

Chrysalis VCT plc

*Reports & Accounts
for the year ended
31 October 2018*

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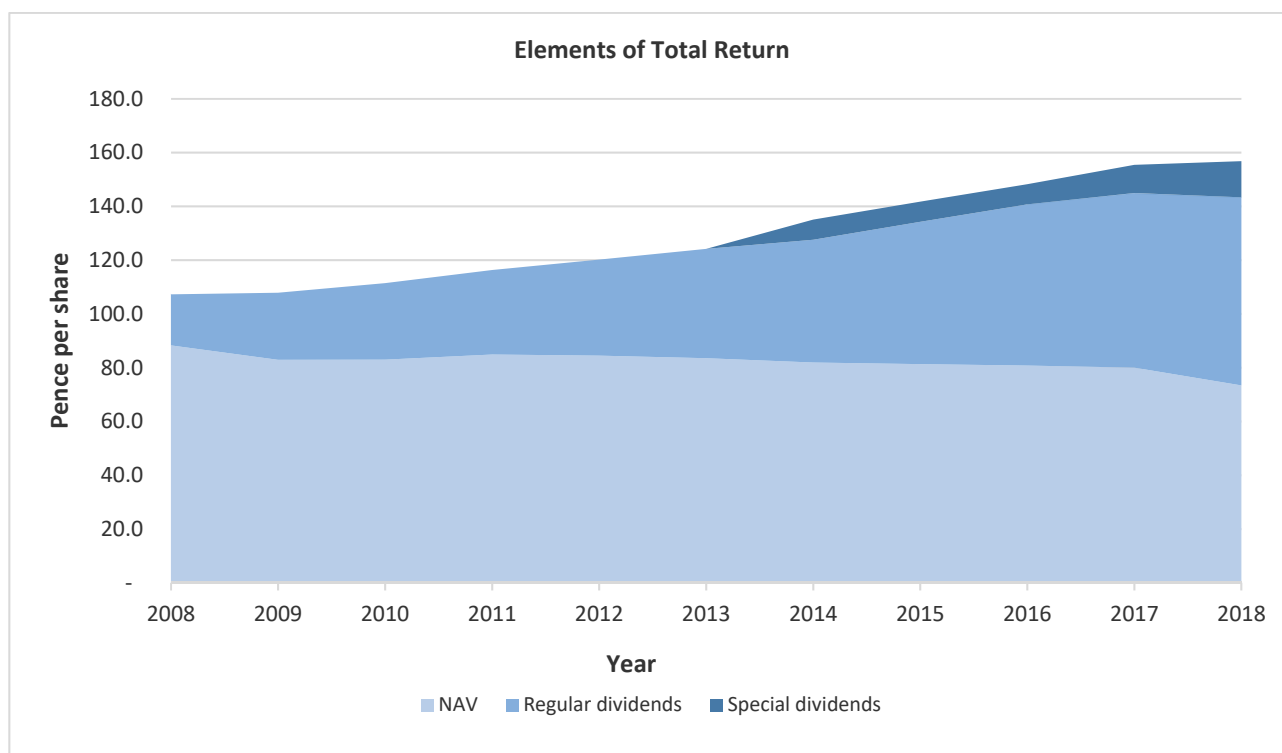
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FINANCIAL SUMMARY

	31 Oct 2018 Pence	31 Oct 2017 Pence
Net asset value per share ("NAV")	73.40	80.00
Cumulative dividends paid per share since launch *	83.45	75.45
Total Return (Net asset value per share plus cumulative dividends)	156.85	155.45
Dividends in respect of financial year		
Interim dividend per share (paid 3 August 2018)	1.75	1.75
Special dividend per share (paid 3 August 2018)	3.00	3.00
Final proposed dividend per share	3.25	3.25
	8.00	8.00

* Excludes final proposed dividend

Elements of Total Return



The above chart displays the elements of Total Return for the previous 10 years. A full dividend history for the company can be found at www.downing.co.uk.

Key dates

14 February 2019	Annual General Meeting ("AGM")
29 March 2019	Final dividend (payable to Shareholders on the register as at 8 March 2019)
June 2019	Announcement of Half-Yearly report to 30 April 2019

INVESTMENT OBJECTIVES

The Company's principal investment objectives are to:

- achieve long term capital growth and generate income for its Shareholders principally from private equity and AIM investments; and
- maintain its Venture Capital Trust status.

The detailed investment policy adopted to achieve the investment objectives is set out in the Strategic Report on pages 14 to 15.

DIRECTORS



Martin Knight is Chairman of LMS Capital Plc and of Frontier Smart Technologies Group Limited, the quoted consumer electronics business, and Cambridge Mechatronics Limited, which is an investment of Chrysalis VCT plc. He began his career with Morgan Grenfell & Co Ltd, becoming a director in 1982. He has advised and acted for a number of major public and private companies on project and corporate finance transactions and on financial and investment strategies. He is a Fellow of Imperial College, of which he was a Governor from 1992 to 2010. He has been a Director of Chrysalis VCT plc since October 2008.



Julie Baddeley was Chairman of Harvey Nash Group plc until its sale in October this year, and is a non-executive director of AIM-quoted Ebiquity plc. She is on the board of Marshall of Cambridge (Holdings) Ltd a family-owned aerospace and defence business which owns Cambridge airport. Previously she was Senior Independent director of Greggs plc, non-executive director of the BOC Group and Camelot Group plc, and executive director of The Woolwich plc. Earlier in her career she was partner in charge of a substantial part of Accenture's change management practice in Europe. She has been a Director of Chrysalis VCT plc since October 2000.



Robert Jeens is Chairman of Allianz Technology Trust PLC and Remote Media Group Limited and a non-executive director of JPMorgan Russian Securities plc. He trained as a chartered accountant with Touche Ross and was subsequently Finance Director of Kleinwort Benson Group plc and Woolwich plc. His previous non-executive appointments include serving as chairman of nCipher plc and as a director of Henderson Group plc and the Royal London Mutual Insurance Society Limited. He has been a Director of Chrysalis VCT plc since October 2017.

All Directors of the Company are non-executive.

The profiles of the Directors are also included on the website, www.chrysalisvct.co.uk.

CHAIRMAN'S STATEMENT

- **Total Return of 1.8% for the year**
- **Total Return on original 80.0p investment now at 156.85p**
- **Total dividends of 8.0p paid in the year**

Overview

It will be no surprise to Shareholders who have read my last two Chairman's Statements to learn that in the last year we made no new investments. The changes to the regulatory environment under which VCTs operate and the economic and business climate facing UK smaller companies has made the last year a challenging one for investors like ourselves. Whilst our existing portfolio of investee companies has performed, on the whole satisfactorily, there are few signs of real optimism.

With realisations totalling £2.2million during the year, your Board has, instead of chasing new investment opportunities, used the Company's cash resources to achieve two things: to maintain the regular dividend payment of 5.0p per share, with an added special dividend of 3.0p per share at a cash cost of £2.4 million in total; and to buy back 873,000 shares for a total sum of £550,000 at a discount to NAV of around 15%.

As a result of the portfolio performance and this use of the company's cash resources, net assets declined to £21.3 million from £23.9 million; and per share declined from 80.0p to 73.4p at 31 October 2018. Total Return (NAV plus cumulative dividends) increased by 1.4p per Share during the year and now stands at 156.85p per Share, for those Shareholders that invested at the Company's launch in 2000, compared to the cost (net of tax relief) of 80.0p.

Our current strategy is broadly, to carry on returning funds to Shareholders as realisations occur, although control over realisations is rarely in the hands of the Manager. The Board recognises that as this process continues, the portfolio will decrease both by monetary size and number of investments such that the cost base, relative to net assets, may eventually become inappropriate. The Board will address this matter in a timely manner.

Given this, your Board will continue to consider carefully the various options open to it. Your Board is aware of a number of different views as to the optimal way forward. In this context, your Board will be particularly mindful of the fundamental requirement not to breach the VCT qualifying rules; it will also not take steps which will put at risk the ability of the company to pay in the foreseeable future its regular 5.0p dividend each year, plus appropriate special dividends.

Dividend

Subject to Shareholder approval at the forthcoming AGM, in line with the policy noted above, your Board is proposing to pay a final 2018 dividend of 3.25p per Share on 29 March 2019, to Shareholders on the register as at 8 March 2019.

Cash, fixed income and other listed investments

The Company held £6.0 million in cash, fixed income securities and other listed investments at the year end.

The two fixed income investments fell in value by £65,000 to reflect their quoted values as at 31 October 2018. However, this reduction was more than offset by the cash interest of £94,000 received during the year.

Venture capital portfolio

At the year end, the Company held a portfolio of 18 venture capital investments, valued at £15.4 million.

As part of the year end processes, the Board has reviewed the valuations of the unquoted investments held and made a number of adjustments accordingly. Seven investments fell in value and six increased in value, while the remaining five investment valuations remain materially unchanged from the previous year end.

There were several disposals from the venture capital portfolio, which generated proceeds of £2.2 million and resulted in an overall realised loss of £99,000.

£607,000 of the total realisation proceeds came by way of deferred consideration from Internet Fusion Limited, an e-commerce business from which Chrysalis exited in 2017. As the full cost of the investment was treated as disposed when the exit took place, the cash received represents a pure profit for the Company.

Conversely, the sale of Precision Dental Laboratories Group Limited (PDL) generated a loss against opening valuation of £732,000. Overall the Board is satisfied with the outcome of the exit as, although the proceeds were below the carrying value, the prospects for the business appeared less positive and with the major shareholder pushing through a sale the future was uncertain.

The Investment Manager's Report on pages 5 to 6 gives a detailed overview of the portfolio activity during the year and of the main valuation movements.

CHAIRMAN'S STATEMENT (continued)

Share buyback policy

During the year the Company introduced a policy of buying in Shares that become available in the market at a discount of approximately 15% to the latest published NAV, subject to market conditions and any liquidity or regulatory restrictions. The Board feels that this level of discount remains appropriate in view of the characteristics of the Company's investment portfolio and is pleased to report that the level of buybacks undertaken has been at a manageable level. The Board intends to keep the policy under regular review and will make adjustments if it considers they are required.

Any Shareholders wishing to either acquire more Shares, or to sell existing holdings in the Company, are recommended to contact the Company's broker, Nplus1 Singer Capital Markets.

Annual General Meeting

The forthcoming AGM will be held at 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD at 11:30 a.m. on 14 February 2019. Notice of the meeting is at the end of this document.



Martin Knight
Chairman

18 December 2018

INVESTMENT MANAGER'S REPORT

This has been a slightly disappointing year for Chrysalis VCT with shareholder Total Return increasing by just 1.4p per share, compared with an average of 7.8p per annum over the previous 4 years. Profits from investing in small private companies are rarely stable since the sector moves in and out of favour but even with this year's result the 5-year average annual return is still over 6.5p per share, which is nearly an 11% per annum tax free gain (based on a 60.0p Share price).

The uncertainties caused by the protracted Brexit process have not helped our portfolio companies. In addition, our service-based companies are suffering from a serious labour shortage which is inevitably leading to rising wage costs. However, this year's relatively poor result is largely down to two factors.

Firstly, as shareholders may recall, in December 2016 Zappar had a successful fundraising round, raising over £2 million at over three times the price of the previous round. This meant that Chrysalis was obliged to increase its valuation to coincide with the latest round price. Since then Zappar has continued to successfully develop with sales and profits increasing. However, it has not achieved all its original targets and some of the "froth" has gone from its sector. Accordingly, we felt it was prudent to reduce its valuation by 25% (even though it is a more profitable business than this time last year). This has resulted in a valuation reduction of £538,000, which is equivalent to 1.8p per Share.

Secondly, in July we exited from Precision Dental Laboratories which was one of our oldest investments, having first invested in September 1999. The decision to sell was prompted by the retirement of one of the key members of the management team. Unfortunately, following his retirement trading declined substantially, proving yet again how in small businesses key people make all the difference. Consequently, the best offer for the business produced a return for Chrysalis which was £732,000 (2.5p per Share) below our valuation. However, we were only a minority shareholder and our fellow shareholders were still keen to sell at that price.

In previous years, in similar situations a VCT would have had many more options, for instance backing an MBO or rolling over its investment. However, under the new rules the options are much more limited and accordingly we were obliged to sell.

Without those two factors Total Return would have been 4.3p per Share higher at 5.7p.

There was one significant success during the year at least in percentage terms if not in absolute terms. In June we exited from Inaspect, a small early stage software business which we had only invested in 2 years previously. While Chrysalis made a 92% gain on its equity investment, because of the small size of the investment this only amounted to a gain of £138,000. However, there is a conditional deferred payment dependent on performance, which could produce a further £400,000 in May 2020.

Overall, valuation increases on the venture capital portfolio totalled £1.6 million. This total includes an uplift of £550,000 in respect of Coolabi Group Limited, an international media group. The increase is in line with value accruing on the preferred element of the investment.

The VCT's interest in Enthuse Holdings Limited (formerly MyTime Media Holdings Limited), which publishes a range of niche hobby magazines, was uplifted by £337,000 following good trading results.

Driver Required Group Limited, a specialist commercial vehicle driver recruitment agency, has also performed well and has been increased in value by £334,000.

Cambridge Mechatronics Limited, a high technology design and engineering company, was revalued upwards by £330,000 to reflect the price of the company's recent funding round.

Unrealised movements for the year on the venture capital portfolio resulted in a net appreciation of £705,000, equivalent to approximately 2.4p per Share.

As mentioned last year, the new VCT rules have significantly reduced the pool of potential qualifying investee companies and forced VCTs to invest at a much earlier stage in more high-risk situations. However, at the same time the VCT industry has continued to raise substantial amounts of new funds. The inevitable consequence of increased amounts of cash chasing fewer opportunities has led to an increase in their price. So, generally VCTs are paying higher prices for more risky investments which makes profitable returns much more difficult.

INVESTMENT MANAGER'S REPORT (continued)

We continue to review new investment opportunities, particularly those involving entrepreneurs we have previously backed successfully, however we are not willing to overpay and it will take a special set of circumstances for us to complete a new investment. In addition, under the new rules Chrysalis is precluded from re-investing in much of our existing portfolio and the companies which would be able to take VCT money have not needed any additional funds this year. Accordingly no investments were made in the year.

Overall, most of our portfolio companies continue to trade satisfactorily, with most being on or around budget, although a lot of those budgets were not terribly ambitious. As ever, confidence is a key component of a successful economy and it appears to be in short supply at present despite record numbers in work. Hopefully the country's mood may turn more optimistic in the new year.

The Chrysalis portfolio will not be immune to any recession if it occurs but equally since these are generally well run businesses, well set in their sectors, should a pick up take place the portfolio is well positioned to take advantage.

Chrysalis VCT Management Limited

18 December 2018

REVIEW OF INVESTMENTS

Portfolio of investments

The following investments, all of which are incorporated in England and Wales, were held at 31 October 2018:

	Cost £'000	Valuation £'000	Valuation movement in year £'000	% of portfolio by value
Top ten venture capital investments				
Coolabi Group Limited	3,456	5,144	550	24.1%
Locale Enterprises Limited	2,513	2,419	(135)	11.3%
Zappar Limited	300	1,623	(538)	7.6%
Driver Require Group Limited	520	1,295	334	6.1%
Cambridge Mechatronics Limited	366	1,175	330	5.5%
K10 (London) Limited	950	1,111	(6)	5.2%
Enthuse Holdings Limited (formerly MyTime Media Holdings)	56	1,045	337	4.9%
Green Star Media Limited	650	651	(68)	3.1%
Life's Kitchen Ltd	400	400	-	1.9%
IX Group Limited	250	350	11	1.6%
	<u>9,461</u>	<u>15,213</u>	<u>815</u>	<u>71.3%</u>
Other venture capital investments				
Triaster Limited	71	117	(115)	0.6%
The Mission Marketing Group plc*	150	65	7	0.3%
The Kellan Group plc*	320	1	(1)	0.0%
Progility plc*	100	-	(1)	0.0%
Art VPS Limited	358	-	-	0.0%
G-Crypt Limited	305	-	-	0.0%
Livvakt Limited	220	-	-	0.0%
Fusion Catering Solutions Limited	75	-	-	0.0%
	<u>1,599</u>	<u>183</u>	<u>(110)</u>	<u>0.9%</u>
Total venture capital investments				
	<u>11,060</u>	<u>15,396</u>	<u>705</u>	<u>72.2%</u>
Other listed investments				
Impact Healthcare REIT plc**	750	757	(7)	3.5%
	<u>750</u>	<u>757</u>	<u>(7)</u>	<u>3.5%</u>
Fixed income securities				
Lloyds Banking Group 7%	746	688	(31)	3.2%
Intermediate Capital Group plc 7%	724	739	(34)	3.5%
	<u>1,470</u>	<u>1,427</u>	<u>(65)</u>	<u>6.7%</u>
Total investments				
	<u>13,280</u>	<u>17,580</u>	<u>633</u>	<u>82.4%</u>
Cash at bank and in hand				
		<u>3,763</u>		<u>17.6%</u>
Total investments and cash				
		<u>21,343</u>		<u>100.0%</u>

All investments are unquoted unless otherwise stated.

* Quoted on AIM

** Listed and traded on the Main Market of the London Stock Exchange

REVIEW OF INVESTMENTS (continued)

Investment movements for the year ended 31 October 2018


Disposals

	Cost £'000	Value at 01/11/17* £'000	Proceeds £'000	Total gain/(loss) vs cost £'000	Realised gain/(loss) £'000
Venture capital investments					
Enthuse Holdings Limited	20	256	120	100	(136)
Hoop Holdings Limited	150	135	150	-	15
Inaspect Technology Limited	200	200	338	138	138
Precision Dental Laboratories Group Limited	1,110	1,731	999	(111)	(732)
	<u>1,480</u>	<u>2,322</u>	<u>1,607</u>	<u>127</u>	<u>(715)</u>
Dissolution/liquidation					
Internet Fusion Limited	-	-	607	607	607
Newquay Helicopter Limited	64	-	9	(55)	9
Electrobase RP (Holdings) Limited	1,001	-	-	(1,001)	-
Eemeev Limited (formally Veemee Limited)	500	-	-	(500)	-
	<u>1,565</u>	<u>-</u>	<u>616</u>	<u>(949)</u>	<u>616</u>
Total	<u>3,045</u>	<u>2,322</u>	<u>2,223</u>	<u>(822)</u>	<u>(99)</u>


There were no additions to the investment portfolio during the year.

REVIEW OF INVESTMENTS (continued)


Further details of the ten largest investments are as follows:

Coolabi Group Limited www.coolabi.com 	Cost at 31/10/18:	£3,456,000	Valuation at 31/10/18:	£5,144,000	
	Cost at 31/10/17:	£3,456,000	Valuation at 31/10/17:	£4,594,000	
	Investment comprises:				
	Equity shares:	£346,000	Valuation method:	Earnings multiple	
	6% loan note:	£3,110,000			
	Audited accounts:	31/03/18	31/03/17	Dividend income:	£Nil
	Turnover:	£7.9m	£8.1m	Loan note income:	£187,000
	Loss before tax:	(£5.3m)	(£3.9m)	Proportion of capital held:	2.3%
	Net liabilities:	(£11.4m)	(£5.9m)	Diluted equity:	2.3%

Coolabi Group Limited is a leading, independent, international media group and rights owner specialising in the creation, development and brand management of children's and family intellectual property rights.


Locale Enterprises Limited www.localerestaurants.com 	Cost at 31/10/18:	£2,513,000	Valuation at 31/10/18:	£2,419,000	
	Cost at 31/10/17:	£2,513,000	Valuation at 31/10/17:	£2,554,000	
	Investment comprises:				
	Equity shares:	£1,400,000	Valuation method:	Earnings multiple	
	5.85% loan note:	£750,000			
	6.50% loan note:	£363,000			
	Audited accounts:	31/05/17	31/05/16	Dividend income:	£Nil
	Turnover:	Not published		Loan note income:	£33,000
	Profit before tax:	Not published		Proportion of capital held:	49.3%
	Net assets:	£2.0m	£2.1m	Diluted equity:	49.3%

Locale Enterprises Limited operates three Italian restaurants which are located in Blackheath, Fulham and County Hall.


Zappar Limited www.zappar.com 	Cost at 31/10/18:	£300,000	Valuation at 31/10/18:	£1,623,000	
	Cost at 31/10/17:	£300,000	Valuation at 31/10/17:	£2,161,000	
	Investment comprises:				
	Equity shares:	£300,000	Valuation method:	Cost reviewed for impairment	
	Audited accounts:	31/03/18	31/03/17	Dividend income:	£Nil
	Turnover:	£3.8m	£2.4m		
	Loss before tax:	(£0.1m)	(£0.2m)	Proportion of capital held:	9.4%
	Net assets:	£0.6m	£0.6m	Diluted equity:	9.2%

Zappar Limited was a spin out in 2011 from another Chrysalis VCT plc investment, VEEMEE. It is involved in the development and application of augmented reality solutions for a wide range of UK and international clients.

REVIEW OF INVESTMENTS (continued)

Driver Require Group Limited www.driverrequire.co.uk	Cost at 31/10/18:	£520,000	Valuation at 31/10/18:	£1,295,000	
	Cost at 31/10/17:	£520,000	Valuation at 31/10/17:	£961,000	
	Investment comprises:				
	Equity shares:	£52,000	Valuation method:	Earnings multiple	
	6.0% Loan note:	£468,000			
	Audited accounts:	31/12/17	31/12/16	Dividend income:	£Nil
	Turnover:	Not published		Loan note income:	£28,000
	Profit before tax:	Not published		Proportion of capital held:	33.3%
	Net assets:	£0.6m	£0.8m	Diluted equity:	33.1%

Driver Require Group Limited is a specialist commercial vehicle driver recruitment agency with a strong customer base and offices throughout England.

Cambridge Mechatronics Limited www.cambridgemechatronics.com	Cost at 31/10/18:	£366,000	Valuation at 31/10/18:	£1,175,000	
	Cost at 31/10/17:	£366,000	Valuation at 31/10/17:	£843,000	
	Investment comprises:				
	Equity shares:	£366,000	Valuation method:	Recent funding round	
	Audited accounts:	31/12/17	31/12/16	Dividend income:	£Nil
	Turnover:	£3.1m	£1.5m		
	Loss before tax:	(£2.3m)	(£2.4m)	Proportion of capital held:	1.4%
	Net assets:	£0.3m	£1.8m	Diluted equity:	1.4%

Cambridge Mechatronics Limited is a high technology design and engineering company based in Cambridge, UK. It specialises in developing cutting edge mechatronic platform technologies and working with OEMs and manufacturers to mass produce products which incorporate its technology.


K10 (London) Limited www.k10.com	Cost at 31/10/18:	£950,000	Valuation at 31/10/18:	£1,111,000	
	Cost at 31/10/17:	£950,000	Valuation at 31/10/17:	£1,117,000	
	Investment comprises:				
	Equity shares:	£100,000	Valuation method:	Earnings multiple	
	6.0% loan note:	£850,000			
	Audited accounts:	31/12/17	31/12/16	Dividend income:	£Nil
	Turnover:	Not published		Loan note income:	£51,000
	Profit before tax:	Not published		Proportion of capital held:	5.0%
	Net assets:	£0.9m	£0.9m	Diluted equity:	5.0%


K10 (London) Limited is a high quality, great value 'kaiten' (conveyor belt) restaurant serving delicious, homemade modern Japanese food. It operates three eat in restaurants and two takeaway restaurants in the City of London.


Enthuse Holdings Limited www.enthusegroup.com	Cost at 31/10/18:	£56,000	Valuation at 31/10/18:	£1,045,000	
	Cost at 31/10/17:	£76,000	Valuation at 31/10/17:	£965,000	
	Investment comprises:				
	Equity shares:	£56,000	Valuation method:	Earnings multiple	
	Audited accounts:	31/12/17	31/12/16	Dividend income:	£Nil
	Turnover:	Not published			
	Profit before tax:	Not published		Proportion of capital held:	30.1%
	Net liabilities:	(£0.4m)	(£0.4m)	Diluted equity:	30.1%

Formerly MyTime Media Holdings Limited, Enthuse Holdings Limited owns and publishes a range of magazines in the UK and USA. It also owns a number of online only enthusiast sites. During the year it acquired another Chrysalis investment, Hoop Holdings Limited, an e-commerce business.

REVIEW OF INVESTMENTS (continued)

 <p>Green Star Media Limited www.greenstarmedia.net</p>	Cost at 31/10/18:	£650,000	Valuation at 31/10/18:	£651,000	
	Cost at 31/10/17:	£650,000	Valuation at 31/10/17:	£719,000	
	Investment comprises:				
	Equity shares:	£150,000	Valuation method:	Earnings multiple	
	6.0% Loan note:	£500,000			
	Abbreviated accounts:	31/12/17	31/12/16	Dividend income:	£Nil
	Turnover:	Not published		Loan note income:	£30,000
	Loss before tax:	Not published		Proportion of capital held:	10.0%
	Net (liabilities)/assets:	(£0.2m)	£0.04m	Diluted equity:	9.0%
	<p>Green Star Media Limited is a direct to customer specialist publishing company selling by way of web and email to a global audience of amateur and professional sports coaches, athletes and physiotherapists.</p>				

 <p>Life's Kitchen Ltd www.lifeskitchen.com</p>	Cost at 31/10/18:	£400,000	Valuation at 31/10/18:	£400,000	
	Cost at 31/10/17:	£400,000	Valuation at 31/10/17:	£400,000	
	Investment comprises:				
	Equity shares:	£200,000	Valuation method:	Earnings multiple	
	6.0% Loan note:	£200,000			
	Abbreviated accounts:	31/03/17	31/03/16	Dividend income:	£Nil
	Turnover:	Not published		Loan note income:	£2,000
	Profit before tax:	Not published		Proportion of capital held:	22.0%
	Net assets:	£0.02m	£0.01m	Diluted equity:	22.0%
	<p>Life's Kitchen Ltd provides venue management, event management and catering services at some of the most prestigious venues in London and the Home Counties.</p>				

 <p>IX Group Limited www.rephine.com</p>	Cost at 31/10/18:	£250,000	Valuation at 31/10/18:	£350,000	
	Cost at 31/10/17:	£250,000	Valuation at 31/10/17:	£339,000	
	Investment comprises:				
	Equity shares:	£250,000	Valuation method:	Earnings multiple	
	Audited accounts:	31/07/17	31/07/16	Dividend income:	£13,000
	Turnover:	Not published		Proportion of capital held:	7.1%
	Profit/(Loss) before tax:	Not published		Diluted equity:	7.1%
	Net assets:	£1.1m	£1.8m		
	<p>Through Rephine, IX Group Ltd holds an extensive library of Good Manufacturing Practice and Good Clinical Practice reports from pharmaceutical organisations around the world. It also provides consultancy advice.</p>				

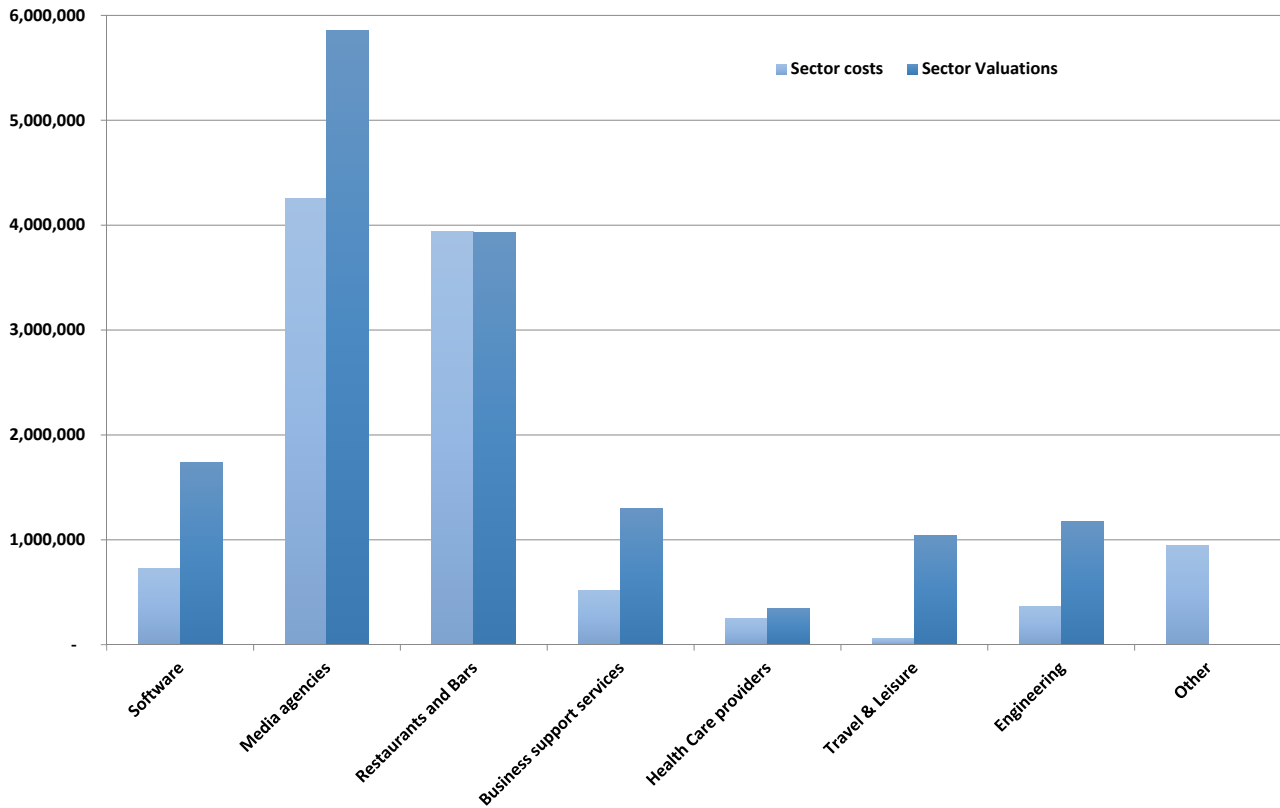
Note:

The proportion of equity held in each investment also represents the level of voting rights held by the Company in respect of the investment.

REVIEW OF INVESTMENTS (continued)

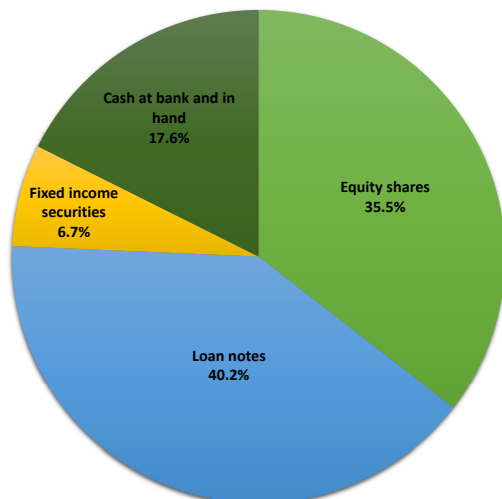
Analysis of investments by commercial sector

The split of the venture capital investment portfolio by commercial sector (by cost and by value at 31 October 2018) is as follows:



Analysis of investments and cash

The following chart summarises the Company's investments and cash by the nature of the instrument held (by value at 31 October 2018) as follows:



Portfolio balance

As at 31 October 2018, the Company's assets were employed in line with the targets within the investment policy. These are summarised as follows:

Type of investment (by HMRC valuation rules)	Actual	Target
VCT qualifying investments	79.0%	≥70.0%
Non-qualifying investments (including cash at bank)	21.0%	≤30.0%
Total	100.0%	100.0%

STRATEGIC REPORT

The Directors present the Strategic Report for the year ended 31 October 2018. The Board have prepared this report in accordance with the Companies Act 2006 (Strategic Report and Directors' Reports).

Principal objectives and strategy

The Company is a Venture Capital Trust ("VCT") whose principal investment objectives are to:

- achieve long term capital growth and generate tax-free income for its Shareholders principally from private equity and AIM investments; and
- comply with the VCT regulations to enable Shareholders to retain the initial income tax relief and ongoing tax reliefs.

As a Venture Capital Trust, Shareholders are required to hold their Shares for a minimum period of five years in order to retain income tax relief.

Business review and developments

Over the year to 31 October 2018, net losses arising on disposals from the portfolio totalled £99,000 (2017: £1.3 million gain). Unrealised gains on investments totalled £633,000 (2017: £1.1 million) for the year.

Revenue income less expenditure for the year, including capital expenses, resulted in a net loss of £224,000 (2017: £233,000).

The total return for the year was £319,000 (2017: £2.2 million). Net assets at the year-end were £21.3 million (2017: £23.9 million), including cash balances of £3.8 million (2017: £4.6 million).

Dividends paid during the year totalled £2.4 million (2017: £2.4 million), including a special dividend of £0.9 million (2017: £0.9 million).

The Company's business and developments during the year are reviewed further within the Chairman's Statement, Investment Management Report and the Review of Investments on pages 3 to 12.

Key performance indicators

At each Board meeting, the Directors consider a number of performance measures to assess the Company's level of success in meeting its investment objectives (as shown on page 2). The Board believes the Company's key performance indicators are Net Asset Value Total Return (NAV plus cumulative dividends paid to date) and dividends per share (see page 1). The NAV increased by 1.8% over the year after adding back dividends. The Company was able to pay dividends of 8.0p per share against the basic target of 5.0p per share. The Board has concluded that this was a satisfactory performance.

In addition, the Board considers the Company's performance in relation to other VCTs.

Principal risks and uncertainties

The principal financial risks faced by the Company, which include investment risk, interest rate risk, credit risk and liquidity risks, are summarised within Note 15 of the financial statements.

In addition to these risks, the Company, as a fully listed Company on the London Stock Exchange with a premium listing and as a Venture Capital Trust, operates in a complex regulatory environment and therefore faces a number of related risks.

A breach of the VCT Regulations could result in the loss of VCT status and consequent loss of tax reliefs currently available to Shareholders and the Company being subject to capital gains tax. Serious breaches of other regulations, such as the Listing rules of the Financial Conduct Authority and the Companies Act, could lead to suspension from the Stock Exchange and damage to the Company's reputation.

The Board reviews and agrees policies for managing each of these risks. They receive quarterly reports from the Investment and Administration Managers, which monitor the compliance of these risks, and place reliance on the Investment and Administration Managers to give updates in the intervening periods. These policies have remained unchanged since the beginning of the financial year.

There continues to be uncertainty surrounding Brexit, which has the potential to impact certain businesses within the investment portfolio through potential restrictions on the free movement of people and goods, coupled with the adverse effects on Sterling. The Board and Manager continue to monitor developments.

Viability statement

In accordance with C.2.1 and C.2.2 of the 2016 revision of the UK Corporate Governance Code, the Directors have assessed the prospects of the Company over a longer period than the twelve months required by the 'Going Concern' provision. The Board has conducted this review for a period of three years from the date of the approval of the annual report, as developments are considered to be reasonably foreseeable over this period.

The three year review considers the principal risks facing the Company which are summarised within Note 15 as well as the Company's cash flows, dividend cover and VCT monitoring compliance over the period. The three year review makes assumptions about the level of capital recycling likely to occur, expenses, and whether additional financing facilities will be required.

STRATEGIC REPORT (continued)

Viability statement (continued)

The Directors believe that the Company is well placed to manage its business risks successfully, having taken into account the Company's current economic outlook.

Based on the results, the Board believes that, taking into account the Company's current position, and subject to the principal risks faced by the business, the Company will be able to continue in operation and meet its liabilities as they fall due for a period of at least three years from the balance sheet date.

Business model

The Company operates as a Venture Capital Trust to ensure that its Shareholders can benefit from tax reliefs available.

Chrysalis VCT Management Limited, the Company's wholly owned subsidiary, provides investment management services to the Company. Consolidated Group Financial Statements have not been prepared as the subsidiary undertaking is not considered to be material. The Financial Statements therefore present only the results of Chrysalis VCT plc.

The business of the Company is to act as an investment company, investing in a portfolio which meets the conditions set within its investment policy, as shown below.

The Company aims to distribute funds to Shareholders by way of dividends, which are a combination of income and realised capital profits.

Investment policy

The Company's investment policy covers several areas as follows:

1. Venture capital investments;
2. Fixed income securities; and
3. Venture capital trust regulations.

Venture capital investments

The Company seeks to hold a portfolio of venture capital investments, predominantly comprising unquoted companies, but also including a proportion of investments in companies trading on AIM.

The Company will hold over 70% (rising to 80% with effect from 1 October 2019); of its investments in a portfolio of VCT-qualifying companies each of which, in the opinion of the Directors, have, or are expected to have:

- a strong management team and board;
- good opportunities for growth in value; and
- realistic prospects of achieving a stock market flotation or being sold within three to five years.

Fixed income securities

The Company seeks to hold a portfolio consisting of bonds issued by major companies and institutions with a minimum credit rating of A minus (Standard & Poor's rated) or A3 (Moody's rated) at the time of investment.

Venture capital trust regulations

In continuing to maintain its VCT status, the Company complies with a number of regulations as set out in Part 6 of the Income Tax Act 2007. How the main regulations apply to the Company is summarised as follows:

The Company holds at least 70% (rising to 80% with effect from 1 October 2019); of its investments in qualifying companies (as defined by Part 6 of the Income Tax Act 2007);

1. In respect of funds raised before 5 April 2011, at least 30% of the Company's qualifying investments (by value) are held in "eligible shares" ("eligible shares" generally being ordinary share capital). For funds raised after 5 April 2011 this is increased to 70%;
2. At least 10% of each investment in a qualifying company is held in "eligible shares" (by cost at time of investment);
3. No investment constitutes more than 15% of the Company's portfolio (by value at time of investment);
4. The Company's income for each financial year is derived wholly or mainly from shares and securities; and
5. The Company distributes sufficient revenue dividends to ensure that not more than 15% of the income from shares and securities in any one year is retained.

Compliance with the main VCT regulations as at 31 October 2018 and for the year then ended is summarised in the Director's Report on page 17.

STRATEGIC REPORT (continued)

Investment policy (continued)

Borrowings

It is not the Company's intention to have any borrowings. The Company does, however, have the ability to borrow not more than 15% of the aggregate of:

- the nominal capital of the Company being issued and paid up; and
- the amounts standing to credit of the reserves of the Company;

as shown within the latest audited balance sheet of the Company but after:

- making such adjustments as appropriate to take account of share buybacks or other variation of issued share capital;
- excluding amounts set aside for future taxation; and
- deducting therefrom (1) amounts equal to any distribution by the Company out of profits earned prior to the date of the latest audited balance sheet, (2) goodwill and other intangible assets, and (3) any debit balances on the profit and loss account.

At 31 October 2018, the maximum amount of borrowings allowed, without the previous sanction at a General Meeting, stood at £3.2 million (2017: £3.6 million). There are no plans to utilise this ability at the current time.

Environmental and social and human rights policy

The Company seeks to conduct its affairs responsibly. Where appropriate, the Board and the Managers take environmental, social and human rights factors into consideration when making investment decisions.

Directors and senior management

The Company does not have any employees, including senior management, other than the Board of three non-executive Directors. The Board comprises two male Directors and one female Director.

Whilst the Board have delegated the day to day operation of the Company to its advisers (including its wholly owned subsidiary), details of which are contained within the Report of the Directors, they retain the responsibility of planning, directing and controlling the activities of the Company.

Future prospects

The Company's future prospects are set out in the Chairman's Statement and Investment Management Report.

By order of the Board



Grant Whitehouse

Secretary
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD

18 December 2018

REPORT OF THE DIRECTORS

The Directors present the Annual Report and Accounts of the Company for the year ended 31 October 2018.

Share capital

As disclosed on page 23, the Board has authority to make market purchases of the Company's own Shares.

During the year, the Company purchased 873,000 Ordinary Shares for cancellation for an aggregate consideration of £550,000, at an average price of 62.7p per share and representing 2.9% of the issued share capital in issue at 1 November 2017. The purchase was undertaken at a price approximately equivalent to a 15% discount to the most recently published NAV at the time of purchase. These Shares were subsequently cancelled.

The total number of Ordinary Shares of 1p each in issue at 31 October 2018 was 29,044,025 (2017: 29,917,025), with each share having one vote. There are no other share classes in issue.

Results and dividends

	£'000	Per share
Return for the year	319	1.1p
<i>Dividends paid in the year</i>		
2 March 2018: 2018 Final	972	3.25p
3 August 2018: 2018 Interim	522	1.75p
3 August 2018: 2018 Special	895	3.00p
	<u>2,389</u>	<u>8.00p</u>

Subject to Shareholder approval at the forthcoming AGM, your Board is proposing to pay a final dividend of 3.25p per share on 29 March 2019, to Shareholders on the register at 8 March 2019.

Directors

The Directors of the Company during the year were as follows:

Martin Knight
Julie Baddeley
Robert Jeens

All directors were reappointed at the AGM on 27 February 2018.

Martin Knight and Julie Baddeley are due to retire at the forthcoming AGM as a result of holding a place on the Board for in excess of nine years and, being eligible, offer themselves for re-election at the forthcoming AGM.

The Board believes that all the non-executive Directors continue to provide a valuable contribution to the Company and remain committed to their roles. They also have considerable experience in other areas, as shown in their biographies on page 2, and therefore the Board strongly recommends that Shareholders continue to support the resolutions to re-elect the Directors.

Appointments of new Directors to the Board are considered by all existing Directors as and when required.

The Company provides Directors' and Officers' liability insurance, giving appropriate cover for legal action brought against its Directors, and has also agreed to indemnify Directors in circumstances where they are not considered to be culpable. The indemnity, which is a qualifying third-party indemnity provision for the purpose of the Companies Act, is for the benefit of all of the Company's current Directors.

Investment management fees

Chrysalis VCT Management Limited, the Company's wholly owned subsidiary, has an agreement to provide investment management services to the Company for a fee of 1.65% of net assets per annum, reducing to 1.35% should net assets exceed £34 million. The agreement may be terminated by either side serving on the other not less than twelve months' notice of termination.

The Board is satisfied with the performance of the Company under the current management arrangement and believes that it is in the Shareholders' best interest to continue as a self-managed VCT.

REPORT OF THE DIRECTORS (continued)

Performance incentive fees

The Board has an incentive scheme under which additional fees are paid to Chrysalis VCT Management Limited based on achieving exits from investments. The exit fees are calculated as the greater of 1% of the cash proceeds of any exit or 5% of the gain to the Company after all exit costs for investments made after 30 April 2004 or 2.5% of the gain in respect of investments made prior to 30 April 2004. Incentive fees arising in the year, on the exits shown on page 8, amounted to £54,000 (2017: £127,000).

Administration management fees

Downing LLP provides administration services to the Company for a fee of £55,000 per annum. The agreement may be terminated by either the Board or Downing serving on the other not less than six months' notice of termination.

VCT compliance

The Company has reappointed Philip Hare & Associates LLP to advise it on compliance with VCT requirements, reporting directly to the Board. Philip Hare & Associates LLP works closely with Chrysalis VCT Management Services Ltd and the Administration Manager ("the Managers") undertaking reviews of the VCT compliance status of new investment opportunities, providing regular compliance updates on the Company's existing portfolio of investments and providing advice on VCT compliance issues as and when they arise.

A summary of the VCT Regulations is included in the Company's Investment Policy as shown on page 14.

Compliance with the main VCT regulations as at 31 October 2018 and for the year then ended is summarised as follows:

- | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1. 70% of its investments in qualifying companies (rising to 80% with effect from 1 October 2019); | 79.0% |
| 2. At least 30% of the Company's qualifying investments (by value) are held in "eligible shares"; | 52.3% |
| 3. At least 10% of each investment in a qualifying company is held in "eligible shares"; | Complied |
| 4. No investment constitutes more than 15% of the Company's portfolio; | Complied |
| 5. The Company's income for each financial year is derived wholly or mainly from shares and securities; | 100.0% |
| 6. For the year ended 31 October 2017, no more than 15% of the income from shares and securities is retained (after taking into account paid and proposed revenue dividends in respect of the year under review). | Complied |

Substantial interests

As at 31 October 2018, and the date of this report, the Company was not aware of any beneficial interests exceeding 3% of the issued Ordinary Share capital.

Auditor

A resolution to reappoint BDO LLP as the Company's Auditor will be proposed at the forthcoming AGM.

Annual General Meeting

The forthcoming AGM will be held at 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD at 11:30 a.m. on 14 February 2019. The Notice of the AGM is at the end of this document.

REPORT OF THE DIRECTORS (continued)

Directors' responsibilities statement

The Directors are responsible for preparing the Report of the Directors, the Strategic Report and the Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations. They are also responsible for ensuring that the Annual Report includes information required by the Listing Rules of the Financial Conduct Authority.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 these financial statements, the Directors are required to:

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

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

In addition, each of the Directors considers 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 Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements and other information included in annual reports may differ from legislation in other jurisdictions.

Directors' statement pursuant to the Disclosure Guidance and Transparency Rules

Each of the Directors, whose names and functions are listed on page 2, confirms that, to the best of each person's knowledge:

- the financial statements, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the management report, comprising the Chairman's Statement, the Strategic Report, the Investment Management Report, the Review of Investments and the Report of the Directors, 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.

Electronic publication

The financial statements are published on www.chrysalisvct.co.uk (maintained by Chrysalis VCT Management Limited) and on www.downing.co.uk (maintained by the Administration Manager).

REPORT OF THE DIRECTORS (continued)

Corporate governance

The Company's compliance with, and departures from, the Financial Reporting Council's UK Corporate Governance Code, April 2016 (www.frc.org.uk), is shown on pages 23 to 26.

Global 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' Reports) Regulations 2013.

Other matters

Information in respect of financial instruments, and future developments which are normally disclosed within the Report of the Directors has been disclosed within the Strategic Report on pages 13 to 15 and Note 15 on pages 45 to 50.

Statement as to disclosure of information to the Auditor

The Directors in office at the date of this report have confirmed, as far as they are aware, that there is no relevant audit information of which the Auditor is unaware. Each of the Directors has confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the Auditor.

By order of the Board



Grant Whitehouse

Secretary
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD

18 December 2018

DIRECTORS' REMUNERATION REPORT

Annual statement from the Chairman of the Remuneration Committee: Julie Baddeley

The Committee, comprising Martin Knight, Julie Baddeley and Robert Jeens has reviewed the fee structure which has been in place since 1 April 2012 and agreed that the remuneration levels should remain unchanged for the forthcoming year.

Remuneration policy

Below is the Directors' policy on remuneration which is effective for the three years commencing 1 November 2017.

The Company's policy on Directors' remuneration is to seek to remunerate Board members at a level appropriate for the time commitment required and degree of responsibility involved for a self-managed Venture Capital Trust, where all investment decisions are made by the Board and where the non-executive Directors are more closely involved with the investee companies than other similar VCTs.

Non-executive Directors are not entitled to any performance related pay or incentive.

Directors' remuneration is also subject to the Company's Articles of Association which provide that:

- (i) The Directors shall be paid out of the funds of the Company, by way of fees for their services, an aggregate sum not exceeding £90,000 per annum. The Directors shall also receive by way of additional fees such further sums (if any) as the Company in General Meeting may from time to time determine. Such fees and additional fees shall be divided among the Directors in such proportion and manner as they may determine and in default of determination equally.
- (ii) The Directors shall be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending Meetings of the Board or of Committees of the Board or General Meetings and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business, such Director or Directors may be paid reasonable additional remuneration and expenses as the Directors may from time to time determine.

A remuneration payment or payment for loss of office can only be made to a current or former director that is within the scope of the approved policy (subject to the Articles), unless approved by a separate Shareholder resolution.

The Board receives feedback from Shareholders from time to time via direct correspondence, telephone calls and at the AGM. The Remuneration Committee will take account of any comments in respect of the remuneration policy when it undertakes its regular review of the Company's policy.

Agreement for services

Julie Baddeley entered into an agreement for services dated 30 January 2006, terminable on three months' notice by either side. Martin Knight entered into an agreement for services dated 20 October 2008 which is terminable on three months' notice by either side. Robert Jeens entered into an agreement for services dated 2 October 2017, which is also terminable on three months' notice by either side. Each Director is required to devote such time to the affairs of the Company as the Board reasonably requires.

Annual Report on remuneration (audited)

The remuneration for the Directors of the Company for the year under review were:

	2018	2017
	£	£
Martin Knight ¹	45,000	24,411
Julie Baddeley	22,500	22,500
Robert Jeens ²	22,500	1,834
Peter Harkness ³	-	41,223
	<u>90,000</u>	<u>89,968</u>

¹Martin Knight was appointed as Chairman on 30 September 2017.

²Robert Jeens was appointed as a Director on 2 October 2017.

³Peter Harkness retired as a Director on 30 September 2017.

No other emoluments, pension contributions or life assurance contributions were paid by the Company to, or on behalf of, any Director. The Company does not have any share options in place.

Martin Knight is also appointed as a director of the subsidiary, Chrysalis VCT Management Limited. He receives no remuneration for this appointment.

DIRECTORS' REMUNERATION REPORT (continued)

Statement of implementation of remuneration policy in the current financial year

The remuneration levels for the forthcoming year, which are based on fixed fee agreements, are expected to remain unchanged at the following levels:

	£
Martin Knight	45,000
Julie Baddeley	22,500
Robert Jeens	22,500
	<u>90,000</u>

Directors' share interests (audited)

The beneficial interests of the Directors, in the issued Ordinary Shares of 1p each in the Company at each year-end and the date of this report were as follows:

	2018	2017
Martin Knight	332,632	332,632
Julie Baddeley	121,671	121,671
Robert Jeens	200,000	200,000

Statement of voting at AGM

At the AGM on 27 February 2018, the votes in respect of the resolution to approve the Directors' Remuneration Report were as follows:

For	1,798,444
Discretionary	18,299
Against	64,268
Withheld	24,412

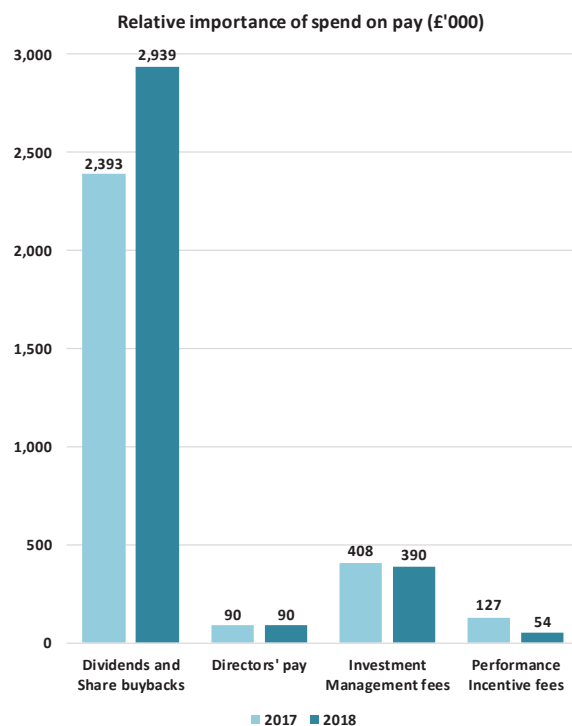
A resolution to approve the Directors' Remuneration Policy was approved by Shareholders at the AGM on 27 February 2018. The votes cast are summarised as follows:

For	1,803,166
Discretionary	18,299
Against	59,546
Withheld	24,412

Relative importance of spend on pay

The difference in actual spend between 31 October 2018 and 31 October 2017 on remuneration for all Directors in comparison to distributions (dividends and share buybacks) and other significant spending are set out in the tabular chart below.

Relative importance of spend on pay



DIRECTORS' REMUNERATION REPORT (continued)

Performance graph

The graph below charts the total cumulative Shareholder return of the Company (assuming all dividends are re-invested) ("NAV Total Return") and total return of the Company's Share Price ("Share Price Total Return") over the past ten years, compared to Numis Smaller Companies Index (Total Return, excluding investment companies), each of which has been rebased to 100 pence as at 31 October 2008.

The Board believes that NAV Total Return provides Shareholders with a fairer reflection of the Company's long term value than the Company's share price, due to the long term nature of an investment in Venture Capital Trust Shares. The Numis Smaller Companies Index is considered to be the most appropriate broad equity market against which Investors can measure the relative performance of the Company, as it focuses on smaller companies and is more relevant than most other publicly available indices.

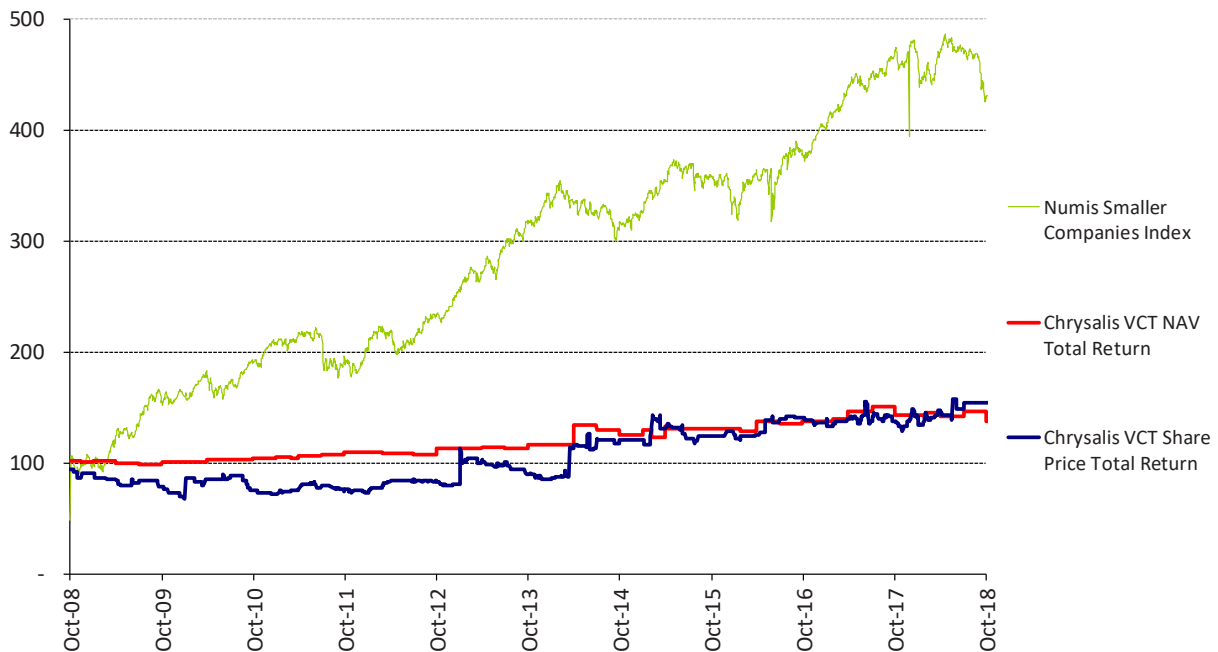
By order of the Board



Julie Baddeley
Chair of Remuneration Committee
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD

18 December 2018

Share performance graph



CORPORATE GOVERNANCE STATEMENT

The Directors support the relevant principles of the UK Corporate Governance Code maintained by the Financial Reporting Council, being the principles of good governance and the code of best practice.

The Board

The Company has a diverse Board comprising three non-executive Directors, all of whom are considered to be independent. The Chairman is Martin Knight and the Senior Independent Director is Robert Jeens. Biographical details of all Board members (including significant commitments of the Chairman) are shown on page 2.

In accordance with the Articles of Association, Directors are subject to election at the first AGM following their appointment and re-election at least every three years thereafter. Martin Knight and Julie Baddeley are due to retire as a result of holding a place on the Board for in excess of nine years and, being eligible, will offer themselves for re-election at the forthcoming AGM. Robert Jeens was last re-elected at the 2018 AGM and will therefore next stand for re-election at the 2021 AGM.

Full Board meetings take place at least quarterly and additional meetings are held as required to address specific issues including considering recommendations from Chrysalis VCT Management Limited regarding the existing portfolio, making all decisions concerning the acquisition or disposal of investments, and it reviews periodically the terms of engagement of all third party advisers (including the Administration Manager). The Board has a formal schedule of matters specifically reserved for its decision.

The Board has also established procedures whereby Directors wishing to do so, in the furtherance of their duties, may take independent professional advice at the Company's expense.

All Directors have access to the advice and services of the Company Secretary. The Company Secretary provides the Board with full information on the Company's assets and liabilities and other relevant information requested by the Chairman, in advance of each Board meeting.

Share capital

The Board has authority to make market purchases of the Company's own Shares. This authority, for the purchase of up to 14.9% of the Company's issued share capital, was granted at the last AGM held on 27 February 2018. A resolution will be put to Shareholders to renew this authority at the forthcoming AGM.

The capital structure of the Company is disclosed on page 16.

Committees to the Board

As the Company has a small Board of non-executive Directors, all the Directors sit on all committees. The Chairman of the Audit Committee is Robert Jeens and the Chairman of the Nomination and Remuneration Committees is Julie Baddeley. All committees have defined terms of reference and duties, which are available from www.downing.co.uk.

Formal Board and Committee meetings

The following table sets out the Directors' attendance at the formal Board and Committee meetings held during the year.

	Board meetings attended (5 held)	Audit Committee meetings Attended (2 held)	Nomination Committee Meetings Attended (1 held)	Remuneration Committee Meetings Attended (1 held)
Julie Baddeley	5	1	1	1
Martin Knight	5	2	1	1
Robert Jeens	5	2	1	1

The Remuneration and Nomination Committee meetings in relation to the year ended 31 October 2018 were held on 1 November 2018.

The Board also meets as and when required during the year to discuss other matters arising.

Audit Committee

The Audit Committee is responsible for:

- monitoring the Company's financial reporting;
- reviewing internal controls and risk management systems; and
- matters regarding audit and external auditors.

Financial Reporting

The Committee is responsible for reviewing, and agreeing, the half-yearly and annual accounts (including those figures presented within) before they are presented to the Board for final approval.

In particular, the Committee reviews, challenges (where appropriate) and agrees the basis for the carrying value of the unquoted investments, as prepared by the Investment Manager, for presentation within the half-yearly and annual accounts.

The Committee also takes into careful consideration, comments on matters regarding valuation, revenue recognition and disclosures arising from the Report to the Audit Committee as part of the finalisation process for the Annual Accounts.

CORPORATE GOVERNANCE STATEMENT (continued)

Audit Committee (continued)

Internal audit and control

The Committee has considered the need for an internal audit function and has concluded that this would not be appropriate for a company of this size and structure. The Committee seeks to satisfy themselves that there is a proper system and allocation of responsibilities for the day-to-day monitoring of financial controls by receiving representations and information either upon request or voluntarily from the Managers. This is covered more fully under Risk Management and Internal Control.

Whistleblowing procedures

As the Company has no staff, other than Directors, there are no procedures in place in respect of C.3.5 of the UK Corporate Governance Code, relating to whistleblowing. The Audit Committee understands that Chrysalis VCT Management Limited and the Administration Manager have whistleblowing procedures in place.

External auditor

The Committee reviews and agrees the audit strategy paper presented by the Auditor in advance of the audit, which sets out the key risk areas to be covered during the audit and confirms their status on independence. The Committee confirmed that the two main areas of risk for the year under review were the carrying value of investments and revenue recognition. These were addressed by detailed discussions with the auditors when they presented their report to the Committee on completion of the main audit.

The Committee has assessed the effectiveness of the audit by discussion with the Investment Manager, Chrysalis VCT Management Limited, and the Administration Manager, Downing LLP, and satisfied itself that an effective audit has taken place.

The audit of the financial statements for the year ended 31 October 2018 is the seventeenth year undertaken by BDO. The audit was last put out to tender during the year ended 31 October 2011. Due to transitional provisions, the final period for which BDO will be permitted to act as auditor will be the year ended 31 October 2023.

The Committee has concluded that BDO LLP, with audit engagement partner rotation, remains a suitable candidate to act as auditor to the Company and has therefore recommended they be re-appointed at the forthcoming AGM.

Non-audit services

The Auditor may perform ad-hoc work at the request of the Board. The Board will agree the maximum expected fee before any such work is undertaken to ensure that auditor objectivity and independence are safeguarded. The Auditor has provided no non-audit services in respect of the year ended 31 October 2018. The fees paid to the Auditor for the year are disclosed in Note 4 of the Financial Statements.

Nomination Committee

The Nomination Committee's primary function is to make recommendations to the Board on all new appointments and also to advise generally on issues relating to Board composition and balance. Following the appointment of Robert Jeens on 2 October 2017, the Committee has not recommended any further changes to the composition of the Board.

Performance evaluation

Julie Baddeley co-ordinated a performance evaluation of the Directors (including the Chairman and its Committees). The evaluation reviewed feedback from the previous year's evaluation and concluded that the Board has operated efficiently and effectively during the year, in particular increasing time spent considering strategy for the fund and also studying the implications of the changes to the VCT rules and their possible impact. The meeting to conclude the review was held on 1 November 2018.

Director independence

Martin Knight and Julie Baddeley have served on the Board in excess of nine years and are therefore required to offer themselves for re-election at each AGM. The Board considers that both Directors remain independent in accordance with Section B.1.1 of the UK Corporate Governance Code.

Remuneration Committee

The Remuneration Committee meets as required, to discuss the existing levels of remuneration for the non-executive Directors, and whether they reflect the time commitment and responsibilities of the positions and are comparable with industry standards. Where deemed necessary, the Committee will recommend adjustments to the remuneration levels or fee structure.

CORPORATE GOVERNANCE STATEMENT (continued)

Diversity policy

When considering a new appointment to the Board, the Committee's responsibility is to ensure that Shareholders are safeguarded by appointing the most appropriate person for the position (irrespective of gender) giving due regard to past and present experience in the sectors in which the Company invests. The Company therefore does not have a specific diversity policy in place.

Anti-bribery policy

The Company operates an anti-bribery policy to ensure that it meets its responsibilities arising from the Bribery Act 2010. This policy can be found on the website maintained by the Administration Manager at www.downing.co.uk.

Relations with Shareholders

Shareholders have the opportunity to meet the Board at the AGM. The Board is also happy to respond to any written queries made by Shareholders during the course of the year, or to meet with Shareholders if so requested. As disclosed in the Report of the Directors, there were no Shareholders with a substantial interest in the Company at the year-end or at the date of this report.

In addition to the formal business of the AGM, representatives of the management team and the Board are available to answer any questions a Shareholder may have.

Separate resolutions are proposed at the AGM on each substantially separate issue. Downing LLP collates proxy votes and the results (together with the proxy forms) are forwarded to the Company Secretary immediately prior to the AGM.

In order to comply with the UK Corporate Governance Code, proxy votes are announced at the AGM, following each vote on a show of hands, except in the event of a poll being called, and are published immediately following the AGM. The notice of the next AGM and proxy form can be found at the end of these financial statements.

The conditions of appointment of non-executive Directors are available to Shareholders upon request.

Financial reporting

The Directors' responsibilities statement for preparing the accounts is set out in the Report of the Directors on page 18, and a statement by the Auditor about their reporting responsibilities is set out in the Auditor's Report on pages 27 to 32.

Risk management and internal control

The Board has adopted a Corporate Governance and Internal Control Manual ("Manual"), for which it is responsible, that has been compiled in order to comply with the UK Corporate Governance Code. The Manual is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, which it achieves by detailing the perceived risks and documenting the controls that mitigate them. The Board reviews the perceived risks in line with relevant guidance on an annual basis and implements additional controls as appropriate.

The Directors confirm that they have carried out a robust assessment of the principal risks and uncertainties facing the Company. The Board reviews a Risk Register on an annual basis. The main aspects of internal control in relation to financial reporting by the Board were as follows:

- Review of quarterly reports from the Investment Manager on the portfolio of investments held, including additions and disposals;
- Quarterly reviews by the Board of the Company's investments, other assets and liabilities, revenue and expenditure and detailed review of unquoted investment valuations;
- Quarterly reviews by the Board of compliance with the venture capital trust regulations to retain status, including a review of half yearly reports from Philip Hare & Associates LLP;
- A separate review of the Annual Report and Half Yearly report by the Audit Committee prior to Board approval; and
- A review by the Board of all financial information prior to publication.

The Board is responsible for ensuring that the procedures to be followed by the advisers and themselves are in place, and they review the effectiveness of the Manual, based on the report from the Audit Committee, on an annual basis to ensure that the controls remain relevant and were in operation throughout the year.

Although the Board is ultimately responsible for safeguarding the assets of the Company, the Board has delegated, through written agreements, the day-to-day operation of the Company (including the Financial Reporting Process) to the following advisers (including its subsidiary):

<i>Investment Management</i>	Chrysalis VCT Management Limited
<i>Administration Management</i>	Downing LLP

CORPORATE GOVERNANCE STATEMENT (continued)

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Chairman's Statement on pages 3 to 4, the Investment Management Report on pages 5 to 6 and the Strategic Report on pages 13 to 15. The financial position of the Company, its cash flows, liquidity position and borrowing facilities are shown in the Balance Sheet on page 35; the Statement of Cash Flow on page 36 and the Strategic Report on pages 13 to 15. In addition, Note 15 of the financial statements includes the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposures to credit risk and liquidity risk.

The Company has sufficient financial resources at the year-end to meet its foreseeable expenses and liabilities, and holds a diversified portfolio of investments. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Directors confirm that they are satisfied that the Company has adequate resources to continue in business for the foreseeable future. For this reason, they believe that the Company continues to be a going concern and that it is appropriate to apply the going concern basis in preparing the financial statements.

Compliance statement

The Listing Rules require the Board to report on compliance with the UK Corporate Governance Code throughout the accounting period. The preamble to the Combined Code does, however, acknowledge that some provisions may have less relevance for investment companies. With the exception of the limited items outlined below, the Company has complied throughout the accounting year ended 31 October 2018 with the provisions set out in the UK Corporate Governance Code.

- a) New Directors do not receive a full, formal and tailored induction on joining the Board. Such matters are addressed on an individual basis as they arise. (B.4.1, B.4.2)
- b) The Company has no major Shareholders so Shareholders are not given the opportunity to meet any new non-executive Directors at a specific meeting other than the AGM. (E.1.1).
- c) The Non-executive Directors are each on rolling contracts which contain a three month notice period. The recommendation is for fixed term renewable contracts. In the Directors' opinion, this does not make a substantive difference to the circumstances of the Company. (B.2.3).

By order of the Board



Grant Whitehouse
Secretary
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD

18 December 2018

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRYSALIS VCT PLC

Opinion

We have audited the financial statements of Chrysalis VCT plc (the 'Company') for the period ended 31 October 2018 which comprise the Income Statement, Statement of Changes in Equity, Balance Sheet, Statement of Cash Flow and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2018 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to principal risks, going concern and viability statement

We have nothing to report in respect of the following information in the annual report, in relation to which the ISAs (UK) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the annual report set out on page 13 that describes the principal risks and explain how they are being managed or mitigated;
- the directors' confirmation in 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 directors' statement set out on page 26 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 to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the directors' statement relating to going concern required under the Listing Rules in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit; or
- the directors' explanation in 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.

Key audit matters

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRYSALIS VCT PLC (continued)

Our approach (continued)

Risk area	Audit response
<p>Valuation of unquoted investments (Note 1 page 36 and Note 9 on page 40):</p> <p>There is a high level of estimation uncertainty involved in determining the unquoted investment valuations.</p> <p>The Investment Manager's fee is based on the value of the net assets of the fund, as shown in Note 3.</p> <p>As the Investment Manager is responsible for valuing investments for the financial statements, there is a potential risk of overstatement of investment valuations. The existence of an expense cap in the management agreement increases this risk.</p>	<p>For sample of debt instruments held at fair value, we performed the following:</p> <ul style="list-style-type: none"> • Vouched security held to documentation and consider recoverability of loans. • Considered the assumption that fair value is not significantly different to cost by challenging the assumption that there is no significant movement in the market interest rate since acquisition and considering the "unit of account" concept; • Checked that the treatment of accrued redemption premium/other fixed returns as per loan note agreement is in line with accounting standards; <p>We selected a sample of unquoted equity investments for testing and performed the following work;</p> <ul style="list-style-type: none"> • Considered whether the assumptions and underlying evidence supporting the year end valuations are in line with accounting standards; • Considered whether the valuation methodology is the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ("IPEV") Guidelines; • Re-performed the calculation of the investment valuations. • Verified and benchmarked key inputs and estimates to independent information and our own research; • Challenged and corroborated the inputs to the valuation with reference to management information of investee companies, market data and our own understanding and assessed the impact of the estimation uncertainty concerning these assumptions and the disclosure of these uncertainties in the financial statements; • Considered the earnings multiples applied by reference to observable listed Company market data; and • Challenged the consistency and appropriateness of adjustments made to such market date in establishing the earnings multiple applied in arriving at the valuation adopted.
<p>Revenue recognition (Note 1 on page 37 and Note 2 on page 38):</p> <p>Revenue consists of loan stock interest, dividends receivable from investee companies and interest earned on cash balances. Revenue recognition is considered to be significant audit risk as it is the key driver of dividend returns to investors and judgement is required in determining whether accrued income should be regarded as recoverable and therefore appropriately recognised as income.</p>	<p>We recalculated expected income from loan stock investments in line with the underlying agreements and confirmations from investee companies. We traced a sample of interest receipts to bank and have considered the recoverability of loan stock interest with reference to post year end receipts. We also reviewed the recognition and classification of accrued fixed income receipts to ascertain whether it meets the definition of realised income under the Companies Act, or whether it should be recognised as an unrealised capital gain.</p> <p>We reviewed the accounts of unquoted investee companies to identify unrecorded dividends and, where recorded, we agreed dividends into the VCT's financial statements. We reviewed dividend histories from an independent source for quoted investments and recalculated the expected dividend in the accounts. Where appropriate we also agreed actual dividends received to RNS announcements, minutes and bank statements.</p>

The Audit Committee's consideration of these key issues is set out on pages 23 to 24.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRYSALIS VCT PLC (continued)

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements. In order to reduce to an appropriately low level the probability that any misstatements exceed materiality we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the Financial Statements. The application of these key considerations gives rise to three levels of materiality, the quantum and purpose of which are tabulated below.

Materiality measure	Purpose	Key considerations and benchmarks	Quantum 2018 (£)	Quantum 2017 (£)
<i>Financial statement materiality (2% of gross investments)</i>	Assessing whether the financial statements as a whole present a true and fair view.	<ul style="list-style-type: none"> The value of gross investments The level of judgement inherent in the valuation The range of reasonable alternative valuations 	£350,000	£390,000
<i>Performance materiality (70% of the financial statement materiality)</i>	Lower level of materiality applied in performance of the audit when determining the nature and extent of testing applied to individual balances and classes of transactions.	<ul style="list-style-type: none"> Financial statement materiality Risk and control environment History of prior errors (if any) 	£245,000	£273,000
<i>Specific materiality – classes of transactions and balances which impact on net realised returns. (5% gross expenditure)</i>	Assessing those classes of transactions, balances or disclosures for which misstatements of lesser amounts than materiality for the financial statements as a whole could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.	<ul style="list-style-type: none"> Level of gross expenditure 	£33,000	£30,000

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £10,000 (2017: £10,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

Our audit approach was developed by obtaining an understanding of the company's activities, and the overall control environment. Based on this understanding we assessed those aspects of the company's transactions and balances which were most likely to give rise to a material misstatement. As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of the valuation of investments which have a high level of estimation uncertainty involved in determining the unquoted investment valuations

We gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company which were contrary to those laws and regulations, including fraud. These included but were not limited to compliance with Companies Act 2006, the FCA listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the SORP and FRS 102. We also considered the company's qualification as a VCT under UK tax legislation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRYSALIS VCT PLC (continued)

An overview of the scope of our audit (continued)

We had regard to laws and regulations in areas that directly affect the financial statements. We recognise that the risk of not detecting a material misstatement due to intentional fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

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. As in all of our audits we also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that could represent a risk of material misstatement due to fraud.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

- **Fair, balanced and understandable set out on page 18** – the statement given by the directors that they consider the annual report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- **Audit committee reporting set out on pages 23 to 24** – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee; or
- **Directors' statement of compliance with the UK Corporate Governance Code set out on page 26** – the parts of the directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review by the auditor in accordance with Listing Rule 9.8.10R(2) do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRYSALIS VCT PLC (continued)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 18, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Other matters which we are required to address

Following the recommendation of the audit committee, we were appointed by the Board of Directors to audit the financial statements for the year ended 31 October 2001 and subsequent financial periods. We were reappointed by the Company on 10 November 2017 to audit the financial statements for the period ending 31 October 2017 and subsequent financial periods. The period of total uninterrupted engagement is 18 years, covering the years ending 31 October 2001 to 31 October 2018.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting our audit.

Our audit opinion is consistent with the additional report to the audit committee.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRYSALIS VCT PLC (continued)

Use of our report

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

Handwritten signature of Stuart Collins in black ink, reading "BDO LLP".

Stuart Collins (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London

United Kingdom

18 December 2018

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

INCOME STATEMENT
for the year ended 31 October 2018

	Note	2018			2017		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Income	2	486	-	486	576	-	576
Gains on investments	9	-	534	534	-	2,411	2,411
		486	534	1,020	576	2,411	2,987
Investment management fees	3	(97)	(292)	(389)	(102)	(306)	(408)
Performance incentive fees	3	-	(54)	(54)	-	(127)	(127)
Other expenses	4	(264)	(3)	(267)	(268)	(6)	(274)
Return on ordinary activities before tax		125	185	310	206	1,972	2,178
Tax on ordinary activities	6	(4)	13	9	(33)	33	-
Return attributable to equity Shareholders	8	121	198	319	173	2,005	2,178
Basic and diluted return per share	8	0.4p	0.7p	1.1p	0.6p	6.7p	7.3p

All Revenue and Capital items in the above statement derive from continuing operations. No operations were acquired or discontinued during the year. The total column within the Income Statement represents the Statement of Total Comprehensive Income of the Company prepared in accordance with Financial Reporting Standards ("FRS 102"). There are no other items of comprehensive income. The supplementary revenue and capital return columns are prepared in accordance with the Statement of Recommended Practice issued in November 2014 (updated in February 2018) by the Association of Investment Companies ("AIC SORP").

Other than revaluation movements arising on investments held at fair value through the profit or loss account, there were no differences between the return as stated above and historical cost.

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

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 October 2018

	Called up share capital £'000	Capital redemption reserve £'000	Share premium reserve £'000	Merger reserve £'000	Special reserve £'000	Capital reserve- realised £'000	Capital reserve- unrealised £'000	Revenue reserve £'000	Total £'000
At 1 November 2016	299	89	1,478	1,357	802	13,896	5,760	482	24,163
Total comprehensive income	-	-	-	-	-	896	1,109	173	2,178
Transfer between reserves*	-	-	-	-	(200)	1,167	(967)	-	-
<i>Transactions with owners</i>									
Dividends paid	-	-	-	-	-	(2,244)	-	(150)	(2,394)
At 31 October 2017	299	89	1,478	1,357	602	13,715	5,902	505	23,947
Total comprehensive income	-	-	-	-	-	(435)	633	121	319
Transfer between reserves*	-	-	-	(828)	354	1,227	(753)	-	-
<i>Transactions with owners</i>									
Purchase of own Shares	(9)	9	-	-	(550)	-	-	-	(550)
Dividends paid	-	-	-	-	-	(2,285)	-	(104)	(2,389)
At 31 October 2018	290	98	1,478	529	406	12,222	5,782	522	21,327

* A transfer of £722,000 (2017: £465,000) representing previously recognised unrealised gains, transferred on disposal of investments during the year, has been made between the Capital Reserve – unrealised and the Capital Reserve – realised. A transfer of £1,475,000 (2017: £502,000) representing a permanent diminution in value, has been made between the Capital Reserve – unrealised and the Capital Reserve – realised. A transfer of £354,000 (2017: £200,000) representing realised losses on disposal of investments, plus capital expenses and capital dividends in the year was made between the Capital Reserve – realised and the Special reserve. A transfer of £828,000 (2017: £nil) representing a disposal of an investment during the year has been made between the Special reserve and the Merger reserve.

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

BALANCE SHEET
at 31 October 2018

	Note	£'000	2018 £'000	£'000	2017 £'000
Fixed assets					
Investments	9		17,580		19,269
Current assets					
Debtors	10	102		180	
Cash at bank and in hand		3,763		4,559	
		<u>3,865</u>		<u>4,739</u>	
Creditors: amounts falling due within one year	11	<u>(118)</u>		<u>(61)</u>	
Net current assets			<u>3,747</u>		<u>4,678</u>
Net assets			<u>21,327</u>		<u>23,947</u>
Capital and reserves					
Called up share capital	12		290		299
Capital redemption reserve	13		98		89
Share premium	13		1,478		1,478
Merger reserve	13		529		1,357
Special reserve	13		406		602
Capital reserve – realised	13		12,222		13,715
Capital reserve – unrealised	13		5,782		5,902
Revenue reserve	13		<u>522</u>		<u>505</u>
Total equity Shareholders' funds	14		<u>21,327</u>		<u>23,947</u>
Net asset value per share	14		73.4p		80.0p

The financial statements on pages 33 to 51 were approved and authorised for issue by the Board of Directors on 18 December 2018 and were signed on its behalf by:



Martin Knight
Chairman
Company number: 4095791

STATEMENT OF CASH FLOW
for the year ended 31 October 2018

	2018	2017
	£'000	£'000
Cash flow from operating activities		
Profit on ordinary activities before taxation	319	2,178
Gains on investments	(534)	(2,411)
Decrease/(increase) in debtors	78	(92)
(Decrease)/increase in creditors	(1)	8
	<u>(138)</u>	<u>(317)</u>
Net cash outflow from operating activities		
Cash flow from investing activities		
Purchase of investments	-	(1,300)
Proceeds from disposal of investments	2,223	4,409
	<u>2,223</u>	<u>3,109</u>
Net cash inflow from investing activities		
Cash flow for financing activities		
Equity dividends paid	(2,389)	(2,394)
Purchase of own Shares	(492)	-
	<u>(2,881)</u>	<u>(2,394)</u>
Net cash outflow from financing activities		
(Decrease)/Increase in cash	<u>(796)</u>	<u>398</u>
Net movement in cash		
Beginning of the year	4,559	4,161
Net cash (outflow)/inflow	<u>(796)</u>	<u>398</u>
End of year	<u>3,763</u>	<u>4,559</u>

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

NOTES TO THE ACCOUNTS

for the year ended 31 October 2018

1. Accounting policies

Basis of accounting

The Company has prepared its financial statements under FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and in accordance with the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" issued by the Association of Investment Companies ("AIC") in November 2014 and revised in February 2018 ("SORP") as well as the Companies Act 2006. The financial statements have been prepared on a going concern basis and under historical cost convention, with the exception of investments which are designated as "fair value through profit or loss".

The financial statements are presented in pounds sterling and rounded to thousands. The company's functional and presentational currency is pounds sterling.

Presentation of Income Statement

To better reflect the activities of a Venture Capital Trust 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. Net revenue is the measure the Directors believe appropriate in assessing the Company's compliance with certain requirements set out in Part 6 of the Income Tax Act 2007.

Fixed asset investments

Investments are designated as "fair value through profit or loss" assets, upon acquisition, due to investments being managed and performance evaluated on a fair value basis. A financial asset is designated within this category if it is both acquired and managed with a view to selling after a period of time, in accordance with the Company's documented investment policy. Investments held by the Company are treated as having been disposed of when the risks and rewards of ownership no longer accrue to the Company.

Judgements in applying accounting policies and key sources of estimation uncertainty

Judgements

The following are the critical judgements, apart from those involving estimations (which are dealt with below), that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

- Investments are as "fair value through profit or loss";
- Fixed income investments and investments quoted on AIM are measured using bid prices;
- The allocation of expenses and dividends payable between revenue and capital; and
- Contingent/deferred consideration is only recognised when virtually certain.

Estimations and the application of judgements

Of the Company's assets measured at fair value, it is possible to determine their fair value within a reasonable range of estimates. The fair value of an investment upon acquisition is deemed to be cost. Thereafter, investments are measured at fair value in accordance with FRS 102 sections 11 and 12 together with the International Private Equity and Venture Capital Valuation Guidelines ("IPEV").

Fixed income investments and investments quoted on AIM are measured using bid prices in accordance with the IPEV.

For unquoted investments, fair value is established using the IPEV. The valuation methodologies for unquoted entities used by the IPEV to ascertain the fair value of an investment are as follows:

- Price of recent investment;
- Multiples;
- Net assets;
- Discounted cash flows or earnings (of underlying business);
- Discounted cash flows (from the investment); and
- Industry valuation benchmarks.

The methodology applied takes account of the nature, facts and circumstances of the individual investment and uses reasonable data, market inputs, assumptions and estimates in order to ascertain fair value.

NOTES TO THE ACCOUNTS (continued) for the year ended 31 October 2018

1. Accounting policies (continued)

Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

Where an investee company has gone into receivership, liquidation, or administration (where there is little likelihood of recovery), the loss on the investment, although not physically disposed of, is treated as being realised. Permanent impairments in the value of investments are deemed to be realised losses and held within the Capital Reserve - Realised.

Contingent or deferred consideration on the disposal of an investment is only recognised to extent that receipt is virtually certain.

Gains and losses arising from changes in fair value are included in the Income Statement for the year as a capital item and transaction costs on acquisition or disposal of the investment expensed.

Redemption premiums are reflected in the valuations of fixed asset investments.

It is not the Company's policy to exercise controlling influence over investee companies. Therefore, the results of these companies are not incorporated into the Income Statement except to the extent of any income accrued. This is in accordance with the SORP and FRS 102 sections 14 and 15 that do not require portfolio investments to be accounted for using the equity method of accounting.

The carrying values of the Company's investments are disclosed in Note 9 and Note 15.

Income

Dividend income from investments is recognised when the Shareholders' rights to receive payment have been established, normally the ex-dividend date.

Interest income is accrued on a timely basis, by reference to the principal outstanding and at the effective interest rate applicable and only where there is reasonable certainty of collection.

Expenses

All expenses are accounted for on an accruals basis. In respect of the analysis between revenue and capital items presented within the Income Statement, all expenses have been presented as revenue items except as follows:

- Expenses which are incidental to the acquisition of an investment are deducted as a capital item.
- Expenses which are incidental to the disposal of an investment are deducted from the disposal proceeds of the investment.
- Expenses are split and presented partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated. The Company has adopted the policy of allocating investment management fees, 75% to capital and 25% to revenue as permitted by the SORP. The allocation is in line with the Board's expectation of long term returns from the Company's investments in the form of capital gains and income respectively.
- Performance incentive fees arising from the disposal of investments are deducted as a capital item.

Taxation

The tax effects on different items in the Income Statement are allocated between capital and revenue on the same basis as the particular item to which they relate using the Company's effective rate of tax for the accounting period.

Due to the Company's status as a Venture Capital Trust and the continued intention to meet the conditions required to comply with Part 6 of the Income Tax Act 2007, no provision for taxation is required in respect of any realised or unrealised appreciation of the Company's investments which arises.

Deferred taxation is not discounted and is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the accounts.

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

1. Accounting policies (continued)

Other debtors and other creditors

Other debtors (including accrued income) and other creditors are included within the accounts at amortised cost. Where the recovery of previously accrued income is doubtful, corresponding provisions are considered and made.

2. Income

	2018	2017
	£'000	£'000
Income from investments		
Loan stock interest	336	392
Dividend income	56	39
Fixed income security interest	94	147
	<u>486</u>	<u>578</u>
Other income		
Deposit interest	-	(2)
	<u>486</u>	<u>576</u>

3. Investment management fees

	2018	2017
	£'000	£'000
Base fees	389	408
Performance incentive fees	54	127
	<u>443</u>	<u>535</u>

Performance incentive fees, as shown above, are payable quarterly to Chrysalis VCT Management Limited based on cash realisations from all investments excluding quoted loan notes, redemptions of loan notes in the normal course of business and other treasury functions. The performance incentive fee is the greater of 1% of the cash proceeds of any exit or 5% of the gain to the Company after all exit costs for investments made after 30 April 2004 or 2.5% of the gain on investments made prior to 30 April 2004.

4. Other expenses

	2018	2017
	£'000	£'000
Directors' fees	90	90
Administration services	55	55
Auditor's remuneration for statutory audit	30	29
Auditor's remuneration for non-audit services (corporation tax services)	-	4
Legal and professional fees	3	6
Other running costs	89	90
	<u>267</u>	<u>274</u>

5. Directors' fees

Details of remuneration (excluding VAT and employers' NIC) are given in the Directors' Remuneration Report on pages 20 to 22. The Directors are the key management personnel of the Company.

The Company had no employees (other than the Directors) during the year. No other emoluments or pension contributions were paid by the Company to, or on behalf of, any Director except as reported on page 20. The Directors are the only Key Management Personnel

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

6. Taxation on ordinary activities

	2018	2017
	£'000	£'000
(a) Tax charge for the year		
Current year:		
UK Corporation tax (charged to the Revenue Account)	4	33
Tax credited to Capital Account	<u>(13)</u>	<u>(33)</u>
Charge for the year	<u>(9)</u>	<u>-</u>
(b) Factors affecting tax charge for the year		
Return on ordinary activities before taxation	<u>310</u>	<u>2,178</u>
Tax charge calculated on return on ordinary activities before taxation at the applicable rate of 19.0% (2017 19.4%)	59	423
Effects of:		
Non-taxable gains on investments	(102)	(468)
Disallowable expenses	1	1
UK dividend income	(11)	(8)
Withholding tax recoverable	(9)	-
Deferred tax not recognised	<u>53</u>	<u>52</u>
	<u>(9)</u>	<u>-</u>
(c) Excess management fees, which are available to be carried forward and set off against future taxable income, amounted to £1,240,000 (2017: £963,000). The associated deferred tax asset at a rate of 17% (2017: 17%), being £211,000 (2017: £164,000), has not been recognised due to the fact that it is unlikely that the excess management fees will be set off against future taxable profits in the foreseeable future.		

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

7. Dividends

	2018			2017		
	Revenue	Capital	Total	Revenue	Capital	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Dividends paid in year						
2018 Interim: 1.75p	-	522	522	-	-	-
2018 Special: 3.00p	75	820	895	-	-	-
2017 Final: 3.25p	30	942	972	-	-	-
2017 Interim: 1.75p	-	-	-	-	524	524
2017 Special: 3.00p	-	-	-	150	748	898
2016 Final: 3.25p	-	-	-	-	972	972
	<u>105</u>	<u>2,284</u>	<u>2,389</u>	<u>150</u>	<u>2,244</u>	<u>2,394</u>
Dividends proposed						
2018 Final: 3.25p	-	944	944	-	-	-
2017 Final: 3.25p	-	-	-	-	972	972
	<u>-</u>	<u>944</u>	<u>944</u>	<u>-</u>	<u>972</u>	<u>972</u>

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

8. Basic and diluted return per share

Return per share based on:	2018 £'000	2017 £'000
Net revenue return for the financial year	121	173
Net capital gain for the financial year	198	2,005
Total return for the financial year	<u>319</u>	<u>2,178</u>
Weighted average number of Shares in issue	<u>29,697,929</u>	<u>29,917,025</u>

As the Company has not issued any convertible securities or share options, there is no dilutive effect on return per share. The return per share disclosed therefore represents both the basic and diluted return per share.

9. Investments

	Unquoted £'000	Quoted £'000	Fixed income securities £'000	Total £'000
Opening cost at 1 November 2017	13,536	1,320	1,469	16,325
Unrealised gains/(losses) at 1 November 2017	5,918	(39)	23	5,902
Realised losses arising on impairment	<u>(2,504)</u>	<u>(454)</u>	<u>-</u>	<u>(2,958)</u>
Opening fair value at 1 November 2017	16,950	827	1,492	19,269
Movement in year				
Disposal proceeds	(2,223)	-	-	(2,223)
Realised losses in the income statement	(99)	-	-	(99)
Unrealised gains/(losses) in the income statement	<u>700</u>	<u>(3)</u>	<u>(64)</u>	<u>633</u>
Closing fair value at 31 October 2018	<u>15,328</u>	<u>824</u>	<u>1,428</u>	<u>17,580</u>
Retained investments at 31 October 2018				
Closing cost at 31 October 2018	10,491	1,320	1,469	13,280
Unrealised gains/(losses)	5,828	(5)	(41)	5,782
Realised losses arising on impairment	<u>(991)</u>	<u>(491)</u>	<u>-</u>	<u>(1,482)</u>
Closing fair value at 31 October 2018	<u>15,328</u>	<u>824</u>	<u>1,428</u>	<u>17,580</u>

Costs incurred on the purchase of investments during the year were £nil (2017: £nil) and transaction costs incurred in connection with the sale of investments during the year were £nil (2017: £nil). A schedule detailing the additions and disposals during the year is included on page 8.

The valuation basis for the unquoted investments has remained unchanged during the year.

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

9. Investments (continued)

The Company has categorised its financial instruments using the fair value hierarchy as follows:

- Level 1 Reflects financial instruments quoted in an active market (Investments quoted on Main or AIM Markets);
- Level 2 Reflects financial instruments that have prices that are either observable directly or indirectly; and
- Level 3 Reflects financial instruments with inputs that are not based on observable market data (investments in unquoted shares and loan note investments).

	Level 1 £'000	Level 2 £'000	Level 3 £'000	2018 £'000	Level 1 £'000	Level 2 £'000	Level 3 £'000	2017 £'000
Fixed interest securities	-	1,428	-	1,428	-	1,492	-	1,492
Quoted shares	824	-	-	824	827	-	-	827
Loan notes	-	-	8,574	8,574	-	-	8,210	8,210
Unquoted shares	-	-	6,754	6,754	-	-	8,740	8,740
	<u>824</u>	<u>1,428</u>	<u>15,328</u>	<u>17,580</u>	<u>827</u>	<u>1,492</u>	<u>16,950</u>	<u>19,269</u>

Reconciliation of fair value for Level 3 financial instruments held at the year-end:

	Unquoted shares £'000	Loan notes £'000	Total £'000
Balance at 31 October 2016	9,225	8,530	17,755
<i>Movements in the income statement:</i>			
Unrealised gains in the income statement	567	475	1,042
Realised gains in the income statement	1,038	285	1,323
	<u>1,605</u>	<u>760</u>	<u>2,365</u>
Purchased at cost	300	250	550
Disposal proceeds	(2,390)	(1,330)	(3,720)
	<u>(2,090)</u>	<u>(1,080)</u>	<u>(3,170)</u>
Balance at 31 October 2017	8,740	8,210	16,950
<i>Movements in the income statement:</i>			
Unrealised gains in the income statement	151	549	700
Realised losses in the income statement	(99)	-	(99)
	<u>52</u>	<u>549</u>	<u>601</u>
Disposal proceeds	(2,038)	(185)	(2,223)
	<u>(2,038)</u>	<u>(185)</u>	<u>(2,223)</u>
Balance at 31 October 2018	<u>6,754</u>	<u>8,574</u>	<u>15,328</u>

Changing one or more of the inputs to reasonable possible alternative valuation assumptions could result in a significant change in the fair value of the Level 3 investments. There is an element of judgement in the choice of assumptions for unquoted investments and it is possible that, if different assumptions were used, different valuations could have been attributed to some of the Company's investments.

The Board and the Investment Manager believe that the valuations as at 31 October 2018 reflect the most appropriate assumptions at that date, giving due regard to all information available from each investee company. Valuations are subject to fluctuations in market conditions and the sensitivity of the Company to such changes is shown within Note 15.

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

9. Investments (continued)

Significant interests

Details of shareholdings in those companies where the Company's holding, as at 31 October 2018, represents greater than 20% of the nominal value of any class of the allotted shares in the portfolio company, are disclosed below. All of the companies named are incorporated in England and Wales. The percentage holding in each class does not reflect the percentage voting rights in the Company as a whole.

Company	Registered office	Class of shares	Number held	Proportion of class held	Capital and reserves	Profit/(loss) for the year
Driver Require Group Limited	SG1 4QX	Ordinary	52,000	33.1%	£0.6m	*
Enthuse Holdings Limited	TN8 6HF	Ordinary	55,134	30.3%	(£0.4m)	*
Life's Kitchen Ltd	PE29 3LJ	Ordinary	13	50.0%	£0.02m	*
		Ordinary 'D' Preference	70	27.8%		
Livvakt Limited	HP16 9HR	Ordinary	800	44.4%	£0.1m	*
		Preference	65,000	50.0%		
Locale Enterprises Limited	SE1 7GP	Ordinary	7,272	49.3%	£2.0m	*
Triaster Limited	OX10 9RB	Ordinary	6,815	31.3%	£0.1m	*

* Profit figures not publicly available.

Subsidiary company

The Company also holds 100% of the issued share capital of Chrysalis VCT Management Limited at a cost of £1.

Results of the subsidiary undertaking for the year ended 31 October 2018 are as follows:

	Country of registration	Nature of Business	Turnover £'000	Retained profit £'000	Net assets £'000
Chrysalis VCT Management Limited	England and Wales	Investment Manager	443	-	1

Consolidated group financial statements have not been prepared as the subsidiary undertaking is not considered to be material for the purpose of giving a true and fair view. The Financial Statements therefore present only the results of Chrysalis VCT plc, which the Directors also consider is the most useful presentation for Shareholders.

The registered office of Chrysalis VCT Management Limited is 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD. Chrysalis VCT Management Limited is a private company incorporated in London with the Company Registration Number **05192796**.

10. Debtors

	2018 £'000	2017 £'000
Taxation	9	-
Prepayments and accrued income	93	180
	<u>102</u>	<u>180</u>

11. Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Other taxes and social security	6	3
Other creditors	68	10
Accruals and deferred income	44	48
	<u>118</u>	<u>61</u>

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

12. Share capital

	2018	2017
	£'000	£'000
Issued, allotted, called up and fully paid:		
29,044,025 (2017: 29,917,025) Ordinary Shares of 1p each	290	299

During the year the Company purchase 873,000 Shares for cancellation for an aggregate consideration of £550,000, equating to an average price of 62.7p per share (approximately equal to a 15% discount to the most recently published NAV at the time of purchase) and representing 2.9% of the issued share capital in issue at 1 November 2017.

Management of capital

The Company's capital is managed in accordance with its investment policy, as shown in the Strategic Report on page 14, in pursuit of its principal investment objectives as stated on page 13. The Company has the authority to buy back Shares as described in the Corporate Governance Statement on page 23.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide an adequate return to Shareholders by allocating its capital to assets commensurately with the level of risk.

By its nature, the Company has an amount of capital, at least 70% (as measured under the tax legislation) of which is and must be, and remain, invested in the relatively high-risk asset class of small UK companies within three years of that capital being subscribed. The Company accordingly has limited scope to manage its capital structure in the light of changes in economic conditions and the risk characteristics of the underlying assets. Subject to this overall constraint upon changing the capital structure, the Company may adjust the amount of dividends paid to Shareholders, return capital to Shareholders, issue new Shares, or sell assets if so required to maintain a level of liquidity to remain a going concern.

Although, as the investment Policy implies, the Board would consider levels of gearing, there are no current plans to do so. It regards the net assets of the Company as the Company's capital, as the levels of liabilities are small and the management of them is not directly related to managing the return to Shareholders. There has been no change in this approach from the previous year.

13. Reserves

Distributable reserves are calculated as follows:

	2018	2017
	£'000	£'000
Merger reserve – distributable element	275	275
Special reserve	406	602
Capital reserve – realised	12,222	13,715
Revenue reserve	522	505
Unrealised losses (excluding unrealised unquoted gains)	(147)	(119)
	13,278	14,978

Capital redemption reserve

This reserve accounts for amounts by which the issued share capital is diminished through the repurchase and cancellation of the Company's own Shares.

Share premium account

This reserve accounts for the difference between the price paid for Shares and the nominal value of the Shares, less issue costs and transfers to the other distributable reserves.

Merger reserve

This reserve accounts for the premium arising on the issue of the Shares to acquire Chrysalis A VCT plc, Chrysalis B VCT plc and Chrysalis C VCT plc in 2005.

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

13. Reserves (continued)

Special reserve

The Special reserve accounts for the balance of cancelled share premium, as well as the realised capital losses arising on disposals and impairments of investments. The Special reserve is available to the Company to enable the purchase of its own Shares in the market without affecting its ability to pay capital distributions.

Capital reserve - realised

The following are disclosed in this reserve:

- gains and losses compared to cost on the realisation of investments;
- expenses, together with the related taxation effect, charged in accordance with the accounting policies; and
- dividends paid to equity holders.

Capital reserve – unrealised

Increases and decreases in the valuation of investments held at the year end against cost are included in this reserve.

Revenue reserve

This reserve accounts for movements from the revenue column of the Income statement, the payment of dividends and other non-capital realised movements.

14. Basic and diluted net asset value per Ordinary Share

	Shares in issue		2018 Net asset value		2017 Net asset value	
	2018	2017	Pence per share	£'000	Pence per share	£'000
Ordinary Shares	<u>29,044,025</u>	<u>29,917,025</u>	<u>73.4</u>	<u>21,327</u>	<u>80.0</u>	<u>23,947</u>

As the Company has not issued any convertible securities or share options, there is no dilutive effect on net asset value per share. The net asset value per share disclosed therefore represents both the basic and diluted value per share.

15. Financial instruments

The Company's financial instruments comprise investments held at fair value through profit and loss, being equity and loan stock investments in quoted companies and unquoted companies; loans and receivables, being cash deposits and short-term debtors; and financial liabilities, being creditors arising from its operations. The main purpose of these financial instruments is to generate cash flow, revenue and capital return for the Company's operations. The Company has no gearing or other financial liabilities apart from short-term creditors and does not use any derivatives.

The fair value of investments is determined using the detailed accounting policy as shown in note 1. The composition of the investments is set out in note 9. The fair value of cash deposits and short-term debtors and creditors equates to their carrying value in the balance sheet.

The Company's investment activities expose the Company to a number of risks associated with financial instruments and the sectors in which the Company invests. The principal financial risks arising from the Company's operations are:

- Market risks;
- Credit risk; and
- Liquidity risk.

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

15. Financial instruments (continued)

The Board regularly reviews these risks and the policies in place for managing them. There have been no significant changes to the nature of the risks that the Company is exposed to over the year and there have also been no significant changes to the policies for managing those risks during the year.

The risk management policies used by the Company in respect of the principal financial risks and a review of the financial instruments held at the year-end are provided below.

Markets risks

As a VCT, the Company is exposed to investment risks in the form of potential losses and gains that may arise on the investments it holds in accordance with its investment policy. The management of these investment risks is a fundamental part of investment activities undertaken by Chrysalis VCT Management Limited and overseen by the Board. The Investment Manager monitors investments through regular contact with management of investee companies, regular review of management accounts and other financial information and attendance at investee company board meetings. This enables the Investment Manager to manage the investment risk in respect of individual investments. Investment risk is also mitigated by holding a diversified portfolio spread across various business sectors and asset classes.

The key investment risks to which the Company is exposed are:

- Investment price risk; and
- Interest rate risk.

The Company has undertaken sensitivity analysis on its financial instruments, split into the relevant component parts, taking into consideration the economic climate at the time of review in order to ascertain the appropriate risk allocation.

Investment price risk

Investment price risk arises from uncertainty about the future prices and valuations of financial instruments held in accordance with the Company's investment objectives. It represents the potential loss that the Company might suffer through market price movements in respect of quoted investments and also changes in the fair value of unquoted investments that it holds.

Quoted investments

The Company's sensitivity to fluctuations in the share prices of its quoted investments (AIM quoted but excluding listed fixed interest investments) is summarised below. A 20% movement in the valuation of these assets, which is considered to be a reasonable annual movement given the fluctuations in the AIM indices, would have the following effect on the Company:

	Risk exposure at 31 October 2018		Risk exposure at 31 October 2017	
AIM stocks (£'000)		824		827
	Estimated impact on NAV/Total Return £'000	Estimated impact on NAV pence	Estimated impact on NAV/Total Return £'000	Estimated impact on NAV pence
Movement in valuation of AIM stocks				
20% increase to 989 (2017: 992)	165	0.6p	165	0.6p
20% decrease to 659 (2017: 662)	(165)	(0.6p)	(165)	(0.6p)

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

15. Financial instruments (continued)

Investment price risk (continued)

Unquoted investments

As many of the Company's unquoted investments are valued using earnings multiples of comparable companies or sectors, a change in the relevant market sectors could impact on the valuation of the equity and preference shares held in the unquoted portfolio by up to 10%. Due to the nature of the security held, the relatively low residual term and no significant changes in risk premium, the loan notes in the investee companies would not be immediately impacted. The impact of a 10% movement in valuation on the unquoted shares' portfolio would have the following effect on the Company:

		Risk exposure at 31 October 2018		Risk exposure at 31 October 2017
Unquoted shares (£'000)		<u>6,754</u>		<u>8,740</u>
Movement in valuation of unquoted investments	Estimated impact on NAV/Total Return £'000	Estimated impact on NAV pence	Estimated impact on NAV/Total Return £'000	Estimated impact on NAV pence
10% increase to 7,429 (2017: 9,614)	<u>675</u>	<u>2.3p</u>	<u>874</u>	<u>2.9p</u>
10% decrease to 6,079 (2017: 7,866)	<u>(675)</u>	<u>(2.3p)</u>	<u>(874)</u>	<u>(2.9p)</u>

Fixed interest investments

The Company also has exposure to variations in the price of its non-qualifying investments. The securities are held by the Company until maturity. Due to the nature of the fixed interest security and the nature of the market movement thereon, a 1.0% movement in the interest rate is regarded as an appropriate sensitivity, the impact of which is as follows:

		Risk exposure at 31 October 2018		Risk exposure at 31 October 2017
Fixed interest securities (£'000)		<u>1,428</u>		<u>1,492</u>
Movement in valuation of fixed interest securities arising from a 1.0% movement in the interest rate	Estimated impact on NAV/Total Return £'000	Estimated impact on NAV pence	Estimated impact on NAV/Total Return £'000	Estimated impact on NAV pence
Interest rate falls by 1.0%: Valuation increases to 1,451 (2017: 1,529)	<u>23</u>	<u>0.1p</u>	<u>37</u>	<u>0.1p</u>
Interest rate rises by 1.0%: Valuation decreases to 1,405 (2017: 1,455)	<u>(23)</u>	<u>(0.1p)</u>	<u>(37)</u>	<u>(0.1p)</u>

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

15. Financial instruments (continued)

Interest rate risk

The Company accepts exposure to interest rate risk on floating-rate financial assets through the effect of changes in prevailing interest rates. The Company receives interest on its cash deposits at a rate agreed with its bankers and on liquidity funds at rates based on the underlying investments. Investments in loan stock and fixed interest investments attract interest predominantly at fixed rates. A summary of the interest rate profile of the Company's investments is shown below.

Interest rate risk profile of financial assets and financial liabilities

There are three levels of interest which are attributable to the financial instruments as follows:

- "Fixed rate" assets represent investments with predetermined yield targets and comprise fixed interest and loan note investments.
- "Floating rate" assets predominantly bear interest at rates linked to the Bank of England base rate and comprise cash at bank.
- "No interest rate" assets do not attract interest and comprise equity investments, loans and receivables (excluding cash at bank) and other financial liabilities.

	Weighted average interest rate	Weighted average period until maturity	2018 £'000	2017 £'000
Fixed rate	5.4%	679 days	10,002	9,702
Floating rate	0.0%		3,763	4,559
No interest rate			<u>7,562</u>	<u>9,686</u>
			<u>21,327</u>	<u>23,947</u>

The Company monitors the level of income received from fixed and floating interest rate assets and, if appropriate, may make adjustments to the allocation between the categories, in particular, should this be required to ensure compliance with the VCT regulations.

Any potential change in the base rate, at the current level, would have an immaterial impact on the net assets and total return of the Company.

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

15. Financial instruments (continued)

Credit risk

Credit risk is the risk that a counterparty to a financial instrument is unable to discharge a commitment to the Company made under that instrument. The Company is exposed to credit risk through its holdings of loan stock in investee companies, investments in liquidity funds, cash deposits and debtors.

The Company's financial assets that are exposed to credit risk are summarised as follows:

	2018	2017
	£'000	£'000
<i>Fair value through profit or loss assets</i>		
Investments in fixed income securities	1,428	1,492
Investments in loan stocks	8,574	8,210
<i>Loans and receivables</i>		
Cash and cash equivalents	3,763	4,559
Interest and other receivables	81	60
	<u>13,846</u>	<u>14,321</u>

The Manager manages credit risk in respect of loan stock with a similar approach as described under Investment risks above. In addition, the credit risk is partially mitigated by registering floating charges over the assets of certain investee companies. The strength of this security in each case is dependent on the nature of the investee company's business and its identifiable assets. The level of security is a key means of managing credit risk. Similarly, the management of credit risk associated with interest, dividends and other receivables is covered within the investment management procedures.

The carrying value of loan stock investments held at fair value through the profit and loss account at 31 October 2018 as analysed by expected maturity date is as follows:

As at 31 October 2018	Not later than 1 year £'000	Between 1 and 2 years £'000	Between 2 and 3 years £'000	Between 3 and 5 years £'000	Passed maturity date £'000	Total £'000
Fully performing loan stock	4,674	1,838	1,212	850	-	8,574
Past due loan stock	-	-	-	-	-	-
	<u>4,674</u>	<u>1,838</u>	<u>1,212</u>	<u>850</u>	<u>-</u>	<u>8,574</u>
As at 31 October 2017	Not later than 1 year £'000	Between 1 and 2 years £'000	Between 2 and 3 years £'000	Between 3 and 5 years £'000	Passed maturity date £'000	Total £'000
Fully performing loan stock	1,113	-	3,250	3,847	-	8,210
Past due loan stock	-	-	-	-	-	-
	<u>1,113</u>	<u>-</u>	<u>3,250</u>	<u>3,847</u>	<u>-</u>	<u>8,210</u>

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

15. Financial instruments (continued)

Credit risk (continued)

As at 31 October 2018 no loan stock balances were classified as “past due” (2017: Nil).

Cash is mainly held at Royal Bank of Scotland plc with a balance also maintained at Bank of Scotland plc, both of which are A minus rated financial institutions. Consequently, the Directors consider that the risk profile associated with cash deposits is low.

There have been no changes in fair value during the year that can be directly attributable to changes in credit risk.

Liquidity risk

Liquidity risk is the risk that the Company encounters difficulties in meeting obligations associated with its financial liabilities. Liquidity risk may also arise from either the inability to sell financial instruments when required at their fair values or from the inability to generate cash inflows as required. The Company usually has a relatively low level of creditors (2018: £118,000, 2017: £61,000) and has no borrowings. The Company always holds sufficient levels of funds as cash and readily realisable investments in order to meet expenses and other cash outflows as they arise. For these reasons, the Board believes that the Company’s exposure to liquidity risk is minimal.

The Company’s liquidity risk is managed by Chrysalis VCT Management Limited in line with guidance agreed with the Board and is reviewed by the Board at regular intervals.

Financial liabilities

The Company has no financial liabilities or guarantees other than the creditors disclosed within the Balance Sheet (2017: none).

Currency exposure

As at 31 October 2018, the Company had no foreign currency exposures (2017: none).

Borrowing facilities

The Company had no committed borrowing facilities as at 31 October 2018 (2017: none).

NOTES TO THE ACCOUNTS (continued)
for the year ended 31 October 2018

16. Related party transactions

Chrysalis VCT Management Limited, a wholly owned subsidiary, provides investment management services to the Company for a fee of 1.65% of net assets per annum. During the year, £389,000 (2017: £408,000) was payable to Chrysalis VCT Management Limited in respect of these fees. At the balance sheet date £nil (2017: £104,000) of prepaid fees were included in debtors.

A performance incentive fee is payable to Chrysalis VCT Management Limited based on realisations from all investments excluding quoted loan notes, redemptions of loan notes in the normal course of business and other treasury functions. The performance incentive fee is the greater of 1% of the cash proceeds of any exit or 5% of the gain to the Company after all exit costs for investments made after 30 April 2004 reduced to 2.5% of investments made prior to 30 April 2004. During the year performance incentive fees of £54,000 (2017: £127,000) were due to Chrysalis VCT Management Limited. At the year-end, £nil (2017: £nil) was outstanding and payable.

Martin Knight holds a position of significant influence within Cambridge Mechatronics Limited, an investment held by the Company, and therefore abstains from discussions surrounding the valuation or investment decisions regarding the company. Details of the investment, including cost and valuation are shown on page 10.

17. Controlling party

In the opinion of the Directors there is no immediate or ultimate controlling party.

SHAREHOLDER INFORMATION

Share price

The Company's share price can be found in various financial websites with the TIDM/EPIC code "CYS". A link to the share price is also available on Chrysalis' website (www.chrysalisvct.co.uk) and on Downing's website (www.downing.co.uk).

Dividends

Dividends are paid by the registrar on behalf of the Company. Shareholders who wish to have dividends paid directly into their bank account rather than by cheque to their registered address, can complete a mandate form for this purpose (form can be downloaded from www.linkassetsservices.com). Queries relating to dividends, shareholdings and requests for mandate forms should be directed to the Company's registrar, Link Asset Services, on 0871 664 0324 (calls cost 12p per minute plus network extras, lines open 9:00am to 5:30pm), or by writing to them at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

Selling Shares

Shareholders are advised to seek advice from their tax adviser, before selling Shares, particularly if they deferred the payment of capital gains tax in respect of Shares acquired prior to 6 April 2004. Shareholders wishing to sell their Shares, or purchase further holdings in the Company, will require a broker in order to do so. Sam Greatrex, at Nplus1 Singer Capital Markets Ltd, on 0207 496 3032 will be able to provide details of the latest share price for selling and purchasing Shares (further details are shown on the next page).

Share scam warning

We are aware that a significant number of Shareholders of VCTs continue to receive unsolicited telephone calls from a company purporting to be acting on behalf of a client who is looking to acquire their VCT Shares at an attractive price. We believe these calls to be part of a "Boiler Room Scam". **Shareholders are warned to be very suspicious if they receive any similar type of telephone call.**

Further information can be found on Downing's website. If you have any concerns, please contact Downing on 020 7416 7780.

Notification of change of address

Communications with Shareholders are mailed to the registered address held on the share register. In the event of a change of address or other amendment this should be notified to the Company's registrar, Link Asset Services, under the signature of the registered holder.

Other information for Shareholders

Up to date Company information (including financial statements, share price and dividend history) may be obtained from Downing's website at www.downing.co.uk. Financial information is also available on Chrysalis' website (www.chrysalisvct.co.uk) under "Shareholder Info".

If you have any queries regarding your shareholding in Chrysalis VCT plc, please contact the registrar on the above number or visit Link's website at www.linkassetsservices.com and click on "Share Portal".

COMPANY INFORMATION

Directors

Martin Knight (Chairman)
Julie Baddeley
Robert Jeens
all of
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD

Company number

04095791

Secretary and registered office

Grant Whitehouse
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD
Tel No: 020 7416 7780

Investment management

Chrysalis VCT Management Limited
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD
www.chrysalisvct.co.uk

Administration manager

Downing LLP
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD
Tel No: 020 7416 7780
www.downing.co.uk

Fixed Interest Securities custodian

Killik & Co LLP
46 Grosvenor Street
London W1K 3HN

Auditor

BDO LLP
55 Baker Street
London W1U 7EU

VCT status adviser

Philip Hare & Associates LLP
Suite C- First Floor
4-6 Staple Inn
London WC1V 7QH

Registrar

Link Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
Tel No: 0871 664 0324
(calls cost 12p per minute plus network extras
lines open Mon-Fri from 9:00am to 5:30pm)
www.linkassetsservices.com

Bankers

Royal Bank of Scotland plc
119/121 Victoria Street
London SW1E 6RA

Bank of Scotland plc
33 Old Broad Street
London BX2 1LB

Corporate broker and share buybacks contact

Nplus1 Singer Capital Markets Limited
One Bartholomew Lane
London EC2N 2AX
Tel No: 0207 496 3032
www.n1singer.com

NOTICE OF THE ANNUAL GENERAL MEETING OF CHRYSALIS VCT PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chrysalis VCT plc will be held at 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD at 11:30 a.m. on 14 February 2019, for the transaction of the following business:

As **Ordinary Business**, to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the Report of the Directors and Accounts of the Company for the year ended 31 October 2018, together with the report of the Auditor thereon.
2. To approve the Directors' Remuneration Report.
3. To approve the payment of a final dividend of 3.25p per Ordinary Share.
4. To reappoint BDO LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts of the Company are presented and to authorise the Directors to determine their remuneration.
5. To re-elect as Director, Martin Knight, who retires and, being eligible, offers himself for re-election.
6. To re-elect as Director, Julie Baddeley, who retires and, being eligible, offers herself for re-election.

NOTICE OF THE ANNUAL GENERAL MEETING OF CHRYSALIS VCT PLC (continued)

As **Special Business**, to consider and, if thought fit, pass the following Special Resolutions:

7. That, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares of 1p each in the capital of the Company ("Ordinary Shares") provided that:
 - (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 4,327,560 representing approximately 14.9% of the issued Ordinary Share capital of the Company;
 - (ii) the minimum price which may be paid for an Ordinary Share is 1p, exclusive of all expenses;
 - (iii) the maximum price which may be paid for an Ordinary Share is an amount, exclusive of all expenses, equal to 105% of the average of the middle market quotations of the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange, for each of the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (iv) the Company may validly make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may validly make a purchase of Ordinary Shares in pursuance of any such contract;

and this power, unless previously varied, revoked or renewed, shall come to an end at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution or on the expiry of 15 months from the passing of the resolution, whichever is the earlier.

By order of the Board



Grant Whitehouse
Secretary

18 December 2018

Registered Office:
6th Floor, St. Magnus House
3 Lower Thames Street
London EC3R 6HD

NOTICE OF THE ANNUAL GENERAL MEETING OF CHRYSALIS VCT PLC (continued)

Information regarding the Annual General Meeting, including the information required by section 311A of the Companies Act 2006 (the "Act"), is available from www.downing.co.uk.

Notes

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent his appointer. A member entitled to attend and vote at the Annual General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (h) below. Under section 319A of the Act, the Company must answer any question a member asks relating to the business being dealt with at the Annual General Meeting unless:
- answering the question would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.
- (b) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Downing LLP, 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD or electronically at proxy@downing.co.uk, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
- (c) In order to revoke a proxy instruction a member will need to inform the Company using one of the following methods:
- by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to Downing LLP, 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - by sending an e-mail to proxy@downing.co.uk.
- In either case, the revocation notice must be received by Downing LLP before the Annual General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.
- (d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.
- (e) Copies of the Directors' Letters of Appointment and the Register of Directors' interests in the Ordinary Shares of the Company, will be available for inspection at the registered office of the Company during usual business hours on any weekday (excluding weekends and public holidays) from the date of this notice, until the end of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
- (f) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at 11:30 a.m. on 12 February 2019 or, in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said Annual General Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after 11:30 a.m. on 12 February 2019 or, in the event that the Annual General Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.
- (g) As at 9:00 a.m. on 18 December 2018, the Company's issued share capital comprised 29,044,025 Ordinary Shares and the total number of voting rights in the Company was 29,044,025. The website referred to above will include information on the number of shares and voting rights.

NOTICE OF THE ANNUAL GENERAL MEETING OF CHRYSALIS VCT PLC (continued)

- (h) If you are a person who has been nominated under section 146 of the Act to enjoy information rights (“Nominated Person”):
- You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (“Relevant Member”) to be appointed or to have someone else appointed as a proxy for the Annual General Meeting;
 - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights;
 - Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
- (i) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- (j) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (k) Except as provided above, members who have general queries about the Annual General Meeting should write to the Chairman at the registered office set out above.
- (l) Members may not use any electronic address provided either in this notice of Annual General Meeting, or any related documents (including the Chairman’s letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.

**FORM OF PROXY
CHRYSALIS VCT PLC**

For use at the Annual General Meeting of the above-named Company to be held at 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD at 11:30 a.m. on 14 February 2019.

I/We*(BLOCK CAPITALS please)

of

being the holder(s) of Ordinary Shares of 1p each in the capital of the above-named Company, hereby appoint the Chairman of the meeting (see note 1)

or

of

as my/our* proxy to attend for me/us* on my/our* behalf at the Annual General Meeting of the Company to be held at 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD on 14 February 2019 or at any adjournment thereof.

I/We* desire to vote on the Resolutions as indicated in the appropriate columns below. Please indicate with an "X" how you wish your vote to be cast.

Details of the Resolutions are set out in the Notice of the Annual General Meeting.

ORDINARY BUSINESS	FOR	AGAINST	WITHHELD
1. To receive and adopt the Report of the Directors and Accounts.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the payment of a final dividend of 3.25p per share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To reappoint BDO LLP as the Auditor and authorise the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Martin Knight as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Julie Baddeley as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS			
7. To authorise the Company to make market purchases of its shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated thisday of2019

Signature(s)

*Delete as appropriate

PLEASE RETURN TO DOWNING LLP IN THE PREPAID ENVELOPE PROVIDED



NOTES AND INSTRUCTIONS:

Note for Shareholders:

Resolution 2; “To approve the Directors’ Remuneration Report”, seeks Shareholder approval of the Directors’ Remuneration Report as set out on pages 20 to 22. Whilst the payment of remuneration to the Directors is not dependent on the passing of the resolution, your Board will take the vote into account when considering the future development and operation of the Company’s remuneration policy and practice.

Resolution 7; “To authorise the Company to make market purchases of its shares”, relates to the ability of the Company to undertake share buybacks. Therefore, should the resolution not be passed, the Company will not be able to buy back shares for cancellation.

Instructions:

1. Any member of the Company entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Meeting in order to represent his appointer. A member entitled to attend and vote at the meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
2. Delete “the Chairman of the meeting” if it is desired to appoint any other person and insert his or her name and address. If no name is inserted, the proxy will be deemed to have been given in favour of the Chairman of the meeting. If this Form of Proxy is returned without stating how the proxy shall vote on any particular matter the proxy will exercise his discretion as to whether, and if so how, he votes.
3. Any alterations to the Form of Proxy should be initialled.
4. To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to Downing LLP, 6th Floor, St. Magnus House, 3 Lower Thames Street, London EC3R 6HD or electronically at proxy@downing.co.uk, in each case not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
5. In the case of a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised on that behalf.
6. In the case of joint holders, the vote of the senior holder tendering a vote will be accepted to the exclusion of the votes of the other joint holders. Seniority depends on the order in which the names stand in the register of members.
7. The completion and return of this Form of Proxy will not preclude you from attending and voting at the Annual General Meeting should you subsequently decide to do so. If a member appoints a proxy and that member attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

