M&G Credit Income Investment Trust plc

Annual Report and audited Financial Statements for the year ended 31 December 2024

Company registration number: 11469317

M&G Credit Income Investment Trust

Our purpose

M&G Credit Income Investment Trust plc (the 'Company') seeks to generate high-quality, reliable income from a diversified credit portfolio, while seeking to preserve investors' capital through low net asset value (NAV) volatility.

Why invest in the Company?

8.8%

Seeks to pay dividends of 4% above cash[a]
offers a yield of 8.8% based on the year end share price

High-quality, reliable income
sourced primarily from private credit, with 70%+ of the portfolio invested in investment grade-quality assets

Stable capital value
of private assets, which are typically held to maturity, compared to other investments that can offer similar income, such as equities and high yield bonds

Higher income potential
than comparably rated bond portfolios thanks to M&G's ability to source private credit deals

Investment trust structure
allows investors to buy and sell the Company's shares to suit their circumstances without affecting the underlying portfolio

Zero discount policy[b]
designed to enable investors to buy and sell shares at close to NAV

Why M&G?

- a leading market position in private markets
- a rigorous and selective investment process based on more than two decades of experience
- one of Europe's largest in-house credit research teams

Annual General Meeting

21 May 2025

Please refer to notice of AGM, which is on pages 107 to 112.

mandg.com/creditincomeinvestmenttrust

UK INVESTOR MAGAZINE AWARDS 2023 Best Debt Income Trust

[a] Based on the SONIA (Sterling Overnight Index Average) interest rate benchmark administered by the Bank of England.

[b] Please refer to the Board's principal decisions within the Section 172 Statement on page 31 and the Glossary on page 120 for more details on the zero discount policy.

Contents

M&G Credit Income Investment Trust plc

Company highlights

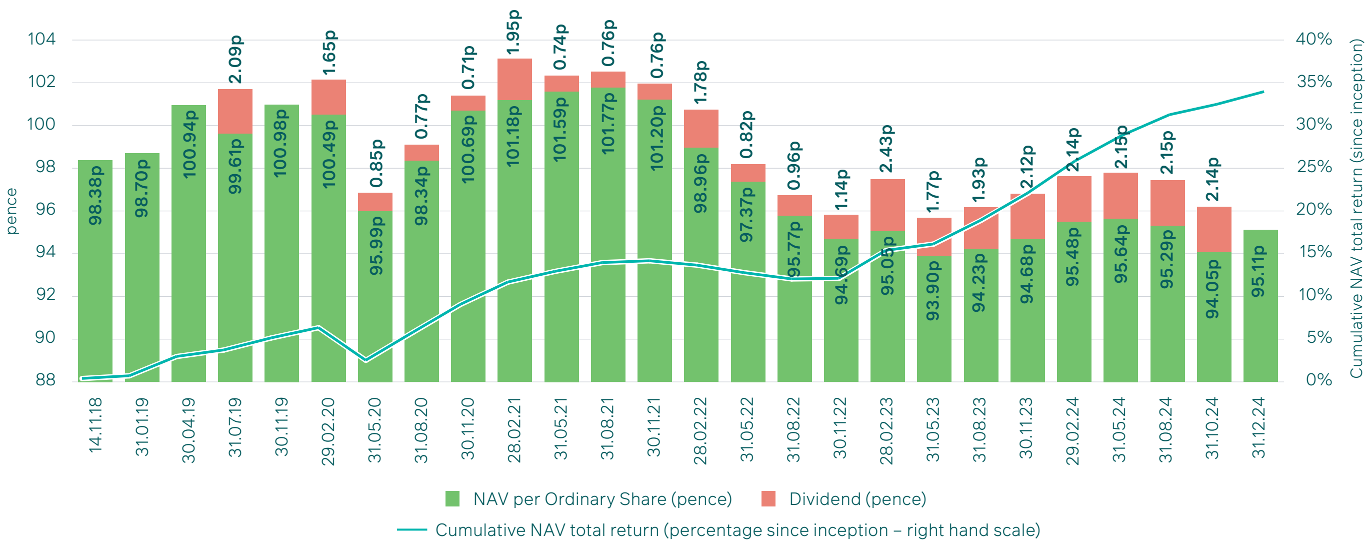
An investment trust from the fixed income experts

M&G Credit Income Investment Trust plc (the 'Company') seeks to generate high-quality, reliable income from a diversified credit portfolio, while seeking to preserve investors' capital through low net asset value (NAV) volatility.

The Company has the flexibility to invest in both public and private debt, which allows individual investors to access opportunities normally only available to large institutions. By investing in these specialised areas, we can construct a predominantly investment grade-quality portfolio with the potential to produce superior income to traditional bond funds without compromising on credit quality.

NAV, dividend and NAV total return

SONIA remained elevated throughout the year, which saw the Company's full year dividend per share reach its highest level since inception.



Source: M&G and State Street as at 31 December 2024

Company highlights

Financial highlights

Key data

	As at 31 December 2024	As at 31 December 2023
Net assets (£'000)	139,995	135,285
Net asset value (NAV) per Ordinary Share	95.11p	96.21p
Ordinary Share price (mid-market)	96.6p	92.2p
Premium/(Discount) to NAV[a]	1.6%	(4.2)%
Ongoing charges figure[a]	1.28%	1.28%

Return and dividends per Ordinary Share

	Year ended 31 December 2024	Year ended 31 December 2023
Capital return	1.5p	3.3p
Revenue return	6.0p	6.0p
NAV total return[a]	8.1%	10.4%
Share price total return[a]	14.6%	9.5%
Total dividends declared[b]	8.53p	7.96p

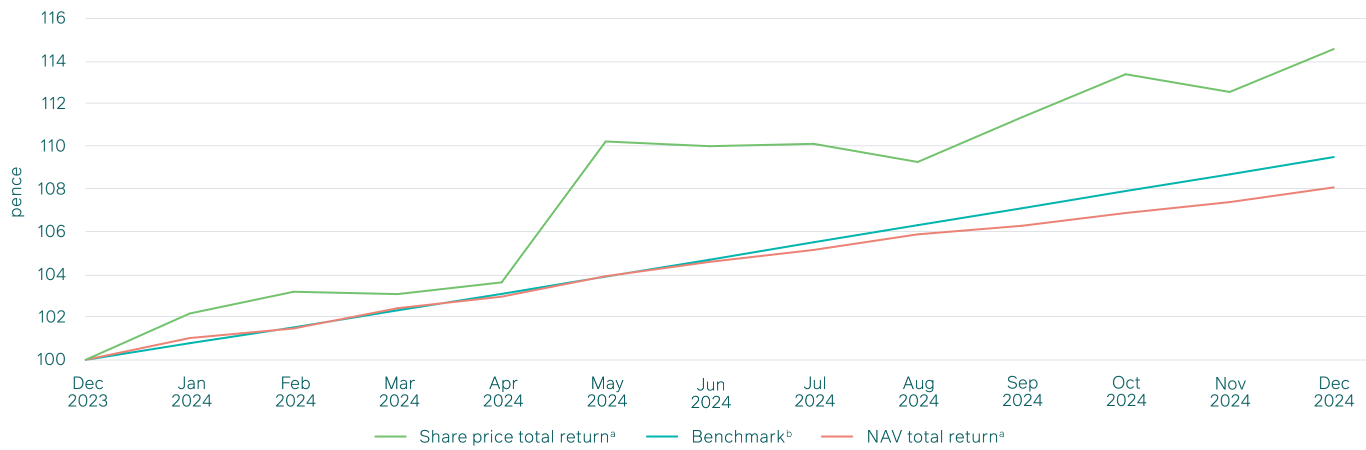
[a] Alternative performance measure. Please see pages 115 to 116 for further information.

[b] The total dividends declared in respect of each financial year equated to a dividend yield of SONIA +4% on the adjusted opening NAV.

Total return (one year)

NAV total return underperformed the SONIA +4% benchmark as wider positive credit performance was impacted by two idiosyncratic private credit write-downs.

31 December 2023 = 100



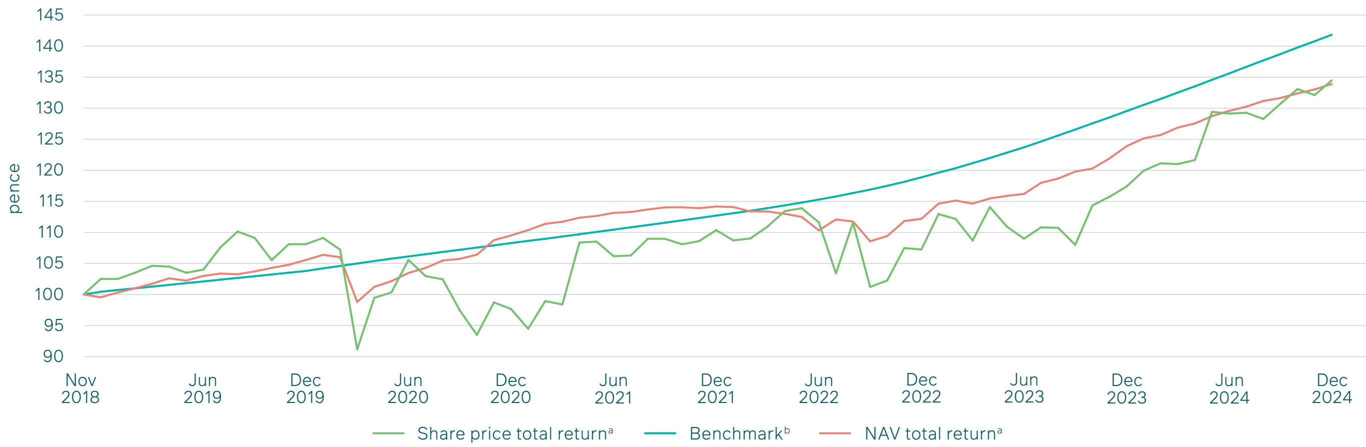
[a] Alternative performance measure. Please see pages 115 to 116 for further information.
[b] SONIA +4%.

Source: M&G and Morningstar

Company highlights

Total return (since inception)

14 November 2018 = 100



NAV total return (%, pa)[a]	1 year	2 years	3 years	5 years	Since Inception[c]
M&G Credit Income Investment Trust	8.08%	9.24%	5.45%	4.87%	4.88%
Benchmark[b]	9.50%	9.22%	7.96%	6.44%	5.87%

Calendar year NAV total return (%, pa)[a]	2024	2023	2022	2021	2020
M&G Credit Income Investment Trust	8.08%	10.42%	(1.74)%	4.25%	3.75%
Benchmark[b]	9.50%	8.96%	5.47%	4.09%	4.32%

Source: M&G and Morningstar, 31 December 2024

[a] Alternative performance measure. Please see pages 115 to 116 for further information.

[b] 3 Month LIBOR +2.5% from inception to 31 December 2019, 3 Month LIBOR +4% from 1 January 2020 to 31 December 2021, thereafter SONIA +4%.

[c] Company inception 14 November 2018.

Chairman's statement

"High demand has enabled your Company to issue almost 19.9 million Ordinary Shares since the beginning of 2024"

David Simpson
Chairman

Performance

Your Company's opening NAV on 1 January 2024 (adjusted for the last dividend for 2023) was 94.07p per Ordinary Share and its NAV on 31 December 2024 (adjusted for the last dividend for 2024) was 93.02p per Ordinary Share. Including dividends paid, the NAV total return for the year to 31 December 2024 was 8.08%, compared to our benchmark return of 9.50%.

The Investment Manager kept the portfolio defensively positioned throughout the year because it believed, and continues to believe, that credit spreads are not compensating investors for longer term corporate risk; the Investment Manager has therefore focused on improving the credit quality of the portfolio rather than seeking higher yield. This strategic decision reduced shorter-term returns, concentrating instead on credits which should perform better through the cycle. Unfortunately, however, in the second half of the year, the portfolio did see write-downs which related to two idiosyncratic and unrelated instances of credit distress, which primarily accounted for the underperformance against the benchmark. Despite this, the Company's NAV total return significantly outperformed when compared with investment grade indices such as the ICE BofA Sterling Corporate and Collateralised Index (+1.87%) and the ICE BofA 1-3 Year BBB Sterling Corporate & Collateralized Index (+5.69%), whilst marginally underperforming the ICE BofA European Currency Non-Financial High Yield 2% Constrained Index (+8.74%).

Your Company's portfolio (including irrevocable commitments) at the year end was 52% invested in private (non-listed) assets, with an additional approximately 9% invested in illiquid publicly listed assets which are intended to be held to maturity. The Investment Manager saw a healthy pipeline of private opportunities during the year and expects to grow the private asset portion of the portfolio over time, in line with the Company's strategy. That said, having the flexibility to invest across all areas of the fixed income market is important to achieve the most attractive risk-adjusted returns for shareholders.

Share issues and discount management

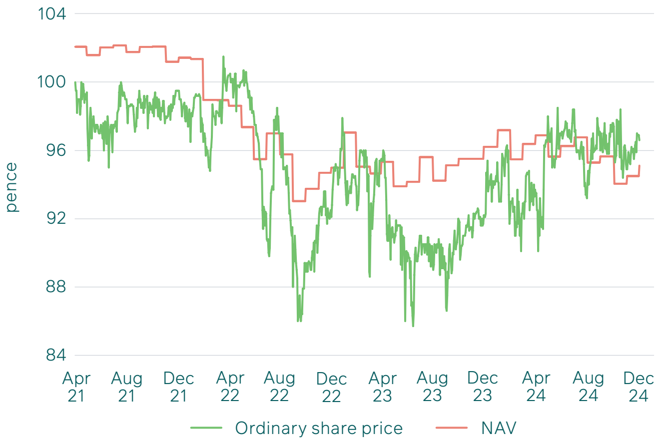
Your board remains committed to seeking to ensure that the Ordinary Shares trade close to NAV in normal market conditions through buybacks and issuance of Ordinary Shares. Pleasingly, during the year, the Company resold all of the 4,126,532 shares held in treasury, which had previously been repurchased pursuant to our 'zero discount' policy. In addition, the Company issued a further 2,450,000 new shares at a small premium to NAV during the year. The Company's Ordinary Shares traded at an average discount to NAV of 0.7% during the year ended 31 December 2024. On 31 December 2024 the Ordinary Share price was 96.6p, representing a 1.6% premium to NAV as at that date.

Chairman's statement

Share issues and discount management (continued)

High and sustained investor demand led the Company to issue so many new shares that it was necessary to renew the relevant shareholder issuance authorities at a General Meeting held in February 2025. The authorities were duly renewed and were followed by a placing and retail offer under which 6,647,969 new Ordinary Shares were issued. Including these, an additional 13,297,969 new Ordinary Shares have been issued since the year end.

Ordinary Share price (mid-market) vs NAV



Source: M&G and Morningstar as at 31 December 2024

Dividends

Your Company paid four quarterly interim dividends in respect of the year ended 31 December 2024 at the target annual rate of SONIA plus 4%, calculated by reference to the adjusted opening NAV as at 1 January 2024. These totalled 8.53p per Ordinary Share, which represented a dividend yield of 8.8% on the Ordinary Share price on 31 December 2024. Your Company's Investment Manager continues to believe that an annual total return, and thus ultimately a dividend yield, of SONIA plus 4% will continue to be achievable although there can be no guarantee that this will occur in any individual year.

Outlook

The technical backdrop in fixed income markets remains firm, with the amount of capital seeking to take advantage of historically high corporate bond yields, still exceeding supply. This is keeping sterling credit spreads anchored at multi-year lows. The level of compensation on offer for taking credit default risk is at odds with the outlook for the UK economy which faces a confluence of headwinds including higher business taxation, Trump 2.0 tariffs, and the prospect of reaccelerating inflation and higher-for-longer interest rates.

This hugely uncertain economic outlook warrants a cautious, patient and disciplined approach to investing and favours active management. In such times, the Investment Manager's ability to invest across the breadth of both public and private credit markets distinguishes the Company in being able to seek out attractive risk-adjusted returns for our investors. As it has done since inception, the Investment Manager will use capital gains to help achieve its return and dividend objectives, as set out above in the section entitled 'Dividends'. The currently undrawn £25 million credit facility is available to take advantage of opportunities as they occur.

David Simpson
Chairman

26 March 2025

Investment manager's report

Key themes

- Strong performance relative to public credit markets
- Credit looking 'expensive' vs historically observed levels: now positioning portfolio defensively
- Rotating out of public credit and into private assets

Adam English
M&G Alternatives Investment Management Limited

We are pleased to provide commentary on the factors that have had an impact on our investment approach since the start of the financial year. In particular we discuss the performance and composition of the portfolio.

Over the course of the year, inflation in core economies continued to cool and trend toward the key 2% target of central banks. However, the aggressive rate cutting expectations with which we entered 2024 unwound as economic performance in both the US and UK remained stronger than expected. Despite arriving later in the year than markets had anticipated, central banks did start to cut interest rates, led initially by the ECB in June, with the Bank of England and US Federal Reserve following suit shortly after in August and September respectively. Concern over rising fiscal deficits occupied investor thinking more and more in the second half of the year, driving political upheaval and affecting rates markets in Europe, and becoming a key topic of political debate during the US election campaign and in the aftermath of the Autumn budget in the UK.

In addition to monetary policy, it was geopolitical risk which functioned as a key driver of the market narrative during the year. A groundswell of support for populist political parties across core member states in the European Parliamentary elections preceded further political turmoil in France and Germany which eventually led to the collapse of their respective governments as we approached the year end. In the UK, a 'tax and spend' budget by the new Labour government, sparked concerns over growth and inflation, putting pressure on gilt yields and complicating future policy decisions for the Bank of England. Arguably the most significant event of the year was the US presidential election in November, resulting in a victory for Donald Trump, as well as Republican control of the House of Representatives and the Senate. This left financial markets digesting the implications for future US foreign and economic policy, with Trump announcing plans to impose tariffs on Europe, China, Mexico and Canada.

The technical backdrop in fixed income remained strong throughout the year. All-in bond yields continued to screen favourably to other asset classes and the supply/demand imbalance in corporate bond markets resulted in a significant tightening in credit spreads. Rating bands also compressed, with investor risk appetite buoyed by easing financial conditions and resilient economic growth. This meant that as credit investors we weren't being compensated for taking risk and therefore we deliberately kept the portfolio defensively positioned.

Portfolio activity focused on reducing risk and increasing credit quality, rotating out of tighter yielding public bonds and redeploying proceeds into comparable or higher rated asset backed securities (ABS) and collateralised loan obligations (CLOs), as well as attractively priced private assets. In selling down public corporate bonds and reallocating capital into private and alternative sectors of the fixed income market, we were able to achieve a significant spread pick-up and improve both the overall yield and credit quality of the portfolio.

Investment manager's report

Investment manager's report (continued)

We continued to reduce our European real estate investment trust exposure throughout the year, and having purchased bonds at heavily discounted prices in 2022, the strong recovery from those levels allowed us to realise notable capital gains upon sale. The outstanding loan balance on the Company's credit facility remained undrawn over the course of the year.

The funded private asset portion of the portfolio decreased over the period to 52.4% (versus 53.8% at 31 December 2023). The portfolio's sub-investment grade holdings increased by some 5% from the start of the year (23.5% vs 18.8%). This was driven a number of private investment grade facilities repaying over the period, and market pricing leading us to find more attractive relative value in increasing our exposure to direct lending loans, which are typically sub-investment grade. In addition, some private credits previously rated BBB- (the lowest rung of investment grade) were downgraded to BB (the highest band of sub-investment grade). This was counterbalanced by improvements in quality in the public investment grade portion of the portfolio, where exposure to AA-rated credit increased by 6%.

We actively monitor the portfolio for signs of distress and currently have exposure to two issuers amounting to 0.7% of the latest published NAV, which are either in technical default or at some stage of a restructuring process. These are the two positions referred to in the Chairman's statement: they are already marked-to-market or otherwise reserved against in respect of non-public market instruments in your Company's latest published NAV. Looking ahead, we retain confidence in our credit analysis process and perceive these particular and regrettable examples of credit stress to have been idiosyncratic in nature.

Outlook

Geopolitical risk, which became the predominant driver of market moves in the latter part of last year, has continued to ratchet up in the early part of 2025. The trade and defence policy shifts of the Trump administration have upended the well established international order, creating a global economic realignment which is seeing historical alliances reshaped. The already rapid escalation of President Trump's tariff war has seen a notable weakening in US equity and credit, with uncertainty on the extent of the tariffs, their permanence and the scope of retaliatory action, spooking investors and causing market volatility to spike. Additionally, a change in the supportive stance for Ukraine in its war against Russia seen under the Biden administration, and Trump's apparent hostile position on NATO, has catalysed a paradigm shift in Europe with an urgent reprioritisation of defence spending which will require looser fiscal policy going forward. This has caused increased volatility and widening in European government yields.

The volatile backdrop to the first quarter of this year has also seen a softening in sterling credit spreads. However, this should viewed in the context of retracing the grind tighter seen over the last few months, during which multi-decade lows were reached, rather than anything more notable at this stage. Viewed over a longer term horizon, public sterling credit is still screening expensively on a spread basis, despite the attraction for all-in yield buyers remaining strong given the elevated rates component. Given the lack of compensation for default risk currently priced into public credit spreads, and our expectation for wider macro uncertainty to continue to weigh on markets, we intend to keep the portfolio defensively positioned. Our focus will be to derisk where possible, still opting for credit quality over adding yield. As the public corporate bond market currently offers scant risk-adjusted value relative

Investment manager's report

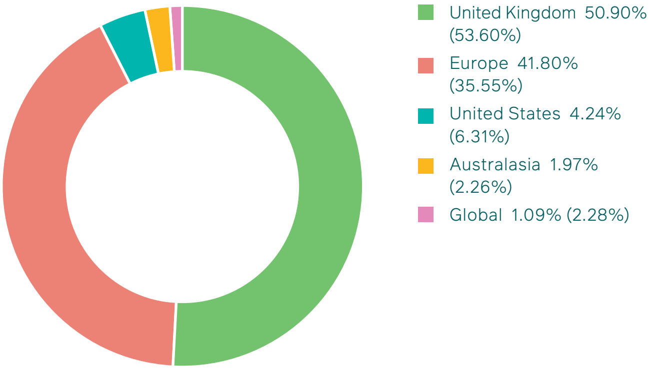
Outlook (continued)

to our return target, we will sell down tighter yielding public credits and redeploy proceeds into higher yielding private investments. Under these market conditions, we believe that our flexibility in being able to invest across the breadth of both public and private markets can be a powerful differentiator in generating what we feel are the most attractive risk-adjusted returns for our shareholders. We begin 2025 with a healthy and diverse pipeline of private investment opportunities which we hope to add to the portfolio in the coming months. Should further volatility present us with attractive opportunities, we have access to a £25 million credit facility and a further £23 million invested in two AAA/AA-rated, daily dealing ABS funds, ready to be reallocated should the right risk-reward opportunities arise.

M&G Alternatives Investment Management Limited
26 March 2025

Portfolio analysis

Geographical exposure
Percentage of portfolio of investments as at 31 December 2024 (2023)*



* Excluding cash on deposit and derivatives.

Source: M&G and State Street as at 31 December 2024

Credit rating breakdown

As at 31 December	2024 %	2023 %
Unrated	0.08	(0.29)
Cash and investment grade	76.40	81.48
Sub-investment grade	23.52	18.81
Total	**100.00**	**100.00**

Source: State Street

For the detailed breakdown of the credit ratings of the investment portfolio, please refer to page 101 in note 13 to the Financial Statements.

Portfolio overview

As at 31 December	2024 %	2023 %
Cash on deposit	**0.97**	**0.90**
Public	**46.57**	**45.59**
Asset-backed securities	24.62	17.50
Bonds	14.50	23.20
Investment funds	7.45	4.89
Private	**52.38**	**53.80**
Asset-backed securities	4.57	5.08
Bonds	2.06	2.35
Investment funds	11.40	13.05
Loans	23.06	18.89
Private placements	1.25	2.28
Other	10.04	12.15
Derivatives	**0.08**	**(0.29)**
Debt derivatives	0.05	(0.33)
Forwards	0.03	0.04
Total	**100.00**	**100.00**

Source: State Street

Portfolio analysis

Top 20 holdings

Percentage of portfolio of investments[a] As at 31 December 2024 (2023)	Company description
M&G European Loan Fund **11.40% (11.48%)**	Open-ended fund managed by M&G which invests in leveraged loans issued by, generally, substantial private companies located in the UK and Continental Europe. The fund's objective is to create attractive levels of current income for investors while maintaining relatively low volatility of NAV. (Private)
M&G Investment Grade ABS Fund **8.50% (n/a)**	Open-ended fund managed by M&G which invests primarily in high grade European ABS with on average AA risk. The fund seeks to find value in credits which offer an attractive structure or price for their risk profile. (Public)
M&G Senior Asset Backed Credit Fund **7.45% (4.89%)**	Open-ended fund managed by M&G investing in a diversified pool of investment grade ABS. In usual market conditions, the fund will invest predominantly in senior tranches of ABS, with 80% expected to be of a credit rating of at least AA– or higher. The latest average credit rating of the underlying portfolio is AAA. The daily dealing fund is used by the Investment Manager as an alternative to holding cash. (Public)
Income Contingent Student Loans 14.95% 24/07/2058 **2.00% (0.76%)**	Floating-rate, junior mezzanine tranche of a portfolio comprised of income contingent repayment student loans originally advanced by the UK Secretary of State for Education. (Public)
Delamare Finance FRN 1.279% 19 Feb 2029 **1.77% (1.76%)**	Floating-rate, senior tranche of a CMBS secured by the sale and leaseback of 33 Tesco superstores and 2 distribution centres. (Public)
Project Energy from Waste UK Var. Rate 29 Nov 2041 **1.54% (0.52%)**	Floating-rate, senior secured infrastructure loan funding the design, build, maintain, operate and finance contract of a residual waste treatment facility. (Private)
Millshaw SAMS No. 1 Var. Rate 15 Jun 2054 **1.43% (1.33%)**	Floating-rate, single tranche of an RMBS backed by shared-appreciation mortgages. (Public)
Hammond Var. Rate 28 Oct 2025 **1.39% (1.42%)**	Secured, bilateral real estate development loan backed by a combined portfolio of 2 office assets leased to an underlying roster of global corporate tenants. (Private)
Aria International Var. Rate 23 Jun 2025 **1.38% (1.16%)**	Floating-rate, senior tranche of a securitisation of invoice receivables originated by a specialist digital recruitment platform. (Private)
Signet Excipients Var. Rate 20 Oct 2025 **1.27% (1.29%)**	Fixed-rate loan secured against 2 large commercial premises in London, currently leased to 2 FTSE listed UK corporations. (Public)
Income Contingent Student Loans 1 2002-2006 FRN 2.76% 24 Jul 2056 **1.22% (1.17%)**	Floating-rate, mezzanine tranche of a portfolio comprised of income-contingent repayment student loans originally advanced by the UK Secretary of State for Education. (Public)
Atlas 2020 1 Trust Var. Rate 30 Sep 2050 **1.19% (1.32%)**	Floating-rate, senior tranche of a bilateral RMBS transaction backed by a pool of Australian equity release mortgages. (Private)
Citibank FRN 0.01% 25 Dec 2029 **1.16% (1.15%)**	Floating-rate, mezzanine tranche of a regulatory capital transaction backed by a portfolio of loans to large global corporates, predominantly in North America. (Private)

Portfolio analysis

Percentage of portfolio of investments[a] As at 31 December 2024 (2023)	Company description
STCHB 7 A Var. Rate 25 Apr 2031 1.15% (1.15%)	Floating-rate, mezzanine tranche in a regulated capital securitisation where the portfolio consists of 36 loans, secured on the undrawn Limited Partner (LP) investor capital commitments. (Private)
Regenter Myatt Field North Var. Rate 31 Mar 2036 1.12% (1.23%)	PFI (Private Finance Initiative) floating-rate, amortising term loan relating to the already completed refurbishment and ongoing maintenance of residential dwellings and communal infrastructure in the London borough of Lambeth. (Private)
Whistler Finco 1% 30 Nov 2028 1.10% (1.12%)	Floating-rate, senior secured term loan lending to an outdoor media infrastructure owner which invests and manages a large billboard portfolio in the UK, Netherlands, Spain, Ireland and Germany. (Private)
Project Grey 1% 30 Apr 2025 1.04% (1.11%)	Floating-rate, senior secured position in a bilateral real estate loan to fund the acquisition and refurbishment of an office block in the London CBD. (Private)
NewRiver REIT 3.5% 07/03/2028 1.03% (1.02%)	NewRiver REIT PLC operates as a real estate investment trust investing in retail properties throughout the United Kingdom. Fixed, callable bond. Senior Unsecured. (Public)
Finance for Residential Social Housing 8.569% 04 Oct 2058 1.02% (1.13%)	High grade (AA/Aa3), fixed-rate bond backed by cash flows from housing association loans. (Public)
Fontwell II Securities 2020 9.2208% 18/12/2028 1.01% (1.02%)	Floating-rate, mezzanine tranche in a regulated capital securitisation where the underlying portfolio is long-term mortgages for farms and rural businesses across the UK. (Private)

[a] Including cash on deposit and derivatives.

Strategic review

The Directors present the Strategic Review Report of the Company for the year ended 31 December 2024. The Strategic Report aims to provide Shareholders with the information to assess how the Directors have performed their duty to promote the success of the Company during the year under review.

Business and status of the Company

The Company was incorporated on 17 July 2018 and the IPO of the Company's shares took place on 14 November 2018.

The Company is registered in England and Wales as a public limited company and is an investment company within the terms of Section 833 of the Companies Act 2006. The principal activity of the Company is to carry on business as an investment trust.

The Company has been approved by HM Revenue & Customs as an authorised investment trust under Sections 1158 and 1159 of the Corporation Tax Act 2010. In the opinion of the Directors, the Company is directing its affairs so as to enable it to continue to qualify for such approval.

The Company's shares have a listing on the closed-ended investment funds category of the Official List of the FCA and trade on the London Stock Exchange's (LSE) main market for listed securities.

Investment objective

The Company aims to generate a regular and attractive level of income with low asset value volatility.

Investment policy

The Company seeks to achieve its investment objective by investing in a diversified portfolio of public and private debt and debt-like instruments ('Debt Instruments'). Over the longer term, it is expected that the Company will be mainly invested in private Debt Instruments, which are those instruments not quoted on a stock exchange.

The Company operates an unconstrained investment approach and investments may include, but are not limited to:

- Asset-backed securities, backed by a pool of loans secured on, amongst other things, residential and commercial mortgages, credit card receivables, auto loans, student loans, commercial loans and corporate loans;
- Commercial mortgages;
- Direct lending to small and mid-sized companies, including lease finance and receivables financing;
- Distressed debt opportunities to companies going through a balance sheet restructuring;
- Infrastructure-related debt assets;
- Leveraged loans to private equity owned companies;
- Public Debt Instruments issued by a corporate or sovereign entity which may be liquid or illiquid;
- Private placement debt securities issued by both public and private organisations; and
- Structured credit, including bank regulatory capital trades.

The Company invests primarily in Sterling denominated Debt Instruments. Where the Company invests in assets not denominated in Sterling, it is generally the case that these assets are hedged back to Sterling.

Strategic review

Investment policy (continued)

Investment restrictions

There are no restrictions, either maximum or minimum, on the Company's exposure to sectors, asset classes or geography. The Company, however, achieves diversification and a spread of risk by adhering to the limits and restrictions set out below.

The Company's portfolio comprises a minimum of 50 investments.

The Company may invest up to 30% of Gross Assets in below investment grade Debt Instruments, which are those instruments rated below BBB- by S&P or Fitch or Baa3 by Moody's or, in the case of unrated Debt Instruments, which have an internal M&G rating below BBB-.

The following restrictions will also apply at the individual Debt Instrument level which, for the avoidance of doubt, does not apply to investments to which the Company is exposed through collective investment vehicles:

Rating	Secured Debt Instruments (% of Gross Assets)[a]	Unsecured Debt Instruments (% of Gross Assets)
AAA	5%	5%[b]
AA/A	4%	3%
BBB	3%	2%
Below investment grade	2%	1%

[a] Secured Debt Instruments are secured by a first or secondary fixed and/or floating charge.

[b] This limit excludes investments in G7 Sovereign Instruments.

For the purposes of the above investment restrictions, the credit rating of a Debt Instrument is taken to be the rating assigned by S&P, Fitch or Moody's or, in the case of unrated Debt Instruments, an internal rating by M&G. In the case of split ratings by recognised rating agencies, the second highest rating will be used.

The Company typically invests directly, but it also invests indirectly through collective investment vehicles which are managed by an M&G Entity. The Company may not invest more than 20% of Gross Assets in any one collective investment vehicle and not more than 40% of Gross Assets in collective investment vehicles in aggregate. No more than 10% of Gross Assets may be invested in other investment companies which are listed on the Official List.

Unless otherwise stated, the above investment restrictions are to be applied at the time of investment.

Borrowings

The Company is managed primarily on an ungeared basis although the Company may, from time to time, be geared tactically through the use of borrowings.

Borrowings will principally be used for investment purposes, but may also be used to manage the Company's working capital requirements or to fund market purchases of shares. Gearing represented by borrowing will not exceed 30% of the Company's Net Asset Value, calculated at the time of draw down, but is typically not expected to exceed 20% of the Company's Net Asset Value.

Hedging and derivatives

The Company will not employ derivatives for investment purposes. Derivatives may however be used for efficient portfolio management, including for currency hedging.

Cash management

The Company may hold cash on deposit and may invest in cash equivalent investments, which may include short-term investments in money market-type funds ('Cash and Cash Equivalents').

There is no restriction on the amount of Cash and Cash Equivalents that the Company may hold and there may be times when it is appropriate for the Company to have a significant Cash and Cash Equivalents position. For the avoidance of doubt, the restrictions set out above in relation to investing in collective investment vehicles do not apply to money market-type funds.

Changes to the investment policy

Any material change to the Company's investment policy set out above will require the approval of Shareholders by way of an ordinary resolution at a general meeting and the approval of the Financial Conduct Authority (FCA).

Strategic review

Investment strategy

The Company seeks to achieve its investment objective by investing in a diversified portfolio of public and private debt and debt-like instruments of which at least 70% is investment grade. The Company is mainly invested in private debt instruments. This part of the portfolio generally includes debt instruments which are nominally quoted but are generally illiquid. Most of these will be floating rate instruments, purchased at inception and with the intention to be held to maturity or until prepaid by issuers; Shareholders can expect their returns from these instruments to come primarily from the interest paid by the issuers.

The remainder of the Company's portfolio is invested in cash, cash equivalents and quoted debt instruments, which are more readily available and which can generally be sold at market prices when suitable opportunities arise. These instruments may also be traded to take advantage of market conditions. Fixed rate instruments will often be hedged in order to protect the portfolio from adverse changes in interest rates. Shareholders can expect their returns from this part of the portfolio to come from a combination of interest income and capital movements.

Investment process

The investment process for the Company consists principally of three stages: the decision to invest, monitoring and ongoing engagement and finally divestment.

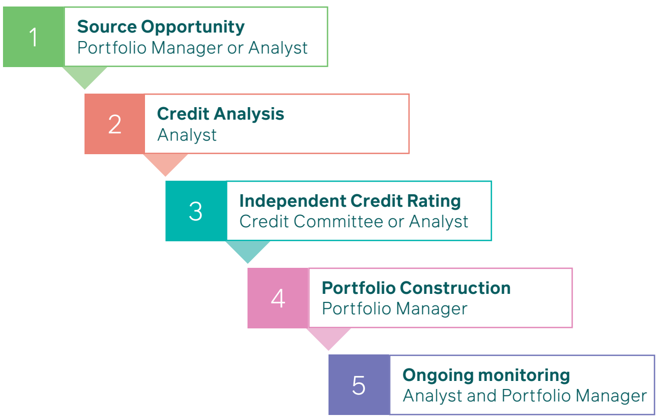
Investment decision-making is undertaken by the Investment Manager, based on extensive research and credit analysis by the Investment Manager's large and experienced teams of 130 in-house analysts who specialise in public and private debt markets. This rigorous in depth analysis is fundamental to understanding the risk and return profile of potential investments.

Regular monitoring is carried out to ensure that continued holding of an investment remains appropriate. This includes monitoring the performance of investments by fund managers, analysts and internal control and governance processes. The Investment Manager engages with relevant stakeholders on any issues which may, potentially, affect an investment's ability to deliver sustainable performance in line with those expectations.

At some point, the Investment Manager may decide to divest from an investment (or the investment may complete in line with agreed terms, including pre-payment), although typically, private investments are held to their full maturity. Divestment can occur for a variety of reasons including; the investment being no longer suitable for the investment mandate, the outcome of engagement being unsatisfactory or as a result of the investment team's valuation assessment. Investment decision making is only undertaken by the portfolio managers designated by the Investment Manager.

As part of the investment process, full consideration is given to sustainability risks, as set out in more detail on pages 33 to 34.

Investment process overview



Strategic review

Key performance indicators

In order to measure the success of the Company in meeting its objectives and policy, and to evaluate the performance of the Investment Manager, the Directors take into account the following key performance indicators (KPIs):

	As at or year ended 31 December 2024	As at or year ended 31 December 2023
NAV per share	95.11p	96.21p
Ordinary Share price (mid-market)	96.6p	92.2p
Premium/(Discount) to NAV[a]	1.6%	(4.2)%
Annualised dividend yield[a]	8.8%	8.6%
Dividends declared per Ordinary Share	8.53p	7.96p
Revenue return per Ordinary Share	6.0p	6.0p
NAV total return[a]	8.1%	10.4%
Share price total return[a]	14.6%	9.5%
Ongoing charges figure[a]	1.28%	1.28%

[a] Alternative performance measure. Please see pages 115 to 116 for further information.

Share price discount or premium to NAV

The share price premium to NAV as at 31 December 2024 was 1.6% (31 December 2023: discount of 4.2%). During the year to 31 December 2024 the shares traded at an average discount to NAV of 0.7% (2023: 2.5%).

Dividend yield

The Company paid dividends during the year on a quarterly basis. The fourth dividend of 2.14p per Ordinary Share in respect of the year ended 31 December 2023 was paid on 23 February 2024.

The first interim dividend in respect of the year ended 31 December 2024 of 2.15p per Ordinary Share was paid on 24 May 2024. The second interim dividend of 2.15p per Ordinary Share was paid on 23 August 2024 and the third interim dividend of 2.14p per Ordinary Share was paid on 22 November 2024.

The fourth dividend of 2.09p per Ordinary Share was paid on 21 February 2025. The total dividends declared per share for the year ended 31 December 2024 were 8.53p (year ended 31 December 2023: 7.96p). The total dividends declared for the financial year represented a dividend yield of SONIA plus 4% on the adjusted opening NAV. The annualised dividend yield for the year was 8.8%, based on the closing share price on 31 December 2024 (2023: 8.6%).

Portfolio performance

In support of the Company's investment objective, the Board monitors the portfolio performance against the benchmark of a NAV total return of SONIA plus 4% per annum. In addition, performance is assessed against a number of total return indices in public investment grade and high yield markets.

The progress of deployment of funds into private assets is monitored alongside the balance of fixed to floating rate coupons, yield to maturity and modified duration of the portfolio. Further details are provided in the Chairman's statement on pages 5 to 6 and Investment Manager's report on pages 7 to 9.

Ongoing charges

The Board reviews the costs of running the Company calculated using the Association of Investment Companies' (AIC) methodology for the ongoing charges. Full details are provided on page 115.

Strategic review

Risk management

Role of the Board

The Directors have overall responsibility for risk management and internal control within the Company. They recognise that risk is inherent in the Company's operation and that effective risk management is an important element in the success of the organisation. The Directors have delegated responsibility for the assurance of the risk management process and the review of mitigating controls to the Audit Committee.

The Directors, when setting the risk management strategy, also determine the nature and extent of the significant risks and their risk appetite in implementing this strategy.

In arriving at its judgement of what risks the Company faces, the Board has considered the Company's operations in light of the following factors:

- The nature and extent of risks it regards as acceptable for the Company to bear in line with its overall business objective;
- The threat of such risks becoming reality;
- The Company's ability to reduce the incidence and impact of risk on its performance;
- The cost to the Company and benefits related to the review of risk and associated controls of the Company; and
- The extent to which the third-party service providers operate the relevant controls.

Principal risks

The Company is exposed to a variety of risks that could cause the valuation of its assets and/or the income from the investment portfolio to fluctuate. The Board, through delegation to the Audit Committee, has undertaken a robust assessment and review of the principal and emerging risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.

These risks are formally documented in the Company's risk register, so that the risks identified and the controls in place to mitigate those risks can be monitored. The Audit Committee reviews and discusses potential new and emerging risks to the Company including those identified by the Investment Manager. Any new or emerging risks that are identified and that are considered to be of significance are also included in the Company's risk register together with any mitigating actions required.

The Board will continue to assess these risks on an ongoing basis. In relation to the UK Corporate Governance Code (the UK Code), the Board is confident that the procedures that the Company has put in place are sufficient to ensure that the necessary monitoring of risks and controls has been carried out throughout the reporting period.

The key risks identified by the Board, and the associated key mitigants and controls, are set out on the following pages.

Strategic review

Risk management (continued)

Key risk	Key mitigants and controls
Market risk Market risk embodies the potential for both losses and gains and includes foreign currency risk, interest rate risk and market price risk. Market risk mainly arises from uncertainty about future values of financial instruments influenced by price, currency and interest rate movements. It represents the potential gain or loss that the Company may suffer through holding market positions in investments in the face of market movements. Market risk includes the potential impact of events that are outside the Company's control.	Key mitigants and controls are set out in the sub-headings below.
Foreign currency risk Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to risks that the exchange rate of its reporting currency relative to other currencies may change in a manner that has an effect on the value of the portion of the Company's assets which are denominated in currencies other than its own reporting currency.	The Company fully hedges non-base currency investments at time of purchase using spot and forward foreign exchange contracts which are rolled forward periodically. Non-base currency exposure is monitored on an ongoing basis via internal systems, with hedging maintained at approximately +/-20bps tolerance.
Interest rate risk Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investments are in some cases subject to interest rate risk. In relation to fixed-rate obligations, when interest rates decline, the values can be expected to rise, and, conversely, when interest rates rise, the value of fixed-rate obligations can be expected to decline.	The Company uses gilt futures contracts to mitigate interest rate risk with portfolio duration monitored on an ongoing basis via internal systems and adjusted accordingly. Market conditions since launch have seen the Company maintain an average modified duration of 1-1.5 years. There are no restrictions regarding the level of duration the Company can maintain however its Investment Objective outlines commitment to low asset value volatility.
Market price risk Market price risk includes changes in market prices, other than those arising from foreign currency or interest rate risk, which may affect the value of investments, such as macroeconomic and geopolitical events and trends, and sectoral influences. As the Company invests in public and private debt instruments, it is regularly exposed to market price risk and the value of the Company's portfolio fluctuates in response to developments in financial markets.	The Board has put in place limits on the Company's gearing, portfolio concentration and use of derivatives, which it believes to be appropriate to keep the Company's investment portfolio adequately diversified and to manage risk.

Strategic review

Risk management (continued)

Key risk (continued)	**Key mitigants and controls** (continued)
Credit risk Because of its investment strategy, the Company is also materially exposed to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The main concentration to which the Company is exposed arises from the Company's investments in Debt Instruments. The Company is also exposed to counterparty credit risk on trading derivative products, Cash and Cash Equivalents, amounts due from brokers and other receivable balances.	The Company's policy to manage this risk is to invest no more than 30% of the Company's assets in Debt Instruments that have a minimum credit rating below BBB- (or equivalent). Within the above limit, the Company may also invest in unrated assets where a rating is assigned by the Investment Manager using an internal methodology that is based on the categorisations used by rating agencies. When new investment opportunities arise, a detailed credit review is undertaken by the Investment Manager. A fundamental qualitative and quantitative assessment of both business and financial risk, supported by appropriate financial modelling, alongside a review of the corporate structure and issuance document form the basis of the credit review. On an ongoing basis, the Investment Manager monitors the Company's investments against a variety of measures including financial performance and their progress against a variety of covenants. The Company only transacts with parties that the Investment Manager considers to be suitable from a credit risk perspective.
Investment management performance risk Other than in respect of market risk, the performance of the Company's portfolio of assets depends primarily on the investment strategy, asset allocation and stock selection decisions taken by the Investment Manager within the parameters and constraints imposed by the Company's investment policy.	The Investment Manager applies a 'three lines of defence' model for risk management, incorporating the individual fund manager and line management; independent risk and compliance functions and reporting structures; and internal audit. Measures and tools such as volatility estimation, value at risk analysis and stress testing are used in order to better understand risk concentrations within the portfolio. The Board receives Investment Manager commentary, performance statistics against the benchmark and a portfolio analysis report on a monthly basis. The key performance indicators used by the Board to evaluate the performance of the Investment Manager are shown on page 16. The Board regularly reviews the implementation of the investment strategy, adherence to investment process and adequacy of risk controls.

Strategic review

Risk management (continued)

Key risk (continued)	**Key mitigants and controls** (continued)
Liquidity risk The Company invests in public and private debt instruments. Some of these investments may be difficult to value or realise (if at all). The market price that is achievable for such investments may ultimately therefore be different than the carrying values of these assets as reflected in the Company's reported NAV per Ordinary Share from time to time.	As the Company is closed-ended, it is not exposed to the same risks of liquidity mismatch that are inherent in the management of portfolios owned by open-ended funds. This enables the Company to invest in assets that have limited or no secondary market liquidity in order to seek to capture the additional yield that is generally available compared to more liquid instruments. Before the Company's AGM in 2028, the Board will submit to Shareholders proposals to enable them to realise the value of their Ordinary Shares. The Board monitors the liquidity profile of the Company's assets on a quarterly basis through the receipt of an asset liquidity analysis from the Investment Manager.
Dividend policy risk The level of dividends that the Board will declare will be dependent largely on the performance of the Company's investment portfolio over time and the market conditions that exist during relevant performance periods. Apart from asset selection and market conditions, factors that may also affect performance include, inter alia, the Company's level of gearing, its accounting policies, changes in variable interest rates, the level of loan or bond prepayments and a change in the tax treatment of the interest received by the Company.	The Investment Manager runs a dividend projection model that is regularly reviewed by the Board.

Strategic review

Risk management (continued)

Key risk (continued)	**Key mitigants and controls** (continued)
Operational risk (including cybersecurity risk) In common with most other investment trusts, the Company has no executive directors, no executive management and no employees. The Company delegates key operational tasks to third-party service providers that are specialists in their fields as follows: • Management of the Company's investment portfolio to M&G Alternatives Investment Management Limited • Preparation and maintenance of the Company's Financial Statements and maintenance of its records to State Street Bank and Trust Company • Company Secretarial Services to MUFG Corporate Governance Limited • Registrar services to MUFG Corporate Markets • Worldwide custody of the Company's assets to State Street Bank and Trust Company • Safekeeping and depositary services to State Street Trustees Limited Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Company or administration of its investments. The termination of the Company's relationship with any third-party service provider or any delay in appointing a replacement for such service provider could disrupt the business of the Company materially and could have a material adverse effect on the Company's performance.	Due diligence is undertaken before contracts are entered into with third-party service providers. Thereafter, service provider oversight is conducted through ongoing interaction with the Management Engagement and Audit Committees and is formalised through an annual evaluation process, which includes a review of service provider cybersecurity protocols and experience. Most third-party service providers produce internal control reports to provide assurance regarding the effective operation of internal controls as reported on by their reporting accountants. These reports are provided to the Audit Committee for review by the Investment Manager's Supplier Management Team. The Committee would seek further representations from the service providers if not satisfied with the effectiveness of their control environment. The Audit and Management Engagement Committees also consider the business continuity arrangements of the Company's key service providers and review these as part of the review of the Company's risk register.

Strategic review

Risk management (continued)

Key risk (continued)	**Key mitigants and controls** (continued)
Regulatory, legal and statutory risk: changes in laws, government policy or regulations The Company is subject to laws, government policy and regulations enacted by national and local governments. Any change in the law, regulation or government policy affecting the Company may have a material adverse effect on the value of its investments, its ability to carry on its business and successfully pursue its investment policy and on its earnings and returns to Shareholders. In particular, the Company is required to comply with certain requirements that are applicable to listed closed- ended investment companies, including Section 1158 of the Corporation Tax Act 2010. Any failure to comply may potentially result in a loss of investment trust company status. The Company must comply with the UK Listing Rules, Prospectus Rules, the Disclosure Guidance and Transparency Rules, the Market Abuse Regulation (MAR) and the rules of the London Stock Exchange. Any failure to comply with any future changes to such rules and regulations may result in the shares being suspended from trading on the London Stock Exchange. MAR can be defined as Regulation (EU) No 596/2014 of the European Parliament on market abuse, as incorporated by UK law by the European Union (Withdrawal) Act 2018 and as amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019, otherwise known as the Market Abuse Regulation, or 'MAR'. It requires the Board of the Company to adopt certain processes to ensure that, inter alia, price sensitive information must be, subject to certain exemptions, promptly disclosed to the public via a regulatory news service in order to ensure an orderly market in the Company's shares.	The Company mitigates any such failure by delegating key operational tasks to specialist third-party service providers combined with close oversight and monitoring through the Audit Committee. The Investment Manager monitors investment movements, forecast income and expenditure and the amount of proposed dividends to ensure that the provisions of Chapter 4 of Part 24 of the Corporation Tax Act 2010 are not breached. The results are reported to the Board at each meeting. Compliance with the accounting rules affecting investment trusts is also carefully and regularly monitored. The Company Secretary, Investment Manager and the Company's professional advisers provide regular reports to the Board in respect of compliance with all applicable rules and regulations. The Board and the Investment Manager also monitor changes in government policy and legislation which may have an impact on the Company. The risk to the Company of failure to comply with MAR is mitigated by close Board oversight and monitoring through the compliance function and controls monitoring team at the Investment Manager.
Sustainability risk Sustainability risk means exposure to an environmental, social or governance ('ESG') event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment.	Please refer to the 'Sustainability risk and investment process' section on pages 33 to 34 for further details.

Strategic review

Viability statement

At a General Meeting held on 15 June 2023, the Articles were amended to provide that the next Liquidity Opportunity (as defined in the Glossary on page 119) will now occur at, or within the twelve months prior to, the 2028 annual general meeting unless shareholders direct by way of a special resolution not to offer such Liquidity Opportunity.

The Directors remain confident in the Company's ability to achieve its investment objective. On this basis and notwithstanding the value realisation opportunity in 2028, the Directors have elected to review the viability of the Company for a five-year period. This is linked to the weighted average life of the Debt Instruments in the Company's portfolio.

In assessing the viability of the Company over this five-year period, the Directors have considered the current position of the Company and a number of factors. Most importantly, they have weighed the characteristics of a closed-ended fund and the investment policy of the Company against the principal risks the Company faces as set out in this Strategic Report. The Directors have evaluated scenarios of current and possible future circumstances and the prospects for the Company's portfolio. The Directors regularly review the inputs such as expense and dividend forecasts, the ongoing charges, use of the revolving credit facility and investor feedback.

The results of dividend forecasting prepared by the Investment Manager, which models the dividend cover with no further investment pipeline or portfolio capital gains, demonstrated that the Company had the ability to continue to pay dividends from income and distributable reserves at the rate of SONIA plus 4% over the period under review. The Company's distributable reserves provide sufficient capacity for dividend cover, when required, which gives additional comfort for future periods.

The liquidity stress testing methodology considers factors driving both asset liquidity as well as the liabilities the Company may encounter, including the risk of sudden and unexpected liquidity deterioration across all asset types due to broad market dislocation. The results of the liquidity profile, which models the time taken to liquidate portfolio, along with the liquidity stress testing prepared by the Investment Manager, demonstrated no material concerns regarding the Company's ability to liquidate the portfolio.

The Directors have assumed that neither the closed-ended structure of the Company, its investment policy nor the risks it faces are likely to change substantially, or for the worse with respect to the viability of the Company, over the five-year period they have selected for the purposes of this viability statement. The Directors have also assumed that the Company will continue to maintain a sufficient level of liquidity and to generate substantial income for the foreseeable future in order to meet its liabilities. As the Directors are ultimately responsible for ensuring that the investment policy of the Company is followed by the Investment Manager, they are confident in making these assumptions about the future of the Company.

The Company is an investment trust, not a trading company, and it invests in a diversified portfolio. As a closed-ended fund, it is not subject to redemptions by Shareholders other than, potentially, the 2028 Liquidity Opportunity.

The Company's portfolio also generates substantial levels of income to meet its expenses, which are largely fixed overheads that represent a small percentage of its net assets. Based on their assessment of the nature of the Company, its investment policy and financial resources, the Directors have a reasonable expectation that the Company will be able to continue in operation and to meet its liabilities as they fall due over the next five years.

Strategic review

Going concern statement

The activities of the Company, together with the factors likely to affect its future development, including its performance, financial position, cash flows and liquidity position, are described in the Strategic Report.

In addition, the Company's policies and processes for managing its key financial risks are described in note 13 on pages 96 to 102.

As at 31 December 2024, the Company's total assets less current liabilities were £139.99 million (31 December 2023: £135.29 million) and total current assets less current liabilities were £4.7 million (31 December 2023: £1.9 million). The Directors have reviewed the financial projections of the Company from the date of this report, which shows that the Company will be able to generate sufficient cash flows in order to meet its liabilities as they fall due.

The Directors have reviewed the operational resilience of the key service providers. The Audit Committee and the Management Engagement Committee consider the business continuity arrangements of the Company's key service providers at least annually.

The Directors have considered the liquidity profile stress testing which is described in the Viability Statement on page 23.

As a consequence, the Directors believe that the Company continues to be well placed to manage its business risks successfully. In assessing the going concern basis of accounting, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and for a period of 12 months from the date of the approval of this Annual Report. The outlook section of the Chairman's statement on page 6 details the expectations for 2025. Accordingly, the Directors continue to adopt the going concern basis in preparing this Annual Report and Accounts.

Investment management and third-party service provider arrangements

The Board has overall responsibility for the Company's activities, including the review of investment activity and performance and the control and supervision of all suppliers of services to the Company, including the Investment Manager. It is also responsible for the determination of the Company's investment policy and strategy and the Company's system of internal and financial controls, including ensuring that commercial risks and financing needs are properly considered and that the obligations of a public limited company are adhered to.

To assist the Board in the operations of the Company, arrangements have been put in place to delegate authority for the performance of day-to-day operations of the Company to the Investment Manager and other third-party service providers. The Board has appointed the Investment Manager to manage the Company's investment portfolio within guidelines set by the Board.

The Investment Manager is in frequent contact with the Board and supplies the Directors with regular updates on the Company's activities and detailed reports at each Board meeting.

Investment Manager

The Company has appointed M&G Alternatives Investment Management Limited (the 'Investment Manager') to act as the Company's Alternative Investment Fund Manager (AIFM) for the purposes of the AIFM Directive and, accordingly, the Investment Manager is responsible for providing discretionary portfolio management and risk management services to the Company.

Strategic review

Investment management and third-party service provider arrangements (continued)

The Investment Management Agreement dated 26 September 2018 is subject to termination on not less than six months' written notice by either party. The Investment Management Agreement can be terminated at any time in the event of the insolvency of the Company or the Investment Manager or in the event that the Investment Manager ceases to be authorised and regulated by the FCA (if required to be so authorised and regulated to continue to carry out its duties under the Investment Management Agreement).

The Investment Manager is entitled to receive from the Company an investment management fee, which is calculated and paid quarterly in arrears at an annual rate of 0.7% per annum of the prevailing published NAV.

Where the Company invests in a collective investment vehicle that is managed or advised by an M&G entity, the Investment Manager reduces its investment management fee by the amount of any equivalent management fee that is charged to such collective investment vehicle or such entity rebates its management fee such that the Investment Manager ensures the Company is not charged twice. The above arrangement does not apply to any other fees or expenses charged to the Company or any such entity in which it invests.

The Investment Manager is also entitled to be paid half of any arrangement fee charged by the Company to the issuer of a Debt Instrument in which the Company invests. The balance of any arrangement fee is retained by the Company.

Continuing appointment of Investment Manager

As at the date of this Report, the Directors are of the opinion that the Investment Manager has satisfactorily executed the Company's investment strategy according to the Board's expectations. Accordingly, the Directors believe that the continuing appointment of M&G Alternatives Investment Management Limited as the Investment Manager of the Company, on the terms agreed, is in the best interests of the Company and its Shareholders as a whole.

Administrator

Under an Administration Agreement dated 26 September 2018, the Company has appointed State Street Bank and Trust Company to act as administrator. The administrator provides day-to-day administration of the Company and is also responsible for the Company's general administrative functions, including the calculation and publication of the NAV and maintenance of the Company's accounting and statutory records.

The Administration Agreement is terminable, inter alia, upon not less than six months' written notice. The Administration Agreement is also terminable immediately upon the occurrence of certain standard events, including the insolvency of the Company or the Administrator or a party committing a material breach of the Administration Agreement (where such breach has not been remedied within 30 calendar days of written notice being given).

Effective from 1 October 2024, the Administrator fee is based on the NAV and tiers as shown below:

Net Asset Value	Annual Basis Point Fee
First £100 million	2.30
Next £100 million to £500 million	1.80
Next £500 million to £1 billion	1.46
Next £1 billion to £5 billion	1.20
Above £5 billion	0.10

Strategic review

Investment management and third-party service provider arrangements (continued)

Depositary

Under a Depositary Agreement dated 26 September 2018, the Company has also appointed State Street Trustees Limited as depositary to provide depositary services to the Company, which will include safekeeping of the assets of the Company. The Depositary is permitted to delegate (and authorise its delegates to sub-delegate) the safekeeping of the assets of the Company.

The State Street Fee is calculated monthly and payable monthly in arrears.

Effective from 1 October 2024, the Depositary fee is based on the NAV and tiers as shown below:

Net Asset Value	Annual Basis Point Fee
First £135 million	1.25
Next £65 million	0.75
Above £200 million	0.50

Custodian

The Depositary has delegated safekeeping duties as set out in the AIFM Directive and the FCA Handbook to State Street Bank & Trust Company, whom it has appointed as global sub-custodian.

Effective from 1 October 2024, the Custodian fee is based on the NAV and tiers as shown below:

Net Asset Value	Annual Basis Point Fee
First £100 million	0.95
Next £100 million to £500 million	0.80
Next £500 million to £1 billion	0.65
Next £1 billion to £5 billion	0.50
Above £5 billion	0.10

Registrar

The Company entered into a Registrar Agreement dated 26 September 2018 with MUFG Corporate Markets (previously Link Group) to provide registrar services in relation to the transfer and settlement of shares.

In May 2024 the Company entered into a new Registrar Agreement with MUFG Corporate Markets. Effective from 1 May 2024, under the terms of the agreement a fixed annual fee of £20,100 (exclusive of VAT) will be payable. The Registrar Agreement is for a period of three years until 30 April 2027 and the fee will increase in line with the Retail Prices Index (RPI) in the third year.

Company Secretary

The Company entered into a Company Secretarial Services Agreement dated 26 September 2018 appointing MUFG Corporate Governance Limited (previously named Link Company Matters Limited) as Company Secretary to provide the company secretarial functions required by the Companies Act.

Following the initial period of 12 months the Company Secretarial Agreement automatically renewed, and continues to renew, for successive periods of 12 months unless or until terminated by either party at the end of any successive 12-month period, provided written notice is given to the other party at least six months prior to the end of such successive 12-month period.

Pursuant to the terms of the Company Secretarial Services Agreement, an annual inflationary increase is applied at the rate of the Retail Prices Index prevailing at the time. With effect from 1 June 2024, the aggregate fee payable was £78,535 (exclusive of VAT).

Strategic review

Section 172 Statement: promoting the success of the Company

Overview

The Directors' overarching duty is to act in good faith and in a way that is the most likely to promote the success of the Company as set out in Section 172 of the Companies Act 2006. In doing so, Directors must take into consideration the interests of the various stakeholders of the Company and the impact the Company has on the community and the environment; take a long-term view on consequences of the decisions they make; and aim to maintain a reputation for high standards of business conduct and fair treatment between the members of the Company.

Fulfilling this duty naturally supports the Company in achieving its investment objective and helps to ensure that all decisions are made in a responsible and sustainable way. In accordance with the requirements of the Companies (Miscellaneous Reporting) Regulations 2018, the Company explains how the Directors have discharged their duty under Section 172 below.

To ensure that the Directors are aware of and understand their duties, they are provided with the relevant information as part of their induction, as well as receiving regular and ongoing updates and training on the relevant matters. They also have continued access to the advice and services of the Company Secretary and, when deemed necessary, the Directors can seek independent professional advice.

The schedule of Matters Reserved for the Board, as well as the Terms of Reference of its committees are reviewed on at least an annual basis and further describe the Directors' responsibilities and obligations, and include any statutory and regulatory duties. The Audit Committee has the responsibility for the ongoing review of the Company's risk management systems and internal controls and, to the extent that they are applicable, risks related to the matters set out in Section 172 are included in the Company's risk register and are subject to periodic and regular reviews and monitoring.

Decision-making

The Board considers the impact that any material decision will have on all relevant stakeholders to ensure that it is making a decision that promotes the long-term success of the Company, whether this be in relation to dividends, new investment opportunities, potential future fundraisings etc.

Stakeholders

The Board seeks to understand the needs and priorities of the Company's stakeholders and these are taken into account during all of its discussions and as part of its decision-making. The Board has considered which parties should be deemed to be stakeholders of the Company. As the Company is an externally managed investment company and does not have any employees or customers, its key stakeholders comprise its Shareholders, regulators (including service party regulators) and service providers. The section on the following page discusses why these stakeholders are considered of importance to the Company and the actions taken to ensure that their interests are taken into account.

Strategic review

Section 172 Statement: promoting the success of the Company (continued)

Importance	Board engagement
Shareholders Continued Shareholder support and engagement are critical to the continued existence of the Company and the successful delivery of its long-term strategy. The Company provides a Liquidity Opportunity* for Shareholders, which will now occur at, or within the twelve months prior to, the 2028 annual general meeting. In all circumstances, the Board will seek to balance the interests of both continuing Shareholders and those electing to realise their investment. * See the Glossary on page 119 for further explanation.	The Company has over 210 Shareholders on the Register of Members, including institutional investors and private individuals. The Board is committed to maintaining open channels of communication and to engage with Shareholders in a manner they find most meaningful in order to gain an understanding of their views. These include the channels below. **AGM:** The Company welcomes and encourages attendance and participation from Shareholders at its AGMs where Shareholders will have the opportunity to meet the Directors and the Investment Manager and to address questions to them directly. The Company values any feedback and questions it may receive from Shareholders ahead of and during the AGM and will take action or make changes, when and as appropriate. **Publications:** the Annual Report and Half Year Report are made available on the Company's website and the Annual Report is circulated to Shareholders. This information is supplemented by the monthly calculation and publication of the NAV per share which is announced via the regulatory news service of the London Stock Exchange. In addition, a monthly factsheet and/or a quarterly newsletter is published by the Investment Manager on the Company's website. Feedback and/or questions that the Company receives from Shareholders help the Company evolve its reporting, aiming to render the reports and updates transparent and understandable. **Shareholder meetings:** unlike trading companies, one-to-one Shareholder meetings usually take the form of a meeting with the Investment Manager rather than members of the Board. Feedback from all substantive meetings between the Investment Manager and Shareholders is shared with the Board. During the year there were nine meetings with Shareholders. The Chairman, the Chairman of the Audit Committee or other members of the Board are available to meet with Shareholders to understand their views on governance and the Company's performance where they wish to do so.

Strategic review

Section 172 Statement: promoting the success of the Company (continued)

Importance (continued)	**Board engagement** (continued)
	Shareholder concerns: in the event that Shareholders wish to raise issues or concerns with the Board, they are welcome to do so at any time by writing to the Chairman at the registered office. The Senior Independent Director is also available as an intermediary to Shareholders. **Investor relations updates:** at every Board meeting, the Directors receive updates from the Company's broker on the share trading activity, share price performance and any Shareholders' feedback, as well as an update from the Investment Manager.
Other stakeholders **The Investment Manager** Holding the Company's shares offers investors a publicly traded investment vehicle through which they can obtain exposure to the Company's diversified portfolio. The Investment Manager's performance is critical for the Company to successfully deliver its investment strategy and meet its objective.	Maintaining a close and constructive working relationship with the Investment Manager is crucial, as the Board and the Investment Manager both aim to continue to achieve consistent, long-term returns in line with the Company's investment objective. Important components in the collaboration with the Investment Manager, representative of the Company's culture include those listed below. • Encouraging open, honest and collaborative discussions at all levels, allowing time and space for original and innovative thinking • Ensuring that the impact on the Investment Manager is fully considered and understood before any business decision is made • Ensuring that any potential conflicts of interest are avoided or managed effectively The Board holds detailed and intensive discussions with the Investment Manager on all key strategic and operational topics on an ongoing basis. In addition to a monthly call their interactions have addressed a range of topics including the dividend and zero discount policy, valuation methodology and credit risk against a background of heightened economic and geopolitical risk during the year. Beyond this, there are regular discussions by email and calls on various operational matters.

Strategic review

Section 172 Statement: promoting the success of the Company (continued)

Importance (continued)	**Board engagement** (continued)
The Administrator, the Company Secretary, the Registrar, the Depositary, the Custodian and the Broker In order to function as an investment trust with a listing on the closed-ended investment funds category of the official list of the FCA and trade on the London Stock Exchange's (LSE) main market for listed securities, the Company relies on a diverse range of reputable advisors for support in meeting all relevant obligations.	The Board maintains regular contact with its key external providers and receives regular reporting from them through the Board and committee meetings, as well as outside of the regular meeting cycle. Their advice, as well as their needs and views are routinely taken into account. The Management Engagement Committee formally assesses their performance, fees and continuing appointment at least annually to ensure that the key service providers continue to function at an acceptable level and are appropriately remunerated to deliver the expected level of service. The Audit Committee reviews and evaluates the control environments in place at each service provider and assesses the effectiveness through review of the annual assurance reports from each organisation. This reporting is supplemented by the view of the Investment Manager's Supplier Management Team regarding the control environments in operation at the providers. Interactions take place at least monthly including the approval of the NAV, review of forecasts and management accounts.
Regulators (including third-party service providers' regulators) The Company can only operate with the approval of its regulators and its third-party service providers' regulators who have a legitimate interest in how the Company operates in the market and how it treats its Shareholders.	The Company regularly considers how it meets various regulatory and statutory obligations and follows voluntary and best practice guidance. It also gives full consideration to how any governance decisions it makes can have an impact on its stakeholders, both in the shorter and in the longer term. The Company's service providers provide regular reporting to the Company in respect of their interaction with their own respective regulators.
Lenders Availability of funding and liquidity are crucial to the Company's ability to take advantage of investment opportunities as they arise.	Considering how important the availability of funding is, the Company aims to demonstrate to lenders that it is a well-managed business, and in particular, that the Board focuses regularly and carefully on the management of risk. The Board has worked with the Investment Manager to agree the terms of the revolving credit facility.

Strategic review

Section 172 Statement: promoting the success of the Company (continued)

Importance (continued)	**Board engagement** (continued)
Institutional investors and proxy advisers The evolving practice and support of the major institutional investors and proxy adviser agencies are important to the Directors, as the Company aims to maintain its reputation for high standards of corporate governance, which contributes to its long-term sustainable success.	Recognising the principles of stewardship, as promoted by the UK Stewardship Code, the Board welcomes engagement with all of its investors. The Board recognises that the views, questions from, and recommendations of many institutional investors and proxy adviser agencies provide a valuable feedback mechanism and play a part in highlighting Shareholders' evolving expectations and concerns. These are important factors for the Board in delivering the Company's strategy.

The above mechanisms for engaging with stakeholders are kept under review by the Directors and will be discussed on a regular basis at Board meetings to ensure that they remain effective.

Examples of the Board's principal decisions taken during the year, and how the Board fulfilled its duties under Section 172 of the Act, and the related engagement activities are set out below.

Principal decision	Long-term impact	Stakeholder considerations and engagement
The Board continued with the implementation of a zero discount policy.	Through the implementation of this policy, the Company seeks to ensure that its Ordinary Shares trade close to NAV where possible.	In April 2021 the Board announced the decision to implement a zero discount policy to manage the discount, or premium, to NAV. The Board believes that it is important for Shareholders to be able to benefit appropriately from the Company's investment objective which is to generate a regular and attractive level of income with low asset value volatility. The Company therefore seeks to ensure that the Ordinary Shares trade close to NAV in normal market conditions through a combination of Ordinary Share buybacks and the issue of new Ordinary Shares, or resale of Ordinary Shares held in treasury, where demand exceeds supply. In continuing to implement the zero discount policy during the year, when the Shares have traded at a premium to NAV per Share and to satisfy market demand, the Company has sold from treasury 4.1 million Ordinary Shares and issued 2.4 million new Ordinary Shares.

Strategic review

Section 172 Statement: promoting the success of the Company (continued)

Principal decision (continued)	**Long-term impact** (continued)	**Stakeholder considerations and engagement** (continued)
The Company renewed the agreement for a revolving credit facility of £25 million with State Street Bank International GmbH.	In line with its approach to balance sheet management, the Company has renewed its agreement for a one-year multicurrency revolving credit facility of £25 million.	The Board regularly reviews the Company's cash position and commitments taking into consideration the impact on Shareholders. The terms of the credit facility with State Street Bank International GmbH contain covenants with which the Company is regularly required to confirm to State Street Bank International GmbH that it has remained compliant. As at the year end, the Company's drawings stood at £nil (2023: nil).

Culture

The Directors are of the opinion that establishing and maintaining a healthy corporate culture amongst the Board and in its interaction with the Investment Manager, Shareholders and other stakeholders will support the delivery of its purpose, values and strategy. The Board seeks to promote a culture of openness, transparency and integrity through ongoing dialogue and engagement with its stakeholders, principally the Investment Manager.

The Board strives to ensure that its culture is in line with the Company's purpose, values and strategy and will consider this through its annual evaluation processes. Further information relating to the Company's values is provided in the Corporate Governance Statement on page 45. There are also policies and procedures in place to assist with maintaining a culture of good governance that include those relating to Directors' dealings in the Company's shares, conflicts of interest, bribery and tax evasion.

The Board seeks to appoint appropriate third-party service providers and evaluates their services on a regular basis as described on pages 24 to 26. Their ongoing appointments are not only reflective of their performance by reference to their contractual and service level obligations, but also take into account the extent to which their individual corporate cultures align with those of the Company. The Board considers the culture of the Investment Manager and other stakeholders, including their policies, practices and behaviour, through regular reporting from these stakeholders and in particular during the annual review of the performance and continuing appointment of all service providers.

Employees, human rights and social and community issues

The Board recognises certain requirements under the Companies Act 2006 to detail information about human rights, employees and community issues, including information about any policies it has in relation to these matters and the effectiveness of these policies. These requirements are not in practice applicable to the Company as it has no employees, all the Directors are non-executive and it has outsourced all operational functions to third-party service providers. The Company has therefore not reported further in respect of these provisions.

Under UK Listing Rule 11.4.22(R), the Company, as a closed-ended investment fund, is exempt from complying with the requirements of the Task Force on Climate-related Financial Disclosures as set out in UK Listing Rule 6.6.6(R)(8). However, the Investment Manager publishes TCFD reports in compliance with

Strategic review

Employees, human rights and social and community issues (continued)

the FCA's rules on climate-related financial disclosures. The TCFD Report which includes M&G Alternatives Investment Management Limited and the TCFD Company Report for the year ended 31 December 2024 will be published on or before the end of June 2025. The reports for 2023 are available to view via the Sustainability Disclosures page on our website at **mandg.com/footer/sustainability-disclosures**

Board diversity

As at 31 December 2024, the Board of Directors of the Company comprised two male Directors and two female Directors. The Board is an enthusiastic supporter of diversity in its composition, recognising that it brings additional benefits to the Company and its stakeholders beyond specialist skills, knowledge, experience, backgrounds and perspectives. The Board welcomes the FTSE Women Leaders Review regarding the proportion of women on boards and the Parker Review with respect to ethnic representation on boards, amongst other published commentaries. Full details of the Company's compliance with the Financial Conduct Authority's UK Listing Rules on diversity are set out on pages 55 to 56.

Environmental, social and governance (ESG) issues

The Company has no employees, property or activities other than investments, and the day-to-day management of the Company's investing activities is delegated to the Investment Manager. The Company does not invest with a specific ESG strategy or sustainable objective but complies with the minimum requirements covered by the delegated Investment Manager's house policies.

The investment manager has developed a set of ESG investment principles that guide all investment activity across the firm but do not supersede the fiduciary duty to clients: to invest according to a given investment mandate, or as defined in the fund documentation.

ESG related policies that will be applied to the investments held by the Company are the M&G Investments ESG Integration and Sustainable Investing Policy, the M&G Investments Controversial Weapons Policy and the M&G Investments Thermal Coal Policy. These can be found alongside the aforementioned ESG Principles via the following link:

Responsible Investing at M&G Investments – M&G plc (mandg.com)

As a signatory member to the Principles for Responsible Investment (PRI), the Investment Manager is committed to providing detailed ESG transparency to market participants in relation to its business activities. The most recent transparency report is available at **unpri.org/signatory-directory/mandg-investments/1483.article**

Given its commitment to responsible investment, the Investment Manager has allocated significant human and financial capital to the implementation of the PRI principles.

Sustainability risk and investment process

The Board believes that sustainability risk can have a material impact on long-term investment outcomes. Sustainability risk means exposure to an ESG event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of an investment. The Company's goal is to generate the best possible risk adjusted returns for investors, taking into account all factors that influence investment performance, and therefore ESG issues are incorporated into investment decisions wherever they have a potentially meaningful impact on risk or return.

Strategic review

Sustainability risk and investment process (continued)

ESG factors themselves are, generally, non-financial considerations that may impact the risk, volatility and long-term return of individual investments, as well as markets as a whole. Individual investments can have both a positive and negative impact on society and the environment.

In certain contexts, ESG factors may be referred to as sustainability factors. Due to the nature of its stated investment strategy, the Company does not seek to actively promote ESG factors and does not seek to maximise portfolio alignment with ESG factors, but it nevertheless remains exposed to sustainability risks.

Impacts on the Company following the occurrence of a sustainability risk event may be numerous and will vary depending on the specific investment risk, geographical region and asset class. In general, where a sustainability risk event occurs in respect of an individual asset, there is the potential for a negative impact on, or an entire loss of, its value.

The following types of sustainability risks have the potential to materially impact the returns of the Company over time:

- Environmental factors, which include, but are not limited to, the ability of investee companies to mitigate and adapt to climate change, the potential for higher carbon prices, exposure to increasing water scarcity and potential for higher water prices, waste management challenges, and impact on global and local ecosystems.
- Social risks, which include, but are not limited to, product safety, supply chain management and labour standards, health and safety and human rights, employee welfare, data & privacy concerns and increasing technological regulation.
- Governance aspects, which include, but are not limited to, board composition and effectiveness, management incentives, management quality, ethnic and gender diversity, and stakeholder alignment.

The potential impacts of sustainability risk events on the Company's portfolio include degradation of issuer cashflow and consequent inability to meet debt servicing obligations, and inability to continue to actively and competitively participate in its chosen markets.

Sustainability risks may also affect the credit quality of an issuer. The Company has exposure to higher-yielding private debt arrangements, which may include debt securities of smaller companies, some of which may be privately owned, and thus may be less transparent in respect of environmental, social and governance and sustainability-related disclosures.

In order to ensure that sustainability risks are properly considered within the investment decision making and risk monitoring processes, to the extent that they represent potential or actual material risks and/or opportunities for maximising long-term risk-adjusted returns, the Investment Manager follows the M&G Investments ESG Integration and Sustainable Investing Policy, which can be accessed via the Investment Manager's website.

The Company has resolved to approve the implementation of M&G Investment's Thermal Coal Investment Policy (Thermal Coal Policy), which came into effect on 27 April 2022.

The Thermal Coal Policy is a forward looking policy, excluding issuers who are either unable or unwilling to transition away from thermal coal within the necessary timelines to keep the earth's average warming within the targets set by the Paris Agreement. The portfolio of the Company does not currently have any assets that are failing the policy and require divestment.

Strategic review

Greenhouse gas emissions

All of the Company's activities are outsourced to third parties. As such it does not have any physical assets, property, employees or operations of its own and does not generate any greenhouse gas or other emissions or consume any energy reportable under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 or the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, implementing the UK Government's policy on Streamlined Energy and Carbon Reporting.

Modern slavery

The Company, as an investment vehicle, does not provide goods or services in the normal course of business and does not have customers. The Directors consider that the Company is thus not required to make a slavery or human trafficking statement under the Modern Slavery Act 2015. The Board considers the Company's supply chains, dealing predominantly with professional advisers and service providers in the financial services industry, to be low risk in relation to this matter.

Approval

The Strategic Report was approved by the Board at its meeting on 26 March 2025. The Chairman's Statement together with the Investment Manager's Report form part of this Strategic Report.

David Simpson
Chairman

26 March 2025

Directors

David Simpson, Chairman. Appointed as a non-executive Director on 18 September 2018. David Simpson is a qualified solicitor and was a partner at KPMG for 15 years until 2013, culminating as global head of M&A. Before that he spent 15 years in investment banking, latterly at Barclays de Zoete Wedd Ltd. He is chairman of Ecofin Global Utilities and Infrastructure Trust plc and a non-executive Director of abrdn New India Investment Trust plc. David graduated from the University of Cambridge with a degree in Economics and Law.

Richard Boléat FCA, Audit Committee Chairman. Appointed as a non-executive Director on 18 September 2018. Richard Boléat is a Fellow of the Institute of Chartered Accountants in England & Wales, having trained with Coopers & Lybrand in Jersey and the United Kingdom. After qualifying in 1986, he subsequently worked in the Middle East, Africa and the UK for a number of commercial and financial services groups before returning to Jersey in 1991. He was formerly a Principal of Channel House Financial Services Group from 1996 until its acquisition by Capita Group plc ('Capita') in September 2005. Richard led Capita's financial services client practice in Jersey until September 2007, when he left to establish Governance Partners LLP., an independent corporate governance practice. Alongside his roles at the Company, he currently acts as a non-executive Director of Third Point Investors Limited, which is listed on the London Stock Exchange. He is regulated in his personal capacity by the Jersey Financial Services Commission.

Barbara Powley, Senior Independent Director. Appointed as a non-executive Director on 18 September 2018 and Senior Independent Director from 26 April 2023. Barbara Powley is a qualified chartered accountant with over 30 years' experience in the investment trust industry. Prior to her retirement in March 2018 she was a Director in BlackRock's closed-ended funds team from 2005 with responsibility for the oversight and administration of BlackRock's stable of investment trusts. From 1996 to 2005, she had a similar role at Fidelity. Barbara graduated from the University of York with a degree in Mathematics and Economics. Barbara is currently a non-executive Director of Montanaro UK Smaller Companies Investment Trust plc.

Jane Routledge, appointed as a non-executive Director on 25 October 2021. Jane Routledge has spent 30 years in marketing & communications roles in the investment management sector, communicating with pension fund, intermediary and private investor audiences. She has worked in a number of investment management businesses, including Schroders, Invesco and Hermes Fund Managers. Most recently, she spent eight years to December 2019 as a partner in Seven Investment Management, building and leading its marketing function across all channels to market. Jane is currently a non-executive director of Brown Advisory US Smaller Companies PLC and abrdn Asian Income Fund Limited. She graduated from the University of Cambridge with a degree in Modern & Medieval Languages, and has a Masters degree in Organisational Psychology from the University of London.

Directors' report

The Directors are pleased to present the Annual Report and audited Financial Statements for the year ended 31 December 2024.

In accordance with the Companies Act 2006 (as amended), the UK Listing Rules and the Disclosure Guidance and Transparency Rules, the Corporate Governance Statement, Directors' Remuneration Report, Report from the Audit Committee and the Statement of Directors' Responsibilities should be read in conjunction with one another and the Strategic Report. As permitted by legislation, some of the matters normally included in the Directors' Report have instead been included in the Strategic Report, as the Board considers them to be of strategic importance. Therefore, a review of the business of the Company, recent events, outlook and likely future developments can be found on pages 7 to 9 and information regarding environmental, social and governance issues can be found on page 33.

Directors

The Directors in office during the year and at the date of this report are shown on page 36 together with their biographical details. None of the Directors or any persons connected with them had a material interest in the transactions and arrangements of, or the agreement with, the Investment Manager during the year.

Results and dividends

A summary of the Company's performance during the year ended 31 December 2024 and the outlook for the forthcoming year is set out in the Strategic Report on pages 7 to 9.

The interim dividends paid for the year ended 31 December 2024 are set out in note 7 to the Financial Statements.

Directors' report

Corporate governance

The Company's Corporate Governance Statement is set out on pages 44 to 57 and forms part of this report.

Investment trust status

The Company has received approval from HM Revenue & Customs (HMRC) as an authorised investment trust under Sections 1158 and 1159 of the Corporation Tax Act 2010, subject to the Company continuing to meet the eligibility conditions. The Directors are of the opinion that the Company has conducted its affairs in compliance with such approval and intends to continue doing so.

Current share capital

As at 31 December 2024 there were 147,195,771 Ordinary Shares in issue. At the date of this report, there are 160,493,740 Ordinary Shares in issue.

At General Meetings of the Company, Shareholders are entitled to one vote on a show of hands and, on a poll, to one vote for every share held.

The total voting rights of the Company as at 31 December 2024 were 147,195,771.

There are no restrictions concerning the transfer of securities in the Company or on voting rights; no special rights with regard to control attached to securities and no agreements between holders of securities regarding their transfer known to the Company.

Change of Control

There are no agreements to which the Company is party that might be affected by a change of control of the Company except for the agreement in relation to the Company's credit facility. The Company entered into a £25 million Facility Agreement with State Street Bank International GmbH on 19 October 2020, which has been further extended to 13 October 2025. This agreement could alter or terminate on the change of control of the Company. Further information is disclosed in note 6 to the Financial Statements.

Share issues

At the Annual General Meeting ('AGM') held on 21 May 2024, Shareholders approved the allotment of up to 14,091,900 Ordinary Shares and/or C Shares (representing approximately 10% of the then issued share capital) on a non-pre-emptive basis, such authority to expire at the conclusion of the 2025 AGM. From the date of the AGM, there was sustained demand for Ordinary Shares from a wide range of investors, including an increasing number of retail investors. Given the rate of issuance at the time, the Board considered that the authorities granted at the 2024 AGM would be expected to be fully utilised some time in advance of the 2025 AGM. Therefore, to ensure the Company could continue to satisfy investor demand as part of the Company's 'zero discount' policy, the Company convened a general meeting on 27 February 2025 (the 'General Meeting'). At the General Meeting, the Directors were granted the authority to allot up to 31,002,226 Ordinary Shares on a non-pre-emptive basis. The authority to allot on a non-pre-emptive basis was sought in the form of two separate sets of resolutions, each for 15,501,113 Ordinary Shares. These authorities are due to expire at the Company's AGM on 21 May 2025 when resolutions for their renewal will be proposed (see pages 41 and 42 for further information).

As at 26 March 2025, the Company has a block listing of 5,103,384 Ordinary Shares, as the balance of an initial application for a block listing of 20,000,000 Ordinary Shares listed and admitted to trading on the premium segment of the LSE's Main Market on 17 January 2019. The shares may be issued under the block listing from time to time for cash and in accordance with the Company's Articles of Association, provided that such issues are made at prices of not less than the prevailing net asset value per share.

During the year ended 31 December 2024, a total of 2,450,000 Ordinary Shares (with a nominal value of £24,500) were issued and, pursuant to the Company's block listing authority, admitted to trading on the LSE's Main Market. These Ordinary Shares were issued to satisfy market demand for the shares and to manage the premium to NAV at which the shares were trading at the

Directors' report

Share issues (continued)

time of issuance. In accordance with UK Listing Rule 6.6.1R(6), the details of these share issuances, which were made to Winterflood Securities Limited, the Company's broker, as principal, to facilitate trading in the market between retail investors, institutional investors and discretionary wealth managers, are set out below:

Date	Number of Ordinary Shares of £0.01 each	Aggregate nominal value £	Price per Ordinary Share £	Total amount raised before expenses £
8 November 2024	500,000	5,000	0.9600	480,000
19 November 2024	100,000	1,000	0.9550	95,500
20 November 2024	50,000	500	0.9560	47,800
29 November 2024	200,000	2,000	0.9575	191,500
9 December 2024	200,000	2,000	0.9590	191,800
11 December 2024	500,000	5,000	0.9590	479,500
16 December 2024	250,000	2,500	0.9590	239,750
20 December 2024	150,000	1,500	0.9590	143,850
27 December 2024	250,000	2,500	0.9600	240,000
30 December 2024	250,000	2,500	0.9600	240,000

As at the date of this report, a further 5,103,384 shares remain under the block listing.

In addition to the Ordinary Shares issued as detailed above, during the year, a total of 4,126,532 Ordinary Shares at an average price of 96.8p per Ordinary Share were sold from treasury for cash representing a total consideration of £3,981,262. The Ordinary Shares were sold at a premium to the previously published NAV per Ordinary Share.

Full details of the shares capital movements are set out in note 11 to the Financial Statements.

Placing and Retail Offer

On 10 March 2025, the Company announced a placing (the 'Placing') and a retail offer of new Ordinary Shares in the Company. The retail offer was undertaken via the Winterflood Retail Access Platform (the 'WRAP Retail Offer'). On 25 March 2025 the Company issued 6,647,969 new Ordinary Shares, at a price of 95.13p per Ordinary Share. The price per Ordinary Share represented a 1.0% premium to the cum-income NAV per Ordinary Share as at 28 February 2025, being the last published NAV per Ordinary Share as announced on 18 March 2025. Of the 6,647,969 Ordinary Shares issued, 4,384,509 Ordinary Shares were issued pursuant to the Placing and 2,263,460 Ordinary Shares were issued pursuant to the WRAP Retail Offer.

Purchase of own shares

The current authority to repurchase up to 14.99% of the Company's issued share capital to be held in treasury or for cancellation was granted to the Directors on 21 May 2024 and will expire at the conclusion of the 2025 AGM when a resolution for its renewal will be proposed (see page 42 for further information).

On 18 November 2020, the Company announced that it had given instructions to Winterflood Securities Limited ('Winterflood') to purchase the Company's shares pursuant to the authority by Shareholders at the previous AGM. On 30 April 2021, the Company announced its intention to implement a zero discount policy to seek to manage the discount or premium to net asset value and gave instructions to Winterflood to implement the policy on the Board's behalf. During the year ended 31 December 2024, the Company did not buy back any shares (2023: 1,613,783) to be held in treasury.

Directors' report

Substantial shareholdings

The Company has been informed of the following latest notifiable interests[a] in the voting rights of the Company, in accordance with Disclosure Guidance and Transparency Rule 5.1.2, as at 31 December 2024:

	Number of shares held	% of voting rights at 31 December 2024
M&G plc	38,830,132	26.38
Schroders Plc	14,307,077	9.72
Alder Investment Management Limited	7,877,039	5.35

Interests disclosed to the Company occurring between the year end and 26 March 2025, being the latest practicable date:

	Number of shares held[b]	% of voting rights
M&G plc	38,830,132	24.19
Schroders Plc	16,215,986	10.10

[a] Notifications are required where a shareholder reaches the 3% threshold and for every 1% increase or decrease thereafter, subject to certain exemptions. The above holdings may therefore not be wholly accurate statements of the actual Shareholder holdings at 31 December 2024 and the date of this report.

[b] As at date of notification to the Company.

Articles of Association

The Company's Articles of Association may only be amended by a special resolution at a General Meeting of the Shareholders.

Requirements of the listing rules

UK Listing Rule 6.6.1 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross-reference table indicating where the information is set out.

The information required under UK Listing Rule 6.6.1(6) in relation to allotment of shares is set out on page 39.

The Directors confirm that there are no additional disclosures to be made in relation to UK Listing Rule 6.6.1.

Directors' indemnity

Under the Company's Articles of Association, the Directors are provided, subject to the provisions of UK legislation and at the discretion of the Board, with an indemnity in respect of liabilities owed to third parties which they may sustain or incur in connection with their appointment. This indemnity was in force during the year and remains in force as at the date of this report. Apart from this, there are no qualifying third-party indemnity provisions or qualifying pension scheme indemnity provisions that would require disclosure.

Auditor

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

BDO LLP has expressed its willingness to continue in office as Auditor of the Company and resolutions for its re-appointment and for the Directors to determine its remuneration will be proposed at the forthcoming AGM.

Financial risk management

As noted on page 24 information about the Company's financial risk management objectives and policies is set out in note 13 to the Financial Statements.

Going concern and viability statement

The going concern statement and viability statement can be found on pages 23 and 24 of the Strategic Report.

Political donations

The Company made no political donations during the year to 31 December 2024 (2023: none).

Directors' report

Directors' and Officers' liability insurance

Directors' and Officers' liability insurance cover is maintained by the Company, at its expense, on behalf of the Directors.

AGM

The Directors are pleased to invite Shareholders to attend the sixth AGM of the Company, at the offices of M&G Alternatives Investment Management Limited.

The Notice of AGM (the 'Notice') to be held on 21 May 2025 is set out on pages 107 to 112. Shareholders are being asked to vote on various items of business as follows:

- The receipt and acceptance of the Strategic Report, Directors' Report, Auditor's Report and the audited Financial Statements for the year ended 31 December 2024
- The receipt and approval of the Directors' Remuneration Report
- Approval of the Company's dividend policy
- The re-election of Directors
- The re-appointment of BDO LLP as Auditor and the authorisation of the Audit Committee to determine the remuneration of the Auditor
- The authority to allot shares
- The authority for disapplication of pre-emption rights in respect of the shares the Directors are authorised to allot or sell from those held as Treasury Shares
- The purchase of own shares
- The holding of general meetings (other than AGMs) on not less than 14 clear days' notice

The details about the resolutions are provided on pages 107 to 109.

Dividend policy

By way of a resolution granted on 18 September 2018, the Directors are authorised to declare and pay all dividends as interim dividends without the need for the prior approval of the Company's Shareholders. However, regarding Corporate Governance best practices relating to the payment of interim dividends, without Shareholder approval of a final annual dividend, the Board has decided to seek express approval of its dividend policy. The Company's dividend policy remains unchanged to that disclosed in the IPO Prospectus published on 26 September 2018 which stated that the Company intends to distribute at least 85% of its distributable income earned in each financial year by way of dividends and that, from 2020, such dividends are intended to be paid quarterly.

Authority to allot Ordinary Shares and to sell shares from treasury for cash

As explained on page 38, Directors were granted the authority to allot Ordinary Shares and to sell shares from treasury for cash at the AGM on 21 May 2024 and at a subsequent General Meeting, with the existing authorities due to expire at the 2025 AGM. The Board is seeking approval from Shareholders at the forthcoming AGM to authorise the Directors to allot on a non-pre-emptive basis up to 32,098,748 Ordinary Shares equivalent to a nominal amount of £320,987.48, representing approximately 20% of the Company's issued share capital (excluding treasury shares) as at 26 March 2025, or, if different, the number representing 20% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) as at the date of passing the relevant resolutions. This authority is being sought in the form of two separate sets of resolutions to provide Shareholders with discretion to approve the maximum authority that they see fit for the Company to allot Ordinary Shares on a non-pre-emptive basis. Any Ordinary Shares would be issued at a price of not less than the prevailing NAV per Ordinary Share together with a premium intended to cover the costs and

Directors' report

Authority to allot Ordinary Shares and to sell shares from treasury for cash (continued)

expenses of the issue of Ordinary Shares. If passed, the authorities conferred by Resolutions 10 and 11 will commence on the date of passing the resolutions and expire at the conclusion of the AGM to be held in 2026.

When shares are to be allotted for cash, Section 561 of the Companies Act 2006 provides that existing Shareholders have pre-emption rights and that the new shares must be offered first to such shareholders in proportion to their existing holding of shares. However, Shareholders can, by special resolution, authorise the Directors to allot shares otherwise than by a pro rata issue to existing Shareholders. Resolutions 12 and 13, special resolutions, are being proposed to authorise the Directors to issue Ordinary Shares for cash and by way of a sale of Treasury Shares and to disapply the pre-emption rights of existing Shareholders in relation to issues of Ordinary Shares under Resolutions 10 and 11 respectively (each being in respect of up to 10% of the Company's issued share capital as at the date of the Notice), as if Section 561 does not apply. As noted above, Shares would only be issued at a price at or above the prevailing NAV per share. As at the date of the Notice, the Company does not hold any shares in treasury. If passed, the authorities conferred by Resolutions 12 and 13 will commence on the date of passing the resolutions and expire at the conclusion of the AGM to be held in 2026.

Purchase of own shares

Resolution 14, a special resolution, will renew the Company's authority to make market purchases of up to 24,058,011 Ordinary Shares (being 14.99% of the issued share capital as at the date of the Notice, excluding any treasury shares, or, if changed, 14.99% of the issued share capital, excluding any treasury shares, immediately following the passing of the resolution), either for cancellation or placing into treasury at the determination of the Directors. Purchases of Ordinary Shares will be made within guidelines established from time to time by the Board. Any purchase of Ordinary Shares would be made only out of the available cash resources of the Company.

The maximum price which may be paid for an Ordinary Share must not be more than the higher of (i) 5.0% above the average of the mid-market value of the Ordinary Shares for the five business days before the purchase is made, or (ii) the higher of the price of the last independent trade and the highest current independent bid for the Ordinary Shares. The minimum price which may be paid is £0.01 per Ordinary Share.

This authority, if approved by Shareholders, will expire at the AGM to be held in 2026, when a resolution for its renewal will be proposed.

Notice period for General Meetings

In terms of the Companies Act 2006, the notice period for General Meetings (other than an AGM) is 21 clear days' notice unless the Company: (i) has gained shareholder approval for the holding of General Meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all Shareholders to vote by electronic means.

The Company would like to preserve its ability to call General Meetings (other than an AGM) on less than 21 clear days' notice. The shorter notice period proposed by Resolution 15, a special resolution, would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of Shareholders as a whole. The approval will be effective until the date of the AGM to be held in 2026, when it is intended that a similar resolution will be proposed.

Directors' report

Directors' recommendation

The Directors consider each resolution being proposed at the AGM to be in the best interests of the Company and Shareholders as a whole and they unanimously recommend that all Shareholders vote in favour of them, as they intend to do in respect of their own beneficial shareholdings.

By order of the Board

MUFG Corporate Governance Limited
Company Secretary

26 March 2025

Corporate governance statement

Introduction

The Directors recognise the importance of strong corporate governance and acknowledge that they are ultimately accountable to the Company and its Shareholders for the governance of the Company's affairs.

The UK Listing Rules and the Disclosure Guidance and Transparency Rules (Disclosure Rules) of the FCA require listed companies to disclose how they have adhered to the principles and followed the recommended provisions of the corporate governance code to which the issuer is subject.

In respect of the year under review, the Board has considered the Principles and Provisions of the AIC Code of Corporate Governance (AIC Code), published In February 2019. The AIC Code addresses the Principles and Provisions set out in the UK Corporate Governance Code (the UK Code) issued by the Financial Reporting Council (FRC), as well as setting out additional principles and recommendations on issues that are of specific relevance to investment trusts.

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 than the UK Code. The terms of the FRC's endorsement mean that AIC members who report against the AIC Code fully meet their obligations under the UK Code and the related disclosure requirements contained in the UK Listing Rules. The AIC Code is available on the AIC website (**theaic.co.uk**). It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the UK Code to make them relevant for investment companies. The UK Code can be viewed at **frc.org.uk**

Throughout the year ended 31 December 2024, the Company has complied with the principles and provisions of the AIC Code which incorporates the UK Code. However, it should be noted that the UK Code includes provisions relating to the role of the chief executive, executive directors' remuneration and the need for an internal audit function and for the reasons set out in the AIC Guide, the Board considers that these provisions are not relevant to the Company, being an externally managed investment company. In particular, all of the Company's day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no executive Directors, employees or internal operations and has therefore not reported further in respect of these provisions.

The Principles of the AIC Code

The AIC Code is made up of 17 principles split into five sections:

- Board leadership and purpose
- Division of responsibilities
- Composition, succession and evaluation
- Audit, risk and internal control
- Remuneration

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle	Compliance statement
Board leadership and purpose	
A. A successful company is led by an effective board, whose role is to promote the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society.	The Board considers the Company's long-term sustainable success as its main focus and all decisions are considered from this point of view. As outlined below, the Company is run with a very clear culture and values which are embedded into everything the Company does. As part of this the opportunities and risks faced by the business are considered, monitored and assessed on a regular basis, both in terms of potential and emerging risks that the business may face. More detail regarding the principal risks and the sustainability of the Company's business model can be found in the Strategic Report on pages 17 to 22. In addition, the Company, through the Investment Manager, has a strong, long-term commitment to a responsible investment methodology, which expressly considers the interests of wider society within the Investment Manager's investment processes. Details can be found on pages 33 to 34 of the Strategic Report.
B. The Board should establish the Company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.	The purpose of the Company is the investment objective which is to generate a regular and attractive level of income with low asset value volatility. It seeks to do this by investing in a diversified portfolio of public and private debt and debt-like instruments. Over the longer term, it is expected that the Company will be mainly invested in private debt instruments. This part of the portfolio will generally include Debt Instruments which are nominally quoted but are generally illiquid. The strategy that the Board follows in order to execute this is outlined in the Strategic Report on pages 5 to 9. More detail regarding how the Company considers the long-term sustainable success of the Company can be found in the Section 172 statement on pages 27 to 32. The Board adopts key values that are embedded in the culture of the business and are important to any investment decision made by the Company. These values and culture also drive how the Board and its relationship with the Investment Manager proceed. These are to: • Invest in a manner consistent with the PRI Principles; • Ensure all business decisions are made once all potential impacts on relevant stakeholders are fully understood; • Encourage open, honest and collaborative discussions at all levels in Board meetings, with Shareholders and with other stakeholders; and • Seek to avoid or manage any potential conflicts of interest. The values and culture of the business are considered as part of the annual board evaluation process to ensure that they remain a key focus that all decisions are based on.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	Compliance statement (continued)
C. The Board should ensure that the necessary resources are in place for the Company to meet its objectives and measure performance against them. The Board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.	The Board and the Management Engagement Committee regularly review the performance of the Company and the performance and resources of the Investment Manager to ensure that the Company can continue to meet its investment objective. The Board assesses the performance of the Investment Manager in a number of different ways, including through the KPIs. The Audit Committee is responsible for assessing and managing risks and further information about how this is done can be found in the Report of the Audit Committee on pages 64 to 67.
D. In order for the Company to meet its responsibilities to shareholders and stakeholders, the Board should ensure effective engagement with, and encourage participation from, these parties.	The Board understands its responsibilities to Shareholders and other stakeholders and considers the expressed opinions of all such parties when making any material decision. The Board considers that, other than Shareholders, their other key stakeholders are their third-party service providers and the Investment Manager in particular. The Management Engagement Committee considers the relationship with all third-party service providers on at least an annual basis and there is an ongoing dialogue with the Investment Manager to ensure views are aligned. More information regarding how the Board engages with stakeholders and considers the impact that any material decision will have on relevant stakeholders can be found in the Section 172 statement on pages 27 to 32. Representatives of the Investment Manager regularly meet institutional investors to discuss strategy and to understand their issues and concerns and, if applicable, to discuss corporate governance issues. The results of such meetings are reported at the following Board meeting. Regular reports on investor sentiment and industry issues from the Company's broker are submitted to the Board. Any substantive communications regarding major corporate issues would be discussed by the Board taking into account representations from the Investment Manager, the auditor, legal advisers, the broker and the Company Secretary.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
Division of responsibilities	
F. The chair leads the Board and is responsible for its overall effectiveness in directing the Company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.	There is a clear division of responsibility between the Chairman, the Directors, the Investment Manager and the Company's other third-party service providers. The Chairman is responsible for leading the Board, ensuring its effectiveness in all aspects of its role and is responsible for ensuring that all Directors receive accurate, timely and clear information. The Board meets regularly throughout the year and representatives of the Investment Manager are in attendance, when appropriate, at each meeting and most Committee meetings. The Board has agreed a schedule of matters specifically reserved for decision by the Board. This includes establishing the investment objective, strategy and benchmarks, the permitted types or categories of investment, the markets in which transactions may be undertaken, the level of permitted gearing and borrowings, the amount or proportion of the assets that may be invested in any category of investment or in any one investment, and the Company's treasury and share buyback policies. The Board, at its regular meetings, undertakes reviews of key investment and financial data, revenue projections and expenses, analyses of asset allocation, transactions and performance comparisons, share price and net asset value performance, gearing, marketing and shareholder communication strategies, the risks associated with pursuing the investment strategy and industry issues. The review of the performance of the Chairman was carried out during the year by Barbara Powley as Senior Independent Director. It was concluded that the Directors believed the Chairman encouraged good debate, ensured all Directors were involved in discussions and that the Board as a whole was working well.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
G. The Board should consist of an appropriate combination of directors (and, in particular, independent non-executive directors) such that no one individual or small group of individuals dominates the Board's decision making.	All of the Directors are non-executive and are independent of the Investment Manager and the other service providers. A majority of the Board will at all times be independent of the Investment Manager. The Chairman, David Simpson, was independent of the Investment Manager at the time of his appointment and remains so. Each Director is not a director of another investment company managed by the Company's Investment Manager, nor has any Board member been an employee of the Company or any of its service providers. The Board evaluation concluded that each Director provides a valuable contribution to Board meeting discussions and exercises appropriate levels of challenge and debate.
H. Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold third-party service providers to account.	As part of the Board evaluation process, the contributions of each Director, as well as the time commitments made by each board member are considered and reviewed. Directors' other commitments are regularly reviewed and any new appointments are considered by the other Directors to ensure there is no conflict of interest or risk of overboarding. As explained above, it was concluded that each Director provided appropriate levels of challenge and provided the Company and the Investment Manager with guidance and advice when required. The Management Engagement Committee reviews the performance and cost of the Company's third-party service providers on an annual basis. More information regarding the work of the Management Engagement Committee can be found on pages 54 to 55.
I. The Board, supported by the Company Secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.	The Directors have access to the advice and services of the Company Secretary through its appointed representative who is responsible to the Board for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. The Company Secretary is also responsible for ensuring good information flows between all parties.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
Composition, succession and evaluation	
J. Appointments to the Board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained. Both appointments and succession plans should be based on merit and objective criteria and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.	The Board has established a Nomination Committee, comprising all the independent Directors. This Committee will lead the appointment process of new Directors as and when vacancies arise and as part of the Directors' ongoing succession plans. More information regarding the work of the Nomination Committee can be found on pages 55 to 56. The Board has adopted a diversity policy, as set out on page 33, which acknowledges the benefits of greater diversity and remains committed to ensuring that the Company's Directors bring a wide range of skills, knowledge, experience, backgrounds and perspectives to the Board. Whilst the Board does not feel that it would be appropriate to set targets as all appointments are made on merit, the following objectives for the appointment of Directors have been established: • All Board appointments will be made on merit, in the context of the skills, knowledge and experience that are needed for the Board to be effective. • Long lists of potential non-executive Directors should include diverse candidates of appropriate merit. The Company is committed to ensuring that any board vacancies are filled by the most qualified candidates.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
K. The Board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the Board as a whole and membership regularly refreshed.	The Directors' biographical details are set out on page 36 of this Report. These demonstrate the wide range of skills and experience that they bring to the Board. The Board carried out a skills audit during the year and will continue to do so on an annual basis concurrently with the Board evaluation. The Board has adopted a Tenure Policy for all Directors, including the Chairman, which states that the Board believes that it is an advantage to have the continuous contribution of Directors over a period of time during which they are able to develop awareness and insight of the Company and thereby be able to make a valuable contribution to the Board as a whole. The Board believes that recommendations for re-election should be on an individual basis following a rigorous review which assesses the contribution made by the Director concerned, and takes into account the need for regular refreshment and diversity. The Board believes that it is appropriate for a Director to serve for up to nine years following their initial election, and it is expected that Directors will stand down from the board by the conclusion of the AGM following that period.
L. Annual evaluation of the Board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.	The Board has agreed to evaluate its own performance and that of its Committees, Chairman and Directors on an annual basis. For the year under review this was carried out by way of a questionnaire and subsequent individual discussions. The Chairman led the assessment, which covered the functioning of the Board as a whole, the effectiveness of the Board Committees and the independence and contribution made by each Director. The Chairman discussed the responses with each Director individually. The Chairman absented himself from the Board's review of his effectiveness as the Company Chairman, and this review was led by Barbara Powley, the Senior Independent Director. Following this review, the Board is satisfied that the structure, mix of skills and operation of the Board is effective and relevant for the Company. The individual performance of each Director standing for election has been evaluated and it is recommended that Shareholders vote in favour of their election at the AGM. Directors are subject to annual re-election by Shareholders and accordingly, all Directors will submit themselves for re-election by Shareholders at the forthcoming Annual General Meeting. More information regarding the proposed election of each Director can be found on page 107.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
Audit, risk and internal control	
M. The Board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of external audit functions and satisfy itself on the integrity of financial and narrative statements.	The Audit Committee has put in place a non-audit services policy, which ensures that any work outside the scope of the standard audit work requires prior approval by the Audit Committee. This enables the Committee to ensure that the external auditors remain fully independent. In addition, the Audit Committee carries out a review of the performance of the external auditor on an annual basis. Feedback from other third parties, including the Investment Manager, is included as part of this assessment to ensure the Audit Committee takes into account the views of different parties who have a close working relationship with the external auditor. The Audit Committee considers the output from the FRC audit quality reviews in relation to the external auditor to ensure that any matters of concern are identified and discussed. Further information regarding the work of the Audit Committee can be found on pages 64 to 67.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
N. The Board should present a fair, balanced and understandable assessment of the Company's position and prospects.	The Audit Committee has considered the Annual Report and Accounts as a whole and believes that the document presents a fair, balanced and understandable assessment of the Company's position and prospects. In particular, the Committee has considered the language used in the document to ensure technical terminology is avoided to the extent possible, or where used it is suitably explained.
O. The Board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives.	The Audit Committee reviews reports from the principal service providers on compliance and the internal and financial control systems in operation and relevant independent audit reports thereon. The Audit Committee has carried out a review of the effectiveness of the Company's systems of internal control as they have operated during the year under review and up to the date of approval of the Annual Report. Given the nature of the business, the Company is reliant on its service providers and their internal controls. The Audit Committee reviews the Investment Manager's and Administrator's compliance and control systems in operation insofar as they relate to the affairs of the Company. As set out in more detail in the Report of the Audit Committee on pages 64 to 67, the Company has in place a detailed system for assessing the adequacy of those controls. The Audit Committee's internal control oversight focus is described in more detail in the Report of the Audit Committee on pages 66 to 67.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
Remuneration	
P. Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success.	As outlined in the Remuneration Report on pages 58 to 63, the Company follows the recommendation of the AIC Code that non-executive Directors' remuneration should reflect the time commitment and responsibilities of the role. The Company's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole and be determined with reference to comparable organisations and appointments. Directors are not eligible for bonuses, share options, long-term incentive schemes or other performance related benefits as the Board does not believe that this is appropriate for non-executive Directors. The Remuneration Policy is therefore designed to attract and retain high quality Directors, whilst ensuring that Directors remain focused and incentivised to promote the long-term sustainable success of the Company. As at the date of this Report, all Directors own shares in the Company. All shares were purchased in the open market and using the Directors' own resources. Directors' fees were initially set at the time of the Company's IPO. The Remuneration Committee annually reviews the fees paid to the Directors and compares these with the investment trust industry generally, taking into account the time commitment and responsibility of each Board member. More information regarding the work of the Remuneration Committee can be found in the Remuneration Report on page 58.
Q. A formal and transparent procedure for developing policy remuneration should be established. No director should be involved in deciding their own remuneration outcome.	The Remuneration Policy has been developed with reference to comparable organisations and appointments. There is an agreed fee which all non-executive Directors receive (irrespective of experience or tenure) and an additional fee for the role of Audit Committee Chairman. There is also an agreed fee for the role of Chairman. Any changes to the Chairman's fee are considered by the Remuneration Committee as a whole, with the exception of the Chairman who excuses himself from this part of the meeting.

Corporate governance statement

The Principles of the AIC Code (continued)

AIC Code Principle (continued)	**Compliance statement** (continued)
R. Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.	Any decision with regard to remuneration is taken after considering the performance of the Company and the current market conditions. The Remuneration Committee has no current intention to change the Remuneration Policy, as approved by Shareholders at the 2023 Annual General Meeting, for the foreseeable future. If any significant changes to the Remuneration Policy were to be considered before it is next due for approval in 2026, the Remuneration Committee would consult with Shareholders and seek external advice before proposing any such changes. For any changes to be effective the Remuneration Policy would be proposed for approval at a General Meeting, if necessary outside of the statutory requirement to seek shareholder consent to the Remuneration Policy on a triennial basis.

Board Committees

The Board has agreed a schedule of matters specifically reserved for decision by the full Board, subject to which the Board has delegated specific duties to Committees of the Board which operate within written terms of reference. MUFG Corporate Governance Limited acts as Company Secretary to each Committee. No persons other than the Committee members are entitled to attend Committee meetings unless formally invited by the Committee. Copies of the terms of reference for Board Committees are available from the Company Secretary and on the Company's website.

The Board has also adopted a procedure for Directors, in the furtherance of their duties, to take independent professional advice at the expense of the Company.

Audit Committee

The Audit Committee comprises Richard Boléat FCA as Chairman, Barbara Powley, David Simpson and Jane Routledge. The Audit Committee meets at least four times a year. As David Simpson was independent on appointment and provides significant input into Audit Committee meetings, the Directors believe it is appropriate for him to be a member of the Audit Committee, despite his role as Chairman of the Board. In particular, the Board considers that the Audit Committee as a whole has competence relevant to the sector and the Board is satisfied that at least one member of the Audit Committee has recent and relevant financial experience. The Board considers that the members of the Audit Committee have the requisite skills and experience to fulfil the responsibilities of the Audit Committee. The Audit Committee examines the effectiveness of the Company's control systems. It reviews the Half Year and Annual Reports and also receives information from the Investment Manager. It reviews the scope, results, cost effectiveness, independence and objectivity of the external auditor.

The Audit Committee has set out a formal Report on pages 64 to 67 of the Annual Report.

Management Engagement Committee

The Management Engagement Committee consists of David Simpson, Richard Boléat, Jane Routledge and is chaired by Barbara Powley. The Management Engagement Committee meets at least once a year or more often if required. Its principal duties are to consider the terms of appointment of the Investment Manager

Corporate governance statement

Management Engagement Committee (continued)

and other service providers and it will annually review those appointments and the terms of engagement.

The Committee considers the quality, cost and remuneration method of the service provided by the Investment Manager against its contractual obligations and the Board receives regular reports on compliance with the Investment Restrictions it has set. It also considers the performance analysis provided by the Investment Manager.

The Management Engagement Committee also reviews the arrangements with, and the services provided by, the Custodian to ensure that the safeguarding of the Company's assets and security of the Shareholders' investment is being maintained.

The Management Engagement Committee will review, at least annually, the performance of all of the Company's third-party service providers, including the level and structure of fees payable and the length of the notice period, to ensure that they remain competitive and in the best interests of Shareholders.

The Management Engagement Committee met twice during the year ended 31 December 2024. In discharging its duties the Committee considered:

- The performance and terms of engagement of the service providers during the year; and
- The performance and continuing appointment of the Investment Manager, for further detail please see page 25.

Nomination Committee

The Company's Nomination Committee consists of Richard Boléat, Barbara Powley and Jane Routledge and is chaired by David Simpson. The Nomination Committee meets at least once a year or more often if required. Its principal duties are to advise the Board on succession planning bearing in mind the balance of skills, knowledge and experience existing on the Board and will make recommendations to the Board in this regard.

The Nomination Committee advises the Board on its balance of relevant skills, experience, gender, race, ages and length of service of the Directors serving on the Board. All appointments to the Board will be made in a formal and transparent matter. New appointees to the Board will be provided with a full induction programme. This programme will cover the Company's investment strategy, policies and practices.

The Directors are also given key information on the Company's regulatory and statutory requirements as they arise, including information on the role of the Board, matters reserved for its decision, the terms of reference for the Board Committees, the Company's corporate governance practices and procedures and the latest financial information.

The Nomination Committee met twice during the year ended 31 December 2024. In discharging its duties the Committee considered:

- The feedback from the annual Board evaluation process, for further Information please see page 50;
- The re-appointment of the Directors and recommended to the Board the re-election of all Directors at the 2024 AGM;
- The skills, diversity and composition of the Board and agreed no new appointments were necessary at this time;
- Additional training the Board may benefit from; and
- The UK Listing Rule disclosures on diversity.

The UK Listing Rules of the FCA require companies to report on whether they have met the following targets on board diversity: that at least 40% of the individuals on the board are women; at least one of the senior positions on the board is held by a woman; and, that at least one of the Board is from an ethnic minority background. As at 31 December 2024, the Company had met two of these requirements. Two out of the four Directors (50%) are women, and Barbara Powley holds a senior position, being the Senior Independent Director. There was no member of the Board from an ethnic minority background. The Board will fully consider

Corporate governance statement

Nomination Committee (continued)

diversity, including ethnic diversity, whenever a new appointment is made. There have been no changes to the Board or the roles of Directors since 31 December 2024. This data was provided through individual Director self-assessment.

The following tables set out the gender and ethnic diversity of the Board:

Gender diversity	Number of Board members	Percentage of the Board	Number of senior positions[a] on the Board
Men	2	50	1
Women	2	50	1[b]
Not specified/prefer not to say	–	–	–

Ethnic diversity	Number of Board members	Percentage of the Board	Number of senior positions[a] on the Board
White British or other White (including minority white groups)	4	100	2
Mixed/multiple ethnic groups	–	–	–
Asian/Asian British	–	–	–
Black/African/Caribbean/Black British	–	–	–
Other ethnic group	–	–	–
Not specified/prefer not to say	–	–	–

[a] Senior positions specified by the UK Listing Rules are CEO, CFO, senior independent director, and chair.

[b] As the Company is managed externally, and there are no executive roles, the Company only has two of the senior roles specified by the Listing Rules, namely Senior Independent Director and Chair, the former occupied by a woman and the latter by a man. However, the Company considers that the chairs of its permanent sub-committees, that is the Audit Committee, Nomination Committee, Management Engagement Committee and Remuneration Committee are all senior positions. Of these four positions, two are performed by women and two by men.

Remuneration Committee

The Company's Remuneration Committee consists of David Simpson, Richard Boléat and Barbara Powley and is chaired by Jane Routledge. The Remuneration Committee meets at least once a year or more often if required. The Remuneration Committee's main functions include: (i) agreeing the policy for the remuneration of the Directors and reviewing any proposed changes to the policy; (ii) reviewing and considering ad hoc payments to the Directors in relation to duties undertaken over and above normal business; and (iii) appointing independent professional remuneration advice.

The Remuneration Committee met to consider whether the current level of non-executive Director fees remained appropriate. The Committee agreed that Directors' fees would increase in line with inflation. Further details can be found in the Directors' Remuneration Report which is set out on page 58 of the Annual Report.

Corporate governance statement

Meeting attendance

The number of scheduled Board and Board Committee meetings held during the year ended 31 December 2024 and the attendance of the individual Directors is shown below:

	Board	Audit Committee	Nomination Committee	Management Engagement Committee	Remuneration Committee
David Simpson	6/6	7/7	2/2	2/2	1/1
Richard Boléat	6/6	7/7	2/2	2/2	1/1
Barbara Powley	6/6	7/7	2/2	2/2	1/1
Jane Routledge	6/6	7/7	2/2	2/2	1/1

The Board meets at least four times a year to review investment performance, financial reports and other reports of a strategic nature. Board and Board Committee meetings are also held on an ad hoc basis to consider particular issues as they arise. Key representatives of the Investment Manager attend each meeting and between these meetings there is regular contact with the Chairman and other Directors where appropriate.

MUFG Corporate Governance Limited
Corporate Secretary

26 March 2025

Directors' remuneration report

The Board presents the Directors' Remuneration Report for the year ended 31 December 2024. This Report is prepared in accordance with Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013.

An ordinary resolution to approve this Report will be proposed at the AGM of the Company to be held on 21 May 2025. The law requires the Company's auditor to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such. The auditor's opinion is included in their report on pages 70 to 78.

Statement from the Chair of the Remuneration Committee

Directors' remuneration is determined by the Remuneration Committee, at its discretion within an aggregate ceiling of £300,000 per annum, as set out in the Company's Articles of Association.

The Remuneration Committee's main functions include: (i) agreeing the policy for the remuneration of the Directors and reviewing and proposing changes to the policy; (ii) reviewing and considering ad hoc payments to the Directors in relation to duties undertaken over and above normal business; and (iii) appointing independent professional remuneration advisors. The Remuneration Committee consists of myself, Barbara Powley, David Simpson and Richard Boléat.

Each Director abstains from voting on his or her own individual remuneration.

During the year ended 31 December 2024, the annual fees were set out at the rate of £49,000 for the Chairman, £43,000 for the Chairman of the Audit Committee and £37,000 for a Director. The Board's remuneration is considered annually. Following a review, it was agreed that effective from 1 January 2025, the fees would be increased in line with inflation, accordingly the fees of the Chairman would increase to £50,000, the Chairman of the Audit Committee to £44,000 and the other Directors to £38,000.

In accordance with the Companies Act 2006, the Company is required to obtain shareholder approval of its remuneration policy on a triennial basis. An ordinary resolution for the approval of the remuneration policy as set out below was put to members at the 2023 Annual General Meeting. It is the intention of the Board that the policy on remuneration will continue to apply for the current financial year.

Remuneration policy

The Company follows the recommendation of the AIC Code that non-executive Directors' remuneration should reflect the time commitment and responsibilities of the role. The Company's policy is that the remuneration of non-executive Directors should reflect the experience of the Board as a whole and be determined with reference to comparable organisations and appointments. The Board also considers the average rate of inflation during the period since the last fee increase and reviews the level of remuneration in comparison with other investment trusts of a similar size and/or mandate, as well as taking account of any data published by relevant organisations to ensure that fees are in line with industry practice. This comparison, together with consideration of any alteration in non-executive Directors' responsibilities, is used to review whether any change in remuneration is necessary.

All Directors are non-executive, appointed under the terms of letters of appointment. There are no service contracts in place. The Company has no employees.

The fees for the non-executive Directors are determined within the limits (not to exceed £300,000 per annum) set out in the Company's Articles of Association, or any greater sum that may be determined by special resolution of the Company. Directors are not eligible for bonuses, share options, long-term incentive schemes or other performance-related benefits as the Board does not believe that this is appropriate for non-executive Directors. There are no pension arrangements or retirement benefits in place for the Directors of the Company.

Directors' remuneration report

Remuneration policy (continued)

Under the Company's Articles of Association, if any Director is called upon to perform or render any special duties or services outside their ordinary duties as a Director, they may be paid such reasonable additional remuneration as the Board, or any committee authorised by the Board, may from time to time determine.

The Directors are entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by them in or about the performance of their duties as Director, including any expenses incurred in attending meetings of the Board or any committee of the Board or general meetings of the Company.

Directors' and Officers' liability insurance cover is maintained by the Company on behalf of the Directors.

Directors' remuneration components

The components of the remuneration package for the Company's non-executive Directors, which comprise the Directors' Remuneration Policy, are set out below:

Remuneration type	Description and approach to determination
Fixed fees	Annual fees are set for each of the Directors, taking into account the wider industry and individual skills, time commitment and experience. When making recommendations for any changes in fees, the Committee will also consider wider factors such as the average rate of inflation over the period since the previous review, and the level and any change in complexity of the Directors' responsibilities (including additional time commitments as a result of increased regulatory or corporate governance requirements). These fees shall not exceed £300,000 per annum, divided between the Directors as they may determine. Directors do not participate in discussions relating to their own fee.
Additional fees	If any Director, being willing and having been called upon to do so, shall render or perform extra or special services of any kind, including services on any Committee of the Board, or shall travel or reside abroad for any business or purposes of the Company, he or she shall be entitled to receive such sum as the Board may think fit for expenses, and also such remuneration as the Board may think fit, either as a fixed sum or otherwise, and such remuneration may, as the Board shall determine, be either in addition to or in substitution for any other remuneration he or she may be entitled to receive.
Expenses	The Directors shall be entitled to be paid all expenses properly incurred by them in attending General Meetings or separate meetings of the holders of any class of shares or meetings of the Board or Committees of the Board or otherwise in or with a view to the performance of their duties.
Other	Directors are not eligible for bonuses, share options or long-term incentive schemes or other performance-related benefits. There are no pension arrangements in place for the Directors of the Company.

Directors' remuneration report

Remuneration policy (continued)

Directors' fee levels per annum (effective from 1 January 2025)

Component	Role	Fee level per annum	Purpose of remuneration
Annual fee	Chairman	50,000	Commitment as Chairman[a]
Annual fee	Non-executive Director	38,000	Commitment as non-executive Director
Additional fee	Chairman of the Audit Committee	6,000	For additional responsibilities and time commitments[b]
Additional fee	All Directors	n/a	For extra or special services performed in their role as a Director[c]
Expenses	All Directors	n/a	Reimbursement of expenses incurred in the performance of duties as a Director

[a] The Chairman of the Board is paid a higher fee than the other Directors to reflect the additional responsibility and remit of the role.

[b] The Chairman of the Audit Committee is paid a higher fee than the other Directors to reflect the additional responsibility and remit of the role.

[c] Additional fees would only be paid in exceptional circumstances in relation to the performance of extra or special services. No such fees have been paid in the current year.

Fees are reviewed annually in accordance with the above policy. The fee for any new Director appointed to the Board will be determined on the same basis. The Company is committed to ongoing Shareholder dialogue and any views expressed by Shareholders on the fees being paid to Directors would be taken into consideration by the Board when reviewing the Directors' Remuneration Policy and in the annual review of Directors' fees.

Compensation will not be made upon early termination of appointment.

Annual report on remuneration

The report below provides Shareholders with an understanding of how the Company has implemented the Remuneration Policy.

Directors' remuneration (audited)

The remuneration paid to the Directors for the years ended 31 December 2024 and 31 December 2023 is set out in the single total figure table below:

Director	Year ended 31 December 2024			Year ended 31 December 2023		
	Fees £	Taxable benefits[a] £	Total £	Fees £	Taxable benefits[a] £	Total £
David Simpson	49,000	–	49,000	47,000	623	47,623
Richard Boléat	43,000	4,878	47,878	41,000	4,706	45,706
Barbara Powley	37,000	2,214	39,214	35,500	3,033	38,533
Jane Routledge	37,000	–	37,000	35,500	62	35,562
	166,000	**7,092**	**173,092**	**159,000**	**8,424**	**167,424**

All fees are at a fixed rate and there is no variable remuneration. Fees are pro-rated where a change takes place during a financial year. There were no payments to third parties included in the fees referred to in the table above. There are no further fees to disclose as the Company has no employees, chief executive or executive directors.

[a] Reimbursement of expenses incurred in the performance of duties as a Director.

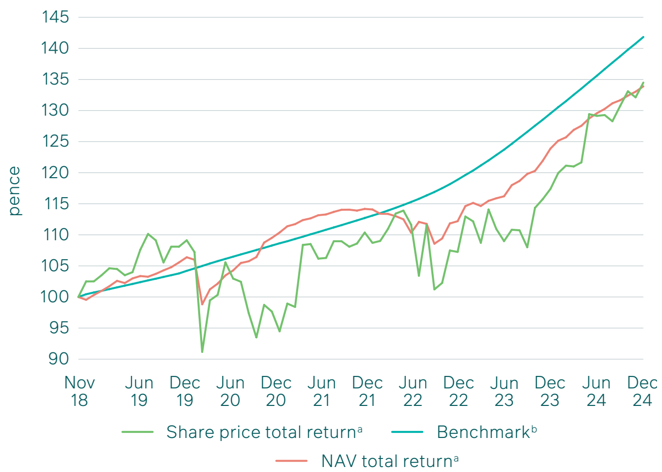
Directors' remuneration report

Annual report on remuneration (continued)

Company performance

The graph below compares the total return to holders of Ordinary Shares since they were first admitted to trading on the LSE, compared to a return of 3 Month LIBOR +2.5% from inception to 31 December 2019, a return of 3 Month LIBOR +4% from 1 January 2020 until 31 December 2021 and an annual return of SONIA +4% from 1 January 2022. SONIA (which replaced LIBOR) plus target rates have been chosen for comparison purposes as these were the dividend targets for the stated periods.

14 November 2018 = 100



[a] Alternative performance measure. Please see pages 115 to 116 for further information.
[b] 3 Month LIBOR +2.5% from inception to 31 December 2019, 3 Month LIBOR +4% from 1 January 2020 to 31 December 2021, thereafter SONIA +4%.

Source: M&G and Morningstar

Relative importance of spend on pay

The table below aims to help shareholders assess the relative importance of spend on remuneration. It compares the remuneration payable to Directors against the shareholder distribution of dividends, management fees and other expenses during the financial year under review and the prior year.

for the year ended 31 December	2024 £'000	2023 £'000	Change £'000
Spent on Directors' fees[a]	173	167	6
Management fee and other expenses[b]	1,487	1,557	(70)
Dividend payments[b]	12,176	11,694	482
Costs of repurchasing Ordinary Shares	–	1,444	(1,444)

[a] As the Company has no employees, the total spent on remuneration comprises fees and taxable benefits paid to Directors.

[b] The items listed in the table above are as required by the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 ss.20 with the exception of the management fee and other expenses, which have been included because the Directors believe it will help Shareholders' understanding of the relative importance of the amount spent on pay. The figures for this measure are the same as those shown in notes 4 and 5 to the Financial Statements.

Annual percentage change in Directors' remuneration

The following table sets out the annual percentage change in Directors' fees for the applicable years. Directors' fees were unchanged in the period from inception to 31 December 2020.

Director	% from 2024 to 2025	% from 2023 to 2024	% from 2022 to 2023	% from 2021 to 2022	% from 2020 to 2021
David Simpson (Chairman)	2.0	4.3	9.3	4.9	2.5
Richard Boléat (Audit Committee Chairman)	2.3	4.9	9.3	4.9	2.1
Barbara Powley	2.7	4.2	10.0	4.9	2.5
Jane Routledge[a]	2.7	4.2	10.0	4.9	–
Mark Hutchinson[b]	n/a	n/a	n/a	–	–

[a] Jane Routledge was appointed as a Director on 25 October 2021; the percentage shown is the increase on a full-year basis.

[b] While a Director of the Company, Mark Hutchinson was employed by M&G as Chair of Private Assets and had agreed to waive his fee. He retired on 31 August 2021.

Directors' remuneration report

Annual report on remuneration (continued)

Directors' interests (audited)

The Company's Articles of Association do not require a Director to own shares in the Company. The interests of the Directors and any connected persons in the Ordinary Shares of the Company at 31 December 2023 and 31 December 2024 are shown in the table below.

	Number of shares 31 December 2024	Number of shares 31 December 2023
David Simpson	25,000	25,000
Richard Boléat	30,000	30,000
Barbara Powley	24,830	22,744
Jane Routledge	19,696	19,696

All of the holdings of the Directors are beneficial.

None of the Directors or any person connected with them had a material interest in the Company's transactions, arrangements or agreements during the year.

Remuneration advisors

The Company has not sought the advice or service of any outside person in respect of consideration of Directors' remuneration.

Consideration of Shareholders' views

An ordinary resolution to approve the Remuneration Report is put to Shareholders at each Annual General Meeting. An ordinary resolution to approve the Remuneration Policy is put to Shareholders on a triennial basis and Shareholders also have the opportunity to comment on and raise any questions in respect of the remuneration policy at each AGM meeting. To date, no Shareholders have expressed an opinion on the remuneration policy. Should there be a substantial vote against any resolution proposed at the Annual General Meeting, the reasons for the vote would be sought and action taken. In the event that the vote was against resolutions in relation to the Directors' remuneration, further details would be provided in future Directors' Remuneration Reports.

Shareholder voting

The Directors' Remuneration Report for the year ended 31 December 2023 was approved by Shareholders at the Annual General Meeting held on 21 May 2024 and the Directors' Remuneration Policy was approved by Shareholders at the Annual General Meeting held on 15 June 2023. The votes cast were as follows:

	Directors' remuneration report AGM 2024		Directors' remuneration policy AGM 2023	
	Number of votes	% of votes cast	Number of votes	% of votes cast
For	64,885,403	100.00	64,046,119	99.99
Against	2,500	0.00	5,091	0.01
Total votes cast	**64,887,903**	**100.00**	**64,051,210**	**100.00**
Number of votes withheld	43,611	–	1,396	–

Directors’ remuneration report

Annual report on remuneration (continued)

Approval

On behalf of the Board and in accordance with Part 2 of Schedule 8 of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, I confirm that the above Report on Remuneration Implementation summarises, as applicable, for the year to 31 December 2024:

- The major decisions on Directors’ remuneration.
- Any substantial changes relating to Directors’ remuneration made during the year.
- The context in which the changes, if any, occurred and decisions have been taken.

The Directors’ Remuneration Report was approved by the Board and signed on its behalf by:

Jane Routledge
Chair of the Remuneration Committee

26 March 2025

Report of the Audit Committee

I am pleased to present the Report of the Audit Committee for the year ended 31 December 2024.

Role of the Audit Committee

The primary responsibilities of the Audit Committee are:

- To monitor the integrity and contents of the Company's Half Year reports, Annual reports and audited Financial Statements and accounting policies, and to review compliance with regulatory and financial reporting requirements;
- To advise the Board, where requested, on whether the Annual Report and audited Financial Statements, 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;
- To review the principal risks facing the Company that would threaten its business model, future performance, solvency or liquidity, and to review the effectiveness of the Company's internal controls and risk management systems;
- To assess the prospects of the Company for the next 12 months and to consider its longer term viability;
- To review the Company's internal financial controls and review the adequacy and effectiveness of the Company's risk management systems;
- To consider annually whether there is a need for the Company to have its own internal audit function;
- To oversee the selection process of possible new appointees as external auditor;
- To make recommendations to the Board in relation to the appointment, re-appointment and removal of the Auditor, including the approval of its remuneration and terms of engagement;
- To review the adequacy and scope of the external audit;
- To consider the independence, objectivity and effectiveness of the Auditor and the effectiveness of the audit; and
- To approve any non-audit services to be provided by the Auditor and the fees paid for such services.

Composition of the Audit Committee and resources

All of the independent non-executive Directors of the Company are members of the Audit Committee. I am a Fellow of the Institute of Chartered Accountants in England and Wales, and have more than 30 years' financial sector and accounting experience and therefore consider myself to have recent and relevant financial and investment experience sufficient to chair the Audit Committee. I consider that the Audit Committee as a whole has competence relevant to the investment trust sector. Details of the Committee Members' experience are given in the biographical information on page 36.

As the Company has no employees, there is no dedicated resource available to the Audit Committee. However, representatives from the Investment Manager are invited to attend and present on issues as required.

The Audit Committee also has direct access to BDO LLP, who act as Auditor to the Company.

The Independent Auditor attends Audit Committee meetings as required. The Audit Committee reviews, with the Independent Auditor, the plan and scope of the audit prior to its start, and the results after it is concluded. At least annually, the Audit Committee discusses any relevant matters with the Auditor privately without the presence of the Investment Manager.

The Audit Committee is authorised to use whatever resources are required to fulfil its duties including seeking independent legal or other professional advice.

Terms of reference

The Committee operates within defined terms of reference which are available on the Company's website.

Report of the Audit Committee

Matters considered during the year

During the year under review, the Audit Committee has ensured the effective assessment of the Company's evolving risk environment. Rigorous evaluation and close oversight of the Company's risk matrix has been undertaken together with the Company's internal control systems. The Committee regularly ensures that those internal control systems established at IPO are maintained and updated as necessary and receives confirmations from third-party providers in this regard.

In addition, the Committee has closely assessed the Company's ability to meet its financial obligations over the next 12 months and the ongoing viability of the Company. In particular, the Committee has given close consideration to the forward-looking elements of the Company's statements, noting the changes on the horizon and being clear on the assumptions made in regard to those.

In relation to the Company's financial statements which appear within the latter part of this Report, the key area of focus has been on the valuation of those financial instruments where there is no ready market, which comprise a material part of the Company's portfolio of securities. The Committee regards as a key duty the obtaining of ongoing comfort that the process behind the valuation of such instruments is robust, consistent, reliable and able to withstand external scrutiny. This is particularly critical given the regular publication of the Company's net asset value, which incorporates the output from these processes. The Committee, after due and detailed enquiry, is satisfied that these processes are fit for purpose.

Following the 2023 year-end audit, an in depth review of the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of the key judgments by the auditor, and the auditor's response to questions from the Committee was carried out. In order to assess the year-end processes of the Company, the views and findings of the third-party service providers involved in the processes were considered by the Committee.

The Committee has reviewed the FRC Audit Quality Inspection and Supervision report, published July 2024, and discussed the findings with BDO LLP. It was noted that no findings from the inspection cycle 2023/24 related to the Company.

Significant issues

The significant issues considered by the Committee in relation to the Annual Report and audited Financial Statements were:

1. Whether the analysis of principal risks faced by the Company as set out in the Strategic Report adequately captures and explains all key risks in a manner which enables Shareholders to properly understand the risks faced by the Company;
2. The determination of fair value in respect of the Company's assets classified as levels 2 and 3 under the FRS102 fair value hierarchy;
3. The determination of the correct level of individual assets within the FRS102 fair value hierarchy; and
4. A critical review and appraisal of the form and content of the Full Year Report to seek to ensure that it is fair, balanced and understandable.

Audit fees and non-audit services

An audit fee of £98,000 exclusive of VAT and recharge of support costs at 5% has been agreed in respect of the audit for the year ended 31 December 2024 (2023: £94,500 exclusive of VAT).

In accordance with the Company's Non-Audit Services Policy, as last updated and adopted by the Company on 7 March 2024, the Audit Committee reviews the scope and nature of all proposed non-audit services before engagement, to ensure that auditor independence and objectivity are safeguarded. Pursuant to the introduction of the Revised Ethical Standard 2019, the policy includes a 'whitelist' of non-audit services which may be provided by the Auditor provided there is no apparent threat to independence, as well as a list of services which are prohibited. Non-audit services are capped at 70.0% of

Report of the Audit Committee

Audit fees and non-audit services (continued)

the average of the statutory audit for the preceding three years. During the year ended 31 December 2024, the Auditor provided no non-audit services (2023: none).

Further information on the fees paid to the Auditor is set out in note 5 to the Financial Statements on page 89.

Effectiveness of the external audit

The Audit Committee monitors and reviews the effectiveness of the external audit carried out by the Auditor, including a detailed review of the audit plan and the audit results report, and makes recommendations to the Board on the appointment, re-appointment, remuneration and terms of engagement of the Auditor. This review takes into account the experience and tenure of the audit partner and team, the nature and level of services provided, and confirmation that the Auditor has complied with independence standards. Any concerns with the effectiveness of the external audit process would be reported to the Board.

Independence and objectivity of the Auditor

The Committee has considered the independence and objectivity of the Auditor and has noted that no non-audit services have been provided by the Auditor during the year under review.

BDO LLP was appointed as the Auditor to the Company in 2023, following a competitive tender process. The Committee will review the continuing appointment of the Auditor on an annual basis and give regular consideration to the Auditor's fees and independence, along with matters raised during each audit.

The Committee is satisfied that the Auditor's objectivity and independence is not impaired and that the Auditor has fulfilled its obligations to the Company and its Shareholders.

Appointment of the Auditor

Following consideration of the performance of the Auditor, the services provided during the year and a review of its independence and objectivity, the Committee has recommended to the Board the re-appointment of BDO LLP as Auditor to the Company.

In accordance with the requirements relating to the appointment of auditors, the Company would need to conduct an audit tender following a ten year tenure, ie no later than the financial year beginning 1 January 2033. Even if no change is made to the audit firm appointed, the audit partner will be subject to change at least every five years.

Internal controls and risk management

The Board, through the Audit Committee, is responsible for ensuring that suitable internal control systems to prevent and detect fraud and error are designed and implemented by the third-party service providers to the Company and is also responsible for reviewing the effectiveness of such controls.

The Board confirms that there is an ongoing process for identifying, evaluating and managing the principal and emerging risks faced by the Company in line with the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting published in September 2014 and the FRC's Guidance on Audit Committees published in April 2016. This process has been in place for the year under review and up to the date of approval of this report, and accords with the guidance.

In particular, it has reviewed and updated the process for identifying and evaluating the significant risks affecting the Company and policies by which these risks are managed. The risks of any failure of such controls are identified in a risk matrix and a schedule of key risks, which are regularly reviewed by the Board and which identify the likelihood and severity of the impact of such risks and the controls in place to minimise the probability of such risks occurring.

Report of the Audit Committee

Internal controls and risk management (continued)

Where reliance is placed on third parties to manage identified risks, those risks are matched to appropriate controls reported in the relevant third-party service provider's annual report on controls. The principal risks identified by the Board are set out in the Strategic Report on pages 17 to 22.

The following are the key components which the Company has in place to provide effective internal control:

- The Board has agreed clearly defined investment criteria, which specify levels of authority and exposure limits. Reports on compliance with these criteria are regularly reviewed by the Board.
- The Board has a procedure to ensure that the Company can continue to be approved as an investment trust by complying with Sections 1158/1159 of the Corporation Tax Act 2010.
- The Investment Manager and Administrator prepare forecasts and management accounts which allow the Board to assess the Company's activities and to review its performance.
- The contractual agreements with the Investment Manager and other third-party service providers, and adherence to them, are regularly reviewed.
- The services and controls at the Investment Manager and at other third-party service providers are reviewed at least annually.
- The Audit Committee receives and reviews assurance reports on the controls of all third-party service providers, including the Administrator.

Internal control systems are designed to meet the Company's particular needs and the risks to which it is exposed. They do not eliminate the risk of failure to achieve business objectives and, by their nature, can only provide reasonable and not absolute assurance against misstatement or loss.

As the Company has no employees, it does not have a whistleblowing policy and procedure in place. The Company delegates its main functions to third-party service providers, each of whom report on their policies and procedures to the Audit Committee.

Changes to the UK Corporate Governance Code

The Committee has noted the forthcoming changes to the UK Code, in particular the increased focus on internal controls which will apply to financial years beginning on or after 1 January 2026 and intends to consider what enhancements, if any, should be made to the current internal controls review process in due course.

Internal audit function

The Audit Committee believes that the Company does not require an internal audit function, principally because the Company delegates its day-to-day operations to third parties, which are monitored by the Committee, and which provide control reports on their operations at least annually.

My thanks go to all the individuals who have generously committed their time up to the publication of this report in contributing to the successful completion of the Committee's work program to date. I would very much welcome feedback from Shareholders on the form and content of this Annual Report and audited Financial Statements.

Richard Boléat
Chairman of the Audit Committee

26 March 2025

Management report and Directors' responsibilities statement

Management report

Listed companies are required by the FCA's Disclosure Guidance and Transparency Rules (the 'Rules') to include a management report in their Financial Statements. This information is included in the Strategic Report on pages 2 to 35 inclusive (together with the sections of the Annual Report and audited Financial Statements incorporated by reference) and the Directors' Report on pages 37 to 43. Therefore, a separate management report has not been included.

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

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice, the requirements of the Companies Act 2006 and applicable laws and regulations

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

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

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with applicable UK Accounting Standards, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- Prepare a Directors' Report, a Strategic Report and Directors' Remuneration Report which comply with the requirements of the Companies Act 2006.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for ensuring that the Annual Report and Accounts, taken as a whole, are fair, balanced, and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

Website publication

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Management report and Directors' responsibilities statement

Statement of Directors' responsibilities in respect of the Annual Report and audited Financial Statements (continued)

Directors' responsibilities pursuant to DTR4

The Directors confirm to the best of their knowledge:

- The financial statements have been prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company.
- The annual report includes a fair review of the development and performance of the business and the financial position of the Company, together with a description of the principal risks and uncertainties that they face.

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

The Directors listed on page 36 confirm that to the best of their knowledge

- The Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company taken as a whole; and
- The Strategic Report/Directors' 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 that they face.

The 2018 UK Corporate Governance Code also requires Directors to ensure that the Annual Report and audited Financial Statements are fair, balanced and understandable. In order to reach a conclusion on this matter, the Board has requested that the Audit Committee advise on whether it considers that the Annual Report and audited Financial Statements fulfil these requirements. The process by which the Audit Committee has reached these conclusions is set out in the Report of the Audit Committee on pages 64 to 67. As a result, the Board has concluded that the Annual Report and audited Financial Statements for the year ended 31 December 2024, taken as a whole, are fair, balanced and understandable and provide the information necessary for Shareholders to assess the Company's position, performance, business model and strategy.

On behalf of the Board

David Simpson
Chairman

26 March 2025

Independent auditor's report

Independent auditor's report to the members of M&G Credit Income Investment Trust plc

1 Opinion on the financial statements

In our opinion on the financial statements:

- Give a true and fair view of the state of the Company's affairs as at 31 December 2024 and of its profit for the year then ended;
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- Have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of M&G Credit Income Investment Trust plc (the 'Company') for the year ended 31 December 2024 which comprise the Income statement, Statement of financial position, Statement of changes in equity, Cash flow statement and notes to the financial statements, including a summary of significant accounting policies. 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the Audit Committee.

Independence

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors on 15 June 2023 to audit the financial statements for the year ended 31 December 2023 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is two years, covering the years ended 31 December 2023 to 31 December 2024. We remain 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 FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

3 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:

- Evaluating the appropriateness of the Directors' method of assessing the going concern in light of market volatility by reviewing the information used by the Directors in completing their assessment;
- Assessing the appropriateness of the Directors' assumptions and judgements made by comparing the prior year forecasted costs to the actual costs incurred to check that the projected costs are reasonable;

Independent auditor’s report

- Assessing the projected management fees for the year to check that it was in line with the current assets under management levels and the projected market growth forecasts for the following year;
- Assessing the appropriateness of the Directors’ assumptions and judgements made in their base case and stress tested forecasts including consideration of the available cash resources relative to forecast expenditure and commitments; and
- Checking the accuracy of historical forecasting by agreeing to actual results.

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 Company’s reporting on how it 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.

4 Overview

		2024	2023
Key audit matters	Valuation and ownership of investments.	✓	✓
Materiality	Company financial statements as a whole £2.10m (2023: £1.35m) based on 1.5% (2023: 1%) of Net assets		

5 An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company’s system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

Key audit matters

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

Independent auditor's report

<table>
<tr><th colspan="2">Key audit matter</th><th>How the scope of our audit addressed the key audit matter</th></tr>
<tr><td>Valuation and ownership of investments

Note 1 and note 14</td><td>The investment portfolio at the year end comprised both quoted and unquoted investments.

The unquoted investments involve significant judgement in selecting a valuation methodology as well as estimation uncertainty in determining their valuations.

There is a risk that the prices used for the quoted investments held by the Company are not reflective of fair value and the risk that errors made in the recording of investment holdings result in the incorrect reflection of investments owned by the Company.

Therefore we considered the valuation and ownership of quoted and unquoted investments to be the most significant audit area as the investments also represent the most significant balance in the financial statements and underpin the principal activity of the entity.

For these reasons and the materiality of the balance in relation to the financial statements as a whole, we considered this to be a key audit matter.</td><td>We responded to this matter by testing the valuation and ownership of the quoted investments. We performed the following procedures:

With respect to quoted investments:
• For 98.3% of quoted investments we confirmed the year-end bid price was used by agreeing to externally sourced prices;
• For all quoted investments we recalculated the valuation by multiplying the number of shares/ notional value held per the statement obtained from the custodian by the valuation per share; and
• For all quoted investments we obtained direct confirmation of the number of shares outstanding or notional/principal balance held per investment from the custodian regarding all investments held at the balance sheet date.

With respect to unquoted investments we:
• Assessed the design and implementation of controls in relating to the valuation processes including assessment of management and its external experts;
• Considered the appropriateness of the valuation methodology applied; and
• Obtained direct confirmation of the unquoted population by confirming the outstanding principal balance with the relevant independent third parties in which the debt instruments are held.

With the involvement of our valuation experts, for a sample of the investments that management has valued using discounted cash flows or a single broker quote we have:
• Agreed stated terms to the original term sheets;
• Assessed the appropriateness of the credit spreads applied in the valuation; and
• Recalculated using discounted cash flow valuations.</td></tr>
</table>

Independent auditor's report

Key audit matter (continued)	**How the scope of our audit addressed the key audit matter** (continued)
	With the involvement of our valuation experts, for a sample of the private senior floating rate loans we have: • Reviewed the appropriateness of the Company's valuation policy; • Assessed appropriateness of par as at the valuation date; and • Reviewed management's assessment of triggers for change in credit risk away from par. **Key observations:** Based on our procedures performed we are satisfied that the valuation and ownership of the investments are not materially misstated.

6 Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

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

Company financial statements	2024 £m	2023 £m
Materiality	2.10	1.35
Basis for determining materiality	1.5% of Net assets	1% of Net assets
Rationale for the benchmark applied	As an investment trust, the net asset value is the key measure of performance for users of the financial statements.	As an investment trust, the net asset value is the key measure of performance for users of the financial statements.
Performance materiality	1.57	1.01
Basis for determining performance materiality	75% of materiality	75% of materiality

Independent auditor's report

Rationale for the percentage applied for performance materiality	The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year.	The level of performance materiality applied was set after having considered a number of factors including the expected total value of known and likely misstatements and the level of transactions in the year.

Specific materiality

We also determined that for Revenue return before tax, a misstatement of less than materiality for the financial statements as a whole, specific materiality, could influence the economic decisions of users as it is a measure of the Company's performance of income generated from its investments after expenses. As a result, we determined materiality for these items to be £0.4m (2023: £0.4m), based on 5% of Revenue return before tax (2023: 5% of Revenue return before tax). We further applied a performance materiality level of 75% (2023: 75%) of specific materiality to ensure that the risk of errors exceeding specific materiality was appropriately mitigated.

Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £105,000 (2023:£67,600). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

7 Other information

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

8 Corporate governance statement

The UK 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.

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

Independent auditor's report

Going concern and longer-term viability Pages 23 to 24	• The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified; and • The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate.
Other Code provisions	• Directors' statement on fair, balanced and understandable (page 69); • Board's confirmation that it has carried out a robust assessment of the emerging and principal risks (page 17); • The section of the annual report that describes the review of effectiveness of risk management and internal control systems (pages 17 to 22); and • The section describing the work of the Audit Committee (pages 64 to 67).

9 Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

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

Independent auditor's report

Matters on which we are required to report by exception	We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: • Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or • The financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or • Certain disclosures of Directors' remuneration specified by law are not made; or • We have not received all the information and explanations we require for our audit.

10 Responsibilities of Directors

As explained more fully in the Management report and 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.

11 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.

Extent to which the audit was 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:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management, Audit Committee and those charged with governance; and
- Obtaining an understanding of the Company's policies and procedures regarding; compliance with laws and regulations;

Independent auditor's report

We considered the significant laws and regulations to be Companies Act 2006, the UK listing rules, the principles of the AIC Code of Corporate Governance, industry practice represented by the AIC SORP, the applicable accounting framework, and qualification as an Investment Trust under UK tax legislation as any non-compliance of this would lead to the Company losing various deductions and exemptions from corporation tax.

Our procedures in respect of the above included:

- Agreement of the financial statement disclosures to underlying supporting documentation;
- Enquiries of management and those charged with governance relating to their knowledge the existence of any non-compliance with laws and regulations;
- Reviewing minutes of meeting of those charged with governance throughout the period for instances of non-compliance with laws and regulations; and
- Reviewing the calculation in relation to Investment Trust compliance to check that the Company was meeting its requirements to retain their Investment Trust Status.

Fraud

We assessed the susceptibility of the financial statement to material misstatement including fraud.

Our risk assessment procedures included:

- Enquiry with management, Audit Committee and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud; and
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.

Based on our risk assessment, we considered the areas most susceptible to be management override of controls.

Our procedures in respect of the above included:

- Performed a review of estimates and judgements applied by management in the financial statements to assess their appropriateness and the existence of any systematic bias;
- Review and consideration of the appropriateness of adjustments made in the preparation of the financial statements; and
- Performed a review of unadjusted audit differences for indications of bias or deliberate misstatement.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Independent auditor's report

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: **frc.org.uk/auditorsresponsibilities** This description forms part of our auditor's report.

12 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.

Chris Meyrick (Senior Statutory Auditor)
For and on behalf of BDO LLP
Statutory Auditor
Edinburgh
United Kingdom

26 March 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Financial statements

Income statement

	Note	Year ended 31 December 2024 Revenue £'000	Year ended 31 December 2024 Capital £'000	Year ended 31 December 2024 Total £'000	Year ended 31 December 2023 Revenue £'000	Year ended 31 December 2023 Capital £'000	Year ended 31 December 2023 Total £'000
Net gains on investments	9	–	605	605	–	2,792	2,792
Net gains on derivatives	9	–	1,360	1,360	–	1,869	1,869
Net currency gains/(losses)		(196)	99	(97)	(263)	86	(177)
Income	3	10,518	–	10,518	10,701	–	10,701
Investment management fee	4	(937)	–	(937)	(943)	–	(943)
Other expenses	5	(723)	–	(723)	(781)	–	(781)
Net return on ordinary activities before finance costs and taxation		**8,662**	**2,064**	**10,726**	**8,714**	**4,747**	**13,461**
Finance costs	6	(109)	–	(109)	(147)	–	(147)
Net return on ordinary activities before taxation		**8,553**	**2,064**	**10,617**	**8,567**	**4,747**	**13,314**
Taxation on ordinary activities	8	–	–	–	–	–	–
Net return attributable to Ordinary Shareholders after taxation		**8,553**	**2,064**	**10,617**	**8,567**	**4,747**	**13,314**
Net return per Ordinary Share (basic and diluted)	**2**	**6.01p**	**1.45p**	**7.46p**	**6.04p**	**3.35p**	**9.39p**

The total column of this statement represents the Company's statutory profit and loss account. The 'Revenue' and 'Capital' columns represent supplementary information provided under guidance issued by the Association of Investment Companies.

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

The Company has no other comprehensive income and therefore the net return on ordinary activities after taxation is also the total comprehensive income for the year.

The notes on pages 84 to 106 form an integral part of these Financial Statements.

Financial statements

Statement of financial position

	Note	As at 31 December 2024 £'000	As at 31 December 2024 £'000	As at 31 December 2023 £'000	As at 31 December 2023 £'000
Non-current assets					
Investments at fair value through profit or loss	9		135,300		133,392
Current assets					
Derivative financial assets held at fair value through profit or loss	9	264		285	
Receivables	10	1,862		2,526	
Cash and cash equivalents	10	3,447		2,838	
		5,573		**5,649**	
Current liabilities					
Derivative financial liabilities held at fair value through profit or loss	9	(137)		(684)	
Payables	10	(741)		(3,072)	
		(878)		**(3,756)**	
Net current assets/(liabilities)			**4,695**		**1,893**
Net assets			**139,995**		**135,285**
Capital and reserves					
Called up share capital	11		1,472		1,447
Share premium			44,615		42,257
Special distributable reserve			91,541		91,276
Capital reserve	11		115		(1,949)
Revenue reserve			2,252		2,254
Total shareholders' funds			**139,995**		**135,285**
Net Asset Value per Ordinary Share (basic and diluted)	**2**		**95.11p**		**96.21p**

The notes on pages 84 to 106 form an integral part of these Financial Statements.

Approved and authorised for issue by the Board of Directors on 26 March 2025 and signed on its behalf by:

David Simpson
Chairman

Company registration number: 11469317

26 March 2025

Financial statements

Statement of changes in equity

Year ended 31 December 2024	Note	Called up Ordinary Share capital £'000	Share premium £'000	Special distributable reserve[a] £'000	Capital reserve[a] £'000	Revenue reserve[a] £'000	Total £'000
Balance at 31 December 2023		**1,447**	**42,257**	**91,276**	**(1,949)**	**2,254**	**135,285**
Ordinary Shares issued from treasury		–	56	3,886	–	–	3,942
Ordinary Shares issued during the year		25	2,302	–	–	–	2,327
Net return attributable to shareholders		–	–	–	2,064	8,553	10,617
Dividends paid	7	–	–	(3,621)	–	(8,555)	(12,176)
Balance at 31 December 2024		**1,472**	**44,615**	**91,541**	**115**	**2,252**	**139,995**

Year ended 31 December 2023	Note	Called up Ordinary Share capital £'000	Share premium £'000	Special distributable reserve[a] £'000	Capital reserve[a] £'000	Revenue reserve[a] £'000	Total £'000
Balance at 31 December 2022		**1,447**	**42,257**	**96,198**	**(6,696)**	**1,903**	**135,109**
Purchase of Ordinary Shares to be held in treasury		–	–	(1,444)	–	–	(1,444)
Net return attributable to shareholders		–	–	–	4,747	8,567	13,314
Dividends paid	7	–	–	(3,478)	–	(8,216)	(11,694)
Balance at 31 December 2023		**1,447**	**42,257**	**91,276**	**(1,949)**	**2,254**	**135,285**

[a] These reserves form the distributable reserves of the Company and may be used to fund distributions to investors via dividend payments. For the detailed analysis of the realised and investment holding gains and losses of the capital reserve, please refer to note 11 on page 95.

The notes on pages 84 to 106 form an integral part of these Financial Statements.

Financial statements

Cash flow statement

	Note	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Cash flows from operating activities			
Net return before finance costs and taxation[a]		10,726	13,461
Adjustments for:			
Net gains on investments	9	(605)	(2,792)
Net gains on derivatives	9	(1,360)	(1,869)
Net currency losses		97	177
Decrease/(increase) in receivables		653	(440)
(Decrease)/increase in payables		(2,331)	966
Purchases of investments[b]	9	(38,329)	(34,621)
Sales of investments[b]	9	37,871	44,746
Net cash inflow from operating activities		**6,722**	**19,628**
Financing activities			
Finance costs	6	(109)	(147)
Ordinary Shares issued from treasury		3,942	–
Ordinary Shares issued during the year		2,327	–
Repayment of loan facility		–	(7,000)
Purchase of Ordinary Shares to be held in treasury		–	(1,444)
Dividends paid	7	(12,176)	(11,694)
Net cash outflow from financing activities		**(6,016)**	**(20,285)**
Increase/(decrease) in cash and cash equivalents	**10**	**706**	**(657)**
Cash and cash equivalents at the start of the year		2,838	3,672
Effect of foreign exchange rates		(97)	(177)
Increase/(decrease) in cash and cash equivalents as above		706	(657)
Cash and cash equivalents at the end of the year	**10**	**3,447**	**2,838**

[a] Cash inflow from interest was £8,421,354 (2023: £10,244,168) and cash outflow from interest was £2,367 (2023: £1,284).

[b] Receipts from the sale of, and payments to acquire investment securities have been classified as components of cash flows from operating activities because they form part of the Company's dealing operations.

The notes on pages 84 to 106 form an integral part of these Financial Statements.

Financial statements

Analysis of changes in cash

	Note	As at 31 December 2023 £'000	Cash flows £'000	Effect of foreign exchange rates £'000	As at 31 December 2024 £'000
Cash and cash equivalents					
Cash and cash equivalents	10	2,838	706	(97)	3,447
		2,838	**706**	**(97)**	**3,447**

The notes on pages 84 to 106 form an integral part of these Financial Statements.

Financial statements

Notes to the Financial Statements

1 Significant accounting policies

The Company is a public limited company incorporated in the United Kingdom and registered in England and Wales, with the registered office of 6th Floor, 65 Gresham Street, London, EC2V 7NQ.

The significant accounting policies, as set out below, have all been applied consistently throughout the year and the preceding year.

a) Basis of accounting

The Financial Statements have been prepared on a going concern basis under the historical cost convention, modified to include certain items at fair value, and in accordance with United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice) and the Statement of Recommended Practice issued by the Association of Investment Companies ('SORP') in July 2022 'Financial Statements of Investment Trust Companies and Venture Capital Trusts'.

The Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future and for at least the next 12 months from the date of approval of these financial statements. The Directors have reviewed the liquidity of the investment portfolio, financial projections, the level of income and expenses, and key service providers' operational resilience in making their assessment. Further information is given in the Viability Statement (unaudited) on page 23 and the Going Concern Statement on page 24.

The functional and presentational currency of the Company is pound sterling because that is the currency of the primary economic environment in which the Company operates.

All values are recorded to nearest thousands, unless otherwise stated.

b) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are classified according to the substance of the contractual arrangements entered into.

Financial assets and liabilities

Financial assets and liabilities are classified as at fair value through profit or loss (FVTPL) and are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar Debt Instrument.

Changes in the fair value of financial instruments held at FVTPL and gains and losses on disposal are recognised as capital.

Financial assets and liabilities are offset in the statement of financial position only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial statements

Notes to the Financial Statements (continued)

With the exception of some hedging instruments, other Debt Instruments not meeting conditions of being 'basic' financial instruments are measured at FVTPL.

Commitments to make and receive loans that meet the conditions mentioned above are measured at cost (which may be nil) less any impairment. They are recorded and disclosed at the date of the legal commitment and recognised upon funding.

Financial assets are derecognised only when (a) the contractual rights to the cash flows from the financial asset expire or are settled, (b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or (c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in the Income Statement. Derivative returns are recognised as revenue or capital depending on their nature.

Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique. For further details please refer to note 14 on pages 103 to 104.

c) Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss. As at 31 December 2024, no impairment of assets has been recognised (2023: same).

d) Tax

Current tax is accounted for at the appropriate rate of corporation tax. The tax accounting treatment follows the principal amounts involved.

Deferred tax is recognised in respect of all timing differences between the treatment of certain items for tax and accounting purposes that have originated but not reversed at the balance sheet date.

Due to the Company's status as an investment trust company and the intention to continue meeting the conditions required to obtain approval in the foreseeable future, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

Financial statements

Notes to the Financial Statements (continued)

e) Income and expenses

Interest from Debt Instruments is recognised as revenue by reference to the coupon payable adjusted to spread any premium or discount on purchase over its remaining life. Other interest income is recognised as revenue on an accruals basis. Income from investment funds is recognised in revenue when the right to receive it is established.

Expenses not incidental to the purchase or sale of investments are recognised on an accruals basis and charged to revenue. Rebate of management fees incurred by investment funds managed by M&G Alternatives Investment Management Limited are recognised on an accrual basis as revenue or capital in accordance with the underlying scheme's distribution policy.

f) Finance cost

Finance costs are recognised on an accruals basis and are charged to revenue.

g) Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

Other exchange differences are recognised in profit or loss in the year in which they arise.

All gains and losses on the translation of foreign currency are recognised as revenue or capital in the Income Statement depending on the underlying nature of the transactions.

h) Cash and cash equivalents

Cash and cash equivalents comprise cash, cash on deposits with banks, and short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to insignificant risk of change in value.

i) Share capital and reserves

Called up Ordinary Share capital

Called up Ordinary Share capital represents the nominal value of Ordinary Shares issued.

Share premium

Share premium represents the excess over nominal value of shares issued, net of expenses of the share issue, except where amounts have been cancelled in accordance with section 610 of the Companies Act 2006 and transferred to special distributable reserve.

Special distributable reserve

Share premium of £99,000,001 was cancelled on 12 February 2019 and transferred to the special distributable reserve, in accordance with section 610 of the Companies Act 2006. The Company may, at the discretion of the Board, pay all or part of any future dividends out of this special distributable reserve, taking into account the Company's investment objective. The costs of repurchasing Ordinary Shares have been debited to the special distributable reserve.

Financial statements

Notes to the Financial Statements (continued)

Capital reserve

Capital reserve reflects any:

- gains or losses on the disposal of investments;
- exchange differences of a capital nature;
- increases and decreases in the fair value of investments held at the year end.

This reserve can also be used for distributions by way of a dividend and for funding the cost of repurchasing Ordinary Shares. The portion of the capital reserve arising on revaluation of investments held is non-distributable.

Revenue reserve

Revenue reserve reflects all income and expenditure which are recognised in the revenue column of the Income Statement and is distributable by way of dividends. It can also be used for funding the cost of repurchasing Ordinary Shares.

j) Repurchasing of Ordinary Shares for cancellation or to be held in treasury/reissue of Ordinary Shares from treasury

The costs of repurchasing shares including the related stamp duty and transaction costs are currently charged to the special distributable reserve and dealt with within the Statement of changes in equity. Share repurchase transactions are accounted for on a trade date basis.

Where Ordinary Shares held in treasury are subsequently reissued, the sale proceeds up to the purchase price of the shares are transferred to the special distributable reserve or capital reserve and the excess of the sale proceeds over the purchase price is transferred to share premium.

k) Investment management fees

Investment management fees are recognised on an accruals basis and are charged to revenue.

l) Accounting judgements, estimates and assumptions

The preparation of the Financial Statements requires the Directors to make judgements, estimates and assumptions that affect the amounts recognised in the Financial Statements. However, uncertainty about these judgements, assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future years.

Whilst estimates are based on best judgement using information and financial data available the actual outcome may differ from these estimates.

When determining the level of investments within the fair value hierarchy, the determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be that 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. If a fair value measurement uses inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Fair value estimates are made at a specific point in time, based on market conditions and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgement (eg interest rates, volatility, estimated cash flows etc). For further details please refer to note 14 on pages 103 to 104.

No other significant judgements, estimates or assumptions have been required in the preparation of the accounts for the current year.

Financial statements

Notes to the Financial Statements (continued)

2 Returns and net asset value (NAV)

	Year ended 31 December 2024	Year ended 31 December 2023
Revenue return		
Revenue return attributable to Ordinary Shareholders (£'000)	8,553	8,567
Weighted average number of shares in issue during the year	142,333,970	141,789,016
Revenue return per Ordinary Share (basic and diluted)	6.01p	6.04p
Capital return		
Capital return attributable to Ordinary Shareholders (£'000)	2,064	4,747
Weighted average number of shares in issue during the year	142,333,970	141,789,016
Capital return per Ordinary Share (basic and diluted)	1.45p	3.35p
Net return		
Net return per Ordinary Share (basic and diluted)	7.46p	9.39p
NAV per Ordinary Share		
Net assets attributable to Ordinary Shareholders (£'000)	139,995	135,285
Number of shares in issue at year end	147,195,771	140,619,239
NAV per Ordinary Share	95.11p	96.21p

3 Income

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Income from investments		
Interest income from Debt Instruments	8,454	9,109
Distributions from investment funds	1,769	1,331
Management fee rebate	123	96
	10,346	**10,536**
Other income		
Interest from cash and cash equivalents	137	115
Other income	35	50
	10,518	**10,701**

Financial statements

Notes to the Financial Statements (continued)

4 Investment management fee

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Investment management fee	937	943

The amount outstanding at the year end is shown in note 10.

The basis for calculating the investment management fee is set out on pages 24 to 25.

5 Other expenses

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Revenue expenses		
Administration fees	109	124
Auditors' remuneration for audit services[a]	123	119
Broker fees	80	76
Directors' fees	173	167
Legal fees	1	47
Printing and postage	3	5
Registrar's and secretarial fees	126	113
Other	108	130
	723	**781**

[a] The audit services fees are disclosed including VAT.

Financial statements

Notes to the Financial Statements (continued)

6 Finance costs

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Commitment fee	75	72
Arrangement fees	25	15
Legal fees	9	5
Interest on loan facility	–	55
	109	**147**

On 19 October 2020 the Company entered into a £25 million revolving credit facility agreement with State Street Bank International GmbH. On 14 October 2024 the Company renewed the credit facility on the existing terms, with the new credit facility expiring on 13 October 2025.

The interest on any amount drawn down comprises the aggregated applicable margin and compounded SONIA rate for any day during the interest period. The terms of the credit facility contain a covenant that the total debt of the Company shall not exceed 40% of the adjusted NAV of the Company at any time.

As at 31 December 2024 no amounts were drawn down (2023: £nil).

7 Dividends

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Revenue		
2022 fourth interim interest distribution of 1.33p	–	1,892
2023 first interim interest distribution of 1.30p	–	1,848
2023 second interim interest distribution of 1.34p	–	1,903
2023 third interim interest distribution of 1.83p	–	2,573
2023 fourth interim interest distribution of 1.60p	2,250	–
2024 first interim interest distribution of 1.49p	2,100	–
2024 second interim interest distribution of 1.54p	2,197	–
2024 third interim interest distribution of 1.40p	2,008	–
	8,555	**8,216**

Financial statements

Notes to the Financial Statements (continued)

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Capital		
2022 fourth interim dividend distribution of 1.10p	–	1,565
2023 first interim dividend distribution of 0.47p	–	668
2023 second interim dividend distribution of 0.59p	–	838
2023 third interim dividend distribution of 0.29p	–	407
2023 fourth interim dividend distribution of 0.54p	759	–
2024 first interim dividend distribution of 0.66p	930	–
2024 second interim dividend distribution of 0.61p	870	–
2024 third interim dividend distribution of 0.74p	1,062	–
	3,621	**3,478**

Set out below are the total dividends paid and proposed in respect of the year, which forms the basis on which the requirements of Sections 1158-1159 of the Corporation Tax Act 2010 are considered.

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Interest distributions paid of 4.43p (2023: 4.47p)	6,305	6,324
Dividend distributions paid of 2.01p (2023: 1.35p)	2,862	1,913
Interest distributions declared of 1.53p (2023: 1.60p)	2,304	2,250
Dividend distributions declared of 0.56p (2023: 0.54p)	843	759
	12,314	**11,246**

On 17 January 2025 the Board declared a fourth interim dividend of 2.09p per Ordinary Share for the year ended 31 December 2024, which was paid on 21 February 2025 to Ordinary Shareholders on the register on 31 January 2025. The ex-dividend date was 30 January 2025. The amount shown in the table above for distributions declared is based on 150,595,771 Ordinary Shares in issue.

In accordance with FRS 102, Section 32, 'Events After the End of the Reporting Period', the 2024 fourth interim dividend has not been included as a liability in this set of financial statements.

Financial statements

Notes to the Financial Statements (continued)

8 Taxation on ordinary activities

	Year ended 31 December 2024			Year ended 31 December 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Foreign tax	–	–	–	–	–	–

As an investment trust, the Company is exempt from UK corporation tax on capital gains. Pursuant to the interest streaming regime applicable to investment trusts, the Company may designate all or part of the amount it distributes as an interest distributions to its Shareholders. These distributions are treated as tax deductible against taxable income in the revenue return and therefore, no corporation tax liability has been recognised.

The effective corporation tax rate was 25% (2023: 23.52%). The main rate of corporation tax increased from 19% to 25% on 1 April 2023 after the UK government announced it in the March 2021 Budget. The tax charge for the year differs from the charge resulting from applying the standard rate of corporation tax in the UK for an investment trust company. The differences are explained below:

	Year ended 31 December 2024			Year ended 31 December 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net return on ordinary activities before taxation	**8,553**	**2,064**	**10,617**	**8,567**	**4,747**	**13,314**
Corporation tax at standard rate of 25% (2023: 23.52%)	2,138	516	2,654	2,015	1,117	3,132
Effects of:						
Net gains on investments	–	(151)	(151)	–	(657)	(657)
Net gains on derivatives	–	(340)	(340)	–	(440)	(440)
Tax deductible interest distributions	(2,138)	–	(2,138)	(2,015)	–	(2,015)
Net currency gains	–	(25)	(25)	–	(20)	(20)
Total tax charge	–	–	–	–	–	–

Due to the Company's status as an investment trust and the intention to continue to meet the conditions required to obtain approval in the foreseeable future, the Company has not provided deferred tax on capital gains and losses arising on the revaluation or disposal of investments.

Financial statements

Notes to the Financial Statements (continued)

9 Investments held at fair value through profit or loss (FVTPL)

	As at 31 December 2024 £'000	As at 31 December 2023 £'000
Opening valuation	**132,993**	**138,443**
Analysis of transactions made during the year		
Purchases at cost	38,329	34,621
Sale proceeds	(37,860)	(44,732)
Net gains on investments	1,965	4,661
Closing valuation	**135,427**	**132,993**
Closing cost	138,079	137,414
Closing investment holding losses	(2,652)	(4,421)
Closing valuation	**135,427**	**132,993**

The Company received £37,860,000 (2023: £44,732,000) from investments sold in the year. The book cost of these investments when they were purchased was £37,664,000 (2023: £43,053,000[a]). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments. Transaction costs on purchases during the year amounted to £8,046 (2023: £503) and transaction costs on sales during the year amounted to £156 (2023: £403).

[a] The book cost of investments sold for the prior year ended 31 December 2023 has been restated from £49,308,000 to £43,053,000 due to a classification error found during the review of the current year disclosure. This restatement has no impact on any other figures disclosed in the Financial statements.

	As at 31 December 2024 £'000	As at 31 December 2023 £'000
Gains on investments		
Net gains on investments	605	2,792
Net gains on derivatives	1,360	1,869
Net gains on investments	**1,965**	**4,661**

	As at 31 December 2024 £'000	As at 31 December 2023 £'000
Closing valuation		
Investments at fair value through profit or loss	135,300	133,392
Derivative financial assets/(liabilities) held at fair value through profit or loss	127	(399)
Closing valuation	**135,427**	**132,993**

Financial statements

Notes to the Financial Statements (continued)

10 Receivables, cash and cash equivalents and payables

	As at 31 December 2024 £'000	As at 31 December 2023 £'000
Receivables		
Sales for future settlement	14	25
Accrued income	1,753	2,193
Prepaid expenses	33	31
Management fee rebate	62	277
Total receivables	**1,862**	**2,526**
Cash and cash equivalents		
Cash at bank	2,123	907
Amounts (due to)/held at futures clearing houses	(3)	717
Cash on deposit	1,327	1,214
Total cash and cash equivalents	**3,447**	**2,838**
Payables		
Expenses payable	222	341
Management fee payable	479	2,679
Loan facility interest payable	–	23
Other payables	40	29
Total payables	**741**	**3,072**

Financial statements

Notes to the Financial Statements (continued)

11 Called up share capital

	As at 31 December 2024		As at 31 December 2023	
	Number of shares	Nominal value £'000	Number of shares	Nominal value £'000
Ordinary Shares of 1p				
Ordinary Shares in issue at the beginning of the year	140,619,239	1,406	142,233,022	1,422
Ordinary Shares issued from treasury during the year	4,126,532	41	–	–
Ordinary Shares issued during the year	2,450,000	25	–	–
Purchase of Ordinary Shares held in treasury	–	–	(1,613,783)	(16)
Ordinary Shares in issue at the end of the year	**147,195,771**	**1,472**	**140,619,239**	**1,406**
Treasury Shares (Ordinary Shares of 1p)				
Treasury Shares at the beginning of the year	4,126,532	41	2,512,749	25
Ordinary Shares issued from treasury during the year	(4,126,532)	(41)	–	–
Purchase of Ordinary Shares held in treasury	–	–	1,613,783	16
Treasury Shares at the end of the year	**–**	**–**	**4,126,532**	**41**
Total Ordinary Shares in issue and in treasury at the end of the year	**147,195,771**	**1,472**	**144,745,771**	**1,447**

The analysis of the capital reserve is as follows:

	Year ended 31 December 2024			Year ended 31 December 2023		
	Realised capital reserve £'000	Investment holding gains and losses £'000	Total capital reserve £'000	Realised capital reserve £'000	Investment holding gains and losses £'000	Total capital reserve £'000
Capital reserve at the beginning of the year	2,472	(4,421)	(1,949)	707	(7,403)	(6,696)
Gains on realisation of investments at fair value	196	–	196	1,679	–	1,679
Realised currency gains during the year	99	–	99	86	–	86
Movement in unrealised gains	–	1,769	1,769	–	2,982	2,982
Dividends paid	–	–	–	–	–	–
Capital reserve at the end of the year	**2,767**	**(2,652)**	**115**	**2,472**	**(4,421)**	**(1,949)**

Financial statements

Notes to the Financial Statements (continued)

12 Related party transactions

M&G Alternatives Investment Management Limited, as Investment Manager, is a related party to the Company. The management fee payable to the Investment Manager for the year is disclosed in the income statement, in note 4 and amounts outstanding at the year end are shown in note 10.

Amounts paid to the Investment Manager in respect of rebate arrangements are shown in note 3 and the amounts outstanding at the year end from the Investment Manager in respect of these rebates are disclosed in note 10.

The Company holds investments in M&G European Loan Fund, M&G Senior Asset Backed Credit Fund and M&G Investment Grade ABS Fund which are managed by M&G Investment Management Limited. At the year end these were valued at £37,396,000 (2023: £24,076,000) and represented 27.35% (2023: 17.94%) of the Company's investment portfolio. The income earned from these investments of £1,769,169 (2023: £1,330,597) is included in note 3. Amounts receivable at the balance sheet date of £249,546 (2023: £431,000) are included under Receivables in note 10. The total purchase costs of these investments was £16,982,842 (2023: £10,500,000) and the total sales amounted to £4,156,780 (2023: £3,794,000).

The Directors of the Company are related parties. The details of the fees payable to Directors and details of Directors' shareholdings are given in the Directors' Remuneration Report on pages 60 and 62.

13 Financial instruments

In pursuing the Company's objectives, the Company accepts market price risk and interest rate risk, in relation to the portfolio of investments. Since the Company's investment objectives are to deliver returns over the long term, transactions with the sole intention of realising short-term returns are not undertaken.

The quantitative data disclosed is representative of the Company's exposure to risk throughout the year.

The AIFM attempts to gain the best and most consistent returns for clients via the following:

- a bottom-up approach, centred around a detailed evaluation of individual investments; and
- diversification across issuer, to minimise the impact of default.

Portfolio management decisions are based on an in-house credit assessment and instrument rating which is carried out by the AIFM's credit analysts.

Market risk

Market risk embodies the potential for both losses and gains and includes foreign currency risk, interest rate risk and price risk, which are discussed in detail under separate headings within this note.

Market risk arises mainly from uncertainty about future values of financial instruments influenced by other price, currency and interest rate movements. It represents the potential loss the Company may suffer through holding market positions in investments in the face of market movements.

Financial statements

Notes to the Financial Statements (continued)

Management of market risk

The Board meets formally at least four times a year with the Investment Manager to review, inter alia, the Company's strategy and performance, the composition of the investment portfolio and the management of risk. The investment management team has responsibility for monitoring the portfolio, which is selected in accordance with the Company's investment objective and seeks to ensure that any investments meet an acceptable risk/reward profile.

Market risk arising from foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The fair values of the Company's monetary items which have foreign currency exposure at 31 December 2024 are shown below.

	2024				2023			
	Australian dollar £'000	Euro £'000	New Zealand dollar £'000	US dollar £'000	Australian dollar £'000	Euro £'000	New Zealand dollar £'000	US dollar £'000
Debtors	24	171	97	123	25	290	33	146
Cash	34	970	46	128	337	170	13	295
Investments	1,633	13,409	799	9,688	2,227	15,102	794	14,662
Futures contracts	–	–	–	20	–	–	–	(116)
Total foreign currency exposure on net monetary items	**1,691**	**14,550**	**942**	**9,959**	**2,589**	**15,562**	**840**	**14,987**
Effect of forward foreign exchange contracts[a]	(1,469)	(14,750)	(604)	(9,703)	(2,492)	(15,074)	(670)	(14,774)
Net effect after consideration of forward foreign exchange contracts	**222**	**(200)**	**338**	**256**	**97**	**488**	**170**	**213**

a Base notional amounts for the forward foreign exchange contracts.

The Company is exposed to risks that the exchange rate of its reporting currencies relative to other currencies may change in a manner which has an adverse effect on the value of the portion of the Company's assets which are denominated in currencies other than their own currencies. Typically, the fund manager will substantially hedge these risks using foreign exchange forward contracts.

Financial statements

Notes to the Financial Statements (continued)

The following table illustrates the sensitivity of revenue and capital return on ordinary activities after tax and net assets attributable to Shareholders to an increase of or decrease of 5% in exchange rates. A 5% increase in the value of the fund's currency exposure would have the effect of increasing the return and net assets by £1,286,000 (2023: £1,616,000). A 5% decrease would have an equal and opposite effect.

	Increase in exchange rates 2024 £'000	Decrease in exchange rates 2024 £'000	Increase in exchange rates 2023 £'000	Decrease in exchange rates 2023 £'000
Income statement				
Revenue return	(9)	9	(8)	8
Capital return	1,292	(1,292)	1,624	(1,624)
Total change to net return on ordinary activities after tax	**1,283**	**(1,283)**	**1,616**	**(1,616)**
Change to net assets attributable to shareholders	**1,283**	**(1,283)**	**1,616**	**(1,616)**

Market risk arising from interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's investments may be subject to interest rate risk. When interest rates decline, the value of fixed rate obligations can be expected to rise, and conversely when interest rates rise, the value of fixed rate obligations can be expected to decline. In general, if prevailing interest rates fall significantly below the interest rates on any Debt Investments held by the Company, such investments are more likely to be the subject of prepayments than if prevailing rates remain at or above the rates borne by such investments.

As at December 2024 the Bank of England base rate was 4.75%. For investments that have a fixed rate of return, interest rate change may impact the returns on the investments and the returns realised by the investors.

Financial statements

Notes to the Financial Statements (continued)

The following table illustrates the sensitivity of revenue and capital return on ordinary activities after tax and net assets attributable to shareholders to an increase or decrease of 2% in interest rates. The decrease in interest rates illustrated below of 2% is reasonably possible based on observation of market conditions and historic trends. The sensitivity analysis is based on the Company's bond holdings at each reporting date, with all other variables held constant.

	Decrease in interest rates 2024 £'000	Increase in interest rates 2024 £'000	Decrease in interest rates 2023 £'000	Increase in interest rates 2023 £'000
Income statement				
Revenue return	19	(19)	14	(14)
Capital return	2,775	(2,775)	2,725	(2,725)
Total change to net return on ordinary activities after tax	**2,794**	**(2,794)**	**2,739**	**(2,739)**
Change to net assets attributable to shareholders	**2,794**	**(2,794)**	**2,739**	**(2,739)**

Market risk arising from other price risk

Market price risk includes changes in market prices, other than those arising from interest rate risk, which may affect the value of investments.

The following table illustrates the sensitivity of revenue and capital return on ordinary activities after tax and net assets attributable to shareholders to an increase or decrease of 10% in the fair value of the Company's investments. This level of change is considered to be reasonably possible based on observation of market conditions and historic trends. The sensitivity analysis is based on the Company's investments at each reporting date, with all other variables held constant.

	Increase in fair value 2024 £'000	Decrease in fair value 2024 £'000	Increase in fair value 2023 £'000	Decrease in fair value 2023 £'000
Income statement				
Revenue return	(95)	95	(67)	67
Capital return	13,530	(13,530)	13,339	(13,339)
Total change to net return on ordinary activities after tax	**13,435**	**(13,435)**	**13,272**	**(13,272)**
Change to net assets attributable to shareholders	**13,435**	**(13,435)**	**13,272**	**(13,272)**

Financial statements

Notes to the Financial Statements (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company invests in illiquid public and private Debt Instruments. Such investments may be difficult to value or realise (if at all) and therefore the market price that is achievable for such investments might be lower than the valuation of these assets and as reflected in the Company's published NAV per Ordinary Share.

The contractual maturities of the financial liabilities at the year end, based on the earliest date on which payment can be required are as follows:

	Three months or less 2024 £'000	More than three months but less than one year 2024 £'000	Total 2024 £'000	Three months or less 2023 £'000	More than three months but less than one year 2023 £'000	Total 2023 £'000
Creditors: amounts falling due within one year						
Other creditors	741	–	741	3,072	–	3,072
	741	**–**	**741**	**3,072**	**–**	**3,072**

Credit risk

Credit risk is the risk that one party to a financial instrument or contract will cause a financial loss for the other party by failing to discharge an obligation. In the case of invested assets this is the potential for the reduction in the value of investments which relates to the risk of an issuer being unable to meet its obligations, whilst for trading activities this relates to the risk that the counterparty to any contract the Company enters into being unable to meet its obligations causing loss.

The Investment Manager maintains a credit risk policy and standards which set out the assessment and measurement of credit risk, compliance with which is monitored, and exposures and breaches are reported daily by the Risk team. The policy is reviewed on an annual basis to ensure that it remains fit for purpose and relevant to changes in the risk environment.

Investment mandates specify explicitly the counterparty risk appetite for cash on deposit, foreign exchange and OTC trading whilst other counterparty risk is taken for the purposes of efficient portfolio management and reduction in risk.

Financial statements

Notes to the Financial Statements (continued)

The table below shows the breakdown of the credit ratings of the investment portfolio.

	As at 31 December 2024 %	As at 31 December 2023 %
Unrated	**0.08**	**(0.29)**
Derivatives	0.08	(0.29)
Cash and investment grade	**76.40**	**81.48**
Cash on deposit	0.97	0.90
AAA	7.45	7.56
AA+	–	0.15
AA	11.16	5.13
AA-	0.60	–
A+	1.21	1.73
A	3.28	1.86
A-	2.77	3.86
BBB+	10.99	12.15
BBB	13.97	17.70
BBB-	15.11	21.49
M&G European Loan Fund (ELF) (see note)	8.89	8.95
Sub-investment grade	**23.52**	**18.81**
BB+	2.73	3.96
BB	5.32	1.98
BB-	2.26	3.24
B+	2.17	2.22
B	6.65	4.07
B-	0.83	–
CC	0.32	–
D	0.73	0.81
M&G European Loan Fund (ELF) (see note)	2.51	2.53
Total	**100.00**	**100.00**

Note: ELF is an open-ended fund managed by M&G that invests in leveraged loans issued by, generally, substantial private companies located in the UK and Continental Europe. ELF is not rated and the Investment Manager has determined an implied rating for this investment, utilising rating methodologies typically attributable to collateralised loan obligations. On this basis, 78% of the Company's investment in ELF has been ascribed as being investment grade, and 22% has been ascribed as being sub-investment grade. The board actively monitors the implied rating to ensure that the original rating remains appropriate.

Financial statements

Notes to the Financial Statements (continued)

Management of counterparty risk

To mitigate counterparty risk, the AIFM follows the standards below:

- Preference for 'high-quality' rated counterparties, mainly banks with short-term A1/P1 ratings and banks rated A or better.
- Limited exposure to each counterparty to diversify risk.
- Collateral taken from counterparties and posted against their default where appropriate.
- Regular monitoring of counterparty rating.
- Capability to rapidly reduce exposure on adverse market intelligence.
- Trading on Delivery Versus Payment (DVP) basis.

Credit risk exposure

The following amounts represent the maximum exposure to credit risk at the year end.

	2024 £'000	2023 £'000
Fixed assets		
Investments held at fair value through profit or loss	135,300	133,392
Current assets		
Other receivables	1,862	2,526
Cash and cash equivalents	3,447	2,838
	140,609	**138,756**

No debtors are past their due date and none have been written down or deemed to be impaired.

Fair values of financial assets and financial liabilities

All financial assets and liabilities are either carried at fair value or the amount in the Statement of Financial Position is a reasonable approximation of fair value.

Financial statements

Notes to the Financial Statements (continued)

14 Fair value hierarchy

Under FRS 102 an entity is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the levels stated below:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** other significant observable inputs (including quoted prices for similar investments, interest rates, prepayments, credit risk, spread premium, credit ratings etc).
- **Level 3:** significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments, discounted cashflow model or single broker quote).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be that 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.

The financial assets measured at FVTPL are grouped into the fair value hierarchy as follows:

	As at 31 December 2024				As at 31 December 2023			
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at FVTPL								
Equities	3	–	–	3	–	–	–	–
Warrants	–	–	3	3	–	–	–	–
Debt Instruments	–	37,516	60,382	97,898	–	50,301	59,015	109,316
Investment in funds	–	37,396	–	37,396	–	24,076	–	24,076
Derivatives – Forwards	–	185	–	185	–	285	–	285
Derivatives – Futures	79	–	–	79	–	–	–	–
Financial liabilities at FVTPL								
Derivatives – Forwards	–	(137)	–	(137)	–	(243)	–	(243)
Derivatives – Futures	–	–	–	–	(441)	–	–	(441)
Net fair value	**82**	**74,960**	**60,385**	**135,427**	**(441)**	**74,419**	**59,015**	**132,993**

Financial statements

Notes to the Financial Statements (continued)

Sensitivity of Level 3 holdings to unobservable inputs

The Company utilises a number of valuation methodologies, including discounted cash flow (DCF) model. Discount rates are applied to the cashflows of the debt instrument to determine fair value. The significant unobservable input within the fair value measurement is the credit spread component of the discount rate, which will be determined based on public comparable bonds of a similar sector and credit rating, as well as an appropriate additional spread premium. The market value of these investments was £17,231,000 (2023: £21,146,000) representing 12.7% (2023: 15.9%) of the portfolio of investments. The table below summarises a quantitative sensitivity analysis as at 31 December 2024 and 31 December 2023.

Valuation technique	Fair value £'000	Significant unobservable input	Range of unobservable inputs utilised	Sensitivity of fair value to changes in unobservable inputs +/- 0.5% £'000
Discounted cash flow as at 31 December 2024	17,231	Credit spread	1.31%–15.50%	16,985 – 17,412
Discounted cash flow as at 31 December 2023	21,146	Credit spread	2.13%–15.86%	20,837 – 21,440

For some senior floating rate notes, valuations are provided by an external valuations provider using a discounted cash flow model approach. The model utilises comparable from the leveraged loan asset class based on the loan's credit rating, geography and industry. The market value of these investments was £2,538,000 (2023: £nil) representing 1.9% (2023: nil) of the portfolio of investments.

Additionally, some investments are priced monthly using a single quote from a broker, which the Investment Manager (in its capacity as AIFM) has designated as level 3 assets. The broker, typically either the lead manager and/or the broker where the deal was most recently traded through, will run a DCF model to arrive at a valuation. The market value of these investments was £11,984,000 (2023: £12,832,000) representing 8.8% (2023: 9.6%) of the portfolio of investments.

Some private senior floating rate loans are valued initially at par and are monitored to ensure this represents fair value for these instruments. On a monthly basis these instruments are assessed to understand whether there is any evidence of valuation movements, including impairment or any upcoming refinancing. The market value of these investments was £27,367,000 (2023: £24,418,000) representing 20.2% (2023: 18.4%) of the portfolio of investments.

One loan valued on this basis within the portfolio is now priced below par and in line with observable broker quotes for the loan. The market value of this investment was £619,000 (2023: £619,000) representing 0.5% (2023: 0.5%) of the portfolio of investments.

Three loans are valued using a recovery analysis approach. These loans have defaulted and the valuation is calculated by modelling out the potential recovery based on different scenarios and the valuation of the underlying collateral. The market value of these investments was £643,000 (2023: £nil) representing 0.5% (2023: nil) of the portfolio of investments.

Financial statements

Notes to the Financial Statements (continued)

Level 3 reconciliation

The following table shows a reconciliation of all movements in the fair value of financial instruments categorised within Level 3 between the beginning and the end of the financial year:

	Level 3 31 December 2024 £'000	Level 3 31 December 2023 £'000
Financial assets at FVTPL		
Opening balance	59,015	69,131
Net (losses)/gains	(1,427)	152
Purchases	12,710	8,679
Sales	(9,913)	(18,947)
Transfer into/(out of) Level 3	–	–
Closing balance	**60,385**	**59,015**

During the year ended 31 December 2024, there were no transfers in/out of level 3 (2023: none).

15 Capital commitments

There were outstanding unfunded investment commitments of £1,133,000 (2023: £376,000) at the year end.

	As at 31 December 2024 £'000	As at 31 December 2023 £'000
Kee Safety Var. Rate 31 Mar 2028	257	–
Pinebridge Benson Elliot LLP Var. Rate 14 Aug 2024	726	–
Project Grey Var. Rate 30 Apr 2025 (Senior)	81	205
Project Grey Var. Rate 30 Apr 2025 (Junior)	69	171
	1,133	**376**

16 Capital management policies and procedures

The Company's capital management objectives are:

- to ensure that the Company will be able to continue as a going concern; and
- to generate a regular and attractive level of income with low asset value volatility by investing in a diversified portfolio of public and private debt instruments.

The capital of the Company consists of equity, comprising issued capital, reserves and retained earnings.

The Board monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- the nature and planned level of gearing, which takes account of the Investment Manager's views on the market;
- the issue and buy back of share capital within limits set by the shareholders in a general meeting; and
- the extent to which revenue in excess of that which is required to be distributed should be retained.

Financial statements

Notes to the Financial Statements (continued)

17 Post Balance Sheet Events

Following the year end the Company issued 6,650,000 Ordinary Shares and a further 6,647,969 Ordinary Shares through a Placing and Retail Offer. For further details, please refer to page 39.

Notice of Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares in M&G Credit Income Investment Trust plc, please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the sixth ANNUAL GENERAL MEETING (AGM) of M&G Credit Income Investment Trust plc will be held at the offices of M&G Alternatives Investment Management Limited, 10 Fenchurch Avenue, London EC3M 5AG at 10:00 am on Wednesday, 21 May 2025 to consider and vote on the resolutions below.

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and Resolutions 12 to 15 (inclusive) will be proposed as special resolutions.

Ordinary business

1. To receive and, if thought fit, to accept the Strategic Report, Directors' Report, Auditor's Report and the audited Financial Statements for the year ended 31 December 2024.
2. To receive and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 December 2024.
3. To approve the Company's dividend policy that the Company intends to distribute at least 85% of its distributable income earned each financial year by way of dividends and that, until the conclusion of the next general meeting at which financial statements are laid before the Company, such dividends are intended to be paid quarterly.
4. To re-elect Mr David Simpson as a Director of the Company.
5. To re-elect Mr Richard Boléat as a Director of the Company.
6. To re-elect Mrs Barbara Powley as a Director of the Company.
7. To re-elect Ms Jane Routledge as a Director of the Company.
8. To re-appoint BDO LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
9. To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.
10. THAT, in substitution for all existing authorities and conditional on the passing of Resolution 12 below, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot up to 16,049,374 Ordinary Shares equivalent to a nominal amount of £160,493.74, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at 26 March 2025, or, if different, the number representing 10% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) as at the date of passing this Resolution, provided that such authority shall expire on the date of the 2026 Annual General Meeting (unless previously revoked or varied by the Company in a general meeting prior to such time), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. The authority granted by this Resolution 10 shall be in addition to the authority set out in Resolution 11.

Notice of Annual General Meeting

11. THAT, in substitution for all existing authorities and conditional on the passing of Resolution 13 below, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot up to 16,049,374 Ordinary Shares equivalent to a nominal amount of £160,493.74, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at 26 March 2025, or, if different, the number representing 10% of the aggregate nominal value of the Company's issued share capital (excluding treasury shares) as at the date of passing this Resolution, provided that such authority shall expire on the date of the 2026 Annual General Meeting (unless previously revoked or varied by the Company in a general meeting prior to such time), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. The authority granted by this Resolution 11 shall be in addition to the authority set out in Resolution 10.

Special resolutions

12. THAT, in substitution for all existing authorities and conditional on the passing of Resolution 10 above, the Directors be and are hereby empowered, pursuant to Section 570 and Section 573 of the Act to allot Ordinary Shares (including the sale of treasury shares) for cash pursuant to the authority set out in Resolution 10 as if Section 561 of the Act did not apply to any such allotment or sale out of treasury, provided that this power shall expire on the date of the 2026 Annual General Meeting (unless previously revoked or varied by the Company in a general meeting prior to such time), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after the expiry of such power, and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if such power had not expired. The power granted by this Resolution 12 shall be in addition to the power set out in Resolution 13.

13. THAT, in substitution for all existing authorities and conditional on the passing of Resolution 11 above, the Directors be and are hereby empowered, pursuant to Section 570 and Section 573 of the Act to allot Ordinary Shares (including the sale of treasury shares) for cash pursuant to the authority set out in Resolution 11 as if Section 561 of the Act did not apply to any such allotment or sale out of treasury, provided that this power shall expire on the date of the 2026 Annual General Meeting (unless previously revoked or varied by the Company in a general meeting prior to such time), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted after the expiry of such power, and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if such power had not expired. The power granted by this Resolution 13 shall be in addition to the power set out in Resolution 12.

14. THAT, the Company be authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares provided that the maximum number of Ordinary Shares authorised to be purchased will be up to 14.99% of the Ordinary Shares in issue at the date of this Notice, excluding any treasury shares, or, if changed, 14.99% of the Ordinary Shares in issue, excluding any treasury shares, immediately following the passing of this resolution. The minimum price which may be paid for an Ordinary Share is £0.01. The maximum price which may be paid for an Ordinary Share must not be more than the higher of:

- 5.0% above the average of the mid-market value of the Ordinary Shares for the five business days before the purchase is made; or

Notice of Annual General Meeting

- The higher of the price of the last independent trade and the highest current independent bid for the Ordinary Shares.

Such authority will expire at the AGM of the Company to be held in 2026, save that the Company may contract to purchase Ordinary Shares under the authority thereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase Ordinary Shares in pursuance of such contract.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to make market purchases of Ordinary Shares.

All Ordinary Shares purchased pursuant to the above authority shall be either:

- Held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act; or
- Cancelled immediately upon completion of the purchase.

15. THAT, a General Meeting, other than an AGM, may be called on not less than 14 clear days' notice.

Registered Office:
Central Square, 29 Wellington Street, Leeds,
LS1 4DL

By Order of the Board of Directors
MUFG Corporate Governance Limited
Company Secretary
26 March 2025

Notice of Annual General Meeting

ADMINISTRATIVE NOTES IN CONNECTION WITH THE ANNUAL GENERAL MEETING

1. **Entitlement to attend and vote**

   To be entitled to attend and vote at the Meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 19 May 2025 (or, if the Meeting is adjourned, close of business on the date which is two business days before the adjourned Meeting) shall be entitled to attend and vote at the Meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

2. **Website giving information regarding the Meeting**

   Information regarding the Meeting, including the information required by Section 311A of the Act, is available from **mandg.com/creditincomeinvestmenttrust**

3. **Attending in person**

   If you wish to attend the Meeting in person, please bring some form of identification.

   Appointment of proxies

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can appoint a proxy only using the procedures set out in these notes.

5. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. 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 Chairman) and give your instructions directly to them.

6. 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, please indicate on your proxy submission how many shares it relates to.

7. 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 no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

8. **Appointment of proxy using hard copy proxy form**

   A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, MUFG Corporate Markets' general helpline team on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00-17:30, Monday to Friday excluding public holidays in England and Wales. You can also request via email at **shareholderenquiries@cm.mpms.mufg.com** or via postal address at MUFG Corporate Markets, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member that is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

9. **Appointment of a proxy online**

   You may submit your proxy electronically using the Share Portal service at **signalshares.com** Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies.

   Shareholders will need to use the unique personal identification Investor Code ('IVC') printed on your share certificate. If you need help with voting online, please contact our Registrar, MUFG Corporate Markets' portal team on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00-17:30, Monday to Friday excluding public holidays in England and Wales. You can also email **shareholderenquiries@cm.mpms.mufg.com**

10. **Appointment of proxies through CREST**

    CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from **euroclear.com**). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 10:00 am on 19 May 2025. 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.

Notice of Annual General Meeting

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

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

11. Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to proxymity.io Your proxy must be lodged by 10:00 am on 19 May 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

12. Appointment of proxy by joint members

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

13. Changing proxy instructions

To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact MUFG Corporate Markets as per the communication methods shown in note 8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

14. Termination of proxy appointments

In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, at the address shown in note 8. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the Meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

15. Corporate representatives

A corporation that is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

16. Issued shares and total voting rights

As at 26 March 2025, the Company's issued share capital comprised 160,493,740 Ordinary Shares of £0.01 each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company on 26 March 2025 is 160,493,740. The website referred to in note 2 will include information on the number of shares and voting rights.

17. Questions at the Meeting

Under Section 319A of the Act, 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;
- 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.

Notice of Annual General Meeting

18. Website publication of audit concerns

Under Section 527 of the Companies Act 2006, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the Shareholders propose to raise at the relevant meeting.

The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

19. Documents on display

Copies of the letters of appointment of the Directors of the Company and a copy of the Articles of Association of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the Meeting.

Shareholder communications

The majority of Shareholders choose to receive Annual Reports and Notices of meetings electronically. This has a number of advantages for the Company and its Shareholders. It increases the speed of communication, saves you time and reduces print and distribution costs and our impact on the environment.

Company law requires that the Company asks Shareholders to consent to the receipt of communications electronically and via a website[a]. Please note that if you consent to website publication you will continue to be notified in writing and through the release of an announcement on the London Stock Exchange each time the Company places a statutory communication on the website. Annual Reports and other documents which are required to be sent to Shareholders ('shareholder information') are published on our website at **mandg.com/creditincomeinvestmenttrust** If you consent, the website will be the way in which you access all future shareholder information.

Please note that you still have the right to request hard copies of shareholder information at no charge.

- If you would like to receive notifications by email, you can register your email address via the Share Portal **signalshares.com** or write to FREEPOST SAS, 29 Wellington Street, LS1 4DL (no stamp or further address detail is required). Please write in BLOCK CAPITALS.
- If you would like to receive shareholder information by means of a website, there is nothing more you need to do. You will be notified by post when shareholder information has been placed on the website.
- If you would like to receive shareholder information in hard copy form, you can register your request via the Share Portal **signalshares.com** or write to FREEPOST SAS, 29 Wellington Street, LS1 4DL (no stamp or further address detail is required). Please write in BLOCK CAPITALS.

Please note that if you hold your shares corporately or in a CREST account, you are not able to use the Share Portal to inform us of your preferred method of communication and should instead write to FREEPOST SAS, 29 Wellington Street, LS1 4DL (no stamp or further address detail is required). Please write in BLOCK CAPITALS.

If we do not receive a reply from you within 28 days of the date of dispatch of this notice, you will be deemed to have consented to website publication of shareholder information and you will not receive hard copies of shareholder information in the post.

[a] The Company reserves the right to send hard copy documents to Shareholders where, for example, overseas securities laws do not permit electronic communication or in other circumstances where the Company considers that electronic delivery may not be appropriate.

Additional shareholder information

Arrange to have your dividends paid direct into your bank account

This means that:

- Your dividend reaches your bank account on the payment date.
- It is more secure – cheques can sometimes get lost in the post.
- You don't have the inconvenience of depositing a cheque.
- Helps reduce cheque fraud.

If you have a UK bank account you can sign up for this service on Signal shares (by clicking on 'your dividend options' and following the on screen instructions).

Company information

Directors (all non-executive)
David Simpson (Chairman)
Richard Boléat (Chairman of the Audit Committee)
Barbara Powley (Senior Independent Director)
Jane Routledge

AIFM and Investment Manager
M&G Alternatives Investment Management Limited (MAGAIM)[a]
10 Fenchurch Avenue, London EC3M 5AG
Website: **mandg.com/investments/private-investor/en-gb**
Telephone: +44 (0) 800 390 390

Administrator
State Street Bank and Trust Company[a]
20 Churchill Place, London E14 5HJ

Company Secretary and registered office
MUFG Corporate Governance Limited
Central Square, 29 Wellington Street, Leeds LS1 4DL
Telephone: 0333 300 1932

Broker
Winterflood Securities Limited[a]
Riverbank House, 2 Swan Lane, London EC4R 3GA

Solicitors
Herbert Smith Freehills LLP[a]
Exchange House, Primrose Street, London EC2A 2EG

Auditor
BDO LLP
55 Baker Street, London W1U 7EU

Registrar and transfer office
MUFG Corporate Markets
Shareholder Services Department
Central Square, 29 Wellington Street, Leeds LS1 4DL

Telephone: 0371 664 0300
(Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales).
Email: **shareholderenquiries@cm.mpms.mufg.com**
Website: **eu.mpms.mufg.com**

Depositary
State Street Trustees Limited[a]
20 Churchill Place, London E14 5HJ

Custodian
State Street Bank and Trust Company[a]
20 Churchill Place, London E14 5HJ

Banker
State Street Bank International GmbH
Brienner Straße 59, 0333 Munich, Germany

Association of Investment Companies (AIC)
The Company is a member of the AIC, which publishes monthly statistical information in respect of member companies.

The AIC can be contacted on 020 7282 5555, **enquiries@theaic.co.uk** or
visit the website: **theaic.co.uk**

Company website
mandg.com/creditincomeinvestmenttrust

[a] Authorised and regulated by the Financial Conduct Authority.

Alternative performance measures

Net Asset Value (NAV) per Ordinary Share

The NAV, also described as shareholders' funds, is the value of the Company's assets less its liabilities. The NAV per Ordinary Share is calculated by dividing the NAV by the number of Ordinary Shares in issue (excluding treasury shares).

Ongoing charges

Ongoing charges represent the total of the investment management fee and all other operating expenses (excluding non-recurring items, certain finance costs and cost of buying back or issuing shares), expressed as a percentage of the average net assets (of the Company) over the reporting year.

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Ongoing charges are calculated with reference to the following figures:		
Investment management fee	937	943
Other expenses[a]	798	853
Total expenses for the year	**1,735**	**1,796**
Ongoing expenses	1,753	1,730
Average net assets over the year	136,544	134,798
Ongoing charges figure	1.28%	1.28%

[a] Includes the commitment fee on the revolving credit facility.

Premium/discount to NAV

The premium is the amount by which the share price of an investment trust exceeds the NAV per Ordinary Share. The discount is the amount by which the NAV per Ordinary Share exceeds the share price of an investment trust. The premium/discount is normally expressed as a percentage of the NAV per Ordinary Share.

Total return

Total return is the return to shareholders that measures the combined effect of any dividends paid in the period with the increase or decrease in the share price or NAV per share.

Share price total return

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

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Opening share price	92.2p	92.1p
Dividends paid	8.58p	8.25p
Effect of dividend reinvested	0.45p	0.36p
Closing share price	96.6p	92.2p
Adjusted closing share price	105.6p	100.8p
Share price total return	14.6%	9.5%

Alternative performance measures

NAV total return

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

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Opening NAV per share	96.21p	94.99p
Dividends paid	8.58p	8.25p
Effect of dividend reinvested	0.29p	0.43p
Closing NAV per share	95.11p	96.21p
Adjusted closing NAV per share	103.98p	104.89p
NAV total return	8.1%	10.4%

Dividend yield

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

	Year ended 31 December 2024 £'000	Year ended 31 December 2023 £'000
Dividends declared per Ordinary Share[a]	8.53p	7.96p
Ordinary Share price	96.6p	92.2p
Dividend yield	8.8%	8.6%

[a] Based on dividends declared in respect of the previous 12 months.

Glossary

Adjusted opening NAV The opening NAV, adjusted for the payment of the last dividend in respect of the previous financial year.

Asset Anything having commercial or exchange value that is owned by a business, institution or individual.

ABS (Asset backed security) A security whose income payments and value are derived from and collateralised by a specified pool of underlying assets.

Asset class Category of assets, such as cash, company shares, fixed income securities and their sub-categories, as well as tangible assets such as real estate.

Association of Investment Companies (AIC) The UK trade body that represents investment managers. It works with investment managers, liaising with government on matters of taxation and regulation, and also aims to help investors understand the industry and the investment options available to them.

AUM Assets under management.

Basis points (bps) A common unit of measure for interest rates and other percentages in finance. One basis point is equal to 1/100th of 1%, or 0.01%, or 0.0001, and is used to denote the percentage change in a financial instrument.

Bond A loan in the form of a security, usually issued by a government or company, which normally pays a fixed rate of interest over a given time period, at the end of which the initial amount borrowed is repaid.

Callable bond A bond that can be redeemed (in other words, called) by the issuer before its maturity date. The price at which the issuer buys back the bond is normally higher than its issue price. A bond is usually called when interest rates fall, so that the issuer can refinance its debt at the new, lower interest rates.

Capital Refers to the financial assets, or resources, that a company has to fund its business operations.

Capitalisation The total market value of all of a company's outstanding shares.

CTA Corporation Tax Act.

CLO (Collateralised loan obligation) Actively managed investment vehicle which issues rated tranches of debt from AAA-B and an unrated equity tranche. Underlying assets are predominantly made up of leveraged loans and high yield bonds.

Closed-ended A term used to describe an investment company whose capital is fixed and whose shares are not generally redeemable at the option of a holder.

CMBS (Commercial mortgage-backed security) A type of asset-backed security which is collateralised by a commercial real estate asset, either a single property, or – more often – a portfolio of several properties.

Comparative sector A group of investment companies with similar investment objectives and/or types of investment, as classified by bodies such as the AIC or Morningstar™. Sector definitions are mostly based on the main assets an investment company should invest in, and may also have a geographic focus. Sectors can be the basis for comparing the different characteristics of similar investment companies, such as their performance or charging structure.

Consumer Prices Index (CPI) An index used to measure inflation, which is the rate of change in prices for a basket of goods and services. The contents of the basket are meant to be representative of products and services we typically spend our money on.

Convertible bonds Fixed income securities that can be exchanged for predetermined amounts of company shares at certain times during their life.

Corporate bonds Fixed income securities issued by a company. They are also known as bonds and can offer higher interest payments than bonds issued by governments as they are often considered more risky.

Credit The borrowing capacity of an individual, company or government. More narrowly, the term is often used as a synonym for fixed income securities issued by companies.

Credit default swaps (CDS) Are a type of derivative, namely financial instruments whose value, and price, are dependent on one or more underlying assets. CDS are insurance-like contracts that allow investors to transfer the risk of a fixed income security defaulting to another investor.

Credit rating An independent assessment of a borrower's ability to repay its debts. A high rating indicates that the credit rating agency considers the issuer to be at low risk of default; likewise, a low rating indicates high risk of default. Standard & Poor's, Fitch and Moody's are the three most prominent credit rating agencies. Default means that a company or government is unable to meet interest payments or repay the initial investment amount at the end of a security's life.

Credit spread The difference between the yield of a corporate bond, a fixed income security issued by a company, and a government bond of the same life span. Yield refers to the income received from an investment and is expressed as a percentage of the investment's current market value.

Debt instrument A formal contract that a government, a business or an individual can use to borrow money. Debt instruments outline the detailed conditions of the loan, such as the amount and schedule of payment of interest, the length of time before the principal is paid back, or any guarantees (collateral) that the borrower offers. Any type of debt can be a debt instrument – from bonds and loans to credit cards.

Default When a borrower does not maintain interest payments or repay the amount borrowed when due.

Glossary

Derivatives Financial instruments whose value, and price, are dependent on one or more underlying assets. Derivatives can be used to gain exposure to, or to help protect against, expected changes in the value of the underlying investments. Derivatives may be traded on a regulated exchange or traded over the counter.

Developed economy or market Well-established economies with a high degree of industrialisation, standard of living and security.

Dividend Dividends represent a share in the profits of the company and are paid out to a company's shareholders at set times of the year.

ECB (European Central Bank) Central bank of the 19 European Union countries which have adopted the euro.

Emerging economy or market Economies in the process of rapid growth and increasing industrialisation. Investments in emerging markets are generally considered to be riskier than those in developed markets.

Episode A phase during which investors allow their emotions to affect their decision making, which can cause financial markets to move irrationally.

Equities Shares of ownership in a company.

Ex-dividend, ex-distribution or XD date The date on which declared distributions or dividends officially belong to underlying investors.

Exposure The proportion of an investment company invested in a particular share/fixed income security, sector/region, usually expressed as a percentage of the overall portfolio.

Fixed income security A loan in the form of a security, usually issued by a government or company, which normally pays a fixed rate of interest over a given time period, at the end of which the initial amount borrowed is repaid.

Floating rate notes (FRNs) Securities whose interest (income) payments are periodically adjusted depending on the change in a reference interest rate.

Gearing Is a measure of financial leverage that demonstrates the degree to which the Investment Trust's operations are funded by equity capital versus creditor financing.

Gilts Fixed income securities issued by the UK Government.

Government bonds Fixed income securities issued by governments, that normally pay a fixed rate of interest over a given time period, at the end of which the initial investment is repaid.

Hard currency (bonds) Refers to bonds denominated in a highly traded, relatively stable international currency, rather than in the bond issuer's local currency. Bonds issued in a more stable hard currency, such as the US dollar, can be more attractive to investors where there are concerns that the local currency could lose value over time, eroding the value of bonds and their income.

Hedging A method of reducing unnecessary or unintended risk.

High yield bonds Fixed income securities issued by companies with a low credit rating from a recognised credit rating agency. They are considered to be at higher risk of default than better quality, ie higher rated fixed income securities but have the potential for higher rewards. Default means that a company or government is unable to meet interest payments or repay the initial investment amount at the end of security's life.

Index An index represents a particular market or a portion of it, serving as a performance indicator for that market.

Index-linked bonds Fixed income securities where both the value of the loan and the interest payments are adjusted in line with inflation over the life of the security. Also referred to as inflation-linked bonds.

Inflation The rate of increase in the cost of living. Inflation is usually quoted as an annual percentage, comparing the average price this month with the same month a year earlier.

Investment grade bonds Fixed income securities issued by a company with a medium or high credit rating from a recognised credit rating agency. They are considered to be at lower risk from default than those issued by companies with lower credit ratings. Default means that a company or government is unable to meet interest payments or repay the initial investment amount at the end of a security's life.

Investment trust An investment trust is a form of collective investment fund found mostly in the United Kingdom. Investment trusts are closed-end funds and are constituted as public limited companies.

IRR Internal Rate of Return.

IPO Initial Public Offering. The process of offering shares of a private corporation to the public.

Issuer An entity that sells securities, such as fixed income securities and company shares.

Leverage When referring to a company, leverage is the level of a company's debt in relation to its assets. A company with significantly more debt than capital is considered to be leveraged. It can also refer to an investment company that borrows money or uses derivatives to magnify an investment position.

LIBOR The three-month GBP London Interbank Borrowing Rate is the rate at which banks borrow money from each other (in UK pounds) for a three-month period.

Liquidity A company is considered highly liquid if it has plenty of cash at its disposal. A company's shares are

Glossary

considered highly liquid if they can be easily bought or sold since large amounts are regularly traded.

Liquidity Opportunity The opportunity to the Shareholders to realise the value of some or all of their Ordinary Shares at NAV per Ordinary Shares less costs, as set out in the Company's Articles of Association unless the Board is directed by shareholders by way of a special resolution not to offer such Liquidity Opportunity.

Local currency (bonds) Refers to bonds denominated in the currency of the issuer's country, rather than in a highly traded international currency, such as the US dollar. The value of local currency bonds tends to fluctuate more than bonds issued in a hard currency, as these currencies tend to be less stable.

Long position Refers to ownership of a security held in the expectation that the security will rise in value.

Macroeconomic Refers to the performance and behaviour of an economy at the regional or national level. Macroeconomic factors such as economic output, unemployment, inflation and investment are key indicators of economic performance. Sometimes abbreviated to 'macro'.

Maturity The length of time until the initial investment amount of a fixed income security is due to be repaid to the holder of the security.

Mezzanine tranche A generally small layer of corporate debt positioned between the senior tranche (mostly AAA) and a junior tranche (unrated, typically called equity tranche).

Modified duration A measure of the sensitivity of a fixed income security, also called a bond, or bond fund to changes in interest rates. The higher a bond or bond fund's modified duration, the more sensitive it is to interest rate movements.

Monetary policy A central bank's regulation of money in circulation and interest rates.

Morningstar™ A provider of independent investment research, including performance statistics and independent investment company ratings.

Near cash Deposits or investments with similar characteristics to cash.

Net asset value (NAV) An investment company's NAV is calculated by taking the current value of its assets and subtracting its liabilities.

NAV total return A measure showing how the net asset value (NAV) per share has performed over a period of time, taking into account both capital returns and dividends paid to shareholders.

NAV total return is expressed as a percentage change from the start of the period. It assumes that dividends paid to shareholders are reinvested at NAV at the time the shares are quoted ex-dividend.

NAV total return shows performance which is not affected by movements in share price discounts and premiums. It also takes into account the fact that different investment companies pay out different levels of dividends.

Non-executive Director (NED) A non-executive Director is a member of a company's board of directors who is not part of the executive team. A non-executive Director typically does not engage in the day-to-day management of the organisation, but is involved in policy making and planning exercises.

Official List The Official List (or UKLA Official List) is the list maintained by the Financial Conduct Authority in accordance with Section 74(1) of the Financial Services and Markets Act 2000 (the Act) for the purposes of Part VI of the Act.

Ongoing charges figure The ongoing charges figure includes charges for management of the fund; administration services; and services provided by external parties, which include depository, custody and audit, as well as incorporating the ongoing charges figure from funds held in the portfolio (taking into account any rebates). The ongoing charges figure (as a percentage of shareholders' funds) is an annualised rate calculated using average net assets over the period in accordance with the Association of Investment Companies' (AIC) recommended methodology.

Options Financial contracts that offer the right, but not the obligation, to buy or sell an asset at a given price on or before a given date in the future.

Ordinary Share Ordinary Share is the only class of shares issued and benefits from all the income and capital growth in the portfolio.

Overweight If an investment company is 'overweight' in a stock, it holds a larger proportion of that stock than the comparable index or sector.

Payment date The date on which dividends will be paid by the investment company to investors.

Private debt instruments These instruments not traded on a stock exchange and typically issued to small groups of institutional investors.

Public debt instruments These instruments refers to assets that are listed on a recognised exchange.

REIT (real estate investment trust) A REIT is a company that owns, operates or finances income-producing real estate.

Retail Prices Index (RPI) A UK inflation index that measures the rate of change of prices for a basket of goods and services in the UK, including mortgage payments and council tax.

Revolving credit facility A line of credit (essentially a loan agreement) is established between a bank and a business from which the business can draw funds at any time as needed. The bank sets a ceiling for the loan.

Glossary

RMBS (Residential mortgage-backed security) A type of asset-backed security which is collateralised by a portfolio of residential properties.

Securitise/securitisation The creation and issuance of tradeable securities, such as bonds, that are backed by the income generated by an illiquid asset or group of assets. By pooling a collection of illiquid assets, such as mortgages, securities backed by the mortgages' income payments can be packaged and sold to a wider range of investors.

Senior tranche The highest tranche of a debt security, ie the one deemed least risky. Any losses on the value of the security are only experienced in the senior tranche once all other tranches have lost all their value. For this relative safety, the senior tranche pays the lowest rate of interest.

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

Short position A way for an Investment Manager to express his or her view that the market might fall in value.

Short dated corporate bonds Fixed income securities issued by companies and repaid over relatively short periods.

Short dated government bonds Fixed income securities issued by governments and repaid over relatively short periods.

SMEs (Small and medium-sized enterprise) A business defined in the United Kingdom by reference to staff headcount (less than 250 employees) and annual turnover (less than £25 million).

SONIA (Sterling Overnight Index Average) SONIA is an interest rate index administered by the Bank of England and based on actual transactions. It reflects the average interest rate that banks pay to borrow sterling overnight from other banks and institutional investors.

Spread duration A measure of the portfolio's sensitivity to changes in credit spreads.

Sub-investment grade bonds Fixed income securities issued by a company with a low rating from a recognised credit rating agency. They are considered to be at higher risk from default than those issued by companies with higher credit ratings. Default means that a company or government is unable to meet interest payments or repay the initial investment amount at the end of a security's life.

Swap A swap is a derivative contract where two parties agree to exchange separate streams of cash flows. A common type of swap is an interest rate swap to hedge against interest rate risk.

Synthetic inflation-linked bonds Refers to securities created using a combination of assets to simulate the characteristics of inflation-linked bonds. By buying inflation-linked government bonds and selling protection against companies defaulting on their debts, using credit default swaps, the combined synthetic investment will behave similarly to a physical inflation-linked bond, had one been issued. Synthetic inflation-linked bonds are usually created where a company does not have any inflation-linked bonds in issue.

Tap issuance programme A method of share issuance whereby the company issues shares over a period of time, rather than in one sale. A tap issue allows the company to make its shares available to investors when market conditions are most favourable.

Total return The term for the gain or loss derived from an investment over a particular period. Total return includes income (in the form of interest or dividend payments) and capital gains.

Treasury shares Shares that the company bought back from the marketplace and it keeps in its treasury; they do not count for the distribution of dividends or the calculation of earnings per share or net asset value per share. Also known as treasury stock.

Valuation The worth of an asset or company based on its current price.

Volatility The degree to which a given security, investment company, fund, or index rapidly changes. It is calculated as the degree of deviation from the norm for that type of investment over a given time period. The higher the volatility, the riskier the security tends to be.

Weighted average life (WAL) The asset-weighted average number of years to final maturity of the portfolio, based on the final maturity for all assets/exposures.

Yield This refers to either the interest received from a fixed income security or to the dividends received from a share. It is usually expressed as a percentage based on the investment's costs, its current market value or its face value. Dividends represent a share in the profits of a company and are paid out to the company's shareholders at set times of the year.

Yield to maturity The total return anticipated on the portfolio if the underlying bonds are held until maturity.

Zero discount policy On 30 April 2021, the Company announced a zero discount policy (the 'Policy') to manage the discount or premium to NAV at which the Company's Ordinary Shares trade. The Policy has been adopted so that shareholders benefit appropriately from the Company's investment objective which is to generate a regular and attractive level of income with low asset value volatility. The Company seeks to ensure that the Ordinary Shares trade close to NAV in normal market conditions through a combination of Ordinary Share buybacks and the issue of new Ordinary Shares, or resale of Ordinary Shares held in treasury, where demand exceeds supply.

Shareholder information and analysis

Website

The Company's website is **mandg.com/creditincomeinvestmenttrust**
The site provides visitors with Company information and literature downloads.

Annual and Half Year Reports

Copies of the Annual and Half Year Reports may be obtained from the Company by visiting **mandg.com/creditincomeinvestmenttrust**

Share prices and NAV information

The Company's Ordinary Shares of 1p each are quoted on the London Stock Exchange's (LSE) main market for listed securities:

Ordinary £0.01 shares SEDOL number: BFYYL32 ISIN: GB00BFYYL325

Ticker: MGCI

LEI: 549300E9W63X1E5A3N24

The codes above may be required to access trading information relating to the Company on the internet.

The Company's NAV per share is released monthly to the London Stock Exchange and published on the Company's website.

Investing in the Company

The Company's shares can be bought or sold through a stockbroker or other financial intermediary.

The Ordinary Shares are permissible assets for a self-invested personal pension (SIPP) and a small self-administered scheme (SSAS) and are 'qualifying investments' for the stocks and shares component of an Individual Savings Account (ISA). Individuals wishing to invest in shares through an ISA, SIPP or SSAS should, however, contact their professional advisers regarding their eligibility.

Share register enquiries

The register for the Ordinary Shares is maintained by MUFG Corporate Markets. In the event of queries regarding your holding, please contact the Registrar on 0371 664 0300.

Changes of name and/or address must be notified in writing to the Registrar, at the address shown on page 114. You can check your shareholding and find practical help on transferring shares or updating your details at **signalshares.com**

Dividends

Shareholders who wish to have dividends paid directly into a bank account rather than by cheque to their registered address can complete a mandate form for the purpose. Mandate forms may be obtained from MUFG Corporate Markets on request from the address on page 114 or downloaded from their website **signalshares.com** Alternatively If you have a UK bank account you can sign up for this service on Signal Shares, if you have already registered you can log in to record your bank account details. Once logged in, click on 'Manage your account' at the top of the screen and then select 'Payment Preferences' to record your bank details.

If you haven't registered you can do so and update your bank details immediately. Go to the home screen and follow the link under 'Register an account'. You'll need to enter your investor code, surname and postcode.

The Company operates the BACS system for the payment of dividends. Where dividends are paid directly into Shareholders' bank accounts, dividend tax vouchers are sent to Shareholders' registered addresses.

Key dates

Annual results	March
Annual General Meeting	May
Half Year results	September
Dividends declared	January, April, July, October

Shareholder information and analysis

Association of Investment Companies

The Company is a member of the AIC, which publishes monthly statistical information in respect of member companies. The AIC can be contacted on 020 7282 5555, **enquiries@theaic.co.uk** or visit the website: **theaic.co.uk**

Company registration

Registered in England and Wales. Company registration number 11469317.

Enquiries

Shareholders can contact the Company Secretary, MUFG Corporate Governance Limited at **mandgcredit@cm.mpms.mufg.com**

Shareholder warning

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These calls typically come from fraudsters operating in 'boiler rooms' offering investors shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. While high profits are promised, those who buy or sell shares in this way usually lose their money.

These fraudsters can be very persistent and extremely persuasive. Shareholders are therefore advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports.

It is very unlikely that either the Company or the Company's Registrar would make unsolicited telephone calls to Shareholders and that any such calls would relate only to official documentation already circulated to Shareholders and never in respect of investment 'advice'.

If you have been contacted by an unauthorised firm regarding your shares, you can report this using the FCA helpline on 0800 111 6768 or by using the share fraud reporting form at **fca.org.uk/consumers/scams**

Other regulatory disclosures

Alternative Investment Fund Managers ('AIFM') Directive

In accordance with the AIFMD, information in relation to the Company's leverage, pre-investment disclosures and the remuneration of the Company's AIFM are required to be made available to investors.

Leverage

For the purpose of the Alternative Investment Fund Manager (AIFM) Directive, leverage is any method that increases the Company's exposure, including the borrowing of cash and the use of derivatives.

It is expressed as the ratio of the Company's exposure to its NAV. This exposure must be calculated in two ways, the 'gross method' and the 'commitment method'.

Under the gross method, exposure represents the sum of the absolute values of all positions, so as to give an indication of overall exposure. Under the commitment method, exposure is calculated in a similar way, but after netting off hedges which satisfy certain strict criteria.

The Company's maximum and actual leverage levels at 31 December 2024 are shown below.

	Gross method	Commitment method
Maximum permitted limit	300%	150%
Actual	121%	102%

Pre-investment disclosures

The AIFMD requires certain information to be made available to investors in AIFs before they invest and requires that material changes to this information be disclosed in the Annual Report of each AIF. An Investor Disclosure Document, which sets out information on the Company's investment strategy and policies, leverage, risk, liquidity, administration, management, fees, conflicts of interest and other shareholder information is available on the website at mandg.com/investments/investor-disclosure-document

There have been no material changes (other than those reflected in these Financial Statements) to this information requiring disclosure. Any information requiring immediate disclosure pursuant to the AIFMD will be disclosed to the London Stock Exchange through a primary information provider.

Other regulatory disclosures

Remuneration

In line with the requirements of the Alternative Investment Fund Managers Directive ('AIFMD'), M&G Alternatives Investment Management Limited (the 'AIFM') is subject to a remuneration policy which is consistent with the principles outlined in the European Securities and Markets Authority guidelines on sound remuneration policies under the AIFMD.

The remuneration policy is designed to ensure that any relevant conflicts of interest can be managed appropriately at all times and that the remuneration of employees is in line with the risk policies and objectives of the alternative investment funds managed by the AIFM. Further details of the remuneration policy can be found here: mandgplc.com/our-business/mandg-investments/mandg-investments-business-policies. The remuneration policy and its implementation is reviewed on an annual basis, or more frequently where required, and is approved by the M&G plc Remuneration Committee. The most recent review found no fundamental issues and no material changes were made to the policy.

The AIFM is required under the AIFMD to make quantitative disclosures of remuneration. These disclosures are made in line with M&G's interpretation of currently available guidance on quantitative remuneration disclosures.

The AIFM does not employ any staff directly. The 'Identified Staff' of M&G Alternatives Investment Management Limited are those who could have a material impact on the risk profile of M&G Alternatives Investment Management Limited or the AIFs it manages (including M&G Credit Income Investment Trust plc) and generally include senior management, risk takers and control functions. 'Identified Staff' typically provide both AIFMD and non-AIFMD related services and have a number of areas of responsibility across multiple entities. Therefore, only the portion of remuneration for those individuals' services which may be attributable to the AIFM is included in the remuneration figures disclosed. Accordingly the figures are not representative of any individual's actual remuneration. The information needed to provide a further breakdown of remuneration is not readily available and would not be relevant or reliable.

The amounts shown below reflect payments made in respect of the financial year 1 January 2024 to 31 December 2024.

	Fixed Remuneration £'000	Variable Remuneration (including carried interest) £'000	Total £'000	Beneficiaries
Senior Management	41	122	163	12
Other Identified Staff	1,695	22,407	24,102	16
Total	**1,736**	**22,529**	**24,265**	**28**

Notes

M&G Investments