

MONTANARO

European Smaller Companies Trust plc



Before you invest in a
Smaller Company you need to
understand their hopes and fears

Annual Report and Accounts 2023

The investment objective of **Montanaro European Smaller Companies Trust plc** (the 'Company' or 'MESCT') is to achieve capital growth by investing principally in Continental European quoted smaller companies.

The Company's benchmark index is the MSCI Europe ex-UK SmallCap Index (in sterling terms).

The Company was launched in May 1981. Its current objective and investment policy were adopted in September 2006. Its Ordinary Shares are listed on the Main Market of the London Stock Exchange.

The Company conducts its affairs so that its Ordinary Shares can be recommended by IFAs to ordinary retail investors in accordance with the FCA's rules relating to non-mainstream investment products and intends to continue to do so.

Contents

| | | | |
|-------------------------------------------------------------|----|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Highlights | 1 | Financial Report | This document is important and refers to certain matters on which voting action is required. Shareholders who are in any doubt as to what action to take should consult an appropriate independent adviser immediately. |
| Strategic Report | | Independent Auditor's Report | |
| Chairman's Statement | 2 | Statement of Comprehensive Income | |
| Manager's Report | 4 | Balance Sheet | |
| ESG Report | 8 | Statement of Changes in Equity | |
| Twenty Largest Holdings | 10 | Statement of Cash Flows | |
| Business Model and Strategy | 12 | Notes to the Financial Statements | |
| Directors' Duties | 19 | | |
| Governance Report | | AIFMD Disclosures | If any shareholder has sold or transferred all their shares in the Company, he or she should pass this document to the purchaser or transferee or to the person through whom the transfer or sale was effected for onward transmission to the transferee or purchaser. |
| Board of Directors | 23 | Shareholder Information | |
| Directors' Report | 24 | Alternative Performance Measures | |
| Corporate Governance Statement | 29 | Glossary of Terms | |
| Report of the Audit Committee | 32 | Notice of Annual General Meeting | |
| Directors' Remuneration Report | 35 | Advisers | |
| Management Report and Directors' Responsibilities Statement | 38 | | |

Highlights

for the year ended 31 March 2023

Performance

| Capital Returns% ⁽¹⁾ | 1 year | 3 year | 5 year | 10 year | MAM* ⁽²⁾ |
|----------------------------------------------|----------------------|--------|--------|---------|---------------------|
| Ordinary share price | (18.1%) [^] | 56.4% | 72.0% | 165.0% | 331.1% |
| Net Asset Value ('NAV') per Ordinary share** | (7.6%) [^] | 65.6% | 75.9% | 183.1% | 363.4% |
| Benchmark** | (5.5%) | 50.4% | 19.7% | 131.4% | 178.0% |

| Total Returns% ⁽¹⁾ | 1 year | 3 year | 5 year | 10 year | MAM* ⁽²⁾ |
|-------------------------------|----------------------|--------|--------|---------|---------------------|
| Ordinary share price | (17.6%) [^] | 59.2% | 78.4% | 193.5% | 424.5% |
| NAV per Ordinary share** | (7.1%) [^] | 68.7% | 82.2% | 212.1% | 452.5% |
| Benchmark** | (3.2%) | 58.7% | 31.3% | 177.1% | 278.6% |

Sources: Morningstar Direct, Association of Investment Companies ('AIC'), Montanaro Asset Management Limited ('MAM').

| | As at 31 March 2023 | As at 31 March 2022 | 12 month % change |
|-------------------------------------|---------------------------|---------------------------|----------------------|
| Ordinary share price | 137.6p | 168.0p | (18.1%) |
| NAV per Ordinary share** | 158.4p | 171.5p | (7.6%) |
| Discount to NAV ⁽¹⁾ | (13.1%) | (2.0%) | |
| Net assets** (£'000s) | 299,975 | 324,905 | (7.7%) |
| Market capitalisation** (£'000s) | 260,652 | 318,238 | (18.1%) |
| Net gearing employed ⁽¹⁾ | 3.3% | 4.6% | |

| | Year ended 31 March 2023 | Year ended 31 March 2022 | 12 month % change |
|-----------------------------------|-----------------------------------|-----------------------------------|----------------------|
| Revenue return per Ordinary share | 1.10p | 0.96p | 14.6% |
| Dividend per Ordinary share | 0.970p | 0.925p | 4.9% |
| Ongoing charges ⁽¹⁾ | 1.0% | 1.1% | |
| Portfolio turnover** | 14% | 11% | |

* From 5 September 2006, when MAM was appointed as Investment Manager.

** Details provided in the Glossary on pages 68 and 69.

⁽¹⁾ Refer to Alternative Performance Measures on pages 66 and 67.

⁽²⁾ From 5 September 2006, the benchmark was the MSCI Europe SmallCap Index. The benchmark was changed on 1 June 2009 to the MSCI Europe ex-UK SmallCap Index (in sterling terms).

[^] Alternative Performance Measures Calculations provided on page 66.

Chairman's Statement

for the year ended 31 March 2023



Results

The MSCI Europe (ex-UK) Small Cap Index (in Sterling terms) fell by -5.5% during the financial year ended 31 March 2023. In comparison, the Net Asset Value ("NAV") of your Trust fell by -7.6% to 158.4p per share. Over this period, the share price widened from a discount to NAV of -2% to a discount of -13.1%. As a result, the share price total return of the Trust was -17.6%. The Board recognises that while it is not out of line with the peer group, this change in discount is significant for shareholders: we continue to monitor it closely.

As discussed in the interim report, inflationary pressures and subsequent monetary tightening by central banks increased the cost of capital globally. Such increases disproportionately affected quality growth stocks: high quality companies underperformed low quality companies in Europe; and growth companies underperformed value companies. These style shifts created headwinds for the Trust as the Manager invests exclusively in high quality, growth companies that were out of favour. As a result, in the first half of the year the NAV total return of your Trust was -27.3%, versus -19.3% for the benchmark.

The second half of the year saw these headwinds fade as bond yields stabilised and inflationary pressures began to lessen. It was therefore pleasing to see strong returns in both absolute and relative terms during the 6-month period to 31 March 2023: the NAV total return was 27.8%, 7.9% ahead of the benchmark.

Short term fluctuations aside, over 5 and 10 years your Trust has delivered NAV total returns of 82.2% and 212.1%, outperforming the benchmark by 50.9% and 35.0% respectively. Since Montanaro were appointed in September 2006 the NAV total return has been 452.5%, 173.9% ahead of the benchmark and 2.5% ahead of the benchmark on a per annum basis.

Earnings and Dividends

Revenue earnings per share rose to 1.10p in the period (2022: 0.96p).

An interim dividend of 0.20p per share was paid on 5 January 2023. The Board recommends the payment of a final dividend of 0.77p per share payable on 15 September 2023 to shareholders on the register on 18 August 2023. Subject to shareholder approval, this would bring the total dividends for the year to 0.97p per share. The overall dividend increase of 5% over last year's dividend reflects the underlying performance of our investments and is made out of this year's revenue reserves.

The Trust also holds substantial revenue reserves available for distribution, which gives the Board the ability to smooth any short-term income volatility. Moreover, the companies in the portfolio continue to have strong balance sheets and therefore do not face the prospect of having significant levels of cash flow diverted to cover increased interest payments.

ESG

Montanaro believe there is a clear correlation between how well a business fares on Environmental, Social and Corporate Governance grounds and the value it creates for its shareholders. This is why ESG considerations have formed an integral part of their assessment of a company's "Quality" and have been fully integrated into their investment process for many years.

The depth of Montanaro's commitment is perhaps best exemplified by the fact that they are one of the few UK asset managers to be a certified B Corporation. Certified B Corporations are businesses that meet the highest standards of verified social and environmental performance, public transparency and legal accountability to balance profit and purpose. It is a certification Montanaro have held since 2019 and which was renewed for a further three years in 2023. Montanaro's score rose from 81.8 to 105.5 (a strong result), demonstrating their commitment to continual improvement.

An ESG Report is included on pages 8 and 9 of this Annual Report. It covers the developments in Montanaro's approach and commitment to ESG as well as how they are interacting with investee companies.

Borrowings

The Board, in discussion with the Alternative Investment Fund Manager ("AIFM"), regularly reviews the gearing strategy of the Trust and approves any gearing facility. Gearing increases (or decreases) the returns from underlying profits or losses generated by the investment portfolio.

The Board has set a maximum limit on borrowing (net of cash) of 30% of shareholders' funds at the time of borrowing. At the end of the fiscal year, the Trust had borrowings (net of cash) of 3.3% compared to 4.6% at the beginning of the year. The Trust currently has borrowings in the form of a €10 million fixed rate loan and a partially drawn down €15 million revolving credit facility, both of which are due to mature on 13 September 2023. The Board expect to replace these with new borrowings upon maturity.

Shares

The Board actively tracks the level of NAV discount for the Trust relative to its peers over the short and medium term and how it compares with the average discount for the whole investment trust sector. We recognise the discount is significant at the year end and has been around this level since the shift in market sentiment against our quality growth investment style. It is not out of line with our peer group at this time and we have made neither share buy backs nor share issuances in line with our stated policies which are set out on pages 27 and 28.

In line with those policies, the Board will seek to renew the Trust's share buyback and issuance authorities at the forthcoming Annual General Meeting.

Administrator and Company Secretary

The Company has appointed, with effect from 1 July 2023, Juniper Partners Limited as Company Secretary and Administrator, in place of Link Company Matters Limited and Link Alternative Fund Administrators Limited respectively. On behalf of the Board and the Manager, I would like to thank the entire team at Link for their service and commitment to the Trust.

Communication with Shareholders

Over the past few years, the composition of our shareholder base has changed significantly with an increasing number of individual investors coming onto the register via investment platforms. We continue to explore how best to communicate with all our shareholders irrespective of how they access us. We are keen to find ways to encourage an open dialogue to keep all shareholders up to date with key developments. Our website – www.montanaro.co.uk/trust/mesct – is continually updated with factsheets, reports, presentations, webinar recordings and commentaries as well as more details about the Manager, investment philosophy and process. We encourage shareholders to visit regularly and welcome any feedback and suggestions.

Annual General Meeting

The AGM will be held at the offices of Montanaro Asset Management Limited, 53 Threadneedle Street, London EC2R 8AR, on 7 September 2023 at 11.00 am. Shareholders are encouraged to attend the Meeting where there will be an opportunity to meet and ask questions of the Board and the Manager.

Outlook

The last few years have been extraordinary. The aftershocks of Covid-19 continue to be felt across the world and indeed by the companies in the portfolio. Fractured politics both within and between countries show, sometimes tragically, little sign of improving. Banks on both sides of the Atlantic have once again needed to be

rescued. It should be little surprise then that stock markets have been so volatile. The stock market indices do not tell the full story: beneath the surface, we have witnessed some of the biggest style and factor swings in history.

Perhaps we should take a moment to reflect. No-one at the end of 2019 could have predicted the combination of a global pandemic, a Russian invasion of Ukraine, soaring inflation and rising interest rates. Yet they have been major drivers of stock markets since. Montanaro believe that, rather than attempting such predictions, investors are best served by long-term ownership of high quality businesses that can thrive and grow irrespective of the general macroeconomic or political environment.

Although the pandemic has come to an end and inflation is showing signs of easing, investors remain relatively cautious. The forward P/E of the MSCI Europe ex-UK Small Cap Index has fallen below its long-term average and sits at a 15% discount to LargeCap. Meanwhile, the forward P/E of your portfolio declined by more than a third since its peak in August 2021 to the end of March 2023. This is more than the fall in NAV over this period, highlighting the difference we have seen between the progress of the underlying businesses in the portfolio and their share prices.

While doubtless the world will again change in ways we cannot imagine in the coming years, we believe that current valuations offer an attractive entry point for long-term investors. Together with the Manager's disciplined investment process, experienced team, and strong track record since being appointed in 2006, this allows us to look forward to the future with confidence.

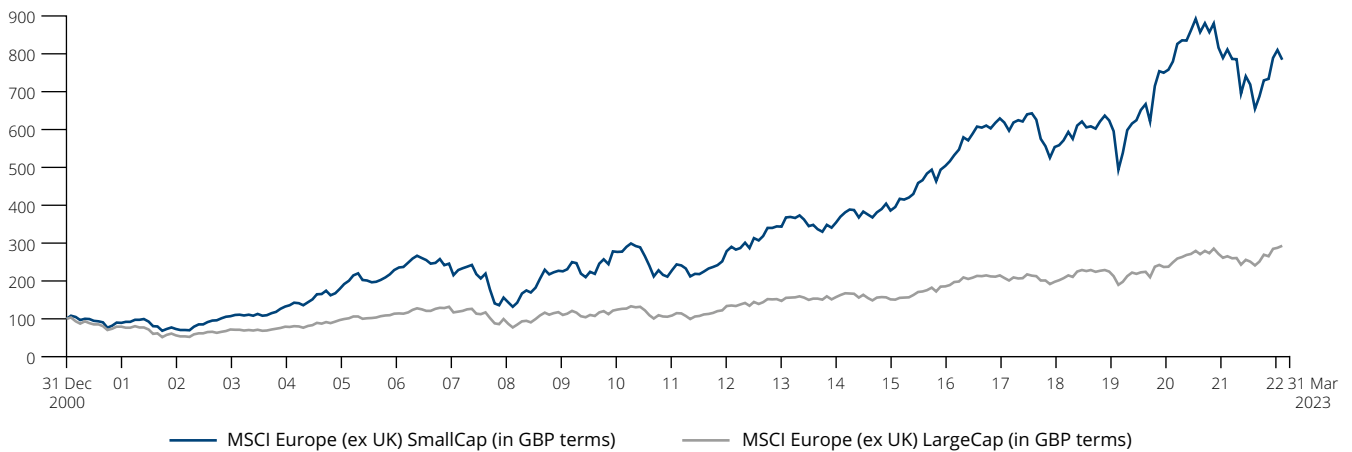
R M CURLING

Chairman
22 June 2023

Manager's Report

Continental European Small v. LargeCap

(MSCI Europe ex UK SmallCap v. LargeCap indices, Net TR)
(rebased to 100 from 31 December 2000)



The Attractions of Quoted European Smaller Companies ('SmallCap')

The key attraction of investing in smaller companies is their long-term record of delivering higher returns to investors than large companies. In the UK, over the last 68 years, this has amounted to an average of 3.1% per annum ("the SmallCap Effect"). £1 invested in UK large companies on 1 January 1955 would now be worth £1,255, whereas the same £1 invested in smaller companies would now be worth over £8,300 – nearly seven times more.

There is less comprehensive data on Europe – it only goes back to 2000. However, this suggests that the SmallCap Effect is even more pronounced on the Continent: as the chart above illustrates, European "small" companies have outperformed by 4.8% p.a.

Moreover, while European LargeCaps have underperformed their US counterparts, the same is not true for SmallCaps. Since 2000, the MSCI Europe (ex-UK) Small Cap Index has delivered gross USD returns of 9.4% p.a. – ahead of the MSCI USA Small Cap Index at 9.3% p.a.

The market for European smaller companies is inefficient. While some large companies are analysed by more than 50 brokers, many smaller companies in Europe have little or no coverage at all. This makes it easier for those with a high level of internal resources to identify attractive, undervalued investment opportunities that are undiscovered by the wider investing community. This in turn makes it possible to deliver long-term performance over and above that of the benchmark.

Montanaro

Montanaro was established in 1991. We have one of the largest and most experienced specialist teams in the UK dedicated exclusively to researching and investing in quoted small companies. Our team of 38 includes 14 analysts and 12 nationalities, which gives us the breadth of resources and diversity of experience to conduct thorough fundamental research internally.

At 31 March 2023, we were looking after £3.7 billion of client assets. We have been the Investment Manager for your Trust since September 2006.

Investment Philosophy and Approach

We specialise in researching and investing in quoted small companies. We have a disciplined, two-stage investment process which is applied to all the products we manage, including your Trust.

In the first stage, we identify "good businesses" within our investable universe. We look for high quality companies in markets that are growing. They must be profitable; have good and experienced management; deliver sustainably high returns on capital employed; enjoy high and ideally growing profit margins reflecting pricing power and a strong market position; and provide goods and services that are in demand and likely to remain so. We prefer companies that can deliver self-funded organic growth and remain focused on their core areas of expertise, rather than businesses that spend a lot of time on acquisitions.

Conversely, we avoid those with stretched balance sheets; poor free cash flow generation; incomprehensible or heavily adjusted accounts; unproven or unreliable management; or that face structurally challenged business models with stiff competition.

A company must also pass our stringent quality and ESG checklists. ESG has been integrated into our disciplined investment process for almost two decades.

When we have found a company that we believe is high quality, has structural growth and is well managed from a business and ESG perspective, it must be approved by the Investment Committee before it can be added to the Montanaro "Approved List".

We then determine the intrinsic value of each company on the Approved List, typically through a proprietary discounted cashflow analysis, to ensure they will make a "good investment" ("good businesses" and "good investments" are not always the same). Companies that are on the Approved List and which we also believe are attractively valued are then eligible for inclusion in your portfolio.

We have an investment team of 17, including 14 sector and ESG specialists, covering many languages. Utilising their industry knowledge and a range of proprietary screens, they are continually searching for new ideas. With thousands of quoted companies from which to choose, we are spoiled for choice.

We believe that a deep understanding of a company's business model and the way it is managed are essential. We visit our investee companies on a regular basis. We examine management's past track record in detail as we seek to understand their goals and aspirations. In smaller companies, the decisions of the entrepreneurial management can make or break a company, which is why meeting them is so important. We look closely at the board structure; the level of insider ownership; and examine remuneration and corporate governance policies.

Once a company has been added to the portfolio, our team conducts ongoing analysis. We will sell a holding if we believe that the company's underlying quality is deteriorating or if there has been a fundamental change to the investment case or management.

In summary, we invest in well managed, high quality, growing companies bought at sensible valuations. We keep turnover and transaction costs low and follow our companies closely over many years. We would rather pay more for a higher quality, more predictable company that can be valued with greater certainty. Finally, we align our interests with our investors by investing meaningful amounts of our own money alongside yours. We are significant shareholders in the Trust.

The Portfolio

At 31 March 2023, the portfolio consisted of 49 companies of which the top ten holdings represented 39%. Sector and country distribution within the portfolio is driven by stock selection. Although weightings relative to the market are monitored, overweight and underweight positions are held based on where the greatest value and upside are perceived to be.

Performance Attribution

The year to 31 March 2023 saw strong performances from some of our largest investments:

Kitron is an Electronics Manufacturing Services (EMS) business with its headquarters in Norway. The company had an excellent year as supply chain constraints in the electronics industry eased, allowing Kitron to deliver orders that had built up during the pandemic.

Brunello Cucinelli is an Italian luxury goods company that is particularly famous for its cashmere products. Its focus on "quiet luxury" and a resurgence in luxury sales worldwide led to the company raising its financial guidance repeatedly during the year, buoying the share price as a result.

Fortnox Fortnox provides cloud-based accounting systems to companies in Sweden. The stock performed well on news of further price increases combined with continued success in attracting new customers. It has now been a top three contributor for three years in a row.

The year was not without some stock price falls as well. Our three largest detractors are detailed below:

MIPS develops patented inserts for helmets, which protects the brain against rotational motion in a fall. After many years of strong performance, destocking by helmet retailers led to a weaker year for the company, particularly in the cycling market.

QT Group is a Finnish company that provides software tools used to design and build graphical user interfaces. The company saw a slowdown in developer license sales as customers pushed out the timing of new projects. We grew concerned that the competitive environment was also worsening and as a result we sold the position.

ChemoMetec is a globally leading developer of cell counters that are used in the development of cell therapies. The share price declined due to a slowdown in new instrument sales as the funding environment for cell-based therapy R&D became more restrictive. Consumable and service sales nevertheless continued to grow.

Portfolio Changes

We try to keep portfolio turnover as low as possible. However, we typically make a few changes each year as we identify new investment ideas that we expect will provide stronger long-term returns than existing holdings. Companies that become too large, are acquired or where the investment case deteriorates are also replaced with new ideas from our Approved List.

Manager’s Report continued

In the year to 31 March 2023, we exited positions in companies including **Vitrolife**, the developer of media and consumables for IVF treatment, after the company made an expensive acquisition and saw the departure of key executives. **Endor**, which sells hardware used for sim racing, was sold as new competitors entered the market. **Nolato**, a third-party manufacturer of plastic components, was sold as the company grew its tobacco heat-not-burn sales to levels that we deem to be too high to pass our ethical exclusion tests.

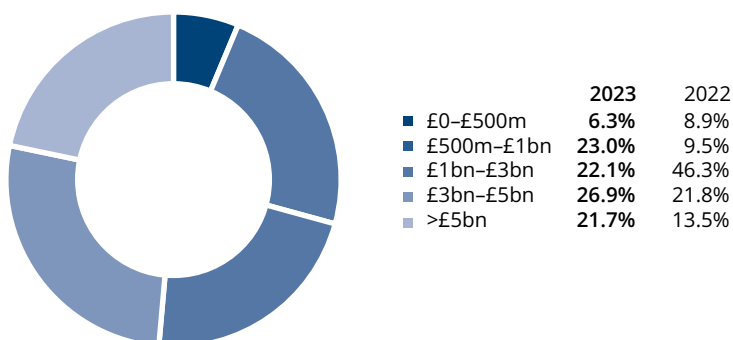
Technoprobe, the Italian developer of probe cards used in the testing of semiconductors and **Bachem**, the Swiss peptide contract manufacturer, were additions to the portfolio.

Continual Improvement

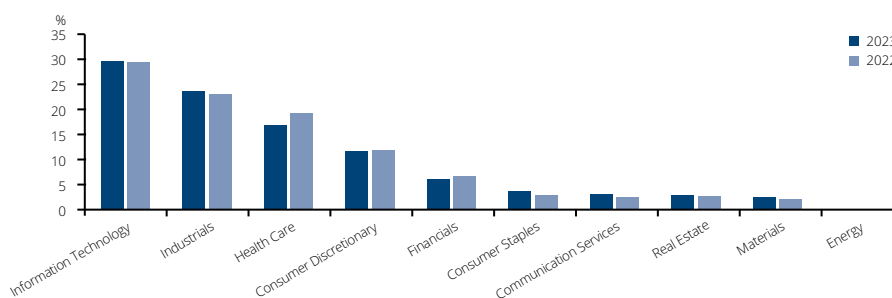
Each year we take time to look back at our successes and mistakes to assess how our systems and processes can be improved.

Our Investment Committee has for many years played an important role as “gatekeeper” to the Approved List: no company can be added to the Approved List or, therefore, bought, until the Investment Committee has agreed that it meets our stringent quality and growth thresholds. This is the first stage of our process. The second stage is valuation, where the analysts determine whether the companies on the Approved List are currently good investments. This year we have introduced Investment Committee oversight and approval for this second stage too. We believe this will help to ensure consistency across the team with respect to forecast assumptions as well as improving communication between analysts and fund managers on this critical topic.

Market Capitalisation of Holdings by Value (31 March 2023)

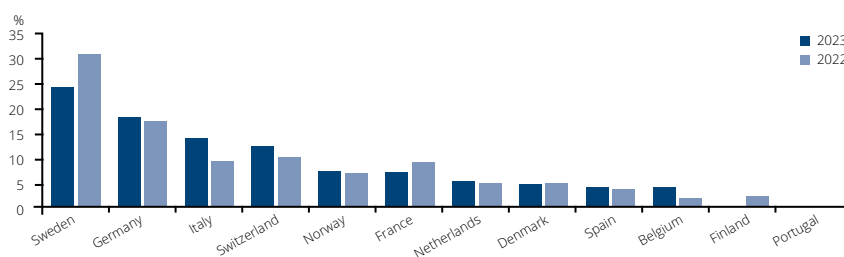


Sector Distribution (31 March)



Source: Montanaro Asset Management Limited

Geographical Analysis (31 March)



Source: Montanaro Asset Management Limited

From a systems perspective we have made some significant developments. We identified the need for a system to help us better manage and internally communicate the large amounts of research that we produce. At the end of 2022 we successfully moved our entire research team from a legacy on-premise folder based system to a cloud based system built within Microsoft Teams. This new system has better functionality, organisation and security, as well as being globally accessible from anywhere with an internet connection. Moreover, having all our files in the cloud has opened up possibilities to collaborate and cross-reference which were not available before – we are scratching the surface of this at the moment but already developing some interesting tools as a result. Looking ahead, we are keeping abreast of recent developments in AI and exploring how we can best utilise these tools to improve our processes.

The systems overhaul has not been confined to the research team. Significant IT investments mean we now have 24/7 threat monitoring and management and continuous staff training including simulated phishing attacks, on top of a state-of-the-art software stack, throughout the company.

Gearing

The Alternative Investment Fund Manager (“AIFM”), in consultation with the Board, is responsible for determining the net gearing level of the Trust. The Trust ended the fiscal year with gearing of 3.3% (31 March 2022: 4.6%).

How to Invest

We have invested a great deal of time and effort to make the Trust readily available to all investors. We have continued to grow our presence across the UK’s investment platforms and are delighted to see a steady increase, year after year, in the Trust’s retail following. With the Board, we have appointed Marten & Co to provide sponsored research – you can find the initiation report published in March 2019 here: <https://www.montanaro.co.uk/mesct-quality-business/> and an update report published in March 2022 here: <https://quoteddata.com/research/montanaro-european-smaller-companies-unfazed-by-market-turmoil-mc/>

For further details about how to invest, please refer to the website: www.montanaro.co.uk/trust/mesct

**MONTANARO ASSET
MANAGEMENT LIMITED**
22 June 2023

ESG Report

Montanaro continues to place great importance on evolving and strengthening its approach to sustainable investing.

Montanaro

Having first become a certified B Corporation in 2019, Montanaro achieved recertification in March 2023 with a much-improved score as noted in the Chairman's Statement. "B Corp" status is achieved by meeting verified standards of social and environmental performance, transparency and accountability. It is regarded as one of the toughest sustainability standards to achieve globally. Furthermore, Montanaro has become an accredited Living Wage employer.

Ethical Restrictions and ESG Analysis

Montanaro has a long track record of sustainable investing, which has always been reflected in the way the Portfolio has been managed. Ethical restrictions mean that we do not invest in companies that generate a significant proportion of sales from products with negative societal impact such as tobacco, gambling, armaments, alcohol, high-interest-rate lending and fossil fuels. Similarly, we do not invest in companies that conduct animal testing unless it is required by law for healthcare or regulatory purposes.

The analysis of Environmental, Social and Governance (ESG) factors has long formed part of our definition of a company's "Quality". The analysis of such information allows us to better understand the risks – and opportunities – that our companies may be exposed to, from factors such as climate change and supply chain risks to the structure of company boards.

Active and long-term engagement

Where weaknesses are identified, we will always seek to use our influence to improve a company through active and long-term engagement. As an investor in smaller companies, Montanaro uses its influence to speak to the Chief Executives, the decision makers who can really make a difference in how companies are run.

Last year, Montanaro hosted and co-chaired a "Net Zero Carbon Roundtable" alongside the CEO of a major water utility in the UK. Over 30 other CEOs from the companies in which we invest joined us to learn and share experiences of setting net zero carbon targets and the associated challenges. The event was supported by the Glasgow Financial Alliance for Net Zero ("GFANZ") and proved a huge success in stimulating further action from our companies. Over 18% of the companies in the portfolio have now set climate targets verified by the Science Based Targets initiative ("SBTi"), in our opinion a best-in-class standard. This number was almost zero only a few years ago.

During the year, we engaged with a number of portfolio companies including Technoprobe. Although the company scored well on our internal ESG Checklist, our Analyst observed that it had received the lowest possible rating from the ESG research company MSCI. We wanted to understand the reasons for this and discussed with management how the score might be improved in the future. We provided guidance on how the company could improve its sustainability reporting and provide more detailed ESG data to shareholders, something ESG research companies such as MSCI require.

The provision of such information continues to be a challenge for smaller companies who often have limited internal resources. During the year, we joined 260 financial institutions as part of the CDP: Non-Disclosure Campaign, requesting that companies continue to submit corporate environmental data to third-party organisations. There were a record number of sign-ups this year. We believe that we can achieve an even higher disclosure rate in 2023.

We continued to engage with ATOSS in relation to the composition of the Board, which is 100% male. We are pleased to report that the company has now set diversity and inclusion targets for 2027, including a goal of 30% women on the executive leadership team. We will wait to hear how the progress towards this goal develops.

Deep Dive research projects

Led by our ESG & Impact Specialists, our Investment Team conducted further "Deep Dive" ESG focused research projects. We published the third annual update of our "Net Zero Carbon" Deep Dive, focused on understanding how our companies are responding to climate change and setting net zero carbon targets. We also completed a Deep Dive on Biodiversity. As part of this project, we conducted meetings with academics, charities, and research organisations to better understand how companies and their investors should appraise the positive and negative impacts of their activities on the biosphere.

Continual investment

We continue to place huge efforts on remaining ahead of the “ESG curve”. We are delighted to announce that a further ESG & Impact Specialist joined our Investment Team in April 2023.

Montanaro continued to achieve industry leading standards over the last year, publishing our UK Stewardship Code report, which again received successful signatory status by the Financial Reporting Council (FRC). We also continued our commitments to responsible investing by signing the Tobacco Free Portfolio Finance Pledge (reaffirming that we do not invest in tobacco related companies, an ethical exclusion that Montanaro has had in place since inception).

| Signatory date | Initiative | |
|----------------|------------------------------------------------|-------------------------------------------------------------------------------------|
| 2009 | UN Principles for Responsible Investment (PRI) |  |
| 2010 | UK Stewardship Code |  |
| 2015 | Carbon Disclosure Project (CDP) |  |
| 2017 | LGPS Code of Transparency |  |
| 2019 | B Corporation |  |
| 2019 | Farm Animal Investment Risk and Return (FAIRR) |  |
| 2020 | Net Zero Asset Managers Initiative |  |
| 2022 | Tobacco Free Portfolios Finance Pledge |  |
| 2022 | Living Wage Accreditation |  |

During the year, Montanaro played an active role in the development of sustainable investing in the wider investment industry. We continued to participate in the GFANZ taskforce, co-chaired by former Bank of England Governor, Mark Carney. Our Head of Sustainable Investment sits on the Mainstream Transition Finance workstream, which is working to improve the guidance given to corporations on how the financial sector expects companies to report on the transition to net zero.

Montanaro also participated in the FCA’s Sustainability Disclosure Requirements (“SDR”) consultation, concerning the development of sustainable financial regulation in the UK. Once finalised, the SDR’s aim is to improve the classification of sustainable financial products in the UK, thereby bringing increased clarity to consumers navigating this space. The development of this regulation is ongoing.

We were involved in consultations related to the Taskforce on Nature-related Financial Disclosures (“TNFD”). The objective of the completed framework is to allow organisations to report and act on evolving nature-related risks, with the aim to support companies, investors, and lenders to shift global financial flows away from nature-negative outcomes and toward nature-positive outcomes.

These industry standards and our participation in collaborative initiatives allows us to stay abreast of the developments influencing and driving sustainable investment, a rapidly changing area of the investment landscape and ensure that our investment process evolves accordingly.

Our experience, the high level of in-house resource that we have at our disposal and our belief that embedding ESG factors into an investment process leads to better investment outcomes is fundamental to how we operate and our status as a B Corporation. We look forward to sharing further developments with you in the future.

MONTANARO ASSET MANAGEMENT LIMITED
22 June 2023

Twenty Largest Holdings as at 31 March 2023

1. NCAB

is a global full-service supplier of printed circuit boards (PCBs).

2. MTU Aero Engines

manufactures and maintains aircraft engines and components.

3. Kitron

is a leading Scandinavian Electronics Manufacturing Services (EMS) company.

4. Fortnox

is Sweden's leading provider of cloud-based applications for accounting, invoicing and payroll administration.

5. Melexis

is a leading designer of sensors, with a particular focus on automotive applications.

6. Brunello Cucinelli

is a luxury fashion company, particularly famous for its cashmere products.

7. IMCD

is one of the world's largest speciality chemical distributors.

8. Brembo

is a global leader in the design and production of high end automotive braking systems.

9. VZ Holding

is a Swiss independent financial consultant and wealth manager.

10. Amadeus FiRe

is a leading personnel service company in Germany, with integrated training and further education offerings.

11. CTS Eventim

is the market leading ticketing company in Europe, providing an online platform from which to sell tickets to a range of events such as operas and pop concerts.

12. Sartorius Stedim

is a world leading supplier of equipment and technologies used to produce biopharmaceuticals.

13. Bachem

is a leading manufacturer of peptides and oligonucleotides.

14. Atoss Software

develops and sells workforce management software in Europe.

15. Christian Hansen

is a leading developer of microbial solutions for the food, beverage, nutritional, pharmaceutical and agricultural industries.

16. Tecan

develops automated instruments and solutions that are used in laboratories.

17. Viscofan

is a global leader in the production of casings for meat products.

18. Belimo Holding

develops and manufactures electrical motorised control devices (actuators) for air and water. These are predominantly used in large buildings with sophisticated Heating, Ventilation and Air Conditioning ('HVAC') systems.

19. MIPS

develops patented inserts for helmets, which protects the brain against rotational motion.

20. Reply

is an Italian IT services company.

| Holding | Country | 31 March 2023 Value £'000 | 31 March 2022 Value £'000 | 31 March 2023 % of investment portfolio | 31 March 2023 % of net assets | 31 March 2023 Market cap £m |
|--------------------------------|-------------|------------------------------------|------------------------------------|-----------------------------------------------------|----------------------------------------|--------------------------------------|
| NCAB | Sweden | 15,643 | 18,810 | 5.0 | 5.2 | 887 |
| MTU Aero Engines | Germany | 14,192 | 12,444 | 4.6 | 4.7 | 10,840 |
| Kitron | Norway | 14,173 | 7,873 | 4.6 | 4.7 | 560 |
| Fortnox | Sweden | 12,479 | 14,196 | 4.0 | 4.2 | 3,382 |
| Melexis | Belgium | 12,144 | 5,678 | 3.9 | 4.0 | 3,767 |
| Brunello Cucinelli | Italy | 12,016 | 6,730 | 3.9 | 4.0 | 5,437 |
| IMCD | Netherlands | 11,235 | 10,494 | 3.6 | 3.8 | 7,518 |
| Brembo | Italy | 9,972 | 6,394 | 3.2 | 3.3 | 3,910 |
| VZ Holding | Switzerland | 9,933 | 10,837 | 3.2 | 3.3 | 2,648 |
| Amadeus FiRe | Germany | 9,758 | 8,224 | 3.2 | 3.3 | 696 |
| CTS Eventim | Germany | 9,356 | 8,395 | 3.0 | 3.1 | 4,846 |
| Sartorius Stedim | France | 8,674 | 13,205 | 2.8 | 2.9 | 22,802 |
| Bachem | Switzerland | 8,091 | – | 2.6 | 2.7 | 6,066 |
| Atoss Software | Germany | 8,014 | 9,115 | 2.6 | 2.7 | 1,157 |
| Christian Hansen | Denmark | 7,999 | 5,355 | 2.6 | 2.7 | 8,110 |
| Tecan | Switzerland | 7,948 | 7,584 | 2.6 | 2.6 | 4,497 |
| Viscofan | Spain | 7,250 | 5,682 | 2.3 | 2.4 | 2,692 |
| Belimo Holdings | Switzerland | 7,222 | 7,515 | 2.3 | 2.4 | 4,800 |
| MIPS | Sweden | 7,142 | 15,030 | 2.3 | 2.4 | 1,069 |
| Reply | Italy | 6,951 | 8,238 | 2.2 | 2.3 | 3,708 |
| Twenty Largest Holdings | | 200,192 | | 64.5 | 66.7 | |

Business Model and Strategy

Our objective is to achieve capital growth for our shareholders by investing principally in Continental European quoted smaller companies. We seek to invest in well managed, high quality, growth companies. We keep portfolio turnover low and follow our companies closely over many years.

INTRODUCTION

The Company carries on business as an investment trust. Its Ordinary Shares are traded on the Main Market of the London Stock Exchange. The Company has no employees but contracts investment management and administration to appropriate external service providers, who are subject to oversight by the Board of Directors. The principal service providers during the year were:

- Montanaro Asset Management Limited ('Montanaro' or the 'Manager'), which was appointed as Investment Manager on 5 September 2006 and the Company's Alternative Investment Fund Manager ("AIFM") on 22 July 2014.
- Link Alternative Fund Administrators Limited, which provided fund administration services during the year.
- Link Company Matters Limited, which provided company secretarial services during the year.
- Equiniti Limited which provided registrar services during the year.
- Bank of New York Mellon (International) Limited which provided depositary services during the year.

BOARD OF DIRECTORS

The Board of Directors is responsible for the overall stewardship of the Company, including investment and dividend policies, gearing, corporate strategy, corporate governance and risk management. Biographical details of the Directors, all of whom are independent and non-executive, can be found on page 23. The Board consists of two male Directors and one female Director.

The Directors have considered their duties under section 172(1) of the Companies Act 2006 in promoting the success of the Company for the benefit of stakeholders and further detail on this can be found on pages 19 to 22. An important responsibility is the annual evaluation and appointment of the Manager, which also acts as the AIFM. The outcome of the evaluation in the current year is set out on page 30.

THE MANAGER

Established in 1991, Montanaro is a highly experienced specialist investor in quoted smaller companies. It has one of the largest teams in the UK researching and investing exclusively in quoted smaller companies and currently manages circa £4 billion, mainly on behalf of leading financial institutions. Montanaro's investment philosophy and approach is set out in the Manager's Report on pages 4 to 7.

INVESTMENT STRATEGY

The Company's investment strategy is set out in its objective and investment policy as set out below.

Objective

The Company's objective is to achieve capital growth by investing principally in Continental European quoted smaller companies. The Company's benchmark index is the MSCI Europe ex-UK SmallCap Index (in Sterling terms).

Investment Policy

The Company invests principally in quoted smaller companies within the European Union, Norway and Switzerland (but is not restricted from investing in smaller companies quoted on other European stock exchanges). In addition, the Company may invest in:

- Companies listed on non-European stock exchanges that derive significant revenues or profits from Europe;
- European securities, such as global depositary receipts, listed on other international stock exchanges; and
- Debt issued by European governments or denominated in European currencies.

The Company's investment policy is flexible, enabling it to invest in all types of securities of companies, including (but not limited to) equities, preference shares, debt, convertible securities, warrants and other equity-related securities. The Company may also invest, where appropriate, in open-ended collective investment schemes and closed-ended funds that invest in Europe. It is not intended that the Company will acquire securities that are unquoted or unlisted at the time of investment (with the exception of securities which are about to be listed or traded on a stock exchange). However, the Company may continue to hold securities that cease to be quoted or listed if the Manager considers this to be appropriate.

Investment risk is diffused through holding a range of securities in different countries and industry sectors. Investments are not limited as to country or sector basis weightings, but no investment in the portfolio may exceed 10% of the Company's total assets at the time of investment. The Company may invest in derivatives, financial instruments, money market instruments and currencies solely for the purpose of efficient portfolio management (i.e. solely for the purpose of reducing, transferring or eliminating investment risk in the Company's investments, including any technique or instrument used to provide protection against currency and credit risks).

The Company borrows funds for investment to enhance returns over the long-term and may borrow in Sterling, Euros or other currencies. The Board has set a maximum limit on borrowing, net of cash, of 30% of shareholders' funds at the time of borrowing.

The Company's portfolio will normally be fully invested. However, during periods in which changes in economic conditions or other factors so warrant, the Company may reduce its exposure to securities and increase its position in cash and money market instruments. The Company will not invest more than 10%, in aggregate, of the value of its total assets at the time of investment in other investment trusts or investment companies admitted to the Official List of the Financial Conduct Authority.

INVESTMENT OF ASSETS

At each Board Meeting, the Board receives a detailed presentation from the Manager together with a comprehensive analysis of the performance of the Company and confirmation of compliance with investment restrictions during the reporting period. An analysis of how the portfolio was invested as at 31 March 2023 is contained in the Manager's Report on pages 4 to 7 and the 20 largest holdings are shown on page 10.

PRINCIPAL AND EMERGING RISKS

The Company's principal and emerging risks are set out in detail on pages 14 to 17.

REVIEW OF PERFORMANCE AND OUTLOOK

The Company's performance in meeting its objectives is measured against key performance indicators ('KPIs') as set out on page 1. Reviews of the Company's returns during the financial year, the position of the Company at the year end, and the outlook for the coming year are contained in the Chairman's Statement on pages 2 and 3 and the Manager's Report on pages 4 to 7, both of which form part of this Strategic Report.

DIVIDEND POLICY

The Company's primary aim is to deliver capital growth to its shareholders, rather than dividend income. In determining dividend payments, the Board takes account of income forecasts, brought forward revenue reserves, the Company's dividend payment record and the Corporation Tax rules governing investment trust status. These rules determine the minimum level of dividend which must be paid in order to comply with Section 1158 of the Corporation Tax Act 2010 in respect of the retention of distributable income. Dividends can also be paid from the Capital Reserve from any surplus arising from the realisation of any investment. The Company has revenue reserves which underpin any short-term reduction in dividend income.

TAXATION POLICY

The Company complies at all times with Section 1158 of the Corporation Tax Act 2010 ("Section 1158") such that it does not suffer UK Corporation Tax on capital gains; and ensures that it submits correct taxation returns annually to HMRC and settles promptly any taxation due.

The Board is fully committed to complying with applicable legislation and statutory guidelines, including the UK's Criminal Finances Act 2017, designed to prevent tax evasion in the jurisdictions in which the Company operates.

BOARD DIVERSITY

Diversity is an important consideration in ensuring that the Board and its committees have the right balance of skills, experience, independence and knowledge necessary to discharge their responsibilities. The Board is composed solely of non-executive Directors and has one third female representation. The Board's approach to the appointment of non-executive Directors is based on its belief in the benefits of having a diverse range of experience, skills, length of service and backgrounds. The Board will always appoint the best person for the job and will not discriminate on the grounds of gender, race, ethnicity, religion, sexual orientation, age, social background or physical ability. The right blend of perspective is critical to ensuring an effective Board and successful company.

KEY PERFORMANCE INDICATORS

The Board recognises that it is long-term share price returns that are most important to the Company's shareholders. They are largely driven by competitive portfolio returns and by keeping down the level of both the discount and ongoing charges.

The Board uses a number of key performance indicators to assess the Company's success in pursuing its objectives.

They are as follows:

- Capital and total return – NAV and share price returns, both absolute and against the benchmark;
- Discount of share price to NAV per share;
- Gearing; and
- Ongoing charges.

The NAV and share price returns against the benchmark index for the one, three, five and ten year periods ended 31 March 2023 and for the period since Montanaro Asset Management Limited ('MAM') were appointed as Investment Manager are shown below. The historic discount and ongoing charges figures are included in the Historic Record below.

The Company's performance for the year against the key performance indicators, together with the outlook for the coming year, is reported within the Highlights on page 1, the Chairman's Statement on pages 2 and 3 and the Manager's Report on pages 4 to 7.

Business Model and Strategy continued

CAPITAL RETURNS TO 31 MARCH 2023

| | 6 months % | 1 year % | 3 year % | 5 year % | 10 year % | MAM ¹ % |
|-----------------------------------------------------------|---------------|-------------|-------------|-------------|--------------|-----------------------|
| Montanaro European Smaller Companies Trust Share price | 28.1 | (18.1) | 56.4 | 72.0 | 165.0 | 331.1 |
| Montanaro European Smaller Companies Trust NAV | 27.6 | (7.6) | 65.6 | 75.9 | 183.1 | 363.4 |
| Benchmark* | 19.3 | (5.5) | 50.4 | 19.7 | 131.4 | 178.0 |

¹ From 5 September 2006, when MAM were appointed as Investment Manager.

[^] From 5 September 2006, the benchmark was the MSCI Europe SmallCap Index. The benchmark was changed on 1 June 2009 to the MSCI Europe ex-UK SmallCap Index (in sterling terms).

* Details provided in the glossary on pages 68 and 69.

HISTORIC RECORD

| | Net assets £'000s | NAV per share | Ordinary Share price | (Discount)/ premium ¹ | Dividends per share | Ongoing Charges [^] |
|-------------------------------------------------------|----------------------|------------------|-------------------------|-------------------------------------|------------------------|---------------------------------|
| 5 September 2006* | 60,022 | 344.0p | 322.0p | (6.4%) | n/a | 1.6% |
| 31 March 2007 | 74,447 | 426.7p | 404.0p | (5.3%) | 4.00p | 1.8% |
| 31 March 2008 | 69,061 | 401.6p | 340.0p | (15.3%) | 4.00p | 1.8% |
| 31 March 2009 | 42,653 | 257.4p | 220.8p | (14.2%) | 7.33p** | 1.6% |
| 31 March 2010 | 71,059 | 428.8p | 373.0p | (13.0%) | 4.50p | 1.7% |
| 31 March 2011 | 88,837 | 536.0p | 467.0p | (12.9%) | 4.50p | 1.6% |
| 31 March 2012 | 81,278 | 471.6p | 405.0p | (14.1%) | 5.50p | 1.5% |
| 31 March 2013 | 93,009 | 559.2p | 519.3p | (7.1%) | 6.75p | 1.5% |
| 31 March 2014 | 98,683 | 593.3p | 540.0p | (9.0%) | 7.00p | 1.5% |
| 31 March 2015 | 95,751 | 572.2p | 515.0p | (10.0%) | 7.50p | 1.5% |
| 31 March 2016 | 106,418 | 636.0p | 540.0p | (15.1%) | 7.50p | 1.4% |
| 31 March 2017 | 136,050 | 813.1p | 695.0p | (14.5%) | 8.25p | 1.2% |
| 31 March 2018 | 150,776 | 901.1p | 800.0p | (11.2%) | 8.50p | 1.2% |
| 31 March 2019 | 169,141 | 1010.8p | 890.0p | (12.0%) | 9.00p | 1.2% |
| 31 March 2020 | 160,123 | 956.9p | 880.0p | (8.0%) | 9.25p | 1.2% |
| 31 March 2021 | 276,065 | 1,589.0p | 1,610.0p | 1.3% | 9.25p | 1.2% |
| 10 for 1 share split effective from 14 September 2021 | | | | | | |
| 31 March 2022 | 324,905 | 171.5p | 168.0p | (2.0%) | 0.925p | 1.1% |
| 31 March 2023 | 299,975 | 158.4p | 137.6p | (13.1%) | 0.970p | 1.0% |

* Date of commencement of current management arrangements.

** Includes special dividends of 2.83p per share.

[^] Ongoing Charges. Refer to Alternative Performance Measures on page 66.

¹ Discount. Refer to Alternative Performance Measures on page 66.

PRINCIPAL AND EMERGING RISKS AND UNCERTAINTIES AND RISK MITIGATION

In accordance with the AIC Code of Corporate Governance, the Board has an established process for identifying, evaluating and managing the emerging and principal risks faced by the Company. The Board carefully considers the Company's principal and emerging risks and seeks to mitigate these risks through continued and regular review, policy setting, compliance with and enforcement of contractual obligations and active communication with the Manager, the Administrator and shareholders.

Most of the principal and emerging risks that could threaten the Company's objective, strategy, future returns and solvency are market related and comparable to those of other investment trusts investing primarily in quoted securities.

The Report of the Audit Committee on pages 32 to 34 summarises the Company's internal control and risk management arrangements. By means of the procedures set out in that summary, and in accordance with the Guidance on Risk Management, Internal Control and Related Financial and Business Reporting, issued by the Financial Reporting Council, the Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Company. It has also regularly reviewed the effectiveness of the Company's risk management and internal control systems for the period. During the year, the Audit Committee have carried out a robust assessment of the principal and emerging risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.

The principal and emerging risks and uncertainties faced by the Company, and the Board's mitigation approach are described below. Notes 16 to 20 to the accounts provide detailed explanations of the risks associated with the Company's financial instruments and their management.

| Principal Risks | Mitigation |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Investment and strategic risk: Inappropriate strategy, including country and sector allocation and stock selection could lead to poor returns for shareholders.</p> <p><i>No material change in overall risk in year.</i></p> | <p><i>At each Board Meeting, the Manager discusses portfolio performance and strategy with the Directors and performance against the benchmark and the peer group is reviewed. The Manager also provides the Board with monthly reports. The portfolio is well diversified with typically 45-55 holdings, thereby reducing stock-specific risk. The Board formally reviews the performance of the Manager and its terms of appointment annually.</i></p> |
| <p>Gearing: One of the benefits of an investment trust is its ability to use borrowings, which can enhance returns to shareholders in a rising stock market. However, gearing exacerbates movements in the NAV both positively and negatively and will exaggerate declines in NAV when share prices of investee companies are falling.</p> <p><i>No change in overall risk in year.</i></p> | <p><i>The Board is responsible for setting the gearing range within which the Manager may operate and has set a maximum limit on borrowing, net of cash, of 30% of shareholders' funds at the time of borrowing. The Company currently has borrowing facilities in the form of a fixed rate loan €10 million and a €15 million revolving credit facility, both of which mature in September 2023. As at 31 March 2023, €5 million was drawn down from the revolving credit facility.</i></p> <p><i>The Board receives recommendations on gearing levels from the Manager, and monitors and discusses with the Manager the appropriate level of gearing at each Board Meeting.</i></p> |
| <p>Other financial risks: The Company invests principally in Continental European quoted smaller companies and its principal risks are therefore market related with short term risk arising from the volatility in the prices of the Company's investments and foreign exchange. Events such as terrorism, disease (such as a global pandemic), protectionism, inflation or deflation, changes in regulation and taxation, excessive stock market speculation, economic recessions, political instability and movements in interest rates and exchange rates could affect share prices in particular markets.</p> <p>As with all small company investment trusts, there is liquidity risk at times when the liquidity of the underlying portfolio is poor, such as when smaller companies are out of favour or during periods of adverse financial conditions. The portfolio is focused on investments in smaller European companies where the opportunities may be more attractive than in larger companies but where overall portfolio liquidity may be more challenging. This may result in difficulties in buying or selling individual holdings in difficult markets. In addition, illiquid stock markets may impact the discount of the Company's share price to the NAV per share.</p> <p><i>No change in overall risk in year.</i></p> | <p><i>Portfolio diversification, both geographical and sectoral, can mitigate the consequences of such risky events and the Board reviews the portfolio with the Manager on a regular basis. It is not the Company's policy to hedge currency risk. The Board has also set investment restrictions and guidelines which are adhered to and reported on by the Manager. If required, it is also possible to raise the level of cash held, thereby reducing the risk of declining share prices and the effect of gearing on lower portfolio valuations. The portfolio's liquidity is not managed on the basis of timing short-term market fluctuations.</i></p> <p><i>One of the benefits of an investment trust is that the Manager is rarely forced to buy or sell individual holdings at inopportune times. The Manager constantly reviews the underlying liquidity of the portfolio, which is well diversified, and deals with a wide range of brokers to enhance its ability to execute and minimise liquidity risk.</i></p> <p><i>The liquidity of the portfolio is monitored by the Manager and reported to the Board, and market conditions and their impacts are considered.</i></p> <p><i>The Company's liquidity risk is managed on a daily basis by the Manager in accordance with established policies and procedures in place.</i></p> <p><i>Further details on the financial risks arising from the Company's financial instruments, together with the policies for managing these risks are included in notes 15 to 20 to the accounts.</i></p> |

Business Model and Strategy continued

Principal Risks

Mitigation

Discount volatility:

As with all small company investment trusts, discounts can fluctuate significantly both in absolute terms and relative to their peer group.

Elevated risk in current inflationary and interest rate environment.

The Board and Manager actively monitor the discount of share price to NAV per share and seek to influence this through liaising closely with the Company's Broker, share buybacks and effective marketing. The Board has stated its commitment to an active discount management policy, such that it will consider a buyback of shares where the discount of the share price to the NAV per share is greater than 10% for a sustained period of time and is significantly wider than the average for similar trusts. The Board receives regular reports on the discount level of the Trust, its peer group, and the wider investment trust sector which informs any decision to buy back shares. Any such transaction must be value enhancing for shareholders and the Board will take into consideration the effect of the buyback on the liquidity of the Company's shares. The Board encourages the Manager to market the Company to new investors to increase demand for the Company's shares, which may help to reduce the discount.

Regulatory:

The Company carries on business as an investment trust and has been approved as such by HM Revenue & Customs subject to it continuing to meet eligibility conditions and ongoing requirements. As a result, it is not liable to corporation tax on capital gains. Breach of Section 1158 of the Corporation Tax Act 2010 could lead to the Company being subject to tax on chargeable gains.

Breach of regulatory rules could also lead to suspension of the Company's Stock Exchange listing, financial penalties or a qualified audit report.

No change in overall risk in year.

The Company Secretary and the Company's professional advisers provide reports to the Board in respect of compliance with all applicable rules and regulations.

The Company complied with all applicable rules and regulations including AIFMD, the Packaged Retail and Insurance-based Products Regulation and the second Markets in Financial Instruments Directive during the year.

The Administrator monitors the Company's compliance with Section 1158 of the Corporation Tax Act 2010 including revenue forecasts and the amount of proposed dividends to ensure the rules are not breached. The results are reported to the Board at each meeting.

The Administrator monitors compliance with the Listing Rules of the Financial Conduct Authority and compliance with the principal rules is reviewed by the Directors at each Board Meeting.

The Board and AIFM also monitor changes in legislation which may have an impact on the Company

Operational:

In common with most other investment trust companies, the Company has no employees. The Company is therefore reliant on the services provided by third parties such as the Manager, the Administrator and the Custodian (as a delegate of the Depositary). Disruption or failure of the Manager's or Administrator's systems, or those of other third-party service providers could lead to an inability to provide accurate reporting and monitoring of the Company's financial position or a breach of regulatory and legal regulations.

Cyber security risks and their impact on data security are inherent in the operations undertaken by the company's third-party suppliers and risk disruption to business operations or financial loss.

No change in overall risk in year.

The Board and the Audit Committee receive regular reports on the operation of internal controls to mitigate against the risk of failure, including those at the Manager, the Administrator and the Custodian as explained in more detail within Risk Management and Internal Control on pages 32 and 33. These reports include controls over risks of cyber security. These have been tested and monitored throughout the year which is evidenced from their control reports regarding their internal controls which are reported on by their reporting accountants. Quarterly reports are also received from the Depositary which is responsible for the safekeeping of all custodial assets of the Company.

In addition, the manager is in regular contact with service providers regarding business operations and continuity planning, and has reported no matters of concern.

Principal Risks**Mitigation****Cyber Security**

The threat of cyber attack is regarded as being as important as more traditional physical threats to business continuity and security. The Company has limited direct exposure to cyber risk. However, the Company's operations or reputation could be affected if any of its service providers suffered a major cyber security breach.

Increased risk due to impact of Ukraine conflict.

The Board monitors the preparedness of its service providers and is satisfied that the risk is given due priority. The Manager provides a report to the Board at each meeting that covers cyber risk. The Company benefits from the network and information technology controls of the Manager around the security of data.

The annual review of the Administrator's controls includes consideration of cyber risk. A letter confirming that appropriate cyber security controls are in place is requested on an annual basis from all third party service providers.

Environmental, Social and Governance ("ESG")

The key risk is that the Manager invests in a company which has poor ESG practices. It is the Manager's opinion that companies with poor standards of ESG are likely to underperform over the long-term. Key ESG risks include:

Environmental

- Climate change and greenhouse gas emissions ("GHG")
- Resource depletion, including water
- Waste and pollution

Social

- Working conditions, including no slavery or child labour
- Health and safety
- Employee relations and diversity

Governance

- Executive pay
- Board diversity and structure (in terms of age, gender, educational and professional background)
- Anti-bribery and corruption

Increased risk due to increased investor focus on this area.

Montanaro is a certified B Corporation and therefore takes ESG and sustainability issues seriously. A strong and consistently applied investment process is in place and ESG risks are considered for every company in which the Manager considers investing.

An ethical framework excludes investment in companies that generate a significant proportion of sales from products with negative societal impact. A bespoke ESG Checklist is completed for every company by Montanaro's team of Research Analysts and the Manager only invests in those which pass the criteria set out in this Checklist, which is designed to cover the aforementioned Environmental, Social and Corporate Governance Risks.

Overview is provided by Montanaro's Sustainability Committee, which reviews ESG stock analyses and coordinates detailed engagement activity with investee companies.

The Board receives reports at each Board meeting which include ESG considerations for new and existing investments.

Manager

Should the Manager not be in a position to continue to manage the Company, performance may be impacted.

No change in overall risk in year.

Montanaro has one of the largest specialist teams in the UK focusing on quoted European smaller companies. Montanaro operates a team approach in the management of the investment portfolio which mitigates against the impact of the departure of any one member of the investment team. The Manager keeps the Board informed of developments within its business.

Business Model and Strategy continued

VIABILITY ASSESSMENT AND STATEMENT

In accordance with the AIC Code of Corporate Governance, the Directors have assessed the prospects of the Company over the coming three years. In order to assess the viability of the Company, the Board is required to assess its future prospects and has considered that a number of characteristics of its business model and strategy were relevant to this assessment:

- The Company's objective is to achieve capital growth.
- The Company's investment policy, which is subject to regular Board monitoring, means that the Company is invested principally in the securities of Continental European quoted smaller companies.
- The Company is a closed-end investment trust, whose shares are not subject to redemptions by shareholders.
- The Company's business model and strategy is not time limited.

Also relevant were a number of aspects of the Company's operational arrangements:

- The Company retains title to all assets held by the Custodian under the terms of a formal agreement with the Depositary and Custodian.
- The borrowing facilities, which remain available until September 2023, are also subject to formal agreements, including financial covenants with which the Company complied in full during the year.
- Revenue and expenditure forecasts are reviewed by the Directors at each Board Meeting.

In considering the viability of the Company, the Directors carried out a robust assessment of the principal risks and uncertainties which could threaten the Company's objective and strategy, future performance, liquidity and solvency, including the impact of a significant fall in equity markets or adverse currency movements on the Company's investment portfolio. These risks, their mitigations and the processes for monitoring them are set out on pages 14 to 17 in Principal Risks and Uncertainties and Risk Mitigation, pages 32 to 34 in the Report of the Audit Committee and in the notes to the accounts.

The Directors have also considered:

- The level of ongoing charges incurred by the Company which are modest and predictable and that these were covered by investment income and total 1% of average net assets;
- Future revenue and expenditure projections and the potential impact of reduced dividend income in the short term as a result of market conditions;

- The Company's borrowing in the form of a fixed rate loan facility of €10 million, which is due to mature in September 2023, noting that the Company has a large margin of safety over the covenants on this debt. The Company also has a €15 million revolving credit facility which also matures on 13 September 2023, of which €5 million was drawn down as at 31 March 2023. This loan was covered 23 times by the Company's total assets at 31 March 2023 and the Board expect to renew its bank facilities at the end of their terms;
- Its ability to meet liquidity requirements given the Company's investment portfolio consists principally of Continental European quoted smaller companies which can be realised if required. It is estimated that approximately 81% of the portfolio could be liquidated under normal conditions within seven trading days;
- The ability to undertake share buybacks if required;
- That the Company's objective and investment policy continue to be relevant to investors; and
- The Company has no employees, having only non-executive Directors and consequently does not have redundancy or other employment related liabilities (including pensions) or responsibilities.

These matters were assessed over a three year period to June 2026, and the Board will continue to assess viability over three year rolling periods, taking account of severe but plausible scenarios. In the absence of any adverse change to the regulatory environment and to the treatment of UK investment trusts a rolling three year period represents the horizon over which the Directors do not expect there to be any significant change to the Company's principal risks or their mitigation and they believe they can form a reasonable expectation of the Company's prospects.

Based on their assessment, and in the context of the Company's business model, strategy and operational arrangements set out above, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period to June 2026. For this reason, the Board also considers it appropriate to continue adopting the going concern basis in preparing the Report and Accounts.

Directors' Duties

SECTION 172(1) OF THE COMPANIES ACT 2006

Section 172(1) of the Companies Act 2006 (the "Act") requires Directors to act in good faith and in a way that is the most likely to promote the success of the company. In doing so, Directors must take into consideration the interests of the various stakeholders of the Company, the impact the Company has on the community and the environment, take a long-term view of consequences of the decisions they make as well as aim to maintain a reputation for high standards of business conduct and fair treatment between the members of the Company.

Fulfilling this duty naturally supports the Company in achieving its Investment Objective and helps to ensure that all decisions are made in a responsible and sustainable way. In accordance with the requirements of the Companies (Miscellaneous Reporting) Regulations 2018, below, the Board explains how the Directors have individually and collectively discharged their duties under section 172(1) of the Act over the course of the reporting period.

To ensure that the Directors are aware of, and understand, their duties they are provided with a tailored induction, including details of all relevant regulatory and legal duties as a Director of a UK public limited company when they first join the Board, and continue to receive regular and ongoing updates and training on relevant legislative and regulatory developments.

They also have continued access to the advice and services of the Company Secretary, and when deemed necessary, the Directors can seek independent professional advice. The schedule of Matters Reserved for the Board, as well as the Terms of Reference of its committees are reviewed periodically and further describe Directors' responsibilities and obligations and include any statutory and regulatory duties.

CULTURE

During the year, the Directors also considered and defined the Company's culture and values and has worked to incorporate these behaviours and processes into the annual review of the Manager, strategic planning, the annual evaluation of Board effectiveness and reporting to stakeholders – thus embedding consideration of stakeholders' interests, long-term perspective, maintaining reputation for fairness and high standards of governance, corporate reporting and business conduct more generally in the Company's culture and processes.

DECISION-MAKING

The importance of stakeholder considerations, in particular in the context of decision-making, is regularly considered by the Board and taken into account at every board meeting. A paper setting out the Directors' responsibilities under s.172(1) is tabled at the start of every board meeting. For example, the strategic planning discussions involve careful considerations of the longer-term consequences of any decisions and their implications on shareholders and other stakeholders, and are supported by detailed analysis based on various scenarios, which include assumptions around the Company's contractual commitments; availability of funding; borrowing; foreign currency management; as well as the wider economic conditions and market performance.

COMMUNITY AND ENVIRONMENT

The Board recognises that the Company has certain responsibilities to its shareholders, stakeholders and wider society. While as an externally managed investment firm the Company itself does not have employees or offices, the Board endorses the Manager's policy to invest the Company's funds in a socially responsible manner. Environmental, social and governance factors are an integral part of the investment process. In addition, the Manager does not invest in companies that it deems to be harmful to society or the environment; this includes companies involved in tobacco, fossil fuels, gambling, adult entertainment, weapons manufacturing and alcohol. The Board monitors investment activity to ensure they are compatible with the policy and receives periodic updates from the Manager on its initiatives and performance against its ESG goals.

The Manager is a signatory to the Principles for Responsible Investment, the UK Stewardship Code, the Carbon Disclosure Project and the LGPS Code of Transparency. In June 2019, Montanaro became a "B Corporation", a business certified for meeting the highest verified standards of social and environmental performance, transparency and accountability. In 2021 Montanaro was invited to co-chair the B Corporation Investment & Working Group and attended the UN Climate Change Summit COP26 as a member of the Glasgow Financial Alliance for Net Zero taskforce. Further information is included in the ESG Report on pages 8 to 9.

BUSINESS CONDUCT

Board policies are all reviewed on at least an annual basis, and the Directors ensure that they appropriately define obligations and correct procedures. The Report of the Audit Committee, which can be found on pages 32 to 34 of this Report, further explains how the Committee reviews the risk management and internal controls of the Company. This includes reasonably satisfying itself that relevant systems and controls in place remain effective and appropriate.

Directors' Duties continued

STAKEHOLDERS

The Board seeks to understand the needs and priorities of the Company's stakeholders and these are taken into account during all its discussions and as part of its decision-making. While as an externally managed investment Company, the Company does not have any employees or customers, its key stakeholders include:

| Stakeholders | Why they are so important? | Board engagement |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shareholders | Continued shareholder support and engagement are critical to the existence of the Company and the delivery of the long-term strategy of the Company. | <p>The Company has more than 1,200 shareholders. Over the years, the Company has developed various ways of engaging with its shareholders, in order to gain an understanding of the views of our shareholders. These include:</p> <ul style="list-style-type: none"> • Annual General Meeting – The Company welcomes attendance from shareholders at its Annual General Meeting. The manager delivers a presentation and all shareholders have an opportunity to meet the Directors and ask questions. The Board greatly values the feedback and questions it receives from shareholders and takes action or makes changes as and when appropriate. • Presentations – The annual and interim results, as well as monthly factsheets are available on the Company's website. Feedback and/or questions the Company receives from the shareholders help the Company to evolve its reporting, aiming to render the reports and updates transparent and understandable; and • Investor Relations updates – At every Board meeting, the Directors receive updates on the share trading activity, share price performance and any shareholders' feedback, as well as any publications or comments in the press. |

SERVICE PROVIDERS

| | | |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Manager | The Manager's performance is critical for the Company to successfully deliver its investment strategy and meet its objective. | <p>Maintaining a close and constructive working relationship with the Manager is crucial as the Board and the Manager both aim to continue to achieve consistent, long-term returns in line with the Company's investment objective. Important components in the collaboration with the Manager, which are representative of the Board's culture are:</p> <ul style="list-style-type: none"> • Encouraging open discussion with the Manager; • Recognising that the interests of shareholders and the Manager are for the most part well aligned, adopting a tone of constructive challenge, balanced when those interests are not fully congruent by robust negotiation of the Manager's terms of engagement; and • Willingness to make the Directors' experience available to support the Manager in the sound, long-term development of its business and resources, recognising that the long-term health of the Manager is in the interests of shareholders in the Company. |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| Stakeholders | Why they are so important? | Board engagement |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Other service providers, including: the Company Secretary, the Administrator, the Registrar, the Depositary, the AIFM, the Custodian and the Broker</p> | <p>In order to function as an investment trust with a premium listing on the London Stock Exchange, the Company engages a diverse range of advisors for support with meeting all relevant obligations.</p> | <p>The Board maintains regular contact with its key external providers, both through the Board and committee meetings, as well as outside of the regular meeting cycle. Their advice, as well as needs and views are routinely taken into account. In addition, the Board also undertakes periodic reviews of the external service providers and addresses any concerns raised in those reviews. It also holds relationship meetings and formally hears, and acts on, their feedback, as appropriate.</p> |
| <p>Banks</p> | <p>Availability of funding and liquidity are crucial to the Company's ability to take advantage of investment opportunities as they arise.</p> | <p>In recognition of the importance of funding availability, the Company aims to demonstrate to lenders that it is a well-managed business, and in particular, that the Board focuses regularly and carefully on the management of risk.</p> |
| <p>Institutional Investors and proxy advisors</p> | <p>The evolving practice and support of the major institutional investors and proxy adviser agencies are important to the Directors, as the Company aims to maintain its reputation and high standards of corporate governance, which contributes to the long-term sustainable success of the Company.</p> | <p>Recognising the principles of stewardship, as promoted by the UK Stewardship Code, the Board welcomes engagement with all our investors. The Board recognises that the views, questions from, and recommendations of many institutional investors and proxy adviser agencies provide a valuable feedback mechanism and play a part in highlighting evolving shareholders' expectations and concerns.</p> |
| <p>Regulators</p> | <p>The Company can only operate with the approval of its regulators who have a legitimate interest in how the Company operates in the market and treats its shareholders.</p> | <p>The Company regularly considers how it meets various regulatory and statutory obligations and follows voluntary and best-practice guidance, is mindful of how any governance decisions it makes can have an impact on its shareholders and wider stakeholders, in the short and in the longer-term.</p> |
| <p>Community and Environment</p> | <p>The Board recognises that it has a responsibility to the wider environment and community.</p> | <p>Our engagement with the community and the environment can be found on page 19. A detailed ESG Report can be found on pages 8 and 9.</p> |

Directors' Duties continued

PRINCIPAL DECISIONS DURING THE YEAR ENDED 31 MARCH 2023

Examples of the Board's principal decisions during the year, how the Board fulfilled its duties under section 172(1) of the Act and the related engagement activities are set out below:

| Principal decision | Stakeholder Considerations and Engagement |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| To approve interim and final dividends during the year | The Company must comply with the provisions of Section 1158 of the Corporation Tax Act 2010 which states that it must not retain more than 15% of its income for each accounting period and the Board balanced its regulatory obligations with those of its shareholders. As a result, the Board paid an unchanged interim dividend of 0.20 pence per ordinary share in January 2023 and has declared a final dividend of 0.77 pence per share, subject to approval by shareholders at the upcoming AGM. |
| Change of Company Secretary and Administrators | The Board periodically evaluates all contracts and arrangements with service providers and considers how the Company and its shareholders can best be served for its future needs. After a review of the company secretarial and administration services market and the Company's expected future requirements, the Board decided to change service provider to Juniper Partners with effect from 1 July 2023. |

The Chairman's Statement on pages 2 and 3, the Manager's Report on pages 4 to 7, the Twenty Largest Holdings on page 10, all form part of this Strategic Report, which has been approved by the Board of Directors.

By order of the Board

LINK COMPANY MATTERS LIMITED

Company Secretary

22 June 2023

Board of Directors

The Directors of the Company who were in office during the financial year and up to the date of signing the financial statements were:



Richard Curling – Chairman of the Board and Chairman of the Nomination Committee
Date of Appointment: 2 November 2015

Richard was appointed to the Board as an independent non-executive director in 2015 and was appointed as Chairman of the Board on 29 August 2018. Richard has over 30 years' experience as a fund manager and is currently an investment director at Jupiter Fund Management Plc. He has extensive experience of both investment trusts and small company investing.

Relevant skills and experience and reasons for re-election:

Richard has comprehensive experience of investment management and the wider Investment Company sector. This has provided a strong basis for assessing, and where appropriate challenging, the Manager, on the Company's performance, and in leading the Board in strategic discussions. Following a rigorous board evaluation process, the Board agreed that Richard continues to be an effective member of the Board.



Caroline Roxburgh – Senior Independent Director and Chair of the Audit Committee
Date of Appointment: 8 November 2017

Caroline is a Chartered Accountant and was previously a partner at PricewaterhouseCoopers until 2016. She has over 30 years' business, finance and audit experience across a number of industries and sectors bringing extensive experience to the Board. Caroline also holds a number of other board positions including as a Non-Executive director of the Edinburgh Worldwide Investment Trust plc. She is an experienced Chair of Audit and Risk Committees and holds that position on other Boards of which she is a member.

Relevant skills and experience and reasons for re-election:

Caroline's experience as a senior Board advisor, Assurance Partner and Chartered Accountant brings valuable business, financial, governance and risk management skills to the Board, which enables her to assess the financial position of the Company, to lead discussions regarding the Company's risk management framework and risk appetite and to contribute to developing the Company's strategy. Her broad range of experience as a Chair of Audit and Risk Committees helps inform her role as Chair of the Company's Audit Committee. Given her experience on the Board, Caroline was appointed Senior Independent Director on 31 December 2020. Following a rigorous board evaluation process, the Board agreed that Caroline continues to be an effective member of the Board.



Gordon Neilly – Non-Executive Director and Chair of the Remuneration Committee
Date of Appointment: 21 September 2020

Gordon is Executive Chairman of WhiteStar Asset Management Europe, and non-executive director of Personal Assets Trust plc. Previously Chief of Staff at Standard Life Aberdeen, prior to which he was Head of Strategy and Corporate Activity at Aberdeen Standard Investments, Co-Chief Executive Officer of Cantor Fitzgerald Europe, Chief Executive of Intelli Corporate Finance and Finance and Business Development Director of Ivory & Sime plc.

Relevant skills and experience and reasons for re-election:

Gordon has gained an in-depth knowledge of strategic matters, extensive leadership skills and possesses a wealth of experience in business transformation and developing strategies through his executive roles, particularly within the asset and wealth management sectors and investment companies. Gordon's diverse skill-set and strategic awareness facilitates open discussion and allows for constructive challenge in the boardroom, which brings a unique perspective and insight to the Board. Following a rigorous board evaluation process, the Board agreed that Gordon continues to be an effective member of the Board.

Directors' Report

The Directors submit the Annual Report and Accounts of the Company for the year ended 31 March 2023.

STATEMENT REGARDING ANNUAL REPORT AND ACCOUNTS

Following a detailed review of the Annual Report and Accounts by the Audit Committee and the Board, the Directors consider that, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy. In reaching this conclusion, the Directors have assumed that the reader of the Annual Report and Accounts would have a reasonable level of knowledge of the investment industry in general and investment trusts in particular. The outlook for the Company is set out in the Chairman's Statement on page 2. Principal risks can be found on pages 14 to 17, with further information on risk management objectives in notes 16 to 20 to the accounts.

RESULTS AND DIVIDENDS

The results for the year are set out in this Annual Report and Accounts. An interim dividend of 0.20p per Ordinary Share was paid on 5 January 2023. The Board recommends a final dividend for the year of 0.77p per Ordinary Share payable on 15 September 2023 to shareholders on the register on 18 August 2023. The ex-dividend date will be 17 August 2023.

PRINCIPAL ACTIVITY AND STATUS

The Company is registered as a public limited company in Scotland (registered number SC074677) and is an investment company within the terms of Section 833 of the Companies Act 2006. Its shares are quoted on the Main Market of the London Stock Exchange.

The Company carries on business as an investment trust and has been approved as such by HM Revenue and Customs, subject to it continuing to meet the relevant eligibility conditions and ongoing requirements. It is domiciled in Scotland. The Company intends to conduct its affairs so as to enable it to comply with the requirements.

DISCLOSURE OF RELEVANT INFORMATION TO THE AUDITOR

Having made the requisite enquiries, so far as the Directors are aware, there is no relevant audit information (as defined by Section 418(3) of the Companies Act 2006) of which the Company's Auditor is unaware and each Director has taken all steps that ought to have been taken to make themselves aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

RE-APPOINTMENT OF AUDITOR

PricewaterhouseCoopers LLP has expressed its willingness to continue in office as the Company's Auditor and resolutions proposing its re-appointment and authorising the Directors to determine its remuneration will be proposed at the Annual General Meeting (Resolutions 8 and 9). Further information in relation to the proposed reappointment can be found on page 73.

DIRECTORS

Biographical details of the Directors, all of whom are independent and non-executive, can be found on page 23. The Directors' interests in the shares of the Company are shown on page 37.

Unless otherwise determined by ordinary resolution, the Company shall not have fewer than two, or more than ten Directors (disregarding alternate Directors). The Company or the Board may appoint any person to be a Director and a Director is not required to hold any shares of the Company. Any Director appointed by the Board shall hold office only until the next Annual General Meeting and shall then be eligible for election.

In accordance with the Company's Articles (the "Articles"), each Director must retire from office at the third Annual General Meeting after the Annual General Meeting at which he or she was last elected. However, as explained in more detail under the Corporate Governance Statement on page 29, the Board has agreed that all Directors will retire annually. Accordingly, Mr Curling, Ms Roxburgh and Mr Neilly will retire at the forthcoming Annual General meeting and, being eligible, offer themselves for re-election (Resolutions 5–7). Biographical details of all directors and their reasons for re-election are set out on page 23. The Board confirms that, following formal performance evaluations, the performance of all directors continues to be effective and demonstrates commitment to the role, and believes that it is therefore in the interests of shareholders that they are re-elected. In recommending these resolutions, the Board, supported by its Nomination Committee, has considered its current composition, to ensure the overall composition of the Board in terms of skills, experience and background is appropriate. No Director has a contract of service with the Company and no Director has any material interest in any contract to which the Company is a party.

DIRECTORS' INDEMNITIES

For the financial year and as at the date of this report, indemnities are in force between the Company and each of its Directors under which the Company has agreed to indemnify each Director, to the extent permitted by law, in respect of certain liabilities incurred as a result of carrying out his or her role as a Director of the Company. The Directors are also indemnified against the costs of defending any criminal or civil proceedings or any claim by the Company or a regulator as they are incurred provided that where the defence is unsuccessful the Director must repay those defence costs to the Company. The indemnities are qualifying third party indemnity provisions for the purposes of the Companies Act 2006.

A copy of each deed of indemnity is available for inspection at the Company's registered office during normal business hours and will be available for inspection at the Annual General Meeting.

POWERS OF THE DIRECTORS

Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Company in general meeting by special resolution, the business of the Company is managed by the Board, which may exercise all the powers of the Company whether relating to the management of the business of the Company or not. In particular, the Board may exercise all the powers of the Company to issue shares or other securities and to borrow money and to mortgage or charge all or any part of the Company's assets.

CONFLICTS OF INTEREST

Each Director has a statutory duty to avoid a situation where they have, or could have, a direct or indirect interest which conflicts, or may conflict with the interests of the Company. A Director will not be in breach of that duty if the relevant matter has been authorised in accordance with the Articles. The Board has approved a protocol for identifying and dealing with conflicts and has resolved to conduct a regular review of actual or possible conflicts and any authorised conflicts. No conflicts or potential conflicts were identified during the year.

INVESTMENT MANAGEMENT ARRANGEMENTS

Montanaro provides investment management services to the Company and is the Company's AIFM. Under the terms of the investment management agreement, Montanaro is entitled to receive a management fee of 0.9% per annum of the Company's market capitalisation (payable monthly in arrears). Montanaro is also entitled to a fee of £50,000 per annum for acting as the Company's AIFM. Montanaro's appointment may be terminated by either party giving to the other not less than six months' notice. The investment management agreement may be terminated earlier by the Company provided that a payment in lieu of notice, equivalent to the amount the Manager would otherwise have received during the notice period, is made.

MAM is entitled to receive a management fee that is linked to the size of the company as follows:

- 0.90% p.a. of the amount of the Company's market capitalisation up to £500 million;
- 0.75% p.a. of the amount of the Company's market capitalisation between £500 million and £750 million; and
- 0.65% p.a. of the amount of the Company's market capitalisation above £750 million.

In February 2023, the Remuneration Committee and the Board formally reviewed the Manager's appointment. In carrying out its review, the Board considered the skills, experience, resources and commitment of the Manager, together with the investment performance during the year and since its appointment. It also considered the length of the notice period of the investment management agreement and the fees payable to the Manager. Following this review, it is the Directors' opinion that the continuing appointment of Montanaro as Manager and AIFM, on the terms agreed, is in the interests of shareholders as a whole. Among the reasons for this was the Manager's continued strong long-term performance despite the challenging markets for much of 2022 and the greater strength and depth of the Manager's research team, as well as the stability and capability of the team, which provided strong benefits to the Company.

DEPOSITARY AND CUSTODIAN

The Bank of New York Mellon (International) Limited acts as the Company's Depositary and Custodian in accordance with the AIFM Directive. The Depositary's responsibilities include cash monitoring, segregation and safe keeping of the Company's financial instruments and monitoring the Company's compliance with investment limits and leverage requirements.

CAPITAL STRUCTURE

The Company's capital structure is composed solely of Ordinary Shares. The rights and obligations of shareholders are set out in the Articles (which can be amended by special resolution). All shares rank equally for dividends and entitlement to capital, and at a general meeting of the Company every shareholder who is present in person or by proxy or by a corporate representative shall have one vote for all of the shares of which they are the holder on a show of hands, and one vote for each share on a poll. Unless the Board decides otherwise, no member is entitled in respect of any share held by them to vote (either personally or by proxy or by a corporate representative) at any general meeting of the Company if any calls or other sums presently payable by them in respect of that share remain unpaid or if they are a person with a minimum of 0.25% interest (as defined in the Articles) and they have been served with a restriction notice (as defined in the Articles) after failure to provide the Company with information concerning interests in those shares required to be provided under the Companies Act 2006.

Subject to the provisions of the Companies Act 2006, the Company may by ordinary resolution from time to time declare dividends in accordance with the respective rights of the members, but no dividend can exceed the amount recommended by the Board. Subject to the provisions of the Companies Act 2006, the Board may pay such dividends as appear to it to be justified by the financial position of the Company.

Directors' Report continued

The Board may deduct from any dividend or other moneys payable to a member by the Company on or in respect of any shares all sums of money (if any) payable by them to the Company on account of calls or otherwise in respect of shares of the Company. The Board may also withhold payment of all or any part of any dividends or other moneys payable in respect of the Company's shares from a person with a minimum of 0.25% interest (as defined in the Articles) if such a person has been served with a restriction notice (as defined in the Articles) after failure to provide the Company with information concerning interests in those shares required to be provided under the Companies Act 2006.

There are no restrictions on voting rights and no restrictions concerning the transfer of shares in the Company except that certain restrictions may from time to time be imposed by laws and regulations (for example, insider trading laws). There are no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements to which the Company is a party that might change or fall away on a change of control or trigger any compensatory payments for Directors, following a successful takeover bid.

SUBSTANTIAL INTERESTS IN SHARE CAPITAL

As at 31 March 2023, the Company had received notification of the following substantial holdings of voting rights (being only those received under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules):

| | Number of shares held | Percentage held |
|----------------------------------------|-----------------------|-----------------|
| Hargreaves Lansdown, stockbrokers (EO) | 27,913,689 | 14.74 |
| Interactive Investor (EO) | 25,564,291 | 13.50 |
| AJ Bell, stockbrokers (EO) | 11,413,351 | 6.03 |
| RBC Brewin Dolphin Ireland | 9,625,391 | 5.08 |
| Montanaro Asset Management | 9,000,000 | 4.75 |
| 1607 Capital Partners | 8,901,832 | 4.70 |
| Brewin Dolphin, stockbrokers | 6,989,046 | 3.69 |
| Transact (EO) | 5,949,845 | 3.14 |

The Company has not been advised of any changes to these notified interests between 31 March 2023 and the date of this report.

CORPORATE GOVERNANCE

Full details of the Company's corporate governance arrangements are given in the Corporate Governance Statement, which forms part of this Directors' Report and can be found on pages 29 to 31.

ACCOUNTING AND GOING CONCERN

The Financial Statements start on page 46 and the unqualified Independent Auditor's Report on the financial statements is on pages 39 to 45. Shareholders will be asked to approve the Annual Report and Accounts at the AGM (Resolution 1). In assessing the going concern basis of accounting, the Directors have had regard to the guidance issued by the Financial Reporting Council and have undertaken a rigorous review of the Company's ability to continue as a going concern.

The Directors have taken into account the Company's investment policy, which is described on pages 12 to 13 and which is subject to regular Board monitoring processes and is designed to ensure that the Company is invested mainly in liquid, listed securities. The Company retains title to all assets held by its custodian, and has financial covenants relating to its bank borrowings with which it complied during the year.

As part of the going concern review, the Directors have also considered the current cash position of the Company, the continued availability and likely refinancing of the fixed rate loan, the secured revolving credit facility, compliance with the Company's banking covenants, the Company's other liabilities and forecast revenues. In particular, the Directors considered the impact of disruptions arising from recent market factors on the company's liquidity, market values, bank covenants and continuity of operations.

Notes 16 to 20 to the accounts set out the financial risk profile of the Company and indicate the effect on its assets and liabilities of falls and rises in the value of securities, market rates of interest and changes in exchange rates.

The Directors believe, in light of the controls and review processes noted above and bearing in mind the nature of the Company's business and assets and liabilities, that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the accounts. For this reason, they continue to adopt the going concern basis in preparing the accounts.

The Company's longer term viability is considered in the 'Viability Assessment and Statement' on page 18.

FUTURE DEVELOPMENTS OF THE COMPANY

The outlook for the Company is set out in the Chairman's Statement on page 3.

GREENHOUSE GAS EMISSIONS

All of the Company's activities are outsourced to third parties. As such it does not have any physical assets, property, employees or operations of its own and does not generate any greenhouse gas or other emissions or consume any energy reportable under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 or the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, implementing the UK Government's policy on Streamlined Energy and Carbon Reporting. Under listing rule 15.4.29(R), the Company, as a closed ended investment fund, is exempt from complying with the Task Force on Climate related Financial Disclosures.

DONATIONS

The Company made no political or charitable donations during the year (2022: nil) to organisations either within or outside of the EU.

LISTING RULE DISCLOSURE

The Company confirms that there are no items which require disclosure under Listing Rule 9.8.4 in respect of the year ended 31 March 2023.

FINANCIAL INSTRUMENTS

The Company's financial instruments comprise its investment portfolio, cash balances, bank debt and debtors and creditors that arise directly from its operations, such as sales and purchases awaiting settlement and accrued income. The financial risk management objectives and policies arising from its financial instruments and the exposure of the Company to risk are disclosed in notes 16 to 20 to the accounts.

ANNUAL GENERAL MEETING

The Notice of Annual General Meeting to be held on 7 September 2023 is set out on pages 70 to 77.

Directors' Authority to Allot Shares (Resolution 10)

The Company's Articles empower the Directors to allot unissued shares. In accordance with section 551 of the Companies Act 2006, such allotments must be authorised by shareholders in a general meeting. Resolution 10 to be proposed at the forthcoming Annual General Meeting renews the Directors' authority, granted by shareholders at last year's Annual General Meeting, to allot new shares under section 551 of the Companies Act 2006. This authority will allow the Directors to allot shares up to an aggregate nominal amount of £947,138, representing an amount equal to approximately 10% of the Company's total issued ordinary share capital as at 22 June 2023 (being the latest practicable date before the publication of the Annual Report and Accounts) excluding shares held in treasury. This authority will expire at the conclusion of the Company's next Annual General Meeting, to be held in 2024 or, if earlier, on 30 September 2024.

Directors' Authority to Allot Shares other than on a Pre-emptive Basis (Resolution 11)

Resolution 11 to be proposed at the Annual General Meeting grants the Directors authority to allot new shares for cash and to dispose of treasury shares, up to an aggregate nominal amount of £947,138, representing an amount equal to approximately 10% of the Company's issued Ordinary Share capital (including treasury shares) as at 22 June 2023, without having to offer such shares to existing shareholders pro rata to their existing holdings. The authority also allows the Directors to take such steps as they consider necessary in relation to the treatment of overseas shareholders, treasury shares and fractional entitlements on pre-emptive share issues. This authority will expire at the conclusion of the Company's next Annual General Meeting to be held in 2024 or, if earlier, on 30 September 2024 and will enable the Company to issue new shares and to dispose of treasury shares at any price for cash, including where shares are being issued from treasury at a price representing a discount to the NAV per share at the time of issue. The Directors will only allot new shares pursuant to the authorities proposed to be conferred by Resolutions 10 and 11 if they believe it is advantageous to the Company's shareholders to do so and in no circumstances would it result in an overall dilution of the NAV per share. The Directors will only issue new shares at a price representing at or a premium to the NAV per share at the time of issuance. The Board's policy regarding the issue of shares from treasury is described on page 28. The Directors consider that the authorities proposed to be conferred by Resolutions 10 and 11 are necessary to retain flexibility and will be exercised only if, in the opinion of the Directors, it would be in the best interests of shareholders as a whole.

Directors' Authority to Buy Back Shares (Resolution 12)

The Company did not buy back any Ordinary Shares during the year. The current authority of the Company to make market purchases of up to 14.99% of the issued Ordinary Shares expires at the end of the Annual General Meeting and Resolution 12, as set out in the notice of the Annual General Meeting, seeks renewal of such authority. The renewed authority to make market purchases will be in respect of a maximum of 14.99% of the issued Ordinary Shares of the Company as at the date of the passing of the resolution, excluding treasury shares (approximately 28,395,197 Ordinary Shares). The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. This power will only be exercised if, in the opinion of the Directors, a purchase would result in an increase in the NAV per share and be in the best interests of the shareholders as a whole. The Board's intention is to apply an active discount management policy, and to consider a buyback of shares where the discount of the share price to the NAV per share is greater than 10% for a sustained period of time and is significantly wider than the average for similar trusts. Any such

Directors' Report continued

transaction must be value enhancing for shareholders and the Board will take into consideration the effect of the buyback on the liquidity of the Company's shares.

TREASURY SHARES

Shares which are bought back by the Company pursuant to the share buyback authority may be cancelled or held by the Company in treasury and subsequently re-issued. It is the Board's intention that any shares bought back by the Company will be held in treasury. Shares held in treasury will not carry any voting rights, dividends payable in respect of them will be suspended and they will have no entitlements on a winding-up of the Company.

It is the Board's policy that shares will only be re-issued from treasury either at a price representing a premium to the NAV per share at the time of re-issue, or at a discount to the NAV per share provided that such discount is lower than the weighted average discount to the NAV per share when they were bought back by the Company. It is also the Board's policy that shares may be held in treasury indefinitely.

The Board believes that the treasury shares policy will improve liquidity in the shares and help to maintain the size of the Company. Furthermore, the Board believes that the re-issuance of shares from treasury at a discount to the NAV per share within the parameters described above will, in conjunction with the Company's share buyback policy, ensure that the overall effect of the 'round trip' of repurchasing shares and subsequently reissuing them from treasury will be an enhancement to the NAV per share.

As at 22 June 2023, being the latest practicable date before the publication of the Annual Report and Accounts, there were 189,427,600 Ordinary Shares in issue. No shares are held in treasury. Accordingly, the total number of voting rights in the Company is 189,427,600.

RECOMMENDATION

The Directors consider that the passing of each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Company and its shareholders as a whole and they unanimously recommend that all shareholders vote in favour of these resolutions.

INDIVIDUAL SAVINGS ACCOUNTS ('ISAS')

The Company's shares are qualifying investments as defined by HM Revenue & Customs' regulations for ISAs. It is the intention of the Directors that the Company will continue to conduct its affairs to satisfy this requirement.

For and on behalf of the Board

LINK COMPANY MATTERS LIMITED

Company Secretary
22 June 2023

Corporate Governance Statement

The Corporate Governance Statement forms part of the Directors' Report.

INTRODUCTION

The Board has considered the Principles and Provisions of the AIC Code of Corporate Governance published in February 2019 (AIC Code). The AIC Code addresses the Principles and Provisions set out in the 2018 UK Corporate Governance Code (the UK Code), as well as setting out additional Provisions on issues that are of specific relevance to the Company.

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

The AIC Code is available on the AIC website www.theaic.co.uk. It includes an explanation of how the AIC Code adapts the Principles and Provisions set out in the UK Code to make them relevant for investment companies. The UK Code is available from the Financial Reporting Council's website at www.frc.org.uk.

During the year, the Company has complied with all of the recommendations of the AIC Code.

The Company is committed to maintaining the highest standards of governance and will ensure that it continues to meet all applicable requirements.

THE CHAIRMAN OF THE COMPANY

Mr Curling was appointed to the Board as an independent non-executive director in 2015, and as Chairman of the Board on 29 August 2018. His biography can be found on page 23. Mr Curling is also a member of the Audit Committee and Chairman of the Nomination Committee. The Board believes it is appropriate for Mr Curling to be a member of both committees as he is considered to bring valuable experience, to be independent and there are no conflicts of interest.

THE COMPANY SECRETARY

The Board has direct access to the services of the Company Secretary who is responsible for ensuring Board and Committee procedures are followed and that applicable regulations are complied with. The Company Secretary is also responsible to the Board for ensuring the timely delivery of the information and reports which the Directors require and that statutory obligations are met. Juniper Partners Limited will replace Link Company Matters Limited as Company Secretary on 1 July 2023.

THE BOARD

The Board consists solely of non-executive Directors. All Directors are considered by the Board to be independent of the Manager. Under the requirements of the Articles of Association, Directors are subject to election at the next Annual General Meeting after their appointment. New Directors receive an induction from the Manager and Company Secretary on joining

the Board, and all Directors are encouraged to attend relevant training courses and seminars.

Individual Directors may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties. The Company maintains appropriate Directors' and officers' liability insurance. The Board is formed of three independent non-executive Directors. Mr Curling is the Chairman of the Board and Chairman of the Nomination Committee, Ms Roxburgh is Chair of the Audit Committee and Senior Independent Director and Mr Neilly is Chairman of the Remuneration Committee.

RE-ELECTION OF DIRECTORS

Under the provisions of the Company's Articles, the Directors retire by rotation at least every three years, however, in accordance with corporate governance best practice as set out in the AIC Code, all Directors should put themselves forward for re-election every year. As such, each of the Directors is subject to annual re-election by the shareholders at the Annual General Meeting and Mr Curling, Ms Roxburgh and Mr Neilly have confirmed that they will be standing for re-election at the forthcoming Annual General Meeting.

BOARD INDEPENDENCE AND TENURE

The Board ensures that it has the appropriate balance of skills, experience, knowledge and independence in order to remain effective and regularly reviews the independence of its members and considers all of the Directors to be independent. In line with the 2019 AIC Code, the Company has adopted a formal policy on tenure.

The Board does not feel that it would be appropriate to set a specific tenure limit for individual Directors or the Chairman of the Board or its Committees. Instead, the Board will regularly review the size and structure of the Board with the aim of new directors bringing the challenge of fresh thinking into the Board's discussions. By doing so, the Board intends to maintain a broad range of experience in the Board, with Directors who have served a range of periods on the Board of the Company. This will ensure that on each occasion the Board enters into new investment commitments, several members have direct personal experience of negotiating previous commitments with the Manager. This is intended to preserve the cumulative experience and deep understanding of the Company, its commitments and investment portfolio, while benefiting from new perspectives and helping to promote diversity of perspective. It is believed that the Directors provide, individually and collectively, the breadth of skill and experience to manage the Company and ensuring its long-term sustainable success.

The basis on which the Company aims to generate value over the longer term is set out in the Business Model and Strategy on pages 12 to 18.

Corporate Governance Statement continued

The Board currently meets at least four times a year and, in addition, informally on a regular basis. It receives full information on the Company's investment performance, assets, liabilities and other relevant information in advance of Board meetings. The Board has approved a formal schedule of matters reserved for it, including, but not limited to: overall strategy, investment policy, capital structure, gearing and monitoring the performance of the Manager.

The following table sets out the number of scheduled Board and Committee meetings held during the year ended 31 March 2023 and the number of meetings attended by each Director.

| Number of meetings attended | Board | Audit Committee | Remuneration Committee | Nomination Committee |
|-----------------------------|-------|-----------------|------------------------|----------------------|
| R M Curling | 4/4 | 2/2 | 1/1 | 1/1 |
| C A Roxburgh | 4/4 | 2/2 | 1/1 | 1/1 |
| G Neilly | 4/4 | 2/2 | 1/1 | 1/1 |

The Board also met informally on a number of occasions during the year.

BOARD EFFECTIVENESS AND PERFORMANCE EVALUATION

During the year, the Directors undertook a formal and rigorous performance evaluation and also considered the output from the previous year's evaluation. The process was led by the Chairman and was designed to assess the strengths and independence of the board together with the performance of its committees, the Chairman and individual Directors.

The Board completed evaluation questionnaires which covered a range of areas including processes and effectiveness, size and composition, and corporate governance and were also intended to analyse the focus of meetings and assess whether they are appropriate, or if any additional information may be required to facilitate future Board discussions. The evaluation of the Chairman was carried out by the other Directors of the Company and the process was led by the Senior Independent Director.

The results of the board evaluation process were reviewed and discussed by the Board. The Board concluded that it remains effective and highlighted the continuing attention to succession planning and assessing developments in the retail investors' information needs and investment platforms as areas of focus.

VOTING POLICY ON PORTFOLIO INVESTMENTS

The Manager, in the absence of explicit instructions from the Board, is empowered to exercise discretion in the use of the Company's voting rights. Environmental, social and governance factors are taken into account by the Manager as part of its investment analysis and decision making processes. The Board is pleased that the Manager has been a signatory of the UK Stewardship Code since its publication in 2010 and its statement can be found on its website www.montanaro.co.uk. In June 2019, Montanaro became a "B Corporation", a business certified for meeting the highest verified standards of social and environmental performance, transparency and accountability.

COMMITTEES

The Board has established three committees to assist with its operations. Throughout the year the following committees have been in operation, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. Each of the committees' delegated responsibilities are clearly defined in formal terms of reference which are available on the Company's website <https://montanaro.co.uk/trust/montanaro-european-smaller-companies-trust/>.

AUDIT COMMITTEE

The Report of the Audit Committee is included on pages 32 to 34 and forms part of this statement.

REMUNERATION COMMITTEE

The Remuneration Committee, chaired by Mr Neilly, comprises the full Board and reviews the appropriateness of the Manager's continuing appointment and determines the level of Directors' fees. The Directors' Remuneration Report on pages 35 to 37 provides information on the remuneration arrangements for the Directors of the Company.

NOMINATION COMMITTEE AND BOARD DIVERSITY

The Nomination Committee, chaired by Mr Curling, comprises the full Board and is convened for the purpose of considering the appointment of new Directors as and when considered appropriate. The Board is composed solely of non-executive Directors and has one third female representation.

The Directors will ensure it adheres to set objectives in relation to the diversity of the Board as and when they seek to appoint additional Directors, in the future. The Board considers the guidance set out in the Hampson-Alexander Report and the Parker Review in considering the composition of the Board and in its recruitment and succession planning. The Company's Board diversity policy is shown on page 13.

In accordance with Listing Rule 9 Annex 2.1, the below tables, in prescribed format, show the gender and ethnic background of the Directors at the date of this Report.

| Gender identity or sex | Number of Board members | Percentage on the Board | Number of senior positions on the Board |
|---------------------------------|-------------------------|-------------------------|-----------------------------------------|
| Men | 2 | 66% | 1 |
| Women | 1 | 33% | 1 |
| Not specified/prefer not to say | – | – | – |

| Ethnic background | Number of Board members | Percentage on the Board | Number of senior positions on the Board |
|----------------------------------------------------------------|-------------------------|-------------------------|-----------------------------------------|
| White British or other White (including minority white groups) | 3 | 100% | 2 |
| Mixed/Multiple Ethnic Groups | – | – | – |
| Asian/Asian British | – | – | – |
| Black/African/Caribbean/Black British | – | – | – |
| Other Ethnic group | – | – | – |
| Not specified/prefer not to say | – | – | – |

The data in the above tables was collected through self-reporting by the Directors.

The Board does not comply with the listing rule requirement for 40% women on the Board and a minimum of one ethnic minority Board member. The Board currently comprises three members, one of whom is a woman who holds a senior position on the Board. The small size of the Board is a constraint to achieving all of these targets but the Board will actively take this into consideration in future recruitment.

RELATIONS WITH SHAREHOLDERS

The Company welcomes the views of shareholders and places great importance on communication with its shareholders. The Manager holds meetings with the Company's largest shareholders and reports back to the Board on these meetings. The Chairman and other Directors offer to meet with significant shareholders every year and are available to meet other shareholders, if required. The Annual General Meeting of the Company provides a forum, both formal and informal, for shareholders to meet and discuss issues with the Directors and the Manager of the Company. The Annual Report and Accounts (which includes the Notice of Annual General Meeting) is sent to shareholders at least 20 working days before the Annual General Meeting in line with the FRC's Guidance of Board Effectiveness.

STATEMENT ON MODERN SLAVERY

In October 2015, the UK Government introduced the 2015 Modern Slavery Act (the Act). As an Investment Trust, the Company does not provide goods or services in the normal course of business, and does not have customers or turnover. Accordingly, the Directors consider that the Company is not in scope because it does not have turnover and is therefore not required to make any slavery or human trafficking statement under the Act. The Company's own supply chain which consists predominately of professional advisers and service providers in the financial services industry, is considered to be low risk in relation to this matter.

RISK MANAGEMENT AND INTERNAL CONTROLS

Details of the principal risks and internal controls applied by the Board are set out on pages 15 to 17 and pages 32 and 33 respectively.

SHARE CAPITAL AND COMPANIES ACT DISCLOSURES

Details of the Company's share capital structure and other Companies Act 2006 disclosures and details of substantial interests are set out on pages 25 and 26.

By order of the Board

LINK COMPANY MATTERS LIMITED

Company Secretary
65 Gresham Street
London
EC2V 7NQ
22 June 2023

Report of the Audit Committee

COMPOSITION OF THE COMMITTEE

The Board recognises the requirement for the Audit Committee as a whole to have competence relevant to the sector in which the Company operates and at least one member with recent and relevant experience.

The Audit Committee is chaired by Ms Roxburgh, a Chartered Accountant, who has recent and relevant financial experience, and the Committee operates within clearly defined terms of reference and comprises all the Directors. Given the size of the Board, and Mr Curling's experience, it is felt appropriate for him to sit on the Audit Committee as permitted by the AIC Code. The Directors have a combination of financial, investment and business experience, specifically with respect to the investment trust sector.

ROLE OF THE COMMITTEE

The duties of the Audit Committee include reviewing: the annual and interim financial statements; the system of internal controls; and the terms of appointment and remuneration of the Auditor, PricewaterhouseCoopers LLP ("PwC") including its independence and objectivity.

The Audit Committee met twice during the year, with PwC in attendance at both meetings. The attendance of each of the members is set out on page 30. In the course of its duties throughout the year, the Committee had direct access to PwC, Link Alternative Fund Administrators (Link) and Montanaro. Amongst other things, the Audit Committee considered and reviewed the following matters and reported thereon to the Board:

- The annual and half-yearly reports and accounts and results announcements;
- The accounting policies of the Company;
- The principal risks faced by the Company and the effectiveness of the Company's internal control and risk management environment, including consideration of the assumptions underlying the Board's Viability Statement;
- The effectiveness of the audit process and related non-audit services and the independence and objectivity of PwC, its appointment, remuneration and terms of engagement;
- The implications of proposed new accounting standards and regulatory changes;
- The receipt of AAF (01/06) and ISAE 3402 reports or their equivalent from the Manager, Administrator, Custodian and other service providers; and
- Whether the Annual Report and Accounts is fair, balanced and understandable.

RISK MANAGEMENT

The Board has established an ongoing process designed to meet the particular needs of the Company in managing the risks to which it is exposed, consistent with the related guidance issued by the Financial Reporting Council.

Montanaro's Compliance and Risk department and Link provide regular control reports to the Audit Committee and the Board covering administration, risk and compliance matters.

A key risk summary is produced to identify the risks to which the Company is exposed, the controls in place and the actions being taken to mitigate them. The Board has a robust process for considering the resulting risk matrix and reviews the significance of the risks, reasons for any change and actions arising as a result.

The Company's principal risks and their mitigations are set out on pages 14 to 17, with additional information provided in notes 16 to 20 of the accounts.

The integration of these risks into the consideration of the Viability Assessment and Statement on page 18 was also fully considered by the Committee.

INTERNAL CONTROL

The Board is responsible for the Company's systems of internal controls and for reviewing their effectiveness. The Audit Committee has reviewed and reported to the Board on these controls which aim to ensure that the assets of the Company are safeguarded, proper accounting records are maintained and the financial information used within the business and for publication is reliable.

The key procedures which have been established to provide an effective internal control environment are outlined below:

- Board procedures are set within clearly defined parameters, as set out in matters specifically reserved for the Board.
- At every Board meeting the Directors review financial information prepared by the Administrator, including management accounts, forecasts of income and expenditure and detailed analysis relating to the performance of the Company.
- The Bank of New York Mellon (International) Limited, as the Company's Depositary, provides quarterly reports to the Board and carries out daily independent checks on cash and investment transactions.
- The Bank of New York Mellon SA/NV is responsible for the custody of the Company's investments. Lists of investments held are reconciled to the Company's records on a regular basis and a report on controls, which is reviewed by a firm of independent reporting accountants, is produced annually for consideration by the Audit Committee.

- Investment management services are provided by Montanaro, which is regulated by the Financial Conduct Authority. At each Board Meeting the Board monitors the investment performance of the Company in comparison to its stated investment objective, the benchmark index and comparable investment trusts. The Board also reviews the Company's activities since the last Board Meeting to ensure that Montanaro adheres to the agreed investment policy and approved investment guidelines. On an annual basis, Montanaro produces an AAF 01/06 Report on internal controls, which is reviewed by a firm of independent reporting accountants, and which is then reviewed and considered by the Audit Committee. Montanaro is also the Company's AIFM and in this capacity provides a semi-annual report to the Board.
- Link are responsible for the provision of company secretarial, accounting and administration services to the Company. On an annual basis, Link produce an AAF 01/06 Report on internal controls, which is reviewed by a firm of independent reporting accountants, for consideration by the Audit Committee.
- The Board reviews contracts with other third party service providers, including the standard of services provided, on a regular basis.

A formal annual review of these procedures is carried out by the Audit Committee. The review meeting is attended by the Company's Auditor. During the year, the Committee received updates on any material changes in the risk environment and regulatory requirements, and the action taken. These procedures have been in place throughout the year and up to the date of approval of the Annual Report, and the Board is satisfied with their effectiveness. The procedures are designed to manage rather than eliminate risk and, by their nature, can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The Board has previously reviewed the need for an internal audit function. As an externally managed investment trust, it has decided that the systems and procedures employed by the Manager and the Administrator, including their risk management and internal audit functions, provide assurance that a sound system of internal control, which safeguards shareholders' investment and the Company's assets, is maintained. In addition, reporting is also provided by the Depositary with respect to their monitoring and oversight of the Company. An internal audit function, specific to the Company, is therefore considered unnecessary.

EXTERNAL AUDIT PROCESS AND SIGNIFICANT MATTERS CONSIDERED BY THE AUDIT COMMITTEE

As part of its review of the scope and results of the audit, during the year the Audit Committee considered and approved PwC's plan for the audit of the financial statements for the year ended 31 March 2023. At the conclusion of the audit, PwC did not highlight any issues to the Audit Committee which would cause it to qualify its audit report nor did it highlight any fundamental internal control weaknesses. PwC has issued an unqualified audit report which is included on pages 39 to 45. The significant issues considered by the Audit Committee are discussed in the table on page 34.

NON-AUDIT SERVICES

The Committee regards the continued independence of the auditor to be a matter of the highest priority. The Company's policy with regard to the provision of non-audit services by the external auditor ensures that no engagement will be permitted if:

- the provision of the services would contravene any regulation or ethical standard;
- the auditor is not considered to be an expert provider of the non-audit services;
- the provision of such services by the auditor creates a conflict of interest for either the Board or the Manager; and
- the services are considered to be likely to inhibit the auditor's independence or objectivity as auditor.

As the Company is a Public Interest Entity listed on the London Stock Exchange, with effect from 1 April 2017 a cap on the level of fees incurred for permissible non-audit services now applies and should not exceed 70% of the average audit fee for the previous three years.

The Committee amended its non-audit services policy in 2021 to reflect the requirements of the FRC's Revised Ethical Standard 2019, resulting in a 'whitelist' of permitted non-audit services as opposed to the former approach of a 'blacklist' of prohibited services.

Report of the Audit Committee continued

Significant Issues Considered by the Audit Committee in Relation to the Financial Statements

| Matter | Action |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Investment Portfolio Valuation The Company's portfolio is invested in the shares of European quoted smaller companies. Errors in the portfolio valuation could have a material impact on the Company's net asset value per share.</p> | <p>The Board reviews a full portfolio valuation at each Board meeting and, since the implementation of the AIFM Directive in July 2014, receives semi-annual reports from the AIFM and Depositary. The Audit Committee reviewed the Administrator's annual internal controls report, which is reported on by independent external accountants, and which details the systems, processes and controls around the daily pricing of securities, including the application of exchange rate movements.</p> |
| <p>Misappropriation of Assets Misappropriation of the Company's investments or cash balances could have a material impact on its net asset value per share.</p> | <p>The Audit Committee reviewed the Administrator's annual internal control report, as referred to above, which details the controls around the reconciliation of the Administrator's records to those of the Custodian. The Audit Committee also reviewed the Custodian's annual internal controls report, which is reported on by independent external accountants, and which provides details regarding its control environment. As stated above, since the implementation of the AIFM Directive in July 2014, the Board receives semi-annual reports from the AIFM and Depositary.</p> |
| <p>Income Recognition Incomplete or inaccurate income recognition, including allocation between revenue and capital, could have an adverse effect on the Company's net asset value and earnings per share and its level of distributable revenue.</p> | <p>The Audit Committee reviewed the Administrator's annual internal controls report, as referred to above, which details the systems, processes and controls around the recording of investment income. It also compared the final level of income received for the year to the budget which was set at the start of the year and considered the accounting treatment of all special dividends received with the Manager.</p> |
| <p>Annual Report and Accounts Ensuring the Annual Report and Accounts is fair, balanced and understandable.</p> | <p>The Audit Committee read and discussed this Annual Report and Accounts and advised the Board that it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.</p> |

AUDITOR ASSESSMENT, INDEPENDENCE AND APPOINTMENT

The Audit Committee reviews the re-appointment of the auditor every year. As part of this year's review of auditor independence and effectiveness, PwC has confirmed that it is independent of the Company and has complied with relevant auditing standards. In evaluating PwC, the Audit Committee has taken into consideration the standing, skills and experience of the firm and the audit team. The Audit Committee, from direct observation and enquiry of the Administrator, remains satisfied that PwC continues to provide effective independent challenge in carrying out its responsibilities. PwC's fee in respect of the audit for the year ended 31 March 2023 is £48,000 (2022: £45,000). The increase in fees from the previous year reflect the impact of a new auditing standard on the scope of the planning documentation required.

Following professional guidelines, the audit partner rotates after five years. The year ended 31 March 2023 is Shujaat Khan's second year as audit partner.

On the basis of their assessment, the Audit Committee has recommended the re-appointment of PwC to the Board. PwC's performance will continue to be reviewed annually taking into account all relevant guidance and best practice.

By Order of the Board

C A ROXBURGH

Chair of the Audit Committee
22 June 2023

Directors' Remuneration Report

The Board consists solely of independent non-executive Directors. The Company has no executive Directors or employees. The level of Directors' fees is determined by the Remuneration Committee within the limits defined in the Articles of Association and approved by shareholders. Full details of the Company's policy with regards to Directors' fees, and fees paid during the year ended 31 March 2023, are shown below and on page 36. This shows all major decisions on Directors' remuneration and any substantial changes made during the year relating to Directors' remuneration, including the context in which any changes occurred. Under company law, the Auditor is required to audit certain disclosures provided. Where disclosures have been audited they are indicated as such. The Auditor's opinion is included in its report on pages 39 to 45.

REMUNERATION COMMITTEE

The Remuneration Committee consists solely of independent non-executive Directors and determines the level of the Directors' fees in accordance with the AIC Code of Corporate Governance. The Company Secretary provides information on comparative levels of Directors' fees to the Remuneration Committee in advance of each review.

The members of the Remuneration Committee are Mr Curling, Ms Roxburgh and the Chair, Mr Neilly. As the Company has no executive Directors, the Committee meets annually to determine the level of Directors' fees and to review the performance of the manager. The outcome of the review of the Manager can be found on page 25. No director is involved in deciding their own remuneration outcome.

ANNUAL STATEMENT FROM THE CHAIR OF THE REMUNERATION COMMITTEE (THE "COMMITTEE")

I am pleased to present the Directors' Remuneration Report for the year ended 31 March 2023.

During the year, the Committee reviewed the Remuneration Policy and the Directors' fees. The outcomes of each of these reviews can be found below.

DIRECTORS' REMUNERATION POLICY

The existing Directors' remuneration policy was approved at the Company's Annual General Meeting in 2020.

The Company's policy is to remunerate Directors exclusively by fixed fees in cash at a rate which should reflect the responsibilities of being a non-executive Director, including the potential liabilities associated with the position, and the time committed by them to these responsibilities including, where appropriate, Board Committee duties. There were no changes to the policy during the year.

The fees for the non-executive Directors are determined within the limits set out in the Company's Articles of Association. The present limit is £200,000 in aggregate per annum and may not be changed without seeking shareholder approval at a general meeting. There is no performance related remuneration scheme and therefore non-executive Directors are not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits. Directors do not have service contracts, but new Directors are provided with a letter of appointment. These letters of appointment are available for inspection at the Company's registered office. The terms of Directors' appointments provide that they should retire and be subject to election at the next Annual General Meeting after their appointment. Under the terms of the Company's Articles of Association, Directors are obliged to offer themselves for re-election by shareholders by not later than the third Annual General Meeting after they were last elected. However, the Board has agreed that all Directors will retire annually and, if appropriate, seek re-election. There is no notice period and no provision for compensation upon early termination of appointment.

The Company has not received any views from its shareholders in respect of the levels of Directors' remuneration. The policy will remain in force until the Annual General Meeting of the Company in 2023, at which time a further resolution will be proposed to cover the period until 2026.

Voting at Annual General Meeting on Directors' Remuneration Policy

The Directors' Remuneration Policy was last approved by shareholders at the Company's Annual General Meeting, held on 10 September 2020. 99.84% of votes were in favour of the resolution and 0.16% of votes were against. 0.05% of votes were withheld.

FUTURE POLICY TABLE

Following a review of the level of Directors' fees, the Remuneration Committee concluded that, commencing 1 April 2023, the Chairman's fee be increased to £41,000 per annum, the Audit Committee Chairman's fee be increased to £35,500 per annum and other Directors' fees be increased to £29,500 per annum, the last increase having been made on 1 April 2022. These changes have been made following consideration of Directors' remuneration in the context of its peers and the wider investment trust sector, as well as the increased time commitment of Directors in order to fulfil their duties.

Directors' Remuneration Report continued

Based on these fees, Directors' fees for the forthcoming financial year would be as follows:

| | 31 March 2024 | 31 March 2023 |
|--------------------------|----------------|---------------|
| Chairman | £41,000 | £39,000 |
| Audit Committee Chairman | £35,500 | £33,500 |
| Director | £29,500 | £28,000 |

APPROACH TO RECRUITMENT REMUNERATION

The principle adopted by the Committee in respect of recruitment of Directors is that the fees for a non-executive Director should reflect the responsibilities and time commitment required. The Committee seeks to encourage the enhancement of the Company's performance and to ensure that remuneration packages offered are competitive and designed to attract, retain and motivate Directors of the right calibre.

Fees for services to the Company (audited)

| | Fees £ | | Taxable Benefits [^] £ | | Total £ | | Total fixed remuneration £ | | Total variable remuneration £ | |
|--------------|----------------|--------|---------------------------------------|-------|----------------|--------|----------------------------------|--------|-------------------------------------|-------|
| | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 | 2023 | 2022 |
| R M Curling | 39,000 | 36,050 | 1,511 | 1,675 | 40,511 | 37,725 | 39,000 | 36,050 | 1,511 | 1,675 |
| C A Roxburgh | 33,500 | 30,900 | 1,727 | 672 | 35,227 | 31,572 | 33,500 | 30,900 | 1,727 | 672 |
| G Neilly | 28,000 | 25,750 | 202 | 396 | 28,202 | 26,146 | 28,000 | 25,750 | 202 | 396 |
| Total | 100,500 | 92,700 | 3,440 | 2,743 | 103,940 | 95,443 | 100,500 | 92,700 | 3,440 | 2,743 |

[^] Comprises amounts reimbursed for expenses incurred in carrying out business for the Company.

No sums are paid to any third parties in respect of Directors' services and no sums were paid to any third parties in respect of advice from remuneration advisors. There have been no payments to past Directors during the financial year ended 31 March 2023, whether for loss of office or otherwise.

Annual percentage change in remuneration of directors

Directors' pay has increased over the last four years, as set out in the table below:

| | 2023 £ | Change % | 2022 £ | Change % | 2021 £ | Change % | 2020 £ |
|--------------------------|----------------|-------------|-----------|-------------|-----------|-------------|-----------|
| Chairman | £39,000 | 8.2 | 36,050 | 3.0 | 35,000 | 9.0 | 32,000 |
| Audit Committee Chairman | £33,500 | 8.4 | 30,900 | 3.0 | 30,000 | 11.0 | 27,000 |
| Director | £28,000 | 8.7 | 25,750 | 3.0 | 25,000 | 9.0 | 23,000 |

The requirements to disclose this information came into force for companies with financial years starting on or after 10 June 2019 and, as such, this is the third year the Company has disclosed this information. The comparison will be expanded in future annual reports until such time as it covers a five year period.

The Company does not have any employees and therefore no comparisons are given in respect of Directors' and employees' pay increases.

Any new non-executive Director would be paid on the same basis as the existing non-executive Directors. As noted above the aggregate level of Directors' fees must not exceed a set limit, as set out in the Company's Articles of Association, which is currently £200,000 per annum.

ANNUAL REPORT ON DIRECTORS' REMUNERATION

Directors' Emoluments for the Year (audited)

The Directors who served during the financial year received the following amounts for services as non-executive Directors for the years ended 31 March 2023 and 31 March 2022 as well as reimbursement for expenses necessarily incurred. No other forms of remuneration were paid during the year.

Statement of implementation of Remuneration Policy in respect of the financial year ending 31 March 2024

The Committee will, as usual, review Directors' fees during 2023/24, including the time required to be committed to the business of the Company, and will consider whether any further changes to remuneration are required.

Relative Importance of Expenditure on Pay

As the Company has no employees, the table above represents the total remuneration costs and benefits paid by the Company. To enable shareholders to assess the relative importance of expenditure on Directors' remuneration, the table below shows the actual expenditure during the year in relation to Directors' remuneration (excluding taxable benefits), other operating expenses and shareholder distributions:

| | 2023 £ | 2022 £ | Change % |
|------------------------------------------|------------------|-----------|-------------|
| Aggregate Directors' Remuneration | 100,500 | 92,700 | 8.9 |
| Management and other operating expenses* | 2,918,000 | 3,728,000 | (21.7) |
| Dividends paid to shareholders | 1,752,000 | 1,637,000 | 7.0 |

* Includes Directors' remuneration.

Directors' Shareholdings (audited)

The Directors who held office during the year and their interests in the shares of the Company were as follows:

| | | As at 31 March 2023 No. of shares | As at 31 March 2022 No. of shares |
|---------------------------|------------|-----------------------------------------|-----------------------------------------|
| R M Curling | Beneficial | 150,000 | 100,000 |
| C A Roxburgh [^] | Beneficial | 62,352 | 61,885 |
| G Neilly | Beneficial | 61,867 | 61,496 |

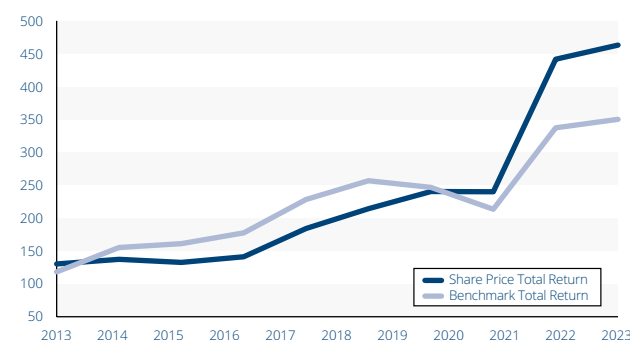
[^] Includes 1,654 shares held in Ms Roxburgh's spouse's name

There is no requirement for Directors to hold shares in the Company. There have been no changes in the Directors' interests in the shares of the Company between 31 March 2023 and 22 June 2023.

Company Performance

The Board is responsible for the Company's investment strategy and performance, although the management of the Company's investment portfolio is delegated to Montanaro through the investment management agreement, as referred to in the Report of the Directors on page 25. The graph below compares, for the ten financial years ended 31 March 2023, the share price total return (assuming all dividends are reinvested) to shareholders compared to the return from the benchmark index. An explanation of the performance of the Company for the year ended 31 March 2023 is given in the Chairman's Statement and the Manager's Report.

Total Return and Benchmark Performance** (rebased at 100 on 31 March 2013, GBP)



** From 5 September 2006: MSCI Europe SmallCap Index. The benchmark was changed on 1 June 2009 to the MSCI Europe ex-UK SmallCap Index (in Sterling terms). This benchmark was selected because it is the most commonly used index for SmallCap investors.

Voting at Annual General Meeting on Annual Report

At the Company's last Annual General Meeting, held on 8 September 2022, shareholders approved the Annual Report on Directors' Remuneration for the year ended 31 March 2022. 99.55% of votes were in favour of the resolution and 0.45% were against. 0.24% were withheld.

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

By Order of the Board

G NEILLY

Director
22 June 2023

Management Report and Directors' Responsibilities Statement

MANAGEMENT REPORT

Listed companies are required by the Financial Conduct Authority's Disclosure Guidance and Transparency Rules (the 'Rules') to include a management report in their annual financial statements. The information required to be in the management report for the purpose of the Rules is included in the Chairman's Statement (pages 2 and 3), the Manager's Report (pages 4 to 7), Twenty Largest Holdings (page 10), the Business Model and Strategy (pages 12 to 18) and the Directors' Report (pages 24 to 28). Therefore, a separate management report has not been included.

DIRECTORS' RESPONSIBILITIES STATEMENT IN RELATION TO THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and UK International Financial Reporting Standards ("IFRS"). The Directors are also required to prepare a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they present a fair, balanced and understandable report and provide the information necessary for shareholders to assess the Company's performance, business model and strategy. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies in accordance with IAS 8: 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state that the Company has complied with IFRS, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on a going concern basis unless it is inappropriate to assume that the Company will continue in business.

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

RESPONSIBILITY STATEMENTS UNDER THE DISCLOSURE GUIDANCE AND TRANSPARENCY RULES

Each of the Directors confirms that to the best of his or her knowledge:

- the financial statements, prepared in accordance with UK IFRS, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company;
- the Strategic Report (comprising the Chairman's Statement, Manager's Report, Twenty Largest Holdings, Analysis of Investment Portfolio by Sector and Business Model and Strategy) and the Report of the Directors include 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;
- taken as a whole, the Annual Report and financial statements are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- the financial statements include details on related party transactions; and
- having assessed the principal risks and other matters discussed in connection with the Viability Statement, it is appropriate to adopt the going concern basis in preparing the financial statements.

The Annual Report and Accounts were approved by the Board and the above responsibility statement was signed on its behalf by:

R M CURLING

Chairman
22 June 2023

Independent Auditor's Report

to the Members of Montanaro European Smaller Companies Trust plc

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

In our opinion, Montanaro European Smaller Companies Trust plc's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its return and cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Accounts (the "Annual Report"), which comprise: the Balance Sheet as at 31 March 2023; the Statement of Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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

BASIS FOR OPINION

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

Independence

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

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

We have provided no non-audit services to the company in the period under audit.

OUR AUDIT APPROACH

Context

Montanaro European Smaller Companies Trust plc is an Investment Trust Company listed on the London Stock Exchange and invests primarily in equities quoted on European investment markets. The operations of the company are located in the UK. We focus our audit work primarily on the valuation and existence of investments and income from investments.

Overview

Audit scope

- The Company is a standalone Investment Trust Company and engages Montanaro Asset Management Limited (the 'Manager') to manage its assets.
- We conducted our audit of the financial statements using information from Link Alternative Fund Administrators Limited, (the 'Administrator') to whom the Manager has, with the consent of the Directors, delegated the provision of certain administrative functions.
- We tailored the scope of our audit taking into account the types of investments within the Company, the involvement of the third parties referred to above, the accounting processes and controls, and the industry in which the company operates.
- We obtained an understanding of the control environment in place at both the Manager and the Administrator and adopted a fully substantive testing approach using reports obtained from the Administrator.

Independent Auditor's Report continued

to the Members of Montanaro European Smaller Companies Trust plc

Key audit matters

- Valuation and existence of investments
- Accuracy, occurrence and completeness of investment income Materiality
- Overall materiality: £2,999,000 (2022: £3,249,054) based on 1% of Net assets.
- Performance materiality: £2,249,250 (2022: £2,436,791).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

Key audit matters

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

This is not a complete list of all risks identified by our audit. The key audit matters below are consistent with last year.

| Key audit matter | How our audit addressed the key audit matter |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Valuation and existence of investments</p> <p>Refer to the Accounting Policies and the Notes to the financial statements.</p> <p>The Investment portfolio at the year-end comprised listed equity investments valued at £310 million.</p> <p>We focused on the valuation and existence of investments because investments represent the principal element of the net asset value as disclosed in the Balance Sheet in the financial statements.</p> | <p>We assessed the accounting policy for the valuation of investments for compliance with accounting standards and performed testing to check that investments are accounted for in accordance with this stated accounting policy.</p> <p>We tested the valuation of all the listed equity investments by agreeing the prices used in the valuation to independent third party sources.</p> <p>We tested the existence of all listed equity investments by agreeing investment holdings to an independent confirmation.</p> <p>No material issues were identified</p> |

Key audit matter**Accuracy, occurrence and completeness of investment income**

Refer to Accounting policies and Notes to the Financial Statements.

For the Company we consider that 'income' refers to both revenue and capital (including gains and losses on investments).

We focused on the accuracy, occurrence and completeness of investment income as incomplete or inaccurate income could have a material impact on the Company's net asset value and dividend cover.

How our audit addressed the key audit matter

We found that the accounting policies implemented were in accordance with accounting standards and the AIC SORP, and that income has been accounted for in accordance with the stated accounting policy.

The gains/losses on investments held at fair value through profit or loss comprise realised and unrealised gains/losses. For unrealised gains and losses, we tested the valuation of the portfolio at the year-end, together with testing the reconciliation of opening and closing investments. For realised gains/losses, we tested a sample of disposal proceeds by agreeing the proceeds to bank statements and we re-performed the calculation of a sample of realised gains/losses.

We tested the accuracy of dividend receipts by agreeing the dividend rates from investments to independent third-party data.

To test for occurrence, we confirmed that all dividends recorded had occurred in the market to independent third-party data, and traced a sample of cash payments to bank statements

To test for completeness, we tested that the appropriate dividends had been received in the year by reference to independent third party data of dividends declared for all listed investments during the year.

We also tested the allocation and presentation of dividend income between the revenue and capital return columns of the Statement of Comprehensive Income in line with the requirements set out in the AIC SORP.

No material issues were identified.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the company, the accounting processes and controls, and the industry in which it operates.

The impact of climate risk on our audit

In planning our audit, we made enquiries of the Directors and Manager to understand the extent of the potential impact of climate change on the Company's financial statements.

The Directors and Manager concluded that the impact on the measurement and disclosures within the financial statements is not material because the Company's investment portfolio is made up of level 1 quoted securities which are valued at fair value based on market prices. We found this to be consistent with our understanding of the Company's investment activities.

We also considered the consistency of the climate change disclosures included in the Strategic Report with the financial statements and our knowledge from our audit.

Independent Auditor's Report continued

to the Members of Montanaro European Smaller Companies Trust plc

Materiality

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

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

| | |
|---------------------------------|--------------------------------------------------------------------------------------------------------------|
| Overall company materiality | £2,999,000 (2022: £3,249,054). |
| How we determined it | 1% of Net assets |
| Rationale for benchmark applied | We have applied this benchmark, which is a generally accepted auditing practice for investment trust audits. |

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2022: 75%) of overall materiality, amounting to £2,249,250 (2022: £2,436,791) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £149,950 (2022: £162,453) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

CONCLUSIONS RELATING TO GOING CONCERN

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

- evaluating the Directors' risk assessment and considering whether it addressed the relevant threats to the Company;
- evaluating the Directors' assessment of potential operational impacts to the Company of relevant risks, considering their consistency with other available information and our understanding of the business and assessed the potential impact on the financial statements;
- reviewing the Directors' assessment of the Company's financial position in the context of its ability to meet future expected operating expenses, their assessment of liquidity as well as their review of the operational resilience of the Company and oversight of key third-party service providers; and
- assessing the implication of potential significant reductions in NAV as a result of market movements on the ongoing ability of the Company to operate.

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

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

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

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

REPORTING ON OTHER INFORMATION

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 March 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Directors' Remuneration

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

CORPORATE GOVERNANCE STATEMENT

The Listing Rules require us to review the directors' statements in relation to going concern, longer-term viability and that part of the corporate governance statement relating to the company's compliance with the provisions of the UK Corporate Governance Code specified for our review. Our additional responsibilities with respect to the corporate governance statement as other information are described in the Reporting on other information section of this report.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit, and we have nothing material to add or draw attention to in relation to:

- The directors' confirmation that they have carried out a robust assessment of the emerging and principal risks;
- The disclosures in the Annual Report that describe those principal risks, what procedures are in place to identify emerging risks and an explanation of how these are being managed or mitigated;
- The directors' statement in the financial statements about whether they considered it appropriate to adopt the going concern basis of accounting in preparing them, and their 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;
- The directors' explanation as to their assessment of the company's prospects, the period this assessment covers and why the period is appropriate; and
- The directors' 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 its assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Independent Auditor's Report continued to the Members of Montanaro European Smaller Companies Trust plc

Our review of the directors' statement regarding the longer-term viability of the company was substantially less in scope than an audit and only consisted of making inquiries and considering the directors' process supporting their statement; checking that the statement is in alignment with the relevant provisions of the UK Corporate Governance Code; and considering whether the statement is consistent with the financial statements and our knowledge and understanding of the company and its environment obtained in the course of the audit.

In addition, based on the work undertaken as part of our audit, we have concluded that each of the following elements of the corporate governance statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- The directors' statement that they consider the Annual Report, taken as a whole, is fair, balanced and understandable, and provides the information necessary for the members to assess the company's position, performance, business model and strategy;
- The section of the Annual Report that describes the review of effectiveness of risk management and internal control systems; and
- The section of the Annual Report describing the work of the Audit Committee.

We have nothing to report in respect of our responsibility to report when the directors' statement relating to the company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified under the Listing Rules for review by the auditors.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Responsibilities of the directors for the financial statements

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

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

Auditors' responsibilities for the audit of the financial statements

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

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of section 1158 of the Corporation Tax Act 2010, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue (investment income and capital gains) or to increase net asset value. Audit procedures performed by the engagement team included:

- discussions with the Manager and Audit Committee, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- reviewing relevant committee meeting minutes, including those of the Board and Audit Committee;
- assessment of the Company's compliance with the requirements of section 1158 of the Corporation Tax Act 2010, including recalculation of numerical aspects of the eligibility conditions;

- review of financial statement disclosures to underlying supporting documentation;
- identifying and testing manual journal entries posted by the Administrator during the preparation of the financial statements; and
- designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

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

Use of this report

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

OTHER REQUIRED REPORTING

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the members on 9 September 2021 to audit the financial statements for the year ended 31 March 2022 and subsequent financial periods. The period of total uninterrupted engagement is two years, covering the years ended 31 March 2022 to 31 March 2023.

SHUJAAT KHAN (Senior statutory auditor) for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors
Edinburgh
22 June 2023

Statement of Comprehensive Income

for the year ended 31 March 2023

| | Notes | Year to 31 March 2023 | | | Year to 31 March 2022 | | |
|--------------------------------------------------|-------|-----------------------|------------------|-----------------|-----------------------|------------------|----------------|
| | | Revenue £'000 | Capital £'000 | Total £'000 | Revenue £'000 | Capital £'000 | Total £'000 |
| Capital (losses)/gains on investments | | | | | | | |
| (Losses)/gains on investments held at fair value | 9 | - | (23,070) | (23,070) | - | 18,806 | 18,806 |
| Exchange losses | | - | (542) | (542) | - | (264) | (264) |
| Revenue | | | | | | | |
| Investment income | 2 | 4,101 | - | 4,101 | 3,788 | - | 3,788 |
| Other income | 2 | 29 | - | 29 | - | - | - |
| Total income/(expenses) | | 4,130 | (23,612) | (19,482) | 3,788 | 18,542 | 22,330 |
| Expenditure | | | | | | | |
| Management expenses | 3 | (804) | (1,494) | (2,298) | (1,092) | (2,028) | (3,120) |
| Other expenses | 4 | (620) | - | (620) | (570) | (38) | (608) |
| Total expenditure | | (1,424) | (1,494) | (2,918) | (1,662) | (2,066) | (3,728) |
| Return before finance costs and taxation | | 2,706 | (25,106) | (22,400) | 2,126 | 16,476 | 18,602 |
| Finance costs | 5 | (84) | (156) | (240) | (56) | (104) | (160) |
| Return before taxation | | 2,622 | (25,262) | (22,640) | 2,070 | 16,372 | 18,442 |
| Taxation | 6 | (538) | - | (538) | (348) | - | (348) |
| Return after taxation | | 2,084 | (25,262) | (23,178) | 1,722 | 16,372 | 18,094 |
| Return per share | 8 | 1.10p | (13.34p) | (12.24p) | 0.96p | 9.09p | 10.05p |

The total column of this statement represents the Company's Income Statement and Statement of Comprehensive Income, prepared to International Accounting Standards in conformity with the Companies Act 2006.

The supplementary revenue return and capital return columns are both prepared under guidance published by the Association of Investment Companies.

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

No operations were acquired or discontinued in the year.

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

Balance Sheet

as at 31 March 2023

| | Notes | 31 March 2023 | | 31 March 2022 | |
|--------------------------------------------------------|-------|-----------------|----------------|---------------|---------|
| | | £'000 | £'000 | £'000 | £'000 |
| Non-current assets | | | | | |
| Investments held at fair value through profit and loss | 9 | | 310,308 | | 339,788 |
| Current assets | | | | | |
| Trade and other receivables | 10 | 880 | | 967 | |
| Cash and cash equivalents | 10 | 3,225 | | 1,821 | |
| | | 4,105 | | 2,788 | |
| Total assets | | 314,413 | | 342,576 | |
| Current liabilities | | | | | |
| Trade and other payables | 11 | (1,260) | | (787) | |
| Interest-bearing bank loans | 12 | (8,787) | | - | |
| Revolving credit facility | 11 | (4,391) | | (8,450) | |
| | | (14,438) | | (9,237) | |
| Non-current liabilities | | | | | |
| Interest-bearing bank loan | 12 | - | | (8,434) | |
| Total liabilities | | (14,438) | | (17,671) | |
| Net assets | | | 299,975 | | 324,905 |
| Capital and reserves | | | | | |
| Called-up share capital | 13 | | 9,471 | | 9,471 |
| Share premium account | | | 44,057 | | 44,057 |
| Capital redemption reserve | | | 2,212 | | 2,212 |
| Capital reserve | | | 240,581 | | 265,843 |
| Revenue reserve | | | 3,654 | | 3,322 |
| Total shareholders' fund | | | 299,975 | | 324,905 |
| Net asset value per share | 14 | | 158.4p | | 171.5p |

The financial statements on pages 46 to 62 were approved and authorised for issue by the Board of Directors on 22 June 2023 and signed on its behalf by:

R CURLING

Director

Company Registered Number: SC074677

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

Statement of Changes in Equity

for the year ended 31 March 2023

| Year to 31 March 2023 | Notes | Share capital £'000 | Share premium account £'000 | Capital redemption reserve £'000 | Capital reserve £'000* | Revenue reserve £'000* | Total £'000 |
|----------------------------|-------|------------------------|-----------------------------------|-------------------------------------------|------------------------------|------------------------------|----------------|
| As at 1 April 2022 | | 9,471 | 44,057 | 2,212 | 265,843 | 3,322 | 324,905 |
| Return after taxation | | - | - | - | (25,262) | 2,084 | (23,178) |
| Dividends paid | 7 | - | - | - | - | (1,752) | (1,752) |
| As at 31 March 2023 | | 9,471 | 44,057 | 2,212 | 240,581 | 3,654 | 299,975 |

| Year to 31 March 2022 | Notes | Share capital £'000 | Share premium account £'000 | Capital redemption reserve £'000 | Capital reserve £'000* | Revenue reserve £'000* | Total £'000 |
|---------------------------------|-------|------------------------|-----------------------------------|-------------------------------------------|------------------------------|------------------------------|----------------|
| Balance at 1 April 2021 | | 8,724 | 12,707 | 2,212 | 249,185 | 3,237 | 276,065 |
| Return after taxation | | - | - | - | 16,372 | 1,722 | 18,094 |
| Share issues | | 747 | 31,350 | - | 286 | - | 32,383 |
| Dividends paid | 7 | - | - | - | - | (1,637) | (1,637) |
| Balance at 31 March 2022 | | 9,471 | 44,057 | 2,212 | 265,843 | 3,322 | 324,905 |

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

* These reserves, excluding any unrealised capital reserve are distributable. As at 31 March 2023 distributable reserves totalled £127,723,000 (2022: £125,714,000).

Statement of Cash Flows

for the year ended 31 March 2023

| | Notes | 31 March 2023 £'000 | 31 March 2022 £'000 |
|-----------------------------------------------------|-------|------------------------|------------------------|
| Cash flows from operating activities | | | |
| Return before taxation | | (22,640) | 18,442 |
| Investment losses/(gains) | | 23,070 | (18,806) |
| Exchange losses | | 542 | 264 |
| Finance costs | | 240 | 160 |
| Withholding tax | | (450) | (348) |
| Investment income | | (4,130) | (3,788) |
| Dividends received | | 4,043 | 3,838 |
| Other income received | | 29 | - |
| Increase in receivables | | (43) | (197) |
| (Decrease)/increase in payables | | (79) | 30 |
| Purchases of investments | | (31,524) | (75,661) |
| Sales of investments | | 38,643 | 37,583 |
| Net cash inflow/(outflow) from operating activities | | 7,701 | (38,483) |
| Cash flows from financing activities | | | |
| (Repayments)/drawdown of loans | | (4,325) | 8,394 |
| Proceeds from the issue of shares | | - | 32,383 |
| Dividends paid | 7 | (1,752) | (1,637) |
| Interest paid | | (239) | (155) |
| Share split costs | | - | (38) |
| Net cash (outflow)/inflow from financing activities | | (6,316) | 38,947 |
| Net increase in cash and cash equivalents | | | |
| Exchange gains/(losses) | | 19 | (410) |
| Increase in cash and cash equivalents | | | |
| Cash and cash equivalents at beginning of year | | 1,821 | 1,767 |
| Cash and cash equivalents at end of year | 10 | 3,225 | 1,821 |

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

Notes to the Financial Statements

for the year ended 31 March 2023

1 Accounting Policies

A summary of the principal accounting policies is set out below.

BASIS OF ACCOUNTING

The financial statements of the Company have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006/UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards. The annual financial statements have been prepared in accordance with the Statement of Recommended Practice issued by the Association of Investment Companies ("AIC SORP") for the financial statements of investment trust and venture capital trusts, except to any extent where it is not consistent with the requirements of International Accounting Standards in conformity with the Companies Act 2006.

The functional and presentational currency of the Company is Pounds Sterling and has been determined on the basis of the currency of the Company's share capital and the currency in which dividends and expenses are paid.

The financial statements have been prepared on a going concern basis, under historical cost convention, except for the measurement at fair value of investments measured at fair value through profit or loss and on the expectation that approval as an investment trust company will continue to be met.

The financial statements have adopted the following accounting policies in their preparation, which remain consistent with the accounting policies adopted in the audited financial statements for the year ended 31 March 2022. All values are rounded to the nearest thousand pounds unless otherwise indicated.

The Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has the resources to continue in business for the foreseeable future, for the period to 30 June 2024, which is at least twelve months from the date of approval of these accounts. As part of this review, the Directors have reviewed a forecast for the period to 30 June 2024. The Directors noted that the Company holds a portfolio of highly liquid listed investments. The Company is a closed end fund, where assets are not required to be liquidated to meet redemptions. Whilst the economic impact from current market conditions, including high inflation and interest rates is uncertain, and the Directors believe it is possible that the Company could continue to experience reductions in income and/or market value, they consider that this should not be at a level, which would threaten the Company's ability to continue as a going concern. Furthermore, the Directors are not aware of any material uncertainties that may cast doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements have been prepared on a going concern basis. Further detail is included in the Directors' Report on pages 24 and 28. In addition to the Going Concern assessment the Directors have assessed the longer term viability of the Company as set out in the viability assessment and statement on page 18.

ACCOUNTING DEVELOPMENTS

In the current year, the Company has applied the following standard, but has not had a significant effect on the Company:

IFRS 9 "Financial Instruments" interest benchmark reform phase 2.

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 March 2023 reporting periods and have not been early adopted by the Company. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY.

The preparation of financial statements in accordance with International Accounting Standards in conformity with the Companies Act 2006, requires management to make judgements, estimates and assumptions that affect the application of policies and the reported amounts in the Balance Sheet, the Income Statement and the disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The areas requiring the most significant judgement in the preparation of the financial statements are: recognising and classifying unusual or special dividends received as either revenue or capital in nature; and setting the levels of dividends paid and proposed in satisfaction of both the Company's long-term objective and its obligations to adhere to investment trust status rules under Section 1158 of the Corporation Tax Act 2010.

Dividends received which appear to be unusual in size or circumstance are assessed on a case-by-case basis, based on interpretation of the investee companies' relevant statements, to determine their allocation in accordance with the SORP to either the revenue account or capital reserves. Dividends which have clearly arisen out of the investee company's reconstruction or reorganisation are usually considered to be capital in nature and allocated to capital reserves. Investee company dividends which appear to be paid in excess of current year profits will still be considered as revenue in nature unless evidence suggests otherwise.

The estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods.

1 Accounting Policies continued

SEGMENTAL REPORTING

The Board is of the view that the Company is engaged in a single segment of business, of investing in European quoted smaller companies, and that therefore the Company has only a single operating segment.

PRESENTATION OF STATEMENT OF COMPREHENSIVE INCOME

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

INCOME

Dividends are recognised as income on the date that the related investments are marked ex-dividend.

Dividends receivable on equity shares where no ex-dividend date is quoted are recognised when the Company's right to receive payment is established.

Special dividends are taken to the revenue or capital account depending on their nature. In deciding whether a dividend should be regarded as a capital or revenue receipt, the Board reviews all relevant information as to the reasons for the sources of the dividend on a case-by-case basis.

Where the Company has elected to receive its dividends in the form of additional shares rather than cash, the amount of the cash dividend foregone is recognised as income.

All other income is accounted for on a time apportioned basis.

EXPENSES AND FINANCE COSTS

All expenses and finance costs are accounted for on an accruals basis and are charged against revenue, except where incurred in connection with the maintenance or enhancement of the value of the Company's assets and taking account of the expected long-term returns as follows:

- finance costs payable are allocated 35% to revenue and 65% to capital.
- investment management fee payable are allocated 35% to revenue and 65% to capital.

TAXATION

The tax expense represents the sum of the tax currently payable and movements in deferred tax. Tax payable is based on the taxable profit for the year and withholding tax payable. Taxable profit differs from profit before tax as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the Statement of Comprehensive Income is the 'marginal basis'. Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue return column of the Statement of Comprehensive Income, then no tax relief is transferred to the capital return column.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Investment trusts which have approval under Section 1158 of the Corporation Tax Act 2010 are not liable to taxation on capital gains.

Notes to the Financial Statements continued

1 Accounting Policies continued

INVESTMENTS

The Company's business is investing in financial assets with a view to profiting from their total return in the form of income and capital growth. This portfolio of financial assets is managed and its performance evaluated on a fair value basis in accordance with the documented investment strategy and information is provided internally on that basis to the Company's Board of Directors and other key management personnel.

The investments held by the Company are designated by the Company as 'at fair value through profit or loss'.

All gains and losses are allocated to the capital return within the Statement of Comprehensive Income as 'Gains or losses on investments held at fair value through profit or loss'. Also included within this heading are transaction costs in relation to the purchase or sale of investments. When a sale or purchase is made under a contract, the terms of which require delivery within the timeframe of the relevant market, the investments concerned are recognised or derecognised on the trade date.

All investments are classified upon initial recognition as held at fair value through profit or loss, and are measured at subsequent reporting dates at fair value, which is the bid price or the last traded price depending on the convention of the exchange on which the investment is listed. The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of consideration received and receivable and the cumulative gain or loss that had been accumulated is recognised in profit or loss.

All investments for which a fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy levels set out in note 15.

CASH AND CASH EQUIVALENTS

Cash comprises bank balances and cash held by the Company. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

LOANS

The loans are valued at amortised cost. Costs in relation to arranging the debt finance have been capitalised and are amortised over the term of the finance. Hence, amortised cost is the par value less the amortised cost of issue.

The Euro loan is shown at amortised cost with the exchange difference on the principal amounts to be repaid reflected. Any gains or losses arising from changes in exchange rate between Euro and Sterling is included in the capital reserves and shown in the capital column of the Statement of Comprehensive Income.

RESERVES

Share Premium Account

The following are included in this reserve:

- premium on the issue of shares.
- surplus arising on the sale of Ordinary Shares from treasury.
- costs associated with the issue of equity.

Capital Redemption Reserve

The nominal value of Ordinary Shares bought back for cancellation is added to this reserve. This reserve is non-distributable.

Capital Reserve

The following are included in this reserve:

- gains and losses on the realisation of investments.
- increases and decreases in the valuation of investments held at the year end.
- exchange differences of a capital nature.
- special dividends of a capital nature.
- expenses and finance costs, together with the related taxation effect, charged in accordance with the above policies.
- cost of purchasing Ordinary Shares to be held in treasury or cancelled.
- proceeds from the issue of Ordinary Shares held in treasury equivalent to the weighted average cost of the repurchase.

1 Accounting Policies continued

In addition, the Company's Articles of Association permit it to distribute from the Capital Reserve any surplus arising from the realisation of its investments.

Revenue Reserve

The net profit arising in the revenue column of the Statement of Comprehensive Income is added to this reserve. Dividends paid during the year may be deducted from this reserve.

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised on the Balance Sheet of the Company when the Company becomes a party to the contractual provisions of the instrument. The Company shall offset financial assets and financial liabilities if it has a legally enforceable right to set off the recognised amounts and intends to settle on a net basis. As at 31 March 2023, no financial assets or financial liabilities had been offset (31 March 2022: nil).

FOREIGN CURRENCIES

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Non-monetary items expressed in foreign currencies held at fair value are translated into sterling at rates of exchange ruling at the date the fair value is measured. Transactions in foreign currencies are converted to sterling at the rate ruling at the date of the transaction. Exchange gains and losses are taken to the Statement of Comprehensive Income as a capital or revenue item depending on the nature of the underlying item.

Exchange gains and losses on investments are included within '(Losses)/gains on investments held at fair value' and are taken to the Capital Reserve. Exchange differences on other financial instruments are included in the Statement of Comprehensive Income as 'Exchange losses'.

| Rates of exchange (per Pound Sterling) | 31 March 2023 | 31 March 2022 | Change % |
|----------------------------------------|------------------|------------------|-------------|
| Danish Krone | 8.48 | 8.80 | (3.6%) |
| Euro | 1.14 | 1.18 | (3.4%) |
| Norwegian Krone | 12.95 | 11.52 | 12.4% |
| Swedish Krona | 12.82 | 12.27 | 4.5% |
| Swiss Franc | 1.13 | 1.21 | (6.6%) |

2 Income

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|---------------------------|-----------------------------------|-----------------------------------|
| Investment income | | |
| Overseas dividend income | 4,078 | 3,785 |
| Exchange gains | 23 | 3 |
| Investment income | 4,101 | 3,788 |
| Bank interest | 16 | - |
| Other income | 13 | - |
| Total other income | 29 | - |
| Total Income | 4,130 | 3,788 |

3 Management Expenses

| | Year to 31 March 2023 | | | Year to 31 March 2022 | | |
|---------------------------|-----------------------|------------------|----------------|-----------------------|------------------|----------------|
| | Revenue £'000 | Capital £'000 | Total £'000 | Revenue £'000 | Capital £'000 | Total £'000 |
| Investment management fee | 786 | 1,462 | 2,248 | 1,074 | 1,996 | 3,070 |
| AIFM fee | 18 | 32 | 50 | 18 | 32 | 50 |
| | 804 | 1,494 | 2,298 | 1,092 | 2,028 | 3,120 |

Details of the management fee arrangements during the year are contained within the Directors' Report on page 25 and details of fees owed to the Manager at the balance sheet date are included in note 11.

Notes to the Financial Statements continued

4 Other Expenses

| | Year to 31 March 2023 | | | Year to 31 March 2022 | | |
|---------------------------------------|-----------------------|------------------|----------------|-----------------------|------------------|----------------|
| | Revenue £'000 | Capital £'000 | Total £'000 | Revenue £'000 | Capital £'000 | Total £'000 |
| Directors' fees | 101 | - | 101 | 93 | - | 93 |
| Auditor's remuneration for: | | | | | | |
| - statutory audit | 48 | - | 48 | 45 | - | 45 |
| Secretarial and administration fees | 162 | - | 162 | 150 | - | 150 |
| Legal, professional and advisory fees | 13 | - | 13 | 9 | - | 9 |
| Custody and depositary fees | 102 | - | 102 | 118 | - | 118 |
| Credit facility commitment fee | 35 | - | 35 | 56 | - | 56 |
| Share split costs | - | - | - | - | 38 | 38 |
| Other | 159 | - | 159 | 99 | - | 99 |
| | 620 | - | 620 | 570 | 38 | 608 |

5 Finance Costs

| | Year to 31 March 2023 | | | Year to 31 March 2022 | | |
|-------------------------------------|-----------------------|------------------|----------------|-----------------------|------------------|----------------|
| | Revenue £'000 | Capital £'000 | Total £'000 | Revenue £'000 | Capital £'000 | Total £'000 |
| Interest payable on bank borrowings | 84 | 156 | 240 | 56 | 104 | 160 |

6 Taxation

| | Year to 31 March 2023 | | | Year to 31 March 2022 | | |
|--------------|-----------------------|------------------|----------------|-----------------------|------------------|----------------|
| | Revenue £'000 | Capital £'000 | Total £'000 | Revenue £'000 | Capital £'000 | Total £'000 |
| Overseas tax | 538 | - | 538 | 348 | - | 348 |

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

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

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|-----------------------------------------------------|-----------------------------------|-----------------------------------|
| (Loss)/profit on activities before taxation | (22,640) | 18,442 |
| Corporation tax at standard rate of 19% (2022: 19%) | (4,302) | 3,504 |
| Effects of: | | |
| Non taxable gains on investment | 4,383 | (3,573) |
| Movement in unutilised expenses | 600 | 739 |
| Non-taxable overseas income | (781) | (720) |
| Bank interest | (3) | - |
| Exchange (gains)/losses | 103 | 50 |
| Overseas tax | 538 | 348 |
| Total tax charge for the year | 538 | 348 |

As at 31 March 2023, the Company had unutilised management expenses for taxation purposes of £30,957,000 (2022: £29,847,000). A deferred tax asset of £7,739,000 (2022: £5,671,000) has not been recognised on the unutilised expenses as it is unlikely that there will be suitable taxable profits from which the future reversal of the deferred tax could be deducted.

7 Dividends

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|-----------------------------------------------------------------------|-----------------------------------|-----------------------------------|
| Final dividend for the year ended 31 March 2021 of 0.725p per share | – | 1,276 |
| Interim dividend for the year ended 31 March 2022 of 0.200p per share | – | 361 |
| Final dividend for the year ended 31 March 2022 of 0.725p per share | 1,373 | – |
| Interim dividend for the year ended 31 March 2023 of 0.200p per share | 379 | – |
| | 1,752 | 1,637 |

Amounts relating to the year but not paid at the year end:

| | | |
|---------------------------------------------------------------------|--------------|-------|
| Final dividend for the year ended 31 March 2022 of 0.725p per share | – | 1,373 |
| Final dividend for the year ended 31 March 2023 of 0.770p per share | 1,459 | – |
| | 1,459 | 1,373 |

The Directors have proposed a final dividend in respect of the year ended 31 March 2023 of 0.770p per share, payable on 15 September 2023 to all shareholders on the register on 18 August 2023. The final dividend is subject to approval by shareholders at the Annual General Meeting.

The attributable revenue and the dividends paid and proposed for the purposes of the income retention test for section 1159 of the Income and Corporation Tax Act 2010, are set out below:

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|
| Revenue attributable to equity shareholders | 2,084 | 1,722 |
| Interim dividend for the year ended 31 March 2022 of 0.200p per share | – | (361) |
| Proposed final dividend for the year ended 31 March 2022 of 0.725p per share | – | (1,373) |
| Interim dividend for the year ended 31 March 2023 of 0.200p per share | (379) | – |
| Proposed final dividend for the year ended 31 March 2023 of 0.770p per share | (1,459) | – |
| Net movement in revenue | 246 | (12) |

8 Return per Share

| | Year to 31 March 2023 | | | Year to 31 March 2022 | | |
|-------|-----------------------|-----------------|-----------------|-----------------------|---------|--------|
| | Revenue | Capital | Total | Revenue | Capital | Total |
| Basic | 1.10p | (13.34p) | (12.24p) | 0.96p | 9.09p | 10.05p |

Basic total return per Ordinary Share is based on the total comprehensive loss for the financial year of £23,178,000 (2022: gain £18,094,000) and on 189,427,600 (2022: 180,046,654) Ordinary Shares, being the weighted average number of Ordinary Shares in issue during the year.

Basic revenue return per Ordinary Share is based on the net revenue return on ordinary activities after taxation of £2,084,000 (2022: £1,722,000), and on 189,427,600 (2022: 180,046,654) Ordinary Shares, being the weighted average number of Ordinary Shares in issue during the year.

Basic capital return per Ordinary Share is based on the net capital loss for the financial year of £25,262,000 (2022: gain £16,372,000), and on 189,427,600 (2022: 180,046,654) Ordinary Shares, being the weighted average number of Ordinary Shares in issue during the year.

Notes to the Financial Statements continued

9 Investments held at Fair Value Through Profit and Loss

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|------------------------|-----------------------------------|-----------------------------------|
| Opening cost | 196,337 | 145,479 |
| Holding gains | 143,451 | 137,096 |
| Opening fair value | 339,788 | 282,575 |
| Purchases at cost | 32,076 | 75,867 |
| Sales – proceeds | (38,486) | (37,460) |
| – gains on sales | 3,869 | 12,451 |
| Holding (losses)/gains | (26,939) | 6,355 |
| Closing fair value | 310,308 | 339,788 |
| | | |
| Closing cost | 193,796 | 196,337 |
| Holding gains | 116,512 | 143,451 |
| Closing valuation | 310,308 | 339,788 |

Net gains on the realisation of investments during the year represents the difference between the net proceeds of sale and the book cost of investments sold.

TRANSACTION COSTS

The Company incurred transaction costs on the purchase of investments of £24,000 and sale of investments of £24,000 (2022: £66,000 on purchases and £25,000 on sales).

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|--------------------------------------|-----------------------------------|-----------------------------------|
| Gains on sales | 3,869 | 12,451 |
| (Decrease)/increase in holding gains | (26,939) | 6,355 |
| (Losses)/gains on investments | (23,070) | 18,806 |

10 Current Assets

TRADE AND OTHER RECEIVABLES

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|--------------------------------|-----------------------------------|-----------------------------------|
| Due from brokers | – | 109 |
| Prepayments and accrued income | 345 | 235 |
| Overseas tax recoverable | 535 | 623 |
| | 880 | 967 |

The carrying value of the balances above approximates to fair value. There are no amounts which are past due at the year end (2022: £nil).

CASH AND CASH EQUIVALENTS

These comprise bank balances and cash held by the Company. The carrying amount of these assets approximates to their fair value.

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|--------------------------|-----------------------------------|-----------------------------------|
| Cash at bank and on hand | 3,225 | 1,821 |

11 Current Liabilities

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|------------------------------------|-----------------------------------|-----------------------------------|
| Trade and other payables: | | |
| Investment management and AIFM fee | 407 | 471 |
| Due to broker | 739 | 187 |
| Other creditors | 114 | 129 |
| | 1,260 | 787 |
| <hr/> | | |
| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
| Revolving credit facility: | | |
| Revolving credit facility | 4,391 | 8,450 |

The Company has a €15 million five year secured revolving credit facility with ING Bank N.V., London branch ("ING") which will mature on 13 September 2023. Drawdowns from the facility are charged at margin over the relevant EUROBOR rate. As at 31 March 2023, €5 million (£4,391,000) of the facility was drawn (2022: €10 million (£8,450,000)), at a rate of 3.61%, with €10 million available to be drawn (31 March 2022: €5 million).

Once drawn, the facility will be measured at amortised cost and revalued for exchange rate movements. Any gain or loss arising from changes in exchange rates is included in the capital reserve and shown in the capital column of the Statement of Comprehensive Income. Interest costs are charged to capital and revenue in accordance with the Company's accounting policies.

The carrying value of the balances above approximates to fair value.

12 Interest-Bearing Bank Loans

| | Year to 31 March 2023 £'000 | Year to 31 March 2022 £'000 |
|-------------------------------------|-----------------------------------|-----------------------------------|
| Opening balance | 8,434 | 8,495 |
| Amortisation of set-up costs | 10 | 10 |
| Non-cash foreign currency movements | 343 | (71) |
| Closing balance | 8,787 | 8,434 |

The Company has a €10 million five year secured loan with ING at a fixed rate of 1.33% per annum. This loan will mature on 13 September 2023.

The Company also has a €15 million five year secured revolving credit facility with ING which will also mature on 23 September 2023.

Under the bank covenants relating to the loans, the Company is to ensure that at all times the total borrowings of the Company do not exceed 40% of the Adjusted Net Asset Value (as defined in the loan agreements) and that the Adjusted Net Asset Value does not fall below £45 million (2022: £45 million). The Company met all covenant conditions during the year.

The carrying value of the balances above approximates to fair value.

Notes to the Financial Statements continued

13 Called-up Share Capital

| | Listed | | Held in Treasury | | In Issue | |
|-----------------------------------------|--------------------|--------------|------------------|----------|--------------------|--------------|
| | Number | £'000 | Number | £'000 | Number | £'000 |
| Allotted, issued and fully paid: | | | | | | |
| Ordinary Shares of 5p (2022: 5p) each | | | | | | |
| Balance at 1 April 2022 | 189,427,600 | 9,471 | – | – | 189,427,600 | 9,471 |
| Balance at 31 March 2023 | 189,427,600 | 9,471 | – | – | 189,427,600 | 9,471 |

CAPITAL MANAGEMENT

The Company's capital is represented by the issued Share Capital, Share Premium Account, Capital Redemption Reserve, Capital Reserve, Revenue Reserve and external debt financing. As at the year end this balance stood at 313,153,000 (2022: 341,789,000). Details of the movement through each reserve are shown in the Statement of Changes in Equity. The Company is not subject to any externally imposed capital requirements other than those associated with the loan finance.

The Company's capital is managed in accordance with its investment policy, in pursuit of its investment objective, both of which are detailed in the Business Model and Strategy. The Company's capital structure is also explained in the Directors' Report on pages 25 and 26.

14 Net Asset Value per Ordinary Share

| | Net asset value per share As at 31 March | | Net asset value As at 31 March | |
|------------------------------------|---------------------------------------------|-----------|-----------------------------------|---------------|
| | 2023 p | 2022 p | 2023 £'000 | 2022 £'000 |
| Net asset value per Ordinary Share | 158.4 | 171.5 | 299,975 | 324,905 |

The net asset value per share is based on net assets at the year end and on 189,427,600 (2022: 189,427,600) Ordinary Shares, being the number of Ordinary Shares in issue at the year end, excluding those shares bought back and held in treasury.

15 Financial Instruments

The Company's financial instruments comprise its investment portfolio, cash balances, bank loans, and debtors and creditors that arise directly from its operations. As an investment trust the Company holds a portfolio of financial assets in pursuit of its investment objective. The Company makes use of borrowings, as detailed in notes 11 and 12 and the Chairman's Statement, to achieve improved performance in rising markets.

The Company's principal risks are described in the Business Model and Strategy on pages 12 to 18.

Financial risks arising from the Company's financial instruments are:

- (i) market price risk, being the risk that the value of investment holdings will fluctuate as a result of changes in market prices caused by factors other than interest rate or currency rate movements;
- (ii) interest rate risk, being the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates;
- (iii) foreign currency risk, being the risk that the value of investment holdings, investment purchases, investment sales, bank loans and accrued income will fluctuate because of movements in currency rates;
- (iv) credit risk, being the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company; and
- (v) liquidity risk, being the risk that the Company may not be able to liquidate quickly its investments to meet obligations associated with its financial liabilities.

15 Financial Instruments continued

FAIR VALUE HIERARCHY

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant assets as follows:

- **Level 1** – valued using quoted prices unadjusted in active markets for identical assets or liabilities.
- **Level 2** – valued by reference to valuation techniques using observable inputs for the asset or liability other than quoted prices included within Level 1.
- **Level 3** – valued by reference to valuation techniques using inputs that are not based on observable market data for the asset or liability.

The tables below set out fair value measurements of financial instruments as at the year end, by the level in the fair value hierarchy into which the fair value measurement is categorised.

The Company held the following categories of financial instruments all of which are included fair value or amortised cost with is an approximation of fair value as at 31 March 2023:

| | Level 1 £'000 | Level 2 £'000 | Level 3 £'000 | 2023 Total £'000 | Level 1 £'000 | Level 2 £'000 | Level 3 £'000 | 2022 Total £'000 |
|------------------------------|------------------|------------------|------------------|------------------------|------------------|------------------|------------------|------------------------|
| Financial instruments | | | | | | | | |
| Investments | 310,308 | - | - | 310,308 | 339,788 | - | - | 339,788 |
| Interest-bearing bank loan | - | (8,787) | - | (8,787) | - | (8,434) | - | (8,434) |
| Revolving credit facility | - | (4,391) | - | (4,391) | - | (8,450) | - | (8,450) |

There were no transfers between levels in the fair value hierarchy in the year ended 31 March 2023 (2022: none).

Cash balances of £3,225,000 (2022: £1,821,000), debtors of £345,000 (2022: £344,000) and creditors of £1,260,000 (2022: £787,000) are considered financial instruments.

16 Market Price Risk

Market price risk (i.e. changes in market prices other than those arising from currency risk or interest rate risk) may affect the value of investments.

The Board manages the risks inherent in the investment portfolio by ensuring full and timely reporting of relevant information from the Manager. Investment performance and exposure are reviewed at each Board meeting.

The maximum exposure to market price risk is the fair value of investments of £310,308,000 (2022: £339,788,000).

If the investment portfolio valuation fell by 10% from the amount detailed in the financial statements as at 31 March 2023, it would have the effect, with all other variables held constant, of reducing the net capital return before taxation by £31,031,000 (2022: £33,979,000). An increase of 10% in the investment portfolio valuation would have an equal and opposite effect on the net capital return before taxation. The analysis is based on closing balances only and is not representative of the year as a whole.

Notes to the Financial Statements continued

17 Interest Rate Risk

FIXED RATE

The Company has a €10 million fully drawn fixed rate term loan with ING, with a Sterling equivalent of £8.8 million as at 31 March 2023, at a rate of interest of 1.33% per annum. An interest rate sensitivity analysis has not been performed as the Company has borrowed at a fixed rate of interest.

FLOATING RATE

The Company has a €15 million revolving credit facility term with ING of which €5 million is drawn, with a Sterling equivalent of £4.4 million as at 31 March 2023, at a rate of interest of 3.61% per annum.

When the Company retains cash balances, the cash is primarily held in accounts at the custodian. Interest received or paid on cash balances and bank overdrafts is at market rates and is monitored and reviewed by the Investment Manager and the Board. As at 31 March 2023, the cash position of the Company was £3.2 million (2022: £1.8 million).

If interest rates had increased by 1.0%, the impact on the profit or loss and the net asset value would have been negative £11,000 (2022: negative £67,000). If interest rates had decreased by 1.0%, the impact on the profit or loss and the net asset value would have been positive £11,000 (2022: positive £67,000). The calculations are based on the floating rate balances as at the respective balance sheet dates.

18 Foreign Currency Risk

The Company invests in overseas securities and holds foreign currency cash balances and foreign currency borrowings which give rise to currency risks. It is not the Company's policy to hedge this risk.

Foreign currency exposure:

| As at 31 March 2023 | Investments £'000 | Trade and other receivables £'000 | Cash £'000 | Trade and other payables £'000 | Revolving credit facility* £'000 | Interest- bearing bank loan* £'000 | Net exposure £'000 |
|---------------------|----------------------|--------------------------------------------|---------------|-----------------------------------------|-------------------------------------------|---------------------------------------------|--------------------------|
| Danish Krone | 14,285 | 59 | - | - | - | - | 14,344 |
| Euro | 160,976 | 224 | 2,884 | - | (4,391) | (8,787) | 150,906 |
| Norwegian Krone | 22,139 | 27 | - | - | - | - | 22,166 |
| Swedish Krona | 74,986 | 131 | - | - | - | - | 75,117 |
| Swiss Franc | 37,922 | 285 | 90 | 739 | - | - | 39,036 |
| Total | 310,308 | 726 | 2,974 | 739 | (4,391) | (8,787) | 301,569 |
| As at 31 March 2022 | Investments £'000 | Trade and other receivables £'000 | Cash £'000 | Trade and other payables £'000 | Revolving credit facility* £'000 | Interest- bearing bank loan* £'000 | Net exposure £'000 |
| Danish Krone | 16,452 | 115 | - | - | - | - | 16,567 |
| Euro | 161,658 | 339 | 1,462 | (186) | (8,450) | (8,434) | 146,389 |
| Norwegian Krone | 23,183 | 60 | - | - | - | - | 23,243 |
| Swedish Krona | 104,584 | 34 | - | - | - | - | 104,618 |
| Swiss Franc | 33,911 | 318 | - | - | - | - | 34,229 |
| Total | 339,788 | 866 | 1,462 | (186) | (8,450) | (8,434) | 325,046 |

* Par value excluding amortised Costs

If the value of Sterling had weakened by 5% (2022: 5%) against each of the currencies in the portfolio, the impact on the profit or loss and the net asset value would have been positive £15,870,000 (2022: positive £17,108,000). If the value of Sterling had strengthened by 5% (2022: 5%) against each of the currencies in the portfolio, the impact on the profit or loss and the net asset value would have been negative £14,358,000 (2022: negative £15,478,000). These calculations are based on the foreign currency exposure balances as at the respective balance sheet dates.

19 Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company has in place a monitoring procedure in respect of counterparty risk which is reviewed on an ongoing basis. The carrying amounts of financial assets best represent the maximum credit risk exposure at the balance sheet date.

The Company had the following categories of financial assets exposed to credit risk as at 31 March:

| | 2023 £'000 | 2022 £'000 |
|-------------------------------------|---------------|---------------|
| Cash and cash equivalents | 3,225 | 1,821 |
| Due from brokers and accrued income | 192 | 243 |
| | 3,417 | 2,064 |

Credit risk arising on transactions with brokers relates to transactions awaiting settlement. Risk relating to unsettled transactions is considered to be small due to the short settlement period involved and the financial stability and credit quality of the brokers used, which are monitored on an ongoing basis by the Manager. The Manager also monitors the quality of service provided by the brokers used to further mitigate this risk.

There were no significant concentrations of credit risk to counterparties at 31 March 2023 or 31 March 2022. No individual investment exceeded 5.0% of the investment portfolio at 31 March 2023 (2022: 5.8%).

A significant majority of the assets of the Company, including those that are traded on a recognised exchange, are held in segregated accounts on behalf of the Company by The Bank of New York Mellon SA/NV (London Branch), the Company's custodian. Bankruptcy or insolvency of this or other custodians may cause the Company's rights with respect to securities held by the custodians to be delayed. The Board monitors the Company's risk by reviewing the custodian's internal control reports.

20 Liquidity Risk

The Company does not hold unlisted securities (2022: £nil). The Company's listed securities are considered to be readily realisable.

However, as with all smaller company investment trusts, there are times when the liquidity of the underlying portfolio is poor, such as when smaller companies are out of favour or during periods of adverse economic conditions. The Manager focuses on smaller companies where the opportunities may be more attractive but this can decrease overall underlying liquidity. This may result in the Manager being unable to buy or sell individual holdings within the portfolio. The Manager constantly reviews the underlying liquidity of the portfolio and deals with a wide range of brokers to enhance its ability to execute transactions and minimise liquidity risk. The Company's overall exposure to liquidity risks is monitored on a regular basis by the Board.

Liquidity risk is mitigated as the Company maintains sufficient cash to pay accounts payable and accrued expenses. As at 31 March 2023, the cash position of the Company was £3.2 million (2022: £1.8 million) and the Company has undrawn bank facilities of £8.8 million (2022: £4.2 million).

Notes to the Financial Statements continued

20 Liquidity Risk continued

CONTRACTUAL MATURITY ANALYSIS FOR FINANCIAL LIABILITIES

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

| | Within one month £'000 | Between one and three months £'000 | Between three and twelve months £'000 | Between one and five years £'000 | Total £'000 |
|----------------------------|------------------------------|---------------------------------------------|------------------------------------------------|----------------------------------------|----------------|
| As at 31 March 2023 | | | | | |
| Liabilities: | | | | | |
| Other creditors | 1,163 | 97 | - | - | 1,260 |
| Revolving credit facility | 4,405 | - | - | - | 4,405 |
| Loan and loan interest | - | - | 8,847 | - | 8,847 |
| Total liabilities | 5,568 | 97 | 8,847 | - | 14,512 |
| As at 31 March 2022 | | | | | |
| Liabilities: | | | | | |
| Other creditors | 700 | 76 | 11 | - | 787 |
| Revolving credit facility | 8,450 | - | - | - | 8,450 |
| Loan and loan interest | - | - | 114 | 8,507 | 8,621 |
| Total liabilities | 9,150 | 76 | 125 | 8,507 | 17,858 |

21 Related Parties and Transactions with the Manager

The following are considered related parties: the Board of Directors. The Directors of the Company received fees for their services and dividends from their shareholdings in the Company. Further details are provided in the Directors' Remuneration Report on pages 35 to 37.

Transactions between the Company and the Manager are detailed in note 3 on management fees and note 11 on fees owed to the Manager at the balance sheet date. The existence of an independent Board of Directors demonstrates that the Company is free to pursue its own financial and operating policies and therefore, under the AIC SORP, the Manager is not considered to be a related party.

22 Securities financing transactions ("SFT")

The Company has not, in the year to 31 March 2023 (2022: same), participated in any: repurchase transactions; securities lending or borrowing; buy-sell back transactions; margin lending transactions; or total return swap transactions (collectively called SFT). As such, it has no disclosure to make in satisfaction of the UK regulations on transparency of SFT, that were adopted into UK law through the EU withdrawal legislation.

23 Post Balance Sheet Events

Subsequent to the year end, the NAV and share price are broadly unchanged as at 22 June 2023.

AIFMD Disclosures (Unaudited)

Alternative Investment Fund Managers ('AIFM') Directive ('AIFMD')

In accordance with the AIFMD, information in relation to the Company's leverage (as defined on page 69) and the remuneration of the Company's AIFM, Montanaro Asset Management Limited, is required to be made available to investors. Detailed regulatory disclosures including those on the AIFM's remuneration policy are available on the Company's website or from Montanaro Asset Management Limited on request. The Company's maximum and actual leverage levels at 31 March 2023 are shown below:

Leverage exposure

| | Gross method | Commitment method |
|---------------|--------------|-------------------|
| Maximum limit | 200% | 200% |
| Actual | 103.44% | 104.52% |

For the purposes of the AIFMD, leverage is any method which increases the Company's exposure, including the borrowing of cash and the use of derivatives. It is expressed as a percentage of Company's exposure to its net asset value and is calculated on both a gross and commitment method.

Under the gross method, exposure represents the sum of the Company's positions after deduction of cash and cash equivalents, without taking account of any hedging or netting arrangements. Under the commitment method, exposure is calculated without the deduction of cash and cash equivalents and after certain hedging and netting positions are offset against each other.

The leverage limits are set by the AIFM and approved by the Board. The AIFM is also required to comply with the gearing parameters set by the Board in relation to borrowings. Detailed regulatory disclosures to investors in accordance with the AIFMD are contained on the AIFM's website.

Shareholder Information

Annual General Meeting

The Annual General Meeting of Montanaro European Smaller Companies Trust plc will be held on Thursday, 7 September 2023 at 11.00am at 53 Threadneedle Street, London EC2R 8AR. Further details can be found on page 70.

Key Dates

| | |
|-------------------|--------------------------------------|
| 31 March 2023 | Company year end |
| 7 September 2023 | Annual General Meeting |
| 15 September 2023 | Payment of final dividend |
| November 2023 | Interim results announced |
| January 2024 | Payment of expected interim dividend |

Dividends

Shareholders who wish to have dividends paid directly into a bank account rather than by cheque to their registered address can complete a Mandate Form for this purpose. Mandates can be obtained from Equiniti Limited on request at the address shown on page 78.

Change of Address

Communications with shareholders are mailed to the address shown on the share register. In the event of a change of address or other amendment this should be notified to Equiniti Limited under the signature of the registered holder.

Frequency of NAV Publication

The Company's NAV is released to the London Stock Exchange on a daily basis.

Non-Mainstream Pooled Investment ("NMPI") Status

The Company currently conducts its affairs so that the shares it issues can be recommended by financial advisers to retail investors in accordance with the FCA's rules in relation to non-mainstream investment products. It is intended to continue to do so for the foreseeable future. The Company's securities are excluded from the FCA's restrictions which apply to non-mainstream investment products because they are securities in a UK listed investment trust.

ISA Status

The Company's shares are fully eligible for inclusion in ISAs.

AIC

The Company is a member of the Association of Investment Companies ('AIC').

Data protection

The Company is committed to protecting and respecting the confidentiality, integrity and security of the personal data it holds. For information on the processing of personal data, please see the privacy policy on the website at www.montanaro.co.uk.

Warning to Shareholders – Beware of Share Fraud

Fraudsters use persuasive and high-pressure tactics to lure investors into scams. They may offer to sell shares that turn out to be worthless or non-existent, or to buy shares at an inflated price in return for an upfront payment.

If you receive unsolicited investment advice or requests:

- Check the Financial Services Register at **www.fca.org.uk** to see if the person or firm contacting you is authorised by the Financial Conduct Authority ('FCA').
- Call the FCA on **0800 111 6768** if the firm does not have contact details on the Register or you are told they are out of date.
- Search the list of unauthorised firms to avoid at **www.fca.org.uk/scams**.
- Consider that if you buy or sell shares from an unauthorised firm you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme.
- Think about getting independent financial and professional advice.

If you are approached by fraudsters please tell the FCA by using the share fraud reporting form at **www.fca.org.uk/scams** where you can find out more about investment scams. You can also call the FCA Consumer Helpline on **0800 111 6768**.

If you have already paid money to share fraudsters you should contact Action Fraud on **0300 123 2040**.

Alternative Performance Measures (“APMs”)

The Company uses the following APMs:

Premium/(discount)

If the share price of an Investment Trust is less than its Net Asset Value per share, the shares are trading at a discount. If the share price is greater than the Net Asset Value per share, the shares are trading at a premium.

As at 31 March 2023, the Net Asset Value per share was 158.4p (2022: 171.5p) and the share price was 137.6p (2022: 168.0p). The discount is therefore calculated at 13.1% (2022: discount 2.0%).

Net Gearing Employed

Unlike open-ended investment companies, Investment Trusts have the ability to borrow to invest. This term is used to describe the level of borrowings that an Investment Trust has undertaken, and is stated as a percentage of shareholders' funds. The higher the level of borrowings, the higher the gearing ratio.

Net gearing is calculated as total debt, net of cash and cash equivalents, as a percentage of the total shareholders' funds.

As at 31 March 2023, interest bearing bank loans and revolving credit facility were £13,178,000, (2022: £16,884,000) cash and cash equivalents were £3,225,000 (2022: £1,821,000) and net assets were £299,975,000 (2022: £324,905,000). As at 31 March 2023, Gearing is therefore equal to 3.3% (2022: 4.6%).

Ongoing Charges (expressed as a percentage)

All operating costs expected to be incurred in future and that are payable by the Company expressed as a proportion of the average Net Assets of the Company over the reporting year. The costs of buying and selling investments are excluded, as are interest costs, taxation, non-recurring costs and the costs of buying back or issuing Ordinary Shares.

Ongoing charges calculation

| | For the year ended 31 March 2023 £'000 | For the year ended 31 March 2022 £'000 |
|--------------------------------|-------------------------------------------------|-------------------------------------------------|
| Total expenditure | 2,917 | 3,728 |
| Less non-recurring costs | – | (38) |
| Total (a) | 2,917 | 3,690 |
| Average monthly net assets (b) | 279,739 | 338,926 |
| Ongoing charges (c = a/b) (c) | 1.0% | 1.1% |

Capital Return – NAV and Share Price Returns

Capital returns measure the effect of any rise or fall in the share price or NAV, excluding any dividends paid. As at 31 March 2023, the 1 year NAV Capital Return was (7.6%) (2022: 7.9%), and the 1 year Ordinary share price Capital Return was (18.1%) (2022: 4.3%).

NAV Capital Return calculation as at 31 March 2023

| | | |
|-----------------------------------|---------------|------------------|
| NAV per share as at 31 March 2023 | 158.40p | (a) |
| NAV per share as at 31 March 2022 | 171.50p | (b) |
| NAV Capital Return | (7.6%) | ((a-b)/b) |

NAV Capital Return calculation as at 31 March 2022

| | | |
|-----------------------------------|-------------|------------------|
| NAV per share as at 31 March 2022 | 171.50p | (a) |
| NAV per share as at 31 March 2021 | 158.90p | (b) |
| NAV Capital Return | 7.9% | ((a-b)/b) |

Share Price Capital Return calculation as at 31 March 2023

| | | |
|-----------------------------------|----------------|------------------|
| Share Price as at 31 March 2023 | 137.60p | (a) |
| Share Price as at 31 March 2022 | 168.00p | (b) |
| Share Price Capital Return | (18.1%) | ((a-b)/b) |

Share Price Capital Return calculation as at 31 March 2022

| | | |
|-----------------------------------|-------------|------------------|
| Share Price as at 31 March 2022 | 168.00 | (a) |
| Share Price as at 31 March 2021* | 161.00 | (b) |
| Share Price Capital Return | 4.3% | ((a-b)/b) |

Total Return – NAV and Share Price Returns

Total returns measure the effect of any rise or fall in the share price or NAV, plus dividends paid which are reinvested at the prevailing NAV or share price on the ex-dividend date. As at 31 March 2023, the 1 year NAV Total Return was (7.1%) (2022: 8.4%), and the 1 year Ordinary share price Total Return was (17.6%) (2022: 4.8%).

* Restated to reflect the subsequent 10 for 1 share split.

NAV Total Return calculation as at 31 March 2023

| | | |
|-----------------------------------|--------------|------------------|
| NAV per share as at 31 March 2023 | 158.40p | (c) |
| NAV per share as at 31 March 2022 | 171.50p | (d) |
| Dividend adjustment factor (+1) | 1.0059 | (a) |
| Pre-Dividend Reinvestment Factor | 0.9236 | (b)(b=c/d) |
| NAV Total Return | (7.1) | ((a*b)-1) |

(a) Dividend Adjustment Factor

| Dividend | PPS | Dividend XD date | NAV at Dividend XD date | NAV Multiplier |
|------------------|-------|------------------|-------------------------|----------------|
| Interim dividend | 0.200 | 1 Dec 22 | 148.30p | 0.0013 |
| Final dividend | 0.725 | 11 Aug 22 | 156.32p | 0.0046 |
| | | | | 0.0059 |

NAV Total Return calculation as at 31 March 2022

| | | |
|------------------------------------|------------|------------------|
| NAV per share as at 31 March 2022 | 171.50p | (c) |
| NAV per share as at 31 March 2021* | 158.90p | (d) |
| Dividend adjustment factor (+1) | 1.0047 | (a) |
| Pre-Dividend Reinvestment Factor | 1.0793 | (b)(b=c/d) |
| NAV Total Return | 8.4 | ((a*b)-1) |

(a) Dividend Adjustment Factor

| Dividend | PPS | Dividend XD date | NAV at Dividend XD date | NAV Multiplier |
|------------------|--------|------------------|-------------------------|----------------|
| Interim dividend | 0.200 | 3 Dec 21 | 205.00p | 0.0010 |
| Final dividend | 0.725* | 12 Aug 21 | 196.90p* | 0.0037 |
| | | | | 0.0047 |

Share price Total Return calculation as at 31 March 2023

| | | |
|----------------------------------|---------------|------------------|
| Share price as at 31 March 2023 | 137.60p | (c) |
| Share price as at 31 March 2022 | 168.00p | (d) |
| Dividend adjustment factor (+1) | 1.0067 | (a) |
| Pre-Dividend Reinvestment Factor | 0.8190 | (b)(b=c/d) |
| Share price Total Return | (17.6) | ((a*b)-1) |

(a) Dividend Adjustment Factor

| Dividend | PPS | Dividend XD date | Share price at Dividend XD date | Share price Multiplier |
|------------------|-------|------------------|---------------------------------|------------------------|
| Interim dividend | 0.200 | 1.Dec.22 | 135.30p | 0.0015 |
| Final dividend | 0.725 | 11.Aug.22 | 139.60p | 0.0052 |
| | | | | 0.0067 |

Share price Total Return calculation as at 31 March 2022

| | | |
|----------------------------------|------------|------------------|
| Share price as at 31 March 2022 | 168.00p | (c) |
| Share price as at 31 March 2021* | 161.00p | (d) |
| Dividend adjustment factor (+1) | 1.0046 | (a) |
| Pre-Dividend Reinvestment Factor | 1.0434 | (b)(b=c/d) |
| Share price Total Return | 4.8 | ((a*b)-1) |

(a) Dividend Adjustment Factor

| Dividend | PPS | Dividend XD date | Share price at Dividend XD date | Share price Multiplier |
|------------------|--------|------------------|---------------------------------|------------------------|
| Interim dividend | 0.200 | 3.Dec.21 | 208.50p | 0.0010 |
| Final dividend | 0.725* | 12.Aug.21 | 201.00p* | 0.0036 |
| | | | | 0.0046 |

* Restated to reflect the subsequent 10 for 1 share split.

Glossary of Terms

AIFMD

Alternative Investment Fund Managers Directive. Issued by the European Parliament in 2012 and 2013, the Directive requires that all investment vehicles in the European Union, including Investment Trusts, must, with effect from 22 July 2014, appoint a Depositary and an Alternative Investment Fund Manager (AIFM). The Board of Directors of an Investment Trust, nevertheless, remains fully responsible for all aspects of the Company's strategy, operations and compliance with regulations.

Association of Investment Companies ('AIC')

The Association of Investment Companies is the trade body for Closed-end Investment Companies (www.theaic.co.uk).

Benchmark

This is a measure against which an Investment Trust's performance is compared. The benchmark of the Company is the MSCI Europe ex-UK SmallCap Index (capital return in Sterling terms). The index averages the performance of a defined selection of companies listed in European smaller company stock markets and gives an indication of how those markets have performed in any period.

Closed-end Investment Company

A company, including an Investment Trust, with a fixed issued ordinary share capital which is traded on an exchange at a price not necessarily related to the Net Asset Value of the company and where shares can only be issued or bought back by the company in certain circumstances. This contrasts with an open-ended investment company, which has units not traded on an exchange but issued or bought back from investors at a price directly related to the Net Asset Value.

Custodian

A specialised financial institution responsible for safeguarding, worldwide, the listed securities and certain cash assets of the Company, as well as the income arising therefrom, through provision of custodial, settlement and associated services. The Company's Custodian is The Bank of New York Mellon SA/NV (London Branch).

Depositary

Under AIFMD rules applying from 22 July 2014, the Company must appoint a Depositary, whose duties in respect of investments, cash and similar assets include: safekeeping; verification of ownership and valuation; and cash monitoring. The Depositary has strict liability for loss of any investments or other assets where it has safekeeping duties. The Depositary's oversight duties include, but are not limited to, oversight of share buybacks, dividend payments and adherence to investment limits. The Company's Depositary is The Bank of New York Mellon (International) Limited.

Dividend

The income from an investment. Some Investment Trusts pay dividends on a quarterly or monthly basis. Montanaro European Smaller Companies Trust plc currently pays dividends twice a year.

Gearing

Gearing is calculated as total liabilities less current assets divided by net assets.

International Accounting Standards

International Accounting Standards in conformity with the requirements of the Companies act 2006.

Investment Manager

The Company's investment manager is Montanaro Asset Management Limited. The responsibilities and remuneration of the Manager are set out in the Business Model and Strategy on page 12 and in the Directors' Report on page 25.

Investment Trust

A Closed-end Investment Company which satisfies the requirements of Section 1158 of the Corporation Tax Act 2010. Companies which meet these criteria are exempt from having to pay tax on the capital gains they realise from sales of the investments within their portfolios.

Leverage

As defined under the AIFMD rules, Leverage is any method by which the exposure of an AIF is increased through borrowing of cash or securities or leverage embedded in derivative positions. Leverage is broadly equivalent to Gearing, but is expressed as a ratio between the assets (excluding borrowings) and the net assets (after taking account of borrowings). Under the gross method, exposure represents the sum of the Company's positions after deduction of cash and cash equivalents, without taking account of any hedging or netting arrangements. Under the commitment method, exposure is calculated without the deduction of cash and cash equivalents and after certain hedging and netting positions are offset against each other.

Marked to Market

Accounting for the fair value of an asset or liability that can change over time and reflects its current market value rather than its book cost.

Market Capitalisation

The stock market value of a company as determined by multiplying the number of shares in issue, excluding those shares held in treasury, by the market price of the shares.

Net Assets (or Shareholders' Funds)

This is calculated as the value of the investments and other assets of an Investment Trust, plus cash and debtors, less borrowings and any other creditors. It represents the underlying value of an Investment Trust at a point in time.

Net Asset Value ('NAV') per Ordinary Share

This is calculated as the net assets of an Investment Trust divided by the number of Ordinary Shares in issue, excluding those shares held in treasury.

Ordinary Shares

The main type of equity capital issued by conventional Investment Trusts. Shareholders are entitled to their share of both income, in the form of dividends paid by the Investment Trust, and any capital growth. Montanaro European Smaller Companies Trust plc has only Ordinary Shares in issue.

Portfolio Turnover

Calculated using total sales proceeds as a percentage of the average monthly net assets during the year.

Share Price

The value of a share at a point in time as quoted on a stock exchange. The shares of Montanaro European Smaller Companies Trust plc are quoted on the Main Market of the London Stock Exchange.

SORP

Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" issued by the AIC.

Total Assets

This is calculated as the value of the investments and other assets of an Investment Trust, plus cash and debtors.

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about any aspect of the proposals referred to in this document or about the action which you should take, you should seek your own advice immediately from a stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

Notice is hereby given that the Annual General Meeting of Montanaro European Smaller Companies Trust plc (the 'Company') will be held at Montanaro Asset Management, 53 Threadneedle Street, London, EC2R 8AR, on Thursday 7 September 2023 at 11.00am for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 10 will be proposed as ordinary resolutions and resolutions 11 and 12 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

RESOLUTION 1 – ANNUAL REPORT AND ACCOUNTS

That the Annual Report and Accounts of the Company for the year ended 31 March 2023 be received.

RESOLUTION 2 – DIRECTORS' REMUNERATION POLICY

That the Directors' Remuneration Policy be approved.

RESOLUTION 3 – ANNUAL REPORT ON DIRECTORS' REMUNERATION

That the Annual Report on Directors' Remuneration for the year ended 31 March 2023 be approved.

RESOLUTION 4 – FINAL DIVIDEND

That a final dividend of 0.770p per Ordinary Share be declared.

RESOLUTION 5 – RE-ELECTION OF DIRECTOR

That Mr R M Curling, who retires annually, be re-elected as a Director.

RESOLUTION 6 – RE-ELECTION OF DIRECTOR

That Ms C A Roxburgh, who retires annually, be re-elected as a Director.

RESOLUTION 7 – ELECTION OF DIRECTOR

That Mr G Neilly, who retires annually, be re-elected as a Director.

RESOLUTION 8 – RE-APPOINTMENT OF AUDITOR

That PricewaterhouseCoopers LLP be re-appointed as the Company's auditor, to hold office from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.

RESOLUTION 9 – AUDITOR'S REMUNERATION

That the Directors be authorised to determine the auditor's remuneration.

RESOLUTION 10 – AUTHORITY TO ALLOT SHARES

That, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the 'Board') be and is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £947,138, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, on 30 September 2024 save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. The Directors will use this authority when it is in the best interests of the Company to issue Ordinary shares for cash and will only issue new shares at a price representing a premium to the NAV per share at the time of issuance.

SPECIAL RESOLUTIONS

RESOLUTION 11 – AUTHORITY TO ALLOT SHARES OTHER THAN ON A PRE-EMPTIVE BASIS

That, subject to the passing of resolution 10 and in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the 'Board') be and is hereby generally empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 50 pence each in the capital of the Company ('Ordinary Shares')) wholly for cash either pursuant to the authority conferred on them by such resolution 10 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (i) in connection with a rights issue, open offer or other pre-emptive offer in favour of the holders of Ordinary Shares who are on the register of members on a date fixed by the Board where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on that date (subject to such exclusions or other arrangements in connection with the rights issue, open offer or other offer as the Board deem necessary or expedient to deal with shares held in treasury, fractional entitlements to equity securities and to deal with any legal or practical problems or issues arising in any overseas territory or under the requirements of any regulatory body or stock exchange); and
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount of £947,138, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, on 30 September 2024 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This power shall authorise the Board to issue equity securities at such issue price as the Board may determine (including, without limitation, where equity securities are being issued from treasury at a price below the net asset value per Ordinary Share of the Company at the time of the relevant issue).

Notice of Annual General Meeting continued

RESOLUTION 12 – AUTHORITY TO BUY BACK SHARES

That, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the Board of Directors may determine provided that:

- (i) the maximum aggregate number of Ordinary Shares which may be purchased is 28,395,197 (or if less, 14.99 per cent of the number of Ordinary Shares in issue (excluding treasury shares) immediately prior to the passing of this resolution);
- (ii) the minimum price which may be paid for an Ordinary Share is 5 pence (exclusive of associated expenses);
- (iii) the maximum price which may be paid for an Ordinary Share (exclusive of associated expenses) is the higher of:
 - (a) 105 per cent of the average of the market value of an Ordinary Share for the five business days immediately preceding the day on which the Ordinary Share is purchased; and
 - (b) the value of an Ordinary Share calculated on the basis of the higher price quoted for
 - (i) the last independent trade of; and
 - (ii) the highest current independent bid for any number of Ordinary Shares on the trading venue where the purchase is carried out; and
- (iv) unless previously renewed, varied or revoked, this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or, if earlier, on 30 September 2024 save that the Company may before such expiry enter into a contract to purchase Ordinary Shares which will or may be completed wholly or partly after such expiry and a purchase of Ordinary Shares may be made pursuant to any such contract.

By order of the Board

LINK COMPANY MATTERS LIMITED

Company Secretary
22 June 2023

Registered office:
16 Charlotte Square
Edinburgh EH2 4DF

Explanation of Notice of Annual General Meeting

Resolution 1 – To receive the Annual Report and Financial Statements

The Directors are required to present the financial statements, Strategic Report, Directors' Report and Auditor's Report to the meeting. These are contained in the Company's Annual Report and Accounts for the year ended 31 March 2023 (the Annual Report). A resolution to receive the financial statements, together with the Strategic Report, Directors' Report and the Auditor's Report on those accounts is included as an ordinary resolution.

Resolution 3 – Remuneration

An advisory resolution to approve the Directors' Remuneration Report (set out in the Annual Report) is included.

Resolution 4 – Final dividend

The Board proposes a final dividend of 0.770 pence per share in respect of the year ended 31 March 2023. If approved, the recommended final dividend will be paid on 15 September 2023 to all ordinary shareholders who are on the register of members on 18 August 2023. The shares will be marked ex dividend on 17 August 2023.

Resolutions 5 to 7 – Re election of Directors

In line with the recommendations of the 2019 AIC Corporate Governance Code, all Directors of the Company are required to retire and offer themselves for re election at each AGM. In accordance with this requirement, Mr Curling, Ms Roxburgh and Mr Neilly will retire and offer themselves for re election as Directors.

All of the Directors seeking re election are recommended by the Board for re election. Full biographies of all of the Directors are set out in the Annual Report on page 23 and are also available for viewing on the Company's website <https://montanaro.co.uk/trust/montanaro-european-smaller-companies-trust/>. The Nomination Committee considered the Directors' performance and recommended their re election and the Board agrees that it is in the best interests of shareholders that each of the Directors be re elected.

Resolutions 8 and 9 – Re-appointment and remuneration of Auditor

At each meeting at which the Company's financial statements are presented to its members, the Company is required to appoint an auditor to serve until the next such meeting. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of PricewaterhouseCoopers LLP as auditor to the Company. The auditor's re-appointment will be proposed to the AGM as Resolution 8. Resolution 9 authorises the Directors to fix the auditor's remuneration.

Resolution 10 – Authority to allot ordinary shares

Resolution 10 authorises the Board to allot ordinary shares generally and unconditionally in accordance with Section 551 of the Companies Act 2006 (the Act) up to an aggregate nominal value of £947,138, representing approximately 10 per cent of the issued ordinary share capital at the date of the Notice, excluding shares held in treasury. This authority shall expire at the next AGM.

Resolution 11 – Authority to disapply pre-emption rights

Resolution 11 is a special resolution which is being proposed to authorise the Directors to disapply the pre-emption rights of existing Shareholders in relation to issues of ordinary shares under Resolution 10 (being in respect of ordinary shares up to an aggregate nominal value of £947,138, representing approximately 10 per cent of the Company's issued ordinary share capital, including treasury shares, as at the date of the Notice). This authority shall expire at the next AGM.

The Directors will only allot new shares pursuant to the authorities proposed to be conferred by Resolutions 10 and 11 if they believe it is advantageous to the Company's shareholders to do so and in no circumstances would it result in an overall dilution of the NAV per share. The Directors will only issue new shares at a price representing a premium to the NAV per share at the time of issuance. The Board's policy regarding the issue of shares from treasury is described on page 28.

Notice of Annual General Meeting continued

Resolution 12 – Purchase of own shares

Resolution 12 is a special resolution which will grant the Company authority to make market purchases of up to 28,395,197 ordinary shares, representing 14.99 per cent of the ordinary shares in issue as at the date of the Notice. The ordinary shares bought back will either be cancelled or placed into treasury, at the determination of the Directors. There are currently no shares held in treasury. The maximum price which may be paid for each ordinary share must not be more than the higher of (i) 105 per cent of the average of the market value of an ordinary shares for the five business days immediately preceding the day on which the purchase is made or

(ii) the value of an Ordinary Share calculated on the basis of the higher price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for any number of Ordinary Shares on the trading venue where the purchase is carried out. The minimum price which may be paid for each Ordinary share is £0.05.

This power will only be exercised if, in the opinion of the Directors, a purchase would result in an increase in the NAV per share and be in the best interests of the shareholders as a whole. The Board's intention is to apply an active discount management policy, and to consider a buyback of shares where the discount of the share price to the NAV per share is greater than 10 per cent for a sustained period of time and is significantly wider than the average for similar trusts. Any such transaction must be value enhancing for shareholders and the Board will take into consideration the effect of the buyback on the liquidity of the Company's shares.

This authority shall expire at the next AGM, when a resolution to renew the authority will be proposed.

Notes

1. Attending the Annual General Meeting in Person

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Equiniti Limited (the 'Registrar'), prior to being admitted to the Annual General Meeting.

2. Appointment of Proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form.

If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar on +44 (0) 371 384 2461. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. If calling from outside of the UK, please ensure the country code is used. A member may instruct their proxy to abstain from voting on any resolution to be considered at the meeting by marking the 'Abstain' option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if he or she wishes.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 8 below.

You can appoint a proxy electronically by accessing www.sharevote.co.uk where full instructions on the procedure are given.

The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in, click "view" on the "My Investments" page.

Click on the link to vote and follow the on-screen instructions. For an electronic proxy appointment to be valid, the Registrar must receive it no later than 11.00am on Tuesday 5 September 2023.

Should you complete your Form of Proxy electronically and then post a hard copy, the Form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or postal. Please refer to the terms and conditions of the service on the website.

3. Appointment of a Proxy Using a Proxy Form

A proxy form for use in connection with the Annual General Meeting is enclosed. To be valid, any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at FREEPOST RTHJ-CLLL KBKU, Equiniti, Aspect House, Spencer Road, Lancing BN99 6DA no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting.

If you do not have a proxy form and believe that you should have one, or you require additional proxy forms, please contact the Registrar on +44 (0) 371 384 2461. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. If calling from outside of the UK, please ensure the country code is used.

4. Appointment of a Proxy Through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the following website: www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.

Notice of Annual General Meeting continued

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as shall be necessary ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11:00 am on 5 September 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

5. Appointment of Proxy by Joint Holders

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

6. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

7. Entitlement to Attend and Vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.30pm on 5 September 2023 (or, if the Annual General Meeting is adjourned, at 6.30pm on the day two days prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

8. Nominated Persons

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

9. Website Giving Information Regarding the Annual General Meeting

Information regarding the Annual General Meeting, including information required by section 311A of the 2006 Act, and a copy of this notice of Annual General Meeting is available from www.montanaro.co.uk.

10. Audit Concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

11. Members resolution

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (a) to give to members of the Company entitled to receive notice of meeting, notice of any resolution which may properly be moved and is intended to be moved at the meeting and/or (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 27 July 2023, being the date six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

12. Voting Rights

As at 22 June 2023 (being the latest practicable date prior to the publication of this notice) the Company had 189,427,600 Ordinary Shares in issue of £0.05 each, including 189,427,600 Ordinary Shares of £0.05 each held in treasury. Each Ordinary Share (other than those held in treasury) carries one vote. The total voting rights in the Company as at 22 June 2023 were 189,427,600 votes.

13. Notification of Shareholdings

Any person holding 3 per cent or more of the total voting rights of the Company who appoints a person other than the Chairman of the Annual General Meeting as his/her proxy will need to ensure that both he/she, and his/her proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

14. Further Questions and Communication

Under section 319A of the 2006 Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Members who have any queries about the Annual General Meeting should contact the Company Secretary, Link Company Matters Limited at 65 Gresham Street, London EC2V 7NQ. Members may not use any electronic address provided in this notice or in any related documents (including the Annual Report and Accounts and proxy form) to communicate with the Company for any purpose other than those expressly stated.

15. Documents Available for Inspection

The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting:

- copies of the Directors' letters of appointment; and
- copies of the Directors' deeds of indemnity.

None of the Directors has a service contract with the Company.

16. Personal data

Personal data provided by shareholders at or in relation to the Meeting will be processed in line with the Company's privacy policy.

Advisers

Investment Manager and Alternative Investment Fund Manager ('AIFM')

MONTANARO ASSET MANAGEMENT LIMITED
53 Threadneedle Street
London EC2R 8AR
Tel: 020 7448 8600
Fax: 020 7448 8601
enquiries@montanaro.co.uk
www.montanaro.co.uk

Administrator

LINK ALTERNATIVE FUND ADMINISTRATORS LIMITED
Broadwalk House
Southernhay West
Exeter EX1 1TS

JUNIPER PARTNERS LIMITED (FROM 1 JULY 2023)

28 Walker Street
Edinburgh EH3 7HR
Tel: 0131 378 0500

Company Secretary

LINK COMPANY MATTERS LIMITED
65 Gresham Street
London EC2V 7NQ
Tel: 0333 300 1950
Contact: mesct@linkgroup.co.uk

JUNIPER PARTNERS LIMITED (FROM 1 JULY 2023)

28 Walker Street
Edinburgh EH3 7HR
Tel: 0131 378 0500
Email: cosec@junipartners.com

Registered Office

16 Charlotte Square
Edinburgh EH2 4DF

From 1 July 2023:

28 Walker Street
Edinburgh EH3 7HR

Registrar

EQUINITY LIMITED
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

Registrar's Shareholder Helpline
Tel: 0371 384 2030*

Registrar's Broker Helpline
Tel: 0906 559 6025

* Lines are open 8.30am to 5.30pm, Monday to Friday.

Stockbroker

CENKOS SECURITIES PLC
6-8 Tokenhouse Yard
London EC2R 7AS

Depository

THE BANK OF NEW YORK MELLON
(INTERNATIONAL) LIMITED
One Canada Square
London E14 5AL

Custodian

BANK OF NEW YORK MELLON SA/NV
One Canada Square
London E14 5AL

Bankers

ING BANK N.V., LONDON BRANCH
60 London Wall
London EC2M 5TQ

Independent Auditors

PRICEWATERHOUSECOOPERS LLP
Edinburgh Atria One
PwC LLP Atria One
144 Morrison Street
Edinburgh EH3 8EX

Solicitor

DICKSON MINTO W.S.
16 Charlotte Square
Edinburgh EH2 4DF

Montanaro European Smaller Companies Trust plc

Registered in Scotland No. SC074677

An investment company as defined under Section 833
of the Companies Act 2006.

Notes

Notes

Montanaro European Smaller Companies Trust plc
16 Charlotte Square
Edinburgh
Scotland EH2 4DF

Tel: 020 7448 8600
Fax: 020 7448 8601
E-mail: enquiries@montanaro.co.uk
Website: www.montanaro.co.uk