behalf. The Company is responsible for paying the fee charged by Link Alternative Fund Administrators Limited to the Manager in relation to the performance of these services.

Annual running costs are capped at 3.5 per cent of the net assets of the Company (excluding any performance fee payable to the Manager and irrecoverable VAT), any excess being refunded by the Manager by way of an adjustment to its management fee. The running cost as at 30 September 2017 was 2.7 per cent.

The management agreement may be terminated at any date by either party giving twelve months' notice of termination and, if terminated, the Manager is only entitled to the management fees paid to it and any interest due on unpaid fees.

Performance fees

A performance fee is payable to the Manager when the total return on net proceeds of the ordinary shares exceeds 8 per cent per annum (simple). To the extent that the total return exceeds the threshold over the relevant period then a performance fee of 10 per cent of the excess will be paid to the Manager. The amount of any performance fee which is paid in an accounting period is capped at 5 per cent of net assets.

No performance fee was payable for the year to 30 September 2017 (2016: £nil).

Strategic Report

Management retention

The Board is keen to ensure that the Manager continues to have one of the best investment teams in the VCT and private equity sector. A co-investment scheme was introduced in November 2004 under which members of the Manager's investment team invest their own money into a proportion of the ordinary shares of each eligible unquoted investment made by the Baronsmead VCTs. The Board regularly monitors the co-investment scheme arrangements but considers the scheme to be essential in order to attract, retain and incentivise the best talent. The scheme is in line with current market practice in the private equity industry and the Board believes that it aligns the interests of the Manager with those of the Baronsmead VCTs.

Executives have to invest their own capital in every eligible unquoted transaction and cannot decide selectively which investments to participate in. In addition, the co-investment only delivers a return after each VCT has realised a priority return built into the structure. The shares held by the members of the co-investment scheme in any portfolio company can only be sold at the same time as the investment held by the Baronsmead VCTs is sold. Any prior ranking financial instruments, such as loan stock, held by the Baronsmead VCTs have to be repaid in full together with the agreed priority annual return before any gain accrues to the ordinary shares. This ensures that the Baronsmead VCTs achieve a good priority return before profits accrue to the co-investment scheme.

The executives participating in the co-investment scheme subscribe jointly for a proportion (currently 12 per cent) of the ordinary shares available to the Baronsmead VCTs in each eligible unquoted investment. The level of participation was increased from 5 per cent in 2007 when the Manager's performance fee was reduced from 20 per cent to its current level of 10 per cent.

Since the formation of the scheme in 2004, 72 executives have invested a total of £896,000 in 49 companies. At 30 September 2017, 33 of these investments have been realised generating proceeds of £275.6m for the Baronsmead VCTs and £13.9m for the co-investment scheme. For Baronsmead Second Venture Trust the average money multiple on these 33 realisations was 1.8 times cost. Had the co-investment shares been held instead by the Baronsmead VCTs, the extra return to shareholders would have been the equivalent of 3.6p a share (based on the current number of shares in issue). The Board considers this small cost to retain quality people to be in the best interests of shareholders.

Advisory and Directors' fees

During the year the Manager and an affiliate received £48,000 (2016: £nil) advisory fees, £448,000 (2016: £252,000) directors' fees for services provided to companies in the investment portfolio and incurred £14,000 (2016: £12,000) abort fees with respect to investments attributable to BSVT.

Alternative Investment Fund Manager's Directive ("AIFMD")

The AIFMD regulates the management of alternative investment funds, including VCTs. On 22 July 2014 the Company was registered as a Small UK registered Alternative Investment Fund Manager under the AIFMD.

Viability Statement

In accordance with principle 21 of the AIC Code of Corporate Governance ("AIC Code"), the Directors have assessed the prospects of the Company over the three year period to 30 September 2020. This period is used by the Board during the strategic planning process and is considered reasonable for a business of our nature and size. The three year period is considered the most appropriate given the forecasts that we request from the Manager and the estimated time line for finding, assessing and completing investments.

In making this statement the Board carried out a robust assessment of the principal risks facing the Company, including those that might threaten its business model, future performance, solvency, or liquidity.

The Board also considered the ability of the Company to raise finance and deploy capital. Their assessment took account of the availability and likely effectiveness of the mitigating actions that could be taken to avoid or reduce the impact of the underlying risks.

This review has considered the principal risks as outlined on pages 16 and 17. The Board concentrated its efforts on the major factors which affect the economic, regulatory and political environment. The Board also paid particular attention to the importance of its close working relationship with the Manager, Livingbridge.

The Directors have also considered the Company's income and expenditure projections and find these to be realistic and sensible.

Based on the Company's processes for monitoring costs, share price discount, the Manager's compliance with the investment objective, policies and business model, asset allocation and the portfolio risk profile, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period to 30 September 2020.

Returns to Investors

Dividend policy

The Board of Baronsmead Second Venture Trust has the objective to maintain a minimum annual dividend level of around 4.5p per ordinary share if possible, but this depends primarily on the level of realisations achieved and cannot be guaranteed.

Since launch, the average annual tax free dividend paid to shareholders has been 7.6p per ordinary share.

Shareholder choice

The Board wishes to provide shareholders with a number of choices that enable them to utilise their investment in Baronsmead Second Venture Trust in ways that best suit their personal investment and tax planning and in a way that treats all shareholders equally.

- **Fund raising** | From time to time the Company seeks to raise additional funds by issuing new shares at a premium to the latest published net asset value to account for costs. The Company launched an offer for subscription to raise £24m (before costs) on 4 October 2017.
- **Dividend Reinvestment Plan** | The Company offers a Dividend Reinvestment Plan which enables shareholders to purchase additional shares through the market in lieu of cash dividends. Approximately 753,000 shares were bought in this way during the year to 30 September 2017.
- **Buy back of shares** | From time to time the Company buys its own shares through the market in accordance with its share price discount policy. Subject to certain conditions, the Company seeks to maintain a mid-share price discount of approximately 5 per cent to net asset value.
- **Secondary market** | The Company's shares are listed on the London Stock Exchange and can be bought using a stockbroker or authorised share dealing service in the same way as shares of any other listed company. Approximately 1,417,000 shares were bought by investors in the Company's existing shares in the year to 30 September 2017.

On behalf of the Board
Anthony Townsend
Chairman

21 November 2017

Report of the Directors

The Chairman's Statement on pages 4 to 6, the Corporate Governance Statement on pages 25 to 32 and the Strategic Report on pages 2 to 21 forms part of the Report of the Directors.

Board of Directors

As at 30 September 2017



Anthony Townsend	Chairman
Appointed:	4 August 2009
Past experience	Anthony has over 40 years experience in financial services. He was previously a director of Rea Brothers Group plc, a non-executive director of Worldwide Healthcare Trust plc and was chairman of the Association of Investment Companies.
Other appointments	He is chairman of British & American Investment Trust plc, F&C Global Smaller Companies plc, Finsbury Growth & Income Trust plc, Miton Global Opportunities Trust plc and Gresham House Plc and a non-executive director of Hansa Capital Ltd.
Beneficial Shareholding	177,444 Ordinary Shares



Malcolm Groat	Audit and Risk Committee Chairman
Appointed:	11 March 2016
Past experience	Malcolm is a fellow of the Institute of Directors, the Institute of Chartered Accountants in England and Wales and the Royal Society for the encouragement of Arts, Manufactures and Commerce. During his career, Malcolm has worked as finance director for global businesses in engineering, construction and financial services. He has also served as chairman or non-executive director in a number of significant businesses.
Other appointments	He currently holds directorships at established companies Corps Security, Maritime House and Tekcapital plc, and at young ventures daVictus plc and Tomco Energy PLC.
Beneficial Shareholding	37,426 Ordinary Shares



Ian Orrock	Non-Executive Director
Appointed:	21 October 2010
Past experience	Ian has wide experience having founded, developed and sold a number of businesses particularly focussing on the international media, technology and telecoms sectors ("TMT"), and has worked at board level in quoted global organisations. He was also a non-executive director of Henderson Private Equity Investment Trust plc.
Other appointments	He is currently a director of a number of TMT businesses including Arkessa Limited, lotic-Labs Ltd and Silchester Limited.
Beneficial Shareholding	41,430 Ordinary Shares



John Davies	Non-Executive Director
Appointed:	30 November 2016
Past experience	John was a director of BlackRock Smaller Companies Trust plc until his retirement in July 2011. He was managing director of 3i Asset Management Ltd (1985-2002) responsible for the management of three investment trusts and the group's quoted portfolio. He has extensive experience of smaller quoted companies, particularly where there have been private equity shareholders on flotation. John has a special interest in portfolio construction, the merits of investment vehicles and their risk profiles.
Other appointments	He is a director of Gardens Pension Trustees, a corporate trustee of the 3i Group Pension Scheme. He is also a member of the investment committee of the scheme.
Beneficial Shareholding	113,269 Ordinary Shares

The Directors of Baronsmead Second Venture Trust plc (Reg: 04115341) present their Seventeenth Report and Audited Financial Statements of the Company for the year to 30 September 2017.

Shares and Shareholders

Share capital

As a result of the reconstruction and winding up of Baronsmead VCT 5 plc, on 30 November 2016, the Company allotted 47,077,911 ordinary shares.

During the year, the Company bought back a total of 2,604,000 ordinary shares to be held in Treasury, representing 1.25 per cent of the issued share capital as at 30 September 2017, with an aggregate nominal value of £260,400. The total amount paid for these shares was £2.30m. The Company's remaining authority to buy back shares from the AGM held in 2017 is 18,884,696. During the year, there were no ordinary shares sold from Treasury.

Since the year end, on 26 October 2017, the Company allotted 13,797,365 new ordinary shares pursuant to the offer for subscription set out in the prospectus published on 4 October 2017. These new shares were allotted at a price of 97.60 pence per share, representing 6.19 per cent of the issued share capital following the allotment with an aggregate nominal value of £1.38m, raising a further £13.47m of new funds (before expenses).

A second allotment of shares pursuant to the prospectus published on 4 October 2017 took place on 17 November 2017. The Company allotted 7,350,154 new ordinary shares at a price of 97.10 pence per share, representing 3.19 per cent of the issued share capital following the allotment, with a nominal value of £0.74m, raising a further £7.14m of new funds (before expenses).

As at the date of this report the Company's issued share capital was as follows:

Share	Total	% of Shares in issue	Nominal Value
In issue	230,185,440	100.00	£23,018,544.00
Held in Treasury	11,693,214	5.08	£1,169,321.40
In circulation	218,492,226	94.92	£21,849,222.60

The maximum number of shares held in Treasury during the year was 11,693,214. Shares will not be sold out of Treasury at a discount wider than the discount at which the shares were initially bought back by the Company.

Shareholders

Each 10p ordinary share entitles the holder to attend and vote at general meetings of the Company, to participate in the profits of the Company, to receive a copy of the Annual Report & Financial Statements and to a final distribution upon the winding up of the Company.

There are no restrictions on voting rights, no securities carry special rights and the Company is not aware of any agreement between holders of securities that result in restrictions on the transfer of securities or on voting rights. There are no agreements to which the Company is party that may affect its control following a takeover bid.

In addition to the powers provided to the Directors under UK company law and the Company's Articles of Association, at each AGM the shareholders are asked to authorise certain powers in relation to the issuing and purchasing of the Company's own shares. Details of the powers granted at the AGM held in 2017, all of which remain valid, can be found in the previous Notice of AGM.

The Board is not, and has not been throughout the year, aware of any beneficial interests exceeding 3 per cent of the total voting rights.

Dividends

The Company has paid or declared the following dividends for the year to 30 September 2017:

Dividends	£'000
Interim dividend of 3.0p per ordinary share paid on 31 March 2017	5,987
Final dividend of 4.5p per ordinary share to be paid on 2 February 2018	9,833
Total dividends paid for the year	15,820

Subject to shareholder approval at the AGM, a final dividend of 4.5p per share will be paid to shareholders on the register at 5 January 2018.

Annual General Meeting

The notice of the AGM of the Company to be held at 11.00am on 30 January 2018 at Saddlers' Hall, 40 Gutter Lane, London EC2V 6BR will be sent to shareholders and will be available on the Company's website.

Report of the Directors

Directors

Appointments

The rules concerning the appointment and replacement of Directors are contained in the Company's Articles of Association and the Companies Act 2006. Further details in relation to the appointed Directors and the governance arrangements of the Board can be found on page 22 and in the Corporate Governance Statement.

Directors are entitled to a payment in lieu of three months notice by the Company for loss of office in the event of a takeover bid.

Directors' Indemnity

Directors' and Officers' liability insurance cover is in place in respect of the Directors. The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for Directors in respect of costs which they may incur relating to the defence of any proceedings brought against them arising out of their positions as Directors, in which they are acquitted or judgement is given in their favour by the Court.

Save for such indemnity provisions in the Company's Articles of Association and in the Directors' letters of appointment, there are no qualifying third party indemnity provisions in force.

Conflicts of Interest

The Directors have declared any conflicts or potential conflicts of interest to the Board of Directors which has the authority to approve such situations. The Company Secretary maintains the Register of Directors' Conflicts of Interests which is reviewed quarterly by the Board, when changes are notified, and the Directors advise the Company Secretary and the Board as soon as they become aware of any conflicts of interest. Directors who have conflicts of interest do not take part in discussions which relate to any of their conflicts.

Responsibility for Financial Statements and Going Concern

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's Auditor is unaware and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

After making enquires, and bearing in mind the nature of the Company's business and assets, the Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. In arriving at this conclusion the Directors have considered the liquidity of the Company and its ability to meet obligations as they fall due for a period of at least twelve months from the date that these financial statements were approved. As at 30 September 2017, the Company held cash balances and investments in readily realisable securities with a value of £16.0m. Cash flow projections have been reviewed and show that the Company has sufficient funds to meet both its contracted expenditure and its discretionary cash outflows in the form of the share buyback programme and dividend policy. The Company has no external loan finance in place and therefore is not exposed to any gearing or covenants.

The Directors have chosen to include their report on global greenhouse emissions in the Strategic Report under the section on environmental, human rights, employee, social and community issues.

By Order of the Board
Livingbridge VC LLP
Secretary
100 Wood Street London EC2V 7AN

21 November 2017

Corporate Governance

This Corporate Governance statement forms part of the Report of the Directors

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

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

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

The UK Corporate Governance Code includes provisions relating to:

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

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

The tables on pages 25 to 29 provide an explanation of how the Company has complied with the AIC Code during the year and provide explanations where the Company has not complied.

AIC Code	Principle	Evidence of compliance and/or explanation of departure from the Code
1	The Chairman should be independent.	The Board does not consider that Anthony Townsend has any conflict of interest that compromises his independence and the Company's independent directors (excluding the Chairman) have determined that he remains an independent director.
2	A majority of the board should be independent of the manager.	All of the Directors' appointments are non-executive and, having considered the performance and independence of each Director, the Board has determined that each Director is independent in character and judgement and that there are no relationships or circumstances which are likely to affect their judgement or impair their independence. As explained in the disclosure relating to AIC Code Provision 4, the Board does not believe that length of service has a bearing on independence and the nature of the Company's business is such that an individual director's experience and continuity of board membership can significantly enhance the effectiveness of the board as a whole.
3	Directors should be submitted for re-election at regular intervals. Nomination for re-election should not be assumed but be based on disclosed procedures and continued satisfactory performance.	The Board has agreed that each Director will retire and, if appropriate, seek re-election annually, in line with best practice. Director performance is assessed during the annual Board evaluation process, as described below on page 31, prior to nomination for re-election.

Corporate Governance

AIC Code	Principle	Evidence of compliance and/or explanation of departure from the Code
4	The board should have a policy on tenure, which is disclosed in the annual report.	The Board does not believe that the tenure of a director on a wholly non-executive board has any direct bearing on their independence and, in common with many VCTs, the Board ensure that its membership includes longer-serving directors who provide a balance of knowledge and experience that is not present in the absence of executive directors. In addition, the average period for holding private equity investments is considerably longer than for other types of investment. As a result, the Nomination Committee considers the composition of the Board regularly and has determined that a formal policy on tenure would not be appropriate.
5	There should be full disclosure of information about the board.	The Board is profiled on page 22 and biographies are available on the Company's website. Details of the Board's committees are set out from page 30. The recommendation of the AIC Code under Principle 5 states that the Chairman may be a member of, but not chair, the Remuneration Committee. Having taken account of the size of the Board and the remit of the Management Engagement and Remuneration Committee, which extends only to consideration of non-executive remuneration, the Board believes that Anthony Townsend remains the most suitable Director to chair the Committee. The Remuneration of the Chairman is considered by the Management Engagement and Remuneration Committee in his absence.
6	The board should aim to have a balance of skills, experience, length of service and knowledge of the Company.	The profiles of each of the Directors are set out on page 22 and highlights their range of skills, experience, length of service and knowledge. The Board believes that diversity of experience and approach, including gender diversity, amongst board members is of great importance and the Board and its Nomination Committee give careful consideration to issues of board balance and diversity when considering the composition of the Board and making new appointments. As reported in the Nomination Committee report on pages 31 and 32, no changes to the composition of the Board were recommended in the year.
7	The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	As part of the merger process with Baronsmead VCT 5 plc, a review was undertaken that considered the performance and independence of each Director to ensure that the Board composition was appropriate and effective. Now that the Board has been in place for an entire year and as reported in the previous Annual Report and Accounts, the formal process of Board evaluation for the financial year has commenced. The Chairman is conducting individual performance review meetings with each of the Directors which centre on certain key themes, each designed to assess the strength of individual Directors, the Board and its Committees. The Directors will meet collectively to consider the output from the individual meetings. The performance of the Chairman is evaluated by the other Directors led by John Davies, the Senior Independent Director.
8	Director remuneration should reflect their duties, responsibilities and the value of their time spent.	The Board's Management Engagement and Remuneration Committee considers at least annually the level of the Board's fees, in accordance with the Remuneration Policy approved by shareholders at the AGM held in 2017. Further details on the Directors' remuneration is contained in the Directors' Remuneration Report on pages 33 to 37.

AIC Code	Principle	Evidence of compliance and/or explanation of departure from the Code
9	The independent directors should take the lead in the appointment of new directors and the process should be disclosed in the annual report.	The Nomination Committee, which is comprised entirely of independent directors, is responsible for overseeing the recruitment of new directors. Potential candidates are identified through either the appointment of a recruitment consultant or the Board's/Manager's knowledge of available individuals.
10	Directors should be offered relevant training and induction.	New Directors are provided with an induction pack containing key information and governance documents relating to the Company when they are appointed. In addition, they are offered a tailored induction programme with the Manager which covers the investment portfolio and the Manager's approach to investment. Directors receive detailed updates on market and regulatory developments and are provided periodically with training to enhance and refresh their knowledge.
11	The chairman (and the board) should be brought into the process of structuring a new launch at an early stage.	Principle 11 applies to the launch of new investment companies and is therefore not applicable to the Company.
12	Boards and managers should operate in a supportive, co-operative and open environment.	Formal Board meetings provide important forums for the Directors and key members of the Manager's team to interact and for Directors to receive reports and provide challenge to the Manager but interaction between the Board and the Manager is not restricted to these meetings. Between meetings, the Manager continuously updates the Board on developments and responds to queries and requests by Directors as they arise. Informal meetings take place regularly between the Directors and the Manager and senior members of the Manager's team are also invited to the Board's annual strategy meeting.
13	The primary focus at regular board meetings should be a review of investment performance and associated matters, such as gearing, asset allocation, marketing/investor relations, peer group information and industry issues.	At each quarterly meeting, the Board receives a report on the performance of the Company, its investments and the VCT sector (including competitors). The report also outlines compliance with the 70 per cent test and includes forecasts for future periods, highlighting investment opportunities, operational matters and regulatory developments that will/may impact upon the Manager's management of the investment portfolio. The Board has agreed with the Manager specific KPIs that enable both parties to monitor compliance with the agreed Investment Policy and Risk Management framework. Directors regularly seek additional information from the Manager to supplement these reports and formally review the performance measures and KPIs at their annual strategy meeting.
14	Boards should give sufficient attention to overall strategy.	The Board monitors performance against its agreed strategy on an ongoing basis and reviews its overall strategy, including the viability of the Company in its current form, at its annual strategy meeting.

Corporate Governance

AIC Code	Principle	Evidence of compliance and/or explanation of departure from the Code
15	The board should regularly review both the performance of, and contractual arrangements with, the manager (or executives of a self-managed fund).	<p>The Management Engagement and Remuneration Committee reviews the overall performance of the Manager annually and considers both the appropriateness of the Manager's appointment and the contractual arrangements (including the structure and level of remuneration) with the Manager.</p> <p>The Board believe that the Manager's track record in the VCT sector remains outstanding and that its ability to continue to achieve strong results by adapting to an ever changing regulatory environment has been particularly impressive. As a result, the Board has concluded that the continuing appointment of Livingbridge VC LLP remains in the best interest of shareholders as a whole.</p>
16	The board should agree policies with the manager covering key operational issues.	<p>Certain matters, including strategy, investment and dividend policies, gearing, and corporate governance procedures, are reserved for the approval of the Board. Under the terms of management agreement, the Board has delegated the management of the investment portfolio to the Manager. The management agreement sets out the matters over which the Manager has authority and the limits above which Board approval must be sought.</p> <p>The Manager also provides or procures the provision of company secretarial, accounting, administrative and custodian services to the Company.</p> <p>In the absence of explicit instructions from the Board, the Manager is empowered to exercise discretion in the use of the Company's voting rights. All shareholdings are voted, where practicable, in accordance with the Manager's own corporate governance policy, which is to seek to maximise shareholder value by constructive use of votes at company meetings and by endeavouring to use its influence as an investor with a principal approach to corporate governance.</p> <p>The Board has considered the adequacy of arrangements by which staff of the Manager or Secretary of the Company may, in confidence, raise concerns within their respective organisations about possible improprieties in matters of financial reporting or other matters. It has concluded that adequate arrangements are in place for the proportionate and independent investigation of such matters and, where necessary, for appropriate follow-up action to be taken within their organisation.</p>
17	Boards should monitor the level of the share price discount or premium (if any) and, if desirable, take action to reduce it.	<p>The Company has stated its aim to seek a mid-share price discount to NAV of no more than 5 per cent, but keeps the share price discount policy under continuous review. The performance of the Company's share price and the discount to NAV is monitored continuously and shares will be bought back depending on market conditions at the time and only where the Directors believe it to be in the best interests of all shareholders.</p>

AIC Code	Principle	Evidence of compliance and/or explanation of departure from the Code
18	The board should monitor and evaluate other service providers.	The Board has established a framework for monitoring and evaluating the performance of its third party services providers and, on the Company's behalf, the Manager monitors the performance and systems and controls employed by the service providers. The Audit Committee receives service provider control reports from the Manager and the Board considers if a provider should be replaced.
19	The board should regularly monitor the shareholder profile of the company and put in place a system for canvassing shareholder views for communicating the board's view to shareholders	As a VCT, the Company's share register is made up almost entirely of retail shareholders and the Board, through the Manager, remains in constant engagement with wealth managers and brokers to inform their understanding of its investor base. The Company's Annual Report & Financial Statements provides the Board with an opportunity to report on the performance and outlook for the Company and to update shareholders on developments. At the AGM shareholders have an opportunity to receive more detailed presentations from the Manager on specific investments and it also provides a forum to speak directly to the Directors and members of the Manager's team. The Directors welcome the views of shareholders and are happy to correspond directly with shareholders or make themselves available to meet shareholders. Shareholders seeking to communicate with the Board should contact the Manager in the first instance (see page 69 for contact details). The AGM held in 2017 was held on 23 March 2017. The Company provided 21 days' notice, in accordance with the Companies Act 2006 and 20 working days' notice, as required under the AIC Code.
20	The board should normally take responsibility for, and have direct involvement in, the content of communications regarding major corporate issues even if the manager is asked to act as spokesman.	The Board takes responsibility for approving the content and timing of communications regarding major corporate issues. Communications usually take the form of stock exchange announcements, press releases and direct correspondence with shareholders and the Board seeks the advice and guidance of the Manager when drafting such communications.
21	The board should ensure that shareholders are provided with sufficient information for them to understand the risk/reward balance to which they are exposed by holding the shares.	The Company's annual report is drafted to provide shareholders with sufficient information to understand the nature of their investment in the Company. The format and content of the annual report is updated each year in response to changes in best practice and to improve the quality of the information available to shareholders. Details of the Company's full portfolio as at 30 September 2017 can be found on the Company's website and on pages 65 and 66. Under the AIC Code the Company must provide an explanation regarding the prospects of the Company over a period of more than 12 months. The Company's viability statement can be found on pages 20 and 21.

Corporate Governance

The Board's Committees

The Board has delegated certain responsibilities to its Audit & Risk, Management Engagement & Remuneration and Nomination Committees. Given the size and nature of the Board it is felt appropriate that all Directors are members of the Committees. The Board has established formal terms of reference for each of the Committees which are available from the Company Secretary upon request. An outline of the remit of each of the Committees and their activities during the year are set out in the below table:

Audit & Risk Committee

Chairman: Malcolm Groat

Key responsibilities:

1. reviewing the content and integrity of the Annual Report and Half-Yearly Accounts;
2. reviewing the Company's internal control and risk management systems;
3. reviewing the remuneration and terms of appointment of the external auditor;
4. ensuring auditor objectivity and independence is safeguarded in the provision of non-audit services; and
5. providing a forum through which the auditor may report to the Board.

As an outcome of the shortening of the previous accounting period and the completion of the merger with Baronsmead VCT 5 plc, the Committee has spent considerable time reviewing the content and integrity of the Half-Yearly Report and these Financial Statements to ensure that the presentation of results is clear and comparable for our shareholders.

During the year and as part of the audit strategy presentation by KPMG, the Committee discussed the valuation approach in respect of unlisted investments and the degree of judgement that was adopted as part of this process. KPMG provided a clear description of the work they undertook as part of the audit process to review these valuations and requested further reporting from KPMG to provide us with additional comfort that these valuations were challenged appropriately.

The Committee reviewed these Financial Statements and although it did not identify any significant issues, it paid particular attention to:

- The valuation of unquoted investments: the Manager and external auditor confirmed that the investment valuations had been performed consistently with prior years and in accordance with published industry guidelines, taking account of the latest available information about investee companies and current market data. The Directors had met quarterly to assess the estimates and judgements made by the Manager in the valuations for their appropriateness.

Given the quantum of quoted investments, making up a significant portion of the Company's total assets, the Directors assessed the Manager's approach to valuation. The Manager and external auditor confirmed that such investments comprise liquid, quoted investments, the valuation of which is obtained from externally quoted prices.

During the year we decided to change our VCT Status advisors from Phillip Hare & Associates LLP to PwC. PwC are very well respected within the VCT industry and have regular contact with HMT regarding changes.

As described in Anthony's Chairman's Statement, the VCT industry is once again bracing itself for more changes to our legislative landscape. However, it is not just future changes that have been part of the Committee's considerations. As of 3 January 2018, the Company will be subject to MiFID II regulation due to the Manager being a MiFID firm. The Committee has been working with the Manager to ensure compliance with the new legislation ahead of the implementation date.

The Committee oversees the operation of the Company's risk management and internal control systems. Procedures have been designed to identify and manage, rather than eliminate, risk. These procedures involve the maintenance of a risk register which records the risks to which the Company is exposed, including, among others, market, investment, operational and regulatory risks, and the controls employed to mitigate these risks. The residual risks are rated taking into account the impact of the mitigating factors. We identify changes and update the register as required and review this register at each Committee meeting. Where necessary, we also ensure that corrective action is taken. We carried out a formal review of the effectiveness of the risk management and internal control systems during the year and concluded that there is an on-going process for identifying, evaluating and managing the principal risks of the Company, that the systems have been in place throughout the year under review and up to the date of approval of these accounts and that the processes are reviewed regularly by the Board.

The Committee receives a Service Provider Control Report from the Manager that provides an overview of the main risks identified by our third party service providers and the mitigating actions put in place for these. We believe this process provides additional rigour to the Committee's oversight and review of internal control and risk management processes.

The Committee also reviewed the need for an internal audit function. We concluded that the systems and procedures employed by the Manager provide sufficient assurance that a sound system of internal control, which safeguards shareholders' investment and the Company's assets, is maintained. We therefore believe that an internal audit function, specific to the Company, is not currently required.

Under the Competition and Markets Authority regulations, the Company is required to carry out an audit tender every ten years and mandatory rotation at least every 20 years. As reported in last year's report, in November 2016, the Company conducted a full audit tender process. As KPMG have only been in office for 11 years and would only be required to retire following the 2026 audit, the auditor was able to participate in the tender process. In accordance with professional guidelines the senior statutory auditor is rotated after at most five years, and the current senior statutory audit partner started working with the Company in 2016.

Each firm was considered to offer extensive experience of VCTs, together with accounting, tax and financial reporting and governance expertise. Out of the three invited to the tender, only two of the audit firms presented to the Committee. The conclusion of this process was that KPMG be reappointed.

The Committee expects to repeat a tender process in 2026 in respect of the audit for the year ended 30 September 2027, in line with the latest Corporate Governance provisions and EU Requirements.

Following the implementation of the EU Audit Directive and in accordance with the FRC's Guidance on Audit Committees, the Committee approved a non-audit services policy to ensure that the auditor's independence and objectivity was not impaired. The policy outlines those services that the external auditor is prohibited from providing as well as those that require pre-approval from the Committee. The Committee carefully considered the independence of KPMG and were satisfied that there was a clear division between audit and non-audit services and the implementation of this policy will ensure that this division is maintained going forward. The Committee continues to believe that the value of non-audit services provided by KPMG, as reported on page 54, does not represent a conflict of interest.

Following a review of the effectiveness of the audit, the Committee was satisfied that KPMG had continued to carry out its duties in a diligent and professional manner maintained a good knowledge of the VCT market and continued to provide a high level of service. A resolution to re-appoint KPMG as the Company's Auditor will be put to shareholders at the forthcoming AGM.

Looking ahead to the work that will be undertaken by the Committee in the next financial year, we will continue to work with our advisors to continue to understand the current impact of the legislative changes to ensure full compliance and that our policies in place provide the necessary comfort.

Management Engagement & Remuneration Committee

Chairman: Anthony Townsend

A summary of this Committee's key responsibilities and activities carried out during the year can be found in the Remuneration Report on page 33.

Nomination Committee

Chairman: Anthony Townsend

Key responsibilities:

1. considering the appointment of additional Directors as and when considered appropriate;
2. considering the resolutions relating to re-election of Directors; and
3. considering the ongoing requirements of the Company and the need to have a balance of skills, experience, knowledge and diversity within the Board.

During the year we reviewed the composition of the Board and Committees, including the chairmanship of each Committee. We also considered the outcome of the review following the completion of the merger with Baronsmead VCT 5 plc. Our opinion remains that we are satisfied with the performance of the Board, its sub-committees and that of individual Directors and the Chairman.

In accordance with the Articles of Association and best practice, all Directors will be submitted for re-election on an annual basis.

Corporate Governance

The below table sets out the Directors' attendance at Board and Committee meetings held during the year ended 30 September 2017. In addition, the Board established committees to approve financial statements and the payment of dividends. Other ad-hoc meetings were held as required. The Directors also attended quarterly meetings to consider in detail the valuations of the unquoted investments in the portfolio.

	Board of Directors		Audit Committee		Management Engagement and Remuneration Committee		Nomination Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended
Anthony Townsend	4	4	2	2	2	2	1	1
John Davies [^]	3	3	1	1	1	1	0	0
Ian Orrock	4	4	2	2	2	2	1	1
Robert Owen [*]	0	0	0	0	0	0	0	0
Malcolm Groat	4	4	2	2	2	2	1	1

* Resigned on 13 October 2016.

[^] Appointed on 30 November 2016.

Directors' Remuneration Report

Directors' Remuneration Report

The Board has prepared this report in accordance with the requirements of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013.

The law requires the Company's auditor, KPMG, to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The auditor's opinion is included in the 'Independent Auditor's Report' on pages 39 to 44.

An Ordinary resolution for the approval of this report will be put to the members at the forthcoming AGM.

Annual Statement from the Chairman of the Management Engagement and Remuneration Committee

The Management Engagement and Remuneration Committee is chaired by Mr Townsend and comprises all the Directors of the Company. The Company has no executive Directors, and considers all the non-Executive Directors to be independent. The Management Engagement and Remuneration Committee's key responsibilities are:

1. Determining and agreeing with the Board the remuneration policy for the Board and the fees cover for the Company's Chairman and non-executive Directors; and
2. Reviewing the appropriateness of the Manager's appointment (including key executives thereof) together with the terms and conditions of the appointment.

Each year the Committee reviews the Directors' fees to make sure they are in line with others in the VCT industry, so that the Board can attract suitably qualified candidates to the Board. In addition, they have regard to the workload that individual directors and the Chairman undertake as members of the Board. In recent years the Board has seen a significant increase in regulation in the industry which has, in turn, resulted in an increase in the workload of the Directors. This trend of ever increasing regulation seems set to continue. In addition, the Directors spend a considerable amount of time monitoring the 70 per cent test, the other continuing VCT tests, and the co-investment scheme. They are also responsible for monitoring

the key risks to the Company and for scrutiny of all costs. The Directors set the strategy for the Company's continuing success and decide when fundraising is appropriate. They then monitor the performance of the Company against the strategic objectives set.

Directors spend further time preparing for Board meetings, and the quarterly valuation meetings (at which a rigorous review of the unquoted investee companies is undertaken so as to arrive at the appropriate valuation) as well as a number of other ad hoc meetings. This work is in addition to the time taken up in the formal meetings of the Board.

Further details of the responsibilities of the Directors are provided in the Corporate Governance Statement on pages 25 to 29, all of which the Board believes should be taken into account when determining the remuneration of the Directors.

Directors' Fees

Given the merger of the Company and Baronsmead VCT5 plc during the financial year, the Management Engagement and Remuneration Committee agreed that there would be no increase in respect of Director fees for the year ended 30 September 2017, but that this would be reviewed again once the merger had completed and the new Board had settled into their roles.

In determining the remuneration of the Directors, the Company has regard inter alia, to the time spent by the Directors on matters concerning the Company, the comparative fees paid to Directors of other VCTs relative to the NAV of the VCT, the prevailing rate of Consumer Price Index ("CPI") at the time and the performance of the Company's portfolio. The Management Engagement and Remuneration Committee considered the level of Directors' fees for the year ending 30 September 2018 and concluded that, having regard for the increased amount and quality of work that Directors would be required to undertake, it was appropriate to increase the Director's fees. Accordingly the Directors' fees were increased from £22,000 to £27,000, the Audit Chairman's fee from £24,000 to £29,000 and the Chairman's fee was increased from £29,500 to £35,000. These changes were effective from 1 October 2017.

Directors' Remuneration Report

Directors' Remuneration Policy

Remuneration Policy

The Board's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole, be fair and comparable to that of other relevant venture capital trusts that are similar in size and have similar investment objectives and structures. Furthermore, the level of remuneration should be sufficient to attract and retain the Directors needed to oversee properly the Company and to reflect the specific circumstances of the Company, the duties and responsibilities of the Directors and the value and amount of time committed to the Company's affairs.

The remuneration policy was approved by the members at the AGM held in 2017. There are no proposed changes to the policy and therefore it is intended that this policy will continue for the year ending 30 September 2018 and subsequent years. In accordance with the regulations, an ordinary resolution to approve the directors' remuneration policy will be put to shareholders at least once every three years.

The Directors are not eligible to receive pension entitlements, bonuses and no other benefits are provided. They are not entitled to participate in any long-term incentive plan or share option schemes. Fees are paid to the Directors on a monthly basis and are not performance related.

The Directors do not have service contracts; however their appointment letters do include a three month notice period. As a result, the Company's policy on termination payments is for a payment of three months in lieu for Directors that are not requested to work their notice period.

Shareholders' views in respect of Directors' remuneration are communicated at the Company's AGM and are taken into account in formulating the Directors remuneration policy. At the last AGM, over 95 per cent of shareholders voted for the resolution approving the Directors Remuneration Report (4 per cent) against and over 94 per cent voted for the resolution to approve the remuneration policy (5 per cent against), showing significant shareholder support.

Director's Tenure

The terms of Directors' appointments, as set out in their appointment letters, provide that Directors should retire and be subject to election at the first Annual General Meeting after their appointment. As per the Company's Articles of Association, the Directors are thereafter obliged to retire by rotation, and to offer themselves for re-election by shareholders at least every three years after that. As agreed previously by the Nomination Committee, all Directors will submit themselves for annual re-election, in line with best practice.

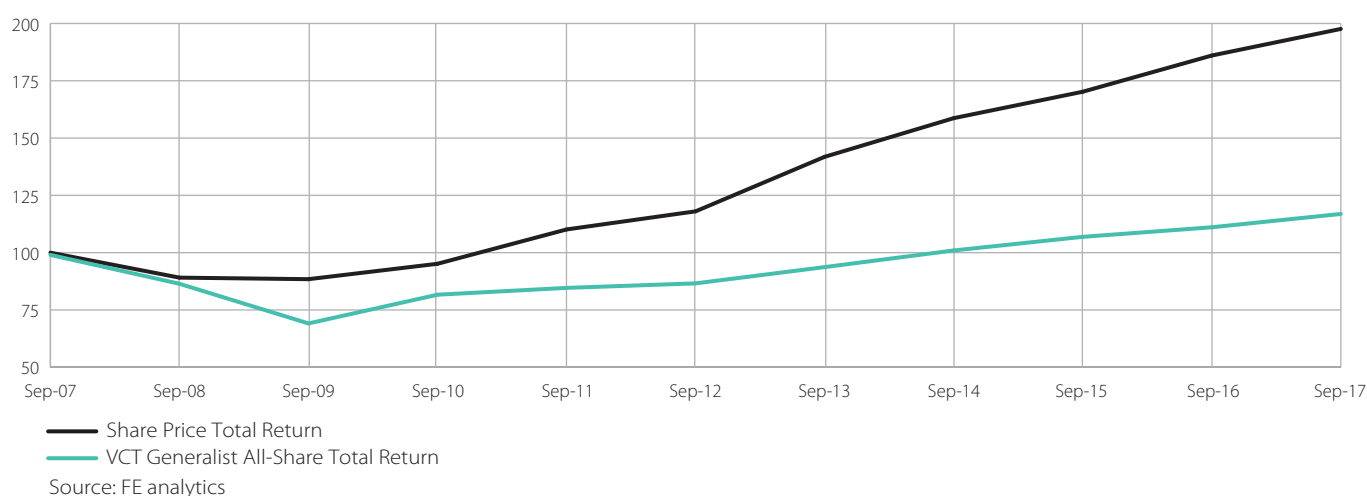
Annual Remuneration Report

Company performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to the Manager through the management agreement, as referred to in the 'Report of the Directors'. The graph overleaf compares, for the ten periods, the percentage change over each period in the share price total return (assuming all dividends are reinvested) to shareholders compared to the share price total return of approximately 41 generalist VCTs (source FE Analytics), which the Board considers to be the most appropriate benchmark for investment performance measurement purposes. An explanation of the performance of the Company is given in the Chairman's Statement and Manager's Review.

Once a year the Management Engagement and Remuneration Committee formally reviews the performance of the Manager and the appropriateness of its continuing appointment. At this meeting they review the performance of the fund and all aspects of the service provided by the Manager. They also review the terms and conditions of the appointment, including the level of the Manager's fees.

Share Price and the VCT Generalist Share Price Total Return Performance Graph



Directors' emoluments for the year (audited)

The Directors who served in the year received the following emoluments in the form of fees:

	Year to 30 September 2017 Fees £	Nine months to 30 September 2016 Fees £
Anthony Townsend (Chairman)	29,500	22,100
Andrew Karney*	–	9,800
Gillian Nott*	–	10,700
Ian Orrock	22,000	16,500
Robert Owen‡	6,300	13,000
Malcolm Groat^	24,000	13,900
John Davies†	18,300	–
Total	100,100	86,000

* Resigned on 11 March 2016. Fees for 2016 include ex-gratia payments equivalent to three months fees (Andrew Karney: £5,500; Gillian Nott: £6,000) in recognition of their contribution to the development of the Company.

‡ Appointed on 11 March 2016, resigned on 13 October 2016. Fees include ex-gratia payment equivalent to three months fees (£5,500) in recognition of his contribution to the development of Baronsmead VCT4 plc.

^ Appointed on 11 March 2016.

† Appointed 30 November 2016.

Directors' Remuneration Report

Relative Importance of Spend on Directors' Fees

The below table is required to be included in accordance with The Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2008. It should be noted that the figures below are not directly comparable due to:

- the periods reported upon being different following the change in accounting year end completed last year
- the number of larger realisations completed, the proceeds of which were required to be returned to shareholders by way of an increased dividend in the prior period, due to VCT regulations
- a final dividend is being proposed for the current financial year whereas a second interim dividend was declared for the prior period; and
- the Director changes that occurred across both periods

	Year to 30 September 2017 £	Nine months to 30 September 2016 £	Percentage change
Dividend paid during the period	5,987,000	25,695,000	(76.7)
Total directors fees	100,100	86,000	16.4

Directors' Interests (audited)

The interests of the Directors in the shares of the Company, at the beginning and at the end of the year, or date of appointment, if later, were as follows:

	30 September 2017 Ordinary 10p shares	30 September 2016 Ordinary 10p shares
Anthony Townsend (Chairman)	177,444	177,444
Ian Orrock	41,430	41,430
Malcolm Groat [^]	37,426	37,426
John Davies [*]	113,269	n/a
Total	369,569	256,300

[^] appointed on 11 March 2016.

^{*} appointed on 30 November 2016.

The changes in the holdings of the Directors between 30 September 2017 and 20 November 2017, following their participation in the fundraising, were as follows:

	20 November 2017 Ordinary 10p shares	30 September 2017 Ordinary 10p shares
Anthony Townsend (Chairman)	197,935	177,444
Ian Orrock	51,675	41,430
Malcolm Groat	80,458	37,426
John Davies	133,760	113,269
Total	463,828	369,569

Approved by the Board of Directors and signed by:

Anthony Townsend

Chairman of the Management Engagement and Remuneration Committee

21 November 2017

Statement of Directors' Responsibilities

Statement of Directors' Responsibilities in respect of the Annual Report and the Financial Statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement of the directors in respect of the annual financial report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company taken as a whole; and
- the strategic report/directors' report includes a fair review of the development and performance of the business and the position of the issuer, together with a description of the principal risks and uncertainties that they face.

We consider the annual report and financial statements, 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.

On behalf of the Board
Anthony Townsend
Chairman

21 November 2017



Independent auditors' report

to the members of Baronsmead Second Venture Trust plc

1. Our opinion is unmodified

We have audited the financial statements of Baronsmead Second Venture Trust plc ("the Company") for the year ended 30 September 2017 which comprise the Income Statement, Balance Sheet, Statement of Changes in Equity, Statement of Cash Flows and the related explanatory notes.

In our opinion the financial statements:

- give a true and fair view of the state of Company's affairs as at 30 September 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were appointed as auditor by the shareholders on 23 March 2005. The period of total uninterrupted engagement is the 13 years ended 30 September 2017. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

Overview

Materiality: £1.88m (2016:£1.42m)
financial statements as a whole 1% (2016: 1%) of total assets

Risks of material misstatement vs 2016

Recurring risks Carrying value of quoted investments
Valuation of unquoted investments



2. Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters (unchanged from 2016), in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
<p>Valuation of unquoted investments (£62.8 million; 2016: £49.3 million) <i>Refer to page 30 (Audit Committee Report), page 50 (accounting policy) and pages 50 and 51 (financial disclosures).</i></p>	<p>Subjective valuation 33% of the Company's total assets (by value) is held in investments where no quoted market price is available. Unquoted investments are measured at fair value, which is established in accordance with the International Private Equity and Venture Capital Valuation Guidelines by using measurements of value such as prices of recent orderly transactions, earnings multiples and net assets. There is a significant risk over the valuation of these investments.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> — Control design: Documenting and assessing the design and implementation of the investment valuation processes and controls; — Control observation: Attendance at quarterly valuation meetings with the Directors and investment manager to assess their discussion and review of the investment valuations; — Control observation: Attending the year-end Audit Committee meeting where we assessed the effectiveness of the Audit Committee's challenge and approval of unquoted investment valuations; — Historical comparisons: Assessment of investment realisations in the period, comparing actual sales proceeds to prior year end valuations to understand the reasons for significant variances and determine whether they are indicative of bias or error in the Company's approach to valuations; — Methodology choice: In the context of observed industry best practice and the provisions of the International Private Equity and Venture Capital Valuation Guidelines, we challenged the appropriateness of the valuation basis selected; — Our valuations experience: Challenging the investment manager on key judgements affecting investee company valuations, such as discount factors and the choice of benchmark for earnings multiples. We compared key underlying financial data inputs to external sources, investee company audited accounts and management information as applicable.

2. Key audit matters: our assessment of risks of material misstatement (continued)

The risk	Our response
	<p>We challenged the assumptions around sustainability of earnings based on the plans of the investee companies and whether these are achievable and we obtained an understanding of existing and prospective investee company cash flows to understand whether borrowings can be serviced or whether refinancing may be required. Our work included consideration of events which occurred subsequent to the year end up until the date of this audit report;</p> <ul style="list-style-type: none"> — Comparing valuations: Where a recent transaction (multiple) has been used to value a holding, we obtained an understanding of the circumstances surrounding the transaction and whether it was considered to be on an arms-length basis and suitable as an input into a valuation. — Assessing transparency: Consideration of the appropriateness, in accordance with relevant accounting standards, of the disclosures in respect of unquoted investments and the effect of changing one or more inputs to reasonably possible alternative valuation assumptions. <p>Our results</p> <ul style="list-style-type: none"> — We found the resulting valuation of unquoted investments to be acceptable (2016: acceptable).

Carrying amount of quoted investments

(£124.6 million; 2016: £67.3 million)

Refer to page 30 (Audit Committee Report), page 50 (accounting policy) and pages 50 and 51 (financial disclosures).

Low risk, high value

The Company's portfolio of quoted investments makes up 67% of the company's total assets (by value) and is considered to be one of the key drivers of results.

We do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgment because they comprise liquid, quoted investments.

However, due to their materiality in the context of the financial statements as a whole, they are considered to be one of the areas which had the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit.

Our procedures included:

- **Tests of detail:** Agreeing the valuation of 100 per cent of investments in the portfolio to externally quoted prices; and
- **Enquiry of custodians:** Agreeing 100 per cent of investment holdings in the portfolio to independently received third party confirmations from investment custodians.

Our results

- We found the resulting carrying amount of quoted investments to be acceptable (2016: acceptable).

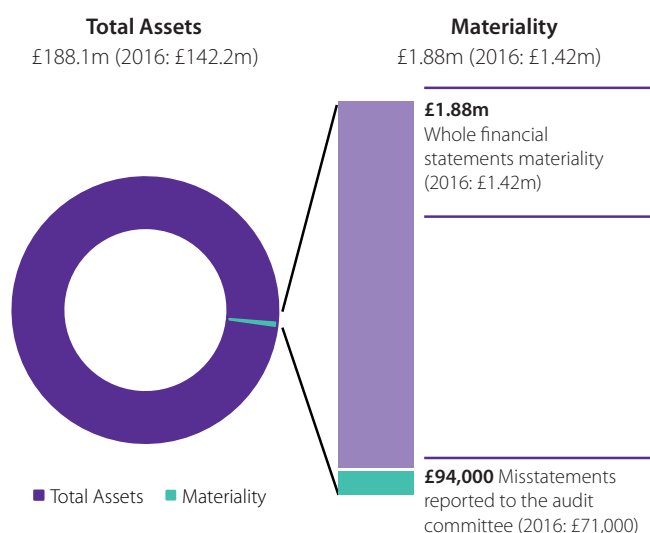


3. Our application of materiality and an overview of the scope of our audit

Materiality for the financial statements as a whole was set at £1.88m (2016: £1.42m), determined with reference to a benchmark of total assets, of which it represents 1% (2016: 1%).

We agreed to report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £94k (2016: £71k), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above and was performed at the administrator's office in Exeter and the investment manager's office in London.



4. We have nothing to report on going concern

We are required to report to you if:

- we have anything material to add or draw attention to in relation to the directors' statement in note 1 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Company's use of that basis for a period of at least twelve months from the date of approval of the financial statements; or
- if the related statement under the Listing Rules set out on page 24 is materially inconsistent with our audit knowledge.

We have nothing to report in these respects.

5. We have nothing to report on the other information in the Annual Report

The directors are responsible for the other information presented in the Annual Report together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Directors' remuneration report

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

Disclosures of principal risks and longer-term viability

Based on the knowledge we acquired during our financial statements audit, we have nothing material to add or draw attention to in relation to:

- the directors' confirmation within the Viability Statement on pages 20 and 21 that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency and liquidity;
- the Principal Risks & Uncertainties disclosures describing these risks and explaining how they are being managed and mitigated; and
- the directors' explanation in the Viability Statement of how they have assessed the prospects of the Company, over what period they have done so and why they considered that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Under the Listing Rules we are required to review the Viability Statement. We have nothing to report in this respect.

Corporate governance disclosures

We are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our financial statements audit and the directors' statement that they consider that the annual report and financial statements 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; or
- the section of the annual report describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.

We are required to report to you if the Corporate Governance Statement does not properly disclose a departure from the eleven provisions of the UK Corporate Governance Code specified by the Listing Rules for our review.

We have nothing to report in these respects.

6. We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

7. Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 38, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

misrepresentations, or the override of internal control and may involve any area of law and regulation not just those directly affecting the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

8. The purpose of our audit work and to whom we owe our responsibilities

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.

John Waterson (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

21 November 2017

Income Statement

Baronsmead Second Venture Trust plc
Audited Annual Report & Financial Statements
for the year ended 30 September 2017

For the year ended 30 September 2017

	Notes	Year ended 30 September 2017			Period ended 30 September 2016		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Unrealised gains on movements in fair value of investments	2.3	–	12,987	12,987	–	5,920	5,920
Realised gains on disposal of investments	2.3	–	251	251	–	2,216	2,216
Income	2.5	3,119	–	3,119	1,221	–	1,221
Investment management fee	2.6	(1,092)	(3,276)	(4,368)	(616)	(1,847)	(2,463)
Other expenses	2.6	(832)	–	(832)	(810)	–	(810)
Profit/(loss) before taxation		1,195	9,962	11,157	(205)	6,289	6,084
Taxation	2.9	–	–	–	–	–	–
Profit/(loss) for the year, being total comprehensive income for the year		1,195	9,962	11,157	(205)	6,289	6,084
Return per ordinary share:							
Basic and Diluted	2.2	0.63p	5.20p	5.83p	(0.16p)	4.83p	4.67p

All items in the above statement derive from continuing operations.

There are no recognised gains and losses other than those disclosed in the Income Statement.

The revenue column of the Income Statement includes all income and expenses. The capital column accounts for the realised and unrealised profit or loss on investments and the proportion of the management fee charged to capital.

The total column of this statement is the Statement of Total Comprehensive Income of the Company prepared in accordance with Financial Reporting Standards ("FRS"). The supplementary revenue return and capital return columns are prepared in accordance with the Statement of Recommended Practice issued in November 2014 and updated in January 2017 by the Association of Investment Companies ("AIC SORP").

Statement of Changes in Equity

For the year ended 30 September 2017

Notes	Non-distributable reserves			Distributable Reserves		Total £'000
	Called-up share capital £'000	Share premium £'000	Revaluation reserve £'000	Capital reserve £'000	Revenue reserve £'000	
At 1 October 2016	16,196	81,466	24,357	18,394	495	140,908
Shares issued following the acquisition of Baronsmead VCT5 plc	4,708	38,245	–	–	–	42,953
Cancellation of share premium	–	(119,711)	–	119,711	–	–
Share premium cancellation costs	–	–	–	(29)	–	(29)
Profit/(loss) after taxation	–	–	14,055	(4,093)	1,195	11,157
Net cost of share buybacks	–	–	–	(2,313)	–	(2,313)
Dividends paid 2.4	–	–	–	(5,887)	(100)	(5,987)
At 30 September 2017	20,904	–	38,412	125,783	1,590	186,689

For the period ended 30 September 2016

Notes	Non-distributable reserves			Distributable Reserves		Total £'000
	Called-up share capital £'000	Share premium £'000	Revaluation reserve £'000	Capital reserve £'000	Revenue reserve £'000	
At 1 January 2016	8,463	8,815	15,460	45,758	700	79,196
Shares issued following the acquisition of Baronsmead VCT4 plc	6,800	63,884	–	–	–	70,684
Profit/(loss) after taxation	–	–	8,897	(2,608)	(205)	6,084
Net proceeds of share issues, share buybacks & sale of shares from treasury	933	8,767	–	939	–	10,639
Dividends paid 2.4	–	–	–	(25,695)	–	(25,695)
At 30 September 2016	16,196	81,466	24,357	18,394	495	140,908

Balance Sheet

Baronsmead Second Venture Trust plc
Audited Annual Report & Financial Statements
for the year ended 30 September 2017

As at 30 September 2017

Company Number: 04115341

	Notes	As at 30 September 2017 £'000	As at 30 September 2016 £'000
Fixed assets			
Investments	2.3	187,364	116,579
Current assets			
Debtors	2.7	260	1,464
Cash at bank		515	24,110
Creditors (amounts falling due within one year)	2.8	775 (1,450)	25,574 (1,245)
Net current (liabilities)/assets		(675)	24,329
Net assets		186,689	140,908
Capital and reserves			
Called-up share capital	3.1	20,904	16,196
Share premium	3.2	–	81,466
Capital reserve	3.2	125,783	18,394
Revaluation reserve	3.2	38,412	24,357
Revenue reserve	3.2	1,590	495
Equity shareholders' funds	2.1	186,689	140,908
NAV per share			
– Basic	2.1	94.60p	92.17p
– Treasury	2.1	94.31p	91.89p

The financial statements were approved by the board of Directors of Baronsmead Second Venture Trust plc on 21 November 2017 and were signed on its behalf by:

Anthony Townsend
Chairman

Statement of Cash Flows

For the year ended 30 September 2017

	Year ended 30 September 2017 £'000	Period ended 30 September 2016 £'000
Cash flows from operating activities		
Investment income received	3,068	1,757
Deposit interest received	7	59
Investment management fees paid	(4,249)	(2,371)
Other cash payments	(525)	(444)
Merger costs paid	(455)	(157)
Net cash outflow from operating activities	(2,154)	(1,156)
Cash flows from investing activities		
Purchases of investments	(43,015)	(28,999)
Disposals of investments	24,606	39,739
Net cash (outflow)/inflow from investing activities	(18,409)	10,740
Equity dividends paid	(5,987)	(25,695)
Net cash outflow before financing activities	(26,550)	(16,111)
Cash flows from financing activities		
Net (costs)/proceeds of share issues, share buybacks & sale of shares from treasury	(1,048)	9,378
Net proceeds received from merger	4,008	19,539
Share premium cancellation costs	(5)	–
Net cash inflow from financing activities	2,955	28,917
(Decrease)/increase in cash	(23,595)	12,806
Reconciliation of net cash flow to movement in net cash		
(Decrease)/increase in cash	(23,595)	12,806
Opening cash position	24,110	11,304
Closing cash at bank and on deposit	515	24,110
Reconciliation of profit before taxation to net cash outflow from operating activities		
Profit before taxation	11,157	6,084
Gains on investments	(13,238)	(8,136)
(Increase)/decrease in debtors	(57)	448
Increase in creditors	169	635
Written off expenses from merger	(185)	(187)
Net cash outflow from operating activities	(2,154)	(1,156)

Notes to the Financial Statements

Baronsmead Second Venture Trust plc
Audited Annual Report & Financial Statements
for the year ended 30 September 2017

We have grouped notes into sections under three key categories:

1. Basis of preparation
2. Investments, performance and shareholder returns
3. Other required disclosures

The key accounting policies have been incorporated throughout the notes to the Financial Statements adjacent to the disclosure to which they relate. All accounting policies are included within an outlined box.

1. Basis of Preparation

1.1 Basis of accounting

These Financial Statements have been prepared under FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and in accordance with the Statement of Recommended Practice ("SORP") for investment trust companies and venture capital trusts issued by the Association of Investment Companies ("AIC") in November 2014 and updated in January 2017 and on the assumptions that the Company maintains VCT status.

The application of the Company's accounting policies requires judgement, estimation and assumptions about the carrying amount of assets and liabilities. These estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The key source of estimation uncertainty relates to the assumptions made in the determination of the fair value of the unquoted investments as set out in note 2.3.

The Financial Statements have been prepared on a going concern basis, under historical cost convention. The functional currency in which the Company operates is Sterling.

2. Investments, Performance and Shareholder Returns

2.1 NAV per share

	Number of ordinary shares		Net asset value per share attributable		Net asset value attributable	
	30 September 2017 number	30 September 2016 number	30 September 2017 pence	30 September 2016 pence	30 September 2017 £'000	30 September 2016 £'000
Ordinary shares (basic)	197,344,707	152,870,796	94.60	92.17	186,689	140,908
Ordinary shares (including treasury)	209,037,921	161,960,010	94.31	91.89	197,154	148,827

The treasury NAV per share as at 30 September 2017 has been calculated by assuming that all shares held in treasury were sold to the market at the mid-share price of 89.50p at 30 September 2017 (2016: 87.13p).

Notes to the Financial Statements

2. Investments, Performance and Shareholder Returns (continued)

2.2 Return per share

	Weighted average number of ordinary shares		Return per ordinary share		Net profit after taxation	
	30 September 2017 number	30 September 2016 number	30 September 2017 pence	30 September 2016 pence	30 September 2017 £'000	30 September 2016 £'000
Revenue	191,452,309	130,242,740	0.63	(0.16)	1,195	(205)
Capital	191,452,309	130,242,740	5.20	4.83	9,962	6,289
Total			5.83	4.67	11,157	6,084

2.3 Investments

The Company has fully adopted sections 11 and 12 of FRS 102.

Purchases or sales of investments are recognised at the date of transaction.

Investments are measured at fair value. For AIM-traded securities this is either bid price or the last traded price, depending on the convention of the exchange on which the investment is traded.

In respect of collective investment vehicles, which consists of investments in open ended investment companies authorised in the UK, this is the closing price.

In respect of unquoted investments, these are valued at fair value by the Directors using methodology which is consistent with the International Private Equity and Venture Capital Valuation guidelines ("IPEV"). This means investments are valued using an earnings multiple, which has a discount or premium applied which adjusts for points of difference to appropriate stock market or comparable transaction multiples. Alternative methods of valuation will include application of an arm's length third party valuation, a provision on cost or a NAV basis.

Gains and losses arising from changes in the fair value of the investments are included in the Income Statement for the year as a capital item. Transaction costs on acquisition are included within the initial recognition and the profit or loss on disposal is calculated net of transaction costs on disposal.

All investments are initially recognised and subsequently measured at fair value. Changes in fair value are recognised in the Income Statement. The details of which are set out in the box above.

The methods of fair value measurement are classified into a hierarchy based on reliability of the information used to determine the valuation.

- Level 1 – Fair value is measured based on quoted prices in an active market.
- Level 2 – Fair value is measured based on directly observable current market prices or indirectly being derived from market prices.
- Level 3 – Fair value is measured using a valuation technique that is not based on data from an observable market.

2. Investments, Performance and Shareholder Returns (continued)

2.3 Investments (continued)

	30 September 2017 £'000	30 September 2016 £'000
Level 1		
Investments traded on AIM	86,120	58,093
Level 2		
Collective investment vehicles	38,490	9,200
Level 3		
Unquoted investments	61,163	49,286
Investments traded on AIM*	1,591	–
	187,364	116,579

* TLA Worldwide plc has been changed to a level 3 investment due to a suspension of trading during the year.

	Level 1	Level 2	Level 3		Total £'000
	Traded on AIM £'000	Collective investment vehicles £'000	Traded on AIM £'000	Unquoted £'000	
Opening book cost	47,957	3,525	–	40,740	92,222
Opening unrealised appreciation	10,136	5,675	–	8,546	24,357
Opening valuation	58,093	9,200	–	49,286	116,579
Movements in the year:					
Transfer between levels	(3,429)	–	3,429	–	–
Purchases at cost	3,426	34,090	–	5,499	43,015
Holdings acquired following the acquisition of Baronsmead VCT5 plc	23,251	6,810	–	9,077	39,138
Sale – proceeds	(3,328)	(16,100)	–	(5,178)	(24,606)
– realised gains/(losses) on sales	860	–	–	(609)	251
Unrealised losses realised during the year	(1,067)	–	–	(1)	(1,068)
Increase/(decrease) in unrealised appreciation/(depreciation)	8,314	4,490	(1,838)	3,089	14,055
Closing valuation	86,120	38,490	1,591	61,163	187,364
Closing book cost	67,670	28,325	3,429	49,528	148,952
Closing unrealised appreciation/(depreciation)	18,450	10,165	(1,838)	11,635	38,412
Closing valuation	86,120	38,490	1,591	61,163	187,364
Equity shares	86,120	–	1,591	21,081	108,792
Loan notes	–	–	–	40,082	40,082
Collective investment vehicles	–	38,490	–	–	38,490
Closing valuation	86,120	38,490	1,591	61,163	187,364

The gains and losses included in the above table have all been recognised in the Income Statement on page 45.

TLA Worldwide plc has been changed to a level 3 investment due to a suspension of trading during the year.

Notes to the Financial Statements

2. Investments, Performance and Shareholder Returns (continued)

2.4 Dividends

	Year ended 30 September 2017			Period ended 30 September 2016		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Amounts recognised as distributions to equity holders in the period:						
For the year ended 30 September 2017						
– Interim dividend of 3.0p per ordinary share paid on 31 March 2017	100	5,887	5,987	–	–	–
For the period ended 30 September 2016						
– First interim dividend of 7.0p per ordinary share paid on 3 June 2016	–	–	–	–	10,553	10,553
– Second interim dividend of 10.0p per ordinary share paid on 30 September 2016	–	–	–	–	15,142	15,142
	100	5,887	5,987	–	25,695	25,695

2.5 Income

Interest income on loan notes and dividends on preference shares are accrued on a daily basis. Provision is made against this income where recovery is doubtful.

Where the terms of unquoted loan notes only require interest or a redemption premium to be paid on redemption, the interest and the redemption premium is recognised as income once redemption is reasonably certain. Until such date interest is accrued daily and included within the valuation of the investment. When a redemption premium is designed to protect the value of the instrument holder's investment rather than reflect a commercial rate of revenue return the redemption premium should be recognised as capital. The treatment of redemption premiums is analysed to consider if they are revenue or capital in nature on a company by company basis. No redemption premiums were received in the year ended 30 September 2017.

Income from fixed interest securities and deposit interest is included on an effective interest rate basis.

Dividends on quoted shares are recognised as income when the related investments are marked ex-dividend and where no dividend date is quoted, when the Company's right to receive payment is established.

2. Investments, Performance and Shareholder Returns (continued)

2.5 Income (continued)

	Year ended 30 September 2017			Period ended 30 September 2016		
	Quoted securities £'000	Unquoted securities £'000	Total £'000	Quoted securities £'000	Unquoted securities £'000	Total £'000
Income from investments†						
Dividend income	1,479	–	1,479	676	–	676
Interest income	17	1,618	1,635	18	470	488
	1,496	1,618	3,114	694	470	1,164
Other income‡						
Deposit interest			5			57
Total income			3,119			1,221

† All investments have been included at fair value through profit or loss on initial recognition, therefore all investment income arises on investments at fair value through profit or loss.

‡ Other income on financial assets not included at fair value through profit or loss.

2.6 Investment management fee and other expenses

All expenses are recorded on an accruals basis.

	Year ended 30 September 2017			Period ended 30 September 2016		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	1,092	3,276	4,368	616	1,847	2,463
Performance fee	–	–	–	–	–	–
	1,092	3,276	4,368	616	1,847	2,463

Management fees are allocated 25 per cent income and 75 per cent capital derived in accordance with the board's expected split between long term income and capital returns. Performance fees are allocated 100 per cent to capital.

The management agreement may be terminated by either party giving 12 months notice of termination.

The Manager, Livingbridge VC LLP, receives a fee of 2.5 per cent per annum of the net assets of the Company, calculated and payable on a quarterly basis.

The Manager is entitled to a performance fee when the total return on net proceeds of the ordinary shares exceeds 8 per cent per annum (on a simple basis). The Manager is entitled to 10 per cent of the excess. The amount of any performance fee which is paid in respect of a calculation period shall be capped at 5 per cent of the shareholders' funds at the end of the calculation period. No performance fee is payable for the year ended 30 September 2017 (period ended 30 September 2016: £nil).

Notes to the Financial Statements

2. Investments, Performance and Shareholder Returns (continued)

2.6 Investment management fee and other expenses (continued)

Other expenses

	Year ended 30 September 2017 £'000	Period ended 30 September 2016 £'000
Directors' fees	100	86
Secretarial and accounting fees paid to the Manager	162	110
Remuneration of the auditors and their associates:		
– audit	33	29
– other services supplied pursuant to legislation (interim review)	6	6
Merger costs	302	365
Other	229	214
	832	810

Information on Directors' remuneration is given in the Directors' emoluments table on page 35.

Charges for other services provided by the Auditors in the year ended 30 September 2017 were in relation to the interim review. The Audit Committee reviews the nature and extent of non-audit services to ensure that independence is maintained. The Directors consider that the Auditors were best placed to provide such services.

2.7 Debtors

	As at 30 September 2017 £'000	As at 30 September 2016 £'000
Prepayments and accrued income	260	203
Amounts due from sale of shares from treasury	–	1,261
	260	1,464

2.8 Creditors (amounts falling due within one year)

	As at 30 September 2017 £'000	As at 30 September 2016 £'000
Management, secretarial and accounting fees due to the Manager	1,215	922
Merger costs	55	208
Share premium cancellation costs	24	–
Other creditors	156	115
	1,450	1,245

2. Investments, Performance and Shareholder Returns (continued)

2.9 Tax

UK corporation tax payable is provided on taxable profits at the current rate.

Provision is made for deferred taxation on the liability method, without discounting, on all timing differences calculated at the current rate of tax relevant to the benefit or liability.

The tax charge for the year is lower than the standard rate of corporation tax in the UK for a company. The differences are explained below:

	Year ended 30 September 2017			Period ended 30 September 2016		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Profit/(loss) before taxation	1,195	9,962	11,157	(205)	6,289	6,084
Corporation tax at 19.5 per cent (2016: 20 per cent)*	233	1,943	2,176	(41)	1,258	1,217
Effect of:						
Non-taxable gains	–	(2,581)	(2,581)	–	(1,627)	(1,627)
Non-taxable dividend income	(288)	–	(288)	(135)	–	(135)
Non-deductible expenses	59	–	59	–	–	–
Losses carried forward	(4)	638	634	176	369	545
Tax charge/(credit) for the year	–	–	–	–	–	–

* The corporation tax rate applied is based on the average tax rates for the financial years ended 30 September 2017 and 2016. The actual rates were 20 per cent until 31 March 2017 and 19 per cent from 1 April 2017.

At 30 September 2017 the Company had surplus management expenses of £9,609,937 (2016: £6,728,994) which have not been recognised as a deferred tax asset. This is because the Company is not expected to generate taxable income in a future year in excess of the deductible expenses of that future year and, accordingly, the Company is unlikely to be able to reduce future tax liabilities through the use of existing surplus expenses. Due to the Company's status as a VCT, and the intention to continue meeting the conditions required to obtain approval in the foreseeable future, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

Notes to the Financial Statements

3. Other Required Disclosures

3.1 Called-up share capital

Allotted, called-up and fully paid:

Ordinary shares	£'000
161,960,010 ordinary shares of 10p each listed at 1 October 2016	16,196
47,077,911 ordinary shares of 10p each issued as consideration shares following the acquisition of BVCT5	4,708
209,037,921 ordinary shares of 10p each listed at 30 September 2017	20,904
9,089,214 ordinary shares of 10p each held in treasury at 1 October 2016	(909)
2,604,000 ordinary shares of 10p each repurchased during the year and held in treasury	(260)
11,693,214 ordinary shares of 10p each held in treasury at 30 September 2017	(1,169)
197,344,707 ordinary shares of 10p each in circulation* at 30 September 2017	19,735

* Carrying one vote each.

On 30 November 2016, the Company acquired the assets of Baronsmead VCT 5 plc ("BVCT5") in exchange for the issue of new shares to BVCT5 shareholders. This resulted in a total consideration, as shown above and Note 3.2, of £42,953,000 being transferred to the Company which included investments, as shown in Note 2.3, totalling £39,138,000. The remaining assets, including cash and other net current assets and liabilities, totalled £3,815,000. All identified assets and liabilities were recognised at cost which approximated fair value and no goodwill was recognised on acquisition.

During the period the Company bought back into treasury 2,604,000 ordinary shares, representing 1.61 per cent of the ordinary shares in issue at the beginning of the financial year.

On 26 October 2017, the Company allotted 13,797,365 new ordinary shares and a further 7,350,154 new ordinary shares on 17 November 2017. See page 23 of the Report of the Directors for further details.

Treasury shares

When the Company re-acquires its own shares, they are currently held as treasury shares and not cancelled.

Shareholders have authorised the board to re-issue treasury shares at a discount to the prevailing NAV subject to the following conditions:

- It is in the best interests of the Company;
- Demand for the Company's shares exceeds the shares available in the market;
- A full prospectus must be produced if required; and
- HMRC will not consider these 'new shares' for the purposes of the purchasers' entitlement to initial income tax relief.

3. Other Required Disclosures (continued)

3.2 Reserves

Gains and losses on realisation of investments of a capital nature are dealt with in the capital reserve. Purchases of the Company's own shares to be either held in treasury or cancelled are also funded from this reserve. 75 per cent of management fees are allocated to the capital reserve in accordance with the board's expected split between long term income and capital returns.

	Distributable reserves			Non-distributable reserves		
	Capital reserve £'000	Revenue reserve £'000	Total £'000	Share premium £'000	Revaluation reserve* £'000	Total £'000
At 1 October 2016	18,394	495	18,889	81,466	24,357	105,823
Shares issued as consideration following the acquisition of BVCT5	-	-	-	38,245	-	38,245
Cancellation of share premium	119,711	-	119,711	(119,711)	-	(119,711)
Share premium cancellation costs	(29)	-	(29)	-	-	-
Purchase of shares for treasury	(2,302)	-	(2,302)	-	-	-
Net cost of share buybacks	(11)	-	(11)	-	-	-
Reallocation of prior year unrealised losses	(1,068)	-	(1,068)	-	1,068	1,068
Realised gain on disposal of investments [#]	251	-	251	-	-	-
Net increase in value of investments [#]	-	-	-	-	12,987	12,987
Management fee capitalised [#]	(3,276)	-	(3,276)	-	-	-
Profit after taxation [#]	-	1,195	1,195	-	-	-
Dividends paid in the year	(5,887)	(100)	(5,987)	-	-	-
At 30 September 2017	125,783	1,590	127,373	-	38,412	38,412

* Changes in fair value of investments are dealt with in this reserve.

The total of these items is £11,157,000, which agrees to the total profit for the year

Distributable reserves may also include any net unrealised gains on investments whose prices are quoted in an active market and deemed readily realisable in cash.

Share premium is recognised net of issue costs.

The Company does not have any externally imposed capital requirements.

On 20 September 2017, the share premium account was cancelled by an Order of Court following the passing of a Special Resolution. The credit arising of £119,711,000 has been applied in creating a special reserve, within the capital reserve, which shall be able to be applied in any manner in which the Company's profits available for distribution (as determined in accordance with section 649 of the Companies Act 2006) are able to be applied.

Notes to the Financial Statements

3. Other Required Disclosures (continued)

3.3 Financial instruments risks

The Company's financial instruments comprise equity and fixed interest investments, cash balances and liquid resources including debtors and creditors. The Company holds financial assets in accordance with its investment policy to invest in a diverse portfolio of UK growth businesses.

The Company's investing activities expose it to a range of financial risks. These key risks and the associated risk management policies to mitigate these risks are described below.

Market risk

Market risk includes price risk on investments and interest rate risk on investments and other financial assets and liabilities.

Price Risk

The investment portfolio is managed in accordance with the policies and procedures described on pages 18 to 21 of the Strategic Report.

Investments in unquoted stocks and AIM-traded companies involve a higher degree of risk than investments in the main market. The Company aims to reduce this risk by diversifying the portfolio across business sectors and asset classes.

Management performs continuing analysis on the fair value of investments and the Company's overall market positions are monitored by the board on a quarterly basis. Management are comfortable that a 5% movement in share price is a reasonable estimate of the upside and downside alternatives.

	As at 30 September 2017			As at 30 September 2016		
	% of total investment	5% increase in share price effect on net assets and profit £'000	5% decrease in share price effect on net assets and profit £'000	% of total investment	5% increase in share price effect on net assets and profit £'000	5% decrease in share price effect on net assets and profit £'000
AIM & CIV	67	6,310	(6,310)	58	3,365	(3,365)
Unquoted	33	3,058	(3,058)	42	2,464	(2,464)

Valuation methodology includes the application of earnings multiples derived from either listed companies with similar characteristics or recent comparable transactions. Therefore the value of the unquoted element of the portfolio may also indirectly be affected by price movements on the listed exchanges.

3. Other Required Disclosures (continued)

3.3 Financial instruments risks (continued)

Interest rate risk

The Company has the following investments in fixed rate financial assets:

	As at 30 September 2017			As at 30 September 2016		
	Total investment £'000	Weighted average interest rate %	Weighted average time for which rate is fixed years	Total investment £'000	Weighted average interest rate %	Weighted average time for which rate is fixed years
Fixed rate loan note securities	40,082	9.13	2.39	37,022	9.01	2.06
Floating rate sterling liquidity funds	15,490	–	–	–	–	–
Cash at bank and on deposit	515	–	–	24,110	–	–
	56,087			61,132		

Credit risk

Credit risk refers to the risk that counterparty will default on its obligation resulting to a financial loss to the Company. The Investment Manager monitors credit risk on an ongoing basis.

At the reporting date, the Company's financial assets exposed to credit risk amounted to the following:

	As at 30 September 2017 £'000	As at 30 September 2016 £'000
Cash at bank and on deposit	515	24,110
Interest, dividends and other receivables	260	1,464
	775	25,574

Credit risk on unquoted loan stock held within unlisted investments is considered to be part of market risk as disclosed earlier in the note.

Credit risk arising on transactions with brokers relates to transactions awaiting settlement. Risk relating to unsettled transactions is considered to be small due to the short settlement period involved and the high credit quality of the brokers used. The Board monitors the quality of service provided by the brokers used to further mitigate this risk.

Notes to the Financial Statements

3. Other Required Disclosures (continued)

3.3 Financial instruments risks (continued)

Credit risk (continued)

All the assets of the Company which are traded on a recognised exchange are held by JP Morgan Chase ("JPM"), the Company's custodian. The board monitors the Company's risk by reviewing the custodian's internal controls reports as described in the Corporate Governance section of this report.

The cash held by the Company is held by JPM. The board monitors the Company's risk by reviewing regularly the internal control reports of these banks. Should the credit quality or the financial position of either bank deteriorate significantly the Investment Manager will seek to move the cash holdings to another bank.

There were no significant concentrations of credit risk to counterparties at 30 September 2017 or 2016. No individual investment in a portfolio company exceeded 3.8 per cent of the net assets attributable to the Company's shareholders at 30 September 2017 (2016: 5.4 per cent).

Liquidity risk

The Company's financial instruments include investments in unquoted companies which are not traded in an organised public market, as well as AIM-traded equity investments, all of which generally may be illiquid. As a result, the Company may not be able to liquidate quickly some of its investments in these instruments at an amount close to their fair value in order to meet its liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer.

The Company's liquidity risk is managed on an ongoing basis by the Investment Manager. The Company's overall liquidity risks are monitored on a quarterly basis by the Board.

The Company maintains sufficient investments in cash and readily realisable securities to pay accounts payable and accrued expenses. At 30 September 2017 these investments were valued at £16,005,000 (2016: £24,110,000).

3.4 Related parties

Related party transactions include Management, Secretarial, Accounting and Performance fees payable to the Manager, Livingbridge VC LLP, as disclosed in notes 2.6 and 2.8, and fees paid to the Directors as disclosed in note 2.6. In addition, the Manager operates a Co-investment Scheme, detailed in the Management retention section of the Strategic Report on page 20, whereby employees of the Manager are entitled to participate in all eligible unquoted investments alongside the Company.

During the year the Manager and an affiliate received £48,000 (2016: £nil) advisory fees, £448,000 (2016: £252,000) directors' fees for services provided to companies in the investment portfolio and incurred £14,000 (2016: £12,000) abort fees with respect to investments attributable to BSVT.

3.5 Segmental reporting

The Company has one reportable segment being investing in primarily a portfolio of UK growth businesses, whether unquoted or traded on AIM.

3. Other Required Disclosures (continued)

3.6 Post balance sheet events

Realisations

Following the Balance Sheet date the Company realised its investment in IP Solutions Limited at the trading company level with funds being retained at the group level at present, this realisation is expected to return proceeds to the Company totalling £1.02m and making a return of 0.43x cost.

Following the Balance Sheet date the Company realised its investment in Eque2 Limited returning proceeds totalling £5.13m and making a return of 2.74x cost.

Fundraising

Since the year end on 26 October 2017 the Company allotted 13,797,365 new ordinary shares pursuant to the offer for subscription set out in the prospectus published on 4 October 2017. These new shares were allotted at a price of 97.60 pence per share, representing 6.19 per cent of the issued share capital following the allotment with an aggregate nominal value of £1.38m, raising a further £13.47m of new funds (before expenses).

The Company allotted 7,350,154 new ordinary shares on 17 November 2017 pursuant to the offer for subscription set out in the prospectus published on 4 October 2017. These shares were allotted at a price of 97.10 pence per share, representing 3.19 per cent of the issued share capital following the allotment with an aggregate nominal value of £0.74m, raising a further £7.14m of new funds (before expenses).

TLA Worldwide plc

The suspension for trading on AIM was lifted on 16 November 2017.

Appendices

Investment policy

The Company's investment policy is to invest primarily in a diverse portfolio of UK growth businesses, whether unquoted or traded on AIM, which are substantially based in the UK, although many of these investees may have some trade overseas.

Investments are made selectively across a range of sectors in companies that have the potential to grow and enhance their value and which will diversify the portfolio.

The Company will make investments in accordance with the prevailing VCT legislation which places restrictions, inter alia, on the type and age of investee companies as well as the maximum amount of investment that such investee companies may receive.

Investment securities

The Company invests in a range of securities including, but not limited to, ordinary and preference shares, loan stocks, convertible securities, and permitted non-qualifying investments as well as cash. Unquoted investments are usually structured as a combination of ordinary shares and loan stocks or preference shares, while AIM-traded investments are primarily held in ordinary shares. No single investment may represent more than 15 per cent (by VCT value) of the Company's total investments.

Liquidity

Pending investment in VCT qualifying investments, the Company's cash and liquid funds are held in permitted non-qualifying investments.

Investment style

Investments are selected in the expectation that the application of private equity disciplines including active management of the investments will enhance value and enable profits to be realised on the sale of investments.

Co-investment

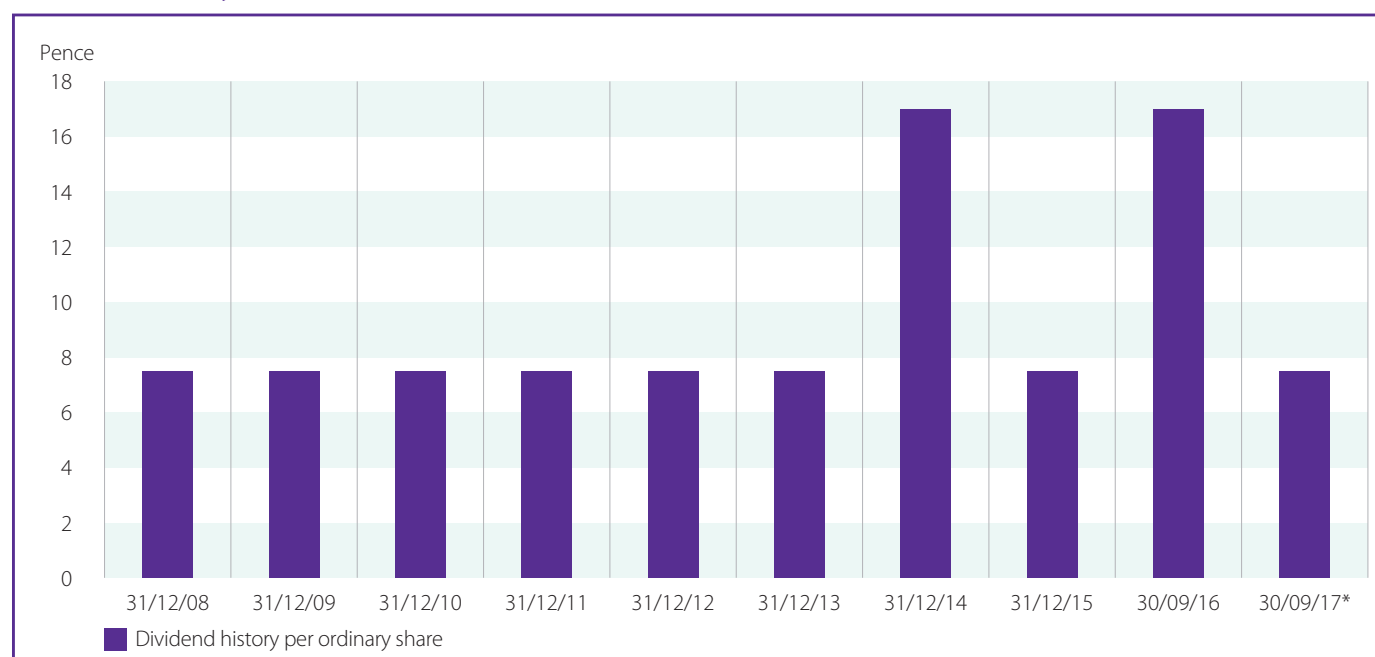
The Company typically invests alongside Baronsmead Venture Trust plc in companies sourced by Livingbridge VC LLP ("the Manager").

The Manager's members and staff invest in unquoted investments alongside the Company. This scheme is in line with current practice of private equity houses and its objective is to attract, recruit, retain and incentivise the Manager's team and is made on terms which align the interests of shareholders and the Manager.

Borrowing powers

Should it be required the Company's policy is to use borrowing for short term liquidity purposes only up to a maximum of 25 per cent of the Company's gross assets, as permitted by the Company's articles of association.

Dividend History in the Last Ten Years



Source: Livingbridge VC LLP

* Includes proposed final dividend of 4.5p.

Dividends Paid Since Launch

Period ended	Ordinary share				
	Revenue (p)	Capital (p)	Dividend History per ordinary share (p)	Cumulative dividends (p)	Average total dividend per ordinary share (p)
31/12/2001	2.30	0.00	2.30	2.30	2.30
31/12/2002	2.80	0.00	2.80	5.10	2.55
31/12/2003	2.20	2.00	4.20	9.30	3.10
31/12/2004	1.20	3.30	4.50	13.80	3.45
31/12/2005	2.00	3.50	5.50	19.30	3.86
31/12/2006	1.75	4.75	6.50	25.80	4.30
31/12/2007	2.30	5.20	7.50	33.30	4.76
31/12/2008	2.40	5.10	7.50	40.80	5.10
31/12/2009	1.20	6.30	7.50	48.30	5.37
31/12/2010	2.00	5.50	7.50	55.80	5.58
31/12/2011	1.65	5.85	7.50	63.30	5.75
31/12/2012	0.50	7.00	7.50	70.80	5.90
31/12/2013	3.00	4.50	7.50	78.30	6.02
31/12/2014	1.95	15.05	17.00	95.30	6.81
31/12/2015	0.90	6.60	7.50	102.80	6.85
30/09/2016	0.00	17.00	17.00	119.80	7.61
30/09/2017*	0.60	6.90	7.50	127.30	7.60

* Includes proposed final dividend of 4.5p.

Appendices

Performance Record Since Launch

Period ended	Ordinary share				
	Total net assets £m	NAV per share (p)	Share price (p)	NAV TR per share (p)*	Ongoing charges (%)†
31/12/2001	31.1	93.85	88.00	101.21	2.9
31/12/2002	32.1	94.85	85.50	105.35	3.3
31/12/2003	33.0	97.15	90.00	112.65	3.1
31/12/2004	35.1	106.38	92.50	125.64	3.5
31/12/2005	56.2	117.31	100.50	144.77	3.5
31/12/2006	66.5	130.77	116.50	169.27	3.4
31/12/2007	65.2	120.44	111.50	170.56	3.4
31/12/2008	55.1	102.72	90.50	149.56	3.0
31/12/2009	52.9	97.50	86.25	159.89	3.1
31/12/2010	64.6	106.60	94.25	180.19	3.0
31/12/2011	60.1	100.16	91.25	189.74	3.0
31/12/2012	74.6	111.62	105.38	217.38	3.0
31/12/2013	74.9	113.40	106.25	245.38	3.0
31/12/2014	76.6	101.72	95.00	257.18	2.9
31/12/2015	79.2	106.46	101.00	288.38	3.0
30/09/2016	140.9	92.17	87.13	295.75	2.9
30/09/2017	186.7	94.60	89.50	313.53	2.7

* Net asset value total return (gross dividends reinvested). Source: Livingbridge VC LLP.

† Figures from 31 December 2012 onwards are based on the new AIC guidelines for the calculation of ongoing charges.

Cash Returned to Shareholders

Year subscribed	Cash invested (p)	Income tax reclaim (p)	Net cash invested (p)	Cumulative dividends paid* (p)	Return on cash invested (%)
2001 (January)	100.0	20.0	80.0	127.3	147.3
2005 (March) – C share	100.0	40.0	60.0	87.5	127.5
2010 (March)	103.1	30.9	72.2	79.0	106.6
2012 (December)	117.4	35.2	82.2	61.0	82.0
2014 (March)	112.4	33.7	78.7	41.0	66.5
2016 (February)	107.2	32.2	75.0	24.5	52.9

The total return could be higher for those shareholders who were able to defer a capital gain on subscription and the net sum invested may be less. Dividends paid to C shareholders post conversion have been adjusted by the conversion ratio (0.85642528).

* Includes proposed final dividend of 4.5p.

Full Investment Portfolio

Company	Sector	Original Book cost† £'000	Accounting Book cost† £'000	30 September 2017 Valuation £'000	30 September 2016 Valuation* £'000	% of net assets	% of Equity held by Baronsmead Second Venture Trust plc	% of Equity held by all funds#
Unquoted								
Pho Holdings Ltd	Consumer Markets	2,422	3,435	5,139	4,707	2.8	13.6	28.0
Crew Clothing Holdings Ltd	Consumer Markets	2,904	3,695	5,032	5,023	2.7	15.1	31.0
Happy Days Consultancy Ltd	Healthcare & Education	4,180	4,482	5,029	4,895	2.7	31.5	65.0
Carousel Logistics Ltd	Business Services	2,336	2,967	4,672	3,742	2.5	14.7	40.0
Eque2 Ltd	TMT*	1,872	2,728	4,595	3,602	2.5	18.6	38.5
Key Travel Ltd	Business Services	2,333	2,975	4,480	3,566	2.4	11.5	48.0
Create Health Ltd	Healthcare & Education	1,230	3,142	4,470	5,867	2.4	14.0	29.0
Armstrong Craven Ltd	Business Services	1,645	2,504	3,834	3,573	2.1	18.9	46.0
Kirona Ltd	TMT*	2,332	2,632	3,829	3,269	2.1	9.2	37.5
CableCom II Networking Holdings Ltd	TMT*	2,500	2,731	3,779	3,187	2.0	4.0	9.2
Ten10 Group Ltd	Business Services	2,331	2,626	2,850	2,690	1.5	11.4	30.6
In The Style Fashion Ltd	Consumer Markets	2,750	2,750	2,750	–	1.5	9.8	20.2
Niche Finance Group Ltd	Consumer Markets	2,335	2,402	2,703	2,985	1.5	7.6	35.2
CR7 Services Ltd	TMT*	2,306	2,304	2,306	2,306	1.2	2.8	15.0
Symphony Ventures Ltd	Business Services	1,924	1,924	1,924	–	1.0	4.8	10.0
Upper Street Events Ltd	Consumer Markets	2,330	2,635	1,572	2,788	0.8	19.6	70.1
IP Solutions Ltd	TMT*	2,333	1,878	1,374	1,540	0.7	38.5	80.5
SilkFred Ltd	Consumer Markets	550	550	550	–	0.3	2.0	3.6
Custom Materials Ltd	Consumer Markets	275	275	275	–	0.1	3.0	5.5
Xention Pharma Ltd	Healthcare & Education	893	893	–	–	0.0	1.7	2.9
Total unquoted		41,781	49,528	61,163		32.8		
AIM								
IDOX plc	TMT*	1,028	2,972	7,141	7,555	3.8	2.7	4.2
Netcall plc	TMT*	2,616	5,983	7,100	7,840	3.8	10.4	17.3
Bioventix plc	Healthcare & Education	555	1,688	5,712	2,274	3.1	4.1	7.5
Dods (Group) plc	TMT*	3,268	4,253	5,551	5,551	3.0	12.1	20.1
Inspired Energy plc	Business Services	861	2,682	5,337	3,764	2.9	4.8	8.0
Ideagen plc	TMT*	1,650	2,467	4,904	3,249	2.6	3.1	5.6
Anpario plc	Healthcare & Education	662	2,239	3,835	2,349	2.1	4.1	6.1
Cerillion plc	TMT*	2,200	2,432	3,416	3,647	1.8	9.8	17.8
Plastics Capital plc	Business Services	2,539	2,673	3,004	2,851	1.6	6.5	10.6
Wey Education plc	Healthcare & Education	523	516	2,836	560	1.5	14.4	26.1
EG Solutions plc	TMT*	1,985	1,407	2,692	1,139	1.4	10.7	19.1
CloudCall Group plc	TMT*	1,008	878	2,046	71	1.1	6.9	12.5
Everyman Media Group plc	Consumer Markets	956	1,010	1,983	1,257	1.1	1.9	3.5
CentralNic Group plc	TMT*	1,122	1,354	1,871	1,238	1.0	3.0	5.5
Fulcrum Utility Services Ltd	Business Services	438	1,650	1,816	1,331	1.0	2.1	2.3
Vianet Group plc	Business Services	2,092	1,724	1,774	1,542	0.9	5.9	9.6
Tasty plc	Consumer Markets	2,033	6,085	1,752	7,558	0.9	8.4	12.9
Driver Group plc	Business Services	1,529	1,747	1,701	1,378	0.9	5.4	9.5
LoopUp Group plc	TMT*	616	640	1,663	739	0.9	1.5	2.7
Sanderson Group plc	TMT*	1,324	1,562	1,657	1,682	0.9	4.6	8.7
TLA Worldwide plc	Business Services	2,136	3,429	1,591	4,350	0.9	7.4	12.5
Escher Group Holdings plc	TMT*	1,365	1,286	1,566	1,788	0.8	4.3	7.1
Gama Aviation plc	Business Services	1,004	1,171	1,496	814	0.8	1.4	2.4
Plant Impact plc	Business Services	1,562	1,610	1,259	554	0.7	4.9	9.0
Eden Research plc	Business Services	1,100	1,105	1,181	1,208	0.6	5.2	9.4

Appendices

Full Investment Portfolio (continued)

Company	Sector	Original Book cost [†] £'000	Accounting Book cost [†] £'000	30 September 2017 Valuation £'000	30 September 2016 Valuation [†] £'000	% of net assets	% of Equity held by Baronsmead Second Venture Trust plc	% of Equity held by all funds [#]
AIM (continued)								
Property Franchise Group plc (formerly MartinCo plc)	Consumer Markets	838	1,032	1,073	1,299	0.6	3.2	5.9
SysGroup plc	TMT*	1,579	1,578	1,051	1,469	0.6	11.0	19.9
FreeAgent Holdings plc	TMT*	963	946	1,031	–	0.6	2.8	5.1
Venn Life Sciences Holdings plc	Healthcare & Education	1,496	1,488	881	1,727	0.5	11.9	21.7
Belvoir Lettings plc	Consumer Markets	919	826	812	1,040	0.4	2.2	3.9
Begbies Traynor Group plc	Business Services	545	513	792	558	0.4	1.1	2.1
STM Group plc	Business Services	755	677	765	692	0.4	2.4	3.6
Roslyn Data Technologies plc	TMT*	527	527	761	–	0.4	6.2	11.3
Brady plc	TMT*	653	702	751	741	0.4	1.3	2.0
Paragon Entertainment Ltd	Consumer Markets	1,045	642	715	503	0.4	11.9	19.1
Castleton Technology plc	TMT*	247	499	588	606	0.3	1.2	2.2
Crawshaw Group plc	Consumer Markets	835	1,310	579	1,140	0.3	3.1	3.9
Scholium Group plc	Consumer Markets	1,100	682	495	396	0.3	8.1	14.7
Synectics plc	Business Services	481	373	473	373	0.3	1.0	2.1
Science In Sport plc	Consumer Markets	352	330	405	417	0.2	1.3	2.4
Collagen Solutions plc	Healthcare & Education	412	412	392	–	0.2	2.5	4.6
InterQuest Group plc	Business Services	620	726	304	439	0.2	2.9	5.8
Totally plc	Healthcare & Education	86	197	233	307	0.1	0.9	1.7
Gresham House plc	TMT*	137	145	165	149	0.1	0.4	0.7
Adept4 plc	TMT*	535	359	155	276	0.1	1.4	2.6
MXC Capital Ltd	Business Services	276	308	154	319	0.1	0.3	0.6
Mi-Pay Group plc	Business Services	800	474	83	154	0.0	1.5	3.1
One Media iP Group plc	TMT*	276	180	81	81	0.0	3.8	6.9
Zoo Digital Group plc	TMT*	817	586	38	8	0.0	0.1	0.3
Ubisense Group plc	TMT*	158	78	29	84	0.0	0.2	0.3
APC Technology Group plc	Business Services	2,638	946	21	25	0.0	0.2	0.4
Total AIM		55,262	71,099	87,711		47.0		
Collective investment vehicles								
CF Livingbridge UK Micro Cap Fund		6,189	10,335	20,389	16,070	11.0		
BlackRock Sterling Liquidity Fund		7,745	7,745	7,745	–	4.1		
JPMorgan Sterling Liquidity Fund		7,745	7,745	7,745	–	4.1		
CF Livingbridge UK Multi Cap Income Fund		2,500	2,500	2,611	–	1.4		
Total collective investment vehicles		24,179	28,325	38,490		20.6		
Total investments		121,222	148,952	187,364		100.4		
Net current liabilities				(675)		(0.4)		
Net assets				186,689		100.0		

[†] The original book cost column provides the pro-forma combined cost of investments made by BVCT3, BVCT4 and BVCT5 prior to the acquisition and re-naming of BVCT3 as BSVT.

BSVT acquired the investments of BVCT4 at fair value on 11 March 2016 (total cost – £51,334,000) and the investments of BVCT5 at fair value on 30 November 2016 (total cost – £39,138,000). The accounting book cost column for the combined BSVT reflects the original cost of BVCT3's assets plus the fair value cost at which BVCT4's and BVCT5's assets were purchased.

The accounting cost column ties into the investment note on page 50 of these financial statements however the original cost of the investment has been included to make it clearer for shareholders to review the portfolio.

⁺ For comparative purposes the valuation as at 30 September 2016 includes the fair value of the companies held by BSVT and BVCT5.

[#] All funds managed by, Livingbridge VC LLP, Livingbridge EP LLP & Livingbridge Enterprise LLP.

* Technology, Media & Telecommunications ("TMT").

Shareholder Information and Contact Details

Warning to Shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas based “brokers” who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers for free company reports.

Please note that it is very unlikely that either the Company or the Company Registrar, Computershare, would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment “advice”.

If you are in any doubt about the veracity of an unsolicited phone call, please call either the Company or the Registrar at the numbers provided above.

Shareholder Account Queries

The Registrar for **Baronsmead Second Venture Trust** Computershare Investor Services PLC (“Computershare”). The Registrar will deal with all of your queries with regard to your shareholder account, such as:

- Change of address
- Latest share price
- Your current share holding balance
- Your payment history, including any outstanding payments
- Your payment options (cheque, direct payment to your bank/building society account, reinvestment)
- Paper or electronic communications
- Request replacement cheques or share certificates (for which there may be additional administrative and other charges)

You can contact Computershare with your queries in several ways:

Telephone: 0800 923 1534

- This is an automated self-service system
- It is available 24 hours a day, 7 days a week
- You should have your Shareholder Reference Number (“SRN”) to hand, which is available on your share certificate and dividend tax voucher and which you should always keep confidential for security reasons
- Press ‘0’ if you wish to speak to someone
- The Contact Centre in Bristol is available on UK business days between 8.30am – 5.00pm Monday to Friday

On-line: Investor Centre
www.investorcentre.co.uk

- Computershare’s secure website, Investor Centre, allows you to manage your own shareholding online
- You will need to register to use this service on the Investor Centre website
- You should have your SRN to hand, which is available on your share certificate and dividend tax voucher and which you should always keep confidential for security reasons

Email: web.queries@computershare.co.uk

Post: Computershare Investor Services PLC
The Pavilions Bridgwater Road
Bristol BS99 6ZZ

Shareholder Information and Contact Details

Share Price

The Company's shares are listed on the London Stock Exchange. The mid-price of the Company's shares is given daily in the Financial Times in the Investment Companies section of the London Share Service. Share price information can also be obtained from the link on the Company's website and many financial websites.

Calendar

January 2018 Annual General Meeting

May 2018 Announcement of interim report and posting of half-yearly report

November 2018 Announcement of final results for year to 30 September 2018

Additional Information

The information provided in this report has been produced in order for shareholders to be informed of the activities of the Company during the period it covers. Livingbridge VC LLP does not give investment advice and the naming of companies in this report is not a recommendation to deal in them.

Baronsmead Second Venture Trust plc is managed by Livingbridge VC LLP which is Authorised and regulated by the FCA. Past performance is not necessarily a guide to future performance. Stock markets and currency movements may cause the value of investments and the income from them to fall as well as rise and investors may not get back the amount they originally invested. Where investments are made in unquoted securities and smaller companies, their potential volatility may increase the risk to the value of, and the income from, the investment.

Secondary Market in the Shares of Baronsmead Second Venture Trust plc

The Company's shares can be bought and sold in the same way as any other quoted company on the London Stock Exchange via a stockbroker.

The market makers in the shares of Baronsmead Second Venture Trust plc are:

Panmure Gordon & Co. 020 7886 2500 (the Company's broker)

Winterflood 020 3400 0251

Qualifying investors* who invest in the existing shares of the Company can benefit from:

- Tax free dividends;
- Realised gains are not subject to capital gains tax (although any realised losses are not allowable);
- No minimum holding period; and
- No need to include VCT dividends in annual tax returns.

The UK tax treatment of VCTs is on a first in first out basis and therefore tax advice should be obtained before shareholders dispose of their shares and also if they deferred a capital gain in respect of new shares acquired prior to 6 April 2004.

* UK income tax payers, aged 18 or over, who acquire no more than £200,000 worth of VCT shares in a tax year.

Corporate Information

Baronsmead Second Venture Trust plc
Audited Annual Report & Financial Statements
for the year ended 30 September 2017

Directors

Anthony Townsend (Chairman)†
Ian Orrock
Malcolm Groat*
John Davies‡

Secretary

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VCT Status Adviser

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Website

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† Chairman of Management Engagement and Remuneration Committee, Chairman of the Nomination Committee

* Chairman of the Audit Committee

‡ Senior Independent Director



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