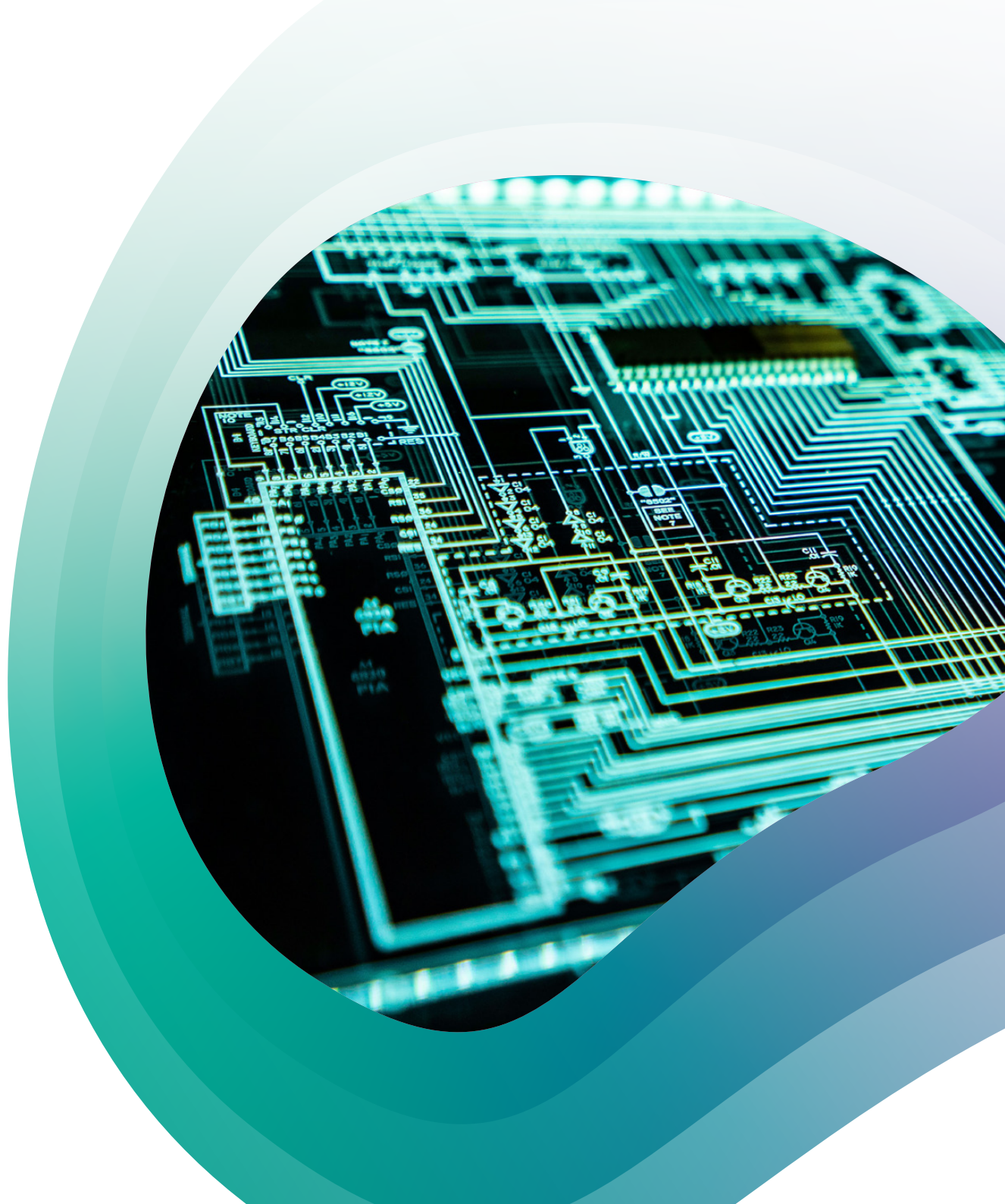


# Foresight Enterprise VCT plc

Annual Report and Accounts  
31 December 2025

**Foresight**  
Invest Build Grow



# Our Purpose

Foresight Enterprise VCT plc is a Venture Capital Trust aiming to provide investors with regular dividends and capital growth from a portfolio of investments in fast-growing, unquoted companies across the UK.

## Key objectives



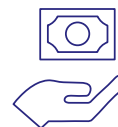
Payment of annual dividends of at least 5% of the NAV per share based on the opening NAV per share of that financial year



Growth in Net Asset Value Total Return above a 5% annual target while continuing to grow the Company's assets



Maintaining a programme of regular share buybacks at a discount of 5%, subject to market conditions

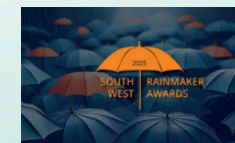


Implementation of a significant number of new and follow-on investments every year, exceeding deployment requirements to maintain VCT status

## Key dates

Annual General Meeting	11 June 2026
Half-yearly results to 30 June 2026	September 2026
Annual results to 31 December 2026	April 2027

## Awards



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# Financial Highlights

In the year, the Company achieved a dividend yield of 12.6%<sup>1</sup>.

£155.6m

Total net assets  
as at 31 December 2025

49.8p

NAV per share  
as at 31 December 2025

£4.4m

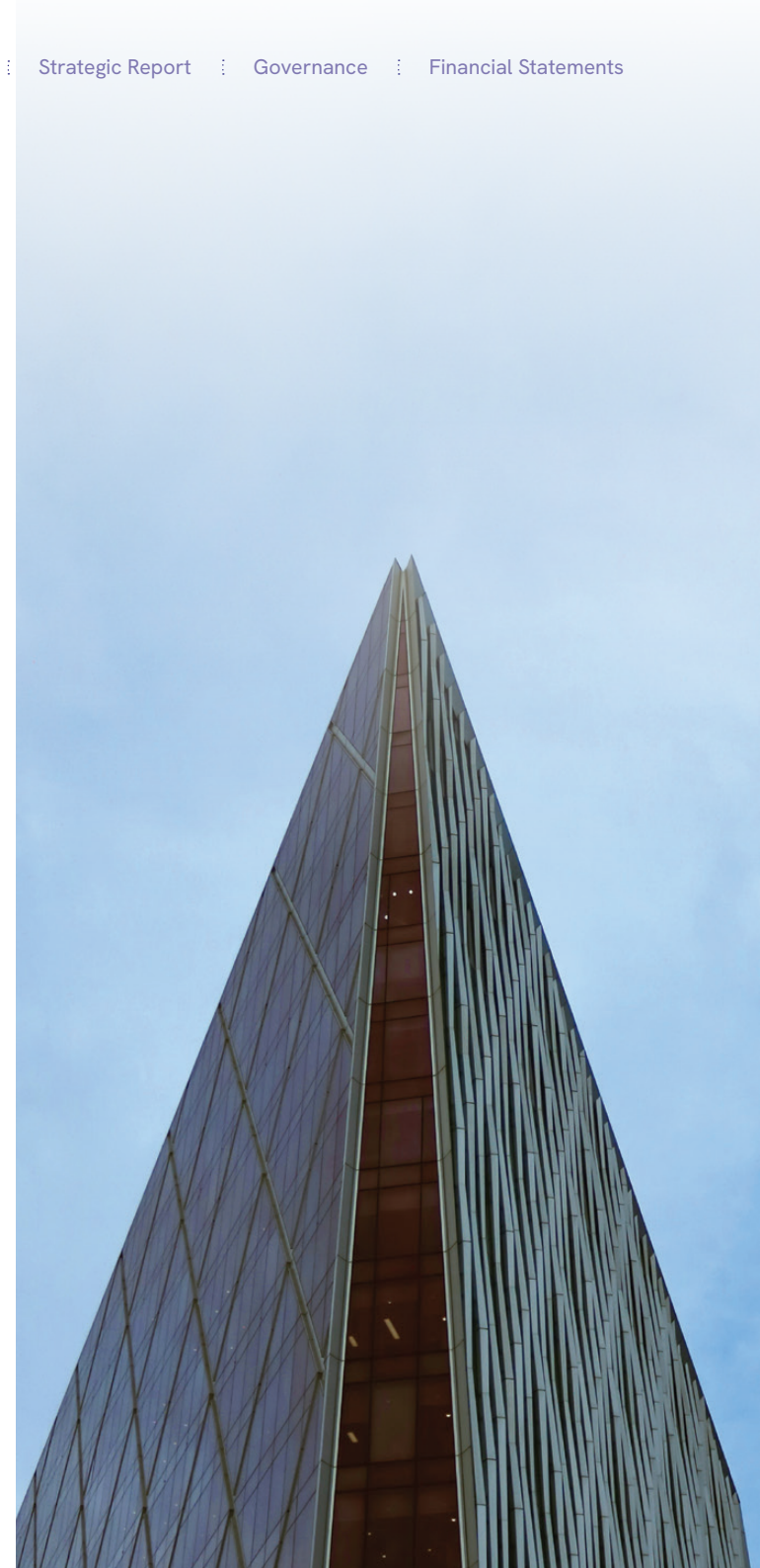
Increase in valuation  
of investments  
in the year ended  
31 December 2025

5.9p

Dividends paid<sup>1</sup>  
3.1p 16 May 2025  
2.8p 18 July 2025

- Adding back dividends paid of **5.9p** to Net Asset Value (“NAV”) at the year end of **49.8p**, gives a NAV Total Return per share for the year of **2.2%**.
- The value of the investment portfolio increased by **£9.5 million** in the year. This was driven by an investment sale and loan repayment totalling **£8.9 million** exclusive of interest, offset by **£14.0 million** of new and follow-on investments and an increase of **£4.4 million** in the valuation of investments.
- Six new investments costing **£7.9 million** and 11 follow-on investments costing **£6.1 million** were made during the year.
- The Company fully exited its investment in Hospital Services Group Limited, realising gains of **£7.6 million** in the period. Including accrued interest of **£0.5 million**, the investment returned proceeds of **£9.3 million** on completion.
- A special dividend of **3.1p** per share was paid on 16 May 2025, returning **£9.8 million** to Shareholders.
- An interim dividend of **2.8p** per share was paid on 18 July 2025, returning **£8.8 million** to Shareholders.
- The offer for subscription launched on 6 January 2026 was closed to applications on 29 January 2026 and raised a total of **£38.6 million** after expenses.

1. Definitions of these Alternative Performance Measures (“APMs”) can be found in the Glossary on page 120.



## Financial Highlights

### Key metrics

	1 year	3 years	5 years
NAV Total Return for the period shown to 31 December 2025 <sup>1</sup>	2.2%	14.6%	38.3%

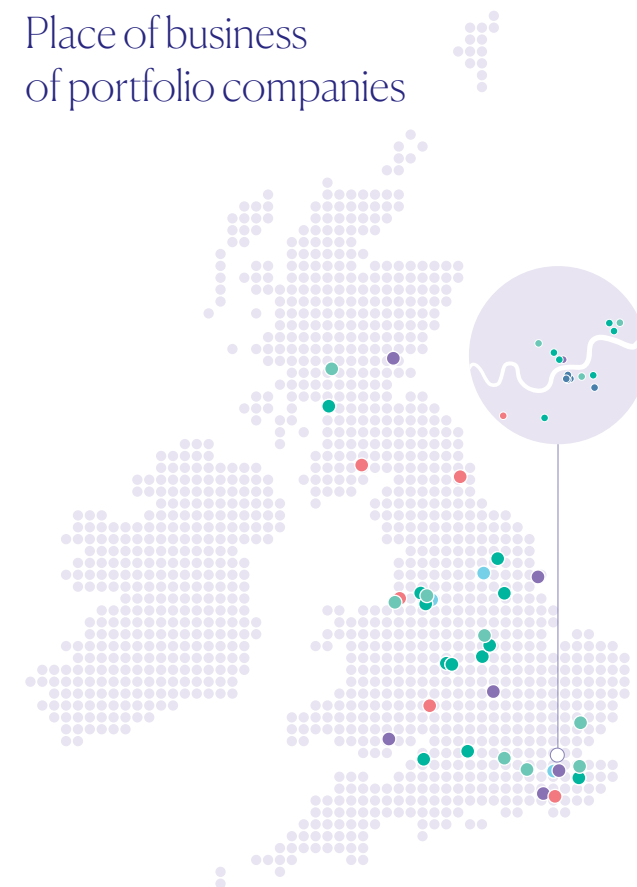
	31 December 2025	31 December 2024
Total net assets	£155.6m	£162.8m
Net Asset Value per share	49.8p	54.5p
NAV Total Return in the year <sup>1</sup>	2.2%	6.6%
Share price	46.8p	50.5p
Share Price Total Return <sup>1</sup>	138.2p	136.0p
Dividends per share paid in the year <sup>1</sup>	5.9p	15.4p
Dividend yield <sup>1</sup>	12.6%	30.5%
Shares in issue	312,434,761	298,828,254

	2025	2024
Discount to NAV at year end <sup>1</sup>	6.0%	7.3%
Average discount on buybacks <sup>1</sup>	5.0%	5.0%
Shares issued through fundraising	17,703,296	49,802,894
Shares issued under the dividend reinvestment scheme	4,946,026	8,770,397
Shares bought back during the year under review <sup>1</sup>	9,042,815	16,473,505
Ongoing charges ratio (based on net assets at 31 December) <sup>1,2</sup>	2.35%	2.25%

1. Definitions of these Alternative Performance Measures ("APMs") can be found in the Glossary on page 120.

2. Special dividends paid during the year have been added back to year-end net assets and the performance incentive accrual has been added back to total expenses in the year.

### Place of business of portfolio companies



#### Key

Technology, Media & Telecommunications	●
Industrials & Manufacturing	●
Healthcare	●
Business Services	●
Consumer & Leisure	●
Other	●

# Chair's Statement



“I am pleased to present the audited Annual Report and Accounts for the year ended 31 December 2025 and to report a Net Asset Value Total Return of 2.2% for the year, including a dividend yield of 12.6%.”

**Michael Gray**  
Chair of Foresight Enterprise VCT plc

As we publish the Annual Report and Accounts, the geopolitical situation remains a matter of concern, with heightened global tensions, shifting trade dynamics, and continued uncertainty influencing economic conditions across markets. These external factors have created a challenging backdrop for businesses and investors alike, underscoring the importance of resilience, disciplined management, and a clear strategic focus.

## Overview of 2025

The UK economy continued its gradual recovery in 2025, building on the modest progress seen in 2024. Economic growth strengthened slightly, with UK GDP forecast to have expanded by around 1.5% over the year, fuelled in part by increased public spending and real wage growth. Nevertheless, this improvement was tempered by ongoing global uncertainty, trade policy instability and a labour market showing signs of softening as the year progressed.

The Company's portfolio in aggregate performed well against this backdrop, aided by its regional diversification. Though some individual investee companies are still struggling with weak consumer demand, supply chain issues and labour shortages, the Manager continues to work closely with such companies to help them manage through these difficulties.

On the other hand, other investee companies are flourishing and we are encouraged by some profitable exits recently as the M&A market has started to pick up. In the year ended 31 December 2025, the valuation of investments in the portfolio increased by £4.4 million, excluding the impact of exits and new investments.

## Strategy

The Board believes that it is in the best interests of Shareholders to continue to pursue a strategy of:

- Payment of annual dividends of at least 5% of the NAV per share based on the opening NAV per share of that financial year
- Growth in Net Asset Value Total Return above a 5% annual target while continuing to grow the Company's assets
- Maintaining a programme of regular share buybacks at a discount of 5%, subject to market conditions
- Implementation of a significant number of new and follow-on investments every year, exceeding deployment requirements to maintain VCT status

Central to the Company being able to achieve these objectives is the ability of the Manager to source and complete attractive new qualifying investment opportunities and exits.

## Portfolio overview

49

Investments as at  
31 December 2025

£4.4m

Increase in valuation of  
investments in the year ended  
31 December 2025

£8.9m

Cash proceeds generated from  
loan repayments and disposal  
of investments in the year  
ended 31 December 2025

## Chair's Statement

### Performance and portfolio activity

Net Asset Value per share decreased from 54.5p at 31 December 2024 to 49.8p at 31 December 2025; however, this reduction is largely the mechanical result of distributing 5.9p in dividends over the year. When those dividend payments are added back, the NAV Total Return per share was 2.2% for the year. This highlights that, despite the lower year-end NAV, Shareholders experienced a meaningful gain once income distributions are taken into account. The NAV Total Return per share from an investment in the Company's shares made five years ago is 38.3% in total or circa 7.7% per annum, which is well above the minimum target return set by the Board of 5% per annum. Exceeding this target is at the centre of the Company's current and future portfolio management objectives. Factoring in the 30% upfront income tax relief as well as fees paid on entry, a 5% discount on buyback, and assuming that dividends are reinvested when paid, £10,000 invested on 1 January 2021 would have yielded £15,979 as at 31 December 2025, representing a capital gains tax-exempt gain of £5,979 or an 12.0% average return per annum. Note this does not include a potential further £2,124 tax-credit receivable on dividends reinvested.

During the year, the Manager completed six new investments and 11 follow-on investments totalling £7.9 million and £6.1 million respectively. The Manager successfully disposed of Hospital Services Group Limited, generating proceeds of £9.3 million, including £0.5 million of accrued interest, with potential for a further £0.4 million of deferred consideration in the coming years. Including the £0.9 million of cash returned during the investment period, this represents an exceptional return of 8.2 times the original investment.

The Manager also exited two challenged businesses, Biotherapy Services Limited and Vio Healthtech Limited, for nil proceeds during the period and received a £0.1 million loan repayment from Positive Response Corporation Ltd. Further details of these investments and realisations can be found in the Manager's Review.

After the year end, the Company made one new and four follow-on investments totalling £4.5 million. Further details of these investments can be found in the Manager's Review.

The Manager continues to see a good pipeline of potential investments sourced through its regional networks and well-developed relationships with advisers and the SME community. It is also focused on supporting the existing portfolio through the current economic climate. Following the successful fundraise launched in January 2026, the Company is in a position to fully support the portfolio, where appropriate, and exploit potential attractive investment opportunities.

An offer for subscription to raise further funds was launched on 6 January 2026. The offer was closed to applications on 29 January 2026 and raised gross proceeds of £40.0 million, £38.6 million after expenses, as detailed in the post-balance sheet events in note 20. The Board would like to thank those existing Shareholders who supported this offer and welcome all new Shareholders to the Company.

The Board and the Manager are confident that a number of new and follow-on investments can be achieved this year. Details of each of these new, existing and former portfolio companies can be found in the Manager's Review.

### Responsible investing

The analysis of environmental, social and governance ("ESG") issues is embedded in the Manager's investment process and these factors are considered key in determining the quality of a business and its long-term success. Central to the Manager's responsible investment approach are five ESG principles that are applied to evaluate investee companies, acquired since May 2018, throughout the lifecycle of their investment, from their initial review and acquisition to their final sale. Every year, these portfolio companies are assessed and progress is measured against these principles. More detailed information about the process can be found on pages 52 to 55 of the Manager's Review.

### Dividends

A special interim dividend of 3.1p per share was declared on 15 April 2025 based on an ex-dividend date of 1 May 2025 and a record date of 2 May 2025. This dividend was paid on 16 May 2025, returning £9.8 million to Shareholders. Additionally, an interim dividend of 2.8p per share was declared on 24 June 2025 based on an ex-dividend date of 3 July 2025 and a record date of 4 July 2025. This dividend was paid on 18 July 2025, returning £8.8 million to Shareholders.

As noted in prior Annual Report and Accounts, and in light of the change in portfolio towards earlier-stage, higher-risk companies as required by the VCT rules, the Board felt it prudent in 2020 to adjust the dividend policy towards a targeted annual dividend yield of 5% of NAV per annum. The Board and the Manager's aspiration is that this may be enhanced by additional special dividends as and when particularly successful portfolio exits are made.

## Chair's Statement

### Buybacks

Buybacks in the year totalled £4.3 million and the Board is pleased to have achieved an average discount of 5.0% to the Net Asset Value per share. The Board continues to have an objective of maintaining buybacks at a discount of 5%, subject to market conditions.

### Management charges

The annual management fee is an amount equal to 2.0% of net assets, as it was in the prior year. If the ongoing charges of the Company, as defined in the Glossary of Terms, exceed 2.35%, the Company is entitled to reduce the fees paid to the Manager by the amount of the excess and is borne by the Manager through a reduction in its fees. The excess for the year ended 31 December 2025 was £284,000 (excess for the year ended 31 December 2024: £nil).

### Board composition

The Board continues to review its own performance and undertakes succession planning to maintain an appropriate level of independence, experience, diversity and skills in order to be in a position to discharge all its responsibilities.

The forthcoming AGM will be my last as a Director and Chair of the Company. My sincere thanks go to you as Shareholders and to the Manager for your support during the past nine years. I know the Company is in good hands and I wish it and each of you further success in the future.

### Annual General Meeting

The Company's Annual General Meeting will take place on 11 June 2026 and we look forward to meeting as many of you as possible in person. Please refer to the formal notice on pages 116 to 117 for further details in relation to the format of this year's meeting.

We would encourage you to submit your votes by proxy ahead of the deadline of 1.30pm on 9 June 2026 and to forward any questions by email to [InvestorRelations@foresightgroup.eu](mailto:InvestorRelations@foresightgroup.eu) in advance of the meeting.

### Changes to upfront income tax relief on VCTs

In the November 2025 Budget, the government confirmed that upfront income tax relief on new VCT investments would fall from 30% to 20% from 6 April 2026. Although this reduction is disappointing, it is important to note that the tax-free status of VCT dividends and capital gains will remain unchanged. Alongside this, the government also outlined plans to raise the investment limits for VCT qualifying businesses.

The overall effect of these changes on the VCT sector is still uncertain. A decrease in tax relief may reduce fundraising activity, particularly during the 2026/27 tax year. However, we continue to view VCTs as an attractive option for investors, especially at a time when fewer tax-efficient planning opportunities are available elsewhere. We will also keep advocating against this change and highlighting the vital contribution that VCTs make to the wider economy by supporting early-stage companies, encouraging innovation and boosting employment.

### Outlook

The UK economy entered 2026 with cautious signs of improvement before the outbreak of conflict in Iran added significant uncertainty to the outlook. Recent forecasts now expect UK GDP growth of around 1.1% in 2026, downgraded from earlier projections amid escalating energy costs and weakening confidence across households and businesses. Inflation, previously on track to ease towards the Bank of England's 2% target, is now projected to remain elevated and potentially end the year higher than previously expected due to sustained energy price movements.

The conflict has intensified global geopolitical risks, with economists warning that prolonged disruption to oil and gas supplies could weigh more heavily on UK growth, hinder prospects for interest rate cuts and raise the threat of stagflation later in the year.

Consumer confidence and business investment remain fragile, with private sector investment forecast to contract in 2026 amid reduced profitability, weaker real income growth and tighter fiscal pressures. In addition, uncertainties around long-term fiscal credibility and the durability of the government's policy platform have the potential to unsettle financial markets further. These economic conditions may prove challenging for our investee companies, which are unquoted, small, early-growth businesses and therefore more exposed to fluctuations in demand, labour market constraints and limited liquidity compared with larger listed companies.

Nonetheless, the Company's current portfolio of investments is highly diversified by number, business sector, size and stage of development and overall has already demonstrated its relative resilience in recent difficult economic and geopolitical circumstances. We are confident that this approach will continue to provide some protection in future volatile market conditions.

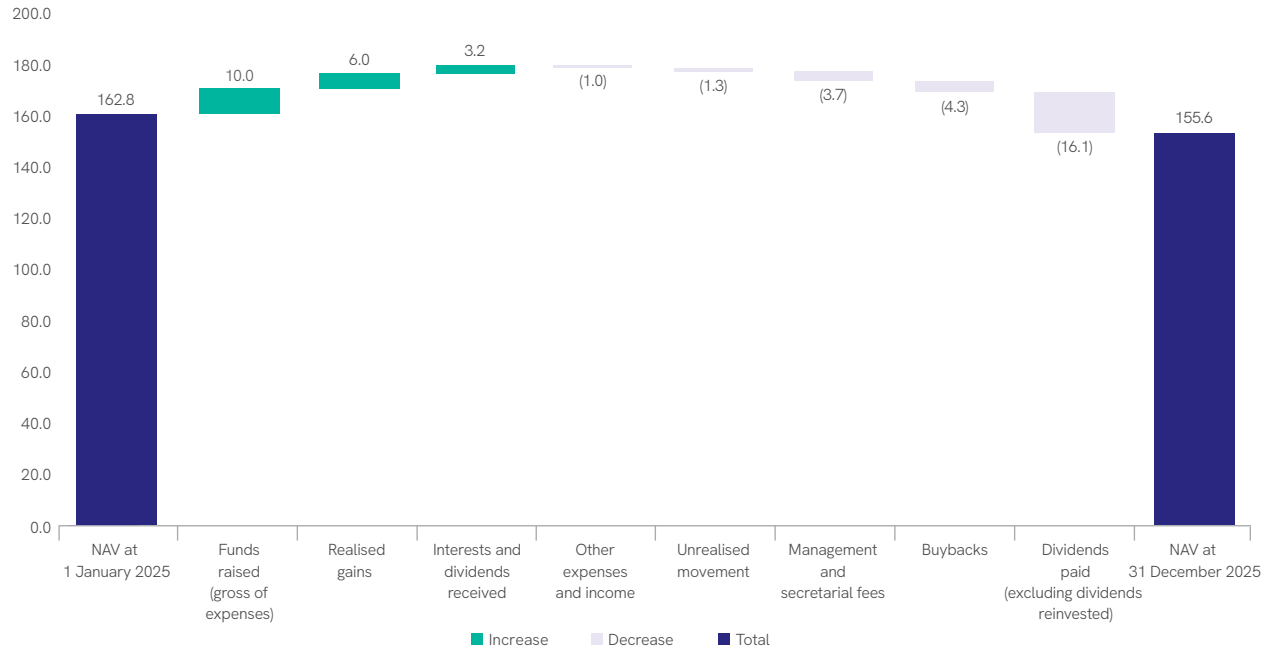
The Manager is continuing to see a promising pipeline of potential investments, both new and follow-on, which are sourced nationally through its established regional network. The recent, successful fundraise will provide the necessary resources to make selective acquisitions from emerging investment opportunities. Although economic growth may be subdued, and markets potentially turbulent, in the months ahead, we believe the Company's generalist and diversified portfolio continues to be well positioned to generate long-term value for Shareholders.

**Michael Gray**  
Chair

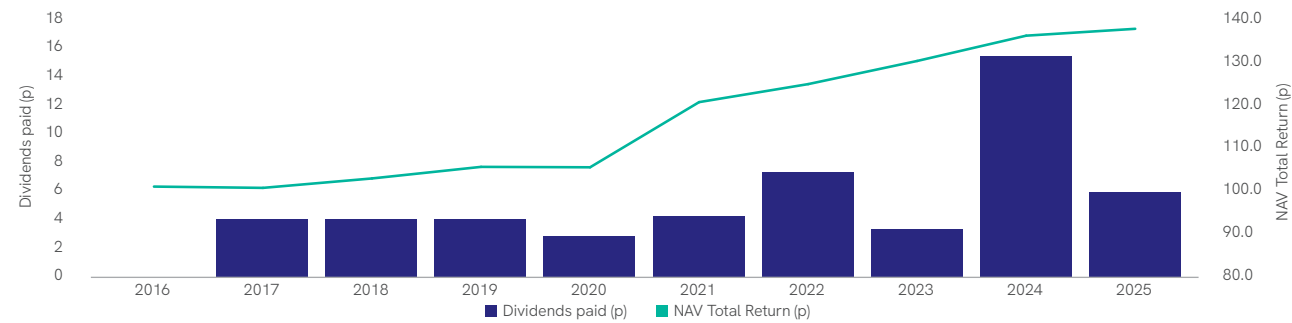
21 April 2026

## Chair's Statement

### NAV bridge (£m)



### Dividends paid and NAV Total Return (pence)



## Chair's Statement

### Dividend history

(Since share consolidation in 2005)

#### Ordinary Shares<sup>1</sup>

Date	Dividend per share (p)
18 July 2025	2.8
16 May 2025	3.1
15 November 2024	7.1
12 July 2024	3.3
19 January 2024	5.0
30 June 2023	3.3
30 December 2022	3.8
30 June 2022	3.5
18 June 2021	4.2
28 August 2020	2.8
16 August 2019	4.0
19 October 2018	4.0

Date	Dividend per share (p)
17 July 2017	4.0
18 December 2015	4.0
26 April 2013	4.0
24 February 2012	5.0
4 February 2011	5.0
18 December 2009	5.0
26 December 2008	5.0
28 December 2007	5.0
15 December 2006	2.5
30 December 2005	5.0
<b>Cumulative</b>	<b>91.4</b>
<b>NAV per share</b>	<b>49.8</b>
<b>NAV Total Return since the share consolidation</b>	<b>141.2</b>

1. Excludes a 25.0p dividend paid on C Shares on 6 August 2015. C Shares were converted into Ordinary Shares on 10 August 2015.

# Strategic Report

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# Evolution of Foresight Enterprise VCT plc

Foresight Group LLP (“Foresight”) is one of the longest-serving VCT managers in the industry, launching the first Foresight VCT in 1997. A combination of organic growth and strategic acquisitions now makes Foresight one of the largest and most diverse VCT managers in the industry.

## 2004

In August 2004, Foresight’s private equity team was appointed to manage Advent 2 VCT plc, which was subsequently renamed Foresight 4 VCT plc.



## 2011

Foresight’s private equity team was appointed manager of Acuity Growth VCT (formerly Acuity VCT 2 plc and previously Electra Kingsway VCT 2 plc) on 24 February 2011, which was renamed Foresight 5 VCT plc. Foresight’s private equity team was also appointed manager of Acuity VCT 3 plc (formerly Electra Kingsway VCT 3 plc) on 1 April 2011.

## 2012

Foresight 4 VCT plc acquired the assets and liabilities of both Foresight 5 VCT plc and Acuity VCT 3 plc. On 6 February 2012, Foresight 5 VCT plc and Acuity VCT 3 plc were merged into Foresight 4 VCT plc as a separate C Share class.



## 2012

At the same time, Foresight Clearwater VCT plc was merged into the Ordinary Share class of Foresight 4 VCT plc.

## 2015

The C Shares were converted into Ordinary Shares on 10 August 2015.



## 2017

On 22 June 2017, Foresight 3 VCT plc was merged into Foresight 4 VCT plc. The enlarged Foresight 4 VCT plc had combined net assets of £77.0 million.



## 2021

With effect from 8 July 2021, the Company’s name was changed from Foresight 4 VCT plc to Foresight Enterprise VCT plc.



## 2026

On 29 January 2026, the Company closed its latest offer to applications for subscription after raising £38.6 million after expenses.



# Company Objectives and KPIs

## Objective



Payment of annual dividends of at least 5% of the NAV per share based on the opening NAV per share of that financial year

## Progress against objective

- A special dividend of 3.1p was paid on 16 May 2025 and an interim dividend of 2.8p was paid on 18 July 2025.
- This total payout of 5.9p per share exceeded the minimum target dividend per share of 5% of the NAV per share of 54.5p as at 31 December 2024, equating to 10.8% of NAV per share.

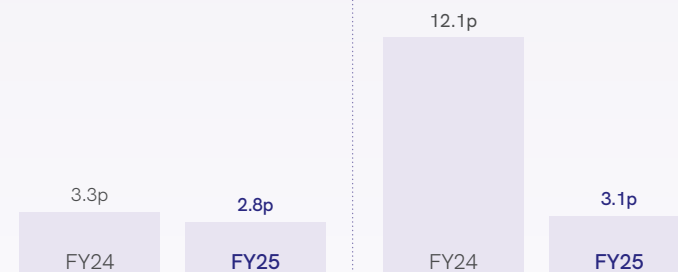
## KPIs

**2.8p**

**Interim dividend paid**  
18 July 2025: 2.8p  
(12 July 2024: 3.3p)

**3.1p**

**Special dividends paid**  
16 May 2025: 3.1p  
(19 January 2024: 5.0p,  
15 November 2024: 7.1p)



## Objective



Growth in Net Asset Value Total Return above a 5% annual target while continuing to grow the Company's assets

## Progress against objective

- During the year, NAV per share decreased by 8.6% from 54.5p at 31 December 2024 to 49.8p at 31 December 2025.
- Including the payments of dividends totalling 5.9p in the year, NAV Total Return per share at 31 December 2025 was 2.2%.
- This positive movement is a result of the strategy and business changes throughout the portfolio alluded to in this report.

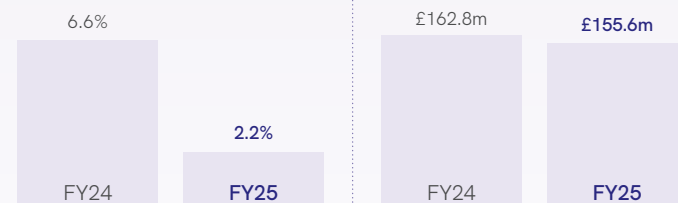
## KPIs

**2.2%**

**NAV Total Return**  
in year to 31 December 2025  
(31 December 2024: 6.6%)

**£155.6m**

**Total net assets**  
as at 31 December 2025  
(31 December 2024: £162.8m)



## Company Objectives and KPIs

### Objective



Maintaining a programme of regular share buybacks at a discount of 5%, subject to market conditions

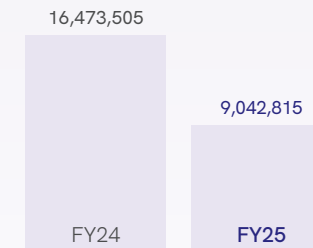
### Progress against objective

- The Board is pleased to have achieved an average discount across all buybacks of 5% to the NAV per share in the year and continues to have an objective of maintaining buybacks at a discount of 5%, subject to market conditions.

### KPIs

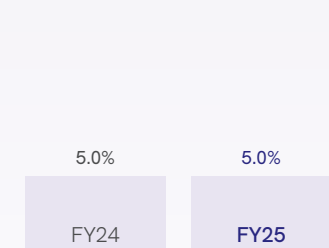
**9,042,815**

Number of shares bought back  
in year to 31 December 2025  
(31 December 2024: 16,473,505)



**5.0%**

Average discount on buybacks  
in year to 31 December 2025  
(31 December 2024: 5.0%)



### Objective



Implementation of a significant number of new and follow-on investments every year, exceeding deployment requirements to maintain VCT status

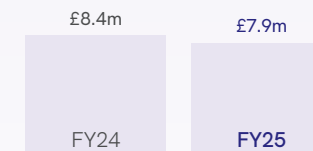
### Progress against objective

- During the year, the Manager completed six new investments and 11 follow-on investments costing £7.9 million and £6.1 million respectively.
- The Board and the Manager are confident that a number of new and follow-on investments can be achieved in 2026 as the ongoing economic difficulties and political turmoil are already presenting unique investment opportunities. Details of each of these new portfolio companies can be found in the Manager's Review.

### KPIs

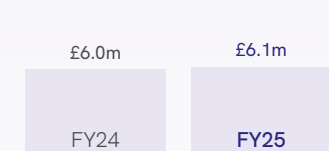
**£7.9m**

New investment deployment  
in year to 31 December 2025  
(31 December 2024: £8.4m)



**£6.1m**

Follow-on deployment  
in year to 31 December 2025  
(31 December 2024: £6.0m)



## Company Objectives and KPIs

### Investment objective

To provide private investors with regular dividends and capital growth from a portfolio of investments in fast-growing unquoted companies in the UK. It is the intention to maximise tax-free income available to investors from a combination of dividends and interest received on investments and the distribution of capital gains arising from trade sales or flotations.

### Performance and key performance indicators (“KPIs”)

The Board expects the Manager to deliver a performance which meets the objectives of the Company. The KPIs covering these objectives are growth in Net Asset Value per share and dividend payments, which, when combined, give a positive overall NAV Total Return. Additional KPIs and Alternative Performance Measures (“APMs”) reviewed by the Board include the discount of the share price relative to the Net Asset Value, which shows the percentage by which the mid-market share price of the Company is lower than the Net Asset Value per share, and the ongoing charges ratio, as defined in the Glossary of Terms. KPIs and APMs allow performance comparisons to be made between VCTs.

A record of some of these indicators is contained in the Key metrics section on page 3 and the Company Objectives and KPIs section on pages 11 to 14

The ongoing charges ratio for the year was capped at 2.35% of net assets.

The Directors note that regular share buybacks at a competitive discount to NAV is an essential KPI and also accretive for existing Shareholders. Share buybacks were completed at an average discount of 5.0%. Further details of the Company’s KPIs can be found in the Glossary of Terms on page 120.

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 Manager’s Review. The Board assesses the performance of the Manager in meeting the Company’s objectives against the primary KPIs and APMs highlighted above.

Investments in unquoted companies at an early stage of their development will involve some disappointments. However, investing the Company’s funds in companies with high-growth characteristics with the potential to become strong performers within their respective fields creates an opportunity to provide investors with regular dividends and capital growth.

### Other funds managed by Foresight

The Company may invest alongside other funds managed or advised by Foresight. Where more than one fund is able to participate in an investment opportunity, allocations will generally be made based on the Manager’s allocation policy, as agreed by the Board. Implementation of this policy will be subject to the availability of monies to make the investment and other portfolio considerations, such as the portfolio diversity and the need to maintain VCT status.

The Manager provides investment management services or advice to Foresight VCT plc, Foresight Technology VCT plc, Foresight Ventures VCT plc, Foresight Nottingham Fund LP, Foresight Regional Investment LP, Foresight Regional Investment II LP, Foresight Regional Investment III LP, Foresight Regional Investment IV LP, Foresight Regional Investment V LP, Foresight Regional Investment VI LP, Foresight Regional Investment VII LP, Foresight Regional Fund VIII LP, IFW-Equity LP, MEIF ESEM Equity LP, Scottish Growth Scheme – Foresight Group Equity Partners LP, NI Opportunities II LP, Foresight West Yorkshire Business Accelerator LP, Foresight SYPA LP, Foresight Inheritance Tax Solutions, Foresight Enhanced Inheritance Tax Fund, Foresight Solar Fund Limited, Foresight Environmental Assets Group Limited, Foresight Energy Infrastructure Partners S.C.Sp, Foresight Energy Infrastructure Partners II S.C.S.Sp, Foresight Group S.c.a. Sicav-sif, AIB Foresight SME Impact LP, FP Foresight Sustainable Future Themes Fund, FP Foresight Global Real Infrastructure Fund, FP Foresight Sustainable Real Estate Securities Fund, FP Foresight UK Infrastructure Income Fund, WHEB Asset Management LLP, Liontrust Diversified Real Assets fund, Cromwell Foresight Global Sustainable Infrastructure Fund, Thames Ventures EIS, Foresight WAE Technology EIS Fund, Foresight Italian Green Bond Fund, FP Foresight Diversified Real Assets Fund, FP WHEB Sustainability Impact Fund, WHEB Sustainable Impact Fund, Lyxor SEB Impact Fund, Pengana WHEB Sustainable Impact Fund and WHEB Environmental Impact Fund.

## Company Objectives and KPIs

### Strategies for achieving objectives

As detailed below, the Company employs the following strategies for achieving its objectives: adhering to its investment policy, material changes to which will only be made with Shareholder approval; adhering to VCT regulation; and following its dividend and share buyback policies.

#### Investment policy

The Company will target UK unquoted companies which it believes will achieve the objective of producing attractive returns for Shareholders.

#### Investment securities

The Company invests in a range of securities including ordinary and preference shares, loan stock, convertible securities, fixed-interest securities and cash. Unquoted investments are usually structured as a combination of ordinary shares and loan stock. Cash is primarily held in interest-bearing accounts as well as in a range of permitted liquidity investments.

#### UK companies

Investments are primarily made in companies which are substantially based in the UK, although many will trade overseas. The companies in which investments are made must satisfy a number of tests set out in Part 6 of the Income Tax Act 2007 to be classed as VCT qualifying holdings.

#### Asset mix

The Company aims to be significantly invested in growth businesses, subject always to the quality of investment opportunities and the timing of realisations. Any uninvested funds are held in cash and a range of permitted liquidity investments.

### Risk diversification and maximum exposures

Risk is spread by investing in a range of different businesses within different industry sectors at different stages of development, using a mixture of securities. The maximum amount invested in any one company, including any guarantees to banks or third parties providing loans or other investment to such a company, is limited by VCT legislation to 15% of the Company's investments (which includes cash) by VCT value at the time of investment.

#### Investment style

Investments are selected in the expectation that value will be enhanced by the application of private equity disciplines, including an active management style for unquoted companies through the placement of an investor director on investee company boards.

#### Borrowing powers

The Company has a borrowing limit of an amount not exceeding an amount equal to 50% of the adjusted capital and reserves (being the aggregate of the amount paid up on the issued share capital of the Company and the amount standing to the credit of its reserves). Whilst the Company does not currently borrow, and has no plans to do so, its Articles allow it to do so.

#### VCT regulation

The investment policy is designed to ensure that the Company continues to qualify and is approved as a VCT by HMRC. Amongst other conditions, the Company may not invest more than 15% of its total investments and cash by VCT value, at the time of making the investment, in a single company, must have at least 80% by VCT value of its investments and cash (disregarding investments and cash under grace periods) throughout the year in shares or securities in qualifying holdings and must invest 30% of funds raised in qualifying holdings within 12 months of the end of the year in which those funds were raised.

In addition, in aggregate, 70% of a VCT's qualifying investments (30% for investments made before 6 April 2018 from funds raised before 6 April 2011) by VCT value must be in ordinary shares which carry no preferential rights to assets on a winding up or to dividends (apart from certain non-cumulative fixed preferential rights). For each individual investment, a minimum of 10% of the investment must be in ordinary shares of that company.

#### Dividend policy

The Board will endeavour to pay annual dividends of at least 5% of the NAV per share based on the opening NAV of that financial year. The aim of the Board and the Manager is for future investment performance to support this level of distribution. This level of dividend may be exceeded by the payment of additional special dividends as and when particularly successful portfolio disposals are made.

#### Share buyback policy

It is the Company's policy, subject to adequate cash availability and distributable reserves, to consider repurchasing shares when they become available in order to help provide liquidity to the market in the Company's shares. The Board continues to have an objective of achieving and maintaining buybacks at a discount of 5% to the prevailing NAV per share, subject to market conditions.

# Manager's Review

As at 31 December 2025, the Company's portfolio comprised 49 investments with a total cost of £86.5 million and a valuation of £118.6 million.

## Portfolio summary

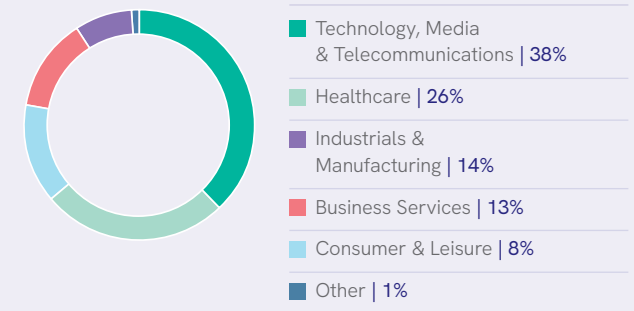
The portfolio is diversified by sector, transaction type and maturity profile. Details of the ten largest investments by valuation, including an update on their performance, are provided on pages 29 to 33.

In the year to 31 December 2025, the value of the investment portfolio increased by £9.5 million as a result of £14.0 million of new and follow-on investments and an increase of £4.4 million in the valuation of investments, offset by a strong exit and a loan repayment realising £8.9 million of cash. Overall, the portfolio has performed reasonably well despite uncertainty in the wider market, notably significant geopolitical issues, the UK Budget and tariffs.

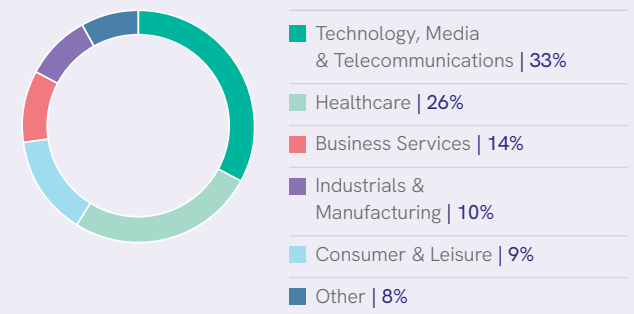
In line with the Board's strategic objectives, we remain focused on growing the Company through further development of NAV Total Return. Although in the year under review, the Company fell short of this target with a NAV Total Return of 2.2%, the average annual total return over five years of 7.7% shows that the Company remains broadly on track over a longer time horizon.

## Portfolio diversification

### Sector by cost



### Sector by valuation



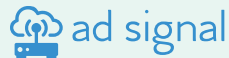
## Manager's Review

### New investments

Although the UK M&A market had begun to improve in the latter half of 2025, supported by falling inflation and interest rates, the landscape has shifted following the outbreak of war in Iran and the resulting disruption to global oil supply chains, rising energy prices and heightened inflationary pressures. These factors, together with ongoing disruption from AI and other emerging technologies, require careful consideration when assessing new investment opportunities and in managing portfolio companies.

We have continued to invest in our deal origination capabilities and identified a large number of potentially attractive investment opportunities during the year.

Over the course of 2025, six new investments were completed, investing a total of £7.9 million. New investments were across healthcare, manufacturing, marketing and tech-enabled services. Behind these, there continues to be a strong pipeline of opportunities that we expect to convert during the next 12 months. Follow-on investments totalling £6.1 million were also made in 11 existing investee companies.



#### Ad Signal Limited

In March 2025, the Company completed a £1.5 million investment into Ad Signal, a provider of digital content management software for the media and entertainment industry. The company's founder has strong technical skills and significant experience in developing content management solutions. The investment will enable the company to develop further tools to support its customers and add further blue-chip clients. To support these growth ambitions, we invited Tom Toumazis MBE to join the team as Non-Executive Chair. Tom brings a wealth of experience in the media and entertainment industry, as well as being involved with several early-stage technology businesses.



#### Aircards Ltd

In August 2025, the Company completed a £1.5 million investment into Aircards, a specialist technology-led augmented reality ("AR") marketing agency, delivering end-to-end immersive experiences to a range of international blue-chip clients. Aircards has a strong core agency offering, supported by two potentially exciting technology products. The investment will help fund continued growth, professionalise operations and commercialise a scalable product set.



#### MyWay Digital Health Ltd

In August 2025, the Company invested £1.5 million into MyWay Digital Health, a UK-based digital health company delivering a leading diabetes self-management platform. Spun out from the University of Dundee in 2017, MyWay Digital Health empowers patients and clinicians through integrated personal health records, real-time device data and tailored education. The investment will enable the company to accelerate growth, enhance operational capacity and position itself for a strategic exit.



#### Bloemteknik Limited

In October 2025, the Company invested £1.0 million into Bloemteknik, a Cardiff-based provider of precision light-emitting diode ("LED") lighting systems for commercial greenhouses and vertical farms. The company was founded in 2023 by two former General Electric ("GE") horticulture executives and has since built a reputation for best-in-class product performance. The investment will support the commercialisation of a proprietary software platform and further penetration into existing and new geographies.

## Manager's Review

### New investments



#### EnterpriseJungle, Inc

In November 2025, the Company invested £1.7 million into EnterpriseJungle, trading as EnterpriseAlumni, a category leader in corporate alumni engagement software. The software provides a platform for global enterprises to build branded alumni communities that drive rehire and referral hiring, brand advocacy and network-led business development. The investment will help scale the business and accelerate growth initiatives.



#### Asiaverify Limited

In December 2025, the Company invested £0.7 million into Asiaverify, an intelligence platform that provides data and insights into more than 447 million entities across 13 Asian jurisdictions. The platform is used by global businesses performing Know Your Business ("KYB") and Anti-Money Laundering ("AML") checks when engaging with merchants and suppliers in Asia. The investment will allow continued product development and expansion of the marketing and sales teams.



## Manager's Review

### Follow-on investments

Given the size of the portfolio, the number of follow-on investments relative to new deals remains high, a trend that is expected to continue. These follow-on investments are to support further growth initiatives for companies within the portfolio, or to support them through a period of challenging trading. We are pleased to report that, despite continuing macroeconomic uncertainty and stubbornly high interest rates, the portfolio remains resilient overall.

We have made follow-on investments in 11 companies during 2025, totalling £6.1 million. Further details of each of these are provided here.

The additional equity injections in the year were used to support further growth plans, such as launching new products and providing cash headroom for further growth. In view of the economic outlook, which remains challenging, we continue to be vigilant about the health of the rest of the portfolio and the need for follow-on funding over the coming months.



#### Loopr Ltd

In February 2025, the Company completed a £1.5 million follow-on investment into Loopr (trading as "Looper Insights"), a company providing data analytics to content distributors and video-on-demand streaming services. The investment will support the company's next phase of product development, the growth of the sales and business development teams, and continue the rollout to new and existing customers internationally, including regulators, multinationals and local media outlets.



#### Evolve Dynamics Limited

In March 2025, the Company invested a further £0.6 million into Evolve Dynamics. The investment will support the company's working capital and research and development initiatives as the business continues to target both private and public sector contracts. Evolve develops and manufactures Unmanned Aircraft Systems and, since investment, it has developed and begun to commercialise two new systems.



#### Fourth Wall Creative Limited

In March 2025, the Company completed a £0.7 million follow-on investment into Fourth Wall Creative. Fourth Wall Creative provides fan engagement services to Premier League and Championship football clubs and other sporting organisations via its technology platforms. It also designs, sources and fulfils membership welcome packs and related products. The investment will support the continued growth and development of the business.



#### Ten Health Holdings Limited

In March 2025, the Company completed a £0.6 million follow-on investment into Ten Health Holdings, alongside a £0.2 million co-investment from senior management. This funding will primarily be used to launch a new franchise model and enable Ten Health Holdings to open a presence in locations across the UK, specifically beyond London, and internationally.

## Manager's Review

### Follow-on investments



#### NorthWest EHealth Limited

In April 2025, the Company completed a £0.3 million investment into NorthWest EHealth ("NWEH"). This was followed by a further £0.3 million in May 2025. NWEH is a provider of technology-enabled clinical trials services to the pharmaceutical and life sciences sectors, leveraging NHS electronic health records. The investments during the year will enable NWEH further cash runway to convert an important commercial opportunity, which has since commenced.



#### Strategic Software Applications Ltd

In July 2025, the Company completed a further investment of £0.1 million into Strategic Software Applications, trading as Ruleguard. Ruleguard is a SaaS regulatory compliance platform for financial services institutions. The investment will enable Ruleguard to continue to invest in its team and secure high-quality SaaS revenues from a growing customer base.



#### HomeLink Healthcare Limited

In May 2025, the Company completed a £0.9 million follow-on investment into HomeLink Healthcare. The Company first invested into HomeLink in March 2022 and completed a follow-on investment in March 2024. The business partners with the NHS and private hospitals to provide patients with wound care, physiotherapy and intravenous therapies in their own homes. HomeLink is also a leader in remote patient monitoring practices and offers a virtual ward solution, which has now saved the NHS over 150,000 hospital bed days. The investment will support the organic expansion of the company.



#### Sprintroom Limited

In July and November 2025, the Company completed two follow-on investments totalling £0.6 million in Sprintroom, which trades as Sprint Electric. The business designs and manufactures drives for controlling electric motors in light and heavy industrial applications, as well as recovering and reusing otherwise lost energy. The investment will be used to drive continued revenue growth and develop further iterations of the new product range.



## Manager's Review

### Follow-on investments



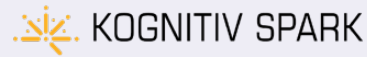
#### Navitas Group Limited

In September 2025, the Company completed a further investment of £0.1 million into Navitas Group. The company uses a combination of hardware and software to provide a complete food safety management solution to hospitality sector customers. The investment will support the company's effort to expand its commercial capabilities and further develop the platform.



#### Weduc Holdings Limited

In December 2025, the Company invested £0.2 million into Weduc Holdings, a software business providing a communication platform into the education sector. The new funding will accelerate growth and support product-led growth initiatives.



#### Kognitiv Spark Inc

In September 2025, the Company invested a further £0.2 million into Kognitiv Spark, a developer of augmented reality software that enables the remote sharing of critical data to on-site employees. Developed specifically for industrial communications, the company's core product offers superior performance in terms of data compression and visualisation. The funding will be used to expand the management team and explore new commercial opportunities.



## Manager's Review

### Realisations

The M&A climate has proved more challenging recently in light of the macroeconomic conditions of relatively high interest rates and geopolitical uncertainty. Despite this, we were pleased to report a particularly strong realisation, as well as the disposal of some of the more challenged businesses within the portfolio. We continue to engage with a range of potential acquirers of several portfolio companies and to carefully consider the timing of exit for each. Demand remains for high-quality, high-growth businesses from both private equity and trade buyers.



#### Hospital Services Group Limited

In January 2025, the Company completed its sale of Hospital Services Group Limited ("HSL"), a provider of high-quality healthcare equipment and consumables. The transaction generated proceeds of £8.8 million at completion and £0.9 million in interest over the life of the investment, with potential for a further £0.4 million of deferred consideration over the coming years. This implies a return and IRR of 8.2 times the original investment and 25.6% respectively. HSL provides equipment to a growing number of customers on both sides of the Irish Sea, with over 500 medical facilities supported in 2024. Since investment, HSL has seen strong organic growth and has made eight strategic bolt-on acquisitions, most notably in Ireland. The exit is reflective of Foresight's commitment to supporting sustainable growth.



#### Biotherapy Services Limited

In March 2025, the Company exited its holding in Biotherapy Services Limited ("BTS") to management for nil proceeds. Despite promising early clinical results, BTS struggled to complete its Phase IIB trial of its RAPID gel product within its funding runway. The trial was significantly hampered by COVID-19, with diabetic trial participants needing to shield. BTS has recently published its data and analysis. The company was fully written down in December 2022.



#### Vio Healthtech Limited

In August 2025, the Company announced the sale of Vio Healthtech to Ultrahuman, an Indian smart-ring technology company, for nil value after the business failed to build commercial traction. Vio Healthtech was fully written down in December 2022 and the sale will allow the technology to continue to support women with their fertility goals under new ownership.

## Manager's Review

### Realisations in the year ended 31 December 2025

Company	Detail	Accounting cost at date of disposal £	Proceeds <sup>1</sup> £	Realised gain/(loss) £	Valuation at 31 December 2024 £
Hospital Services Group Limited <sup>2</sup>	Full disposal	1,200,000	8,787,773	7,587,773	9,272,696
Biotherapy Services Limited	Full disposal	2,250,000	—	(2,250,000)	—
Vio Healthtech Limited	Full disposal	689,928	—	(689,928)	—
Positive Response Corporation Ltd	Loan repayment	100,000	100,000	—	100,000
<b>Total disposals</b>		<b>4,239,928</b>	<b>8,887,773</b>	<b>4,647,845</b>	<b>9,372,696</b>

1. Proceeds on exit excluding interest, dividends and exit fees where applicable.
2. Excludes £0.2 million of deferred consideration recognised within debtors as at 31 December 2025.



## Manager's Review

### Pipeline

At 31 December 2025, the Company had cash reserves of £35 million, which will be used to fund new and follow-on investments, buybacks, dividends and corporate expenditure. We are seeing a strong pipeline of new opportunities, with several opportunities in due diligence or in exclusivity stages, with further deal completions expected to be announced in the months to follow.

Despite falling inflation and interest rates, debt remains expensive by recent standards and the Bank of England has not reduced interest rates at the speed expected. At the global level, uncertainty remains with the Russia-Ukraine conflict ongoing, a new widespread conflict in the Middle East and ongoing tensions between China and the West. These conflicts are likely to disrupt supply chains and create volatility in the medium term. These conditions make equity investment attractive for SMEs, wishing to strengthen their balance sheets and manage uncertainty.

We continue to see an attractive pipeline of opportunities and do not see this changing in the medium term. The Company is able to access these opportunities through its wide and proprietary network across the country, delivered by its network of regional offices. We consider the Company's strategy to be well suited to market volatility, due to its balanced mix of companies across sectors and stages, experienced investment team and network of high-quality non-executives.

### Post year-end activity



#### Resi Design Limited

In January 2026, the Company made a £0.7 million follow-on investment into Resi Design, a technology-enabled architectural business that manages structural home improvement projects from concept through to planning, design, build and sign-off. This latest investment is expected to support the refreshed management team in implementing an improved business plan.



#### Fourth Wall Creative Limited

In February 2026, the Company completed a £1.1 million follow-on investment into Fourth Wall Creative to support the continued growth of the business. For further details on Fourth Wall Creative, please see page 18.



#### Evolve Dynamics Limited

In February 2026, the Company completed a £0.3 million follow-on investment into Evolve Dynamics Limited ("Evolve"). The investment will support the company's working capital and research and development initiatives as the business continues to target both private and public sector contracts. Evolve develops and manufactures Unmanned Aircraft Systems and, since investment, it has developed and begun to commercialise two new systems.



#### SAMP Technology Holdings Limited

In February 2026, the Company invested £2.0 million into SAMP Technology Holdings, a technical engineering consultancy with a bespoke asset performance management and risk analysis software platform. The platform enables customers to plan predictive and preventative maintenance events, reducing plant stoppages, extending useful lives and improving returns. The investment will help scale the business and aid in a software platform rollout.



#### Sprintroom Limited

In February 2026, the Company completed a £0.4 million follow-on investment into Sprintroom, which trades as Sprint Electric. The business designs and manufactures drives for controlling electric motors in light and heavy industrial applications, as well as recovering and reusing otherwise lost energy. The investment will be used to drive continued revenue growth and develop further iterations of the new product range.

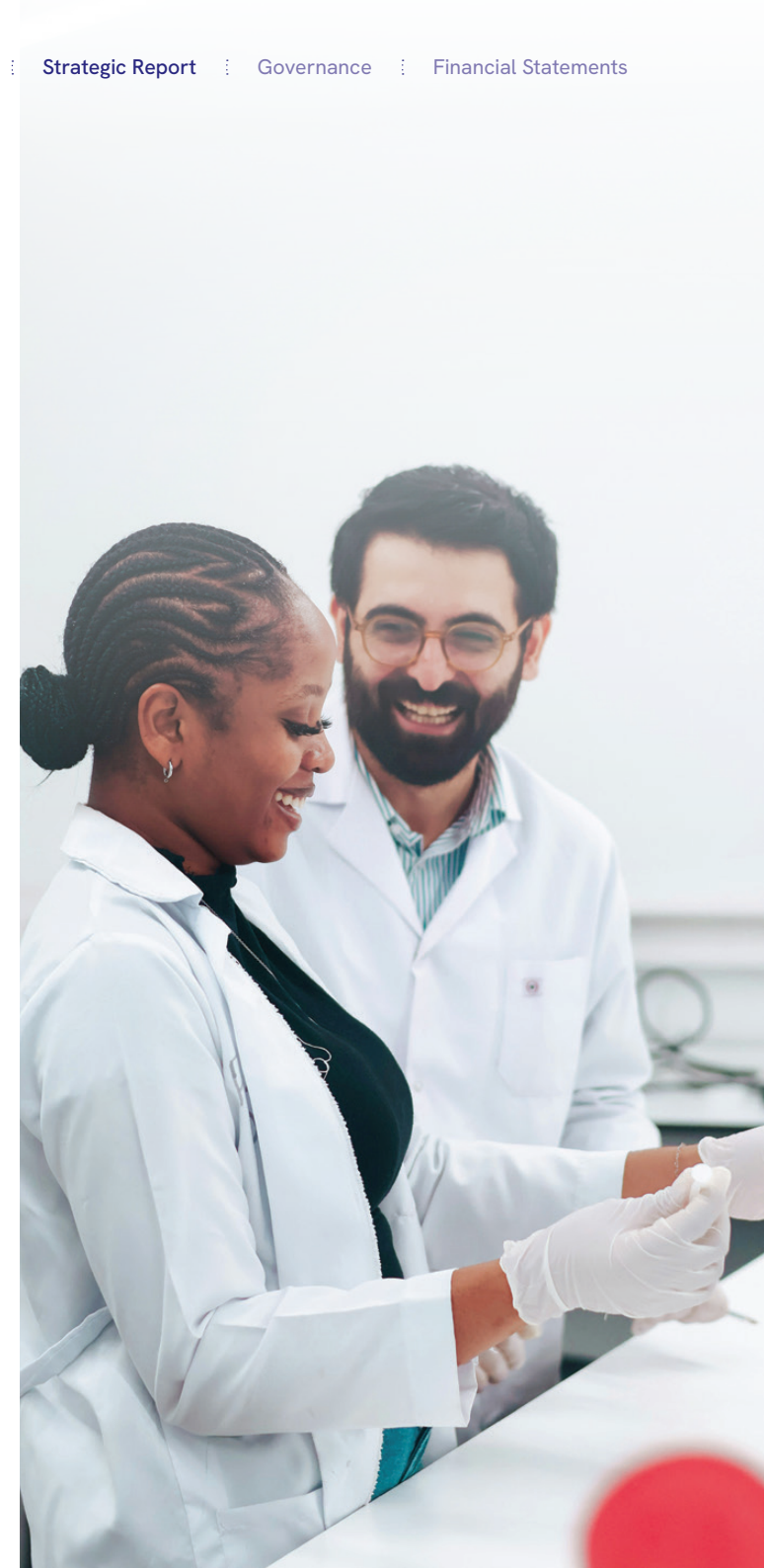
## Manager's Review

### Key portfolio developments

Material changes in valuation, defined as increasing or decreasing by £1.0 million or more since 31 December 2024, are detailed below. Updates on these companies are included below, in the Post year-end activity section on page 23, or in the Top Ten Investments section on pages 29 to 33.

### Key valuation changes in the year

Company	Valuation methodology	Net movement £
NorthWest EHealth Limited	Discounted revenue multiple	2,694,246
Hexarad Group Limited	Discounted revenue multiple	1,672,650
Aerospace Tooling Corporation Limited	Discounted earnings multiple	1,528,509
Mizaic Ltd	Discounted revenue multiple	1,189,861
TLS Holdco Limited	Net assets	(1,200,781)
Fourth Wall Creative Limited	Discounted revenue multiple	(1,685,981)
Rovco Limited	Nil value	(2,033,874)



## Manager's Review

### Key portfolio developments



#### Aerospace Tooling Corporation Limited

Aerospace Tooling Corporation Limited ("ATL") provides specialist inspection, maintenance, repair and overhaul ("MRO") services for components in high-specification aerospace and industrial turbine engines. A core focus for ATL is in "legacy" components and engines that are still in widespread use but have ceased production and do not have easily available spare parts. The company also provides services on a wide range of "in production" turbines, providing a cost-effective alternative to expensive replacement parts.

#### 31 December 2025 update

Throughout 2025, ATL implemented a series of cost-reduction measures, enhanced quality and operational efficiency on the factory floor, and introduced significant price increases across its customer base. These actions collectively enabled the business to return to profitability. The company also invested heavily in new CAPEX, which secured a major new order. We remain supportive of the business as it continues to grow its customer base and expand its service offering.



#### Mizaic Ltd

Mizaic has developed MediViewer, an electronic document management solution ("EDMS") for healthcare providers. Mizaic helps digitise and provide a single interface to provide easy access to archived, paper-based patient records and is supporting the transition to a paperless NHS.

#### 31 December 2025 update

Across 2025, Mizaic has continued to grow its core business, onboarding additional NHS trusts during the year on to the MediViewer platform and growing underlying ARR. Mizaic completed the acquisition of an early-stage, two-person AI healthcare company in October, which adds a new workflow offering to Mizaic's product suite.



#### Rovco Limited

Rovco, trading as Beam, was established in 2015 by CEO Brian Allen as a provider of subsea infrastructure surveying services, primarily for offshore wind.

#### 31 December 2025 update

Despite positive interest from investors in a large growth funding round at the beginning of 2025, this failed to materialise, leaving the company insolvent. As such, after thoroughly exploring all options, the directors resolved to put the company into administration at the end of April 2025.

## Manager's Review

### Outlook

2025 was another year of measured recovery in the UK economy, although global volatility remains given the geopolitical environment. Inflation remained at historically normalised levels, with the CPI index rising by 3.2% in the year. This trend led to several interest rate reductions by the Bank of England over the course of the year, totalling 1% and resulting in a base rate of 3.75%. UK GDP growth was estimated at 1.3%, an improvement on 2024, which was low by global standards but in line with other mature economies. Fourth-quarter GDP growth was 0.1%, so momentum is limited heading into 2026.

UK GDP performance is expected to be the second strongest in the G7 according to the IMF after the US, where growth is underpinned by investment in AI among other factors. However, inflation remains high compared with other countries. The FTSE 100 performed strongly in 2025, rising by 24%, outstripping growth seen by other developed stock markets, such as the S&P 500. This strong performance has been attributed to robust earnings and dividends and continued overseas interest in UK assets. This trend has continued so far in 2026 with improving economic conditions, whilst other tech-heavy indices have suffered from the higher volatility experienced in those sectors. CPI growth in January fell further to 3.0%.

At the macro level, volatility and uncertainty remain. The geopolitical landscape remains strained, with the Russia-Ukraine conflict entering its fifth year and a new conflict erupting in the Middle East, as well as continuing tensions between the West and China. Further widespread tariffs have recently been imposed by the US under the current administration. The narrative around global investment in AI and the impact this may have on the labour market is driving further volatility in markets.

There is room for some optimism, however, as the UK continues to be a global leader in key sectors such as technology, life sciences and financial services. The UK has a strong culture of innovation, driven by leading universities and attracting top global talent. There is a strong and established network of support for growing young companies, and world-class universities continue to nurture exciting spin-outs. Multinationals continue to see the UK as an attractive place to invest and grow their businesses, and the anticipated increase in the capital gains tax rate did not materialise. While the UK government has delivered sharp tax rises, many of which have impacted SMEs, the expectation is that tax rises for the remainder of this government should be modest.

2025 represented the strongest year for M&A in the UK since the pandemic. Despite the performance of the FTSE 100, valuations of UK companies generally lag behind those of US and European counterparts, making them attractive targets for international acquisition. This makes the UK an attractive place to invest, with well-trodden exit routes to US and European buyers a feature of the market.

The Company has continued its strong recent exit track record with the sale of Hospital Services Group to a trade buyer, generating 8.2x money. The exits of Biotherapy Services and Vio Healthtech, conversely, show the risk inherent in making early-stage investments. These exits allowed the Company to return material value to Shareholders in the year, paying dividends of 5.9p per share. This represents a dividend yield of an attractive 12.6%, exceeding the Company's target. Overall NAV return was 2.2%, with the Company returning most of the realised gains made in the year to Shareholders. The Company retains a portfolio that is well balanced across sectors and stages, with some companies delivering strong profitability, whilst other earlier-stage investments continue to display strong growth.

We continue to work closely with portfolio companies to manage leverage and navigate the various challenges posed by external factors.

2026 was forecast to demonstrate marginal improvements across several fronts, with a slightly improved GDP forecast, lower inflation and consequently lower interest rates. However, the emergence of the Iran-US war and subsequent oil price shock seems likely to drive inflation interest rates upwards, reduce consumer and business confidence and potentially push the UK into recession. That said, the UK is an attractively valued market compared to certain other countries.

We are reasonably pleased with the performance in the year, with the Company navigating the economic and geopolitical uncertainty well, particularly with the strong realisation of Hospital Services Group. The Company's strong performance over the medium and long term has maintained its position in the VCT market, enabling a highly successful fundraise which will provide further capital to continue our track record of delivering value from investments and supporting portfolio companies. The portfolio remains diversified and resilient to macroeconomic headwinds, supported by a collaborative, hands-on approach from Foresight Group.

**James Livingston**  
on behalf of Foresight Group LLP  
Co-Head of Private Equity

21 April 2026

# Case Study

## Professionals At Play Ltd

Founded in Leeds by two brothers in 2013, Professionals At Play ("PAP") is an operator of competitive socialising bars (Roxy Ball Room and Roxy Lanes) and family-friendly bowling venues (King Pins and Star Pins) across the UK. The venues offer a range of entertainment facilities including pool tables, ping-pong, bowling, shuffleboard, mini golf, arcade gaming and karaoke, along with high-quality food and drink options.

Since investment, the company has expanded from eight venues across four Northern English cities to now boasting 28 sites across the UK, including successful expansion into London, Scotland, and most recently, Northern Ireland. Recent rollout has focused on the family-friendly King Pins and Star Pins, sites with seven opening across the past 18 months.

PAP was awarded "Multi Site Operator of the Year" at the Competitive Socialising Awards 2024 and the founders, Matt and Ben Jones, were awarded the "Special Achievement Award" by the Northern Restaurant & Bar Hospitality Power List in 2024.

### Professionals At Play key facts

Name	Professionals At Play Ltd
Location	Leeds
Website	<a href="http://www.professionalsatplay.co.uk">www.professionalsatplay.co.uk</a>
Stage	Income stage

### Key insights



Consumer

December 2019

Initial investment date

£2.5m

Foresight Enterprise VCT  
plc commitment

£9.5m

Total investment by funds managed  
by the Manager (including £2.5 million  
by Foresight VCT plc)

# Case Study

## Loopr Ltd

Loopr Ltd, trading as "Looper", provides advertising data analytics to film and TV content distributors and video-on-demand ("VoD") streaming services. In a laboratory setting, similar to a data centre, the company uses a combined hardware and software solution to analyse the content advertised across connected devices, including smart TVs, set-top boxes and games consoles.

Looper's products have two key functions: accuracy and comparative analysis. For the former, Looper's technology confirms if advertising platforms are displaying the correct artwork and content at the right time and in the right places. This allows Looper's customers to hold advertising platforms accountable and facilitates any correction of errors rapidly, which can commonly occur. The latter function allows for customers to utilise their advertising budget as efficiently as possible by tracking various things, such as the total share of prime locations purchased by the platform.

At the time of investment, Looper already had large contracts with international players and has a proven track record of rapidly scaling engagements. Growth is focused on both the acquisition of new customers and continued upselling. Near-term goals include growing the new sports product and deepening relationships with regulators.

### Looper key facts

Name	Loopr Ltd
Location	London
Website	<a href="http://www.looperinsights.com">www.looperinsights.com</a>
Stage	Growth stage

### Key insights



Technology

September 2023

Initial investment date

£3.3m

Foresight Enterprise VCT plc commitment

£6.5m

Total investment by funds managed by the Manager (including £3.2 million by Foresight VCT plc)



# Top Ten Investments

By value as at 31 December 2025

## 1. Hexarad Group Limited



London	www.hexarad.com
Sector	Healthcare

Hexarad is a teleradiology company, supporting NHS and private healthcare providers with access to a diversified pool of radiologists to provide fast, accurate diagnoses and enable more timely and higher-quality patient care.

### 31 December 2025 update

2025 was another year of impressive growth for Hexarad. There continues to be a growing structural requirement for radiologist resource to address patient waiting lists, and Hexarad has added several new NHS and other customers as a result of its clinically led approach and proprietary technology platform. The radiology industry is evolving quickly with the development of machine learning tools, and Hexarad is investing in this capability to continue delivering its mission of better, faster diagnosis for patients.

Initial investment	June 2021
Amount invested (£)	2,300,034
Accounting cost (£)	2,300,034
Valuation (£)	8,028,921
Basis of valuation	Discounted revenue multiple
Equity held (%)	11.2%
Income received in the year (£)	—
Cash returned up to 31 December 2025 (£)	—

£'000	Year ended 30 June 2025	Year ended 30 June 2024
Sales	n/a	n/a
Profit before tax	n/a	n/a
Retained profit	n/a	n/a
Net assets	11,287	9,720

## Portfolio

For the investments below held by Foresight 3 VCT plc ("F3") pre-merger on 22 June 2017, the amount invested refers to the initial amount invested by F3 and the Company. The accounting cost includes both the initial investment by both companies and also the valuation of the F3 investment at the point it was transferred to the Company.

## 2. NorthWest EHealth Limited



Manchester	www.nweh.co.uk
Sector	Healthcare

NorthWest EHealth ("NWEH") provides software and services to the clinical trial market for the design, recruitment, feasibility analysis and delivery of real-world trials. NWEH's solutions are an alternative to traditional clinical trials, utilising real-world data such as electronic patient records to undertake trial activity.

### 31 December 2025 update

NWEH added a major customer in the year and is busy ramping up delivering of this new project, as well as other existing contracts. The progress demonstrates the attractiveness of NWEH's FarSite and Conexon products, and NWEH is investing in sales and marketing resource to accelerate commercial ramp-up and growth.

Initial investment	June 2021
Amount invested (£)	5,999,999
Accounting cost (£)	5,999,999
Valuation (£)	7,147,589
Basis of valuation	Discounted revenue multiple
Equity held (%)	38.5%
Income received in the year (£)	—
Cash returned up to 31 December 2025 (£)	—

£'000	Year ended 31 December 2024	Year ended 31 December 2023
Sales	1,734	5,763
Loss before tax	(4,856)	(3,249)
Retained loss	(4,644)	(2,969)
Net (liabilities)/assets	(3,040)	1,604

## Top Ten Investments

By value as at 31 December 2025

### 3. TLS Holdco Limited



Leicestershire	www.truelens.co.uk
Sector	Other

True Lens Services ("TLS") is a specialist provider of lens manufacturing, refurbishment and servicing to the film and television markets.

#### 31 December 2025 update

Having worked through its order book and materially reduced the lead time on new orders during 2024, the company has spent 2025 investing in product design and sales and marketing. As a result, 2025 is considered a transition year, with trading performance lower than in 2024. TLS also made a strategic decision to build for stock and develop a distribution infrastructure during 2025, an important step to support future growth.

Initial investment	December 2015	
Amount invested (£)	100	
Accounting cost (£)	100	
Valuation (£)	6,782,475	
Basis of valuation	Net assets	
Equity held (%)	42.5%	
Income received in the year (£)	—	
Cash returned up to 31 December 2025 (£)	—	

£'000	Year ended 31 December 2024	Year ended 31 December 2023
Sales	—	—
Profit before tax	3,137	1,270
Retained profit	2,353	953
Net assets	7,014	4,661

### 4. Professionals At Play Ltd



Manchester	www.roxyleisure.co.uk
Sector	Consumer & Leisure

Professionals At Play (formerly known as Roxy Leisure) is a games bar group with venues across the UK. It offers a range of entertainment facilities including pool tables, ping-pong, bowling, shuffleboard, mini golf, arcade games and karaoke.

#### 31 December 2025 update

Professionals At Play generated another year of strong growth in 2025, opening five new venues, including four King Pins sites in Glasgow, Leeds, Bristol and Belfast. The King Pins venue layout continues to perform strongly. Roxy Ball Room entered the London market in 2025 with its St Mary Axe Ball Room site, which has become the highest-earning site across the group. Further sites are planned in 2026 in London, Dublin and Glasgow. Professionals at Play continues to deliver strong site-level profits across its estate, despite challenging trading conditions and increasing labour rates, underlining the strength of the company's operating model.

Initial investment	December 2019	
Amount invested (£)	2,500,000	
Accounting cost (£)	2,500,000	
Valuation (£)	6,023,996	
Basis of valuation	Discounted earnings multiple	
Equity held (%)	5.6%	
Income received in the year (£)	—	
Cash returned up to 31 December 2025 (£)	58,340	

£'000	52 weeks ended 29 December 2024	Year ended 31 December 2023
Sales	40,601	32,761
Profit before tax	1,641	2,036
Retained profit	907	1,185
Net assets	4,877	3,970

## Top Ten Investments

By value as at 31 December 2025

### 5. Spektrix Limited



London	www.spektrix.com
Sector	Technology, Media & Telecommunications

Spektrix is an enterprise software company, providing ticketing, CRM, marketing and fundraising software to venues in the performing arts sector, primarily across the UK, Canada and US.

#### 31 December 2025 update

Spektrix delivered continued growth in the year, primarily driven by strong subscription revenues in the US and Canada. The company expanded its international footprint, opening an office in Sydney, which is performing well. Spektrix continues to invest in long-term product development, launching additional technical functionality, as well as in its people.

Initial investment	December 2018	
Amount invested (£)	2,998,350	
Accounting cost (£)	2,267,477	
Valuation (£)	5,111,674	
Basis of valuation	Discounted revenue multiple	
Equity held (%)	5.0%	
Income received in the year (£)	—	
Cash returned up to 31 December 2025 (£)	942,380	

£'000	Year ended 31 December 2024	Year ended 31 December 2023
Sales	20,638	17,655
Loss before tax	(4,313)	(2,489)
Retained loss	(3,834)	(2,484)
Net assets	8,692	9,396

### 6. Red Flag Alert Technology Group Limited



Manchester	www.redflagalert.com
Sector	Technology, Media & Telecommunications

Red Flag Alert is a business intelligence platform with modular capabilities spanning compliance, prospecting, risk management and financial health assessments, which is sold into a growing corporate customer base.

#### 31 December 2025 update

Red Flag Alert has grown strongly in the year to 31 December 2025. ARR increased driven by an improvement in net revenue retention from existing customers as well as new business wins. The business continues to invest in the platform to drive competitive advantage.

Initial investment	March 2023	
Amount invested (£)	2,775,000	
Accounting cost (£)	2,775,000	
Valuation (£)	4,041,097	
Basis of valuation	Discounted revenue multiple	
Equity held (%)	15.0%	
Income received in the year (£)	—	
Cash returned up to 31 December 2025 (£)	—	

£'000	Year ended 31 March 2025	Year ended 31 March 2024
Sales	n/a	n/a
Profit before tax	n/a	n/a
Retained profit	n/a	n/a
Net liabilities	(2,707)	(2,772)

In accordance with Section 444 of the Companies Act 2006, a statement of income has not been delivered in the financial statements available on Companies House.

## Top Ten Investments

By value as at 31 December 2025

### 7. Strategic Software Applications Ltd



London	www.ruleguard.com
Sector	Technology, Media & Telecommunications

Trading as Ruleguard, Strategic Software Applications Ltd is a SaaS regulatory compliance platform for financial services institutions.

#### 31 December 2025 update

Ruleguard has made good progress during 2025, with a positive cadence in new customers being signed while maintaining churn at low levels. The Manager has helped support growth of the senior leadership team – during 2025 an experienced Finance Director and Head of Sales were recruited and are making a positive impact. Ruleguard is exploring increasing the use of AI, in its product development and features to help improve platform functionality.

Initial investment	August 2022
Amount invested (£)	2,874,994
Accounting cost (£)	2,874,994
Valuation (£)	3,979,449
Basis of valuation	Discounted revenue multiple
Equity held (%)	17.6%
Income received in the year (£)	7,962
Cash returned up to 31 December 2025 (£)	7,962

£'000	Year ended 31 March 2025	Year ended 31 March 2024
Sales	n/a	n/a
Profit before tax	n/a	n/a
Retained profit	n/a	n/a
Net assets	1,195	998

In accordance with Section 444 of the Companies Act 2006, a statement of income has not been delivered in the financial statements available on Companies House.

### 8. Fourth Wall Creative Limited



Wirral	www.fourthwallcreative.com
Sector	Business Services

Fourth Wall Creative provides fan engagement services to Premier League and Championship football clubs and other sporting organisations via its technology platforms. It also designs, sources and fulfils membership welcome packs and related products.

#### 31 December 2025 update

Fourth Wall Creative faced a challenging FY25 with the company experiencing significant delays and late amends to orders, partly due to changing sector rules associated with Financial Fair Play. Failure to convert technology revenues to timetable and cost inflation also contributed to poor financial performance and cash flow pressures. However, the underlying business proposition remains attractive and further investment was provided post period end. The business retains an impressive customer base and its technology platform addresses a growing need in the sector for clubs to increase their engagement with fans. The business is focused on returning to profitability and converting its pipeline of technology-related revenues.

Initial investment	April 2019
Amount invested (£)	3,600,000
Accounting cost (£)	3,600,000
Valuation (£)	3,805,871
Basis of valuation	Discounted revenue multiple
Equity held (%)	16.1%
Income received in the year (£)	—
Cash returned up to 31 December 2025 (£)	—

£'000	Year ended 30 September 2024	Year ended 30 September 2023
Sales	n/a	n/a
Profit before tax	n/a	n/a
Retained profit	n/a	n/a
Net assets	4,193	5,028

In accordance with Section 444 of the Companies Act 2006, a statement of income has not been delivered in the financial statements available on Companies House.

## Top Ten Investments

By value as at 31 December 2025

### 9. Biofortuna Limited



Deeside	www.biofortuna.com
Sector	Healthcare

Biofortuna, established in 2008, is a molecular diagnostics business based in the North West. Biofortuna has unique expertise in the development and manufacture of freeze-dried, stabilised assays. Biofortuna develops and contract-manufactures products on behalf of customers from the in vitro diagnostics and broader life sciences sector.

#### 31 December 2025 update

Over the 12 months to 31 December, the business delivered continued revenue growth, driven by strong customer demand and the expansion of its diagnostics and contract manufacturing activities. Performance reflected ongoing investment in capacity and integration activity, with profitability remaining broadly consistent year-on-year. The acquisition and successful integration of Cryoniss strengthened the group's service offering and contributed positively to operational performance.

Initial investment	March 2012	
Amount invested (£)	3,517,537	
Accounting cost (£)	3,517,537	
Valuation (£)	3,752,280	
Basis of valuation	Discounted revenue multiple	
Equity held (%)	45.0%	
Income received in the year (£)	—	
Cash returned up to 31 December 2025 (£)	997,040	

£'000	Year ended 31 March 2025	Year ended 31 March 2024
Sales	n/a	n/a
Profit before tax	n/a	n/a
Retained profit	n/a	n/a
Net assets	2,190	3,187

In accordance with Section 444 of the Companies Act 2006, a statement of income has not been delivered in the financial statements available on Companies House.

### 10. Loopr Ltd



London	www.looperinsights.com
Sector	Technology, Media & Telecommunications

Loopr (trading as "Looper Insights") is a company providing data analytics to content distributors and video-on-demand streaming services.

#### 31 December 2025 update





















Looper Insights continues to grow steadily by adding new customers and expanding existing contracts. Recent product development includes an expansion into live sporting events, which is seeing high demand across both the UK and US. Looper has few known competitors and the company is utilising AI to improve its efficiency and accuracy. Further funding is likely by the end of the second quarter of 2026 to support the cash runway and product development.

Initial investment	September 2023	
Amount invested (£)	3,250,001	
Accounting cost (£)	3,250,001	
Valuation (£)	3,662,762	
Basis of valuation	Price of last funding round	
Equity held (%)	9.9%	
Income received in the year (£)	—	
Cash returned up to 31 December 2025 (£)	—	

£'000	Year ended 31 December 2024	Year ended 31 December 2023
Sales	n/a	n/a
Profit before tax	n/a	n/a
Retained profit	n/a	n/a
Net assets	3,171	4,344

In accordance with Section 444 of the Companies Act 2006, a statement of income has not been delivered in the financial statements available on Companies House.

















# Portfolio Overview

Sector	Investment (by value)	Date of the first investment	Valuation methodology	31 December 2025		31 December 2024		Addition £	Disposal proceeds £	Net valuation movement £
				Accounting cost £	Valuation £	Accounting cost £	Valuation £			
	1 Hexarad Group Limited <sup>1</sup>	2021	Discounted revenue multiple	2,300,034	8,028,921	2,300,034	6,356,271	—	—	1,672,650
	2 NorthWest EHealth Limited <sup>1</sup>	2021	Discounted revenue multiple	5,999,999	7,147,589	5,499,999	3,953,343	500,000	—	2,694,246
	3 TLS Holdco Limited <sup>1</sup>	2015	Net assets	100	6,782,475	100	7,983,256	—	—	(1,200,781)
	4 Professionals At Play Ltd <sup>1</sup>	2019	Discounted earnings multiple	2,500,000	6,023,996	2,500,000	6,237,306	—	—	(213,310)
	5 Spektrix Limited <sup>1</sup>	2018	Discounted revenue multiple	2,267,477	5,111,674	2,267,477	4,966,190	—	—	145,484
	6 Red Flag Alert Technology Group Limited <sup>1</sup>	2023	Discounted revenue multiple	2,775,000	4,041,097	2,775,000	4,044,092	—	—	(2,995)
	7 Strategic Software Applications Ltd <sup>1</sup>	2022	Discounted revenue multiple	2,874,994	3,979,449	2,749,994	3,572,684	125,000	—	281,765
	8 Fourth Wall Creative Limited <sup>1</sup>	2019	Discounted revenue multiple	3,600,000	3,805,871	2,900,000	4,791,852	700,000	—	(1,685,981)
	9 Biofortuna Limited <sup>1</sup>	2012	Discounted revenue multiple	3,517,537	3,752,280	3,517,537	3,162,360	—	—	589,920
	10 Loopr Ltd <sup>1</sup>	2023	Price of last funding round	3,250,001	3,662,762	1,750,000	2,122,732	1,500,001	—	40,029
	11 Mizaic Ltd	2020	Discounted revenue multiple	2,400,000	3,575,205	2,400,000	2,385,344	—	—	1,189,861
	12 PH Realisations 2020 Limited	2013	Discounted earnings multiple	2,162,929	3,446,497	2,162,929	3,446,497	—	—	—
	13 Titania Group Limited	2020	Discounted revenue multiple	1,250,000	3,428,593	1,250,000	2,860,695	—	—	567,898
	14 HomeLink Healthcare Limited	2022	Price of last funding round	2,956,983	3,379,619	2,075,047	2,938,219	881,936	—	(440,536)
	15 Clubspark Group Ltd	2019	Discounted revenue multiple	2,460,000	3,292,783	2,460,000	3,430,322	—	—	(137,539)
	16 Ten Health Holdings Limited	2019	Discounted revenue multiple	3,000,000	3,240,310	2,400,000	3,142,076	600,000	—	(501,766)
	17 Family Adventures Group Ltd	2024	Price of last funding round	2,500,000	2,764,839	2,500,000	2,500,000	—	—	264,839
	18 Evolve Dynamics Limited	2024	Price of last funding round	2,624,999	2,625,185	1,999,999	1,999,999	625,000	—	186
	19 Lepide Group Holding Company Ltd	2024	Discounted revenue multiple	1,958,916	2,378,109	1,958,916	1,958,916	—	—	419,193
	20 Firefish Software Ltd.	2023	Discounted revenue multiple	1,500,000	2,317,642	1,500,000	2,129,776	—	—	187,866

1. Top Ten Investments by value shown on pages 29 to 33.

Key:  Technology, Media & Telecommunications  Industrials & Manufacturing  Healthcare  Business Services  Consumer & Leisure  Other













## Portfolio Overview

Sector	Investment (by value)	Date of the first investment	Valuation methodology	31 December 2025		31 December 2024		Addition £	Disposal proceeds £	Net valuation movement £
				Accounting cost £	Valuation £	Accounting cost £	Valuation £			
 21	I-Mist Group Limited	2020	Discounted earnings multiple	1,614,500	2,309,005	1,614,500	2,045,350	—	—	263,655
 22	Resi Design Limited	2024	Price of last funding round	1,950,000	2,260,467	1,950,000	1,950,000	—	—	310,467
 23	Aerospace Tooling Corporation Limited	2013	Discounted earnings multiple	415,255	2,164,968	415,255	636,459	—	—	1,528,509
 24	Navitas Group Limited	2023	Discounted revenue multiple	1,594,276	2,079,739	1,500,000	1,717,868	94,276	—	267,595
 25	Itad (2015) Limited	2015	Discounted earnings multiple	1,371,726	1,890,516	1,371,726	2,120,887	—	—	(230,371)
 26	Positive Response Corporation Ltd	2014	Discounted revenue multiple	459,195	1,883,610	559,195	1,863,724	—	(100,000) <sup>1</sup>	119,886
 27	Sprintroom Limited	2023	Discounted revenue multiple	2,360,000	1,852,212	1,760,000	1,345,698	600,000	—	(93,486)
 28	Five Wealth Limited	2023	% of AUM	712,500	1,823,641	712,500	1,266,541	—	—	557,100
 29	EnterpriseJungle, Inc	2025	Cost	1,725,000	1,725,000	—	—	1,725,000	—	—
 30	Live Group Holdings Limited	2023	Discounted revenue multiple	1,400,002	1,717,410	1,400,002	882,173	—	—	835,237
 31	Newsflare Limited	2021	Discounted revenue multiple	2,000,000	1,515,249	2,000,000	1,032,698	—	—	482,551
 32	ABL Investments Limited	2015	Discounted earnings multiple	1,494,075	1,505,168	1,494,075	1,134,888	—	—	370,280
 33	Aircards Ltd	2025	Cost	1,500,000	1,500,000	—	—	1,500,000	—	—
 34	MyWay Digital Health Ltd	2025	Cost	1,500,000	1,500,000	—	—	1,500,000	—	—
 35	Ad Signal Limited	2025	Cost	1,499,998	1,499,998	—	—	1,499,998	—	—
 36	Steamforged Holdings Limited	2019	Discounted revenue multiple	1,600,000	1,472,277	1,600,000	1,476,316	—	—	(4,039)
 37	Iphigenie Limited	2015	Net assets	100	1,311,996	100	1,277,816	—	—	34,180
 38	Bloemteknik Limited	2025	Cost	950,000	950,000	—	—	950,000	—	—
 39	Asiaverify Limited	2025	Cost	749,997	749,997	—	—	749,997	—	—
 40	Copptech UK Limited	2022	Discounted revenue multiple	2,455,000	746,106	2,455,000	1,598,396	—	—	(852,290)

1. Loan repayment.

Key:  Technology, Media & Telecommunications  Industrials & Manufacturing  Healthcare  Business Services  Consumer & Leisure  Other

## Portfolio Overview

Sector	Investment (by value)	Date of the first investment	Valuation methodology	31 December 2025		31 December 2024		Addition £	Disposal proceeds £	Net valuation movement £
				Accounting cost £	Valuation £	Accounting cost £	Valuation £			
 41	Whitchurch PE 1 Limited	2014	Net assets	378,000	742,142	378,000	631,443	—	—	110,699
 42	Weduc Holdings Limited	2018	Price of last funding round	538,296	705,196	302,941	531,568	235,355	—	(61,727)
 43	Kognitiv Spark Inc	2023	VC method	1,179,972	682,529	1,000,000	928,750	179,972	—	(426,193)
 44	The KSL Clinic Limited	2023	Discounted earnings multiple	1,000,000	509,469	1,000,000	295,608	—	—	213,861
 45	Cole Henry PE 2 Limited	2014	Net assets	200,000	454,521	200,000	355,467	—	—	99,054
 46	Kingsclere PE 3 Limited	2014	Net assets	100,000	295,605	100,000	202,066	—	—	93,539
 47	Sindicatum Carbon Capital Limited	2007	Nil value	544,538	—	544,538	—	—	—	—
 48	Rovco Limited	2019	Nil value	1,476,880	—	1,476,880	2,033,874	—	—	(2,033,874)
 49	Additive Manufacturing Technologies Ltd	2021	Nil value	1,833,018	—	1,833,018	528,093	—	—	(528,093)
 50	Biotherapy Services Limited	2019	Sold	—	—	2,250,000	—	—	—	—
 51	Hospital Services Group Limited	2015	Sold	—	—	1,200,000	9,272,696	—	(8,787,773)	(484,923)
 52	Vio Healthtech Limited	2018	Sold	—	—	689,928	—	—	—	—
				<b>86,501,297</b>	<b>118,631,717</b>	<b>76,774,690</b>	<b>109,110,309</b>	<b>13,966,535</b>	<b>(8,887,773)</b>	<b>4,442,646</b>

# About the Manager

The Company has appointed Foresight Group LLP (the “Manager”) to provide investment management and administration services. The Manager is a leading private equity and infrastructure investment manager with its parent company, Foresight Group Holdings Limited, listed on the London Stock Exchange. The Manager prefers to take a lead role in the companies in which it invests. Larger investments may be syndicated with other investing institutions, or strategic partners with similar investment criteria.

In considering a prospective investment in a company, particular regard will be paid to:

- Evidence of high-margin products or services capable of addressing fast-growing markets
- The company’s ability to sustain a competitive advantage
- The strength of the management team
- The existence of proprietary technology
- The company’s prospects of being sold within five years

The growing private equity investment team of over 60 is proactive and hands-on, with a focus on investing up to £10 million in UK growth companies across a broad range of sectors.

The team, based out of offices in London, Manchester, Nottingham, Edinburgh, Cambridge, Cardiff, Leeds, Dublin, Belfast and Newcastle, with smaller satellite offices in Leicester and Milton Keynes, searches for investment opportunities across the whole of the UK. Three additional offices in Bristol, Sheffield and Exeter were also opened in 2025.



James Livingston

## Partner and Co-Head of Private Equity

James joined Foresight Group in 2007 from Deloitte’s strategy consulting team. James has 20 years of experience and is a member of the Investment Committee and the Executive Committee. Alongside Matt Smith, James manages the private equity team. During his time at Foresight Group, James has led numerous successful transactions, including growth and replacement capital transactions. James holds a master’s degree in natural sciences and management studies from Cambridge University, as well as the CIMA Advanced Diploma in Management Accounting.



Matt Smith

## Partner and Co-Head of Private Equity

Matt joined Foresight Group in 2010 from Rothschild, where he spent six years advising companies in a range of sectors on a variety of transaction types. Matt has 20 years of experience and is a member of the Investment Committee and the Executive Committee. Alongside James Livingston, Matt manages the private equity team. He has a particular focus on ESG considerations and has helped develop Foresight Group’s approach. Matt graduated from Oxford University with a master’s degree in biological sciences and a postgraduate degree in physiology.



Claire Alvarez

## Partner

Claire joined Foresight Group’s Manchester office in 2016 from Deloitte, where she focused on transaction and restructuring services across a range of corporate finance assignments. Claire provides ongoing strategic and financial support to existing portfolio companies, as well as wider management across the private equity team, including a particular focus on origination of transactions. Claire has led on a number of investments for both the VCTs and Foresight Group’s institutional funds. Claire holds an MBA from Manchester Business School as well as a Corporate Finance Certificate from the Chartered Institute for Securities & Investment. She also holds a degree in management from Lancaster University.

## About the Manager

### Management

In 2025, the Manager won several awards including “VCT – Investment Company of the Year” at the Investment Company of the Year Awards. The firm also won “Sub £10m Deal of the Year” at the Northern Ireland Dealmaker Awards for Kingsbridge and “Private Equity, SME Deal of the Year” at the Finance Dublin Awards for Scorebuddy. Regionally, the Manager was recognised as “Early-Stage Investment Team of the Year” by the South West Rainmakers and secured “Investment Business of the Year” at the East Midlands Business Awards for Lightbulb Credit.

Alongside this, a double win at the East Midlands Rainmakers Awards: winning “Early-Stage Investment Team of the Year” and “Medium Deal of the Year (£10m-£50m)” for the sale of 200 Degrees to Caffè Nero.

The Manager has also been shortlisted for several awards across the UK and Ireland. These include “PE Deal of the Year” at the Northern Ireland Dealmaker Awards for TES Group, “Early-Stage Investment Team” at the West Midlands Rainmakers and “Private Equity Deal of the Year” at the Wales Insider Dealmakers for Nisien.AI.

For the South West Rainmakers Awards, the Manager was shortlisted for “Small Deal of the Year (up to £10m)” for Zero Point Motion and “VC/PE Team of the Year”. The firm was also shortlisted for “Equity Funder of the Year” at the Yorkshire Insider Awards and for the “EISA Impact Award”.

Prior to 2025, the Manager won “Small Buyout House of the Year” and “ESG Deal of the Year” for its ABL Health exit at the Mergermarket British Private Equity Awards 2024. Additionally, the Manager won “Best BR Manager (Unlisted)” and “ESG Champion of the Year” at the Growth Investor Awards 2024. The Manager won the “EISA Impact Award” at the EISA Awards 2024. Further, the Manager won “Small Buyout House of the Year” at the Unquote British Private Equity Awards 2024. The Manager was Runner Up for the “Most Innovative ESG Initiative” at the ESG Investing Awards 2024 and was highly commended for Investment Week’s “VCT Generalist” award. Claire Alvarez, a Partner in the Manager’s private equity team, won the “Finance Leader” award at the North West Leadership Awards. Further, the Manager won “Deal of the Year (Sub £10m)” at the Central and East of England Insiders Awards 2024 for its investment into Cambrionix.

The Manager’s sustainability efforts were further recognised over the year, earning it the “Most Sustainable SME Investment Management Company” at the Wealth and Finance International Awards, the “SME Equity Award” for the AIB Foresight SME Impact Limited Partnership at the Finance Dublin Deals of the Year Awards and a listing in Real Deals Future 40 ESG Innovators.

Since inception, the Manager has worked intensively to invest in, manage and realise a large number of investments. The team completes a considerable number of new deals and exits each year and supports investee companies pursuing various different strategies, including organic growth, buy & build and turnarounds. The team combines executives from varying backgrounds across corporate finance, consulting, accounting and the private equity sector.

This team has extensive investment experience and combines investors’ capital and its own expertise with the intention of creating long-term Shareholder value and generating attractive returns for Shareholders.




















The Manager has an active and direct portfolio management approach, typically taking a non-executive directorship position on each investee company board. The Foresight Investor Director will influence, support and, where necessary, strengthen or change management, in order to protect and build Shareholder value. This hands-on role involves regular dialogue with the executive and non-executive team on growth, markets, strategy, products and tactics, and a continuous evaluation of the performance of the team as a whole. For investments by Foresight VCT and Foresight Enterprise VCT, the Manager will typically negotiate the right to appoint a senior industry expert as chair.

The Manager works particularly closely with the investee companies in the following areas:






















- Definition and review of strategy and its implementation
- Recruitment and incentivisation of key management and board members
- Planning for growth, international expansion and new product/service introduction
- Fundraising from banks and other external sources
- Proactive monitoring
- Merger, acquisition and exit planning
- ESG compliance

# Co-Investments

Co-investments have been made by other funds that the Manager advises and manages, as follows:





Sector	Investment	Foresight Enterprise VCT Accounting cost £	Foresight VCT Accounting cost £	Accounting cost of other funds managed by the Manager £	Total equity of funds managed by the Manager %
	ABL Investments Limited	1,494,075	2,750,000	—	57.3
	Ad Signal Limited	1,499,998	1,485,147	—	27.8
	Aerospace Tooling Corporation Limited	415,255	150,000	—	83.4
	Aircards Ltd	1,500,000	1,485,149	—	30.0
	Asiaverify Limited	749,997	742,572	—	14.1
	Biofortuna Limited	3,517,537	1,172,516	—	59.8
	Bloemteknik Limited	950,000	940,596	600,000	17.6
	Clubspark Group Ltd	2,460,000	3,647,174	—	35.5
	Cole Henry PE 2 Limited	200,000	100,000	—	50.0
	Copptech UK Limited	2,455,000	2,430,694	—	25.0
	EnterpriseJungle, Inc	1,725,000	1,707,921	1,500,000	18.9
	Evolve Dynamics Limited	2,624,999	2,599,014	—	21.3
	Family Adventures Group Ltd	2,500,000	2,475,274	5,250,000	46.6
	Firefish Software Ltd.	1,500,000	1,485,148	1,000,000	26.3
	Five Wealth Limited	712,500	705,445	5,275,000	51.7
	Fourth Wall Creative Limited	3,600,000	5,331,903	—	40.3
	Hexarad Group Limited	2,300,034	2,277,250	—	22.3
	HomeLink Healthcare Limited	2,956,983	2,927,713	—	34.6
	I-Mist Group Limited	1,614,500	1,598,515	1,271,000	39.7

## Co-Investments

Sector	Investment	Foresight Enterprise VCT Accounting cost £	Foresight VCT Accounting cost £	Accounting cost of other funds managed by the Manager £	Total equity of funds managed by the Manager %
	Itad (2015) Limited	1,371,726	2,750,000	—	35.0
	Kingsclere PE 3 Limited	100,000	100,000	—	50.0
	Kognitiv Spark Inc	1,179,972	1,168,289	3,827,622	22.8
	Lepide Group Holding Company Ltd	1,958,916	1,939,520	—	32.1
	Live Group Holdings Limited	1,400,002	1,386,135	—	35.0
	Loopr Ltd	3,250,001	3,217,823	—	19.7
	Mizaic Ltd	2,400,000	2,376,238	—	24.4
	MyWay Digital Health Ltd	1,500,000	1,485,149	—	20.0
	Navitas Group Limited	1,594,276	1,578,489	4,581,448	69.4
	Newsflare Limited	2,000,000	1,980,198	—	16.2
	NorthWest EHealth Limited	5,999,999	5,940,594	—	77.0
	PH Realisations 2020 Limited	2,162,929	1,664,893	1,000,000	85.0
	Positive Response Corporation Ltd	459,195	450,000	—	63.9
	Professionals At Play Ltd	2,500,000	2,467,933	4,500,000	27.9
	Red Flag Alert Technology Group Limited	2,775,000	2,747,544	—	29.9
	Resi Design Limited	1,950,000	1,930,693	—	19.2
	Spektrix Limited	2,267,477	5,204,440	—	16.8
	Sprintroom Limited	2,360,000	2,336,634	1,180,000	38.4
	Steamforged Holdings Limited	1,600,000	2,364,532	1,000,000	31.9
	Strategic Software Applications Ltd	2,874,994	2,846,535	—	35.2
	Ten Health Holdings Limited	3,000,000	4,443,740	—	61.2

Key:  Technology, Media & Telecommunications  Industrials & Manufacturing  Healthcare  Business Services  Consumer & Leisure  Other

## Co-Investments

Sector	Investment	Foresight Enterprise VCT Accounting cost £	Foresight VCT Accounting cost £	Accounting cost of other funds managed by the Manager £	Total equity of funds managed by the Manager %
	The KSL Clinic Limited	1,000,000	990,099	6,750,000	73.5
	Titania Group Limited	1,250,000	1,237,624	—	16.7
	Weduc Holdings Limited	538,296	1,234,985	223,061	48.5
	Whitchurch PE 1 Limited	378,000	100,000	—	50.0

Companies valued at £nil have been excluded from the table above.

Where the Manager controls over 50% of an investment by virtue of its discretionary management of one or more funds under management, decisions either have to be taken by the individual boards of the shareholding companies in respect of their individual holdings or voting is limited to 50%.

# Stakeholders and s.172

Directors' duty to promote the success of the Company

The Board of Directors consider, both individually and together, that they have acted in a way they consider, in good faith, is likely to promote the success of the Company for the benefit of its members as a whole in the decisions taken during the year.

This report sets out how the Directors have had regard to promoting the success of the Company for the benefit of its stakeholders as a whole and, in making their decisions, have had regard to s.172 of the Companies Act 2006, namely:

- The likely consequences of any decision in the long term
- The interests of the Company's employees
- The need to foster the Company's business relationships with suppliers, customers and others
- The impact of the Company's operations on the community and the environment
- The desirability of the Company maintaining a reputation for high standards of business conduct
- The need to act fairly between members of the Company

## The Board

The Board has adopted the 2024 AIC Code of Corporate Governance, which provides the framework for the Company's governance arrangements.

As an externally managed VCT, the Board has delegated the day-to-day management of the Company to the Manager. The Manager is responsible for the Company's administration, accounting and company secretarial services, and for overseeing relationships with the Company's key service providers, including the registrar, broker and VCT status adviser.

To support Directors in discharging their duties effectively, each Director receives a comprehensive induction upon appointment to the Board. This induction covers the key regulatory, legal and governance responsibilities of a director of a UK public limited company and is reinforced through the Company's subscription offer process.

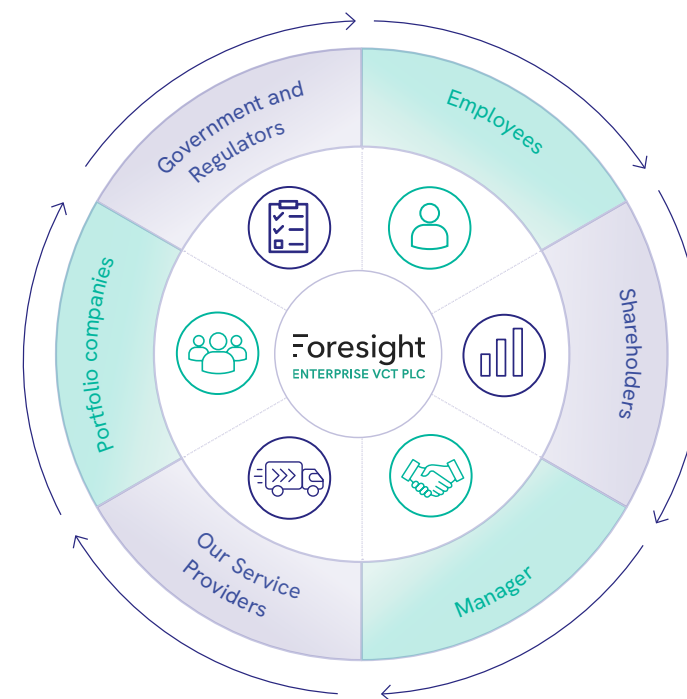
Directors have ongoing access to the advice and support of the Company Secretary and, where appropriate, may seek independent professional advice at the Company's expense.

## Long-term strategic considerations

The Board gives careful consideration to the long-term consequences of its decisions in order to support the sustainable growth and success of the Company. This includes assessing potential risks and opportunities and their impact on the Company's financial position, market standing, VCT status and key stakeholder relationships over time.

By adopting a forward-looking approach, the Board seeks to make decisions that not only deliver near-term performance but also strengthen the Company's resilience and adaptability in a changing environment. This approach underpins the Company's long-term viability and supports the delivery of its key objectives for Shareholders and other stakeholders.

During the year, the Board took a number of key decisions relating to the Company's strategy, oversight of the Manager, and its risk and control framework. These decisions were informed by stakeholder engagement and Board challenge and were considered by the Directors to be important in promoting the long-term success of the Company for the benefit of Shareholders as a whole.



## Stakeholders and s.172

### Directors' duty to promote the success of the Company

#### Strategic oversight and key decisions

During the year, the Board reviewed the Company's strategy and approach to oversight in light of the evolving regulatory and economic environment, including the introduction of enhanced internal control effectiveness requirements under the AIC Code. Following this review, the Board enhanced its oversight of risk, recognising the importance of a clear and robust risk framework in supporting effective decision-making, capital allocation and long-term resilience.

#### Risk management and internal controls

During the year, the Board decided to enhance its oversight of the Company's principal risks and the effectiveness of the associated controls. As part of this decision, the Board undertook regular, in-depth sessions with the Manager's dedicated risk team to review and evaluate key risks and controls, ensuring that they remain relevant, effective and fit for purpose as the Company and its portfolio evolve.

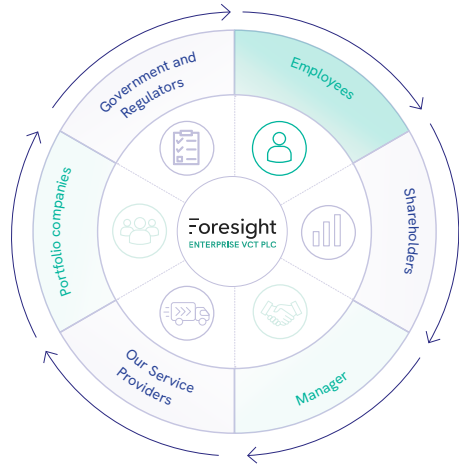
The Board also considered the long-term implications of these decisions, including the importance of maintaining a robust control environment to support sustainable performance and protect Shareholder value. This approach has strengthened the Board's understanding of the Company's risk profile and has improved the quality of information and assurance received from the Manager.

These actions also support the Board's ongoing preparation for the enhanced internal control effectiveness requirements set out in Provision 34 of the AIC Code and are considered by the Directors to contribute positively to the Company's long-term resilience and governance framework. In taking these actions, the Board balanced the need for proportionate and cost-effective controls against the expectations of Shareholders and regulators for robust oversight.



# Stakeholders and s.172

Directors' duty to promote the success of the Company



## Employees

### Why we engage

As an externally managed company, the Company does not have any employees. However, the Board maintains a close and constructive working relationship with the employees of the Manager, recognising that their expertise, culture and approach are integral to the long-term success of the Company.

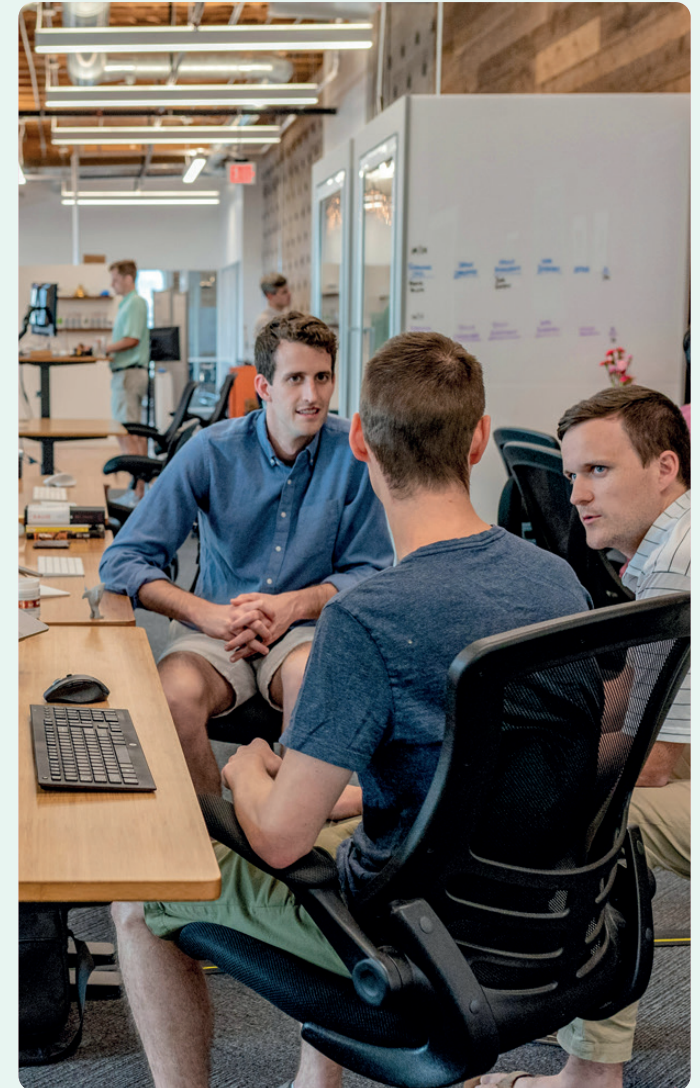
Through regular interaction, reporting and engagement with the Manager's team, the Board seeks to ensure alignment with the Company's purpose, values and strategic objectives, and support effective decision-making and sustainable performance over the long term.

### How we engage

As a third-party-managed VCT, the Company does not have any direct employees. The Board nonetheless has regard to employee interests through its oversight of the Manager, including engagement with senior management, consideration of workforce matters where relevant and assurance that appropriate policies and practices are in place to support the effective delivery of services to the Company.

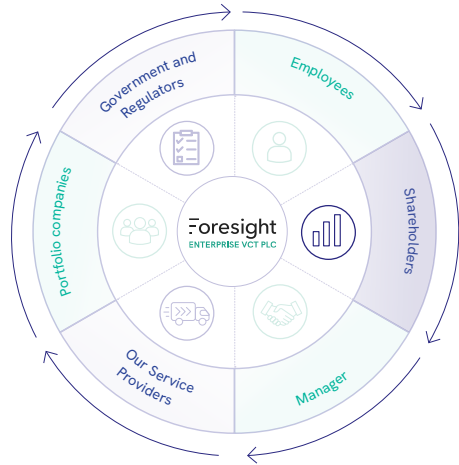
### What we improved

During the year, the Board enhanced its oversight of the Manager by improving the information it receives on the resourcing and continuity of services provided to the Company.



# Stakeholders and s.172

Directors' duty to promote the success of the Company



## Shareholders

### Why we engage

The Board and the Manager recognise the importance of maintaining regular and constructive engagement with Shareholders to support a high level of transparency, accountability and mutual understanding. Ongoing dialogue with Shareholders enables the Board to explain the Company's strategy, performance and portfolio developments, and understand Shareholder perspectives.

Shareholder support is fundamental to the Company's ability to raise additional capital, which in turn is dependent on the Company's performance and the provision of clear, timely and transparent reporting on portfolio progress and prospects.

### How we engage

The Company also engages with its Shareholders through the Annual and Half-Yearly Reports, news releases via the London Stock Exchange and the Company's website. The Annual and Half-Yearly Reports and other Shareholder information are distributed to Shareholders and made available on the website ([www.foresightenterprisevct.com](http://www.foresightenterprisevct.com)), along with other pertinent information, including quarterly factsheets. The Company won the "AIC Shareholder Communication Award" for the best 2025 VCT report and accounts.

At the Company's Annual General Meeting held on 10 June 2025, one Shareholder voted against the resolution concerning the disapplication of pre-emption rights. Following the meeting, the Board engaged with the Shareholder to understand the reason for their vote. The Shareholder subsequently confirmed that the vote had been cast in error and did not reflect their intended position.

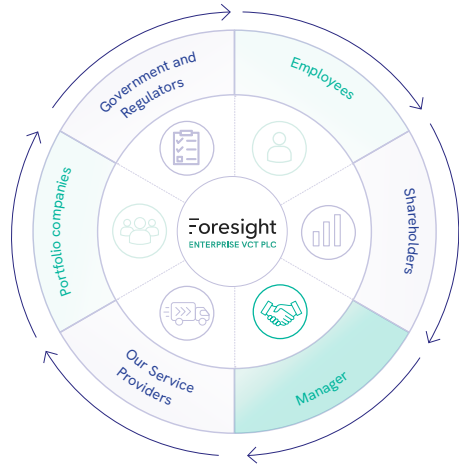
### What we improved

Feedback received through regulatory engagement and industry consultations during the year informed the Board's consideration of regulatory risk and reporting priorities. As a result, the Board agreed to strengthen disclosures in the Annual Report in certain areas, including investment disclosures and sensitivity analysis disclosures, to improve transparency for Shareholders.



## Stakeholders and s.172

Directors' duty to promote the success of the Company



### Manager

#### Why we engage

The Company's principal relationship is with the Manager, whose investment management and administration services are fundamental to the long-term success of the Company and the achievement of its key objectives. Further detail on this relationship is set out in the Manager's Review.

The Board places significant emphasis on the Company's investment performance and closely monitors the Manager's ability to deliver strong and sustainable results. This oversight includes regular and rigorous reviews of the Manager's performance against agreed benchmarks and objectives. The Board seeks to maintain a constructive and collaborative working relationship with the Manager, underpinned by open communication, effective challenge and alignment of interests.

#### How we engage

Representatives from the Manager's investment, accounting and company secretarial teams attend each Board meeting to provide comprehensive updates on the Company's financial and operational performance, together with legal and regulatory matters. The Board also holds frequent risk and internal control review sessions, enabling it to maintain effective oversight of the Company's risk management framework and internal controls.

In addition, the Company holds an annual strategy day with the Manager at which the Board reviews and assesses the Company's investment strategy and objectives and receives a detailed update on developments in the VCT market, the wider investment landscape and the activities of Foresight Group.

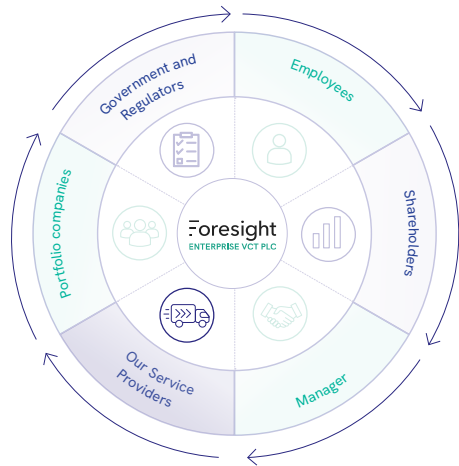
#### What we improved

As part of its oversight of the Manager, the Board challenged the depth and presentation of information provided in certain areas during the year with particular emphasis on cyber risk. In response, the Manager enhanced the quality and granularity of reporting to the Board, supporting more effective challenge and decision-making.



# Stakeholders and s.172

Directors' duty to promote the success of the Company



## Our Service Providers

Including the registrar, the VCT status adviser, the auditor, the lawyers and the broker.

### Why we engage

As a VCT, the Company relies on a range of third-party service providers to support the delivery of its objectives. The Board engages with these service providers, either directly or through the Manager, because their performance, reliability and alignment with the Company's standards are fundamental to the Company's ability to operate effectively, comply with applicable laws and regulations, and act in the best interests of Shareholders.

### How we engage

Through the Manager, annual site visits are undertaken with key service providers to support effective working relationships and to provide the Board with assurance that their internal systems, controls and operational processes remain appropriate for the Company's needs. These visits also enable the Board to gain a deeper understanding of how services are delivered in practice and to identify any emerging risks or areas for improvement.

In addition, the Management Engagement & Remuneration Committee undertakes an annual review of the performance of key service providers, including the Manager. This review considers factors such as cost, quality of service, resourcing and effectiveness, and the Committee makes recommendations to the Board regarding the continued appointment of those service providers.

The Company meets with its auditor at least twice each year to discuss audit planning, key judgements and findings, and the effectiveness of financial reporting and controls. The Company's legal advisers and the broker are invited to attend Board meetings where their expertise is considered relevant to matters under discussion.

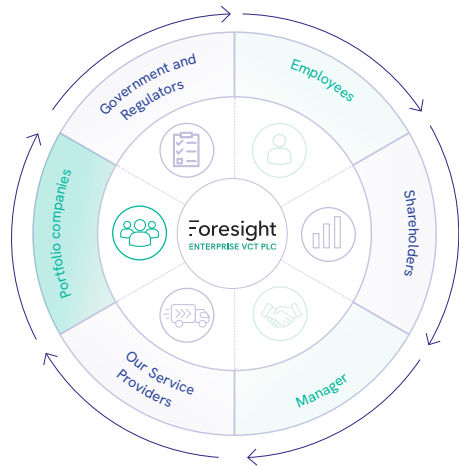
### What we improved

As a result of the enhanced review process, the Board improved the quality of information and assurance it receives in relation to key service providers, supporting more effective oversight of operational, regulatory and control-related matters.



# Stakeholders and s.172

Directors' duty to promote the success of the Company



## Portfolio companies

### Why we engage

The long-term success of the Company and the delivery of its key objectives are directly linked to the performance and sustainability of its underlying portfolio companies. The Board therefore places significant importance on understanding the operational, financial and strategic performance of the portfolio, recognising that these outcomes ultimately drive returns for Shareholders.

In doing so, the Board also has regard to environmental, social and governance ("ESG") considerations, with the Manager using its ESG platform to support due diligence and ongoing monitoring across the portfolio. This enables the Board to gain additional insight into risks and opportunities that may affect the long-term value and resilience of portfolio companies. Further detail on the Manager's ESG approach is set out in the Manager's Review.

### How we engage

On a quarterly basis, the Board receives comprehensive information and support to enable it to scrutinise the performance, progress and prospects of the Company's portfolio companies. This structured review process allows the Board to make informed decisions based on accurate, timely and relevant information.

In addition, each year the Board holds a meeting at one of the Manager's regional offices. This provides the opportunity for Directors to visit a selection of portfolio companies in the surrounding area and to meet directly with their management teams. These visits enable the Board to gain deeper insight into the businesses' operations, challenges and strategic direction, and assess how the companies are performing against the Board's standards and expectations.

Through this combination of regular reporting and direct engagement, the Board is better positioned to provide appropriate challenge, support long-term value creation and contribute to the sustainable success of the Company.

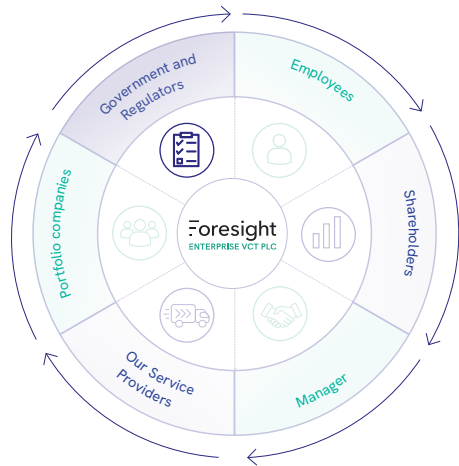
### What we improved

The Board recognises the increasing relevance of artificial intelligence across a broad range of sectors. While AI considerations are currently factored into portfolio oversight and investment decision-making, the Board has identified an opportunity to further enhance the depth and consistency of its review of the impact of AI on portfolio companies, including both opportunities and associated risks. This will remain an area of focus in the coming year.



# Stakeholders and s.172

Directors' duty to promote the success of the Company



## Government and Regulators

### Why we engage

As a VCT, the Company is subject to the impact of government decisions and policy changes, including changes to legislation and tax rules applicable to venture capital trusts, which may have significant consequences for both the Company and its Shareholders, including the Company's ability to maintain its approved VCT status and the associated tax reliefs. The Manager monitors developments in the regulatory and political environment on an ongoing basis and reports to the Board to enable appropriate oversight and assessment of any potential implications for the Company's operations and investment strategy.

During the year, the Company engaged with the Financial Reporting Council ("FRC") following recent communications in connection with its review of the Company's Annual Report and Accounts, conducted in accordance with the FRC's Corporate Reporting Review Operating Procedures. The Company, supported by the Manager, also maintains regular engagement with the London Stock Exchange to support transparency and high standards of reporting. Oversight of regulatory developments and external engagement is maintained by the Board, with relevant matters considered by the Audit Committee as appropriate. In addition, a governance roadmap, maintained by the Manager and reviewed by the Board, is considered on a quarterly basis to ensure continued alignment with applicable and emerging reporting requirements.

### How we engage

The Company is a member of the Association of Investment Companies ("AIC") and both the Board and the Manager actively participate in AIC activities, including roundtables, consultations, policy discussions and industry events, to remain informed of developments affecting the venture capital trust sector and to contribute to industry-wide responses.

Through the AIC and, where appropriate, directly, the Company engages with HM Treasury, HM Revenue & Customs and other relevant government bodies on legislative and policy matters affecting the VCT regime. The Company also monitors regulatory developments and engages, as appropriate, with relevant regulators to ensure that the Company continues to operate within the applicable regulatory framework and in the best interests of Shareholders.

### What we improved

During the year, the Board enhanced its oversight of regulatory matters by strengthening its monitoring of regulatory developments and engagement with regulators, supporting improved reporting, transparency and readiness for regulatory change.



## Stakeholders and s.172

### Directors' duty to promote the success of the Company

In accordance with Section 172 of the Companies Act 2006, the Directors act in a way they consider, in good faith, would be most likely to promote the long-term success of the Company for the benefit of its members as a whole. In doing so, the Board has regard to a range of factors, including the interests of employees, the need to foster strong relationships with suppliers, customers and other stakeholders, and the impact of the Company's activities on the community and the environment.

Throughout the year, the Board and the Manager engaged with key stakeholders to understand their perspectives, gather feedback and consider matters relevant to the Company's strategy and decision-making. The Board uses this engagement, together with information and analysis provided by the Manager and advisers, to inform its discussions and decisions.

To illustrate how the Directors have had regard to the matters set out in Section 172, the table below summarises a selection of key decisions and actions taken by the Board during the year, together with the principal stakeholders considered and the outcomes for the Company. These actions demonstrate how the Board seeks to align the Company's strategy with the interests of its stakeholders and to promote the sustainable, long-term success of the Company.

#### Examples:

The likely consequences of any decision in the long term	The need to foster the Company's business relationships with suppliers, customers and others	The desirability of the Company maintaining a reputation for high standards of business conduct
<p>The Board considered the Company's cash balances and the VCT rules regarding the 80% test, as well as the Company's objective of distributing funds to Shareholders following exceptional realisations. The Board agreed that the special interim dividend declaration of 3.1p per share in May 2025 would support the Company in the long term, whilst adhering to its key objectives.</p>	<p>Through the Manager, the Board maintains appropriate representation at portfolio company level, either via a board appointment or observer status. This provides oversight and enables the Company and the Manager to monitor governance standards and promote best practice across portfolio companies' operations.</p> <p>Governance is a key focus of the Manager's post-investment 100-day plan and is supported by the use of the Manager's ESG platform, which is utilised across the portfolio to assess, monitor and support environmental, social and governance ("ESG") practices on an ongoing basis. The ESG platform also assists portfolio companies in evaluating their environmental impact, including emissions, and provides practical tools and templates to support reporting and governance requirements where appropriate.</p> <p>ESG and governance expectations are applied proportionately, taking into account the size, maturity and development stage of each portfolio company. The ESG platform supports ongoing engagement and monitoring, helping to identify areas for improvement while recognising that portfolio companies remain operationally independent.</p>	<p>Through the Manager, the Board will have representation at portfolio company level, either through a board seat or observer status. This enables the Company and the Manager to ensure that the portfolio companies maintain or achieve the expected standards of governance and best practice in their operations. As part of the Manager's 100-day plan post-investment, a key area of focus is often governance best practice, which can involve the introduction of new board members with specific industry experience to support the business.</p>

## Stakeholders and s.172

### Directors' duty to promote the success of the Company

#### Examples:

The interests of employees	The impact of the Company's operations on the community and the environment	The need to act fairly between members of the Company
<p>The Company prioritises aligning the interests of Shareholders and managers by establishing clear investment goals and performance benchmarks. This strategy incentivises the management team to pursue long-term growth and profitability, benefiting both Shareholders and employees. Additionally, the Company has a well-defined incentive plan for managers, incorporating performance-based bonuses. This approach motivates managers to drive the Company's success, as their rewards are directly linked to the Company's performance.</p>	<p>As the Company focuses on providing growth capital to SMEs across the UK, the Board is committed to supporting the local communities in the regions in which it invests. The Manager's regional office network enables closer engagement with portfolio companies and local business ecosystems, supporting regional economic growth and improving access to capital outside London. The expansion of these regional offices since the prior year has further strengthened the Company's regional presence and investment capability.</p> <p>Through the Company's investments, portfolio companies are provided with additional capital to support business growth, job creation and skills development within their local communities. The Manager encourages portfolio companies to operate responsibly, including by paying the National Living Wage where appropriate.</p> <p>The Manager has also developed an ESG platform to support portfolio companies in improving their ESG practices. The platform enables portfolio companies to access and download relevant policies, track key ESG metrics, including emissions data, and assess progress against ESG standards aligned with the Company's expectations. This supports improved transparency, accountability and continuous improvement across the portfolio.</p>	<p>The Board is committed to acting fairly between all Shareholders, irrespective of the size or duration of their investment. The Company seeks to ensure that all Shareholders have equal access to clear, timely and consistent information through multiple channels, including the Company's online Shareholder portal, regulatory announcements and periodic reports.</p> <p>The Company's website, which was enhanced during the year, provides improved access to Company information and Shareholder resources, supporting transparency and informed engagement. The online Shareholder portal further enables Shareholders to access relevant documentation and updates in a consistent and convenient manner.</p> <p>The Board also encourages Shareholder participation at the Annual General Meeting, where all Shareholders are able to vote and raise questions. Voting rights are exercised on an equitable basis, ensuring that decisions reflect the collective interests of members as a whole.</p>

The Board will continue to use stakeholder engagement and feedback to inform its oversight and decision-making, with a focus on maintaining effective governance, supporting long-term value creation and ensuring the Company remains responsive to its evolving stakeholder and regulatory environment.

# Responsible Investment

Often referred to as responsible investment, environmental, social and governance principles (“ESG”) provide not only a key basis for generating attractive returns for investors, but also to help build better-quality businesses in the UK, creating jobs and making a positive contribution to society.

ESG criteria form an integral part of the Manager’s day-to-day decision-making, with all new investments made since May 2018 subject to ESG due diligence and ongoing ESG monitoring.

This accounts for c.76% of the current portfolio, with the view to reaching 100% as legacy investments are sold over time. Central to its investment approach are five ESG principles which are used to evaluate investee companies.

Overall, over 100 individual key performance indicators are considered under the five principles.

The Manager invests in a wide range of sectors and believes its approach covers the key tests that should be applied to assess a company’s ESG performance, throughout the life cycle of an investment.



## Strategy and awareness

Does the business demonstrate a good awareness of corporate social responsibility?

Is this reflected in its processes and management structure?



## Environmental

Does the company follow good practice for limiting or mitigating its environmental impact, in the context of its industry?

How does it encourage the responsible use of the world’s resources?



## Social

What impact does the company have on its employees, customers and society as a whole?

Is it taking steps to improve the lives of others, either directly, such as through job creation, or indirectly?



## Governance

Does the company and its leadership team demonstrate integrity?

Are the correct policies and structures in place to ensure it meets its legislative and regulatory requirements?



## Third-party interaction

Is the principle of corporate responsibility evidenced in the company’s supply chain and customers?

How does it promote ESG values and share best practice?

# Responsible Investment

## UN SDGs

While contribution to the UN's Sustainable Development Goals ("SDGs") is not a determining factor for investment decisions, many investee companies have important linkages, and sometimes contributions, to the SDGs.

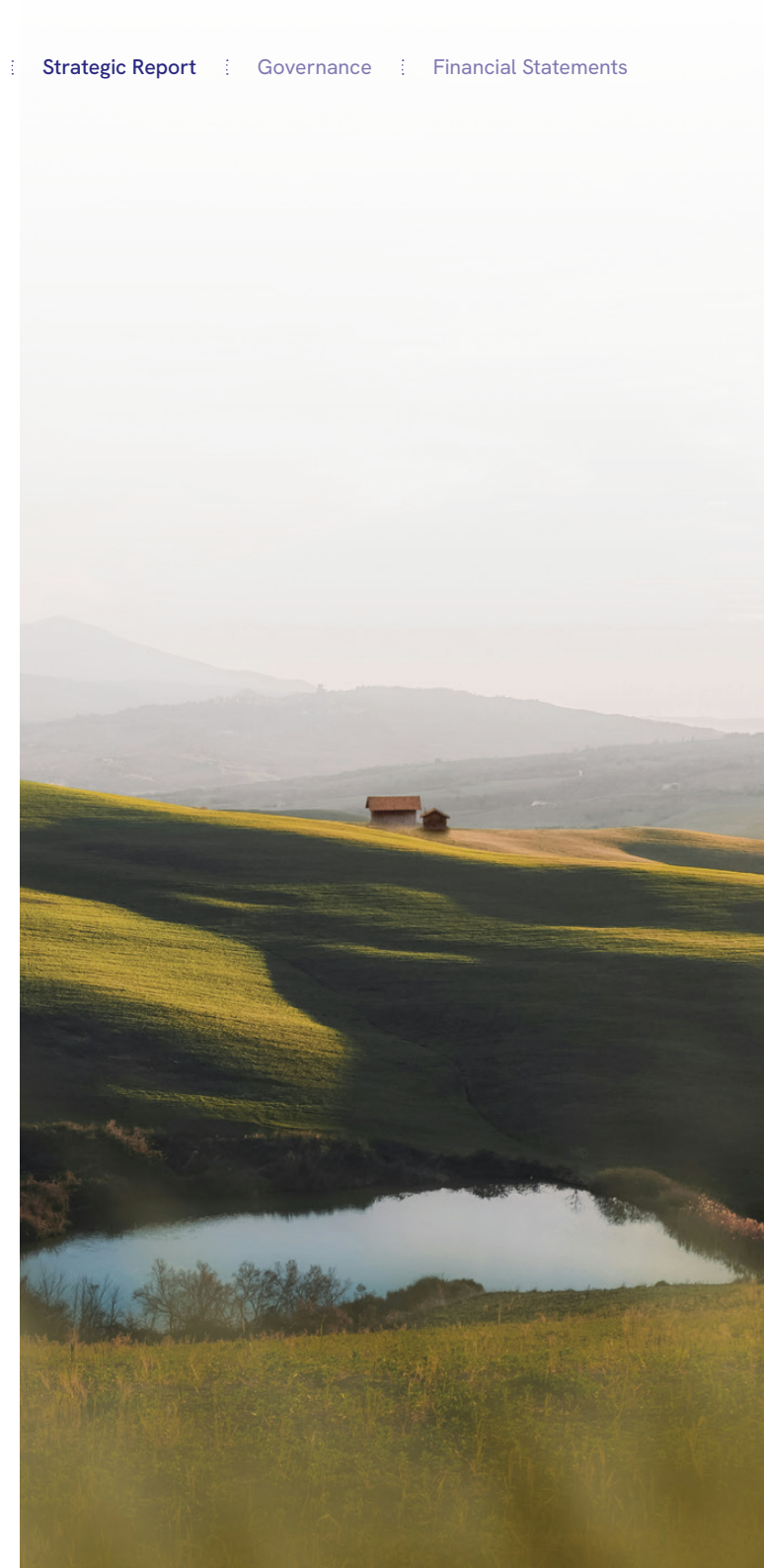
In May 2021, the Manager formalised its Investment Themes for private equity investments into four areas:

- Health
- Quality Employment at Scale
- Research and Innovation
- Sustainable, Inclusive, Local Infrastructure and the Environment

These outcome-focused themes help the Manager assess any opportunities in the business model, and by mapping its investments to them, the private equity team can identify the value and benefits for the companies, society and the environment.

Each portfolio company is subject to an annual assessment where progress against each of the five principles is measured and an evaluation matrix updated to allow progress to be tracked and continuous improvement encouraged.

The diagram below shows the specific SDGs that the Manager has identified linkages to.



# Responsible Investment

## Credentials

The Manager has been a member of the UK Sustainable Investment and Finance Association since 2009.

The Manager is an accredited Living Wage Employer and a signatory of the HM Treasury Women in Finance Charter, committing to implement recommendations to improve gender diversity in financial services. Portfolio companies are encouraged to pursue similar objectives.

## Climate change statement

The Manager has a long-term investing vision. As such, taking actions to mitigate the risks posed by climate change whilst also investing to generate commercial returns for our investors must be done hand-in-hand. The Manager has been a signatory to the United Nations-backed PRI since 2013. PRI is a globally recognised voluntary framework concerned with the incorporation of ESG considerations into the investment decision-making process. It provides a basis for potential and existing investors to judge the quality of a company's ESG processes and positioning within an industry sector. In 2025, the Manager was awarded five-star scores for Private Equity and all other modules, except listed equities which reduced to four stars reflecting the addition of a sub-advisory mandate in the year, which has moderated the proportion of AUM classified as fully aligned with responsible investment criteria.

The Board supports the Manager's views on climate change and ESG and its process in the evaluation of an asset's environmental and social impact during due diligence and thereafter. For each material risk identified during due diligence, a mitigation plan is proposed in the investment submission and these actions form part of each portfolio company's "100-day plan" post-investment.

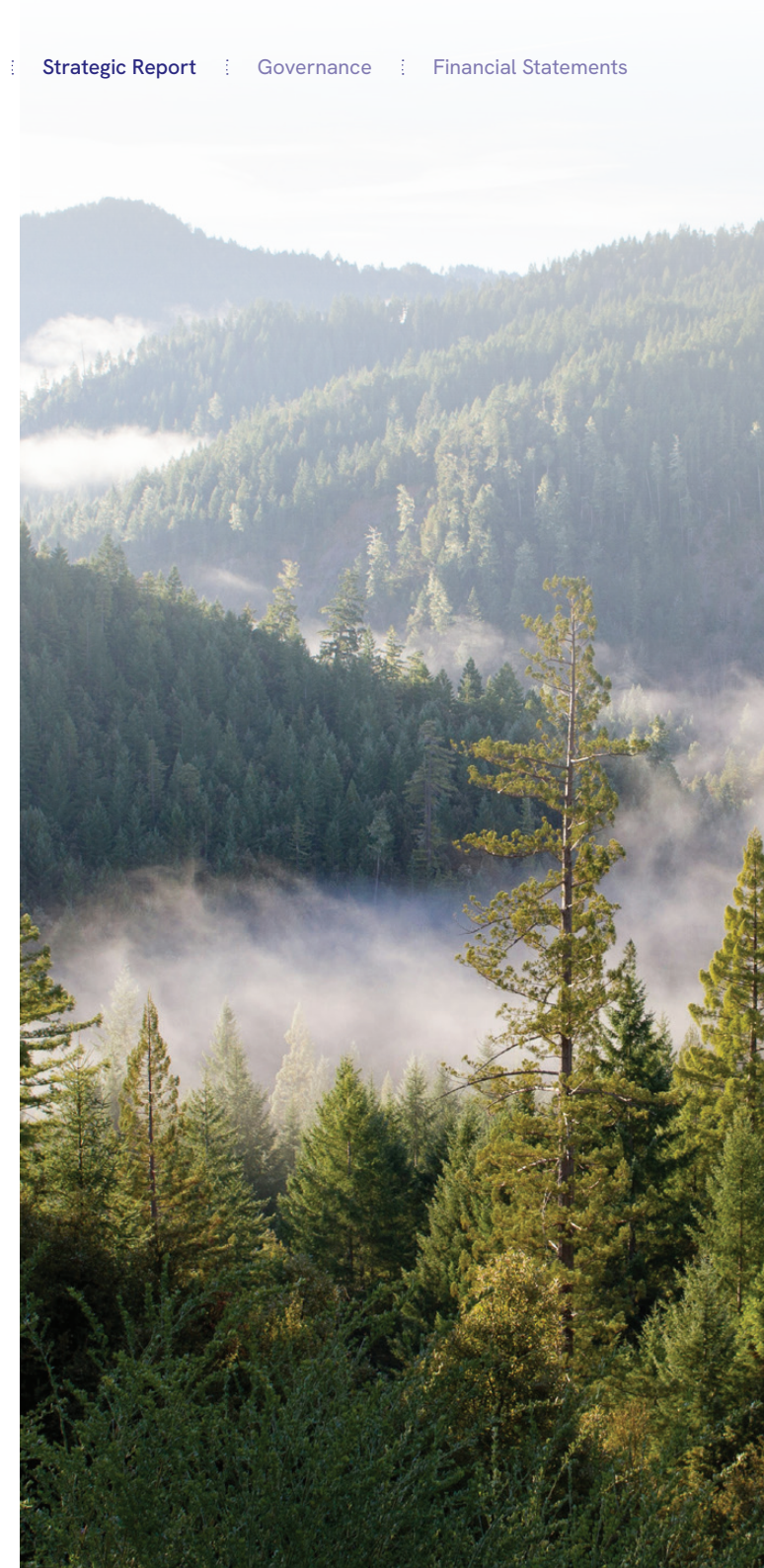
From an environmental perspective, analysis relating to the implementation of good industry practice in limiting and mitigating the potentially adverse environmental impact of a company's operations has four principal components:

- Environmental policy and track record
- Energy and resource usage and environmental impact
- Environmental impact of products and services
- Environmental performance improvements

Regular monitoring post-investment ensures that standards are maintained in respect of ESG issues where there is a change in either the regulatory or operating environment or the composition of the management team.

## Task Force on Climate-related Financial Disclosures ("TCFD")

Foresight Group reports in line with the TCFD recommendations. As a small authorised UK AIFM, and by virtue of its legal entity status, the Company is exempt from TCFD product-level reporting requirements. However, the Manager provides carbon emissions data, which is one of the TCFD's reporting requirements, through its pioneering Sustainability Data Platform. The Board and the Manager will review the Company's ability to provide additional TCFD-related data in the future. Further details can be found at [www.foresightgroup.eu](http://www.foresightgroup.eu).



## Responsible Investment

### **Environmental, human rights, employee, social and community issues**

The Board recognises the requirement under Section 414 of the Companies Act 2006 to provide information about environmental matters (including the impact of the Company's business on the environment), employee, human rights, social and community issues, and information about any policies it has in relation to these matters and the effectiveness of these policies.

The Company does not have any policies in place for human rights, environmental, social and community issues due to having no office premises, no employees and its purchases being services as opposed to tangible products. The Manager's policies in respect of all the above issues can be found on its website: [www.foresightgroup.eu](http://www.foresightgroup.eu).

The Board currently comprises two female and two male Directors. There is no formal diversity policy in place; however, the Board is conscious of the need for diversity and will consider male and female candidates from all ethnic backgrounds when appointing new Directors.

The Manager has an equal opportunities policy and, as at 31 March 2025, employed 255 men (2024: 239) and 192 women (2024: 167).

As at 31 December 2025, the Manager had a total of 38 directors, comprising 30 males and eight females. Additionally, the Manager had a total of 85 individuals within the Senior Management team, 16 of which were female and 69 of which were male.

### **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 sources under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.



# Risks

## Principal risks, risk management and regulatory environment

### Internal controls and risk management

In accordance with the AIC Code of Corporate Governance, we have established a robust framework of internal controls to effectively manage and mitigate risks. Our system includes comprehensive policies, regular risk assessments, and continuous monitoring to ensure operational integrity and regulatory compliance. This proactive approach helps us safeguard our assets and achieve our strategic objectives.

In accordance with Provision 34 of the updated AIC Corporate Governance Code, the Board monitors the Manager's risk management and internal controls framework throughout the year, covering all material controls across financial, operational, reporting and compliance domains.

The Provision introduces an enhanced requirement for the Board to monitor and review the effectiveness of material controls covering financial, operational, reporting and compliance areas and to include an explicit declaration of their effectiveness at the balance sheet date. This enhanced approach reflects the strengthened transparency, accountability and assurance for stakeholders. The enhanced declaration requirement will apply to the Company for the financial year ending 31 December 2026.

The Board carries out half-yearly reviews of the risk environment in which the Company operates, including emerging risks.

The principal risks and uncertainties identified by the Board which might affect the Company's business and future performance, and the steps taken with a view to their mitigation, are set out below. These include investment overexposure, lack of available cash, inadequate control environment of the Manager, inadequate control environment at other third-party service providers, economic conditions leading to reduced valuations, poor investment decisions, dilution of equity position, poor performance leading to reduced investor demand, restrictive VCT rules, failure to satisfy VCT status, non-qualifying investments affecting VCT status, and the Manager no longer being able to act.

Additionally, several emerging risks have been identified that could significantly impact the Company's operations and performance. Geopolitical risk involves disruptions to supply chains and increased operational costs due to political instability and conflicts. Cyber security threats are growing in sophistication, posing risks of data breaches and operational disruptions. The rapid advancement of artificial intelligence ("AI") brings concerns about data privacy, algorithmic biases and potential economic instability. Lastly, the risk of a global pandemic could severely impact economic activity, restrict movement and hinder the Company's ability to service its assets, as highlighted by the COVID-19 pandemic.

The Board, with the help of the Manager's extensive research resources and market intelligence, surveys the full risk landscape of the Company in order to identify increasing and emerging risks to which the Company may be exposed in the future. The Board questions which parts of the Company's business may be vulnerable to disruption, including the business models of its investee companies and third-party suppliers.

Throughout the year, comprehensive analyses are conducted to evaluate the portfolio's exposure to various risks. These include geopolitical risks, which may arise from international political developments; the effect of fluctuating interest rates on individual investee companies; and the financial impact of increases to employers' national insurance contributions.

The findings from these analyses are systematically circulated to the Board, enabling informed decision-making regarding the best course of action.




The Manager continuously assesses the impact of these risks on the Company's portfolio, ensuring that any potential threats are identified and addressed promptly. This ongoing assessment process allows the Company to remain agile and responsive to emerging risks.

The Board and the Manager are confident that, through diligent monitoring and proactive mitigation strategies, the Company is well equipped to manage and minimise the impact of these risks, including the increases to employers' national insurance. This approach underscores our commitment to safeguarding the Company's assets and ensuring long-term stability and growth.

Quarterly Board reviews focus on emerging risks and their implications, ensuring timely actions to address new challenges. Dynamic risk registers are maintained and updated regularly to reflect new risks, including detailed descriptions and mitigation strategies. These approaches ensure a comprehensive and proactive identification of emerging risks, aligning with best practices in risk management.

# Risks

## Principal risks, risk management and regulatory environment

Risk	Description	Key controls and mitigation
<b>Principal risks</b>		
<b>Market risk</b> 	<p>Macroeconomic changes, geopolitical developments, including the risk of war, or external shocks affect the investment community in general and lead to a fall in the valuation of investee companies, a drop in the Company's share price or widening discount to Net Asset Value, resulting in capital losses for Shareholders.</p> <p>Over the last year, we have observed a notable increase in market risk due to several factors like economic fluctuation, political events, rapid technological advancements, interest rate changes and exchange rate variability. These have collectively contributed to heightened market volatility and uncertainty. Such developments necessitate vigilant risk management and strategic planning to navigate the evolving landscape effectively.</p>	<p>The Manager ensures the portfolio is diversified and the Board reviews it at least quarterly. The Company also maintains sufficient cash reserves to be able to provide additional funding to investee companies where appropriate and to repurchase its own shares.</p>
<b>Internal control risk</b> 	<p>The control environments at service providers, including the Manager, have inadequate procedures for the identification, evaluation and management of cyber security and data protection, putting the Company's assets and data at risk.</p>	<p>The Board carries out annual reviews of the system of internal and cyber controls, both financial and non-financial, operated by the Manager and other service providers. These reviews include controls designed to ensure that the Company's assets are safeguarded and that proper accounting records are maintained.</p>
<b>Strategic and performance risk</b> 	<p>The Board fails to set appropriate strategic objectives and fails to monitor the Company's implementation of strategy, which leads to prolonged poor performance, resulting in a lack of investor demand for the Company's shares, making it difficult to raise new capital, a lack of cash available to fund buybacks and an inability to control a widening share price discount to NAV.</p>	<p>The Board and the Manager meet for an annual strategy day. Also, the investment strategy and underlying performance are further monitored quarterly at Board meetings.</p> <p>The Board and the Manager aim to implement robust performance management strategies to identify and address under-performance early. This includes setting clear goals, providing regular feedback, and offering training and development opportunities. In addition, the Board and the Manager aim to reduce reliance on a single source of revenue by diversifying the portfolio. This can help stabilise income and make the Company more resilient to market fluctuations. There is a major focus on improving the Company's financial health by managing costs effectively, optimising cash flow and maintaining a healthy balance sheet.</p> <p>Furthermore, the Board aims to maintain transparent and frequent communication with investors about the Company's performance, strategies and future plans. This can help build trust and confidence in the Company's potential.</p>



# Risks

## Principal risks, risk management and regulatory environment

Risk	Description	Key controls and mitigation
Principal risks		
<p><b>Regulatory risk</b></p> <p>→</p>	<p>The Company may fail to comply with applicable laws and regulations, including VCT rules, UK Listing Rules, the AIC Code on Corporate Governance, the Stewardship Code, the Companies Act, the Bribery Act, Market Abuse Regulations, data protection rules, the Criminal Finances Act and relevant Tax Acts. Non-compliance could result in reputational damage, regulatory sanctions or loss of VCT qualifying status for investments.</p> <p>Radical changes to VCT rules could also affect the ability to generate satisfactory investment returns and issue new shares, leading to potential cash flow constraints. These constraints may restrict dividend payments or share buybacks and limit the Company’s ability to manage a widening share price discount to NAV.</p> <p>In addition, the recently announced reduction in VCT income tax relief from 30% to 20% may affect investor demand for new share issues, potentially reducing the availability of capital for deployment and constraining the Company’s capacity to support both new and existing portfolio companies.</p> <p>The “Sunset Clause” for EIS and VCT reliefs has been extended by ten years to April 2035, following the European Commission’s confirmation that they would not oppose the continuation of the scheme. This now removes any recent uncertainty and will help support further investment by the VCT sector in early-stage companies.</p>	<p>The Manager is contracted to provide company secretarial, accounting and administration services through qualified professionals and the Board receives regular updates on compliance with relevant regulations.</p> <p>The Company, the Manager and the VCT status adviser are, between them, members of the VCT Managers Association, the EIS Association and the AIC and are regularly consulted by HMRC and HM Treasury, or reply to consultations, before changes in legislation take place, often enabling a middle ground to be agreed on legislative changes.</p> <p>The “Sunset Clause” for EIS and VCT reliefs has been extended by ten years to April 2035, following the European Commission’s confirmation that they would not oppose the continuation of the scheme. This now removes any recent uncertainty and will help support further investment by the VCT sector in early-stage companies.</p> <p>The Board and the Manager review corporate governance and regulatory changes on a quarterly basis.</p>

# Risks

## Principal risks, risk management and regulatory environment

Risk	Description	Key controls and mitigation
<b>Principal risks</b>		
<b>VCT qualifying status risk</b> 	<p>The Company fails to observe the conditions laid down in the Income Tax Act 2007 for the maintenance of approved VCT status. The loss of such approval could lead to the Company ceasing to be exempt from corporation tax on capital gains, to investors being liable to pay income tax on dividends received from the Company and capital gains tax on the disposal of their shares, and in certain circumstances, this could lead to investors being required to repay the initial income tax relief on their investment.</p>	<p>The Manager takes legal advice for each transaction to ensure all investments are qualifying. Advance assurance, where appropriate, is sought from HMRC ahead of completion. The Manager keeps the Company's VCT qualifying status under continual review, seeking to take appropriate action to maintain it where required, and its reports are reviewed by the Board on a quarterly basis. The Board has also retained Shakespeare Martineau LLP to undertake an independent VCT status monitoring role.</p>
<b>Investment valuation and liquidity risk</b> 	<p>The Company's investments are in small and medium-sized unquoted companies which are VCT qualifying holdings, and which, by their nature, entail a higher level of risk, subjective valuations and lower liquidity than investments in larger quoted companies. Unquoted companies have no published market price for their shares. The value of the shares needs to be calculated using estimates and judgements and is reliant on the accuracy and completeness of information provided by investee companies. As the Manager's remuneration is based on the Company's Net Asset Value, there is an inherent conflict of interest in valuations of the portfolio by the Manager.</p> <p>The Company may not be able to sell its investments in unquoted companies. Insufficient capital realisations and the Company's inability to raise new capital could prevent the Company from meeting its financial objectives and restrict dividends and buybacks.</p>	<p>The Manager aims to limit the risk attached to the portfolio as a whole by careful selection, close monitoring and timely realisation of investments by carrying out rigorous due diligence procedures and maintaining a spread of holdings in terms of industry sector. The Board reviews the investment portfolio and anticipated realisations with the Manager on a quarterly basis.</p> <p>Valuations are prepared in accordance with the IPEV Valuation Guidelines, as discussed in more detail in note 1 to the accounts. Sensitivity analysis is disclosed in note 15. The Board reviews portfolio valuations quarterly and the external auditor performs an annual review, as noted in the Independent Auditor's Report.</p>

# Risks

## Principal risks, risk management and regulatory environment

Risk	Description	Key controls and mitigation
<b>Emerging risks</b>		
<b>Geopolitical risk</b>	The risk that geopolitical activity has a negative impact on the Company by disrupting supply chains, raising costs, etc.	<p>The Company maintains a diversified portfolio across various sectors and geographies to manage exposure to global political and economic instability. The Company focuses on industries that demonstrate long-term resilience and conduct rigorous macroeconomic analysis and scenario planning to anticipate potential disruptions, allowing us to adjust our investment strategy proactively.</p> <p>By prioritising companies with strong fundamentals, adaptable business models and robust financial health, we enhance our portfolio's ability to withstand economic volatility. The Company engages with portfolio companies to ensure proactive risk management, agile operational strategies, and contingency planning to mitigate the impact of regulatory changes, trade disruptions and market fluctuations.</p> <p>The Manager mitigates geopolitical risk through strategic diversification, continuous risk monitoring and investment in resilient businesses. The Company minimises exposure by prioritising companies with adaptable supply chains and strong governance, ensuring regulatory compliance and robust contingency planning to safeguard long-term value against geopolitical uncertainties.</p>
<b>Cybersecurity</b>	The risk that Company information, including the personal data of investors, is lost or shared with unauthorised parties as a result of a cyber-attack or that the Company's information and technology systems become vulnerable to damage or interruption, resulting in them becoming compromised and/or inoperable.	<p>The Manager carries out annual audits on key service providers to the Company, either through a due diligence questionnaire or on-site visits, where matters such as cyber security, internal controls and processes are assessed, and feedback and recommendations are shared with the service provider.</p> <p>Furthermore, the Manager has implemented key controls, such as strong access control, and conducts continuous monitoring to ensure disaster recovery and business continuity measures are in place. The Manager also emphasises security awareness and training for employees, assesses third-party cyber security practices, and performs regular security assessments to identify and address potential vulnerabilities.</p>
<b>Artificial intelligence ("AI")</b>	The risk that the rapid implementation and misuse of Artificial Intelligence could have a significant negative impact on the Company and the Manager. Malicious actors may increasingly use AI tools to conduct misinformation campaigns, generate convincing deep-fakes, or impersonate individuals for financial gain, which could expose the Company to reputational damage, operational disruption, or financial loss. Additionally, there is a risk that extensive or rapid adoption of AI within the workplace could lead to over-reliance on automated outputs, potentially diminishing employee judgement, critical-thinking capabilities, and long-term operational resilience.	The Manager has implemented data governance practices, strict access control policies and continuous monitoring to ensure the security of its use of AI. The Manager assesses the security practices of third-party suppliers and includes AI-specific security requirements in contracts where appropriate. Ongoing training and awareness campaigns keep employees informed about AI-related security risks and best practices. These measures ensure the use of AI is resilient against potential cyber security threats.

# Viability Statement

In accordance with the AIC Corporate Governance Code (2024), the Directors have assessed the prospects of the Company over the three-year period to 31 December 2028. This period is consistent with the time horizon used by the Board for strategic planning purposes and is considered appropriate given the nature and scale of the Company's activities.

While the Company's investment strategy is long term, the three-year assessment period enables the Board to undertake a robust and meaningful evaluation of the principal risks and opportunities facing the Company over the short to medium term. This time horizon aligns with the Board's strategic planning cycles and provides a balanced framework for assessing resilience, adaptability to market conditions and progress towards the Company's long-term objectives.

## Principal risks and uncertainties

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 concentrated its efforts on the major factors that affect the economic, regulatory and political environment.

## Business model and strategy

The Board also considered the ability of the Company to raise finance and deploy capital. This 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, including the Manager adapting its investment process to take account of the more restrictive VCT investment rules that currently apply.

## Financial position and performance

The Directors have also considered the Company's income and expenditure projections and underlying assumptions for the next three years and found these to be realistic and sensible.

## Stress testing and scenario analysis

Stress testing on the cash flow forecast has not been performed, due to the discretionary nature of the main inflows and outflows. If fewer funds are raised, and fewer realisations achieved, then fewer investments and buybacks can be made and reduced dividends can be paid. The contracted ongoing costs of the Company are sufficiently covered for the next three years and, in addition, the normal ongoing expenses are subject to an annual expenses cap.

Based on the Company's processes for monitoring cash flow, share price discount, review of the investment objective and policy, asset allocation, sector weightings and portfolio risk profile, the Board has 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 years to 31 December 2028.

This Strategic Report has been prepared in accordance with the requirements of Section 414 of the Companies Act 2006 and best practice. Its purpose is to inform the members of the Company and help them to assess how the Directors have performed their duty to promote the success of the Company, in accordance with Section 172 of the Companies Act 2006.

## Future strategy

The Board and the Manager believe that the strategy of continuing to qualify as a VCT and focusing on growth private equity investments is currently in the best interests of Shareholders and the historical information reproduced in this report is evidence of positive recent performance in this area.

The Company's performance relative to its peer group will depend on the Manager's ability to allocate the Company's assets effectively, make successful investments and manage its liquidity appropriately.

Based on this comprehensive assessment, the Board has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three years. The Board is confident in the Company's ability to navigate potential challenges and capitalise on opportunities to achieve its strategic objectives.

The Board acknowledges that the assessment is subject to inherent uncertainties and assumptions. Any significant changes in the external environment or unforeseen events could impact the Company's viability. The Board will continue to monitor these factors closely and take appropriate actions to ensure the Company's long-term success.

This Strategic Report has been approved for issue by the Board.

**Michael Gray**  
Chair

21 April 2026

# Governance

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# Board of Directors

The Directors have significant relevant experience of similar investment funds, regulatory organisations, corporate governance of listed companies, the private equity industry and investing in small companies.



**Michael Gray**  
Chair of the Board

**Appointed**  
14 February 2017

**Experience**  
Michael has extensive experience in funds, banking and other capital markets. He was most recently the regional managing director, corporate banking for RBS International with responsibility for The Royal Bank of Scotland's Corporate Banking Business in the Crown Dependencies and British Overseas Territories. In a career spanning 31 years with The Royal Bank of Scotland Group plc, Michael has undertaken a variety of roles including that of auditor and has extensive general management and lending experience across a number of industries.

**Other positions**  
Michael is a Fellow of The Chartered Institute of Bankers in Scotland and a qualified corporate treasurer. He is also a Non-Executive Director on a Swedish private equity group board and sits on the advisory board of a Japanese private equity group, specialising in smaller company investments.

**Beneficial shareholding at the date of this report**  
28,448 shares



**Gaynor Coley**  
Non-Executive Director and Chair of the Audit Committee

**Appointed**  
10 September 2020

**Experience**  
Gaynor is a Chartered Accountant with over 30 years of experience in private and public sector finance. She is Chair of the Audit Committee and has extensive experience of governance, compliance and risk management. She is a non-executive director of Lowland Investment Co plc and chair of the audit committee and a non-executive director of Blackrock American Income Trust plc.

**Other positions**  
Gaynor is very familiar with the challenges of stakeholder management, business growth and development. She was a Founding Director of the £140 million award-winning Eden Project, leading the funding and setting up of the innovative social enterprise structure. After 13 years as Managing Director at the Eden Project, she went on to join the Royal Botanic Gardens, Kew as Director of Public Programmes, responsible for rebranding the gardens and growing the commercial income streams. She then chaired the board of directors of Wave Bristol Ltd, an inland surf project, from start-up for five years. She was Director of Finance at Plymouth University for five years prior to joining the Eden Project, encouraging spin-out companies and enterprise initiatives.

**Beneficial shareholding at the date of this report**  
25,347 shares

## Board of Directors



**Ian Harris**  
Non-Executive Director

**Appointed**  
1 December 2023

**Experience**  
Ian joined the Board on 1 December 2023. He has considerable experience in the private markets sector and was a Partner and Chief Operating Officer at SL Capital Partners LLP, the private equity and infrastructure division of Standard Life Investments. Ian had responsibility for all aspects of fund administration, finance, tax, compliance/risk and client reporting. Ian chaired valuation and risk committees covering a wide range of unlisted asset classes and has served on the board of investment vehicles domiciled in the UK, US, Ireland and Luxembourg.

**Other positions**  
Ian is a Chartered Accountant and a member of the ICAEW. He is also a trustee and Chair of Scotland Yard Adventure Centre ("The Yard"), a charity based in Edinburgh. Prior to being appointed Chair of The Yard in September 2024, Ian was Deputy Chair and also chaired the Audit and Finance Committee of The Yard.

**Beneficial shareholding at the date of this report**  
72,449 shares



**Kavita Patel**  
Non-Executive Director, Deputy Chair and Chair of the Management Engagement & Remuneration Committee and Nomination Committee

**Appointed**  
1 September 2023

**Experience**  
Kavita joined the Board on 1 September 2023 and was appointed Deputy Chair on 1 January 2024. Until 31 July 2024, she was a member of Ampa Holdings, a professional services group, and a Partner and Head of Investment Funds at law firm, Shakespeare Martineau LLP, for whom she subsequently undertook a consultancy role, ceasing on 30 April 2025. Kavita has a wealth of experience advising clients in the financial services arena, both in the retail and institutional space on corporate, regulatory and governance matters, and is considered a VCT specialist.

**Other positions**  
Kavita is also a Non-Executive Director of Nottingham Building Society where she sits on the Board Risk Committee, the Board Audit Committee and the Remuneration Committee, as well as being the Board Consumer Duty Champion. Kavita is also a member of the AIC VCT Forum.

**Beneficial shareholding at the date of this report**  
58,806 shares

# Directors' Report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2025.

## Activities and status

The principal activity of the Company during the year was the making of investments in unquoted companies in the UK. The Company is not an investment company within the meaning of Section 833 of the Companies Act 2006. It has satisfied the requirements as a VCT under Sections 274-280A of the Income Tax Act 2007. Confirmation of the Company's qualification as a VCT has been received up to 31 December 2024 and the Directors have managed and intend to continue to manage the Company's affairs in such a manner as to comply with these regulations.

## Results and dividends

The total return attributable to Shareholders for the year amounted to £3,610,000 (2024: £11,409,000). The Board paid a special dividend of 3.1p on 16 May 2025 and an interim dividend of 2.8p per share on 18 July 2025.

## Net Asset Value Total Return

The Company's principal indicator of performance, NAV Total Return per share, was 2.2% in the year to 31 December 2025 (6.6% in the year to 31 December 2024).

## Political contributions

During the fiscal year, the Company did not make any political contributions. The Board remains committed to maintaining transparency and adhering to all relevant regulations regarding political donations and contributions.

## Engagement with suppliers, customers and others

In accordance with the Companies Act 2006, the Directors have had regard to the interests of the Company's key stakeholders, including suppliers, customers and other business partners, in the performance of their duties throughout the year. The Board recognises that effective stakeholder engagement is fundamental to building strong and sustainable relationships, maintaining a high-quality supply chain and understanding stakeholder expectations.

Engagement has been undertaken through regular dialogue, feedback mechanisms and ongoing collaboration, and the insights gained have informed Board discussions and decision-making, supporting the Company's long-term success.

## Share issues

During the year, 17,703,296 shares and 4,946,026 shares were issued pursuant to an offer for subscription and the dividend reinvestment scheme respectively. Shares were issued at issue prices ranging from 50.7p to 54.5p per share. At 31 December 2025, the Company had 312,434,761 shares in issue.

## Share buybacks

During the year, the Company repurchased 9,042,815 shares for cancellation at a cost of £4.3 million. No shares bought back by the Company are held in treasury. Share buybacks have been completed at an average discount of 5.0%.

## Principal risks, risk management and regulatory environment

A summary of the principal risks faced by the Company is set out in the Strategic Report on pages 56 to 60.

## Financial instruments

Details of all financial instruments used by the Company during the year are given in note 15 to the accounts.

## Policy of paying creditors

The Company does not subscribe to a particular code but follows a policy whereby suppliers are paid by the due date and investment purchases are settled in accordance with the stated terms. At the year end, trade creditors represented an average credit period of zero days (2024: zero days).

## Directors' Report

### Management

The Company has appointed Foresight Group LLP (the "Manager") to provide investment management, accounting and administration services.

Annually, the Management Engagement & Remuneration Committee reviews the appropriateness of the Manager's appointment. In carrying out its review, the Management Engagement & Remuneration Committee considers the investment performance of the Company and the ability of the Manager to produce satisfactory investment performance. It also considers the length of the notice period of the investment management contract and fees payable to the Manager, together with the standard of other services provided, which include company secretarial services. It is the Board's opinion that the continuing appointment of the Manager on the terms agreed is in the interests of Shareholders as a whole. The last review was undertaken in March 2026. The principal terms of the management agreement are set out in note 3 to the accounts.

The annual expenses cap is 2.35% of net assets, which is at the lower range of any VCT with total assets over £50 million.

No Director has an interest in any contract to which the Company is a party other than their own appointment.

Foresight Group LLP was appointed as Manager on 30 July 2004 and earned fees of £3,196,000 in the year to 31 December 2025 (2024: £3,553,000). These fees related to the ongoing active management of the portfolio, including identification of suitable new investment opportunities and exit routes. Foresight Group LLP received £215,000 excluding VAT (2024: £207,000) during the year in respect of secretarial, administrative, accounting and custodian services to the Company. These fees cover the administrative management of operating the VCTs, including producing management and quarterly accounts, monitoring VCT test compliance, managing the statutory books and making Companies House filings.

A performance incentive fee of £318,000 has been recognised during the year to 31 December 2025 (2024: £1,964,000). Foresight Group LLP also received from investee companies arrangement fees of £420,000 (2024: £411,000) and Directors' fees of £857,000 (2024: £876,000). Arrangement fees cover the cost of each deal process, including conducting due diligence and negotiating with management and Shareholders, and Directors' fees cover the cost of Foresight employees acting as Directors on the Boards of each investee company.

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Management fee	3,196	3,553
Secretarial fee	215	207
Performance incentive fee	318	1,964
Arrangement fees	420	411
Directors' fees	857	876
	<b>5,006</b>	<b>7,011</b>

All amounts are stated, where applicable, net of VAT. The Manager is also a party to the performance incentive agreements described in note 13 to the accounts. Foresight Promoter LLP, a related party to the Manager, earned fees of £197,000 (2024: £554,000) in respect of costs incurred related to share allotments in the year.

At the time of writing, officers and staff of the Manager held a total of 97,951 shares in the Company.

### Performance-related incentives

The Manager is entitled to a payment equal to 15% of dividends paid to Shareholders, subject to the total return (Net Asset Value plus cumulative dividends paid per share) exceeding 100.0p ("High Watermark"), both immediately before and after the performance incentive fee is paid.

After each distribution is made to Shareholders where a performance incentive is paid, the High Watermark required to be achieved by the Company to trigger a further performance incentive fee will be amended to take account of the dividend paid. As a result of performance incentive fee payments made in the current and previous years, the High Watermark as at 31 December 2025 was 117.4p (2024: 116.8p). Further details can be found in note 13 to the accounts.

The performance incentive fee may be satisfied by either a cash payment or the issue of shares (or by a combination of both) ultimately at the Board's discretion and, as such, qualifies as a share-based payment. Any new shares to be issued to the Manager would be calculated by dividing the performance fee cash equivalent amount by the latest Net Asset Value per share after adding the cumulative dividends to be paid.

A performance incentive fee of £318,000 was paid in the year (2024: £3,079,000). A performance incentive fee accrual of £nil (2024: £nil) has been provided for in these accounts. Further details can be found in note 13 to the accounts.

## Directors' Report

### Venture Capital Trust status

Foresight Enterprise VCT plc has been granted approval as a Venture Capital Trust ("VCT") under Sections 274-280A of the Income Tax Act 2007 for the year ended 31 December 2024.

The next complete review will be carried out for the year ended 31 December 2025. It is intended that the business of the Company be carried on so as to maintain its VCT status.

The Board and the Manager have managed, and continue to manage, the business in order to comply with the legislation applicable to VCTs. The Board has appointed Shakespeare Martineau LLP to monitor and provide continuing advice in respect of the Company's compliance with applicable VCT legislation and regulation. Reviews of prospective investments are carried out by advisers assisting on the relevant investment transaction. As at 31 December 2025, the Company had 96.8% (by VCT value) of its applicable funds in such VCT qualifying holdings.

### VCT tax benefit for Shareholders

To obtain VCT tax reliefs on subscriptions up to £200,000 per annum, a VCT investor must be a "qualifying" individual over the age of 18 with UK taxable income. The tax reliefs for subscriptions since 6 April 2006 are:

- Income tax relief of up to 30% on subscription by qualifying investors for new shares
- VCT dividends (including capital distributions of realised gains on investments) are not subject to income tax in the hands of qualifying investors
- Capital gains on disposal of VCT shares by qualifying investors are tax-free, whenever the disposal occurs

The upfront income tax relief will be forfeited by Shareholders if the shares are not held for five years or the Company loses its approval as a VCT in that period.

The other tax reliefs will similarly be lost if the Company loses its approval as a VCT. From 6 April 2026, the income tax relief was reduced from 30% to 20%.

### Substantial shareholdings

So far as the Board is aware, there were no individual shareholdings representing 3% or more of the Company's issued share capital at the date of this report.

### Likely future developments

Please refer to the Manager's Review on page 26 for more details on likely future developments.

### Alternative Investment Fund Managers Directive ("AIFMD")

The AIFMD came into force on 22 July 2013 and sets out the rules for the authorisation and ongoing regulation of Alternative Investment Fund Managers ("AIFMs") that manage authorised Alternative Investment Funds ("AIFs") in the EU. The Company qualifies as a small authorised AIF and so is required to comply, although additional costs and administration requirements are not material. The Company's approval was confirmed in August 2014. This has not affected the current arrangements with the Manager, who continues to report to the Board and manage the Company's investments on a discretionary basis.

### Valuation policy

Investments held by the Company have been valued in accordance with the International Private Equity and Venture Capital ("IPEV") Valuation Guidelines (December 2022) developed by the British Venture Capital Association and other organisations. Through these guidelines, investments are valued as defined at "fair value". Where the investment being valued was made recently, its cost would normally provide a good starting point for estimating fair value.

At each measurement date, fair value is estimated using appropriate valuation techniques. Investments quoted or traded on a market are valued at bid price. The portfolio valuations are prepared by the Manager, reviewed and approved by the Board quarterly and are subject to annual review by the external auditor.

### Statutory Instrument 2008/410 Schedule 7 Part 6

The following disclosures are made in accordance with Statutory Instrument 2008/410 Schedule 7 Part 6:

### Capital structure

The Company's issued share capital as at 21 April 2026 was 390,168,331 Ordinary Shares of 1p each. Further information on the share capital of the Company is detailed in note 11 to the accounts.

### Voting rights in the Company's shares

Details of the voting rights in the Company's shares at the date of this report are given in note 5 in the Notice of Annual General Meeting on page 118.

### Notifiable interests in the Company's voting rights

At the date of this report, no notifiable interests had been declared in the Company's voting rights.

### Auditor

Pursuant to Section 487(2) of the Companies Act 2006, the Board has decided to propose the reappointment of Deloitte LLP as auditor and a resolution concerning this will be proposed at the Annual General Meeting.

## Directors' Report

### Audit information

Pursuant to Section 418(2) of the Companies Act 2006, each of the Directors confirms that: (a) so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and (b) they have taken all steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of such information.

### Companies Act 2006 disclosures

In accordance with Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, as amended, the Directors disclose the following information:

- The Company's capital structure and voting rights are summarised above, and there are no restrictions on voting rights nor any agreement between holders of securities that result in restrictions on the transfer of securities or on voting rights
- There exist no securities carrying special rights with regard to the control of the Company
- The rules concerning the appointment and replacement of Directors, amendment of the Articles of Association, and powers to issue or buy back the Company's shares are contained in the Articles of Association of the Company and the Companies Act 2006
- The Company does not have an employee share scheme
- There exist no agreements to which the Company is party that may affect its control following a takeover bid
- There exist no agreements between the Company and its Directors providing for compensation for loss of office that may occur following a takeover bid or for any other reason

### Conflicts of interest

The Directors have declared any conflicts or potential conflicts of interest to the Board which has the authority to approve such conflicts. The Company Secretary maintains the Register of Directors' Conflicts of Interest, which is reviewed quarterly by the Board and when changes are notified. 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 concerning their own conflicts.

### Whistleblowing

The Board has been informed that the Manager has arrangements in place in accordance with the UK Corporate Governance Code's recommendations by which staff may, in confidence, raise concerns within their respective organisations about possible improprieties in matters of financial reporting or other matters.

On the basis of that information, 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.

### Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are referred to in the Chair's Statement, Strategic Report and Notes to the Accounts. In addition, the Annual Report and Accounts include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk.

The Company has adequate financial resources, together with investments and income generated therefrom, across a variety of industries and sectors. As a consequence, the Board believes that the Company is able to manage its business risks.

Three-year cash flow projections to 31 December 2028 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 share buybacks and dividends. The Company has no external loan finance in place and therefore is not exposed to any gearing covenants, although its underlying investments may have external loan finance.

The Directors have considered the impact of the difficult economic outlook, US trade tariffs, energy costs and ongoing geopolitical tensions during their assessment of going concern and have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the date of approval of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual accounts.

Post-balance sheet events are disclosed in note 20.

## Directors' Report

### Directors' remuneration

Following changes to the Companies Act 2006, UK investment companies must comply with new regulations in relation to Directors' remuneration. Directors' fees can only be paid in accordance with a remuneration policy which has been approved by Shareholders. The Company must also publish a Directors' Remuneration Report that complies with a new set of disclosure requirements. See pages 79 to 82.

### Directors' indemnification and insurance

To the extent permitted by law, the Directors have the benefit of indemnities under the Articles of Association of the Company against liabilities they may incur acting in their capacity as Directors of the Company.

An insurance policy is maintained by the Company which indemnifies the Directors of the Company against certain liabilities that may arise in the conduct of their duties. There is no cover against fraudulent or dishonest actions. These indemnities were made during the year and remain in force at the date of this report.

### Annual General Meeting

A formal notice convening the Annual General Meeting on 11 June 2026 can be found on pages 116 to 117.

Resolutions 1 to 8 will be proposed as ordinary resolutions, meaning that for each resolution to be passed, more than 50% of the votes cast at the meeting must be in favour of the resolution. Resolutions 9 and 10 will be proposed as special resolutions, meaning that for each resolution to be passed, at least 75% of the votes cast at the meeting must be in favour of the resolution. Resolutions 8 to 10 renew share issue and buyback authorities granted at previous general meetings of the Company and are explained in further detail below.

The Directors believe that the proposed resolutions are in the interests of Shareholders and accordingly recommend Shareholders to vote in favour of each resolution.

### Resolution 8

Resolution 8 will authorise the Directors to allot relevant securities generally, in accordance with Section 551 of the Companies Act 2006, up to an aggregate nominal amount of £1,900,000 (representing approximately 48.7% of the issued share capital of the Company as at the date of this Annual Report). This authority will be used for the purposes listed under the authority requested under Resolution 9. This includes authority to issue shares pursuant to the dividend reinvestment scheme operated by the Company, performance incentive fee arrangements with Foresight Group LLP and relevant individuals of Foresight Group and further top-up offers for subscription to raise new funds for the Company if the Board believes this to be in the best interests of the Company. All new offers are intended to be at an offer price linked to NAV.

The authority conferred by Resolution 8 is in substitution for all existing authorities and will expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the Annual General Meeting of the Company to be held in the year 2027, or, if earlier, on the date falling 15 months after the passing of the resolution, save that the Company may allot equity shares after such date in pursuance of a contract or contracts made prior to the expiration of this authority.

### Resolution 9

Resolution 9 will sanction, in a limited manner, the disapplication of pre-emption rights in respect of the allotment of equity securities: (i) with an aggregate nominal amount of up to £1,000,000 pursuant to offer(s) for subscription; (ii) with an aggregate nominal amount of up to 10% of the issued share capital pursuant to the dividend reinvestment scheme operated by the Company at a subscription price per share which may be less than the Net Asset Value per share, as may be prescribed by the scheme terms; (iii) with an aggregate nominal amount of up to £100,000 pursuant to performance incentive arrangements with Foresight Group LLP and relevant individuals of Foresight Group at a subscription price per share which may be less than the Net Asset Value per share; and (iv) with an aggregate nominal amount of up to 10% of the issued share capital from time to time for general purposes, in each case where the proceeds of such issue may be used in whole or part to purchase the Company's shares.

The authority conferred by Resolution 9 is in substitution for all existing authorities and will expire (unless renewed, varied or revoked by the Company in a general meeting) at the conclusion of the Annual General Meeting to be held in 2027 or, if earlier, on the date falling 15 months after the passing of the resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry, and Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the authority conferred hereby had not expired.

## Directors' Report

### Annual General Meeting

#### Resolution 10

It is proposed by Resolution 10 that the Company be authorised to make market purchases of the Company's own shares. Under this authority, the Directors may purchase up to 58,486,232 shares (representing approximately 14.99% of the Company's shares in issue at the date of this Annual Report) or, if lower, such number of shares (rounded down to the nearest whole share) as shall equal 14.99% of the issued share capital at the date the resolution is passed. When buying shares, the Company cannot pay a price per share which is more than 105% of the average of the middle market quotation for a share taken from the London Stock Exchange Daily Official List on the five business days immediately before the day on which shares are purchased or, if greater, the amount stipulated by Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended).

The authority conferred by Resolution 10 is in substitution for all existing authorities and will expire (unless renewed, varied or revoked by the Company in a general meeting) at the conclusion of the Annual General Meeting to be held in 2027 or, if earlier, on the date falling 15 months after the passing of the resolution, save that the Company may purchase its shares after such date in pursuance of a contract or contracts made prior to the expiration of this authority.

Front-end VCT income tax relief is only obtainable by an investor who makes an investment in new shares issued by the Company. This means that investors may be willing to pay more for new shares issued by the Company than they would pay to buy shares from an existing Shareholder. Therefore, in the interest of Shareholders who may wish to sell shares from time to time, the Company proposes to renew the authority to buy-in shares, as it enables the Board to provide a degree of liquidity in the Company's shares.

Whilst, generally, the Company does not expect that Shareholders will want to sell their shares within five years of subscribing for them because this would lead to a loss of tax relief, the Directors anticipate that from time to time a Shareholder may need to sell shares within this period. In making purchases, the Company will deal only with member firms of the London Stock Exchange and at a discount to the then prevailing Net Asset Value per share of the Company's shares to ensure that existing Shareholders' interests are protected.

This report has been approved for issue by the Board.

**Foresight Group LLP**  
Company Secretary

21 April 2026

# Corporate Governance



**Michael Gray**  
Chair

The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code (the “AIC Code”) issued by the Financial Reporting Council (“FRC”), as well as setting out additional Provisions on issues that are of specific relevance to the Company.

During the year, the Board focused on the implementation of the AIC Corporate Governance Code 2024, which applies to accounting periods beginning on or after 1 January 2025, to ensure continued compliance with its Principles and Provisions.

The Company has complied with the applicable Principles and Provisions of the AIC Code for the year ended 31 December 2025.

The Board considers that reporting against the Principles and Provisions of the AIC Code, which has been endorsed by the FRC, provides more relevant information to Shareholders.

## The Board

The Board comprises four Directors, all of whom are non-executive and independent for the purposes of the AIC Code and the UK Listing Rules. The Board actively encourages Directors to hold shares in the Company, ensuring that their personal interests are aligned with the interests of Shareholders. The Board does not feel that such holdings call into question Directors’ independence.

The Nomination Committee meets annually to discuss the appropriateness of the Board appointments and considers there to be no circumstances which are likely to impair the Chair’s independence.

Kavita Patel was a partner at Shakespeare Martineau until 31 July 2024 and thereafter a consultant to Shakespeare Martineau until 30 April 2025. Shakespeare Martineau provides legal and VCT status advice to the Company, as well as delivering legal services to Foresight Group. Historically, Kavita was responsible for these services; however, she ceased to have any involvement in the provision of services to the Company in May 2023 prior to her appointment to the Board and her involvement in the provision of services to the Manager was in relation to non-VCT matters from the same date.

During the year, the Board conducted a detailed assessment of Kavita’s independence. It was concluded that, while her consultancy arrangement with Shakespeare Martineau was ongoing, she would not be considered independent for the purpose of the UK Listing Rules or the AIC Code due to Shakespeare Martineau’s role as a professional adviser to the Company and Foresight Group.

Following the conclusion of Kavita’s consultancy arrangement with Shakespeare Martineau on 30 April 2025 she is now independent for the purposes of the UK Listing Rules and the Board considers her independent notwithstanding the AIC Code, the Board having concluded that her prior involvement, in particular as the relationship is historic and the nature was that of a legal adviser, does not create a conflict of interest or compromise her independence.

## Corporate Governance

### The Board

In compliance with the AIC Code and the UK Listing Rule 9.8.6, the Board remains committed to maintaining high standards of governance and transparency. This includes ensuring that all reviews and assessments are conducted with the utmost diligence and integrity.

The Directors have significant relevant experience of similar investment funds to VCTs, regulatory organisations, corporate governance of listed companies, the private equity sector and investing in small companies.

### Disclosure of conflicts of interest

In line with the AIC Corporate Governance Code 2024, the Board has established robust procedures for the identification, disclosure and management of conflicts of interest. Directors are required to declare any actual or potential conflicts at the start of each Board meeting and as they arise during the year.

The Board maintains a register of interests and ensures that any identified conflicts are managed appropriately, including, where necessary, through the recusal of affected Directors from relevant discussions or decisions. These arrangements support the integrity of the Board's decision-making and ensure that independent judgement is maintained and not unduly influenced by third parties.

### Diversity and Inclusion Statement

In compliance with DTR 7.2.8A, the Board of Directors remains committed to fostering diversity and inclusion. The Board currently consists of four Directors, two of whom are female and two male, including one Director from a minority ethnic background.

Following the upcoming Annual General Meeting, the composition of the Board will change in line with planned succession. The Board considers diversity of gender, background and experience to be an important factor in ensuring effective governance and balanced decision-making, and believes that a diverse Board enhances constructive challenge and strategic oversight.

### Relationship with the Manager

The Board maintains a close and constructive relationship with the Manager, which is essential for the effective operation of the Company. Regular meetings are held to discuss the Company's performance, strategic direction and any issues that may arise. The Manager provides comprehensive reports on portfolio performance, market conditions and investment opportunities, enabling the Board to make informed decisions. This collaborative relationship ensures that the Company's long-term objectives are aligned with the interests of Shareholders.

### External Board evaluation

During the year ended 31 December 2025, the Board considered the outcomes of an externally facilitated evaluation of its performance, effectiveness and composition, which was conducted during the year by Round Governance Services Limited. The evaluation reviewed the effectiveness of the Board, its committees and individual Directors.

The findings of the evaluation were discussed by the Board, and the actions identified continue to be progressed as part of the Board's ongoing governance, development and succession planning processes. As an external evaluation was undertaken during the year, an internal Board evaluation did not take place in FY25 and is scheduled to resume in FY26.

### Role of the Chair

The Chair leads the Board in setting the Company's strategic direction and overseeing the delivery of its objectives.

The Chair is responsible for the effective operation of the Board, including planning and chairing meetings, setting the agenda and ensuring that Directors receive accurate, timely and clear information. The Chair also promotes open discussion, constructive challenge and the effective contribution of all Directors.

### Board leadership

The leadership of the Board is instrumental in guiding the Company towards achieving its strategic objectives. The Chair, along with the Directors, provides strong and effective leadership, fostering a culture of accountability, transparency and ethical conduct.

The Board's leadership ensures that the Company adheres to its core objectives and principles, while also driving innovation and consistent growth. Through proactive engagement with stakeholders, the Board demonstrates its commitment to delivering long-term value for Shareholders and other stakeholders.

# Corporate Governance

## Culture

The Board is responsible for satisfying itself that the culture of the Manager remains aligned with the Company's purpose, values and long-term strategy. To support this oversight, the Board maintains a range of established mechanisms, including regular reporting and dialogue with the Manager, periodic performance reviews, site visits, training and development initiatives and feedback from key stakeholders.

These mechanisms enable the Board to monitor cultural alignment on an ongoing basis and to identify areas of strength and opportunities for improvement where appropriate.

## Director tenure

In alignment with Principle J of the AIC Code 2024, the Board has established guidelines regarding the tenure of its directors. It is generally expected that directors will not serve on the Board for more than nine years. This policy is designed to ensure the Board remains dynamic and refreshed with new perspectives, while maintaining a balance of experience and continuity.

However, the Board recognises that there may be exceptional circumstances where it is in the best interests of the Company for a director to serve beyond this period. Such circumstances will be considered on a case-by-case basis, taking into account the director's contribution, performance and the needs of the Company at that time.

## Division of responsibilities

The Board is responsible to Shareholders for the proper management of the Company and meets at least quarterly and on an ad hoc basis as required. It has formally adopted a schedule of matters that are required to be brought to it for decision, thus ensuring that it maintains full and effective control over appropriate strategic, financial, operational and compliance issues.

A management agreement between the Company and the Manager sets out the matters over which the Manager has authority, including monitoring and managing the existing investment portfolio and the limits above which Board approval must be sought. All other matters are reserved for the approval of the Board of Directors. The Manager, in the absence of explicit instruction from the Board, is empowered to exercise discretion in the use of the Company's voting rights.

Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties.

The Board has access to the Manager's company secretarial team who act on behalf of the Manager as Company Secretary to the Company and who also attend Board meetings. The Company Secretary plays a crucial role in ensuring effective governance by providing comprehensive support to the Board and its committees, facilitating clear communication, and ensuring compliance with statutory and regulatory requirements.

Representatives of the Manager attend all formal Board meetings, although the Directors may on occasion meet without representatives of the Manager being present. Informal meetings with the Manager are also held between Board meetings as required. Attendance by Directors at Board and Committee meetings is detailed in the table on the following page.

## Corporate Governance

### Division of responsibilities

In addition to the meetings below, 11 further meetings were held in relation to the publication of corporate documents, fundraising, share issues, investments and Company strategy.

	Board	Audit	Nomination	Management Engagement & Remuneration
Gaynor Coley	4/4	2/2	2/2	1/1
Michael Gray <sup>1</sup>	4/4	2/2	2/2	1/1
Ian Harris	4/4	2/2	2/2	1/1
Kavita Patel	4/4	2/2	2/2	1/1

1. On 11 April 2024, the Audit Committee agreed that it was best practice for Michael Gray as the Chair of the Board to attend the Audit Committee meetings as an observer moving forward.

In light of the responsibilities retained by the Board and its committees and of the responsibilities delegated to the Manager, Shakespeare Martineau LLP and other service providers, the Company has not appointed a chief executive officer or a senior independent non-executive director as recommended by the AIC Code. The provisions of the AIC Code which relate to the division of responsibilities between a chair and a chief executive officer are, accordingly, not applicable to the Company.

The Board has not appointed a Senior Independent Director, reflecting the size and composition of the Board and the Company's externally managed structure. The Board will continue to keep this position under review as part of its ongoing succession planning.

In accordance with the AIC Code, the Chair of the Board is not a member of the Audit Committee, ensuring an appropriate balance between leadership and independent oversight.

### Board committees

The Board has adopted formal terms of reference, which are available to view on the website ([www.foresightenterprisevct.com](http://www.foresightenterprisevct.com)), for three standing committees which make recommendations to the Board in specific areas.

The Audit Committee comprises Gaynor Coley (Chair), Kavita Patel and Ian Harris (with Michael Gray in attendance), all of whom are considered to have sufficient recent and relevant financial experience to discharge the role and meets at least twice a year to consider, amongst other things, the following:

- Review the valuation of unquoted investments
- Monitor the integrity of the Annual and Half-Yearly Reports of the Company and recommend the accounts to the Board for approval
- Review the Company's internal control and risk management systems
- Make recommendations to the Board in relation to the appointment of the external auditor
- Review and monitor the external auditor's independence
- Implement and review the Company's policy on the engagement of the external auditor to supply non-audit services

In the prior year, the Shareholders reappointed Deloitte LLP as the Company's auditor as proposed by the Board.

The Audit Committee has performed an assessment of the audit process and the Auditor's Report in the Audit Committee Report. The Directors have decided to recommend the reappointment of Deloitte LLP as auditor and a resolution concerning this will be proposed at the Annual General Meeting.

Blick Rothenberg Limited provides the Company's taxation services. The Company's Chair, Michael Gray, is no longer a member of the Audit Committee following FRC best practice.

The Management Engagement & Remuneration Committee comprises Kavita Patel (Chair), Gaynor Coley, Michael Gray and Ian Harris and meets at least annually to consider the levels of remuneration of the Directors. More details can be found in the Directors' Remuneration Report. The Management Engagement & Remuneration Committee also reviews the appointment and terms of engagement of the Manager. The Board has decided that the entire Board of Directors should fulfil the role of the Management Engagement & Remuneration Committee due to its size.

# Corporate Governance

## Board committees

The Nomination Committee comprises Kavita Patel (Chair), Gaynor Coley, Michael Gray and Ian Harris and meets at least annually to consider the composition and balance of skills, knowledge and experience of the Board and to make nominations to the Board in the event of a vacancy. The Board has decided that the entire Board of Directors should fulfil the role of the Nomination Committee due to its size.

The Board believes that, as a whole, it has an appropriate balance of skills, experience and knowledge. The Board believes that diversity of experience and approach, including gender diversity and ethnic minority representation, amongst Board members is important and it is the Company's policy to give careful consideration to issues of Board balance, diversity and culture when making new appointments. The Board currently comprises two male Directors and two female Directors, with one Director from an ethnic minority background. There is no formal diversity policy in place; however, the Board is conscious of the need for diversity and will consider both male and female candidates from all ethnic backgrounds when making new appointments.

The Board also recognises the importance of fostering a positive and inclusive culture that aligns with the Company's values and strategic objectives.

The Nomination Committee makes recommendations to the Board on the Company's succession plans and also considers the resolutions for the re-election of Directors.

Michael Gray will retire from the Board at the Company's Annual General Meeting on 11 June 2026. Following the AGM, Kavita Patel will assume the role of Chair of the Board. These changes support the Board's ongoing succession planning and ensure continuity of leadership and effective governance.

## Internal controls

The Directors have overall responsibility for the Company's system of internal control, which includes service providers, and for reviewing its effectiveness.

The internal controls system is designed to manage, rather than eliminate, the risks of failure to achieve the Company's business objectives. The system is designed to meet the particular needs of the Company and the risks to which it is exposed and by its nature can provide reasonable, but not absolute, assurance against misstatement or loss.

The Manager has an established system of financial control, including internal financial controls, to ensure that proper accounting records are maintained and that financial information for use within the business and for reporting to Shareholders is accurate and reliable and that the Company's assets are safeguarded.

The Manager was appointed as Company Secretary in 2017 with responsibilities relating to the administration of the non-financial systems of internal control. All Directors have access to the advice and services of the officers of the Company Secretary, who is responsible to the Board for ensuring that Board procedures and applicable rules and regulations are complied with. Pursuant to the terms of its appointment, the Manager invests the Company's assets and has physical custody of documents of title relating to equity investments.

There is a continuous process for identifying, evaluating and managing the significant risks faced by the Company that has been in place for the year under review and up to the date of approval of the Annual Report and Accounts, and this process is regularly reviewed by the Board and accords with the guidance. The process is based principally on the Manager's existing risk-based approach to internal control whereby a risk register is created that identifies the key functions carried out by the Manager and other service providers, the individual activities undertaken within those functions, the risks associated with each activity and the controls employed to counter those risks. A residual risk rating is then applied.

The Board is provided with reports highlighting all changes to the risk ratings and confirming the action that has been, or is being, taken. This process covers consideration of the key business, operational, compliance and financial risks facing the Company and includes consideration of the risks associated with the Company's arrangements with the Manager, Shakespeare Martineau LLP and other service providers. The Audit Committee has carried out a review of the effectiveness of the system of internal control, together with a review of the operational and compliance controls and risk management, as it operated during the year, and reported its conclusions to the Board (which was satisfied with the outcome of the review).

Such review procedures have been in place throughout the full financial year and up to the date of approval of the accounts, and the Board is satisfied with their effectiveness. These procedures are designed to manage, rather than eliminate, risk and, by their nature, can only provide reasonable, but not absolute, assurance against material misstatement or loss.

## Corporate Governance

### Internal controls

The Board monitors the investment performance of the Company against its objectives at each Board meeting.

The Board also reviews the Company's activities since the last Board meeting to ensure that the Manager adheres to the agreed investment policy and approved investment guidelines and, if necessary, approves changes to such policy and guidelines.

The Board has reviewed the need for an internal audit function. It has decided that the systems and procedures employed by the Manager, the Audit Committee and other third-party advisers provide sufficient assurance that a sound system of internal control, which safeguards Shareholders' investments and the Company's assets, is maintained. In addition, the Company's financial statements are audited by external auditors. The Board has therefore concluded that it is not necessary to establish an internal audit function at present, but this policy will be kept under review.

### UK Stewardship Code

While the Manager supports the aims and objectives of the FRC's Stewardship Code, it is not currently a signatory. It is, however, working to ensure alignment with the Stewardship Code and will periodically review its position regarding becoming a signatory in future. A statement to that effect is noted on the Manager's website and can be found at: [www.foresight.group/other-information/stewardship/](http://www.foresight.group/other-information/stewardship/).

### Relations with Shareholders

The Company maintains an open and transparent approach to communication with Shareholders and seeks to engage with them in a manner that supports effective oversight and informed decision-making. Shareholder views are considered where appropriate, and feedback is valued as an important input into the Board's deliberations.

The Manager publishes quarterly factsheets and updates on portfolio activity, including new investments, which are made available through the Company's website. These communications are intended to provide Shareholders with clear and timely information on the Company's strategy, performance and portfolio developments.

In line with the principles of the AIC Code of Corporate Governance 2024, the Board is committed to transparency, accountability and constructive dialogue with Shareholders. The Board believes that ongoing engagement supports effective governance and helps ensure that the Company's long-term strategy remains aligned with Shareholder interests.

Shareholders are encouraged to attend and participate in the Annual General Meeting, where they have the opportunity to ask questions of the Directors, including the Chair and the Chairs of the Audit, Nomination and Management Engagement & Remuneration Committees. Shareholders are also given the opportunity to engage directly with the Manager, supporting informed discussion and accountability. For more information on the Directors' relations with Shareholders, please refer to the Section 172(1) statement in the Strategic Report on pages 42 to 51.

**Michael Gray**  
Chair

21 April 2026

# Audit Committee Report



**Gaynor Coley**  
Chair of the Audit Committee

The Audit Committee is comprised solely of Independent Non-Executive Directors. In line with the recommendations of the AIC Code of Corporate Governance, the Chair of the Board does not sit on the Audit Committee, supporting the independence and effectiveness of the Committee's oversight. Each member has recent and relevant financial experience and the Committee as a whole has competence relevant to the sector in which the Company operates.

## Principal objective

The principal objective of the Committee is to provide assurance as to the effectiveness of the Company's internal controls and the integrity of the financial records and externally published results.

## Principal responsibilities

The principal responsibilities of the Committee are set out in the terms of reference of the Committee and are reviewed annually. In accordance with DTR 7.2.7R, the Audit Committee is comprised entirely of Independent Non-Executive Directors with recent and relevant financial experience. The Committee is responsible for monitoring the integrity of the Company's financial statements and formal announcements relating to financial performance, reviewing the effectiveness of the Company's internal control and risk management systems, and considering significant financial reporting judgements.

The Audit Committee also oversees the relationship with the external auditor, including monitoring the auditor's independence, objectivity and effectiveness, and reviewing the nature and extent of non-audit services provided.

## Key areas of focus

The Audit Committee has identified and considered the following key areas of risk in relation to the business activities and financial statements of the Company:

- Valuation of unquoted investments
- Existence of unquoted investments
- Venture Capital Trust status

These issues were discussed with the Manager and the auditor at the conclusion of the audit of the financial statements, as explained below:

## Valuation of unquoted investments

The Directors have met quarterly to assess the appropriateness of the estimates and judgements made by the Manager, and approve the investment valuations. As a VCT, the Company's investments are all in unquoted securities, which can be difficult to value and require the application of skill, knowledge and judgement by the Board and Audit Committee. During the valuation process, the Manager follows the valuation methodologies for unlisted investments as set out in the IPEV Valuation Guidelines and appropriate industry valuation benchmarks. These valuation policies are set out in note 1 of the accounts. These were then further audited by the auditor and reviewed and challenged by the Audit Committee. The Manager confirmed to the Audit Committee that the investment valuations had been calculated 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.

## Audit Committee Report

### Existence of unquoted investments

For all investments made, both share certificates and loan stock documentation are held by the Manager in the Company's own name and regular reconciliations are carried out by the Manager to ensure that valid documents of title are held.

### Venture Capital Trust status

Maintaining VCT status and adhering to the tax rules of Section 274 of ITA 2007 is critical to both the Company and its Shareholders for them to retain their VCT tax benefits.

The Manager confirmed to the Audit Committee that the conditions for maintaining the Company's status as an approved VCT had been met throughout the year. The Manager seeks legal advice in advance for all qualifying investments and reviews the Company's qualifying status in advance of realisations being made and throughout the year. The Audit Committee is in regular contact with the Manager and any potential issues with VCT status would be discussed at or between formal meetings. In addition, an external third-party review of VCT status is conducted by Shakespeare Martineau LLP on a quarterly basis and this is reported to both the Board, Audit Committee and the Manager.

### Auditor's assessment

The Manager and auditor confirmed to the Audit Committee that they were not aware of any material misstatements. Having reviewed the reports received from the Manager and the auditor, the Audit Committee is satisfied that the key areas of risk and judgement have been addressed appropriately in the financial statements and that the significant assumptions used in determining the value of assets and liabilities have been properly appraised and are sufficiently robust. The Audit Committee considers that Deloitte LLP has carried out its duties as auditor in a diligent and professional manner. During the year, the Audit Committee assessed the effectiveness and quality of the current external audit process by assessing and discussing specific audit documentation presented to it in accordance with guidance issued by the Auditing Practices Board. The audit partner is rotated every five years, ensuring that objectivity and independence is not impaired.

As part of its review of the continuing appointment of the auditor, the Audit Committee considers the need to put the audit out to tender, its fees and independence from the Manager along with any matters raised during each audit. Deloitte LLP is not engaged for non-audit services.

The Audit Committee considered the performance of the auditor during the year and agreed that Deloitte LLP continued to provide a good level of service and maintained a good knowledge of the VCT market, making sure audit effectiveness and quality continued to be maintained.

John Clacy has been appointed as the audit partner for the 2025 financial year. No tender for the audit of the Company has been undertaken since this date and the Audit Committee does not intend to put the audit out to tender during the current financial year.

The Audit Committee met in April 2025 to review the Annual Report and Accounts for the year ended 31 December 2024 and the Company's risk register, and in September 2025 to review the Half-Yearly Report, the audit plan for the year ended 31 December 2025 and the Company's risk register. The Audit Committee also met in March 2026 to review the Annual Report and Accounts for the year ended 31 December 2025.

On behalf of the Board

**Gaynor Coley**  
Chair of the Audit Committee

21 April 2026

# Directors' Remuneration Report



**Kavita Patel**  
Chair of the Management Engagement  
& Remuneration Committee

## Introduction

The Board has prepared this report in accordance with the requirements of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. An ordinary resolution to approve this report, in particular the level of remuneration payable, and proposed to be paid, to the directors will be put to the members for approval at the forthcoming Annual General Meeting.

The law requires the Company's auditor, Deloitte LLP, to audit certain areas 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.

## Annual Statement from the Chair of the Management Engagement & Remuneration Committee

The Board, which is profiled on pages 63 to 64, consists solely of Non-Executive Directors and considers at least annually the level of the Directors' fees.

During the year, as agreed by the Committee and as set out in the Directors' Remuneration Report for the financial year ended 31 December 2024, which received Shareholder approval at the Annual General Meeting on 10 June 2025, the base fees of Directors were increased by 3.0%, effective 1 July 2025.

In March 2026, the Committee concluded, following a review of the level of Directors' fees, there would, subject to the approval by Shareholders of this report at the Annual General Meeting to be held on 11 June 2026, be an increase of 4.0% to the base fee of Directors, effective 1 July 2026.

## Consideration by the Directors of matters relating to Directors' remuneration

The Management Engagement & Remuneration Committee comprises four Directors: Kavita Patel (Chair), Gaynor Coley, Michael Gray and Ian Harris.

The Management Engagement & Remuneration Committee meets at least annually to consider the levels of remuneration of the Directors, specifically reflecting the time commitment and responsibilities of the role.

The Management Engagement & Remuneration Committee also undertakes external comparisons and reviews to ensure that the levels of remuneration paid are broadly in line with industry standards, and members have access to independent advice where they consider it appropriate. During the year, neither the Board nor the Management Engagement & Remuneration Committee has been provided with external advice or services by any person, but has received industry comparison information from the Manager and industry research carried out by third parties in respect of Directors' remuneration.

The remuneration policy set by the Board is described on the following page. Individual remuneration packages are determined by the Management Engagement & Remuneration Committee within the framework of this policy.

Directors are not involved in deciding their own individual remuneration.

## Directors' Remuneration Report

### Remuneration policy

The Board's policy is that the remuneration of Non-Executive Directors should reflect time spent and the responsibilities borne by the Directors for the Company's affairs and should be sufficient to enable candidates of high calibre to be recruited. The levels of Directors' fees paid by the Company for the year ended 31 December 2025 were agreed on 1 April 2025.

It is considered appropriate that no aspect of Directors' remuneration should be performance related in light of the Directors' non-executive status, and Directors are not eligible for bonuses or other benefits.

The Company's policy is to pay the Directors monthly in arrears to the Directors personally (or to a third party if requested by any Director, although no such request has been made). None of the Directors have a service contract but, under letters of appointment dated 1 December 2023 for Ian Harris, 1 September 2023 for Kavita Patel, 10 September 2020 for Gaynor Coley and 14 February 2017 for Michael Gray, they may resign at any time by giving notice in writing to the Board or by mutual consent. No compensation is payable to Directors on leaving office.

The above remuneration policy was last approved by Shareholders at the Annual General Meeting on 10 June 2025 and it is the intention of the Board that the above remuneration policy will, subject to Shareholder approval, come into effect immediately following the Annual General Meeting of the Company on 11 June 2026.

Shareholders' views in respect of Directors' remuneration may be communicated at the Company's Annual General Meeting and are taken into account in formulating the Directors' remuneration policy. At the last Annual General Meeting, 94.3% of Shareholders voted for the resolution approving the Directors' Remuneration Report, showing significant Shareholder support.

Please refer to page 81 for the Directors' remuneration tables.

### Retirement by rotation

All Directors retire and may offer themselves for re-election every year.

### Details of individual emoluments and compensation

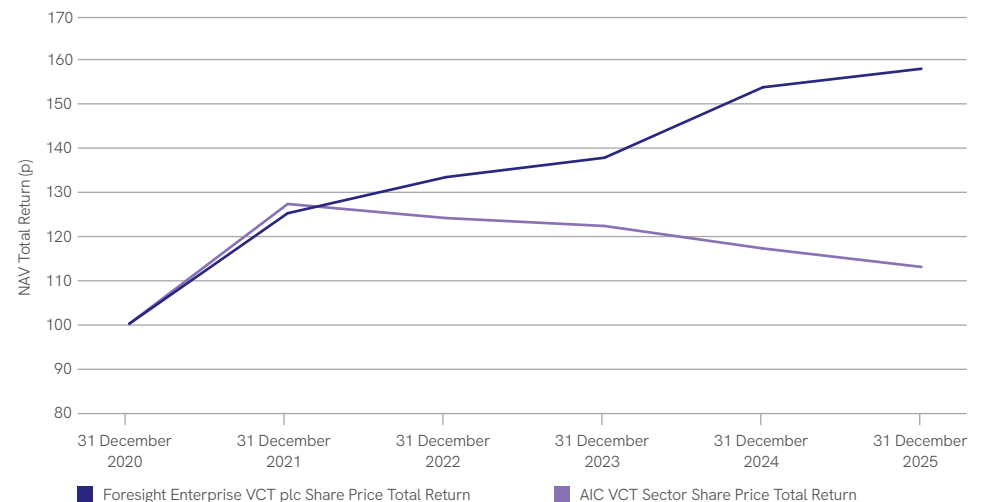
The emoluments in respect of qualifying services of each person who served as a Director during the year are shown on page 81. No Director has waived or agreed to waive any emoluments from the Company in either the current or previous year.

No other remuneration was paid or is payable by the Company during the current or previous year, nor were any expenses claimed by or paid to them other than for expenses incurred wholly, necessarily and exclusively in furtherance of their duties as Directors of the Company.

Directors' liability insurance is held by the Company in respect of the Directors.

### Share Price Total Return

The graph below charts the total Shareholder return to 31 December 2025, on the hypothetical value of £100 invested on 1 January 2021. The return is compared to the total Shareholder return on a notional investment of £100 in the AIC VCT sector.



## Directors' Remuneration Report

### Directors

The Directors who held office during the year or up to the date of signing the Annual Report and their interests in the issued shares of 1p each of the Company were as follows:

	31 December 2025 Shares (audited)	31 December 2024 Shares (audited)
Gaynor Coley	15,267	15,267
Michael Gray	28,448	28,448
Ian Harris	22,046	19,704
Kavita Patel <sup>1</sup>	38,645	38,645
<b>Total</b>	<b>104,406</b>	<b>102,064</b>

1. Includes 8,239 shares held by Kavita Patel's mother.

All the Directors' share interests shown above were held beneficially.

In February 2026, Gaynor Coley was allotted 10,080 shares in the Company, Ian Harris was allotted 50,403 shares in the Company and Kavita Patel was allotted 20,161 shares in the Company, pursuant to the recent offer for subscription.

In accordance with the AIC Code of Corporate Governance and the Company's Articles of Association, Directors are subject to re-election by Shareholders at regular intervals, with nomination for re-election based on continued satisfactory performance and ongoing contribution to the Board.

The Board considers that the skills, experience and knowledge of the Directors standing for re-election continue to complement one another and benefit the Company and therefore recommends their re-election. Michael Gray will retire from the Board at the conclusion of the Company's Annual General Meeting in June 2026 and will therefore not be standing for re-election. None of the Directors have a contract of service with the Company.

### Audited information

The information below has been audited. See the Independent Auditor's Report on pages 85 to 91.

	Directors' fees year ended 31 December 2025 £	Directors' taxable benefits <sup>1</sup> year ended 31 December 2025 £	Total remuneration year ended 31 December 2025 £	Total remuneration year ended 31 December 2024 £
Gaynor Coley	33,900	2,328	36,228	36,531
Michael Gray	37,425	2,522	39,947	36,725
Ian Harris	27,775	4,335	32,110	29,796
Kavita Patel	29,150	1,567	30,717	28,150
Raymond Abbott (resigned 11 June 2024)	—	—	—	11,666
<b>Total</b>	<b>128,250</b>	<b>10,752</b>	<b>139,002</b>	<b>142,868</b>

1. Relates to expenses incurred for attending meetings at the Company's principal place of business.

The Directors are not eligible for pension benefits, share options or long-term incentive schemes. Directors' fees are reviewed annually, and fees were last increased on 1 July 2025 after consideration of fees paid to other VCT directors and available independent research.

## Directors' Remuneration Report

### Votes cast For and Against the Directors' Remuneration Report for the year ended 31 December 2024:

Shares and percentage of votes cast For	Shares and percentage of votes cast Against	Number of votes withheld
94.3%	5.7%	
8,701,308 votes	522,620 votes	207,761 votes

In accordance with Companies Act 2006 legislation, the table below sets out the relative importance of spend on pay when compared to distributions to Shareholders in the form of dividends and share buybacks.

	Year ended 31 December 2025	Year ended 31 December 2024
Dividends	£18,615,000	£40,887,000
Share buybacks	£4,340,000	£9,399,000
Total Shareholder distributions	£22,955,000	£50,286,000
Directors' fees excluding employer's National Insurance contributions	£128,250	£135,541
Directors' fees % of Shareholder distributions	0.6%	0.3%

### Approval of report

An ordinary resolution for the approval of this Directors' Remuneration Report will be put to Shareholders at the forthcoming Annual General Meeting.

This Directors' Remuneration Report was approved by the Board on 21 April 2026 and is signed on its behalf by Kavita Patel (Director).

On behalf of the Board

### Kavita Patel

Chair of the Management Engagement & Remuneration Committee

21 April 2026

# Statement of Directors' Responsibilities

## Statement of Directors' responsibilities in respect of the Annual Report and Accounts

The Directors are responsible for preparing the Annual Report and Accounts 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 its profit or loss for that year. 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
- State whether applicable UK Accounting Standards have been followed
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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.

## Statement of the Directors in respect of the Annual Report

We confirm that to the best of our knowledge:

- The financial statements, prepared in accordance with the applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company
- The Directors' Report and the Strategic Report include 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
- The Annual Report and Accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for Shareholders to assess the Company's position and performance, business model and strategy.

This responsibility statement was approved by the Board of Directors and is signed on its behalf by:

**Michael Gray**  
Chair

21 April 2026

# Financial Statements

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# Independent Auditor's Report

To the members of Foresight Enterprise VCT plc

## Report on the audit of the financial statements

### 1. Opinion

In our opinion the financial statements of Foresight Enterprise VCT PLC (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2025 and of its return for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 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.

We have audited the financial statements which comprise:

- the Statement of Comprehensive Income;
- the Reconciliation of Movements in Shareholders' Funds;
- the Balance Sheet;
- the Cash Flow Statement; and
- the related notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

### 2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the "FRC's") Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 3. Summary of our audit approach

<b>Key audit matter</b>	<p>The key audit matter that we identified in the current year was the valuation of unquoted investments.</p> <p>The key audit matter is identified as follows:</p> <ul style="list-style-type: none"> <li>⚠ Newly identified</li> <li>⬆ Increased level of risk</li> <li>↔ Similar level of risk</li> <li>⬇ Decreased level of risk</li> </ul>
<b>Materiality</b>	The materiality that we used in the current year was £3.11m which was determined on the basis of 2% of the net asset value ("NAV") of the Company at the year end.
<b>Scoping</b>	Audit work to respond to the risks of material misstatement was performed directly by the engagement team.
<b>Significant changes in our approach</b>	There were no significant changes to our audit approach in the current year.

### 4. Conclusions relating to going concern

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

Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- Considering as part of our risk assessment the nature of the Company, its business model and related risks including where relevant the impact of the evolving economic landscape, the requirements of the applicable financial reporting framework and the system of internal control;
- Evaluating the underlying data and key assumptions through assessing the forecasted cash flows and the impact of external market forces, and evaluating the Directors' plans for future actions in relation to their going concern assessment; and
- Assessing the relevant disclosures about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

# Independent Auditor’s Report

To the members of Foresight Enterprise VCT plc

## Report on the audit of the financial statements

### 4. Conclusions relating to going concern

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

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

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

### 5. Key audit matter

The key audit matter communicated below is a matter that, in our professional judgement, was of most significance in our audit of the financial statements of the current year and includes the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. This matter had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

#### 5.1. Valuation of unquoted investments

Key audit matter	
Key audit matter description	<p>The Company holds unquoted investments of £118.6m representing 76.2% of the entity’s net assets (2024: £109.11m, 67.0%).</p> <p>The valuation of the investments held by the Company, due to materiality in the context of the financial statements as a whole, is considered to be one of the areas which has the greatest effect on our overall audit strategy and allocation of resources in planning and completing our audit. The unquoted investments are valued in line with the International Private Equity and Venture Capital Valuation (IPEV) Guidelines and involve a higher degree of judgement.</p> <p>We have identified that significant judgement is required in determining: the maintainable performance of the investee company and whether this supports the fair value; the applicability of companies used as a comparator set for the market multiples approach; and the appropriateness and support for any Discount for Lack of Marketability (“DLOM”) or additional discounts that may be applied.</p> <p>We have therefore pinpointed this judgmental area in the valuation of unquoted investments as a key audit matter. Other factors considered in our scoping of investments included the size and change in value of investment compared to prior year, the trends in investee company performance over recent years, and the complexity of the valuation method.</p> <p>Refer to Note 1b to the financial statements for the accounting policy on unquoted investments and details of the investments are disclosed in Note 8 to the financial statements. Critical accounting judgements and key sources of estimation uncertainty are disclosed in Note 1l. The valuation of investment risk is included within the Audit Committee Report on page 77 and 78.</p>

# Independent Auditor’s Report

To the members of Foresight Enterprise VCT plc

## Report on the audit of the financial statements

### 5. Key audit matters

#### 5.1 Valuation of unquoted investments

Key audit matter	
<p><b>How the scope of our audit responded to the key audit matter</b></p>	<p>We have performed the following procedures to address the key audit matter:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of the relevant controls in place over the valuation of unquoted investments;</li> <li>• Assessed the valuation methodology applied for compliance with the IPEV Guidelines and assessed the assumptions adopted;</li> <li>• For a sample of investments, we tested the judgemental inputs around maintainable revenue/EBITDA against management accounts;</li> <li>• For a sample of investments, we performed back testing of management estimates against latest financial information and historical performance where available, to assess and evaluate the appropriateness of the assumption on those inputs;</li> <li>• For a sample of investments, we evaluated any adjustments made in relation to the impact of inflation and other market risks on the performance of the investee companies, scrutinising cash position and forecasts as relevant;</li> <li>• For a sample of investments, we assessed the suitability and accuracy of the multiple from a basket of comparable transactions/quoted companies;</li> <li>• For a sample of investments, we tested unquoted investee company data (e.g. financial information and capital structures) to supporting documentation;</li> <li>• For a sample of investments, we have assessed whether the applied discounts are aligned with the Manager’s discount policy and their appropriateness based on individual investment circumstances, we also assessed the ongoing suitability of the overall discount policy;</li> <li>• For a sample of investments, performed internet news search on the unquoted investee company and documented our considerations as to how this may impact the valuation; and</li> <li>• Evaluated the adequacy of disclosure within the critical judgement and key sources of estimation uncertainty.</li> </ul>
<p><b>Key observations</b></p>	<p>Based on our testing, we concluded that the valuation of the unquoted investments is reasonable.</p>

# Independent Auditor’s Report

To the members of Foresight Enterprise VCT plc

## Report on the audit of the financial statements

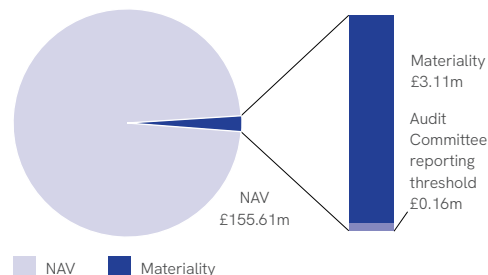
### 6. Our application of materiality

#### 6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

<b>Materiality</b>	£3.11m (2024: £3.25m)
<b>Basis for determining materiality</b>	2% (2024: 2%) of NAV
<b>Rationale for the benchmark applied</b>	NAV is the primary measure used by the shareholders in assessing the performance of the Company as an investment entity.



#### 6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

Performance materiality was set at 70% of materiality for the 2025 audit same as prior year. In determining performance materiality, we considered the quality of the Company’s overall control environment and management’s willingness to correct errors identified in previous audits.

#### 6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to them all audit differences in excess of £156k (2024: £162k), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identify when assessing the overall presentation of the financial statements.

### 7. An overview of the scope of our audit

#### 7.1. Scoping

Our audit was scoped by obtaining an understanding of the entity and its environment, including internal control, and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

#### 7.2. Our consideration of the control environment

The investment management and accounting and reporting operations were undertaken by the Manager. We have obtained an understanding of the Manager’s systems of internal controls and considered in our risk assessment the overall control environment. As a result, given the nature of the operations and environment, we have not relied on controls in our audit approach.

#### 7.3. Our consideration of climate-related risks

As part of our risk assessment, we have considered the potential impact of climate change on the Company’s business and its financial statements. We obtained an understanding of the process for identifying climate-related risks, the process and controls in place, as well as the determination of any mitigating actions.

The Company continues to develop its assessment of the potential impact of environmental, social and governance (“ESG”) related risks, including climate change.

Details of the Board’s climate change considerations are provided in the Climate Change Statement in the Responsible Investment section on page 54. We have assessed whether the risks identified by the entity are consistent with our understanding of the business and read the disclosures in the annual report to consider whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

# Independent Auditor's Report

To the members of Foresight Enterprise VCT plc

## Report on the audit of the financial statements

### 8. Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### 9. Responsibilities of Directors

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

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

### 10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### 11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

#### 11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Company's remuneration policies, key drivers for Directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, the Directors and the Audit Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the Company's sector;
- any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and relevant internal specialists, which included valuations specialists, regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

# Independent Auditor's Report

To the members of Foresight Enterprise VCT plc

## Report on the audit of the financial statements

### 11. Extent to which the audit was considered capable of detecting irregularities, including fraud

#### 11.1. Identifying and assessing potential risks related to irregularities

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the valuation of unquoted investments.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Financial Conduct Authority ("FCA") and UK Listing Rules.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. This included the Company's compliance with Venture Capital Trust regulations.

#### 11.2. Audit response to risks identified

As a result of performing the above, we identified the valuation of unquoted investments as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Audit Committee concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC and the FCA; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

## Report on other legal and regulatory requirements

### 12. Opinions on other matters prescribed by the Companies Act 2006

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

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

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

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

### 13. Corporate Governance Statement

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

# Independent Auditor's Report

To the members of Foresight Enterprise VCT plc

## Report on other legal and regulatory requirements

### 13. Corporate Governance Statement

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

- the Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 68;
- the Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 61;
- the Directors' statement on fair, balanced and understandable set out on page 83;
- the Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 56 to 60;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 75 and 76; and
- the section describing the work of the Audit Committee set out on pages 77 and 78.

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

#### 14.1. Adequacy of explanations received and accounting records

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

- we have not received all the information and explanations we require for our audit; or
- 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 are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

#### 14.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of Directors' remuneration have not been made or the part of the Directors' Remuneration Report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

## 15. Other matters which we are required to address

### 15.1. Auditor tenure

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors on 30 August 2019 to audit the financial statements for the year ending 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is seven years, covering the years ending 31 March 2019 to 31 December 2025.

### 15.2. Consistency of the audit report with the additional report to the Audit Committee

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

## 16. Use of our report

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

**John Clacy (Senior Statutory Auditor)**  
For and on behalf of Deloitte LLP

Statutory Auditor  
St Peter Port/Guernsey.  
21 April 2026

# Statement of Comprehensive Income

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025			Year ended 31 December 2024		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains on investments	8	—	4,675	4,675	—	14,494	14,494
Income	2	3,237	—	3,237	3,249	—	3,249
Investment management fees	3	(799)	(2,715)	(3,514)	(888)	(4,629)	(5,517)
Other expenses	4	(788)	—	(788)	(817)	—	(817)
<b>Return on ordinary activities before taxation</b>		<b>1,650</b>	<b>1,960</b>	<b>3,610</b>	<b>1,544</b>	<b>9,865</b>	<b>11,409</b>
Taxation	5	(405)	405	—	(345)	345	—
<b>Return on ordinary activities after taxation</b>		<b>1,245</b>	<b>2,365</b>	<b>3,610</b>	<b>1,199</b>	<b>10,210</b>	<b>11,409</b>
<b>Return per share</b>	7	<b>0.4p</b>	<b>0.7p</b>	<b>1.1p</b>	<b>0.4p</b>	<b>3.8p</b>	<b>4.2p</b>

The total columns of this statement are the profit and loss account of the Company and the revenue and capital columns represent supplementary information.

No operations were acquired or discontinued in the year.

The Company has no recognised gains or losses other than those shown above; therefore, no separate statement of total comprehensive income has been presented.

The Company has only one class of business and one reportable segment, the results of which are set out in the Statement of Comprehensive Income and Balance Sheet.

There are no potentially dilutive capital instruments in issue and, therefore, no diluted earnings per share figures are relevant. The basic and diluted earnings per share are, therefore, identical.

# Reconciliation of Movements in Shareholders' Funds

Year ended 31 December 2025	Notes	Called-up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Distributable reserve <sup>1</sup> £'000	Capital reserve <sup>1</sup> £'000	Revaluation reserve £'000	Total £'000
As at 1 January 2025		2,988	32,659	164	98,440	(6,831)	35,424	162,844
Share issues in the year <sup>2</sup>	11	227	12,292	—	—	—	—	12,519
Expenses in relation to share issues <sup>3</sup>		—	(404)	—	—	—	—	(404)
Repurchase of shares	11	(91)	—	91	(4,340)	—	—	(4,340)
Realised gains on disposal of investments	8	—	—	—	—	6,014	—	6,014
Investment holding losses	8	—	—	—	—	—	(1,339)	(1,339)
Dividends paid	6	—	—	—	(18,615)	—	—	(18,615)
Management fees charged to capital	3	—	—	—	—	(2,715)	—	(2,715)
Revenue return for the year before taxation		—	—	—	1,650	—	—	1,650
Taxation for the year	5	—	—	—	(405)	405	—	—
<b>As at 31 December 2025</b>		<b>3,124</b>	<b>44,547</b>	<b>255</b>	<b>76,730</b>	<b>(3,127)</b>	<b>34,085</b>	<b>155,614</b>

1. Distributable reserve accounts at 31 December 2025 total £73,603,000 (2024: £91,609,000). Share premium cancelled during the year included amounts arising on share allotments less than three years old, which comprise protected capital under VCT regulations. Amounts available for distribution at 31 December 2025 are therefore £38,899,000 (2024: £41,673,000). The remaining cancelled share premium will become distributable on the third anniversary of the share allotment on which it arose.

2. Includes the dividend reinvestment scheme.

3. Expenses in relation to share issues includes trail commission for prior years' fundraising.

## Reconciliation of Movements in Shareholders' Funds

Year ended 31 December 2024	Notes	Called-up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Distributable reserve <sup>1</sup> £'000	Capital reserve <sup>1</sup> £'000	Revaluation reserve £'000	Total £'000
As at 1 January 2024		2,567	102,801	679	44,046	(31,047)	49,430	168,476
Share issues in the year <sup>2</sup>	11	586	33,791	—	—	—	—	34,377
Expenses in relation to share issues <sup>3</sup>		—	(1,132)	—	—	—	—	(1,132)
Repurchase of shares	11	(165)	—	165	(9,399)	—	—	(9,399)
Realised gains on disposal of investments	8	—	—	—	—	28,500	—	28,500
Investment holding losses	8	—	—	—	—	—	(14,006)	(14,006)
Dividends paid	6	—	—	—	(40,887)	—	—	(40,887)
Cancellation of share premium <sup>1</sup>		—	(102,801)	(680)	103,481	—	—	—
Management fees charged to capital	3	—	—	—	—	(4,629)	—	(4,629)
Revenue return for the year before taxation		—	—	—	1,544	—	—	1,544
Taxation for the year	5	—	—	—	(345)	345	—	—
As at 31 December 2024		2,988	32,659	164	98,440	(6,831)	35,424	162,844

1. Distributable reserve accounts at 31 December 2024 total £91,609,000 (2023: £12,999,000). Share premium cancelled during the year included amounts arising on share allotments less than three years old, which comprise protected capital under VCT regulations. Amounts available for distribution at 31 December 2024 are therefore £41,673,000 (2023: £12,999,000). The remaining cancelled share premium will become distributable on the third anniversary of the share allotment on which it arose.

2. Includes the dividend reinvestment scheme.

3. Expenses in relation to share issues includes trail commission for prior years' fundraising.

# Balance Sheet

As at 31 December 2025

	Notes	As at 31 December 2025 £'000	As at 31 December 2024 £'000
<b>Fixed assets</b>			
Investments held at fair value through profit or loss	8	118,632	109,110
<b>Current assets</b>			
Debtors	9	2,351	3,206
Cash and cash equivalents <sup>1</sup>		34,806	50,859
		37,157	54,065
<b>Creditors</b>			
Amounts falling due within one year	10	(175)	(331)
<b>Net current assets</b>		36,982	53,734
<b>Total assets less current liabilities</b>		155,614	162,844
<b>Net assets</b>		155,614	162,844

1. Cash and cash equivalents are composed of cash at bank and in hand of £3,745,000 (2024: £5,180,000), fixed-term funds totalling £24,955,000 (2024: £36,873,000) and money market funds totalling £6,106,000 (2024: £8,806,000).

	Notes	As at 31 December 2025 £'000	As at 31 December 2024 £'000
<b>Capital and reserves</b>			
Called-up share capital	11	3,124	2,988
Share premium account		44,547	32,659
Capital redemption reserve		255	164
Distributable reserve		76,730	98,440
Capital reserve		(3,127)	(6,831)
Revaluation reserve		34,085	35,424
<b>Equity Shareholders' funds</b>		155,614	162,844
<b>Net Asset Value per share</b>	12	49.8p	54.5p

The financial statements were approved by the Board of Directors and authorised for issue on 21 April 2026 and were signed on its behalf by:

**Michael Gray**

Chair

Registered number: 03506579

# Cash Flow Statement

For the year ended 31 December 2025

	Notes	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
<b>Cash flow from operating activities</b>			
Loan interest received from investments		1,322	932
Dividends received from investments	2	31	165
Deposit and similar interest received	2	1,894	2,174
Investment management fees paid	3	(3,514)	(3,483)
Performance incentive fees paid	13	(318)	(3,079)
Secretarial fees paid	4	(215)	(207)
Other cash payments		(628)	(591)
<b>Net cash outflow from operating activities</b>		<b>(1,428)</b>	<b>(4,089)</b>
<b>Cash flow from investing activities</b>			
Purchase of investments	8	(13,967)	(14,444)
Proceeds on sale of investments	8	8,888	34,611
Proceeds on deferred consideration	8	1,366	4,257
<b>Net cash (outflow)/inflow from investing activities</b>		<b>(3,713)</b>	<b>24,424</b>
<b>Cash flow from financing activities</b>			
Proceeds of fundraising		9,811	28,787
Expenses of fundraising		(296)	(856)
Repurchase of own shares		(4,338)	(9,418)
Equity dividends paid	6	(16,089)	(35,832)
<b>Net cash outflow from financing activities</b>		<b>(10,912)</b>	<b>(17,319)</b>
<b>Net (decrease)/increase of cash for the year</b>		<b>(16,053)</b>	<b>3,016</b>
<b>Reconciliation of net cash flow to movement in net funds</b>			
(Decrease)/increase in cash and cash equivalents for the year		(16,053)	3,016
<b>Net cash and cash equivalents at start of year</b>		<b>50,859</b>	<b>47,843</b>
<b>Net cash and cash equivalents at end of year</b>		<b>34,806</b>	<b>50,859</b>

The notes on pages 97 to 115 form part of these financial statements.

# Notes to the Accounts

For the year ended 31 December 2025

## 1 Accounting policies

Foresight Enterprise VCT plc is a public limited company incorporated in England and Wales and its registered office is at The Shard, 32 London Bridge Street, London, United Kingdom, SE1 9SG.

The Company has been approved as a Venture Capital Trust by HMRC under Section 259 of the Income Taxes Act 2007. The shares of the Company were first admitted to the Official List of the UK Listing Authority and trading on the London Stock Exchange on 3 February 1998.

The Company's principal activity is to provide private investors with regular dividends and capital growth from a portfolio of investments in fast-growing unquoted companies in the UK.

A summary of the principal accounting policies, all of which have been applied consistently throughout the year, is set out below:

### a) Basis of accounting

The financial statements have been prepared under the Companies Act 2006 and in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP") including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Statement of Recommended Practice ("SORP"): Financial Statements of Investment Trust Companies and Venture Capital Trusts issued in November 2014 and updated in October 2019 and July 2022.

The financial statements have been prepared under the historical cost convention as modified by the revaluation of investments.

The Company presents its Statement of Comprehensive Income in a three-column format to give Shareholders additional detail of the performance of the Company split between items of a revenue or capital nature.

As permitted by FRS 102, paragraph 14.4, investments are held as part of an investment portfolio, and their value to the Company is through their marketable value as part of a portfolio of investments, rather than as a medium through which the Company carries out its business. Therefore, the investments are not considered to be associated undertakings.

Where the Company's interest in an investment is greater than 50% of the investee company's total equity, specific clauses are included in the investee company's Articles of Association to prevent the Company from exercising control. Therefore, these investments are not considered to be subsidiary undertakings. As all investee companies are held exclusively with a view to subsequent resale, they are excluded from consolidation.

## Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report.

The financial position of the Company, its cash flows, liquidity position and borrowing facilities are referred to in the Chair's Statement, Strategic Report and Notes to the Accounts. In addition, the Annual Report and Accounts include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk.

The Company has sufficient financial resources, together with investments and income generated therefrom, across a variety of industries and sectors.

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 share buybacks and dividends. The Company has no external loan finance in place and therefore is not exposed to any gearing covenants, although its underlying investments may have external loan finance.

The Directors have considered the impact of the difficult economic outlook, US tariffs, energy prices and global conflicts during their assessment of going concern and have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the date of approval of these financial statements. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### b) Assets held at fair value through profit or loss - investments

All investments held by the Company are classified as "fair value through profit or loss" and the Company has adopted Sections 11 and 12 of FRS 102. The Board values investments in accordance with the International Private Equity and Venture Capital ("IPEV") Valuation Guidelines, as updated in December 2022. This classification is followed as the Company's business is to invest in financial assets with a view to profiting from the total return in the form of capital growth and income.

Purchases and sales of unlisted investments are recognised when the contract for acquisition or sale becomes unconditional.

# Notes to the Accounts

For the year ended 31 December 2025

## 1 Accounting policies

### b) Assets held at fair value through profit or loss – investments

Unquoted investments are stated at fair value by the Board in accordance with the following rules, which are consistent with the IPEV Valuation Guidelines. When valuing an unquoted investment at fair value, the following factors will be considered:

- i. Where a value is indicated by a recent material arm's-length transaction by an independent third party in the shares of a company, this value will be used
- ii. In the absence of (i), and depending upon both the subsequent trading performance and investment structure of an investee company, the valuation basis will usually move to either:
  - a) An earnings multiple basis. The shares may be valued by applying a suitable price-earnings ratio to that company's historic, current or forecast earnings before interest, taxes, depreciation and amortisation ("EBITDA") (the ratio used being based on a comparable sector but the resulting value being adjusted to reflect points of difference identified by the Manager compared to the sector including, inter alia, illiquidity)
  - b) Where a company's under-performance against plan indicates a diminution in the value of the investment, a write-down against cost is made, as appropriate. Where the value of an investment has fallen permanently below cost, the loss is treated as a permanent write-down and as a realised loss, even though the investment is still held. The Board assesses the portfolio for such investments and, after agreement with the Manager, will agree the values that represent the extent to which a realised loss should be recognised. This is based upon an assessment of observable evidence of that investment's prospects to determine whether there is potential for the investment to recover in value
- iii. Premiums on loan stock investments are accrued at fair value when the Company receives the right to the premium and when considered recoverable
- iv. Where an earnings multiple or cost less impairment basis is not appropriate and overriding factors apply, discounted cash flow, a net asset valuation, a price of a recent or the last funding round, venture capital method or industry-specific valuation benchmarks may be applied. An example of an industry-specific valuation benchmark would be the application of a multiple to that company's historic, current or forecast revenue (the multiple being based on a comparable sector but with the resulting value being adjusted to reflect points of difference including, inter alia, illiquidity). The venture capital method ("VC method") of valuation calculates and discounts the present value of the expected exit proceeds from an investment, taking account of both time and risk
- v. In estimating the fair value of the investments held, the Manager has considered the conflict in the Middle East, the Russian invasion of Ukraine, inflationary pressures and the difficult economic outlook which may impact the fair value of the investments and the sectors in which they operate. The conflict in the Middle East and the Russian invasion of Ukraine have had a significant impact in many sectors across the globe. The Manager has applied assumptions based on a best estimate of likely outcome for each individual investment and applied discounts where it is considered necessary

### c) Income

Dividends receivable on unquoted equity shares are brought into account when the Company's rights to receive payment are established and there is no reasonable doubt that payment will be received. Other income such as interest is included on an accruals basis. Loan interest income is calculated using the effective interest method and recognised on an accruals basis.

### d) Expenses

All expenses (inclusive of VAT) are accounted for on an accruals basis. Expenses are charged through the revenue column of the Statement of Comprehensive Income, with the exception that 75% of the fees payable to the Manager for management fees are allocated against the capital column of the Statement of Comprehensive Income. The basis of the allocation of management fees is expected to reflect the revenue and capital split of long-term returns in the portfolio.

### e) Share-based payments

The Manager is entitled to a performance incentive fee equal to 15% of dividends paid to Shareholders, subject to the total return (Net Asset Value plus cumulative dividends paid per share) exceeding a High Watermark, both immediately before and after the performance incentive fee is paid.

The performance incentive fee may be satisfied by either a cash payment or the issue of shares (or by a combination of both) ultimately at the Board's discretion and therefore falls within the definition of a share-based payment under FRS 102.26. However, the Board considers that the incentive fee arrangement should be accounted for as a cash-settled transaction; with the option of settling in shares in the event of any cash flow restrictions.

# Notes to the Accounts

For the year ended 31 December 2025

## 1 Accounting policies

### e) Share-based payments

The fair value of the amount payable to the Manager is recognised as an expense, with a corresponding increase in liabilities (or equity if the share-based payment is settled by the issue of shares) over the year in which the Manager becomes unconditionally entitled to payment or when the Board considers it likely such payment will become due over the medium term.

The liability (or equity) is remeasured at each balance sheet date and at settlement date. Any changes in the fair value of the liability (or equity) are recognised as a performance incentive fee in the Statement of Comprehensive Income.

### f) Basic financial instruments

#### Trade and other debtors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost less any impairment losses. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

#### Trade and other creditors

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

### Investments in preference and ordinary shares

Investments in preference and ordinary shares are measured initially at transaction price less attributable transaction costs. Subsequent to initial recognition, investments that can be measured reliably are measured at fair value with changes recognised in profit or loss. Other investments are measured at cost less impairment through profit or loss.

### Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits, money market funds and fixed-term funds.

### g) Other financial instruments

Other financial instruments not meeting the definition of basic financial instruments include non-current investments and are recognised initially at fair value. Subsequent to initial recognition, other financial instruments are measured at fair value with changes recognised through profit or loss except investments in equity instruments that are not publicly traded and whose fair value cannot otherwise be measured reliably shall be measured at cost less impairment.

### h) Taxation

Any tax relief obtained in respect of management fees allocated to capital is reflected in the capital column of the Statement of Comprehensive Income and a corresponding amount is charged against the revenue column. The tax relief is the amount by which corporation tax payable is reduced as a result of these capital expenses.

### i) Deferred taxation

Provision is made for corporation tax at the current rates on the excess of taxable income over allowable expenses. A provision is made on all material timing differences arising from the different treatment of items for accounting and tax purposes. A deferred tax asset is recognised only to the extent that there will be taxable profits in the future against which the asset can be offset. It is considered too uncertain that this will occur and, therefore, no deferred tax asset has been recognised.

# Notes to the Accounts

For the year ended 31 December 2025

## 1 Accounting policies

### j) Reserves

Reserves are comprised of the following elements:

#### i. Capital reserve

The following are accounted for in this reserve:

- Gains and losses on realisation of investments, including the reversal of prior year revaluation reserves
- Permanent diminution in value of investments
- 75% of management fee expense, together with the related tax effect to this reserve in accordance with the policies
- Income and costs for the year (capital items)

#### ii. Revaluation reserve (unrealised capital reserve)

Increases and decreases in the valuation of investments held at the year end are accounted for in this reserve, except to the extent that any diminution is deemed permanent.

In accordance with stating all investments at fair value through profit and loss, all such movements through both the revaluation and capital reserves are shown within the Statement of Comprehensive Income for the year.

#### iii. Distributable reserve

The following are accounted for in this reserve:

- Repurchase of shares
- Cancellation of share premium and capital redemption reserve
- Dividends paid
- Income and costs for the year (revenue items)

#### iv. Capital redemption reserve

This reserve accounts for the nominal value of shares repurchased and cancelled by the Company, less any amounts transferred to the distributable reserve.

#### v. Share premium account

The share premium account represents the amount received by the Company for shares issued above their nominal value, less issue costs and amounts transferred to the distributable reserve.

#### vi. Called-up share capital

This accounts for the nominal value of the Company's shares.

### k) Investment recognition and derecognition

Investments are recognised at the trade date, being the date that the risks and rewards of ownership are transferred to the Company. Upon initial recognition, investments are held at the fair value of the consideration payable. Transaction costs in respect of acquisitions made are recognised directly in the Statement of Comprehensive Income. Investments are derecognised when the risks and rewards of ownership are deemed to have transferred to a third party.

Upon realisation, the gain or loss on disposal is recognised in the Statement of Comprehensive Income.

# Notes to the Accounts

For the year ended 31 December 2025

## 1 Accounting policies

### 1) Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires the Board to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities, income and expenses. In the Board's opinion, there was no critical accounting judgement applied. The Board considers that the only area where the Board and the Manager make critical estimates and assumptions that may have a significant effect on the financial statements relates to the fair valuation of unquoted investments. Trading results of investee companies may differ from the estimates made. The underlying assumptions are reviewed and approved on each valuation date.

The Board considers that the fair value of investments not quoted in an active market involves critical estimates and assumptions because they are determined by the Manager, using valuation methods and techniques generally recognised as standard within the industry. Valuations use observable data to the extent practicable. However, they also rely on significant unobservable inputs about the maintainable earnings, comparable multiples and discounts. Furthermore, changes in these inputs and assumptions could affect the reported fair value of unquoted investments. The determination of what constitutes "observable" requires significant judgement by the Manager. The Manager considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Both the Audit Committee and the auditor review the Manager's valuations in detail. Sensitivity analysis is performed on the portfolio and for more detail on this, please refer to note 15.

The Board notes that the Manager also makes estimates relating to the share-based payment expense and liability but does not consider this to have a significant effect on the financial statements.

The Board and the Manager have assessed the impact of climate-related risks on the financial statements and do not consider there to be a material impact on the judgements and estimates from the physical and transition climate-related risks.

## 2 Income

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Deposit and similar interest received	1,894	2,174
Loan stock interest	1,312	910
Dividends receivable	31	165
	<b>3,237</b>	<b>3,249</b>

## 3 Investment management fees

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Investment management fees charged to the revenue account	799	888
Investment management fees charged to the capital account <sup>1</sup>	2,715	4,629
	<b>3,514</b>	<b>5,517</b>

1. Included within investment management fees is an amount of £318,000 (2024: £1,964,000) relating to performance incentive fees charged to the capital account.

The Manager advises the Company on investments under an agreement dated 30 July 2004.

The Manager receives an annual investment management fee, paid quarterly in advance, of an amount equal to 2% of net assets of the Company. If the normal ongoing expenses of the Company exceed 2.35% of the Company's annual net assets, the excess is borne by the Manager through a reduction in its fees. The excess at 31 December 2025 was £284,000 (2024: £nil).

This agreement may be terminated by either party giving to the other not less than 12 months' notice.

Details of the performance incentive fees are given in note 13.

# Notes to the Accounts

For the year ended 31 December 2025

## 4 Other expenses

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Accounting and secretarial services (excluding VAT)	215	207
Directors' remuneration including employer's National Insurance contributions	131	141
Auditor's remuneration (excluding VAT) <sup>1</sup>	69	62
Other	373	407
	<b>788</b>	<b>817</b>

1. The auditor's remuneration relates to the audit of the financial statements. There were no non-audit fees paid to the Company's auditor during the year (2024: £nil).

The Manager is responsible for external costs such as legal and accounting fees incurred on transactions that do not proceed to completion ("abort expenses"). In line with common practice, the Manager retains the right to charge arrangement and syndication fees and Directors' or monitoring fees to companies in which the Company invests.

The Manager is the Company Secretary and received annual fees, paid quarterly in advance, for administration services provided of £215,000 (2024: £207,000). The annual administration fee is adjusted annually in line with the UK Retail Price Index.

The normal annual running costs of the Company are capped at an amount equal to 2.35% of the net assets of the Company as at the end of each financial year, with any excess being borne by the Manager. The excess for the year ended 31 December 2025 was £284,000 (excess for the year ended 31 December 2024: £nil).

The Company did not have employees in the current or prior year.

## 5 Tax

	Year ended 31 December 2025			Year ended 31 December 2024		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Current tax						
Corporation tax	(405)	405	—	(345)	345	—
Total current tax	(405)	405	—	(345)	345	—
Deferred tax	—	—	—	—	—	—
<b>Total tax</b>	<b>(405)</b>	<b>405</b>	<b>—</b>	<b>(345)</b>	<b>345</b>	<b>—</b>

## Notes to the Accounts

For the year ended 31 December 2025

### 5 Tax

#### Factors affecting the total tax charge for the year:

The tax assessed for the year is the standard rate of corporation tax in the UK of 25.0% (2024: 25.0%).

The differences are explained below:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Return before taxation	3,610	11,409
Corporation tax at 25.0% (2024: 25.0%)	903	2,853
<b>Effect of:</b>		
Realised capital gains not taxable	(1,503)	(7,125)
Unrealised capital losses not taxable	335	3,502
Unutilised management expenses	272	811
Dividend income not taxable	(7)	(41)
<b>Total tax charge for the year</b>	<b>—</b>	<b>—</b>

As a qualifying VCT, the Company is exempt from tax on capital gains; therefore, no provision for deferred tax has been recognised in respect of any capital gains or losses arising on the revaluation or disposal of investments.

A deferred tax asset is recognised only to the extent that there will be taxable profits in the future against which the asset can be offset. It is considered too uncertain that this will occur and, therefore, no deferred tax asset has been recognised for surplus management expenses. At year end, there is an unrecognised deferred tax asset of approximately £7,417,000 (2024: £7,157,000).

### 6 Dividends

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Dividends – paid in the year	18,615	40,887

Of the total dividends paid in the year, £2,526,000 (2024: £5,055,000) was reinvested under the Company's dividend reinvestment scheme.

As at 31 December 2025, reserves available for dividend distribution totalled £38,899,000 (2024: £41,673,000).

In accordance with Section 259 of the Income Tax Act 2007, a VCT may not retain more than 15% of its qualifying income in any one accounting year. The payment of the dividends noted above satisfies this requirement.

## Notes to the Accounts

### For the year ended 31 December 2025

#### 7 Return per share

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Total return after taxation	3,610	11,409
Total return per share (note a)	1.1p	4.2p
Revenue return after taxation	1,245	1,199
Revenue return per share (note b)	0.4p	0.4p
Capital return after taxation	2,365	10,210
Capital return per share (note c)	0.7p	3.8p
Weighted average number of shares in issue in the year (note d)	315,236,047	271,803,550

Notes:

- Total return per share is total return after taxation divided by the weighted average number of shares in issue during the year.
- Revenue return per share is revenue return after taxation divided by the weighted average number of shares in issue during the year.
- Capital return per share is capital return after taxation divided by the weighted average number of shares in issue during the year.
- The weighted average number of shares is calculated by taking the number of shares issued and bought back during the year, multiplying each by the percentage of the year for which that share number applies and then totalling with the number of shares in issue at the beginning of the year.

#### 8 Investments held at fair value through profit or loss

	31 December 2025 £'000	31 December 2024 £'000
Unquoted investments	118,632	109,110
		£'000
Book cost at 1 January 2025		76,774
Investment holding gains		32,336
<b>Valuation at 1 January 2025</b>		109,110
Movements in the year:		
Purchases at cost		13,967
Disposal proceeds <sup>1</sup>		(8,888)
Realised gains		4,648
Investment holding losses		(205)
<b>Valuation at 31 December 2025</b>	<b>118,632</b>	
<b>Book cost at 31 December 2025</b>	<b>86,501</b>	
Investment holding gains		32,131
<b>Valuation at 31 December 2025</b>	<b>118,632</b>	

- The Company received £8,888,000 from the disposal of investments and a loan repayment during the year. The book cost of these investments when they were purchased was £4,240,000. These investments have been revalued over time and until they were sold, any unrealised gains or losses were included in the fair value of the investments.

## Notes to the Accounts

For the year ended 31 December 2025

### 8 Investments held at fair value through profit or loss

Reconciliation of realised gains and investment holding losses to the Statement of Comprehensive Income:

	Year ended 31 December 2025 £'000	Year ended 31 December 2024 £'000
Realised gains	4,648	24,243
Investment holding losses	(205)	(14,553)
Deferred consideration receipts	1,366	4,257
Deferred consideration debtor movement	(1,134)	547
Gains on investments per the Statement of Comprehensive Income	4,675	14,494

Breakdown of deferred consideration movements in the year ended 31 December 2025:

	Deferred consideration receipts £'000	Deferred consideration debtor movements £'000
Datapath Group Holdings Limited	583	(583)
Specac International Limited	476	(276)
Callen-Lenz Associates Limited	300	(272)
Codeplay Software Limited	4	—
Mologic Ltd	3	(3)
<b>Total</b>	<b>1,366</b>	<b>(1,134)</b>

### 9 Debtors

	31 December 2025 £'000	31 December 2024 £'000
Deferred consideration	1,954	3,088
Prepayments	26	20
Accrued interest	1	11
Other debtors	370	87
	<b>2,351</b>	<b>3,206</b>

### 10 Creditors: amounts falling due within one year

	31 December 2025 £'000	31 December 2024 £'000
Accruals	175	331
	<b>175</b>	<b>331</b>

### 11 Called-up share capital

	31 December 2025 £'000	31 December 2024 £'000
Allotted, called-up and fully paid:		
312,434,761 shares of 1p each (2024: 298,828,254)	3,124	2,988

## Notes to the Accounts

For the year ended 31 December 2025

### 11 Called-up share capital

#### Share issues and share buybacks

During the year, 17,703,296 shares and 4,946,026 shares were issued pursuant to an offer for subscription and the dividend reinvestment scheme respectively. Shares were issued at issue prices ranging from 50.7p to 54.5p per share.

This share issue was under the VCT provisions that commenced on 6 April 2006, namely: 30% upfront income tax relief which can be retained by qualifying investors if the shares are held for the minimum five-year holding period.

As part of the Company's buyback programme, during the year, 9,042,815 shares were purchased for cancellation at a cost of £4,340,000.

	Shares No.
Share capital at 1 January 2025	298,828,254
Shares allotted	17,703,296
Dividend reinvestment	4,946,026
Share buybacks	(9,042,815)
<b>Share capital at 31 December 2025</b>	<b>312,434,761</b>

### 12 Net Asset Value per share

The Net Asset Value per share is based on net assets at the end of the year and on the number of shares in issue at that date.

	31 December 2025	31 December 2024
Net assets	£155,614,000	£162,844,000
No. of shares at year end	312,434,761	298,828,254
Net Asset Value per share	49.8p	54.5p

### 13 Share-based payments

The Manager is entitled to a performance incentive fee, designated a share-based payment due to its nature, equal to 15% of dividends paid to Shareholders, subject to the total return (Net Asset Value plus cumulative dividends paid per share on or after 11 January 2011) exceeding 100p ("High Watermark"), both immediately before and after the performance incentive fee is paid.

After each distribution is made to Shareholders where a performance incentive is paid, the High Watermark required to be achieved by the Company to trigger a further performance incentive fee will be amended to take account of the dividend paid.

A £318,000 performance incentive fee was paid during the year (2024: £3,079,000) following the 16 May 2025 dividend.

As a result of performance incentive fee payments made in the current and previous years, the High Watermark as at 31 December 2025 was 117.4p (2024: 116.8p). The total return as at 31 December 2025 was 118.7p (2024: 117.5p).

At 31 December 2025, the Company has accrued an amount of £nil in relation to future performance incentive fees (2024: £nil).

The terms and conditions of the grant are as follows:

**Grant date:** Date that the total return is greater than the High Watermark

**Vesting conditions:** Expected total return is greater than the High Watermark both before and after the performance incentive fee. Vesting period: 24 February 2012–31 December 2028

**Method of settlement accounting:** Cash (with the option of settling in shares at the sole discretion of the Board)

The expected volatility is based on the historical performance and dividends of the Company, adjusted for any expected changes to future performance and dividends of the Company.

The vesting period applied is three years from the balance sheet date as the Directors do not consider that the future performance of the Company and the future dividends to be paid by the Company can be accurately estimated beyond that date.

The Directors have prepared a calculation incorporating estimated future dividends over the vesting period and, as at 31 December 2025, did not expect a performance incentive fee to become payable during the vesting period. Therefore, no expense or liability has been recognised as at 31 December 2025 (2024: £nil).

# Notes to the Accounts

For the year ended 31 December 2025

## 14 Contingent assets and liabilities

The Company had no contingent assets or contingent liabilities at 31 December 2025 (2024: £nil).

## 15 Financial instrument risk management

The Company's financial instruments comprise:

- Equity shares, debt securities and fixed-interest securities that are held in accordance with the Company's investment objective as set out in the Directors' Report
- Cash, liquid resources, short-term debtors and creditors that arise directly from the Company's operations

### Classification of financial instruments

The Company held the following categories of financial instruments as at 31 December 2025:

	31 December 2025 £'000	31 December 2024 £'000
Investment portfolio	118,632	109,110
Cash and cash equivalents	34,806	50,859
<b>Total</b>	<b>153,438</b>	159,969

The investment portfolio consists of unquoted investments. Unquoted investments consist of equity in and loans to investee companies and are valued at fair value through profit or loss.

The main financial risks arising from the Company's financial instruments are market price risk, interest rate risk, credit risk and liquidity risk. The Board regularly reviews and agrees policies for managing each of these risks, which are summarised below.

### Market price risk

Market price risk arises from uncertainty about the future prices of financial instruments held in accordance with the Company's investment objectives. It represents the potential loss that the Company might suffer through holding investments in the face of adverse market movements. The Board manages market price risk through the application of venture capital disciplines and investment structuring delegated to the Manager.

The investments in equity and loan stocks of unquoted companies are rarely traded, and as such, the prices are more difficult to determine than those of more widely traded securities. In addition, the ability of the Company to realise the investments at their carrying value will at times not be possible if there are no willing purchasers. The ability of the Company to purchase or sell investments is also constrained by the requirements set down for VCTs. The potential maximum exposure to market price risk, being the value of the investment portfolio as at 31 December 2025, was £118,632,000 (2024: £109,110,000). Market price risk sensitivity analysis can be found on pages 109 to 110.

### Interest rate risk

The fair value of the Company's fixed-rate securities and the net revenue generated from the Company's floating rate securities may be affected by interest rate movements. Investments are often in early-stage businesses, which are relatively high-risk investments sensitive to interest rate fluctuations. Due to the short time to maturity of some of the Company's fixed-rate investments, it may not be possible to reinvest in assets which provide the same rates as those currently held. When making investments of an equity and debt nature, consideration is given during the structuring process to the potential implications of interest rate risk and the resulting investment is structured accordingly. The maximum exposure to interest rate risk was £49,298,000 being the total value of the loan stock investments and cash as at 31 December 2025 (2024: £64,836,000). Floating rate investments relate to the interest-bearing deposit accounts and money market funds which earn interest related to the prevailing Bank of England base rate. As at 31 December 2025, if the interest rate increased or decreased by ten basis points, the interest earned would increase or decrease by £34,806.

## Notes to the Accounts

For the year ended 31 December 2025

### 15 Financial instrument risk management

#### Interest rate risk

	Total portfolio		Weighted average interest rate		Weighted average time for which rate is fixed	
	31 December 2025 £'000	31 December 2024 £'000	31 December 2025 %	31 December 2024 %	31 December 2025 Days	31 December 2024 Days
Loan stock – exposed to fixed interest rate risk	14,212	13,697	8.9	8.9	566	602
Loan stock – exposed to variable interest rate risk	280	280	10.8	12.0	—	—
Cash	34,806	50,859	3.4	4.3	—	—
<b>Total exposed to interest rate risk</b>	<b>49,298</b>	<b>64,836</b>				

#### Credit risk

Credit risk is the risk of failure by counterparties to deliver securities or cash to which the Company is entitled. The Company has exposure to credit risk in respect of the loan stock investments it has made in investee companies, most of which have no security attached to them, and where they do, such security ranks beneath any bank debt that an investee company may owe. The Board manages credit risk in respect of cash and cash equivalents by ensuring there is a spread of cash balances, such that none exceed 15% of the Company's total investment assets by VCT value. These cash and cash equivalents are in investment grade funds, and so credit risk is considered to be low. The Manager receives management accounts from portfolio companies, and members of the Manager's investment management team often sit on the boards of unquoted portfolio companies; this enables the close identification, monitoring and management of investment-specific credit risk. The maximum exposure to credit risk at 31 December 2025 was £51,623,000 (2024: £68,022,000) based on cash and cash equivalents and other receivables (amounts due on investments, dividends and interest). As at 31 December 2025, the Company's assets are held in its own name in certificated form and therefore custodian default risk is negligible.

An analysis of the Company's asset exposed to credit risk is provided in the table below:

	31 December 2025 £'000	31 December 2024 £'000
Loan stock investments	14,492	13,977
Deferred consideration	1,954	3,088
Other debtors	371	98
Cash and cash equivalents	34,806	50,859
<b>Total</b>	<b>51,623</b>	<b>68,022</b>

# Notes to the Accounts

For the year ended 31 December 2025

## 15 Financial instrument risk management

### Liquidity risk

The investments in equity and fixed-interest stocks of unquoted companies that the Company holds are not traded and they are not readily realisable. The Company may not be able to realise the investments at their carrying value if there are no willing purchasers. The Company's ability to sell investments may also be constrained by the qualification requirements set down for VCTs. The maturity profile of the Company's loan stock investments disclosed below indicates the time frame in which they become realisable.

To counter these risks to the Company's liquidity, the Manager maintains sufficient cash and money market funds to meet running costs and other commitments. The Company typically deposits its surplus funds in high-quality money market and fixed-term funds which are all accessible within seven days, in line with VCT rules.

	31 December 2025 £'000	31 December 2024 £'000
Maturity analysis:		
- in one year or less	42,414	59,257
- in more than one year but no more than two years	—	100
- in more than two years but no more than three years	2,750	—
- in more than three years but no more than four years	2,729	2,750
- in more than four years but no more than five years	1,405	2,729
<b>Total</b>	<b>49,298</b>	<b>64,836</b>

### Sensitivity analysis

#### Equity price sensitivity

The Board believes the Company's investments are mainly exposed to equity price risk, as the Company holds all but one of its investments in the form of sterling-denominated investments in small companies.

All of the investments made in unquoted companies, irrespective of the instruments the Company holds (whether shares or loan stock), carry a full equity risk, even though some of the loan stocks may be secured on assets (as they will be behind any prior ranking bank debt in the investee company). The Board considers that even the loan stocks are "quasi-equity" in nature, as the value of the loan stocks is determined by reference to the enterprise value of the investee company. Such value is considered to be sensitive to changes in quoted share prices, in so far as such changes eventually affect the enterprise value of unquoted companies.

The table on the following page shows the impact on profit and net assets if there were to be a 15% (2024: 15%) movement in overall share prices, which might in part be caused by changes in interest rate levels, but it is not considered practical to evaluate separately the impact of changes in interest rates upon the value of the Company's portfolio of investments in unquoted companies.

The Board is required to consider the impact of a change in one or more of the inputs used in the fair value measurement of investments in unquoted companies to a reasonable possible alternative assumption. 20.8% by value of the assets in the investment portfolio have been valued based at cost, net assets or the price of the last funding round, and hence would not be sensitive to such a change. The table below shows the impact on valuations and the net assets per share if there were to be a 15% movement in the valuation multiples used in calculating the value of the remaining investments in the portfolio, which are valued on an earnings multiple basis, revenue multiple basis, assets under management ("AUM") multiple basis, or using the VC method. The impact of a change of 15% has been selected as this is considered reasonable given the current level of volatility observed both on a historical basis and market expectations for future movement.

## Notes to the Accounts

For the year ended 31 December 2025

### 15 Financial instrument risk management

#### Sensitivity analysis

#### Equity price sensitivity

Valuation methodology <sup>1</sup>	Number of companies	Weighted average multiple including discount factor <sup>2</sup>	Valuation £'000	Change in valuation if multiple increased 15% £'000	Change in valuation if multiple decreased 15% £'000	Change in NAV per share if multiple increased 15% (Pence)	Change in NAV per share if multiple decreased 15% (Pence)
Discounted revenue multiple	21	2.53	65,366	8,595	(8,378)	2.8	(2.7)
Discounted earnings multiple	11	8.34	26,124	3,481	(3,223)	1.1	(1.0)
% of AUM	1	0.02	1,824	214	(214)	0.1	(0.1)
VC method	1	1.17	683	78	(78)	—	—
Cost/price of last funding round/net assets	15	N/A	24,635	—	—	—	—
<b>Total</b>	<b>49</b>		<b>118,632</b>	<b>12,368</b>	<b>(11,893)</b>	<b>4.0</b>	<b>(3.8)</b>

1. For the purposes of this analysis where the underlying asset is held through a holding company, the valuation methodology of the underlying asset has been used.

2. Weighted average of the valuation multiple used, discounted as appropriate for lack of marketability.

#### Interest rate sensitivity

Although the Company holds investments in loan stocks that pay interest, the Board does not believe that the value of these instruments is interest rate sensitive. This is because most of the interest is fixed, so not at risk of interest rate movements (2024: no interest rate risk).

## Notes to the Accounts

For the year ended 31 December 2025

### 15 Financial instrument risk management

#### Fair value hierarchy

The following table shows financial instruments recognised at fair value, analysed between those whose fair value is based on:

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

As at 31 December 2025	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Unquoted investments	—	—	118,632	118,632
Financial assets	—	—	118,632	118,632

As at 31 December 2024	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Unquoted investments	—	—	109,110	109,110
Financial assets	—	—	109,110	109,110

#### Transfers

During the year, there were no transfers between Levels 1, 2 or 3.

### 16 Management of capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide an adequate return to Shareholders.

In accordance with VCT requirements, the Company must have at least 80% of its total assets (as measured under VCT rules) in qualifying holdings (these being investments in a relatively high-risk asset class of small UK companies meeting VCT requirements). Effective 6 April 2018, where new funds are raised, the Company must invest 30% of such funds in qualifying holdings within 12 months following the end of the accounting year in which that capital was subscribed, with the balance being invested within approximately three years of that capital being subscribed. The Company accordingly has limited scope to manage its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. Subject to this overall constraint upon changing the capital structure, the Company may adjust the amount of dividends paid to Shareholders, issue new shares, or sell assets if so required to maintain a level of liquidity to remain a going concern.

Although, as the investment policy implies, the Board may consider borrowing, there are no current plans to do so. It regards the net assets of the Company as the Company's capital, as the level of liabilities is small and the management of them is not directly related to managing the return to Shareholders. There has been no change in this approach from the previous year.

### 17 Related party transactions

No Director has an interest in any material contract to which the Company is a party other than their appointment and remuneration as Directors. Please refer to page 81 for the Directors' remuneration tables.

### 18 Transactions with the Manager

Foresight Group LLP earned fees of £3,196,000 in the year ended 31 December 2025 (2024: £3,553,000). Additionally, a performance fee of £318,000 was paid in the year (2024: £3,079,000) and a liability of £nil has been recognised as at 31 December 2025 (2024: £nil).

Foresight Group LLP is the Company Secretary and received accounting and company secretarial services fees of £215,000 during the year (2024: £207,000). Foresight Promoter LLP, a related party to the Manager, earned fees of £197,000 (2024: £554,000) in respect of costs incurred related to share allotments in the year.

As at 31 December 2025, the amount due from Foresight Group LLP was £284,000 (2024: £34,000 due to Foresight Group LLP).

No amounts have been written off in the year in respect of debts due to or from the Manager.

# Notes to the Accounts

For the year ended 31 December 2025

## 19 Related undertakings

Under Section 409 of the Companies Act 2006, the Company is required to disclose details of all its related undertakings, which are defined as undertakings where the Company owns 20% or more of the nominal value of any class of shares as at 31 December 2025. These are listed on the following pages. The percentage holdings do not necessarily reflect the percentage voting rights in the undertakings as a whole, as they may have two or more classes of shares with differing rights. All holdings are direct.

Please note that where holdings stated are above 50%, this is as a result of: (i) holding 50% or more of a particular share class as opposed to the entire share capital; (ii) holding 50% or more of the share capital but with restricted rights; or (iii) is a legacy, historic, permitted non-qualifying holding and, therefore, not in breach of VCT rules.

Investee company name	Latest accounts year end	Profit/(loss) after tax for year £'000	Aggregate capital and reserves £'000	Class and percentage of shares held
ABL Investments Limited	31/12/2024	(270)	(2,129)	A Ordinary 34.9%
Ad Signal Limited	31/12/2024	N/A <sup>1</sup>	97	A Ordinary 50.0%
Aerospace Tooling Corporation Limited	30/06/2025	(1,390)	1,040	A Ordinary 57.1%
Aircards Ltd	31/12/2024	N/A <sup>1</sup>	301	A Ordinary 50.0%
Bloemteknik Limited	31/03/2025	N/A <sup>1</sup>	668	A Ordinary 40.0%
Clubspark Group Ltd	31/03/2025	N/A <sup>1</sup>	1,428	A1 Ordinary 40.0% A2 Ordinary 40.0% AA Ordinary 40.0%
Cole Henry PE 2 Limited	31/03/2025	(1)	459	Ordinary 50.0%
Coptech UK Limited	31/12/2024	(497)	17,161	B Ordinary 29.8%
EnterpriseJungle, Inc	N/A <sup>2</sup>	N/A <sup>2</sup>	N/A <sup>2</sup>	B1 Ordinary 34.8% B2 Ordinary 34.8%
Evolve Dynamics Limited	31/12/2024	N/A <sup>1</sup>	4,845	B Ordinary 24.5%
Family Adventures Group Ltd	31/12/2024	N/A <sup>1</sup>	2,051	PP Ordinary 50.0% A Ordinary 16.1%
Firefish Software Ltd.	31/12/2024	N/A <sup>1</sup>	1,964	A Ordinary 37.5%
Fourth Wall Creative Limited	30/09/2024	N/A <sup>1</sup>	4,193	A Ordinary 40.0%
Hexarad Group Limited	30/06/2024	N/A <sup>1</sup>	9,720	AD Ordinary 44.9%

# Notes to the Accounts

## For the year ended 31 December 2025

### 19 Related undertakings

Investee company name	Latest accounts year end	Profit/(loss) after tax for year £'000	Aggregate capital and reserves £'000	Class and percentage of shares held
HomeLink Healthcare Limited	31/12/2024	N/A <sup>1</sup>	824	A Ordinary 42.3% A2 Ordinary 35.3%
I-Mist Group Limited	31/12/2024	557	4,210	A Ordinary 35.8%
Itad (2015) Limited	31/01/2025	507	(401)	A Ordinary 31.2%
Kingsclere PE 3 Limited	31/03/2025	(1)	369	Ordinary 50.0%
Lepide Group Holding Company Ltd	31/10/2024	N/A <sup>1</sup>	4,546	A Ordinary 50.0%
Live Group Holdings Ltd	31/03/2025	N/A <sup>1</sup>	2,757	A Ordinary 49.8%
Loopr Ltd	31/12/2024	N/A <sup>1</sup>	3,171	D Ordinary 38.9% P Ordinary 38.8% PPF Ordinary 50.0%
Mizaic Ltd	31/03/2025	N/A <sup>1</sup>	(6,490)	A Ordinary 50.0% A2 Ordinary 36.5%
MyWay Digital Health Ltd	31/01/2025	N/A <sup>1</sup>	42	A Ordinary 50.0%
Navitas Group Limited	30/04/2025	N/A <sup>1</sup>	3,258	AA3 Ordinary 50.0%
Newsflare Limited	31/07/2024	N/A <sup>1</sup>	(116)	B Ordinary 38.2%
NorthWest EHealth Limited	31/12/2024	(4,644)	(3,040)	AB Ordinary 50.0%
PH Realisations 2020 Limited (in administration)	31/12/2018	(1,522)	(3,361)	A Ordinary 50.0%
Positive Response Corporation Ltd	31/03/2025	N/A <sup>1</sup>	298	A Ordinary 50.0%
Professionals At Play Ltd	29/12/2024	907	4,877	A Ordinary 20.0%
Red Flag Alert Technology Group Limited	31/03/2025	N/A <sup>1</sup>	(2,707)	A Ordinary 37.6%
Resi Design Limited	31/12/2024	N/A <sup>1</sup>	2,318	A Ordinary 50.0%

## Notes to the Accounts

### For the year ended 31 December 2025

#### 19 Related undertakings

Investee company name	Latest accounts year end	Profit/(loss) after tax for year £'000	Aggregate capital and reserves £'000	Class and percentage of shares held
Rovco Limited (in administration)	31/12/2023	N/A <sup>1</sup>	(8,131)	A Ordinary 24.3%
Sprintroom Limited	31/10/2024	N/A <sup>1</sup>	(1,624)	A Ordinary 40.0%
Spektrix Limited	31/12/2024	(3,834)	8,692	B Ordinary 30.0%
Steamforged Holdings Limited	31/03/2024	N/A <sup>1</sup>	(4,312)	A Ordinary 32.0%
Strategic Software Applications Ltd	31/03/2025	N/A <sup>1</sup>	1,195	A Ordinary 50.0%
Ten Health Holdings Limited	31/12/2024	N/A <sup>1</sup>	(4,653)	A Ordinary 40.0% AA Ordinary 40.0% AAA Ordinary 40.0% AAAA Ordinary 40.0%
Titania Group Limited	30/04/2025	N/A <sup>1</sup>	2,552	A Ordinary 50.0%
TLS Holdco Limited	31/12/2024	2,353	7,014	A Ordinary 100.0%
Weduc Holdings Limited	31/03/2025	N/A <sup>1</sup>	1,096	A Ordinary 30.0% AA Ordinary 24.1% AB Ordinary 30.0% AAA Ordinary 24.8%
Whitchurch PE 1 Limited	31/03/2025	(1)	623	Ordinary 50.0%

1. In accordance with Section 444 of the Companies Act 2006, a statement of income has not been delivered in the financial statements available on Companies House.

2. The company is yet to deliver financial statements to Companies House.

# Notes to the Accounts

For the year ended 31 December 2025

## 20 Post-balance sheet events

The Company announced a £40 million Prospectus offer on 6 January 2026 and made the following issues of Ordinary Shares post year-end:

Date	Ordinary Shares	NAV to calculate issue price
3 February 2026	60,971,323	49.6p
13 February 2026	12,722,832	49.6p
26 February 2026	2,251,336	49.6p
27 March 2026	1,788,079	49.6p
	<b>77,733,570</b>	

The offer was closed to new applications on 29 January 2026 and the final allotment was made on 27 March 2026, having raised gross proceeds of £40.0 million, £38.6 million after expenses.

Post year-end, the Company completed investments into Resi Design Limited (£0.7 million), SAMP Technology Holdings Limited (£2.0 million), Fourth Wall Creative Limited (£1.1 million), Evolve Dynamics Limited (£0.3 million) and Sprintroom Limited (£0.4 million).

# Notice of Annual General Meeting

11 June 2026

## Order of events

1:30pm	Manager presentation
Immediately following the Manager presentation	Formal business of the Annual General Meeting

Notice is hereby given that the Annual General Meeting of Foresight Enterprise VCT plc (the "Company") will be held on 11 June 2026 at 1:30pm at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG, for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolutions 9 and 10 will be proposed as special resolutions.

### Resolution 1

To receive the Report and Accounts for the year ended 31 December 2025.

### Resolution 2

To approve the Directors' Remuneration Report.

### Resolution 3

To approve the Directors' remuneration policy.

### Resolution 4

To re-elect Gaynor Coley as a Director.

### Resolution 5

To re-elect Ian Harris as a Director.

### Resolution 6

To re-elect Kavita Patel as a Director.

### Resolution 7

To reappoint Deloitte LLP as auditor and to authorise the Directors to fix the auditor's remuneration.

### Resolution 8

That, in substitution for all existing authorities, the Directors be and they are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares of 1p each in the capital of the Company ("Shares") and to grant rights to subscribe for, or to convert any security into, Shares ("Rights"), up to an aggregate nominal amount of £1,900,000, provided that this authority shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the Annual General Meeting of the Company to be held in the year 2027, or, if earlier, on the date falling 15 months after the date of the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require Shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot Shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired.

# Notice of Annual General Meeting

11 June 2026

## Resolution 9

That, in substitution for all existing authorities, the Directors be and they are empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- a) The allotment of equity securities with an aggregate nominal amount of up to, but not exceeding, £1,000,000 pursuant to offer(s) for subscription
- b) The allotment of equity securities with an aggregate nominal amount of up to, but not exceeding, an amount equal to 10% of the issued share capital from time to time pursuant to the dividend reinvestment scheme operated by the Company at a subscription price per share which may be less than the Net Asset Value per share, as may be prescribed by the scheme terms
- c) The allotment of equity securities with an aggregate nominal amount of up to, but not exceeding, £100,000 by way of an issue of shares (which may be at a subscription price per Share which is less than the Net Asset Value per share) pursuant to performance incentive arrangements with Foresight Group LLP and relevant individuals of the Foresight Group investment team
- d) The allotment (otherwise than pursuant to sub-paragraphs (a) to (c) of this resolution) to any person or persons of equity securities with an aggregate nominal amount of up to, but not exceeding, an amount equal to 10% of the issued share capital from time to time, in each case where the proceeds may be used in whole or part to purchase shares in the capital of the Company and shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the Annual General Meeting of the Company to be held in the year 2027, or, if earlier, on the date falling 15 months after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the authority conferred hereby had not expired

## Resolution 10

That, in substitution for all existing authorities, the Company be empowered to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of its own shares on such terms and in such manner as the Directors shall from time to time determine, provided that:

- a) The aggregate number of shares to be purchased shall not exceed £58,486,232 or, if lower, such number of shares (rounded down to the nearest whole share) as shall equal 14.99% of the Company's shares in issue at the date of the passing of this resolution
- b) The minimum price which may be paid for a share is 1p (the nominal value thereof)
- c) The maximum price which may be paid for a share is the higher of: (1) an amount equal to 105% of the average of the middle market quotation for a share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the shares are purchased; and (2) the amount stipulated by Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended)
- d) The authority conferred by this resolution shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the Annual General Meeting of the Company to be held in the year 2027 or, if earlier, on the date falling 15 months after the passing of this resolution
- e) The Company may make a contract to purchase shares under the authority conferred by this resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to such contract

By order of the Board

**Foresight Group LLP**  
Company Secretary

21 April 2026

The Shard  
32 London Bridge Street  
London  
SE1 9SG

# Notes

1. No Director has a service contract with the Company. Directors' appointment letters with the Company will be available for inspection at the registered office of the Company until the time of the meeting and from 15 minutes before the meeting at the location of the meeting, as well as at the meeting.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at the close of business on the day which is two days (excluding non-working days) before the day of the meeting or adjourned meeting. Changes to the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on their behalf. A proxy need not also be a member but must attend the meeting to represent you. Details of how to appoint the Chair of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy which is enclosed. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to them.
4. You may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting Computershare Investor Services plc on 0370 703 6385. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
5. As at 21 April 2026 (being the last business day prior to the publication of this notice), the Company's issued share capital was 390,168,331 Ordinary Shares of 1p each in the capital of the Company, carrying one vote each. Therefore, the total voting rights in the Company as at 21 April 2026 was 390,168,331.
6. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
7. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 and 4 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by members of the Company.
8. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should they subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
9. The Register of Directors' Interests will be available for inspection at the meeting. Where the Company holds a virtual meeting, the Register of Directors' Interests will be available for inspection on the Company's website [www.foresightenterprisevct.com](http://www.foresightenterprisevct.com).
10. Information regarding the meeting, including the information required by Section 311A of the Companies Act 2006, is available from [www.foresightenterprisevct.com](http://www.foresightenterprisevct.com).
11. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.

## Notes

12. A form of proxy and reply paid envelope is enclosed. To be valid, it should be lodged with the Company's registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or the proxy must be registered electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), in each case so as to be received no later than 48 hours (excluding non-working days) before the time appointed for holding the meeting or any adjourned meeting. To vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN, which are detailed on your proxy form. This is the only acceptable means by which proxy instructions may be submitted electronically.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified above in this note. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to them by other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that EUI does not take available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

13. Under Section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information or the answer has already been given on a website in the form of an answer to a question or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (Sections 527 to 531), where requested by a member or members meeting the qualification criteria, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the meeting relating to the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the meeting. Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the Company in complying with the request; it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website and the statement may be dealt with as part of the business of the meeting.

# Glossary of Terms

<b>AIC</b>	The Association of Investment Companies is the United Kingdom trade association for the closed-ended investment company industry.	<b>Shares bought back in the year</b>	The total number of shares which were bought back in the year, being 9,042,815 (2024: 16,473,505).
<b>VCT</b>	A Venture Capital Trust as defined in the Income Tax Act 2007.	<b>Average discount on buybacks</b>	The average of the percentage by which the buyback price is lower than the Net Asset Value per share at the point of the buyback.
<b>Net Asset Value or NAV</b>	The Net Asset Value ("NAV") is the amount by which total assets exceed total liabilities, i.e. the difference between what the Company owns and what it owes. It is equal to Shareholders' equity, sometimes referred to as Shareholders' funds.	<b>Ongoing charges ratio</b>	The sum of expenditure incurred in the ordinary course of business after adding back the performance incentive provision to total expenses in the year being £4.1 million (2024: £4.3 million), expressed as a percentage of the Net Asset Value at the end of the year after adding back special dividends paid during the year to the year-end net assets being £163.8 million (2024: £191.0 million), capped at 2.35%.
<b>Net Asset Value per share or NAV per share</b>	Net Asset Value expressed as an amount per share.	<b>IRR</b>	The internal rate of return on an investment, calculated as the discount rate that makes the net present value of all cash flows equal to zero for a specific investment.
<b>NAV Total Return since the share consolidation</b>	The NAV per share at the end of the year of 49.8p (2024: 54.5p) plus all dividends paid per share since the share consolidation in 2005 being 91.4p (2024: 85.5p). This gives a NAV Total Return of 141.2p (2024: 140.0p).	<b>Qualifying Company</b>	A company satisfying certain conditions under the VCT legislation. The conditions are detailed but include that the company must be unquoted (companies listed on AIM or AQUIS can qualify), have a permanent establishment in the UK, apply the money raised for the purposes of growth and development of a qualifying trade within a certain time period and not be controlled by another company. There are additional restrictions relating to the size and stage of the company to focus investment into earlier-stage businesses, as well as maximum investment limits (certain of such restrictions and limits being more flexible for "knowledge intensive" companies). VCT funds cannot be used by a Qualifying Company to acquire shares in another company or a trade.
<b>NAV Total Return per share</b>	The percentage change from the NAV per share at the start of the year being 54.5p (2024: 65.6p) to the NAV per share at the end of the year plus all dividends paid per share in the year being 55.7p (2024: 69.9p). Therefore, the Net Asset Value Total Return in the year is 2.2% (2024: 6.6%).	<b>Qualifying investment</b>	An investment which consists of shares or securities first issued to the VCT (and held by it ever since) by a Qualifying Company and satisfying certain conditions under the VCT legislation.
<b>Share Price Total Return</b>	The sum of the current share price of 46.8p (2024: 50.5p) plus all dividends paid per share since the share consolidation in 2005 being 91.4p (2024: 85.5p). This gives a Share Price Total Return of 138.2p (2024: 136.0p).	<b>Manager</b>	Foresight Group LLP.
<b>Discount to NAV</b>	A discount to NAV is the percentage by which the mid-market share price of the Company of 46.8p (2024: 50.5p) is lower than the Net Asset Value per share of 49.8p (2024: 54.5p). This gives a discount to NAV of 6.0% (2024: 7.3%).	<b>Foresight Group</b>	Foresight Group Holdings Limited and its subsidiary companies and undertakings (which includes the Manager).
<b>Dividends paid in the year</b>	The total dividends paid in the year per share of 5.9p (2024: 15.4p).		
<b>Dividend yield</b>	The sum of dividends paid during the year of 5.9p (2024: 15.4p) expressed as a percentage of the mid-market share price at the year-end date of 46.8p (2024: 50.5p). This gives a dividend yield of 12.6% (2024: 30.5%).		

# Financial Conduct Authority

5,000 people contact the Financial Conduct Authority about share fraud each year, with victims losing an average of £20,000.



## Beware of share fraud

Fraudsters use persuasive and high-pressure tactics to lure investors into scams.

They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment.

While high profits are promised, if you buy or sell shares in this way, you will probably lose your money.

## How to avoid share fraud

- Keep in mind that firms authorised by the FCA are unlikely to contact you out of the blue with an offer to buy or sell shares.
- Do not get into a conversation, note the name of the person and firm contacting you and then end the call.
- Check the Financial Services Register from [www.fca.org.uk](http://www.fca.org.uk) to see if the person and firm contacting you is authorised by the FCA.
- Beware of fraudsters claiming to be from an authorised firm, copying its website or giving you false contact details.
- Use the firm's contact details listed on the Register if you want to call it back.
- Call the FCA on **0800 111 6768** if the firm does not have contact details on the Register or you are told they are out of date.
- Search the list of unauthorised firms to avoid at [www.fca.org.uk/scams](http://www.fca.org.uk/scams).
- Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme.
- Think about getting independent financial and professional advice before you hand over any money.
- **Remember:** if it sounds too good to be true, it probably is!

## Report a scam

If you are approached by fraudsters, please tell the FCA using the share fraud reporting form at [www.fca.org.uk/scams](http://www.fca.org.uk/scams), where you can find out more about investment scams.

You can also call the FCA Consumer Helpline on **0800 111 6768**.

If you have already paid money to share fraudsters, you should contact Action Fraud on **0300 123 2040**.

In association with



# Shareholder Information

Foresight Enterprise VCT plc is a Venture Capital Trust aiming to provide investors with regular dividends and capital growth from a portfolio of investments in fast-growing unquoted companies in the UK.

For details on the Company's investment policy, please refer to the Strategic Report.

[www.foresightenterprisevct.com](http://www.foresightenterprisevct.com)

## Enquiries

The Board and the Manager are always keen to hear from investors. If you have any feedback about the service you receive or any queries relating to Foresight Enterprise VCT plc, please contact the Investor Relations team:

020 3667 8181

[InvestorRelations@foresightgroup.eu](mailto:InvestorRelations@foresightgroup.eu)

[www.foresightgroup.eu](http://www.foresightgroup.eu)

Annual and Half-Yearly Reports, as well as quarterly factsheets and information on new investments, can be viewed online.

As part of the Manager's investor communications policy, Shareholders can arrange a mutually convenient time to meet the Manager's investment team. Please contact Investor Relations if you are interested.

## Dividends

All cash dividends will be credited to your nominated bank/building society account. Your options are:

- Receive your dividends in sterling via direct credit to a UK domiciled bank account
- Reinvest your dividends for additional shares in the Company through our dividend reinvestment scheme
- Overseas holders can have their dividend payments paid in local currency into their local bank

[www.investorcentre.co.uk](http://www.investorcentre.co.uk)

Investors can manage their shareholding online using Investor Centre, Computershare's secure website.

Shareholders just require their Shareholder Reference Number ("SRN"), which can be found on any communications previously received from Computershare, to access the following:

**Holding enquiry** Balances | Values history | Payments | Reinvestments

**Payments enquiry** Dividends | Other payment types

**Address change** Change registered address to which all communications are sent

**Bank details update** Please ensure bank details are up to date in order to receive your dividends

**Outstanding payments** Reissue payments using our online replacement service

**Downloadable forms** Dividend mandates | Stock transfer | Dividend reinvestment | Change of address

**Alternatively, you can contact Computershare by phone on 0370 703 6385**

## Key dates

<b>Annual General Meeting</b>	11 June 2026
<b>Half-yearly results to 30 June 2026</b>	September 2026
<b>Annual results to 31 December 2026</b>	April 2027

# Additional Information

## Privacy policy

We respect your privacy and are committed to protecting your personal data. If you would like to find out more about the measures the Manager takes in processing your personal information, please refer to the privacy policy, which can be found at [www.foresight.group/legal/privacy-policy](http://www.foresight.group/legal/privacy-policy).

## Trading shares

The Company's shares are listed on the London Stock Exchange. Share price information is available on the Manager's website and can also be obtained from many financial websites.

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 primary market maker for Foresight Enterprise VCT plc is Panmure Liberum Limited.

**You can contact Panmure Liberum Limited by phone on 0207 886 2716 or 0207 886 2717.**

Investment in VCTs should be seen as a long-term investment and Shareholders selling their shares within five years of original subscription may lose any tax reliefs claimed. Investors who are in any doubt about selling their shares should consult their independent financial adviser.

Please contact the Manager if you or your adviser have any questions about this process.

## Important information

Foresight Enterprise VCT plc currently conducts its affairs so that its shares can be recommended by IFAs to ordinary retail investors in accordance with the FCA's rules in relation to non-mainstream pooled investment products and intends to continue to do so for the foreseeable future.

The shares are excluded from the FCA's restrictions which apply to non-mainstream pooled investment products because they are shares in a VCT.

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 increases the risk to the value of, and the income from, the investment.

# Corporate Information

## Company number

03506579

## Directors

Michael Gray (Chair)  
Kavita Patel (Deputy Chair)  
Gaynor Coley  
Ian Harris

## Company Secretary

### Foresight Group LLP

The Shard  
32 London Bridge Street  
London  
SE1 9SG

## Manager

### Foresight Group LLP

The Shard  
32 London Bridge Street  
London  
SE1 9SG

## Auditor

### Deloitte LLP

20 Castle Terrace  
Edinburgh  
EH1 2DB

## Solicitors and VCT status advisers

### Shakespeare Martineau LLP

No. 1 Colmore Square  
Birmingham  
B4 6AA

and

Level 19  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

## Registrar

### Computershare Investor Services plc

The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ

## Market maker

### Panmure Liberum Limited

Level 12, Ropemaker Place  
25 Ropemaker Street  
London  
EC2Y 9LY

## Banker

### Lloyds Bank plc

1 Churchill Place  
Leicester  
LE87 2BB



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# Invest, Build, Grow

**Foresight**  
ENTERPRISE VCT PLC

Foresight Enterprise VCT plc

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32 London Bridge Street  
London  
SE1 9SG

[www.foresightenterprisevct.com](http://www.foresightenterprisevct.com)