Miton

Miton Global Opportunities plc

Annual Report

for the year ended 30 April 2019

Miton Global Opportunities plc Annual Report for the year ended 30 April 2019

Investment Objective

The objective of the Company is to outperform 3-month SONIA plus 2% (the Benchmark) over the longer term, principally through exploiting inefficiencies in the pricing of closed-end funds. This is intended to reflect the aim of providing a better return to shareholders over the longer term than they would get by placing money on deposit.

The Benchmark in the investment objective is a target only and should not be treated as a guarantee of the performance of the Company or its portfolio.

The investment policy of the Company is set out on page 12.

Company Summary

Benchmark
3-month SONIA plus 2%.

Alternative Investment Fund Manager
Miton Trust Managers Limited.

Investment Manager
Miton Asset Management Limited.

Capital structure
28,004,985 Ordinary 1p shares as at 30 April 2019.

Management fee
0.65% per annum of the adjusted market capitalisation of the Company, valued at the close of business on the last business day of each month. See page 18 for further details.

Website
www.mitongroup.com/private/fund/miton-global-opportunities-plc

Contents

FCA regulation of non-mainstream investment products
The Company currently conducts its affairs so that the shares issued by the Company can be recommended by Independent Financial Advisers (IFAs) to ordinary retail investors in accordance with the Financial Conduct Authority ("FCA") rules in relation to non-mainstream investment products and intends to continue to do so for the foreseeable future. The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in an investment trust.

Strategic Report

Financial Highlights

	30 April 2019	30 April 2018	% change
Net asset value per Ordinary share	275.6p	276.4p	-0.3%
Share price	276.5p	273.0p	1.3%
Premium/(Discount) to net asset value*	0.3%	(1.2%)	
Net asset value volatility*	5.6%	6.0%	
Gearing*	0.0%	6.7%	
Ongoing charges*	1.4%	1.4%	

* Alternative Performance Measure, see Glossary on pages 66 and 67.

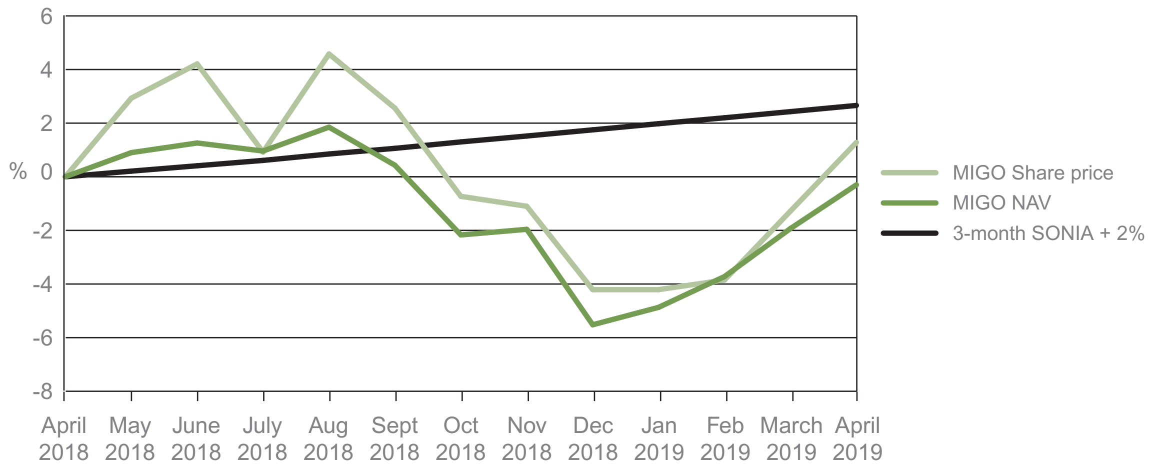
Total Return Performance to 30 April 2019

	1 Year %	3 Years %	5 Years %	Since launch* %
Net asset value	-0.3%	51.1%	64.6%	183.1%
Share price	1.3%	68.3%	85.0%	169.8%
3-month SONIA +2%	2.7%	7.5%	12.8%	77.6%

* 6 April 2004.

Source: Morningstar.

One Year Total Return Performance to 30 April 2019



Source: Morningstar.

Strategic Report

The Miton Global Opportunities Strategy

Key developments over the year

– A realisation opportunity was offered to shareholders during the year with the option to either retain or realise their investment. Elections to realise investments were received in respect of only 1.55% of shares in issue and these shares were subsequently placed in the market

– At the general meeting of the Company held on 5 October 2018, shareholders approved an amendment to the investment objective, changing it from outperformance of Sterling 3-month LIBOR plus 2% to outperformance of 3-month SONIA plus 2%; SONIA being the Sterling Overnight Index Average, the Sterling Risk-Free Reference Rate preferred by the Bank of England for use in Sterling derivatives and relevant financial contracts

– Shares traded at a premium at times during the year, allowing the Company to issue 800,000 shares and, after the financial year-end, another 150,000 shares up to the date of this report

– The Company has received further industry recognition after winning three significant awards in a row: Investment Week's "Investment Company of the Year Awards" in 2017 and 2018 in the Flexible Investment category and Money Observer's "Trust Awards 2019" in the Best Mixed Asset Trust category

– Sterling's continued devaluation in response to Brexit has been positive for the portfolio

– The closed-ended fund industry continues to evolve, creating opportunities for the Company's mandate

Overview of strategy

– A unique investment proposition which exposes investors to the opportunities that can be presented by under-researched investment companies

– Unconstrained fully diversified mandate with ability to uncover and exploit fund specific anomalies and pricing inefficiencies

– Highly experienced portfolio manager with the proven ability to identify embedded value across a diversified range of sectors and stocks

– Provides exposure to the global macro and market movements that give rise to these opportunities

– Closed-end structure protects portfolio from inflows and outflows and allows us to invest for the long term

Strategic Report

Chairman's Statement

Introduction

This is the fifteenth annual report for Miton Global Opportunities plc and my first statement for the annual report, covering the year ended 30 April 2019.

Performance

During the year under review, your Company's net asset value per share remained broadly flat at 275.6p (2018: 276.4p), giving a decrease of 0.3% (2018: total return of 11.1%) with the share price ending at 276.5p (2018: 273.0p), giving a total return of 1.3% (2018: 12.7%).

The Company does not have a formal equity benchmark against which the Board reviews long-term performance and our Investment Manager does not invest by reference to an index. The Company's new formal cash Benchmark, 3 Month SONIA +2%, rose by 2.7% (2018: +2.4%).

Our Investment Managers Nick Greenwood and Charlotte Cuthbertson provide a comprehensive appraisal of the performance of, and developments within, your portfolio during the year under review in their report beginning on page 5. The report includes an analysis of our sector's evolution, portfolio themes including contributors and detractors, and the outlook.

Discount, Premium and Share Issues

At the year-end, the Company's shares traded at a 0.3% premium to net asset value per share, having traded at a 1.2% discount at the 2018 year-end. A premium rating to net asset value per share at various times during the year enabled the Company to issue 800,000 shares, raising £2.3 million of new funds. These new funds were invested in accordance with the Company's investment objective and policy. As at the date of this report, the discount stands at 3.25%.

Realisation Opportunity

As already reported in the half-yearly report, the Company offered a realisation opportunity during the year, giving shareholders the option either to retain their investment in the Company or to realise their investment by making a realisation election at a 1.6% discount to net asset value per share. By the deadline of 1 October 2018, elections had been received in respect of 434,197 ordinary shares or 1.55% of the shares in issue, and these shares were subsequently placed in the market into ongoing demand. The Board was pleased with the outcome of the realisation vote as a vote of support for the investment strategy and results. The tight trading of shares around NAV levels and the ability to issue shares are helped by the existence of the realisation opportunity and the next one will be offered to shareholders in 2021.

Dividend

The Board has not recommended a dividend this year and does not expect to do so in the future as the portfolio continues to generate a modest yield, most of which is absorbed by ongoing charges. The Investment Manager's style is one that focuses on uncovering long-term value, much of which will be realised through capital gains or distributions. As such the Company anticipates that it will comply with the investment trust rules regarding distributable income and will pay a dividend only if the need arises in order to comply with investment trust status.

The Board

In line with good corporate governance practice, a Board refreshment exercise was undertaken during the last financial year and, this year, a review of the effectiveness of the Board and its Committees was performed. The Board also pays close attention to the capacity of individual directors to carry out their work on behalf of the Company. To this end, all proposed external appointments are submitted to the Board for scrutiny and approval.

In accordance with our policy of all Directors standing for re-election annually, you will find the appropriate resolutions in the Notice of the AGM on page 70. In recommending individual Directors to shareholders for re-election, we considered their other Board positions

Chairman's Statement continued

and their time commitments and are satisfied that each Director has the capacity to be fully engaged with the Company's business.

Gearing

Due to the Company's large cash holding (enhanced by holdings that were involved in takeovers and capital returns through the year), the level of borrowing was reduced to zero during the year under review, down from £5.0 million. The available facility remains at £9.0 million.

Outlook

Our investment manager is well positioned to take advantage of opportunities and redeploy the cash held from last year's takeovers and realisations as they arise. Current areas of interest are discussed in the commentary on page 5.

Change within the sector seems to be accelerating and the ongoing consolidation of wealth managers is continuing to lead to changes in investment company shareholder lists. In addition, as interest rates remain low, the attractiveness of alternative assets in the investment trust world has been higher than historically. Investment trusts remain an ideal vehicle for such assets but all trusts are liable to discounts to NAV developing at some point and creating opportunity for our shareholders. A glance down the Company's investments shows that we are far from a fund of equity funds.

Following the realisation exercise last year, the Company is now on a much stronger footing for the next phase in its development and your Board continues to believe that the long-term investor will be well rewarded.

Winning Investment Week's "Investment Company of the Year Awards" in the Flexible Investment category for the second time running and, more recently, Money Observer's "Trust Awards 2019" in the Best Mixed Asset Trust category confirms that our industry holds the Company in high regard.

Annual General Meeting

The AGM of the Company this year will be held at the offices of our legal advisers Eversheds Sutherland (International) LLP, One Wood Street, London EC2V 7WS on Thursday, 12 September 2019 at 12 noon. The notice convening the AGM can be found on pages 70 to 74 and an explanation of the proposed special business resolutions can be found in the Report of the Directors on page 26.

This year we have not included paper forms of proxy to accompany the notice of AGM at the end of this report. Shareholders can vote online by visiting www.signalshares.com and following the instructions. However, any shareholders who require a hard copy form of proxy may request one from the registrar, Link Asset Services. Instructions are provided on page 72.

The AGM provides shareholders with an opportunity to meet the Board and also to receive a presentation from our Investment Manager, and we hope as many shareholders as possible will attend.

Richard Davidson
Chairman
4 July 2019

Strategic Report

Investment Manager's Report

Performance

During the year under review, our net asset value declined from 276.4p to 275.6p. This represents a fall of 0.3%. In comparison, the FTSE Index appreciated 3.1%, and the MSCI (World) Index in Sterling rose 13.0%, on a total return basis. The move from a discount to a premium allowed our shares to register a gain of 1.3%. The last day of our financial year coincided with a market high, immediately prior to May's trade war inspired sell off. The disparity between the two indices can be largely explained by the appreciation of the US dollar relative to the pound.

Continuing Evolution of the Sector

As the closed-ended sector evolves, our returns will increasingly become less correlated with equity markets. Over the last five financial years, our shares have appreciated by 85%. This is not dissimilar to the return generated by the MSCI (World) Index and well ahead of the gain in the FTSE 100 Index. This has been achieved with a significantly lower level of volatility than has been demonstrated by the mainstream equity indices. Our investment style would normally be expected to lag in bull market conditions.

Move to Alternatives

Looking forward, it is likely that our exposure to equities will decline as they become more sparsely represented within our universe. The closed-end world is increasingly the natural home for alternative asset classes. For example, recently launched trusts have focused on energy storage, shipping and song rights. Since the open-ended property funds debacle in 2016, investors have increasingly recognised that fund structures offering daily liquidity are inappropriate where a portfolio's assets are illiquid. The new breed of closed-ended companies tend to be specialist funds offered to a generalist audience.

Over time pricing anomalies are inevitably going to develop which will provide opportunities for us to exploit. Our day job is increasingly to understand valuation methodologies of these specialist asset classes and trying to identify where stated net asset values are at a variance with what the underlying assets could be sold for in the real world.

Investor Changes

We have commented in the past about the rapid consolidation of the traditional private client stockbroking firms into the vast private wealth chains. Many of the natural buyers from the not too distant past are now running too much money to be able to include anything other than the very largest trusts within their portfolios.

Whilst the sector has lost one breed of customer it has gained a following from within the self-directed investor community. A number of periodicals read by this type of investor have highlighted that investment trusts are superior vehicles. The protection from daily inflows and outflows enjoyed by the manager of a closed-end fund allows them to build greater conviction within the portfolio, safe in the knowledge that they will not be forced into an unwilling market at short notice to sell holdings in order to meet redemptions. Academic research from the Cass business school estimates that closed-ended funds have outperformed their open-ended peers by 1% per annum. The compounding effect makes this significant over time.

The typical buyer is now a self-directed investor who reads Moneyweek on a Saturday and buys trust shares within their SIPP or ISA on a Monday. Over the years, many commentators have forecast the death of the investment trust yet the sector continues to evolve and remains in rude health.

Portfolio Strategy

We are well positioned to take advantage of the changing landscape of the investment trust sector. Our strategy is to look for discount opportunities in the closed-ended fund sector where the value of the portfolio has become dislocated from the share price. With many smaller trusts falling below the radar of wealth managers and, in particular, given the growth of alternative asset classes there is a lot of scope for mispricings.

Strategic Report

Investment Manager's Report continued

As our sector evolves and expands to incorporate new asset classes, Miton has responded by committing greater resources to the management of your trust's portfolio. Charlotte Cuthbertson has been added to the team expanding its capacity.

We are one of the few market participants able to consider trusts which are esoteric and unloved. Our style is differentiated by the fact that there are areas of our universe that we will not usually invest in. Having survived a number of market crashes, we describe ourselves as "allergic to leverage", eschewing funds that employ high levels of structural debt. Our process relies heavily on meeting with the management teams of our investee trusts to ensure that we fully understand their investment strategies. Therefore, it is rare to find a closed-end fund within our portfolio that offers poor access to its management. We remain not wildly bullish on equities so we steer clear of trusts with "vanilla mandates". If a fund's objective is to outperform an index by a modest margin then in reality the bulk of absolute returns that they generate will be dominated by market returns. We prefer to seek opportunities which are benefitting from structural change. Current examples include Indian equities and residential property in Berlin.

Given the protection from inflows and outflows accorded by the closed-ended capital structure is key to an investment trust's past outperformance, we want to see this advantage properly exploited. This may be via investing in more illiquid asset classes, taking larger position sizes or getting involved in much smaller companies. Therefore, a trust that was a carbon copy of an open-ended equivalent would unlikely be of interest to us. Finally, there must be a catalyst for the discount to narrow. There are plenty of trusts trading at wide discounts however unless we can see what will cause that discount to narrow, we will not invest.

New Entrants and Additions

We concluded in last year's annual report that we felt that the portfolio was moving towards a period of transition. There have since been plenty of disposals and a number of new entrants. These transactions have left the portfolio more concentrated than in the past.

Unusually we backed a fund launch during the year. **Merian Chrysalis** started life in March and seeks to invest in private companies which are likely to float within a couple of years. The manager's view is that most excitement within UK equities now lies in unlisted rather than listed companies. In the past a company would sell shares on the stock market in order to raise capital to expand their business. Today, various forms of alternative financing have developed meaning that floatation tends to come later in a company's life cycle. Promoters are able to retain control longer and therefore floatation is now an end game. The typical business owned within the Merian Chrysalis portfolio enjoys 50% annual earnings growth. Should the trust's strategy continue to be successful then the periodic stated net asset values published by the trust are likely to lag progress at the coalface. True net asset value may well comfortably exceed the open market share price, allowing us to acquire stock at a level which does not reflect progress already achieved.

Markets sold off dramatically during December. Biotechnology specialist **Biotech Growth Trust** suffered a fall of 27% between the start of the fourth quarter and the low point on Christmas Eve. In response, we acquired a position during December. During the global financial crisis, biotechnology profitability lay a long way into the future. This meant the sector offered little in the way of defensive qualities. During the intervening years, the industry has matured and the largest biotech stocks have become dependable profit generators. Nevertheless, biotechnology stocks were still treated harshly during the December sell off. We took the view that this represented an opportunity to arbitrage perception versus reality.

The very smallest UK companies have steadily derated for structural reasons. This is another example where rapid consolidation within the fund management industry has meant that portfolios have often become too large to include some corners of the markets. It is difficult for many institutional investors to buy small companies as they just cannot buy enough shares to "move the needle". This is unlikely to change anytime soon, however should this derating continue then the real world will acquire assets from the stock market. We introduced **River and Mercantile Micro Cap** and added to our very small existing positions in **Gresham House Strategic** and **Downing Strategic**.

A toehold was taken in **Georgia Capital**, a fund focussed on the country at the crossroads of Western Asia and Eastern Europe. This location has allowed the country to become "Eastern Europe's Singapore", the conduit for business between East and West. The trust's dominant assets are London listed and trade on discounts. Georgia Capital itself trades well below its own net asset value creating a double discount.

Departures

Private Equity has been a theme within our portfolio for many years and has served us well. There remains a vast pool of capital committed to the sector which has yet to be deployed. This wall of cash has helped create the mother of all sellers' markets for private companies. Our concern has increasingly been that it is difficult to see how the proceeds of disposals can be reinvested profitably at this point in the cycle. Therefore during the year we disposed of our remaining shares in both **Pantheon** and **Standard Life Private Equity**. We have retained our position in **Dunedin Enterprise** which is in the process of an orderly wind down. Cash from Dunedin's disposals will be returned to us at or around net asset value triggering a useful uplift from our carrying value.

Another long-held position to depart was **Aurora**. We like their "blue collar" research process which has helped it develop a following and as a result, its shares trade at a premium. We are concerned that the managers have acquired control of two troubled companies; Stanley Gibbons and Hornby. This represents a change of style and a move into an area where the team is unproven. Given the risk that the shares could fall to a discount should the strategy prove unsuccessful, we have taken a cautious stance and sold.

A recurring theme within our portfolio is that the real world will buy into situations where the City is not properly valuing the underlying assets. **Phaunos Timber** proved to be a good example of this. The stated net asset value had become stale and did not reflect the buoyant state of the New Zealand forestry industry post China banning the felling of natural timber. Specialist asset manager Stafford Timber made a successful 52p takeover bid. A level comfortably above where we had topped up our position last spring.

A key disappointment was **Prospect** which we had received in exchange for the eponymous Japanese Smaller Companies Investment Trust. We had steadily sold down the position, however, the shares slumped in November on the announcement that the fund was the subject of a tax investigation by the Tokyo authorities. Whilst many commentators believe corporate governance is improving in Japan there have been examples of backlashes against corporate activists such as Prospect. The travails of Nissan's Carlos Ghosn are a high-profile example. Given that our investment in Prospect was already non-core we felt that there was little to be gained by persevering with the position.

Other departures during our financial year included; **SQN Secured Income**, **JP Morgan India** and **Sanditon**.

Diversification

The portfolio encompasses significant diversification. Whilst we may appear to have a number of positions within a theme, they often all dance to their own tune. In mining, our sub themes are: the mispricing of a royalty from a silver mine, the disruption wrought on the sector through the rise of passive investment and a macro call on Uranium. None of these will be particularly driven by the pace of global economic growth. A similar situation exists within our property theme where London listed trusts typically trade at a discount given the uncertainty over the capital's future. This seems to apply irrespective of where a trust's assets are physically located. Our exposure to property includes: Birmingham, Macau, mixed light industrial units in the UK and apartments in Berlin. The drivers of valuations of these sub sectors are barely correlated.

Winners

Counter-intuitively, given that the sector remains resolutely out of favour, property proved to be the greatest positive contributor to our attribution. **Macau Property Opportunities** handed back some cash from the sale of a retail development. Its shares trade on a wide discount which meant that we enjoyed a significant uplift on the portion of our holding redeemed at net asset value. **Alpha Real** sold a data centre in Frankfurt and a private rental scheme in Leeds at levels far exceeding their carrying values. **Real Estate Investors** made solid progress within its Birmingham portfolio whilst **Stenprop**

Strategic Report

Investment Manager's Report continued

surpassed market expectations with the prices achieved in selling legacy assets. **Phoenix Spree** only made modest progress in share price terms despite reporting a significant increase in net asset value. The backlash against the gentrification of Berlin has soured sentiment towards the trust. Nevertheless, population growth remains strong in the German capital. This has exacerbated the shortage of housing as the cost of construction remains higher than open market values. The only resolution in the longer term is for authorities to allow housing prices to rise so that demand and supply move into equilibrium. Other positive contributors to last year's attribution included **Establishment Trust** which has moved into orderly wind down and **EPE Special Opportunities**. We highlighted EPE as the main detractor in last year's annual report. Happily management have managed to turn around Luceco, its principal investment. Whilst there was a useful gain registered during our reporting period, much of Luceco's progress has occurred post our year-end, its shares having appreciated 53% in May.

Detractors

Our exposure to India, through **India Capital Growth**, was one of the worst performers over the year. We pared back the position at the end of 2018 as we anticipated that Indian markets were likely to be volatile in the run-up to the national elections. The Sensex had a difficult start to 2019, unlike the vast majority of world indices, as investors feared that poor economic and unemployment data threatened the re-election of Prime Minister Modi who is largely regarded as being market-friendly.

In May, Modi confounded expectations and was not only re-elected but with a bigger majority than he achieved in 2014. This gives him a mandate to introduce further reforms to cut bureaucracy and corruption. We remain bullish on the outlook for India in the long term as favourable demographics, the increasing move away from the informal sector and increasing urbanisation should all drive growth.

Other notable detractors include **CQS Natural Resources** and **Artemis Alpha**. The growth of passive investing has disrupted mining equities leading to weakness in smaller mining stocks which is CQS' core area of focus. In the longer term there will be a real-world value for the products mined. Artemis Alpha has been in a period of transition, much of the troubled unlisted portfolio was expensively liquidated during the year. This has led to the trust posting poor numbers which has led to its shares languishing on a discount approaching 20%.

Outlook

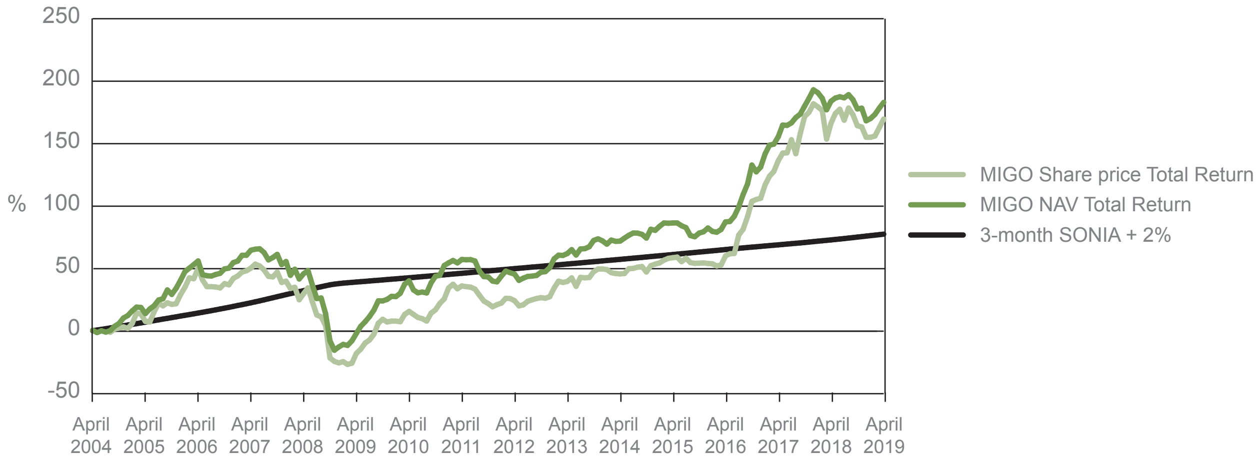
Looking forward the landscape seems full of uncertainties. The plunge in global government bond yields is threatening to take yields down to levels we have not witnessed before. The ten-year US treasury now yields a mere 2%. Equivalent bonds in Germany, Switzerland and Japan now offer negative returns. It is impossible to know what this move into unknown territory heralds however, it feels akin to the tide rushing out to sea before a tsunami. Economic growth continues to disappoint pushing investors to crowd into equities that can demonstrate structural growth. These often trade on heroic multiples which leave them vulnerable should they ever disappoint or economic conditions improve. The greatest concern has to be the end of political certainties following the collapse in support for long established political parties. The most recent Times opinion poll indicated that the Brexit and Liberal parties would get most votes if a UK election were held now. The portfolio has already suffered as the result of a swing to the left in Berlin, further political surprises seem assured. Nevertheless, there continue to be many overlooked and unloved closed ended funds. Those that have fallen below the radar screen offer opportunity for us to exploit hidden value.

Nick Greenwood
Charlotte Cuthbertson
Miton Asset Management Limited
4 July 2019

10 Year Record

Year ended 30 April	**2019**	2018	2017	2016	2015	2014	2013	2012	2011	2010
Net asset value per Ordinary share	275.6p	276.4p	248.7p	182.4p	181.6p	167.4p	157.8p	141.8p	153.2p	136.5p
Share price	276.5p	273.0p	242.3p	164.3p	162.8p	149.5p	143.3p	127.5p	139.6p	118.8p
Premium/(Discount) to net asset value	0.3%	(1.2%)	(2.6%)	(9.9%)	(10.4%)	(10.7%)	(9.2%)	(10.1%)	(8.9%)	(13.0%)
Net assets	£77.2m	£75.2m	£62.9m	£46.1m	£45.9m	£42.3m	£39.9m	£35.8m	£38.7m	£34.5m
Gearing	0.0%	6.7%	8.0%	10.8%	6.5%	7.1%	2.5%	0.0%	7.8%	8.7%

Performance Since Inception (6 April 2004)



Source: Morningstar.

Strategic Report

Portfolio Valuation

as at 30 April 2019

Security Description	Investment Sector	Region	Market Value £'000	Market Value % of Gross Assets
Phoenix Spree Deutschland	Real Estate	Europe	5,571	7.2
India Capital Growth Fund*	Equity	India	4,740	6.1
Alpha Real Trust	Real Estate	Global	4,317	5.6
Baker Steel Resources Trust	Mining	Global	3,658	4.7
Artemis Alpha	Equity	UK	3,625	4.7
Real Estate Investors*	Real Estate	UK	3,416	4.4
Dunedin Enterprise Investment Trust†	Private Equity	Global	3,385	4.4
Macau Property Opportunities Fund†	Real Estate	Asia Pacific	3,168	4.1
Henderson Opportunities Trust	Equity	UK	3,093	4.0
Vinacapital Vietnam Opportunity	Private Equity	Asia Pacific	2,885	3.7
Top ten investments			**37,858**	**48.9**
Ecofin Global Utilities	Equity	Global	2,812	3.6
Establishment Investment Trust	Equity	Asia Pacific	2,758	3.6
EPE Special Opportunities*	Private Equity	UK	2,468	3.2
New Star Investment Trust	Equity	Global	2,430	3.1
Rights & Issues Investment Trust	Equity	UK	2,407	3.1
The Biotech Growth Trust	Equity	North America	2,353	3.0
Atlantis Japan Growth	Equity	Japan	2,162	2.8
Stenprop	Real Estate	UK	2,158	2.8
CQS Natural Resources	Mining	Global	2,013	2.6
Geiger Counter*	Mining	Global	1,732	2.2
Top twenty investments			**61,151**	**78.9**
Life Settlement Assets	Other	North America	1,434	1.9
Marwyn Value Investors	Equity	UK	1,342	1.7
Merian Chrysalis Investment	Equity	UK	1,264	1.6
Downing Strategic Micro-Cap Investment Trust	Equity	UK	1,189	1.5
Gresham House Strategic	Equity	UK	946	1.2
RENN Universal Growth Investment Trust†	Equity	North America	809	1.1
Aseana Properties†	Real Estate	Asia Pacific	729	1.0
LMS Capital	Private Equity	Global	533	0.7
Duke Royalty*	Other	Global	407	0.5
Georgia Capital	Equity	Europe	405	0.5
Top thirty investments			**70,209**	**90.6**
River & Mercantile	Equity	UK	390	0.5
Cambium Global Timberland†	Forestry	Global	384	0.5
Terra Catalyst*†	Real Estate	Europe	316	0.4
Chelverton Growth Trust	Equity	UK	291	0.4
Better Capital - 2009†	Private Equity	UK	278	0.4
Reconstruction Capital II*†	Equity	Europe	203	0.3
Origo Partners*†	Private Equity	Emerging Markets	104	0.1
St Peter Port Capital*†	Mining	Global	58	0.1
Auctus Growth	Equity	Global	39	0.1
Global Resources Investment Trust	Mining	Global	5	0.0
Middlefield Canadian Income PCC	Equity	North America	1	0.0
Total investments			**72,278**	**93.4**
Cash			5,113	6.6
Gross assets			**77,391**	**100.0**

* AIM/NEX listed.
† In liquidation, in a process of realisation or has a fixed life.

Portfolio Analysis

as at 30 April 2019

Portfolio by geographical exposure*

- UK 29.5% (2018: 24.8%)
- Global 28.1% (23.8%)
- Asia Pacific (ex-Japan) 12.4% (12.1%)
- Europe 8.4% (7.0%)
- Cash 6.6% (11.7%)
- India 6.1% (9.0%)
- North America 6.0% (3.6%)
- Japan 2.8% (7.2%)
- Emerging Markets 0.1% (0.8%)

2014: 5 year comparison

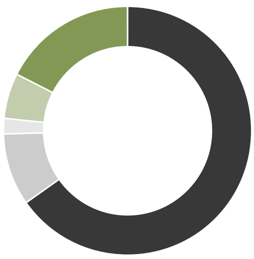
Portfolio geographical exposure

- UK 21.8%
- Europe 19.1%
- North America 14.2%
- Japan 9.4%
- Asia Pacific (ex-Japan) 24.1%
- Cash 9.4%
- Fixed Interest 2.0%

Portfolio by asset type*

- Equity 42.9% (2018: 41.9%)
- Real Estate 25.5% (21.1%)
- Private Equity 12.5% (13.2%)
- Mining 9.6% (7.9%)
- Cash 6.6% (11.7%)
- Other 2.4% (1.2%)
- Forestry 0.5% (3.0%)

2014: 5 year comparison



Portfolio by asset type

- Equity 65.2%
- Cash 9.4%
- Private Equity 2.0%
- Fixed Interest 5.9%
- Real Estate 17.5%

* Calculated on a 'look through' basis based on the mandates of the investments held by the Company.

Source: Miton Asset Management Limited

Strategic Report

Business Review

The Strategic Report, set out on pages 1 to 20, contains a review of the Company's business model and strategy, an analysis of its performance during the year and its future developments, and details of the principal risks and challenges it faces. Its purpose is to inform the shareholders of the Company and help them to assess how the Directors have performed their duty to promote the success of the Company.

The Strategic Report contains certain forward-looking statements. These statements are made by the Directors in good faith based on the information available to them up to the time of their approval of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

Business Model

The Company is an externally managed investment trust and its shares are premium listed on the Official List and traded on the main market of the London Stock Exchange.

The Company is an Alternative Investment Fund ("AIF") under the European Union's Alternative Investment Fund Manager's Directive ("AIFMD") and has appointed Miton Trust Managers Limited as its Alternative Investment Fund Manager ("AIFM").

As an externally managed investment trust, all of the Company's day to day management and administrative functions are outsourced to service providers. As a result, the Company has no executive directors, employees or internal operations.

Investment Objective

The objective of the Company is to outperform 3-month SONIA plus 2% (the 'Benchmark') over the longer term, principally through exploiting inefficiencies in the pricing of closed-end funds. SONIA being the Sterling Overnight Index Average, the Sterling Risk-Free Reference Rate preferred by the Bank of England for use in Sterling derivatives and relevant financial contracts. This is intended to reflect the aim of providing a better return to shareholders over the longer term than they would get by placing money on deposit.

The Benchmark was changed from sterling 3-month LIBOR plus 2% at the general meeting held on 5 October 2018.

The Benchmark is a target only and should not be treated as a guarantee of the performance of the Company or its portfolio.

Investment Policy

The Company invests in closed-end investment funds traded on the London Stock Exchange's main market, but has the flexibility to invest in investment funds listed or dealt on other recognised stock exchanges, in unlisted closed-end funds (including, but not limited to, funds traded on AIM) and in open-ended investment funds. The funds in which the Company invests may include all types of investment trusts, companies and funds established onshore or offshore. The Company has the flexibility to invest in any class of security issued by investment funds including, without limitation, equity, debt, warrants or other convertible securities. In addition, the Company may invest in other securities, such as non-investment fund debt, if deemed to be appropriate to produce the desired returns to shareholders.

The Company is unrestricted in the number of funds it holds. However, at the time of acquisition, no investment will have an aggregated value totalling more than 15% of the gross assets of the Company. Furthermore, the Company will not invest more than 10%, in aggregate, of the value of its gross assets at the time of acquisition in other listed closed-end investment funds, although this restriction does not apply to investments in any such funds which themselves have stated investment policies to invest no more than 15% of their gross assets in other listed closed-end investment funds. In addition, the Company will not invest more than 25%, in aggregate, of the value of its gross assets at the time of acquisition in open-ended funds.

There are no prescriptive limits on allocation of assets in terms of asset class or geography.

There are no limits imposed on the size of hedging contracts, save that their aggregated value will not exceed 20% of the portfolio's gross assets at the time they are entered into.

The Board permits borrowings of up to 20% of the Company's net asset value (measured at the time new borrowings are incurred).

The Company's investment objective may lead, on occasions, to a significant amount of cash or near cash being held.

Key Performance Indicators

The Company's Board of Directors meets at least four times a year. At each quarterly meeting it reviews performance against a number of key performance measures, as below:

NAV and the movement of the NAV compared to the notional returns available for cash – defined as 3-month SONIA plus 2%, the Company's Benchmark	The Directors regard the Company's net asset value ('NAV') per share as being the overall measure of value delivered to shareholders over the long term, as opposed to returns available for cash holdings. A full description of performance during the year under review and the investment portfolio are contained in the Investment Manager's Review beginning on page 5. The NAV total return per Ordinary share for the year to 30 April 2019 was -0.3% (2018: 11.1%), compared to the Benchmark return of 2.7% (2018: 2.4%, being sterling 3-month LIBOR plus 2%).
*NAV volatility^*	The Company aims to deliver its performance with a lower level of volatility in the NAV than equity markets. For the year to 30 April 2019, the Company's NAV had a volatility of 5.6% (2018: 6.0%)*, compared to the volatility of the FTSE All-Share Index of 11.8% (2018: 9.4%)*.
The movement in the Company's share price	One of the most immediate measures of the value of the Company's Ordinary shares is their price. The Board regularly considers the Company's investment performance and other ways in which share price performance may be enhanced, including the effectiveness of marketing. The Ordinary share price increased by 1.3% (2018: 12.7%) over the year.
Share price in relation to the NAV per share	The Board believes that an important driver of an investment trust's discount or premium over the long term is investment performance together with a proactive marketing strategy. However, there can be volatility in the discount or premium during the year. Therefore, the Board takes powers each year to buy back and issue shares with a view to limiting the volatility of the share price discount or premium. During the year under review, 800,000 new shares were issued by the Company, and another 150,000 since the year-end. New shares will only be issued at a premium to the Company's cum-income net asset value per share at the time of issue. No shares were bought back by the Company. Over the year, the Ordinary share price in relation to the NAV per share has ranged from a premium of 2.7% to a discount of 5.1%. At the year-end, it stood at a premium of 0.3% (2018: discount of 1.2%).

* Source: Frostrow Capital LLP.

^ See Glossary on pages 66 and 67 for definition and calculation methodology.

Strategic Report

Business Review continued

Principal Risks and Uncertainties

The Board is responsible for the ongoing identification, evaluation and management of the principal risks faced by the Company. The Audit Committee on behalf of the Board regularly reviews these risks and how risk is managed and, during the year under review, has undertaken a robust assessment of the principal risks and uncertainties facing the Company including those that would threaten its business model, future performance, solvency and liquidity. Mitigation of these risks is sought and achieved in a number of ways, although it is important to note that the systems in place cannot eliminate the risk of failure to achieve the Company's investment objective. Information regarding the Company's risk assessment and internal control procedures is provided in the Audit Committee Report beginning on page 27.

The principal risks are categorised under the following broad headings:

- investment risks;
- strategic risks; and
- operational risks.

Principal Risk	Mitigation
Investment risks	
Market and discount risk	
The Company aims to capitalise on the opportunities that exist due to inefficiencies in the pricing of closed-end funds and is exposed to fluctuations in the market prices of those funds and their underlying assets. Additionally the Company is exposed to the risk that the market price of its investments differs from that of their NAV per share – purchasing funds whose market price is at a discount to NAV per share can result in significant gains on the upside, but can also lead to exposure to poorly performing companies. The Company may use borrowing, the effect of which would be to amplify the gains or losses the Company experiences. Investors should be aware that by investing in the Company they are exposing themselves to the market risks associated with owning publicly traded shares, and the additional discount risks specific to investing in closed-end funds.	To manage this risk the Board and the AIFM have appointed the Investment Manager to manage the portfolio within the remit of the investment objective and policy and borrowing limits. Compliance with the investment policy and borrowing limits is monitored on a daily basis by the AIFM and reported to the Board monthly. The Investment Manager monitors the volatility, discount, quality of underlying assets, and level of gearing within the portfolio holdings and potential investments. The results of this feed into the stock selection process and consideration of the portfolio constituents. In addition, the Investment Manager reports at each Board meeting on the performance of the portfolio, encompassing, *inter alia*, rationale for stock selection decisions, the make-up of the portfolio, and portfolio company updates.

Principal Risk	Mitigation

Investment risks

Liquidity, cash and foreign exchange risk

The market in closed-end funds can often be illiquid. As such the Company is exposed to the risk that it will not be able to sell its investment at the current market value, or on a timely basis, when the Investment Manager chooses or it is required to do so to meet financial liabilities. A proportion of the Company's investments might also be denominated in foreign currencies which might be subject to fluctuations in valuation and, at times, a proportion of the portfolio may be held in cash, preventing the Company from benefiting from positive movements in the market.	The Investment Manager monitors volume and price based trade measures and looks to ensure that a proportion of the portfolio is invested in readily realisable funds. The Board also receives an update on the liquidity of the portfolio and the current level of liquidity of the Company on a regular basis as well as the Company's cash position and any foreign exchange valuations.

Interest rate risk

The Company finances its operations through existing reserves and a revolving credit facility and may be exposed to fluctuations in interest rates.	The Board monitors the effect of interest rate movements on the Company's finances and reviews the Company's ongoing compliance with the loan covenants on a monthly basis.

Macro risk

Significant political and economic change in the UK and abroad might lead to volatile markets impacting the Company's performance and reduced investor appetite for the Company's shares.	Political and economic developments both in the UK and world-wide are being monitored and discussed, where relevant, between the Board and the Investment Manager as part of the portfolio review at every Board meeting. Further details in respect of Brexit are set out on page 20.

Further details on market, liquidity and other financial risks can be found in note 15 starting on page 59.

Strategic Report

Business Review continued

Principal Risk	Mitigation
Strategic risks	
Shareholder relations and share price performance	
The Company and its shareholders are exposed to the risk, particularly if the investment strategy and approach are unsuccessful, that the Company may be viewed unfavourably resulting in a widening of the share price discount to NAV per share.	In managing this risk the Board reviews the Company's investment objective in relation to market and economic conditions and the performance of its peers and discusses at each Board meeting the Company's future development and strategy. The Board does not seek to manage the discount on a day to day basis but does monitor the trend over longer periods and considers how share price performance may be enhanced, including the effectiveness of marketing and the possibility of share buybacks. Given the size of the Company the Board is conscious of the impact of share buybacks on liquidity and the ongoing charges of the Company. The Board has implemented, with shareholder approval, a realisation opportunity which will be offered to shareholders every three years. Further details are set out on pages 23 and 24.
Key person risk	
The loss of a key employee of the Investment Manager could result in the deterioration of the performance of the Company.	The Board considers the make-up of the team supporting the lead investment manager as part of its annual review. The Investment Manager also reports regularly to the Board on developments in their team and succession planning, where appropriate.
Company duration risk	
Every three years, the Company's shareholders are offered a realisation opportunity. Depending on the structure of the realisation opportunity and the level of take-up, amounts available to shareholders will depend on the valuation of the portfolio and its liquidity and may be lower than expected, especially in adverse market conditions.	The Board will formulate the appropriate realisation opportunity based on feedback from the relevant service providers. In particular, the investor sentiment prior to the next realisation opportunity in 2021 will be monitored by the Investment Manager and the Company's Brokers. Further details are set out on page 23.

Principal Risk	Mitigation

Operational risks

Service provider risk

The Board is reliant on the systems of the Company's service providers and as such a disruption to, or a failure of, those systems could lead to a failure to comply with law and regulations leading to reputational damage to the Company and/or financial loss.	To manage these risks the Board: receives reports from the AIFM and Frostrow on compliance with applicable laws and regulations; reviews internal control reports and key policies of the AIFM, Investment Manager, Custodian and Frostrow; reviews reports from the Depositary; maintains a risk matrix which details the risks to which the Company is exposed and the controls relied upon to manage those risks; and receives updates on pending changes to the legal and regulatory environment and progress towards the Company's compliance with any relevant future changes.

Strategic Report

Business Review continued

Management Arrangements

AIFM and Investment Manager

Miton Trust Managers Limited is the Alternative Investment Fund Manager ("AIFM") for the Company pursuant to an Investment Management Agreement dated 22 July 2014 (the "IMA"), as amended on 9 September 2015 and 10 September 2018.

During the year, the IMA was amended to reflect the change of the Company's benchmark from 3-month LIBOR plus 2% to 3-month SONIA plus 2%. All other provisions of the contract remained unaffected.

Under the terms of the IMA, the AIFM provides, *inter alia*, the following services:

- risk management services;
- monitoring the Investment Manager's compliance with the Company's investment objective and investment policy and reporting any non-compliance in a timely manner to the Investment Manager and the Board;
- determining the net asset value per share on a daily basis;
- maintaining professional indemnity insurance at the level required under the AIFM Rules;
- preparing the monthly factsheets for the Company; and
- upholding compliance with applicable tax, legal and regulatory requirements.

The AIFM has appointed Miton Asset Management Limited as the Investment Manager pursuant to a Delegation Agreement.

Under the terms of the Delegation Agreement, the Investment Manager provides, *inter alia*, the following services:

- seeking out and evaluating investment opportunities;
- deciding the manner by which monies should be invested, divested, retained or realised;
- deciding how rights conferred by the investments should be exercised;
- analysing the performance of investments made; and
- advising the Company in relation to trends, market movements and other matters which may affect the investment objective and policy of the Company.

The management fee payable to the AIFM is calculated at an annual rate of 0.65% of the adjusted market capitalisation of the Ordinary Shares and 0.5% of the adjusted market capitalisation of any Realisation Shares in issue at the time. If the Company as a whole moves to a realisation basis then the AIFM will be paid 0.5% of the adjusted market capitalisation of the Company as a whole. Following the realisation opportunity in 2018, there are no Realisation Shares in issue. The management fee accrues daily and is payable in arrears monthly.

A performance fee is only payable in the future by the Company in respect of the realisation of assets in any Realisation Pool or the realisation of assets where the Company as a whole moves to a realisation basis. In such cases the performance fee will be 15% of all cash realised and returned to shareholders in excess of a hurdle of 3-month SONIA plus 5%. No performance fee was payable for the years ended 30 April 2019 and 2018.

The IMA and Delegation Agreement may be terminated by six months' written notice subject to the provisions for earlier termination as provided therein.

There are no specific provisions contained within the IMA relating to compensation payable in the event of termination of the agreement other than the entitlement to fees which would be payable within any notice period.

Continuing Appointment of the AIFM

The Board, through the Management Engagement Committee, keeps the performance of the AIFM under review. It is the opinion of the Directors that the continuing appointment of the AIFM is in the interests of shareholders as a whole. In coming to this decision, the Board took into consideration, *inter alia*, the following: that Nick Greenwood has been the Company's lead portfolio manager since launch; the investment performance of the Company is satisfactory relative to that of the markets in which the Company invests; and the remuneration of the AIFM is reasonable. The Directors continue to believe that by paying the management fee calculated on a market capitalisation basis, rather than a percentage of assets basis, the interests of the AIFM are more closely aligned with those of shareholders.

Company Secretary, Marketing and Administration

Company secretarial, marketing, and administrative services are provided by Frostrow under an agreement dated 1 February 2016. An annual management services fee of 25 basis points of the market capitalisation of the Company, charged quarterly in arrears, is payable, subject to a minimum annual fee of £120,000. Frostrow's fees will reduce from 25 basis points to 20 basis points on market capitalisation of the Company in excess of £100 million. The agreement may be terminated by either party on six months' written notice.

Frostrow provides the following services, *inter alia*, under its agreement with the Company:

- marketing and shareholder services;
- administrative and company secretarial services;
- advice and guidance in respect of corporate governance requirements;
- maintenance of the Company's accounting records;
- preparation of the annual and half yearly reports; and
- ensuring compliance with applicable legal and regulatory requirements.

In light of the high level of service provided by Frostrow in these areas, it is the opinion of the Directors that the continuing appointment of Frostrow is in the best interest of shareholders.

Details of the fees paid to Frostrow for their services during the year are set out in note 4 to the Financial Statements on page 53.

Depositary and Custodian

The Board appointed BNY Mellon Trust & Depositary (UK) Limited ("BMTD") as the Company's Depositary and Custodian on the terms and subject to the conditions of an agreement dated 22 July 2014 (the "Depositary Agreement"). As part of an internal reorganisation within the Bank of New York Mellon group ("BNY"), BNY reorganised its internal structure so that UK depositary services are carried out by a different company within its group, The Bank of New York Mellon (International) Limited ("BNYMIL"). With effect from 2 July 2018 BNYMIL was appointed by the Board as Depositary and Custodian to the Company in place of BMTD. The rights and obligations of BMTD under the Depositary Agreement accordingly transferred to BNYMIL from that date. Other than a change in the provider of depositary services, the terms of the Depositary Agreement remained unchanged.

Under the Depositary Agreement, an annual fee of 0.025% of the gross asset value of the Company, subject to a minimum annual fee of £15,000, is payable to the Depositary monthly in arrears. The Company and the Depositary may terminate the Depositary Agreement with three months' written notice.

The Depositary provides the following services, *inter alia*, under the Depositary Agreement:

- safekeeping and custody of the Company's custodial investments and cash;
- processing of transactions; and
- foreign exchange services.

Environmental, Human Rights and Social Issues

The Company has no employees and the Board consists entirely of non-executive Directors. Day-to-day management of the Company's business is delegated to the Investment Manager. As an investment trust that invests in other funds the Company has no direct impact on the community or the environment and therefore the Company itself has no environmental, human rights, social or community policies. In carrying out its activities and in relationships with suppliers, the Company aims to conduct itself responsibly, ethically and fairly.

As an investment company, the Company does not provide goods or services in the normal course of business and does not have customers. Accordingly, the Company falls outside the scope of the Modern Slavery Act 2015. The Company's suppliers are typically professional advisers and the Company's supply chains are considered low risk in this regard.

The Directors, through the Investment Manager, encourage companies in which investments are made to adhere to best practice with regard to corporate governance.

Strategic Report

Business Review continued

Impact of Brexit

The Board has considered whether the United Kingdom's exit from the European Union ('Brexit') poses a discrete risk to the Company. At the date of this report, there is still considerable uncertainty around the process and the effects of Brexit and therefore the analysis at this stage is necessarily general.

The effect of Brexit is likely to be limited to those of our investee companies that have an exposure to the UK market. However, as the Company is priced in sterling, sharp movements in exchange rates can affect the net asset value. This is clearly not a reflection of the underlying value of the companies in their base currencies but may lead to an increase or decrease in the Company's net asset value simply because of movements in sterling.

Furthermore, whilst the Company's shareholders are predominantly UK based, sharp or unexpected changes in investor sentiment, or tax or regulatory changes, could lead to short-term selling pressure on the Company's shares which potentially could lead to the shares trading at a discount to the net asset value per share.

Overall however, the Board believes that, over the longer term, Brexit is unlikely to affect the Company's business model or whether the Company's shares trade at a premium or discount to the net asset value per share. The Board will continue to monitor developments as they occur.

The Board had discussed the possibility of a sterling hedge and leaves this at the Investment Manager's discretion.

Board Diversity

The Board supports the principle of boardroom diversity, of which gender is one important aspect, and the recommendations of the Lord Davies review. The Board's aim is to have a broad range of backgrounds, skills and experience represented on the Board and to make appointments on merit against objective criteria, including diversity. To this end, the Board will dedicate time to considering diversity during any director search process.

Following the appointments of Katya Thomson and Richard Davidson at the end of 2017 and the retirement of Anthony Townsend and James Fox after the AGM in 2018, the Board of Directors of the Company currently comprises one female and three male Directors.

On behalf of the Board

Richard Davidson
Chairman
4 July 2019

Governance

Board of Directors

The Board of Directors all of whom are non-executive, supervise the management of the Company and look after the interests of shareholders. The Board considers that all the Directors are independent and there are no relationships or circumstances which are likely to affect or could appear to affect their judgement.

Richard Davidson, Chairman
Appointed to the Board on 18 December 2017, Richard Davidson is currently Chairman of Aberforth Smaller Companies Trust plc, Chair of the University of Edinburgh's Investment Committee, and a Trustee of their staff pension scheme. Formerly, he was a partner and manager of the Macro Fund at Lansdowne Partners. Prior to that, he was a managing director and No. 1 ranked investment strategist at Morgan Stanley, where he worked for 15 years.

Michael Phillips
Michael Phillips founded iimia Investment Group plc in 2001 (which became MAM Funds plc in 2010 and is now Miton Group plc) and in a period of seven years built it into a group with funds under management and advice of over £2.8 billion. As chief executive he was responsible for the day to day operations of the Group until September 2008 when he left to pursue other interests. He is a Fellow of the Chartered Institute for Securities & Investment.

Ekaterina (Katya) Thomson, Chairman of the Audit Committee
Appointed to the Board on 18 December 2017, Katya Thomson is a corporate finance, strategy and business development professional with over 25 years of experience with UK and European blue chip companies. She is a non-executive director of Henderson EuroTrust plc and AVI Japan Opportunity Trust plc (in both Trusts she is also chairman of the Audit Committee), Thomas Cook Nederland BV and The New Carnival Company CIC. She is a member of the Institute of Chartered Accountants in England and Wales.

Hugh van Cutsem
Hugh van Cutsem has worked in the investment company sector for over 20 years, starting his career at Cazenove. He is a founding partner of Kepler Partners LLP, a business that specialises in both the marketing of closed-end funds and the production of research on them. Kepler is also an asset management platform focused on the absolute return sector.

Governance

Report of the Directors

The Directors present their report and the audited financial statements for the year ended 30 April 2019. Disclosures relating to performance, future developments and risk management can be found within the Strategic Report on pages 1 to 20. The Corporate Governance Report on pages 34 to 37 forms part of this report.

Overview

The Company is registered in England as a public limited company (registration number 5020752) and is an investment company as defined under Section 833 of the Companies Act 2006 (the 'Act').

The Company's shares are premium listed on the Official List of the UK Listing Authority and traded on the main market of the London Stock Exchange, which is a regulated market as defined in Section 1173 of the Act.

Activity and Status

The principal activity of the Company is to carry on business as an investment trust. The Company has been granted approval from HM Revenue & Customs as an investment trust under Section 1158 of the Corporation Tax Act 2010. The Company will be treated as an investment trust company subject to the Company's continued compliance with applicable laws and regulations. The Directors do not envisage any change in this activity in the future.

Results and Dividends

The results attributable to shareholders for the year are shown on page 46. No dividends were declared during the year and the Directors have not recommended a final dividend for the year (2018: no dividends declared or recommended). Information on the Company's dividend policy is given in the Chairman's Statement on page 3.

Alternative Performance Measures

The financial statements on pages 46 to 62 set out the required statutory reporting measures of the Company's financial performance. In addition, the Board assesses the Company's performance against a range of criteria which are viewed as particularly relevant for the Company and investment trusts, which are summarised on page 1 and explained in greater detail in the Strategic Report, under the heading 'Key Performance Indicators' on page 13.

Definitions of the terms used and the basis of calculation adopted are set out in the Glossary on pages 66 and 67.

Directors

The Directors in office during the year and up to the date of this report are:

	Date of retirement	Date of appointment
Richard Davidson		18 December 2017
Michael Phillips		23 February 2004
Katya Thomson		18 December 2017
Hugh van Cutsem		31 March 2010
Anthony Townsend	5 October 2018	23 February 2004
James Fox	5 October 2018	23 February 2004

None of the Directors nor any persons closely associated with them had a material interest in the transactions, arrangements and agreements of the AIFM or the Investment Manager during the year. For information on Related Parties please see note 16 on page 62.

The Board has adopted a policy whereby all Directors are required to stand for re-election annually, regardless of their length of tenure.

Michael Phillips has been on the Board since the inception of the Company and Hugh van Cutsem has been on the Board for over nine years and is connected to Kepler Partners LLP, which provides research on the Company. The Board has discussed these issues and is satisfied that Michael's and Hugh's long service does not impact their independence and that their knowledge of the Company's history is extremely valuable. Furthermore, Hugh has no involvement in Kepler's work for the Company, he recuses himself from all Board discussions in respect of Kepler Partners and he has no influence on their appointment on behalf of the Company. Both Michael and Hugh are knowledgeable and lively contributors to the Board's discussions with the Investment Manager and are invaluable assets to the Company.

The Board has concluded, following formal performance evaluation, that each of the Directors continues to demonstrate effectiveness, a high level of commitment to the Company, independence from the Investment Manager and a keen desire to act in the best interests of the shareholders as a whole. Furthermore, the Board considers that the experience, expertise and knowledge contributed by each Director is of notable benefit to the Company. Accordingly, the Board recommends the re-election of each of the Directors at the forthcoming Annual General Meeting, details of which are set out on pages 70 to 74.

Substantial Shareholdings

The Directors have been informed of the following substantial interests in the Company's voting rights as at 30 April and 31 May 2019:

	at 31 May 2019		at 30 April 2019	
Shareholders	**Ordinary shares**	**% of voting rights**	**Ordinary shares**	**% of voting rights**
Hargreaves Lansdown, Stockbrokers (EO)	2,317,733	8.23	2,356,752	8.42
AJ Bell, Stockbrokers (EO)	2,282,303	8.11	2,273,115	8.12
Investec Wealth & Investment	1,683,266	5.98	1,687,636	6.03
Alliance Trust Savings	1,609,778	5.72	1,609,381	5.75
Seven Investment Management	1,532,349	5.44	1,577,154	5.63
Transact (EO)	1,437,761	5.11	1,430,193	5.11
Charles Stanley	1,271,331	4.52	1,261,799	4.51
M&G Investment Management	1,101,452	3.91	1,190,644	4.25
EFG Harris Allday, Stockbrokers	966,125	3.43	949,125	3.39
Philip J Milton, Stockbrokers	963,023	3.42	963,023	3.44
Rathbones	928,070	3.30	928,070	3.31
Smith & Williamson Wealth Management	907,675	3.22	897,565	3.21
Interactive Investor (EO)	878,726	3.12	863,432	3.08

(EO = Execution Only)

Capital Structure and Continuation of the Company

As at the date of this report, the Company's share capital comprises 28,154,985 Ordinary shares of 1p each with one vote per share. The Company's Articles of Association contain provisions enabling shareholders to elect at three-year intervals for the realisation of all or part of their shareholding (the 'Realisation Opportunity'). At the discretion of the Company, shareholders may request that all or part of the Ordinary shares they hold be placed, repurchased, or purchased out of the proceeds of an issue of new ordinary shares, or purchased under a tender offer or by a market maker. If realisation elections cannot be satisfied in their entirety through the placing and/or repurchase mechanism, all remaining Elected shares shall be converted into Realisation shares.

Governance

Report of the Directors continued

Also in the event that the Company does not make available to members an opportunity to effect such a realisation at the appointed time, shareholders may serve a realisation election requesting that all or part of their Ordinary shares be converted into Realisation shares.

The portfolio would then be split into two separate and distinct pools pro rata as between the Continuing Ordinary shares (the 'Continuation Pool') and the Realisation shares (the 'Realisation Pool'). The Continuation Pool would be managed in accordance with the Company's investment objective and policy, while the assets comprising the Realisation Pool would be managed in accordance with an orderly realisation programme with the aim of making progressive returns of cash to holders of Realisation shares as soon as practicable. The precise mechanism for any return of cash to holders of Realisation shares would depend upon the relevant factors prevailing at the time and would be at the discretion of the Board. If the net asset value of the Company's Continuing Ordinary shares is more than £30 million, then the Company would continue in operation.

During the year under review, the Company offered a Realisation Opportunity, giving shareholders the option either to retain their investment in the Company or realise their investment by making a realisation election at a 1.6% discount to net asset value per share. By the deadline of 1 October 2018, elections had been received in respect of 434,197 ordinary shares or 1.55% of the shares in issue, and these shares were subsequently placed in the market into ongoing demand. There are currently no Realisation Shares in issue. The next Realisation Opportunity will be offered to shareholders in 2021. The Board intends to put forward tailored proposals in relation to each Realisation Opportunity to ensure that it can be delivered efficiently and in accordance with the best interests of the Company, at the relevant point in time.

Share Issues

At 30 April 2019, the number of Ordinary shares in issue was 28,004,985. 800,000 shares have been issued during the year. A further 150,000 shares were issued after 30 April and as at the date of this report the number of Ordinary shares in issue was 28,154,985. The shares carry one vote each.

The Directors have the authority to issue shares up to an aggregate nominal amount equal to one-third of the issued share capital of the Company. They also have authority to issue shares, or sell Treasury shares, up to an aggregate nominal amount equal to 10% of the issued share capital for cash, without pre-emption rights applying. These authorities will expire at the Annual General Meeting to be held on 12 September 2019, when resolutions to renew them will be proposed.

Share Buybacks

At the Annual General Meeting held on 5 October 2018, the Directors were granted the authority to repurchase up to 4,104,259 Ordinary shares, being 14.99% of the Company's Ordinary share capital. No Ordinary shares were re-purchased during the year. This authority will expire at the Annual General Meeting to be held on 12 September 2019, when a resolution to renew the authority will be proposed.

Treasury Shares

The Company may make market purchases of its own shares for cancellation or for holding in Treasury where it is considered by the Board to be cost effective and positive for the management of the Company's capital base to do so. During the year, and since the year end, no shares were purchased for, or held in, Treasury.

Viability Statement

The Directors have carefully assessed the Company's current position and prospects as described in the Chairman's Statement and the Investment Manager's Report, as well as the Principal Risks and Uncertainties outlined on pages 14 to 17 and have formed a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three financial years.

The particular factors the Directors have considered in assessing the prospects of the Company, its ability to liquidate its portfolio, and in selecting a suitable period for this assessment are as follows:

- the Board and the Investment Manager will continue to adopt a long-term view when making investments;
- the majority of the portfolio consists of investments traded on major international stock exchanges;
- the Company's expenses are predictable and modest in comparison with its assets and there are no capital commitments foreseen which would alter that position;
- the Company has no employees, only non-executive Directors, and consequently does not have employment related liabilities or responsibilities; and
- shareholders were offered a realisation opportunity during the year under review with the option to either retain or realise their investment. Elections to realise investments were received in respect of only 1.55% of shares in issue and these shares were subsequently placed in the market.

The Company is intended to operate over the long-term, however due to the limitations and uncertainties inherent in predicting market conditions the Directors have determined that three years is the longest period for which it is reasonable to make this assessment.

In carrying out their assessment, the Directors made the following assumptions:

- investors will wish to continue to have exposure to the type of companies that the Company invests in, namely closed-end investment funds;
- the performance of the Company will continue to be satisfactory;
- the threats to the Company's solvency or liquidity incorporated in the Principal Risks will be managed or mitigated as outlined on pages 14 to 17; and
- following the next realisation opportunity in 2021, the net asset value of the Ordinary shares will again be more than £30 million, allowing the Company to continue in operation.

Based on the results of this review, the Directors have formed a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three financial years.

Securities Carrying Voting Rights

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

Greenhouse Gas Emissions

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

Requirements of the Listing Rules

Listing Rule 9.8.4 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 Directors confirm that there are no disclosures to be made under Listing Rule 9.8.4.

Governance

Report of the Directors continued

Annual General Meeting

The Notice of the Annual General Meeting is set out on pages 70 to 74. In addition to the ordinary business of the meeting, the following resolutions will be proposed as special business:

An Ordinary Resolution to renew the Directors' authority to allot shares up to an aggregate nominal amount of £93,849 representing approximately one-third of the Company's issued share capital at the date of this report, will be proposed as Resolution 9.

A Special Resolution to authorise the Directors to issue new shares or sell shares from Treasury for cash, up to an aggregate nominal amount of £28,154, which is equivalent to approximately 10% of the Company's issued share capital at the date of this report, at a price per share not less than the net asset value per share, and to disapply pre-emption rights in respect of such shares, will be proposed as Resolution 10.

A Special Resolution to renew for a further year the Company's authority to purchase (either for cancellation or for placing into Treasury, at the discretion of the Directors) up to 14.99% of the Ordinary shares in circulation will be put to shareholders as Resolution 11. Purchases will be made on the open market and prices will be in accordance with the terms set out in Resolution 11.

The Directors will exercise the authorities granted to them by the passing of Resolutions 9 to 11 only if, in their opinion, it would be in the best interests of the shareholders as a whole. If passed, these authorities will expire at the Annual General Meeting to be held in 2020, when resolutions for their renewal will be proposed.

A Special Resolution that will allow the Directors to convene general meetings, other than Annual General Meetings, on a minimum of 14 clear days' notice, will be proposed as Resolution 12. The minimum notice period for Annual General Meetings will remain at 21 clear days. This approval would be effective until the Company's Annual General Meeting to be held in 2020, at which it is intended that renewal will be sought. The Company will have to offer facilities for all shareholders to vote by electronic means for any general meeting convened on 14 days' notice. The Directors will only call a general meeting on 14 days' notice where they consider it to be in the interests of shareholders to do so and the relevant matter is required to be dealt with expediently.

Recommendation
Full details of the above resolutions are contained in the Notice of Annual General Meeting on pages 70 to 74. Ordinary resolutions require that more than 50% of the votes cast at the relevant meeting must be in favour of the resolutions. Special resolutions require that at least 75% of the votes cast must be in favour of the resolution to be passed.

The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings, details of which are set out on page 31.

Audit Information

The Directors who held office at the date of this report confirm that, so far as they are aware, there is no relevant audit information of which the Company's Auditors are unaware and each Director has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information. This information should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the Board

Richard Davidson
Chairman
4 July 2019

Audit Committee Report

I am pleased to present the Audit Committee (the "Committee") Report for the year ended 30 April 2019. The Committee met three times during the year under review.

Composition

The Committee currently comprises all the Directors whose biographies are set out on page 21. The Committee considers that at least one member has recent and relevant experience in accounting or auditing and that the Committee as a whole has experience relevant to the investment trust industry.

Role of the Audit Committee

The Committee provides a forum through which the Company's Auditor reports to the Board. The Committee is responsible for monitoring the process of production and ensuring the integrity of the Company's financial statements. The other primary responsibilities of the Committee are:

- to review the Company's half year and annual reports;
- to review the effectiveness of the internal control and risk management environment of the Company;
- to receive and consider reports from the Compliance Officer of the Investment Manager and AIFM;
- to consider the accounting policies of the Company;
- to monitor adherence to best practice in corporate governance;
- to make recommendations to the Board in relation to the re-appointment of the Auditors;
- to approve the Auditors' remuneration and terms of engagement; and
- to review and monitor the Auditors' independence and objectivity and the effectiveness of the audit process.

Matters Considered in the Year

The Committee met three times during the financial year. It has:

- reviewed the internal controls and risk management systems of the Company and its third party service providers;
- received and discussed with PricewaterhouseCoopers LLP their report on the results of the 2018 audit;
- agreed the audit plan and fee for the 2019 audit with PricewaterhouseCoopers LLP, including the principal areas of focus; and
- reviewed the Company's financial statements and advised the Board accordingly.

Subsequent to the year end, the Committee received and discussed with PricewaterhouseCoopers LLP their report on the results of the 2019 audit.

The significant reporting matters considered by the Committee during the year were:

1. Verification of ownership and valuation of the Company's holdings. The valuation of investments is undertaken in accordance with the accounting policies in note 1 to the financial statements on page 50. Controls are in place to ensure that valuations are appropriate and existence is verified through reconciliations with the Custodian. The Committee discussed the controls and process with Frostrow and the AIFM. Having reviewed the process controls, the Committee confirmed that they were satisfied that the investments had been valued correctly and the Company's ownership was appropriately documented.

   The portfolio contains a significant number of holdings where the investee company is in a process of realisation/liquidation. As at 30 April 2019, 10 out of 41 holdings were in a process of realisation, representing 12.4% of the portfolio. The Investment Manager provides comprehensive updates on investee companies at each Board meeting and the Directors have regular discussions with the Investment Manager about the impact of this 'tail' on the Company and its performance.

Governance

Audit Committee Report continued

Financial Statements

The Board has asked the Committee to confirm that in its opinion the Board can make the statement that the Annual Report taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position, performance, business model and strategy. The Committee has given this confirmation on the basis of its review of the whole document, underpinned by involvement in the planning for its preparation and review of the processes to assure the accuracy of factual content.

The Committee is satisfied that it is appropriate for the Board to prepare the financial statements on the going concern basis. The financial statements can be found on pages 46 to 62.

The Committee also reviewed the financial position and principal risks of the Company in connection with the Board's statement on the long-term viability of the Company, which is set out on pages 24 and 25 of the Report of the Directors.

Internal Controls and Risk Management

The Board is responsible for the risk assessment and review of the internal controls of the Company, undertaken in the context of its investment objective.

The review covers the key business, operational, compliance and financial risks facing the Company. 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 of the Company, with all management functions outsourced to third party service providers;
- the nature and extent of risk which it regards as acceptable for the Company to bear within its overall investment objective;
- the threat of such risks becoming a reality; and
- the Company's ability to reduce the incidence and impact of risk on its performance.

Against this background, a new risk matrix has been developed during the year which covers key risks that the Company faces, the likelihood of their occurrence and their potential impact, how these risks are monitored and the mitigating controls put in place. The Board has delegated to the Committee the responsibility for the review and maintenance of the risk matrix. It reviews, in detail, the risk matrix each time it meets, bearing in mind any changes to the Company, its environment or service providers since the last review.

The Committee receives an internal controls report from, and reviews the internal controls in place at, the Investment Manager and AIFM, as well as other major service providers, and is satisfied that they are sufficiently robust and appropriate.

The Committee members confirm that they have carried out a review of the effectiveness of the system of internal financial control and risk management during the year, as set out above and that:

(a) an ongoing procedure for identifying, evaluating and managing significant risks faced by the Company was in place for the year under review and up to the date of this report. This procedure is regularly reviewed by the Board; and

(b) they are responsible for the Company's system of internal controls and for reviewing its effectiveness and that it is designed to manage the risk of failure to achieve business objectives. This can only provide reasonable not absolute assurance against material misstatement or loss.

Internal Audit

The Company does not have an internal audit function as all of its day-to-day operations are delegated to third parties, all of whom have their own internal control procedures. The Committee discussed whether it would be appropriate to establish an internal audit function, and agreed that the existing system of monitoring and reporting by third parties remains appropriate and sufficient.

External Auditors

The Committee monitors and reviews the effectiveness of the external audit process and makes decisions on the re-appointment, remuneration and terms of engagement of the Auditors.

Ahead of each audit, the Committee considers the appropriateness of the scope of the audit plan, the terms under which the audit is to be conducted as well as the matter of remuneration, with a view to ensuring the best interests of the Company are promoted.

PricewaterhouseCoopers LLP ("PwC") carried out the audit for the year under review and were considered by the Audit Committee to be independent. The audit fee for the year ended 30 April 2019 was £23,650 (2018: £22,800).

Non-Audit Services

The Company operates on the basis whereby the provision of non-audit services by the Auditors is permissible where no conflicts of interest arises, the service is not expressly prohibited by audit legislation, the independence of the Auditors is not likely to be impinged by undertaking the work and the quality and the objectivity of both the non-audit work and audit work will not be compromised. In particular, non-audit services may only be provided by the Auditors if they are inconsequential or would have no direct effect on the Company's financial statements and the audit firm would not place significant reliance on the work for the purposes of statutory audit.

PwC did not provide any non-audit services to the Company during the year.

Katya Thomson
Audit Committee Chairman
4 July 2019

Governance

Directors' Remuneration Report

for the year ended 30 April 2019

Statement from the Chairman

I am pleased to present the Directors' Remuneration Report for the year ended 30 April 2019. An ordinary resolution for the approval of this report will be put to shareholders at the forthcoming Annual General Meeting. The law requires the Company's Auditor, PwC, to audit certain of the disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditors' opinion is included in the Independent Auditors' Report on pages 39 to 45.

The Board consists entirely of independent non-executive Directors and the Company has no employees. We have not, therefore, reported on those aspects of remuneration that relate to executive directors. Due to the small size and nature of the Board, it is not considered appropriate for the Company to establish a separate remuneration committee and the remuneration of the Directors is therefore dealt with by the Board as a whole.

During the year ended 30 April 2019, the fees were set at the rate of £27,500 per annum for the Chairman, £20,000 per annum for other non-executive Directors, and an additional £4,000 per annum for the Chairman of the Audit Committee.

The Directors' fees were last increased with effect from 1 May 2015 to bring them more in line with the market. At the most recent review, held on 21 February 2019, it was agreed that the Directors' fees would remain unchanged. All levels of remuneration reflect both the time commitment and responsibility of the role.

Directors' Fees for the Year (audited)

The Directors who served during the year received the following emoluments:

	Fees		**Expenses***		**Total**	
	Year to 30 April 2019 £	Year to 30 April 2018 £	**Year to 30 April 2019 £**	Year to 30 April 2018 £	**Year to 30 April 2019 £**	Year to 30 April 2018 £
Richard Davidson (Chairman)^	24,231	7,436	–	–	24,231	7,436
Michael Phillips	20,000	20,000	892	1,417	20,892	21,417
Katya Thomson (Audit Committee Chairman)^	22,256	7,436	–	–	22,256	7,436
Hugh van Cutsem	20,000	20,000	–	–	20,000	20,000
James Fox#	10,462	24,000	411	744	10,873	24,744
Anthony Townsend#	11,987	27,500	–	–	11,987	27,500
	108,936	**106,372**	**1,303**	**2,161**	**110,239**	**108,533**

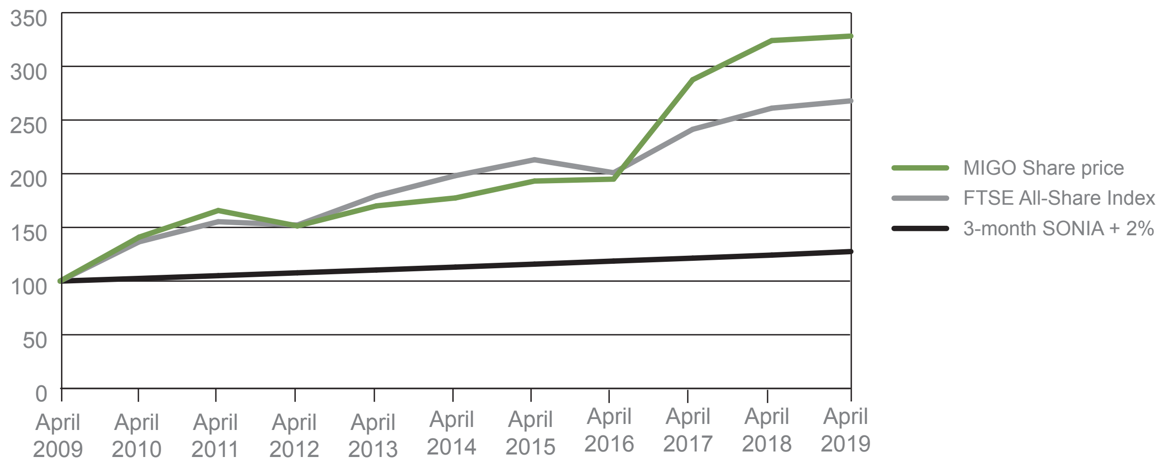
* travel expenses for attendance at Board meetings, which under HMRC rules are treated as taxable expenses. The amounts shown in the table are the expenses plus the associated tax liability.

^ Appointed on 18 December 2017.

Retired after the AGM on 5 October 2018.

Performance

The graph below compares the total return (assuming all dividends are sterling reinvested) to Ordinary shareholders, compared to the FTSE All-Share Index and the Company's Benchmark of 3-month SONIA plus 2%.



Relative Importance of Spend on Pay

This report is required to include a table showing actual expenditure by the Company on remuneration and distributions to shareholders for the current and prior year. However, as the Company has not declared any dividends, there is no such analysis to present.

Directors' Beneficial Interests (audited)

The interests of the Directors and persons closely associated with them, in the Ordinary shares of the Company are set out below:

	At 30 April 2019 Number of shares	At 30 April 2018 Number of shares
Richard Davidson^	27,025	27,025
Michael Phillips	107,795	107,795
Katya Thomson^	6,000	6,000
Hugh van Cutsem	12,348	6,234
James Fox#	N/A	40,000
Anthony Townsend#	N/A	25,000

^ Appointed on 18 December 2017.

Retired after the AGM on 5 October 2018.

There have been no changes to any of the above holdings between 30 April 2019 and the date of this report.

There is no requirement under the Company's Articles of Association for Directors to hold shares in the Company.

The interests of the Investment Manager in the Ordinary shares of the Company are set out below:

	At 30 April 2018 Number of shares	At 30 April 2017 Number of shares
Nick Greenwood	162,000	162,000

Governance

Directors' Remuneration Report continued

for the year ended 30 April 2019

Statement of Voting at Annual General Meeting

The Directors' Remuneration Report for the year ended 30 April 2018 was approved by shareholders at the Annual General Meeting held on 5 October 2018.

The votes cast by proxy were as follows:

	Directors' Remuneration Report Number of votes	% of votes cast
For*	3,977,324	99.95
Against	2,175	0.05
Total votes cast	3,979,499	100
Number of votes withheld	0	0

* Any proxy votes which were at the discretion of the Chairman have been included in the "for" total.

Approval

The Directors' Remuneration Report was approved by the Board of Directors on 4 July 2019 and signed on its behalf by:

Richard Davidson
Chairman

Directors' Remuneration Policy

The Board's policy is that the remuneration of the Directors should reflect the experience of the Board as a whole, and is determined with reference to comparable organisations and appointments.

The level of remuneration has been set in order to attract individuals of a calibre appropriate to the future development of the Company. The remuneration of the Directors will take into account the duties and responsibilities of the Directors and the expected time commitment to the Company's affairs.

The fees of the Directors are determined within the limits set out in the Company's Articles of Association, which stipulate that the aggregate amount of Directors' fees shall not exceed £150,000 in any financial year or any greater sum that may be determined from time to time by ordinary resolution of the Company. The Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits. There are no performance conditions attaching to the remuneration of the Directors as the Board does not believe this to be appropriate for non-executive Directors.

As set out in the Company's Articles of Association, Directors are entitled to be paid all reasonable travel, hotel or other expenses properly incurred in or about the performance of their duties as Directors, including expenses incurred in attending Board or shareholder meetings. In certain circumstances, under HMRC rules, travel and other out of pocket expenses reimbursed to the Directors may be considered as taxable benefits. Where expenses are classed as taxable under HMRC guidance, they are shown in the expenses column of the Directors' remuneration table along with the associated tax liability.

	Expected fees for year to 30 April 2020 £	Fees for year to 30 April 2019 £
Chairman	27,500	27,500
Audit Committee Chairman	24,000	24,000
Non-executive Director	20,000	20,000
Total aggregate annual fees that may be paid	150,000	150,000

Fees for any new Director appointed will be on the above basis. Fees payable in respect of subsequent periods will be determined following an annual review. Any views expressed by shareholders on the fees being paid to Directors will be taken into consideration by the Board.

None of the Directors has a contract of service with the Company, but letters of appointment setting out the terms of their appointment as non-executive Directors are in place and are available on request from the Company Secretary and will be available at the Company's Annual General Meeting. The Company's Articles of Association provide that a Director shall retire and be subject to election at the first Annual General Meeting after appointment, and that one-third of the Directors retire by rotation at subsequent Annual General Meetings, with each Director retiring at least every third year. In addition to these requirements, the Board has agreed that all Directors will stand for re-election annually. Compensation will not be paid upon loss of office.

This policy was last approved by shareholders at the Annual General Meeting held in 2018. 3,977,324 (99.95%) of votes were received in favour, 2,175 (0.05%) were against and no votes were withheld.

No communications have been received from shareholders regarding Directors' remuneration. The Board will consider any comments received from shareholders on the Directors' Remuneration Policy.

In accordance with the regulations, an ordinary resolution to approve the Directors' Remuneration Policy will be put to shareholders at least once every three years and therefore it will next be put to shareholders at the AGM in 2021.

Governance

Corporate Governance Report

This Corporate Governance Statement forms part of the Report of the Directors.

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

Statement of Compliance with the AIC Code of Corporate Governance

The Board of Miton Global Opportunities plc has considered the principles and recommendations of the Code of Corporate Governance published by the Association of Investment Companies in July 2016 ("AIC Code") by reference to the AIC Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code, as explained by the AIC Guide, addresses all the applicable principles set out in the UK Corporate Governance Code (the "UK Code"), as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company.

Copies of the AIC Code, the AIC Guide and the UK Code can be found on the respective organisations' websites: www.theaic.co.uk and www.frc.org.uk.

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

During 2018, a new UK Corporate Governance Code was published by the Financial Reporting Council, which applies to companies with financial years beginning on or after 1 January 2019. A corresponding AIC Code of Corporate Governance was published at the beginning of February 2019, also applying to companies with financial years beginning on or after 1 January 2019. The Company will report against the principles and recommendations of the new AIC Code in its next annual report.

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

The UK Code includes provisions relating to:

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

For the reasons set out in the AIC Guide, and as explained in the UK Code, the Board considers these provisions not relevant to the position of the Company as it is 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. Therefore the Company has not reported further in respect of these provisions.

Board of Directors

The Board consists entirely of non-executive Directors.

The Directors meet at regular Board meetings, held at least once a quarter, with additional meetings arranged as necessary. During the year to 30 April 2019, the number of scheduled Board and Committee meetings attended by each Director was as below. There were also a number of ad hoc Board meetings in respect of the Realisation Opportunity and one Strategy meeting.

	Board meetings	Audit Committee meetings	Management Engagement Committee meetings
Richard Davidson	4(4)	3(3)	1 (1)
Michael Phillips	4(4)	3(3)	1 (1)
Katya Thomson	4(4)	3(3)	1 (1)
Hugh van Cutsem	4(4)	3(3)	1 (1)
James Fox#	2(2)	1(1)	1 (1)
Anthony Townsend#	2(2)	1(1)	1 (1)

Figures in brackets indicate maximum number of meetings held in the year in respect of which the individual was a Board/Committee member.

Retired after the AGM on 5 October 2018.

The Board is responsible for all matters of direction and control of the Company, including its investment policy, and no one individual has unfettered powers of decision. The Directors possess a wide range of business and financial expertise relevant to the Company and consider that they commit sufficient time to the Company's affairs. Brief biographical details of the Directors, including details of their significant commitments, can be found on page 21. There are no qualifying third party indemnity provisions in place.

A procedure for the induction of new Directors has been established, including the provision of an induction pack containing relevant information about the Company, its processes and procedures. New appointees will also have the opportunity of meeting with the Chairman and relevant persons at the AIFM, Investment Manager and Company Secretary.

Policy on Tenure

The Board subscribes to the view expressed within the AIC Code that long-serving directors should not be prevented from forming part of an independent majority. It does not consider that a director's tenure necessarily reduces his/her ability to act independently and, following appropriate, formal performance evaluations, believes that directors may be considered independent in character and judgement. The Board's policy on tenure is that continuity and experience are considered to add significantly to the strength of the Board and, as such, no limit has been imposed. In view of its non-executive nature, the Board considers that it is not appropriate for directors to be appointed for a specified term, although new directors will be appointed with the expectation that they will serve for a minimum period of three years subject to shareholder approval. The Board has adopted a policy whereby all Directors will be required to stand for re-election annually, regardless of their length of tenure.

Board Evaluation

The Board has an established formal process, led by the Chairman, for the annual evaluation of the performance of the Board, its Committees and the individual Directors (including each Director's independence and ability to devote sufficient time to their role). Based on detailed questionnaires, the results of which were compiled by the Company Secretary, appraisals were conducted by one-to-one discussions between the Chairman and each of the Directors.

The Chairman and the Directors are satisfied that the structure and operation of the Board continues to be effective and relevant and that there is a satisfactory mix of skills, experience, length of service and knowledge of the Company.

Following the evaluation process, the Board recommends that shareholders vote in favour of their re-election at the Annual General Meeting.

Chairman and Senior Independent Director

The current Chairman, Mr Davidson, is deemed by his fellow independent Board members to be independent and to have no conflicting relationships. He is Chair of the University of Edinburgh's Investment Committee, and a Trustee of their staff pension scheme as well as the Chairman of Aberforth Smaller Companies Trust plc and the Board considers that he has sufficient time to commit to the Company's affairs as necessary.

Given the size and nature of the Board, the Board has not considered it appropriate to appoint a Senior Independent Director.

Directors' Independence

In accordance with the AIC Code, as part of the evaluation process, the Board has reviewed the independence of each individual Director and the Board as a whole.

The AIC Code requires that this report should identify each non-executive Director the Board considers to be independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, a Director's judgement, stating its reasons if it determines that a Director is independent notwithstanding the existence of relationships or circumstances which may appear to be relevant to its determination.

Mr Phillips has held office for 15 years, since the launch of the Company in 2004, and Mr van Cutsem has held office for over nine years, since 31 March 2010. However, the Board considers that longevity of service does not impede a Director's ability to act independently. Following formal performance evaluation, and having noted the willingness of each Director to challenge and debate the activities of the AIFM and Investment Manager, the Board has concluded that each Director is independent in character and judgement and that there are no relationships or circumstances which are likely to affect the judgement of any Director.

Governance

Corporate Governance Report continued

Conflicts of Interest

In line with the Companies Act 2006, the Board has the power to authorise any potential conflicts of interest that may arise and impose such limits or conditions as it thinks fit. A register of interests and potential conflicts is maintained and is reviewed at every Board meeting to ensure all details are kept up to date. It was resolved at each Board meeting during the year that there were no direct or indirect interests of a Director that conflicted with the interests of the Company, with the exception of the appointment of Kepler Partners LLP ("Kepler") as a service provider to the Company when Mr van Cutsem, a founding partner of Kepler, abstained from the decision made by the Board. More information about Kepler as a related party can be found in note 16 on page 62. Appropriate authorisation will be sought prior to the appointment of any new director or if any new conflicts or potential conflicts arise.

Board Responsibilities and Relationship with the AIFM and the Investment Manager

The Board is responsible for the determination and implementation of the Company's investment policy and for monitoring compliance with the Company's investment objective. At each Board meeting, the Directors follow a formal agenda, which is circulated in advance by the Company Secretary. The Board's main roles are to create value for shareholders, to provide leadership to the Company and to set the Company's strategic objectives. Specific responsibilities of the Board include: reviewing the Company's investments, asset allocation, gearing policy, cash management, peer group performance, investment outlook and revenue forecasts and outlook.

In order to discharge these responsibilities, the Board requires that Frostrow, the AIFM and the Investment Manager provide financial information, together with briefing notes and papers in relation to changes in the Company's economic and financial environment, statutory and regulatory changes and corporate governance best practice.

The Board has a schedule of matters reserved for decision by the full Board, which is regularly reviewed.

The Board has delegated certain of its responsibilities to the Audit Committee and the Management Engagement Committee, the terms of reference for which are available on the Company's website, www.mitongroup.com/private/fund/miton-global-opportunities-plc.

At each Board meeting, representatives from the AIFM and Investment Manager are in attendance to present verbal and written reports covering their activity, portfolio and investment performance over the preceding period, and compliance with the applicable rules and guidance of the FCA and the UK Stewardship Code. Ongoing communication with the Board is maintained between formal meetings. The Board and the Investment Manager operate in a supportive, co-operative and open environment.

Engagement with Investee Companies

As an externally managed investment company, the Board delegates the majority of its Stewardship and engagement responsibilities to the Company's Investment Manager. However, the Board retains oversight of this process by receiving regular updates from the Investment Manager on its engagement activities and by reviewing the Investment Manager's engagement and voting policies. The Investment Manager has published a statement of compliance with the UK Stewardship Code. Further details of the Investment Manager's approach to engaging with investee companies can be found on its website at www.mitongroup.com/private/fund/miton-global-opportunities-plc.

Committees

The Directors have decided that, given the size of the Board, it is unnecessary to form separate Remuneration and Nomination Committees; the duties that would ordinarily fall to those Committees are carried out by the Board as a whole.

Audit Committee

The Board has established an Audit Committee, which comprises all the Directors and is chaired by Ms Thomson. With such a small Board, it is deemed both proportionate and practical to involve all Directors.

The Audit Committee meets at least twice yearly, and meetings are arranged to coincide with the publication of the Company's financial statements.

The Audit Committee Report is set out on pages 27 to 29.

Management Engagement Committee

The Management Engagement Committee comprises all of the Directors and is chaired by Mr Davidson. The Committee meets at least once a year to review the performance of the AIFM and Investment Manager's obligations under the IMA and Delegation Agreement and to consider any variation to the terms of these agreements. The Management Engagement Committee then makes a recommendation to the Board about the continuing appointment of the AIFM and Investment Manager under the terms of the IMA and Delegation Agreement. The Management Engagement Committee also reviews the performance of Frostrow, the Depositary, the Custodian, the Registrar and any matters concerning their respective agreements with the Company.

Independent Professional Advice

The Board has formalised arrangements under which the Directors, in the furtherance of their duties, may seek independent professional advice at the Company's expense.

The Company has also arranged Directors' and Officers' Liability Insurance which provides cover for legal expenses under certain circumstances. This was in force for the entire year under review and up to the date of this report.

Company Secretary

The Board has direct access to the advice and services of the Company Secretary, Frostrow, which is responsible for ensuring that the Board and Committee procedures are followed and that the Company complies with applicable regulations. The Company Secretary is also responsible to the Board for ensuring timely delivery of information and reports and that statutory obligations of the Company are met.

Dialogue with Shareholders

Communication with shareholders is given a high priority by the Board, the AIFM and the Investment Manager and the Directors are available to enter into dialogue with shareholders. Major shareholders of the Company are offered the opportunity to meet with the Investment Manager and the Directors to ensure that their views are understood. All shareholders are encouraged to attend and vote at the Annual General Meeting, during which the Board and the Investment Manager are available to discuss issues affecting the Company and shareholders have the opportunity to address questions to the Investment Manager and the Board.

Any shareholder who would like to lodge questions in advance of the Annual General Meeting is invited to do so, in writing to the Company Secretary at the address on page 75. The Company always responds to communications from shareholders.

The Annual and Half-Yearly Reports of the Company are prepared by the Board and its advisers to present a full and readily understandable review of the Company's performance. Copies of the Annual Report are dispatched to shareholders by mail and are also available from Frostrow or by downloading from the Company's website: www.mitongroup.com/private/fund/miton-global-opportunities-plc.

Nominee Share Code

Where the Company's shares are held via a nominee company name, the Company undertakes:

- to provide the nominee company with multiple copies of shareholder communications, so long as an indication of quantities has been provided in advance; and
- to allow investors holding shares through a nominee company to attend general meetings, provided the correct authority from the nominee company is available.

Nominee companies are encouraged to provide the necessary authority to underlying shareholders to attend the Company's general meeting.

By order of the Board

Frostrow Capital LLP
Company Secretary
4 July 2019

Governance

Statement of Directors' Responsibilities in respect of the Financial Statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Miton Trust Managers Limited are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' Confirmations

The Directors consider that the annual report and accounts for the year ended 30 April 2019, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the Report of the Directors confirm that, to the best of their knowledge:

- the Company's financial statements, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law), give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board

Richard Davidson
Chairman
4 July 2019

Independent Auditors' Report to the Members of Miton Global Opportunities plc

Report on the audit of the financial statements

Opinion

In our opinion, Miton Global Opportunities plc's financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2019 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Statement of Financial Position as at 30 April 2019; the Income Statement, the Statement of Cash Flow, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Our opinion is consistent with our reporting to the Audit Committee.

Basis for opinion

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

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company.

We have provided no non-audit services to the company in the period from 1 May 2018 to 30 April 2019.

Our audit approach

Overview

Materiality	• Overall materiality: £771,710 (2018: £751,000), based on 1% of net assets.
Audit Scope	• The Company is a standalone Investment Trust company and engages Miton Asset Management Limited (the "Investment Manager") via Miton Trust Managers Limited (the "AIFM") to manage its assets. • We conducted our audit of the financial statements using information from the Investment Manager and Frostrow Capital LLP, whom the Company has engaged to provide certain administrative functions. • We tailored the scope of our audit taking into account the types of investments within the Company, the involvement of the third parties referred to above, the accounting processes and controls and the industry in which the Company operates.
Key Audit Matters	• Valuation of level 3 investments.

Governance

Independent Auditors' Report continued

The scope of our audit
As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Capability of the audit in detecting irregularities, including fraud
Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Listing Rules, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and The Association of Investment Companies' Statement of Recommended Practice (the "AIC SORP"). We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce expenditure, and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to the valuation of level 3 investments (see related key audit matter below); and
- Identifying and testing journal entries, in particular any journal entries posed on the final day of the financial year.

There are inherent limitations in the audit procedures described above 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 would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Key audit matters
Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, 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, and any comments we make on the results of our procedures thereon, 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. This is not a complete list of all risks identified by our audit.

Key audit matter	*How our audit addressed the key audit matter*
Valuation of level 3 investments Non-current investment assets at 30 April 2019 included £1,125,000 of equities classified within level 3 of the IFRS fair value hierarchy (see note 8). We focused on the valuation of these level 3 assets as they are calculated using unobservable inputs and thus are subjective in nature.	In order to address the key audit matter, we: – discussed and understood the basis of valuation used by management to value the level 3 assets; – used our experience and expertise to assess the appropriateness of that methodology and the assumptions and estimates made by management in their valuation; and – agreed valuation inputs to third party information where available, such as, announcements from the liquidator, previous share prices and latest exchange rates. No material misstatements were identified which required reporting to those charged with governance.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which it operates. The Company is a standalone Investment Trust Company and engages Miton Asset Management Limited (the "Investment Manager") via Miton Trust Managers Limited (the "AIFM") to manage its assets. We conducted our audit of the financial statements using information from the Investment Manager and Frostrow Capital LLP, whom the Company has engaged to provide certain administrative functions. We tailored the scope of our audit taking into account the types of investments within the Company, the involvement of the third parties referred to above, the accounting processes and controls and the industry in which the Company operates.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

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

Overall materiality	£771,710 (2018: £751,000).
How we determined it	1% of net assets.
Rationale for benchmark applied	We believe that net assets per ordinary share is the primary measure used by the shareholders in assessing the performance of the entity, which is driven by the net assets of the Company. Net assets is a generally accepted auditing benchmark.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £38,586 (2018: £37,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Governance

Independent Auditors' Report continued

Going concern

In accordance with ISAs (UK) we report as follows:

Reporting obligation	*Outcome*
We are required to report if we have anything material to add or draw attention to in respect of the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the Company's ability to continue as a going concern over a period of at least twelve months from the date of approval of the financial statements.	We have nothing material to add or to draw attention to. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the Company's trade, customers, suppliers and the wider economy.
We are required to report if the directors' statement relating to Going Concern in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.	We have nothing to report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and the Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, the Companies Act 2006 (CA06), ISAs (UK) and the Listing Rules of the Financial Conduct Authority (FCA) require us also to report certain opinions and matters as described below (required by ISAs (UK) unless otherwise stated).

Strategic Report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors' for the year ended 30 April 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. *(CA06)*

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Report of the Directors'. *(CA06)*

The directors' assessment of the prospects of the Company and of the principal risks that would threaten the solvency or liquidity of the Company

We have nothing material to add or draw attention to regarding:

- The directors' confirmation on page 14 of the Annual Report that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.
- The disclosures in the Annual Report that describe those risks and explain how they are being managed or mitigated.
- The directors' explanation on pages 24 and 25 of the Annual Report as to how they have assessed the prospects of the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We have nothing to report having performed a review of the directors' statement that they have carried out a robust assessment of the principal risks facing the Company and statement in relation to the longer-term viability of the Company. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the UK Corporate Governance Code (the "Code"); and considering whether the statements are consistent with the knowledge and understanding of the Company and its environment obtained in the course of the audit. *(Listing Rules)*

Other Code Provisions

We have nothing to report in respect of our responsibility to report when:

- The statement given by the directors, on page 28, that they consider the Annual Report taken as a whole to be fair, balanced and understandable, and provides the information necessary for the members to assess the Company's position and performance, business model and strategy is materially inconsistent with our knowledge of the Company obtained in the course of performing our audit.
- The section of the Annual Report on page 27 describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.
- The directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified, under the Listing Rules, for review by the auditors.

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. *(CA06)*

Governance

Independent Auditors' Report continued

Responsibilities for the financial statements and the audit

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

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.

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

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

Use of this report
This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; 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.

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the audit committee, we were appointed by the members on 30 September 2016 to audit the financial statements for the year ended 30 April 2017 and subsequent financial periods. The period of total uninterrupted engagement is 3 years, covering the years ended 30 April 2017 to 30 April 2019.

Felicity Rees (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol
4 July 2019

Financial Statements

Income Statement

for the year ended 30 April 2019

	Note	Year ended 30 April 2019 Revenue £'000	Capital £'000	Total £'000	Year ended 30 April 2018 Revenue £'000	Capital £'000	Total £'000
(Losses)/gains on investments	8	–	(140)	(140)	–	6,923	6,923
Exchange losses on capital items		–	(8)	(8)	–	(41)	(41)
Income	2	1,237	–	1,237	1,146	–	1,146
Investment management fee	3	(493)	–	(493)	(454)	–	(454)
Other expenses	4	(789)	–	(789)	(610)	–	(610)
(Loss)/return before finance costs and taxation		**(45)**	**(148)**	**(193)**	**82**	**6,882**	**6,964**
Finance costs	5	(95)	–	(95)	(77)	–	(77)
(Loss)/return before taxation		**(140)**	**(148)**	**(288)**	**5**	**6,882**	**6,887**
Taxation	6	12	–	12	(12)	–	(12)
(Loss)/return after taxation		**(128)**	**(148)**	**(276)**	**(7)**	**6,882**	**6,875**
		pence	pence	pence	pence	pence	pence
(Loss)/return per Ordinary share	7	**(0.5)**	**(0.5)**	**(1.0)**	**0.0**	**26.4**	**26.4**

The total column of this statement is the Income Statement of the Company. The supplementary revenue and capital columns have been prepared in accordance with guidance issued by the AIC.

All revenue and capital items in the above statement derive from continuing operations. There is no other comprehensive income other than that passing through the Income Statement and therefore no Statement of Total Comprehensive Income has been presented.

The notes on pages 50 to 62 form part of these financial statements.

Statement of Changes in Equity
for the year ended 30 April 2019

	Note	Share capital £'000	Capital redemption reserve £'000	Share premium account £'000	Special reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total Shareholders' funds £'000
Balance at 1 May 2017		252	60	16,727	10,008	36,484	(654)	62,877
Movement for the year								
New issue of shares		20	–	5,412	–	–	–	5,432
Return/(loss) for the year		–	–	–	–	6,882	(7)	6,875
Balance at 30 April 2018		**272**	**60**	**22,139**	**10,008**	**43,366**	**(661)**	**75,184**
Movement for the year								
New issue of shares	12	8	–	2,255	–	–	–	2,263
Loss for the year		–	–	–	–	(148)	(128)	(276)
Balance at 30 April 2019		**280**	**60**	**24,394**	**10,008**	**43,218**	**(789)**	**77,171**

The notes on pages 50 to 62 form part of these financial statements.

Financial Statements

Statement of Financial Position
as at 30 April 2019

	Note	30 April 2019 £'000	30 April 2018 £'000
Fixed assets			
Investments	8	72,278	70,756
Current assets			
Debtors	10	117	203
Cash		5,113	9,591
		5,230	**9,794**
Creditors: amounts falling due within one year			
Bank borrowings	11	–	(5,000)
Other creditors	11	(337)	(366)
		(337)	**(5,366)**
Net current assets		**4,893**	**4,428**
Net assets		**77,171**	**75,184**
Capital and reserves			
Called up share capital	12	280	272
Capital redemption reserve		60	60
Share premium account		24,394	22,139
Special reserve		10,008	10,008
Capital reserve		43,218	43,366
Revenue reserve		(789)	(661)
Total shareholders' funds		**77,171**	**75,184**
		pence	pence
Net asset value per Ordinary share	13	**275.6**	**276.4**

	30 April 2019	30 April 2018
Number of shares in issue	28,004,985	27,204,985

These financial statements on pages 46 to 62 were approved by the Board of Directors and authorised for issue on 4 July 2019, and signed on its behalf by:

Richard Davidson
Chairman
Company No. 5020752

The notes on pages 50 to 62 form part of these financial statements.

Statement of Cash Flow

for the year ended 30 April 2019

	Note	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
Net cash inflow/(outflow) from operating activities	14	**146**	**(67)**
Investing activities			
Purchases of investments		(18,651)	(24,151)
Sales of investments		16,847	24,663
Net cash (outflow)/inflow from investing activities		**(1,804)**	**512**
Financing activities			
New issue of shares		2,263	5,432
Revolving credit facility repaid		(5,000)	–
Finance costs paid		(83)	(92)
Net cash (outflow)/inflow from financing activities		**(2,820)**	**5,340**
(Decrease)/increase in cash		**(4,478)**	**5,785**
Reconciliation of net cash flow movement in funds			
Cash at beginning of year		9,591	3,806
(Decrease)/increase in net cash		**(4,478)**	**5,785**
Cash at end of year		**5,113**	**9,591**

The notes on pages 50 to 62 form part of these financial statements.

Financial Statements

Notes to the Financial Statements
for the year ended 30 April 2019

1 Accounting policies

The Company is a public limited company (PLC) limited by shares, incorporated in England and Wales, with its registered office at 6th Floor, Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB.

The principal accounting policies, all of which have been applied consistently throughout the year and in the preparation of the Financial Statements, are set out below:

Accounting convention

The financial statements are prepared on a going concern basis, under the historical cost convention, modified by the valuation of investments at fair value, in accordance with the Companies Act 2006, FRS102 'The Financial Reporting Standard applicable in the UK and Ireland' and the Statement of Recommended Practice regarding the Financial Statements of Investment Trust Companies and Venture Capital Trusts ("SORP") updated in February 2018.

The Company's financial statements are presented in sterling, being the functional and presentational currency of the Company. All values are rounded to the nearest thousand pounds (£'000) except where otherwise indicated.

Presentation of the Income Statement

In order to reflect better the activities of an investment trust company and in accordance with the SORP, supplementary information which analyses the Income Statement between items of a revenue and capital nature has been presented alongside the Income Statement. The net revenue return is the measure the Directors believe appropriate in assessing the Company's compliance with certain requirements set out in Sections 1158 and 1159 of the Corporation Tax Act 2010.

Critical Accounting Judgements and Key Sources of Estimation Uncertainty

Critical accounting judgements and key sources of estimation uncertainty used in preparing the financial information are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable. The resulting estimates will, by definition, seldom equal the related actual results. There are no critical accounting judgements made in preparing the financial statements.

The key sources of estimation and uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities relate to the valuation of the Company's unquoted (Level 3) investments. 1.5% (2018: 2.6%) of the Company's portfolio is comprised of unquoted investments. These are all valued in line with accounting policy for investments starting on the following page.

Going concern

The Directors have made an assessment of the Company's ability to continue as a going concern and having taken into account the liquidity of the Company's portfolio and the Company's financial position in respect of its cash flows and borrowing facilities, are satisfied that the Company has the resources to continue in business for 12 months from the date of approval of this report. The Company, therefore, continues to adopt the going concern basis in preparing its financial statements. Further information on the Company's borrowing facility is given in note 11.

Income recognition

Dividends receivable are recognised when the investments concerned are quoted 'ex-dividend'. Where no ex-dividend date is quoted dividends are recognised when the Company's right to receive payment is established.

Special dividends of a revenue nature are recognised through the revenue column of the Income Statement. Special dividends of a capital nature are recognised through the capital column of the Income Statement.

1 Accounting policies continued

Expenses

All expenses are accounted for on an accruals basis. Expenses are charged through the revenue column of the Income Statement except for transaction costs which are incidental to the acquisition or disposal of an investment, which are included within gains/ (losses) on investments and disclosed in note 8.

Foreign currency transactions

Transactions denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the date of the transaction.

Investments are converted to sterling at the rates of exchange ruling at the Statement of Financial Position date. Any gains or losses on the re-translation of assets or liabilities are taken to the revenue or capital column of the Income Statement, depending on whether the gain or loss is of a capital or revenue nature.

Investments

Investments are measured initially, and at subsequent reporting dates, at fair value, and are recognised and de-recognised at trade date where a purchase or sale is under a contract whose terms require delivery within the time frame established by the market concerned.

For quoted securities fair value is either bid price or the closing price where the security is primarily traded via a trading service that provides an end of day closing auction with guaranteed liquidity to investors.

The valuation of unquoted securities is carried out in accordance with the International Private Equity and Venture Capital Association valuation guidelines. Unquoted securities are valued using either:

- the last published net asset value of the security after adjustment for factors that the AIFM and Board believe would affect the amount of cash that the Company would receive if the security were realised as at the Statement of Financial Position date; or
- the estimated, discounted cash distribution based on information provided by the management, or liquidators of the security. The discount applied will take account of various factors, including expected timings of the cash flow and the level of certainty on the estimate.

Changes in fair value and gains or losses on disposal are included in the Income Statement as a capital item.

Cash

Cash comprises solely of cash at bank.

Bank Borrowing and Finance Costs

Bank borrowings are initially recognised at cost, being the fair value of the consideration received less issue costs where applicable. After initial recognition, bank borrowings are recognised at amortised cost using the effective interest rate method, with the interest expense recognised on an effective yield basis.

Taxation

The charge for taxation is based on net revenue for the year.

The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue as set out in note 6 to the financial statements. The standard rate of corporation tax is applied to taxable net revenue. Any adjustment resulting from relief for overseas tax is allocated to the revenue reserve.

Financial Statements

Notes to the Financial Statements continued

for the year ended 30 April 2019

1 Accounting policies continued

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events that result in an obligation to pay more, or right to pay less, tax in future have occurred at the Statement of Financial Position date. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the accounts which are capable of reversal in one or more subsequent periods. Deferred tax is measured without discounting and based on enacted tax rates. Due to the Company's status as an investment trust, and the intention to meet the conditions required to obtain approval under Sections 1158 and 1159 of the Corporation Tax Act 2010 the Company has not provided for deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

Capital Reserve

Gains or losses on disposal of investments and changes in fair values of investments (investment holding gains) are charged to the capital column of the Income Statement and taken to the capital reserve.

Certain expenses net of any related taxation effects are charged to this reserve in accordance with the expenses policy on page 51. The amounts within the Capital Reserve less unrealised gains (those on investments not readily convertible to cash) are available for distribution.

Revenue Reserve

The revenue reserve is distributable by way of dividends, when positive. While the reserve is negative no dividends can be distributed by way of dividend from this reserve.

Special Reserve

The special reserve arose following court approval in 2004 to cancel the share premium account. This reserve is distributable and was historically used to fund any share buy-backs by the Company.

Capital Redemption Reserve

This reserve arose when shares were bought back by the Company and subsequently cancelled at which point an amount equal to the par value of the shares was transferred from share capital to this reserve. This reserve is not distributable.

Financial Assets and Liabilities

The only financial assets measured at fair value through profit or loss are the investments held by the Company, refer to note 8. All other financial assets (being Debtors and Cash) are measured at amortised cost. All financial liabilities (being Borrowings and Creditors) are measured at amortised cost.

2 Income

	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
Income from investments		
UK dividends	746	579
Unfranked dividend income	371	480
Property dividend income	120	87
Total income	**1,237**	**1,146**

3 Investment management fee

	Year ended 30 April 2019			Year ended 30 April 2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	493	–	493	454	–	454

Further details on the investment management fee arrangements can be found on page 18 in the Strategic Report.

4 Other expenses

	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
Management services	189	180
Auditors' remuneration for:		
Audit services (exclusive of VAT)	24	23
Directors' remuneration*	110	109
Employers NIC on directors' remuneration	6	8
Legal and professional fees	191	60
Broker fees	42	42
Other expenses	227	191
	789	**610**

* See Directors' Remuneration Report on pages 30 to 32 for analysis.

5 Finance costs

	Year ended 30 April 2019			Year ended 30 April 2018		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Finance costs payable	95	–	95	77	–	77

Relates to interest charged, commitment fees and arrangement fees on the revolving loan facility, details of which are disclosed in note 11.

Financial Statements

Notes to the Financial Statements continued
for the year ended 30 April 2019

6 Taxation

	Year ended 30 April 2019 Revenue £'000	Capital £'000	Total £'000	Year ended 30 April 2018 Revenue £'000	Capital £'000	Total £'000
Corporation tax at 19.0% (2018: 19.0%)	–	–	–	–	–	–
Overseas taxation	(12)	–	(12)	12	–	12

The total tax charge for the year is lower (2018: lower) than the rate of corporation tax in the UK. The differences are explained below:

	Year ended 30 April 2019 Revenue £'000	Capital £'000	Total £'000	Year ended 30 April 2018 Revenue £'000	Capital £'000	Total £'000
(Loss)/return on ordinary activities before taxation	(140)	(148)	(288)	5	6,882	6,887
Theoretical tax at UK corporation tax rate of 19.0% (2018: 19.0%)	(27)	(28)	(55)	1	1,308	1,309
Effects of:						
– Non taxable dividends	(212)	–	(212)	(202)	–	(202)
– Overseas taxation	(12)	–	(12)	12	–	12
– Losses/(gains) on investment and exchange losses on capital items	–	28	28	–	(1,308)	(1,308)
– Expenses not deductible for tax purposes	35	–	35	–	–	–
– Unrelieved expenses	204	–	204	201	–	201
Total tax (credit)/charge for the year	**(12)**	**–**	**(12)**	**12**	**–**	**12**

Factors that may affect future tax charges

Based on current estimates and including the accumulation of net allowable losses, the Company has unrelieved losses of £8,859,000 (2018: £7,870,000) that are available to offset future taxable revenue. A deferred tax asset has not been recognised because the Company is not expected to generate sufficient taxable income in the near future periods in excess of the available deductible expenses and accordingly, the Company is unlikely to be able to reduce future tax liabilities through the use of existing surplus losses.

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an investment trust company.

7 Return per Ordinary share

The Capital, Revenue and Total Return per Ordinary share are based on the net (loss)/return shown in the Income Statement on page 46 and the weighted average number of Ordinary shares in issue 27,776,150 (2018: 26,018,987).

8 Investments

	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
Investment portfolio summary		
Opening book cost	58,435	48,952
Opening investment holding gains	12,321	15,203
	70,756	**64,155**
Analysis of investment portfolio movements		
Opening valuation	70,756	64,155
Movements in the year:		
Purchases at cost	18,555	24,359
Sales – proceeds	(16,893)	(24,681)
– gains on disposal	2,919	9,805
Decrease in investment holding gains	(3,059)	(2,882)
Valuation at 30 April	**72,278**	**70,756**
Cost at 30 April	63,016	58,435
Investment holding gains at 30 April	9,262	12,321
	72,278	**70,756**

A list of the portfolio holdings by their fair value is given in the Portfolio Valuation on page 10.

Transaction costs incidental to the acquisitions of investments totalled £79,000 (2018: £96,000) and disposals of investments totalled £16,000 (2018: £21,000) for the year. These are included in gains on investments in the Income Statement.

	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
Gains on disposal	2,919	9,805
Movement in investment holding gains	(3,059)	(2,882)
(Losses)/gains on investments	**(140)**	**6,923**

Financial Statements

Notes to the Financial Statements continued
for the year ended 30 April 2019

8 Investments continued

Fair value hierarchy

FRS 102 requires financial companies to disclose the fair value hierarchy that classifies financial instruments measured at fair value at one of three levels based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Classification	Input
Level 1	Valued using quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2	Valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1; and
Level 3	Valued by reference to valuation techniques using inputs that are not based on observable market data.

The valuation techniques used by the Company are explained in the accounting policies on pages 50 to 52. The table below sets out the Company's fair value hierarchy measurements as at 30 April 2019 and 30 April 2018.

	30 April 2019 £'000	30 April 2018 £'000
Level 1		
Quoted equities	71,053	67,149
Preference shares	100	591
Total Level 1	71,153	67,740
Level 2		
OEICs*	–	1,159
Level 3		
Equities	1,125	1,857
Total	**72,278**	**70,756**

* Open-ended investment companies

Level 2 financial assets – £nil as at 30 April 2019 – included Invesco Perpetual Japan Fund as at 30 April 2018.

Level 3 financial assets include RENN Universal and Terra Catalyst (2018: Eredene Capital, New City Energy, RENN Universal Growth and the Terra Catalyst Fund). In addition to the above level 3 investments shown in the portfolio, the Company holds a number of other investments that are valued at nil.

Analysis of movements in Level 3 investments

	Year ended 30 April 2019 Level 3 £'000	Year ended 30 April 2018 Level 3 £'000
Opening fair value of investments	1,857	1,012
Sale proceeds	(845)	(142)
Realised gain/(loss) on sales	(188)	142
Transfer from Level 1	–	274
Movement in investment holding gains	301	571
Closing fair value of investments	**1,125**	**1,857**

8 Investments continued

Level 3 holdings (with value)

	30 April 2019 £'000	30 April 2018 £'000
Eredene Capital	–	774
New City Energy	–	31
RENN Universal	809	768
Terra Catalyst	316	284
Closing fair value of investments	**1,125**	**1,857**

9 Significant interests

The Company had holdings of 3% or more of the voting rights attached to shares that are material in the context of the financial statements in the following investments:

Security	30 April 2019 % of voting rights
Geiger Counter Subscription Shares	11.4%
Chelverton Growth	11.0%
Geiger Counter Ordinary Shares	10.1%
Baker Steel Resources	6.7%
Establishment	6.3%
Origo Partners Preference Shares	5.7%
EPE Special Opportunities	5.0%
Auctus Growth	4.9%
Dunedin Enterprise	4.7%
India Capital Growth	4.6%
Cambium Global Timberland	4.4%
Alpha Real	4.2%
Henderson Opportunities	3.9%
Real Estate Investors	3.3%
CQS Natural Resources Growth and Income	3.3%
New Star Investment	3.2%
Macau Property Opportunities	3.1%
Artemis Alpha	3.1%

Financial Statements

Notes to the Financial Statements continued
for the year ended 30 April 2019

10 Debtors

	30 April 2019 £'000	30 April 2018 £'000
Amounts due from brokers	38	–
Dividends and interest receivable	47	155
Prepayments and other debtors	32	48
	117	**203**

11 Creditors: amounts falling due within one year

	30 April 2019 £'000	30 April 2018 £'000
Bank borrowings	–	5,000
Amounts due to brokers	134	230
Other creditors	203	136
	337	**5,366**

The bank loan with The Royal Bank of Scotland International Limited, London Branch (the "Bank") is a £9,000,000 revolving credit facility and bears interest at the rate of 0.9% over LIBOR on any drawn balance and 0.45% on any undrawn balance. The facility may be drawn in sterling or other currencies as approved by the lender.

The bank loan facility contains covenants which require that net borrowings will not at any time exceed 25% of the adjusted net asset value, which shall at all times be equal to or greater than £25,000,000. If the Company breaches either covenant, then it is required to notify the Bank of any default and the steps being taken to remedy it.

At 30 April 2019, the Company had £nil drawn (2018: £5,000,000) under the facility. The facility is due for renewal on 31 January 2020.

12 Called up share capital

	30 April 2019 £'000	30 April 2018 £'000
Allotted, called-up and fully paid:		
28,004,985 (2018: 27,204,985) Ordinary shares of 1p each	280	272

No shares were bought back in the year and no shares were held in Treasury during the year or at the year end (2018: same). During the year the Company issued 800,000 (2018: 1,925,000) shares, raising £2,263,000 (2018: £5,432,000).

13 Net asset value per Ordinary share

The net asset value per Ordinary share is based on net assets at the year end as shown in the Statement of Financial Position of £77,171,000 (2018: £75,184,000) and 28,004,985 (2018: 27,204,985) Ordinary shares, being the number of Ordinary shares in issue at the year end.

14 Reconciliation of net return before finance costs and taxation to net cash inflow/(outflow) from operating activities

	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
(Loss)/return before finance costs and taxation	(193)	6,964
Adjustments for:		
Losses/(gains) on investments	140	(6,923)
Exchange losses on capital items	8	41
Increase/(decrease) in creditors	67	(36)
Decrease/(increase) in debtors	124	(113)
Net cash inflow/(outflow) from operating activities	**146**	**(67)**

15 Analysis of financial assets and liabilities

The Company's financial instruments comprise investments, cash balances and debtors and creditors that arise from its operations.

The risk management policies and procedures outlined in this note have not changed substantially from the previous year.

The principal risks the Company faces in its portfolio management activities are:

- Market risk – arising from fluctuations in the fair value or future cash flows of a financial instrument used by the Company because of changes in market prices. Market risk comprises three types of risk: other price risk, currency risk and interest rate risk:
    - Other price risk – arising from fluctuations in the fair value of investments due to changes in market prices;
    - Currency risk – arising from the value of future transactions, and financial assets and liabilities denominated in foreign currencies fluctuating due to changes in currency rates; and
    - Interest rate risk – arising from fluctuations in the fair value or future cash flows of a financial instrument because of changes in interest rates.
- Liquidity risk – arising from any difficulties in meeting obligations associated with financial liabilities.
- Credit risk – arising from financial loss for the Company where the other party to a financial instrument fails to discharge an obligation.

Financial Statements

Notes to the Financial Statements continued
for the year ended 30 April 2019

15 Analysis of financial assets and liabilities continued

The AIFM monitors the financial risks affecting the Company on a daily basis. The Directors receive financial information on a quarterly basis which is used to identify and monitor risk.

The AIFM's policies for managing these risks are summarised below and have been applied throughout the year:

Other Price Risk

Other price risk arises mainly from uncertainty about future prices of financial instruments. The value of shares and the income from them may fall as well as rise and shareholders may not get back the full amount invested. The AIFM continues to monitor the prices of financial instruments held by the Company on a real time basis. Adherence to the Company's investment objective and policy shown on page 12 mitigates the risk of excessive exposure to one issuer or sector.

The Board manages market risk inherent in the investment portfolio by ensuring full and timely access to relevant information from the Investment Manager. The Board meets regularly and at each meeting reviews the investment performance, the investment portfolio and the rationale for the current investment positioning to ensure consistency with the Company's investment objective and policy. The portfolio does not seek to reproduce any index, investments are selected based upon the merit of individual companies and therefore the portfolio's performance may well diverge significantly from the benchmark.

A list of the investments held by the Company at 30 April 2019 is shown in the Portfolio Valuation on page 10.

It is the Board's policy to hold an appropriate spread of investments in the portfolio in order to reduce the risk arising from factors specific to a particular country or sector. The allocation of assets to international markets and the stock selection process both act to reduce market risk. The Investment Manager actively monitors market prices throughout the year and reports to the Board, which meets regularly in order to review the investment strategy. The investments held by the Company are listed on various stock exchanges worldwide, but predominantly in the UK.

If the investment portfolio valuation fell by 10% from the amount detailed in the financial statements as at 30 April 2019, it would have the effect, with all other variables held constant, of reducing the net capital return before taxation by £7,228,000 (2018: £7,076,000). An increase of 10% in the investment portfolio valuation would have an equal and opposite effect on the net capital return before taxation and equity reserves.

Currency Risk

Although the Company's performance is measured in sterling, a proportion of the Company's assets may be either denominated in other currencies or are in investments with currency exposure. The Company was not exposed to material direct foreign currency risk during the year. At the year end, the Company held three (2018: four) US dollar denominated investments with the sterling equivalent of £2,263,000 (2018: £3,828,000). The Company also held one (2018: three) investment with the sterling equivalent of £203,000 denominated in other currencies (2018: £2,980,000).

An analysis of the indirect geographical exposure is shown on page 11.

The Investment Manager reviews the risks of adverse currency movements and where necessary may use derivatives to mitigate the risk of adverse currency movements, although none have been used to date.

Interest Rate Risk

The Company finances its operations through existing reserves and a revolving credit facility. The Company's financial assets and liabilities, excluding short-term debtors and creditors, may include investments in fixed interest securities, whose fair value may be affected by movements in interest rates. Details of such holdings can be found in the Portfolio Valuation on page 10.

15 Analysis of financial assets and liabilities continued

During the year, the Company had in place a revolving credit facility of £9,000,000 with The Royal Bank of Scotland International (London Branch) plc. The facility matured and was renewed in January 2018 at an interest rate of 0.9% over LIBOR on any drawn down balance and 0.45% on any undrawn balance. At 30 April 2019, the facility was not drawn (2018: £5,000,000 drawn down). The effect of a movement of +/–100 basis points in the interest rate would result in a decrease/increase to the Company's Income Statement of £nil (2018: £50,000). The amount of such borrowings and the approved levels are monitored and reviewed regularly by the Board.

The Company's cash earns interest at a variable rate which is subject to fluctuations in interest rates. At the year end, the Company's cash balances were £5,113,000 (2018: £9,591,000). The interest received in the year amounted to nil (2018: nil).

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities as they fall due. The Investment Manager does not invest in unquoted securities on behalf of the Company. However, the investments held by the Company includes UK AIM quoted and NEX quoted companies which can have limited liquidity. Short-term flexibility is achieved through the use of bank borrowings. Liquidity risk is mitigated by the fact that the Company has £5,113,000 (2018: £9,591,000) cash at bank which can satisfy its creditors and that, as a closed-end fund, assets do not need to be liquidated to meet redemptions, and sufficient liquid investments are held to be able to meet any foreseeable liabilities.

Credit Risk

Credit risk is the risk of financial loss to the Company if a counterparty fails to meet its obligations.

The risk is minimised by using only approved and reputable counterparties with the main counterparty being the Company's Depositary. Under the AIFMD the Depositary is liable for the loss of any financial asset held by it or its delegates and in accordance within its agreement with the Company is required to segregate such assets from its own assets.

Capital Management

The Company does not have any externally imposed capital requirements, other than those relating to the revolving credit facility. The main covenants relating to the loan facility are:

- net borrowings will not at any time exceed 25% of the adjusted net asset value; and
- adjusted net asset value shall at all times be equal to or greater than £25,000,000.

Financial Statements

Notes to the Financial Statements continued
for the year ended 30 April 2019

15 Analysis of financial assets and liabilities continued

The Board considers the capital of the Company to be its issued share capital, reserves and debt. The capital of the Company is managed in accordance with its investment policy in pursuit of its investment objective detailed on page 12.

	30 April 2019 £'000	30 April 2018 £'000
The Company's capital at 30 April comprised:		
Debt		
Revolving bank credit facility drawn down	–	5,000
Equity		
Equity share capital	280	272
Retained earnings and other reserves	76,891	74,912
	77,171	**75,184**
Debt as a percentage of net assets	0.0%	6.6%

Gearing

Gearing amplifies the impact of gains or losses on the net asset value of the Company. It can be positive for a company's performance, although it can have negative effects on performance in falling markets. It is the Company's policy to determine the adequate level of gearing appropriate to its own risk profile.

16 Related parties

The following are considered to be related parties:

- The Directors of the Company

Details of the remuneration of all Directors can be found in note 4 on page 53 and in the Directors Remuneration Report on page 30.

Hugh van Cutsem is a founding partner of Kepler Partners LLP, a firm that issues research on Miton Global Opportunities plc for a fee of £12,500 per annum. No amounts were due to Kepler Partners LLP at the year-end (2018: nil).

17 Transactions with Management

- Miton Trust Managers Limited (the 'AIFM') and Miton Asset Management Limited (the 'Investment Manager') are considered related parties under the Listing Rules.

Details of the IMA with the AIFM and the Delegation Agreement with the Investment Manager are set out on page 18 and also in note 3 on page 53.

Further Information – Unaudited

Shareholder Information

Share Dealing

Shares can be traded through your usual stockbroker or other authorised intermediary. The Company's Ordinary shares are traded on the main market of the London Stock Exchange. The Company's shares are fully qualifying investments for Individual Savings Accounts ("ISAs").

Share Register Enquiries

The register for the Ordinary shares is maintained by Link Asset Services. In the event of queries regarding your holding, please contact the Registrar on 0871 664 0300 (+44 371 664 0300 from overseas) (Calls cost 12p per minute plus your phone company's access charge and may be recorded for training purposes. Calls outside the UK will be charged at the applicable international rate. Lines are open between 09.00 and 17.30 Monday to Friday excluding public holidays in England and Wales) or email: enquiries@linkgroup.co.uk. Changes of name and/or address must be notified in writing to the Registrar: Shareholder Services, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU of via the shareholder portal at www.signalshares.com.

Share Capital and Net Asset Value Information

Ordinary 1p shares	28,004,985 at 30 April 2019
SEDOL number	3436594
ISIN number	GB0034365949
Bloomberg symbol	MIGO

The Company releases its net asset value per Ordinary share to the London Stock Exchange daily.

Share Prices

The mid-market prices are quoted daily in the Financial Times under 'Investment Companies'.

Financial Calendar

Company's year end	30 April	Company's half-year end	31 October
Annual results announced	June/July	Half-Yearly results announced	December
Annual General Meeting	September		

Annual and Half-Yearly Reports

Copies of the Annual Reports are available from the Company Secretary on 0203 008 4910 and are available on the Company's website, www.mitongroup.com/private/fund/miton-global-opportunities-plc. Copies of the Half-Yearly Reports are only available on the Company's Website.

AIFM: Miton Trust Managers Limited

The Company's AIFM is Miton Trust Managers Limited, a wholly owned subsidiary of Miton Group plc. Miton Group plc is listed on the AIM market for smaller and growing companies.

Investor updates in the form of monthly factsheets are available from the Company's website, www.mitongroup.com/private/fund/miton-global-opportunities-plc.

Association of Investment Companies

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

Legal Entity Identifier

21380075RRMI7D4NQS20

Further Information – Unaudited

AIFMD Disclosures (unaudited)

The Company's AIFM is Miton Trust Managers Limited.

The AIFMD requires certain information to be made available to investors in Alternative Investment Funds ("AIFs") before they invest and requires that material changes to this information be disclosed in the annual report of each AIF. Those disclosures that are required to be made pre-investment are included within a Pre-Investor Information Document ("PIID") which can be found on the Company's website www.mitongroup.com/private/fund/miton-global-opportunities-plc.

All authorised AIFMs are required to comply with the AIFMD Remuneration Code.

Remuneration

Miton Trust Managers Limited (the "Firm") is required in this Annual Report to make certain disclosures in respect of remuneration paid to its staff. The following disclosures are made in line with the Firm's interpretation of currently available regulatory guidance on remuneration disclosures.

The total amount of remuneration paid (or to be paid) by the Firm to its staff in respect of the financial year ended 31 December 2018 has been attributed (using an objective apportionment methodology) to Miton Global Opportunities plc for which the Firm acts as the alternative investment fund manager. The amount of the total remuneration paid (or to be paid) by the Firm to its staff which has been attributed to Miton Global Opportunities plc in respect of the financial year ended 31 December 2018 is £282,121. This figure is comprised of fixed remuneration of £140,793 and variable remuneration of £141,328.

There were a total of five beneficiaries of the remuneration described above.

The amount of the aggregate remuneration paid (or to be paid) by the Firm to its senior management which has been attributed to Miton Global Opportunities plc in respect of the financial year ended 31 December 2018 was £282,121. The Firm delegates investment management activity to Miton Asset Management Limited and therefore there are no members of staff whose actions have a material impact on the risk profile of Miton Global Opportunities plc.

Remuneration Policy of the Firm

The Firm is authorised and regulated by the UK Financial Conduct Authority ("FCA") as an Alternative Investment Fund Manager ("AIFM") and as such must comply with the rules contained in the FCA's AIFM Remuneration Code within SYSC 19B in a manner that is appropriate to its size, internal organisation and the nature, scope and complexities of its activities.

Staff included in the aggregated figures disclosed above are rewarded in line with the Firm's remuneration policy (the "Remuneration Policy") which is determined and implemented by the Remuneration Committee (comprising senior executives and non-executives of Miton Group plc) and is subject to independent review. The Remuneration Policy reflects the Firm's ethos of good governance and encapsulates the following principal objectives:

- to provide a clear link between remuneration and performance of the Firm and to avoid rewarding for failure;
- to promote sound and effective risk management consistent with the risk profiles of the Alternative Investment Funds ("Funds") managed by the Firm; and
- to remunerate staff in line with the business strategy, objectives, values and interests of the Firm and the Funds managed by the Firm in a manner that avoids conflicts of interest.

The Firm assesses performance for the purposes of determining payments in respect of performance-related remuneration by reference to a broad range of measures including (i) individual performance (using financial and non-financial criteria), (ii) performance of the business unit or relevant Fund for which the individual provides services and (iii) the overall performance of the Firm. Assessment of performance is set within a multi-year framework, reflecting the cycles of the relevant Fund, to ensure the process is based on longer-term performance and spread over time.

The elements of remuneration are balanced between fixed and variable and the management function sets fixed salaries at a level sufficient to ensure that variable remuneration incentivises and rewards strong performance but does not encourage excessive risk taking.

The Firm operates a discretionary bonus scheme. The Firm is entitled to disapply the requirements of SYSC 19B in relation to deferral and payment of remuneration in instruments, therefore, due to the Firm's size, internal organisation and the nature, scope and complexities of its activities the Firm does not currently operate deferral of remuneration.

Mechanisms are in place to ensure that remuneration does not reward failure, whether on the early termination of a contract or otherwise.

No individual is involved in setting his or her own remuneration.

Leverage

For the purposes of the AIFMD, leverage is any method which increases the Company's exposure, including the borrowing of cash and the use of derivatives. It is expressed as a ratio between the Company's exposure and its net asset value and is calculated under the Gross and Commitment Methods, in accordance with AIFMD. Under the Gross Method, exposure represents the sum of the Company's positions without taking account of any netting or hedging arrangements. Under the Commitment Method, exposure is calculated after certain hedging and netting positions are offset against each other. Under both methods, 100% would equate to no leverage.

The Company is required to state its maximum and actual leverage levels, calculated as prescribed by the AIFMD as at 30 April 2019. This gives the following figures:

Leverage exposure	Gross Method	Commitment Method
Maximum limit	200%	200%
Actual level	100%	100%

Source: Miton Trust Managers Limited

Further Information – Unaudited

Glossary

Adjusted Market Capitalisation

The average of the mid market prices for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange on each business day in the relevant calendar month multiplied by the number of Ordinary Shares in issue on the last business day of the relevant calendar month, adjusted by adding the amount per Ordinary Share of all dividends declared in respect of which Ordinary Shares have gone "ex div" in the relevant calendar month, excluding any Ordinary Shares held in treasury.

AIFMD

The Alternative Investment Fund Managers Directive (the 'Directive') is a European Union Directive that came into force on 22 July 2013. The Directive regulates EU fund managers that manage alternative investment funds (this includes investment trusts).

AIFM

The Alternative Investment Fund Manager of the Company is Miton Trust Managers Limited.

Discount/Premium

If the share price of an investment trust is lower than the NAV per share, the shares are said to be trading at a discount. If the share price is higher than the NAV per share, the shares are said to be trading at a premium. The size of the discount or premium is calculated by subtracting the share price from the NAV per share and then dividing by the NAV per share.

Gearing

Gearing amplifies the impact of gains or losses on the net asset value of the Company. It can be positive for a company's performance, although it can have negative effects on performance when underlying assets fall in value. It is the Company's policy to determine the adequate level of gearing appropriate to its own risk profile.

Gearing is calculated in accordance with guidance from the AIC as follows:

The amount of borrowings as a proportion of net assets, expressed as a percentage.

Leverage

Leverage is defined in the AIFMD as any method by which the AIFM increases the exposure of an AIF. In addition to the gearing limit the Company also has to comply with the AIFMD leverage requirements. This limit is expressed as a % with 100% representing no leverage or gearing in the Company. There are two methods of calculating leverage as follows:

The Gross Method is calculated as total exposure divided by Shareholders' Funds. Total exposure is calculated as net assets, less cash and cash equivalents, adding back cash borrowing.

The Commitment Method is calculated as total exposure divided by Shareholders' Funds. In this instance total exposure is calculated as net assets, less cash and cash equivalents, adding back cash borrowing adjusted for netting and hedging arrangements.

Net Asset Value ("NAV")

The NAV is shareholders' funds expressed as an amount per individual share. Shareholders' funds are the total value of all the Company's assets, at current market value, having deducted all liabilities and prior charges at their par value (or at their asset value).

Ongoing Charges

As recommended by the AIC in its guidance updated in October 2015, ongoing charges are the Company's annualised revenue and capitalised expenses (excluding finance costs and certain non-recurring items) expressed as a percentage of the average monthly net assets of the Company during the year.

	Year ended 30 April 2019 £'000	Year ended 30 April 2018 £'000
Total expenses from note 3 and note 4	1,282	1,064
Less non recurring expenses	(185)	(49)
Total ongoing charges	**1,097**	**1,015**
Average net assets	75,800	70,107
Ongoing charges	**1.4%**	**1.4%**

The ongoing charges percentage reflects the costs incurred directly by the Company which are associated with the management of a static investment portfolio. Consistent with the AIC guidance, the ongoing charges percentage excludes non-recurring items. In addition, the NAV performance also includes the costs incurred directly or indirectly in investments that are managed by external fund managers. Many of these managers net these costs off within their valuations, and therefore they form part of the Company's investment return, and it is not practical to calculate an ongoing charges percentage from the information they provide.

Total Return

The combined effect of any dividends paid, together with the rise or fall in the share price or NAV. Total return statistics enable the investor to make performance comparisons between trusts with different dividend policies. Any dividends (after tax) received by a shareholder are assumed to have been reinvested in either additional shares of the trust at the time the shares go ex-dividend (the share price total return) or in the assets of the trust at its NAV per share (the NAV total return). As the Company does not currently pay dividends the NAV and share price total return are calculated by taking the increase in the NAV or share price during the relevant period and dividing by the opening NAV or share price.

Volatility

Volatility is related to the degree to which NAV or prices differ from their mean (the standard deviation). Volatility is calculated by taking the daily NAV or closing prices over the relevant year and calculating the standard deviation of those prices. The daily standard deviation is then multiplied by an annualisation factor being the square root of the number of the trading days in the year.

Further Information – Unaudited

How to Invest

Retail investors advised by IFAs

The Company currently conducts its affairs so that its shares can be recommended by Independent Financial Advisers (IFAs) in the UK to ordinary retail investors in accordance with the Financial Conduct Authority ("FCA") rules in relationship to non-mainstream investment procedures and intends to continue to do so. The shares are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are shares in an investment trust.

Investment platforms

The Company's shares are traded openly on the London Stock Exchange and can be purchased through a stock broker or other financial intermediary. The shares are available through savings plans (including Investment Dealing Accounts, ISAs, Junior ISAs and SIPPs) which facilitate both regular monthly investments and lump sum investments in the Company's shares. There are a number of investment platforms that offer these facilities. A list that is not comprehensive nor constitutes any form of recommendation, can be found below:

AJ Bell Youinvest	www.youinvest.co.uk/
Alliance Trust Savings	www.alliancetrustsavings.co.uk/
Barclays Stock Brokers	www.barclays.co.uk/smart-investor/
Bestinvest	www.bestinvest.co.uk/
Charles Stanley Direct	www.charles-stanley-direct.co.uk/
Club Finance	www.clubfinance.co.uk/
Fidelity	www.fidelity.co.uk/
Halifax Share Dealing	www.halifax.co.uk/investing/
Hargreaves Lansdown	www.hl.co.uk/
HSBC	www.hsbc.co.uk/investments
iDealing	www.idealing.com/
IG	www.ig.com/uk
Interactive Investor	www.ii.co.uk/
IWEB	www.iweb-sharedealing.co.uk/share-dealing-home.asp
James Brearley	www.jbrearley.co.uk/
James Hay	www.jameshay.co.uk/
Saga Share Direct	www.sagasharedirect.co.uk/
Selftrade	www.selftrade.co.uk/
The Share Centre	www.share.com/
Saxo Capital Markets	www.home.saxo/en-gb

Link Asset Services – share dealing service

A share dealing service is available to existing shareholders through the Company's Registrar, Link Asset Services, to either buy or sell shares. An online and telephone dealing facility provides an easy to access and simple to use service.

To deal online or by telephone all you need is your surname, investor code, full postcode and your date of birth. Your investor code can be found on your tax voucher or certificate. Please have the appropriate documents to hand when you log on or call, as this information will be needed before you can buy or sell shares.

For further information on this service please contact:

www.linksharedeal.com (online dealing)

Telephone: 0371 664 0445 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open between 8.00 a.m. – 4.30 p.m, Monday to Friday excluding public holidays in England and Wales).

Risk warnings

- Past performance is no guarantee of future performance.
- The value of your investment and any income from it may go down as well as up and you may not get back the amount invested. This is because the share price is determined, in part, by the changing conditions in the relevant stockmarkets in which the Company invests and by the supply and demand for the Company's shares.
- As the shares in an investment trust are traded on a stockmarket, the share price will fluctuate in accordance with supply and demand and may not reflect the underlying net asset value of the shares; where the share price is less than the underlying value of the assets, the difference is known as the 'discount'. For these reasons, investors may not get back the original amount invested.
- Although the Company's financial statements are denominated in sterling, some of the holdings in the portfolio are denominated in currencies other than sterling and therefore they may be affected by movements in exchange rates. As a result, the value of your investment may rise or fall with movements in exchange rates.
- Investors should note that tax rates and reliefs may change at any time in the future.
- The value of ISA, Junior ISA and SIPP tax advantages will depend on personal circumstances. The favourable tax treatment of ISAs, Junior ISAs and SIPPs may not be maintained.

Further Information – Unaudited

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifteenth ANNUAL GENERAL MEETING of Miton Global Opportunities plc will be held on Thursday, 12 September 2019 at 12.00 noon at the offices of Eversheds Sutherland (International) LLP, 1 Wood Street, London EC2V 7WS for the following purposes:

Resolutions 1 to 9 (inclusive) are proposed as Ordinary Resolutions and Resolutions 10 to 12 (inclusive) are proposed as Special Resolutions.

Resolution on Form of Proxy

Ordinary business

		Resolution on Form of Proxy
1	To receive and accept the Strategic Report, Report of the Directors and Auditor's Report and the audited financial statements for the year ended 30 April 2019.	Resolution 1
2	To receive and approve the Directors' Remuneration Report for the year ended 30 April 2019.	Resolution 2
3	To re-elect Mr Davidson as a Director of the Company.	Resolution 3
4	To re-elect Mr Phillips as a Director of the Company.	Resolution 4
5	To re-elect Ms Thomson as a Director of the Company.	Resolution 5
6	To re-elect Mr van Cutsem as a Director of the Company.	Resolution 6
7	To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company.	Resolution 7
8	To authorise the Audit Committee to determine the Auditor's remuneration.	Resolution 8

Special business

9 THAT the Directors of the Company be and are hereby generally and unconditionally authorised (in substitution for any authorities previously granted to the Directors to the extent unused) pursuant to Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £93,849 (representing approximately one-third of the issued share capital (excluding treasury shares) as at the date of this notice) during the period commencing on the passing of this Resolution and expiring (unless previously revoked, varied, renewed or extended by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2020 (the "Section 551 period"), but so that the Directors may, at any time prior to the expiry of the Section 551 period, make offers or agreements which would or might require shares to be allotted or Rights to be granted after the expiry of the Section 551 period and the Directors may allot shares or grant Rights in pursuance of such offers or agreements as if the authority conferred by this Resolution had not expired. — Resolution 9

10 THAT in substitution for any existing power under Section 570 of the Companies Act 2006 (the "Act"), but without prejudice to the exercise of any such power prior to the date of this Resolution, the Directors be and they are hereby empowered, in accordance with Sections 570 and 573 of the Act, to allot equity securities (as defined in Section 560(1) of the Act) for cash, pursuant to the authority under Section 551 of the Act conferred on the Directors by Resolution 9 above as if Section 561(1) of the Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £28,154, at a price per share not less than the net asset value per share, such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2020, unless previously revoked, varied or renewed by the Company in General Meeting, save that the Company may, at any time prior to the expiry of such power, make an offer to enter into an agreement which would or might require equity securities or relevant shares to be allotted or sold after the expiry of such power and the Directors may allot equity securities or sell relevant shares in pursuance of such an offer or agreement as if such power had not expired. — Resolution 10

11 THAT the Company is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the "Act") to make purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 1p each in the capital of the Company ('Ordinary shares') for cancellation or for placing into Treasury provided that: Resolution 11

(a) the maximum number of Ordinary shares authorised to be acquired shall be 4,220,432 (or, if less, 14.99% of the Ordinary shares in issue immediately following the passing of this Resolution);

(b) the minimum price (exclusive of expenses) which may be paid for each Ordinary share is 1p;

(c) the maximum price (exclusive of expenses) which may be paid for each Ordinary share, shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations of Ordinary shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made; and (ii) the higher of the price of the last independent trade in the Ordinary shares and the highest then current bid for the Ordinary shares on the London Stock Exchange's market for larger established companies;

(d) this authority will (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company held after the date on which this Resolution is passed;

(e) the Company may make a contract of purchase for Ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration; and

(f) any Ordinary shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in Treasury and if held in Treasury may be resold from Treasury or cancelled at the discretion of the Directors.

12 THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice. Resolution 12

By order of the Board

Frostrow Capital LLP, Company Secretary
Miton Global Opportunities plc
Registered Office: Paternoster House, 65 St Paul's Churchyard, London EC4M 8AB
4 July 2019

Further Information – Unaudited

Notice of Annual General Meeting continued

Explanatory notes to the Notice of Meeting

As a shareholder, you have the right to attend, speak and vote at the forthcoming Annual General Meeting or at any adjournment(s) thereof. In order to exercise all or any of these rights you should read the following explanatory notes to the business of the Annual General Meeting.

Note 1: To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast) members must be entered on the Company's register of members at the close of business on 10 September 2019 (or in the event that the meeting is adjourned, only those shareholders registered on the Register of Members of the Company as at the close of business on the day which is 48 hours prior to the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Note 2: A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company.

If multiple proxies are appointed they must not be appointed in respect of the same shares. To appoint more than one proxy, shareholders will need to complete a separate proxy form in relation to each appointment. Each proxy appointment must state clearly the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given.

This year, hard copy Forms of Proxy have not been included with this notice. Members can vote by:

- logging onto the Share Portal Service at www.signalshares.com and following instructions;
- requesting a hard copy form of proxy directly from the registrars, Link Asset Services at enquiries@linkgroup.co.uk or on 0871 664 0391 (or +44 (0) 371 664 0391 if calling from outside the UK); or
- in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If you wish to vote using the Share Portal Service at www.signalshares.com and you have not already registered for Signal Shares, you will need your investor code which you can find on your share certificate (or obtain from Link Asset Services if you have difficulties locating your share certificate). Once registered, you will immediately be able to vote. Your vote should be submitted no later than 12 noon on 10 September 2019.

To be valid, any appointment of a proxy must be completed, signed and received at Link Asset Services, PSX1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 48 hours before the time of the meeting or 12 noon on 10 September 2019.

The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every Ordinary share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing.

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority shall be determined by the order in which the names of the holders stand in the register.

Any question relevant to the business of the Annual General Meeting may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by letter addressed to the Company Secretary at the registered office.

Note 3: 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 resolutions. If no voting indication is given, a proxy may vote or abstain from voting at his/her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Note 4: A person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

Note 5: The statements of the rights of members in relation to the appointment of proxies in Notes 1 and 2 above do not apply to a Nominated Person. The rights described in those Notes can only be exercised by registered members of the Company.

Note 6: As at 2 July 2019 (being the last business day prior to the publication of this notice) the Company's issued share capital and total voting rights amounted to 28,154,985 Ordinary shares carrying one vote each.

Note 7: A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company. On a vote on a resolution on a show of hands, each authorised person has the same voting rights as the corporation would be entitled to. On a vote on a resolution on a poll, if more than one authorised person purports to exercise a power in respect of the same shares:

a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way;

b) if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.

Note 8: Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General 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. 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 Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

Note 9: In accordance with Section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:

a) to do so would:

(i) interfere unduly with the preparation for the meeting, or

(ii) involve the disclosure of confidential information;

b) the answer has already been given on a website in the form of an answer to a question; or

c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Note 10: CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by the Company's agent ID RA10 by the latest time for receipt of proxy appointments specified in Note 2 above. 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 Company's

Further Information – Unaudited

agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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.

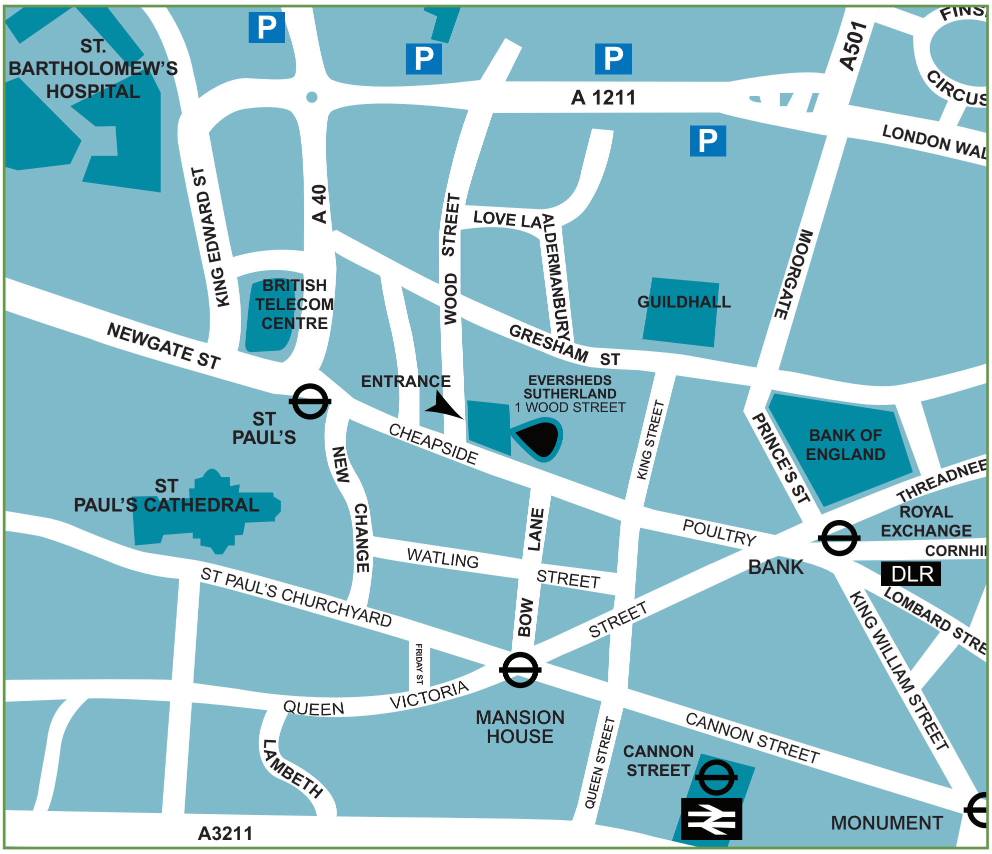
The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Note 11: The Annual Report incorporating this Notice of Annual General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website: www.mitongroup.com/private/fund/miton-global-opportunities-plc.

Note 12: None of the Directors has a contract of service with the Company. A copy of the letters of appointment of the Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except weekends and public holidays) until the date of the meeting and at the place of the meeting for a period of fifteen minutes prior to and during the meeting.

Location of the Annual General Meeting

Offices of Eversheds Sutherland (International) LLP, 1 Wood Street, London EC2V 7WS on Thursday, 12 September 2019 at 12 noon.



Contact Details of the Advisers

Manager, Company Secretary and Administrator

Frostrow Capital LLP
25 Southampton Buildings
London WC2A 1AL

Telephone: 0203 008 4910
Email: info@frostrow.com
Website: www.frostrow.com

Alternative Investment Fund Manager

Miton Trust Managers Limited
Paternoster House
65 St Paul's Churchyard
London EC4M 8AB

Investment Manager

Miton Asset Management Limited
Paternoster House
65 St Paul's Churchyard
London EC4M 8AB

Telephone: 020 3714 1525
Website: www.mitongroup.com

Independent Auditors

PricewaterhouseCoopers LLP
2 Glass Wharf
Bristol BS2 0FR

Registered Office

6th Floor, Paternoster House
65 St Paul's Churchyard
London EC4M 8AB

Stockbroker

Numis Securities Limited
The London Stock Exchange Building
10 Paternoster Square
London EC4M 7LT

Depositary and Custodian

The Bank of New York Mellon (International) Limited
One Canada Square
London E14 5AL

Registrar

Link Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU

Telephone (in UK): 0871 664 0300*
Telephone (from overseas): +44 (0)371 664 0300
Email: enquiries@linkgroup.co.uk
Website: www.linkassetservices.com

Please contact the Registrars if you have a query about a certificated holding in the Company's Shares.

* Calls cost 12p per minute plus your phone company's access charge and may be recorded for training purposes. Calls outside the UK will be charged at the applicable international rate. Lines are open from 9.00 a.m to 5.30 p.m Monday to Friday excluding public holidays in England and Wales.

aic
The Association of Investment Companies

A member of the Association of Investment Companies

Notes

Investment scams are often sophisticated and difficult to spot

How to avoid investment scams

1 **Reject unexpected offers**
Scammers usually cold call, but contact can also come by email, post, word of mouth or at a seminar. If you've been offered an investment out of the blue, chances are it's a high risk investment or a scam.

2 **Check the FCA Warning List**
Use the FCA Warning List to check the risks of a potential investment – you can also search to see if the firm is known to be operating without FCA authorisation.

3 **Get impartial advice**
Get impartial advice before investing – don't use an adviser from the firm that contacted you.

If you're suspicious, report it

You can report a firm or scam to the Financial Conduct Authority on 0800 111 6768 or through www.fca.org.uk/scamsmart

If you've lost money in a scam, contact Action Fraud on 0300 123 2040 or www.actionfraud.police.uk

Be ScamSmart and visit www.fca.org.uk/scamsmart

FINANCIAL CONDUCT AUTHORITY
Be a ScamSmart Investor

Disability Act

Copies of this annual report and other documents issued by the Company are available from the Company Secretary. If needed, copies can be made available in a variety of formats, including braille, audio tape or larger type as appropriate. You can contact the Registrar to the Company, Link Asset Services, which has installed telephones to allow speech and hearing impaired people who have their own telephone to contact them directly, without the need for an intermediate operator, for this service please call 0800 731 1888. Specially trained operators are available during normal business hours to answer queries via this service. Alternatively, if you prefer to go through a 'typetalk' operator (provided by RNID) you should dial 18001 from your textphone followed by the number you wish to dial.

Environment

This report is printed on Revive 100% White Silk a totally recycled paper produced using 100% recycled waste at a mill that has been awarded the ISO 14001 certificate for environmental management.

The pulp is bleached using a totally chlorine free (TCF) process.

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