Majedie

2022

Majedie Investments PLC

Annual Report

30 September 2022

Company number: 00109305

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Investment Objective

The Company's investment objective is to maximise total shareholder return whilst increasing dividends by more than the rate of inflation over the long term.

Highlights	2022	2021
Total shareholder return (including dividends):	-24.9%	37.1%
Net asset value total return (debt at fair value including dividends):	-18.2%	22.5%
Net asset value total return (debt at par including dividends):	-19.8%	20.6%
Total dividends (per share):	10.4p	11.4p
Directors' valuation of investment in Majedie Asset Management Limited:	Sold	£25.2m

Year's Summary

Capital Structure	Notes (See below)	2022	2021	%
As at 30 September				
Total assets	1	£137.6m	£173.0m	-20.4
Which are attributable to:				
Financial liabilities (debt at par value)	2	£20.8m	£20.8m	
Equity Shareholders Funds		£116.9m	£152.2m	-23.1
Gearing	3	12.6%	12.3%	
Potential Gearing	3	17.8%	13.7%	
Total returns (capital growth plus dividends)	4			
Net asset value per share (debt at par value)	5	-19.8%	+20.6%	
Net asset value per share (debt at fair value)	5	-18.2%	+22.5%	
Share price		-24.9%	+37.1%	
Capital returns				
Net asset value per share (debt at par value)	5	220.6p	287.1p	-23.1
Net asset value per share (debt at fair value)		220.5p	281.4p	-21.7
Share price		163.5p	230.0p	-30.4
Discount of share price to net asset value per share				
Debt at par value		27.5%	19.9%	
Debt at fair value		27.4%	18.3%	
Revenue and dividends				
Net revenue available to Equity Shareholders		£2.8m	£5.0m	
Net revenue return per share		5.2p	9.4p	-44.7
Total dividends per share		10.4p	11.4p	-8.7
Total administrative expenses and management fees		£1.6m	£1.6m	
Ongoing Charges Ratio	6	1.3%	1.2%	

Notes:

Alternative Performance Measures (APM) definitions used in the Annual Report are as follows:

1. **Total Assets:** Total assets are defined as total assets less current liabilities.
2. **Debt at par or fair value:** Par value is the carrying value of the debenture which will equate to the nominal value at maturity. Fair value is the estimated market value the Company would pay (on the relevant reporting date), as a willing buyer, to a debenture holder, as a willing seller, in an arms-length transaction.
3. **Gearing and Potential Gearing:** Gearing represents the amount of borrowing that a company has and is calculated using the Association of Investment Companies (AIC) guidance. It is usually expressed as a percentage of equity shareholders' funds and a positive percentage or ratio above one shows the extent of the level of borrowings. Gearing is calculated as borrowings less net current assets to arrive at a net borrowings figure. Potential Gearing excludes cash from the calculation. Details of the calculation for the Company are in note 22 on page 85.
4. **Total Return:** Total returns include any dividends paid as well as capital returns as a result of an increase or decrease in a company's share price or NAV.
5. **Net Asset Value:** The Net Asset Value (NAV) is the value of all of the Company's assets less all liabilities. The NAV is usually expressed as an amount per share.
6. **Ongoing Charges Ratio (OCR):** Ongoing charges are a measure of the regular ongoing administration costs of running a company, as calculated in accordance with AIC guidance. Further information is shown in the Business Review section of the Strategic Report on page 25.

Year's high/low		2022	2021
Share price	high	243.0p	252.5p
	low	160.0p	176.0p
Net asset value – debt at par	high	297.1p	304.2p
	low	220.7p	245.0p
Discount – debt at par	high	28.7%	30.0%
	low	14.9%	13.3%
Discount – debt at fair value	high	28.5%	27.9%
	low	13.4%	11.2%

Ten Year Record

to 30 September 2022

Year End	Total Assets++ £000	Equity share-holders' Funds £000	NAV Per Share (Debt at par value) Pence	Share Price Pence	Discount %	Earnings Pence	Total Dividend** Pence	Gearing† %	Potential Gearing† %	Ongoing Charges Ratio# %
2013	159,013	125,166	240.5	160.0	33.47	6.80	10.50	21.47	27.04	1.73
2014	167,934	134,061	256.7	229.0	10.79	9.36	7.50	23.39	25.27	1.66
2015	183,708	149,807	281.9	257.3	8.74	9.42	8.00	21.25	22.63	1.88
2016	203,917	169,986	318.1	257.1	19.18	9.25	8.75	18.46	19.96	1.58
2017	216,507	182,544	341.6	281.5	17.59	11.14	9.75	17.09	18.61	1.54
2018	199,151	178,626	334.3	277.5	16.99	12.47	11.00	10.01	11.49	1.33
2019	175,621	155,074	292.3	256.0	12.42	12.92	11.40	11.50	13.25	1.34
2020	152,153	131,333	247.7	176.5	28.74	9.11	11.40	10.97	15.85	1.34
2021	172,951	152,153	287.1	230.0	19.89	9.41	11.40	12.26	13.67	1.25
2022	137,647	116,887	220.6	163.5	27.50	5.20	10.40	12.65	17.80	1.34

Notes:

** Dividends disclosed represent dividends that relate to the Company's financial year. Under UK adopted International Accounting Standards dividends are not accrued until paid or approved. Total dividends include special dividends paid, if any.

† Calculated in accordance with AIC guidance.

As of May 2012, under AIC guidance, Ongoing Charges Ratio replaced previous cost ratios.

++ Total Assets are defined as total assets less current liabilities.

Chairman's Statement

The year ended 30 September 2022 was very disappointing for shareholders as the NAV at par and fair value (net asset value with debt at par and fair value) fell by 19.8% and 18.2% respectively on a total return basis. The share price fell by 24.9% also on a total return basis. By way of comparison, the FTSE All-Share Index fell by 4.0% and the MSCI All Country Index fell by 4.2% in sterling terms and in both cases, on a total return basis.

The sale of Majedie Asset Management Limited (MAM) to Liontrust Asset Management PLC (Liontrust) announced in December 2021 was completed on 1 April 2022. In May 2022 Majedie Investments PLC (the Company) announced that the Board was considering the Company's investment objective together with the range of assets that should be considered for inclusion in the Company's portfolio, as well as its own responsibilities for portfolio allocation.

On 10 November 2022 the Company announced that, following an extensive review of the Company's investment management arrangements, it had entered into a conditional agreement to appoint Marylebone Partners LLP (Marylebone) as the Company's investment manager. Following its recent approval by the FCA, a Shareholder Resolution to implement the new investment policy will be voted on by shareholders at the General Meeting on 25 January 2023.

The Board believes the change in investment manager and the adoption of the new investment policy will provide the following benefits to shareholders:

- Potential for differentiated and repeatable investment performance, enabled by a transition to a liquid endowment model. The model is a long-term strategy that focusses on fundamental investments and incorporates multi-asset return sources that are realisable within a 2-3 year time horizon. It will not feature private equity, venture capital, infrastructure or property. Over the three years to 30 September 2022, Marylebone representative track record has delivered net annualised performance in GBP of +8.4%, some 4% ahead of the U.K. Consumer Price Index.
- A differentiated return profile, complementing shareholders' other investments. Given the opportunity across its three core activities, Marylebone believes it should be possible to deliver capital appreciation, whilst funding a dividend out of a combination of underlying income and capital growth.
- Alignment of interests and participation in the future growth of Marylebone. The Company will receive, for no consideration, an interest in Marylebone entitling it to 7.5% of residual profits and capital.
- The Board is aware of investors (including parties connected to Marylebone) who have expressed an interest in becoming shareholders. The Board and Marylebone believe this may help narrow the discount to Net Asset Value at which the Company's shares trade currently, whilst potentially improving liquidity and paving the way for future growth.
- Cost mitigation. Marylebone will reduce the management fee payable by Majedie by 50% for a period of twelve months and make a significant ongoing contribution to the cost of marketing the Company.

Results and Dividends

In the twelve months to 30 September 2022 the Company had a capital loss of £31.9m which includes £12.0m resulting from the decline in value of the Liontrust shares received as part of the MAM transaction.

Total income received from investments was £3.9m compared to £6.1m in the twelve months to 30 September 2021. The dividend received from MAM was £1.2m, compared to £4.0m the previous year and the income from MAM Funds was £2.7m compared to £2.1m in 2021. Total administration costs and management fees and finance costs were £1.7m and £1.5m respectively.

The net revenue return after tax decreased from £5.0m in the year to 30 September 2021 to £2.8m in the year to 30 September 2022. The interim dividend was maintained at 4.4p and the Board is recommending a final dividend of 4.2p and a special dividend of 1.8p. The reduction in the final dividend reflects the reduction in net revenue and the special dividend reflects the new dividend policy of paying circa 0.75% of NAV quarterly.

The final dividend will be payable on 27 January 2023 to shareholders on the register at 13 January 2023 and the Company's shares go ex-dividend on 12 January 2023.

Investment Performance

The investment performance of the funds in which the Company is invested was disappointing both on an absolute and relative basis with the notable exception of the Tortoise Fund which increased by 8.6%. The CEO's report which follows gives further detail on the reasons behind this.

As a result of the sale of MAM the Company received a combination of shares in Liontrust and cash which was valued at £22.4m on 7 December 2021, the date the transaction with Liontrust was announced, compared with the valuation of the Company's holding in MAM at 30 September 2021 of £25.2m. Subsequent to the announcement the share price of Liontrust declined and at 30 September 2022 the transaction value had reduced by a further £9.2m to £13.2m including dividends received from Liontrust, a loss for the year of £12.0m.

The Company was able to negotiate the removal of the lock up on selling Liontrust shares in July 2022. Subsequently, it has sold 108,000 Liontrust shares for an average price of 908p per share. At 30 September 2022 the Company had a holding of 539,207 shares in Liontrust.

Notwithstanding the writedowns in the stake in MAM in recent years the Company has benefitted from providing seed capital to MAM in 2002 both in terms of capital growth and receipt of dividends. The Board would like to thank the team for their hard work and dedication in growing the business and wishes them well in their new role as the Global Fundamental Team at Liontrust.

Investment Management Arrangements

As described earlier the Company has announced it has entered into a conditional agreement to appoint Marylebone as its investment manager. Founded in 2013 Marylebone is an independent firm, currently managing US $400m for professional and institutional clients which includes charities, foundations, family offices and high net worth individuals.

With equities at its heart, Marylebone's long-term fundamental approach is aligned with Majedie's ethos. Their proposition met the Board's criteria for an investment manager who could deliver differentiated investment outcomes and bring a new and relevant proposition to the investment trust sector, whilst developing the Company's culture and history.

The Board selected Marylebone for its ability to identify differentiated investment opportunities and reputation for protecting and growing the wealth of its clients. Marylebone's investment approach includes three core strategies, comprising special investments, allocations to specialist funds managed by third parties and a focused portfolio of listed equities. Marylebone sources investments through a global network, which its principals have built over nearly three decades at industry leading firms. The Board believes it will be increasingly important to identify differentiated sources of performance from the large and growing set of less researched opportunities that are available within this wider investment mandate, in addition to those in other major asset classes.

Chairman's Statement

In order to proceed with the appointment of Marylebone, the Company intends to amend its investment policy at a General Meeting. This will enable Majedie to pursue a high-conviction, long-term approach that is unconstrained by geographic limitations or any formal benchmark. Following adoption of the new investment strategy, the Company will target annualised total returns (net of fees and expenses, in GBP) of at least 4% above the UK Consumer Price Index, measured over rolling five-year periods. The target total return will include an annual dividend, paid quarterly.

Each quarterly dividend payment is initially expected to comprise 0.75% of the relevant quarter-end Net Asset Value, leading to an annual dividend of approximately 3% of Net Asset Value. Further details are included in the accompanying circular for General Meeting.

Marketing

The Company normally conducts marketing through face-to-face meetings together with research from Kepler to targeted wealth managers. The review of the Company's investment management arrangements has curtailed such meetings, but following the announcement a number of such meetings have taken place both virtually and in person. It is intended that this will continue once the new managers are in place. The Company also uses doceo, a web portal that provides financial information and video presentations to retail investors on Investment Companies. There is currently a video presentation by William Barlow on the appointment of Marylebone and an overview from Dan Higgins, CIO of Marylebone on doceo via the link https://doceo.tv/funds/majedie-investments/.

Outlook

The previous twelve months have been painful for investors, as all asset classes with the exception of commodities have fallen. The realisation that inflation was not transitory and that authorities were behind the curve caused Central Banks, led by the US, to raise interest rates aggressively. This was exacerbated by the Ukraine conflict which put significant pressure on commodity prices. After a decade of ultra-loose monetary policy following the financial crisis and COVID, the change in policy was a shock for investors. Bond rates rose significantly and equity markets sold off and there was significant rotation away from growth stocks.

The Board will retain the Company's exposure to markets until the shareholders have approved the proposed changes to the Company's investment management arrangements.

Turbulence in markets has greatly expanded the opportunity set available to Marylebone to pursue a liquid endowment strategy, in particular in equities and credit. Illiquid strategies that were favoured by low interest rates no longer offer an attractive risk/reward for investors. The multi asset approach that will be pursued uses the Investment Company structure to add value and provide differentiated returns over the long term.

The Board has consistently stated that it wishes to grow the Company for the benefit of all shareholders and has already seen significant investment from new investors since the announcement in November. Over time with good investment performance the Board is confident that the discount will narrow and new shares will be issued.

Arrangements for the AGM

The AGM will be held at the City of London Club, 19 Old Broad Street, London EC2N 1DS at 12.00pm on Wednesday 25 January 2023. Dan Higgins, CIO of Marylebone, will present the new investment strategy. I very much look forward to welcoming shareholders in person after the last two years meetings have been restricted.

Christopher Getley
Chairman
19 December 2022

Chief Executive's Report

During the year under review the Company's assets were allocated at the discretion of the Board between four investment strategies managed by Liontrust. The Company has no overall benchmark; rather each fund has its own benchmark. The monthly factsheets of the relevant Liontrust funds are available on the Company's website, as are the monthly factsheets of the Company which show the allocation between the funds and the top thirty holdings on a look through basis. The Company's total assets at 30 September 2022 were £137.6m.

The Company's 17.6% stake in MAM was realised in April 2022, as part of the purchase of MAM by Liontrust for a mixture of cash and shares in Liontrust, the removal of a lock up clause on the Liontrust shares was successfully negotiated in July and the Company has since sold 108,000 Liontrust shares. The proceeds have been invested in the Liontrust Global Fund and Liontrust International Fund.

Asset Allocation at 30 September 2022

	Value £000	% of Total Assets
UK Equity Segregated Portfolio	55,862	40.5
Global Equity Fund	39,610	28.8
International Equity Fund	11,081	8.0
Tortoise Fund	23,668	17.2
Liontrust	3,936	2.9
Net cash/realisation fund*	3,490	2.6
Total Assets	**137,647**	**100.0**

* Net cash and realisation fund does not include cash held in the UK Equity Segregated Portfolio or any Liontrust funds.

MAM/Liontrust

Following the sale of MAM to Liontrust the Company received shares in Liontrust and cash. At 30 September having sold 108,000 shares in Liontrust for £1.0m, the remaining shares were valued at £3.9m. The Company also received a dividend from MAM of £1.2m, a special dividend from MAM of £6.5m, a final cash distribution of £0.4m and a dividend from Liontrust of £0.3m. The valuation of the consideration that was received from the transaction in cash and shares at 30 September 2022 was £13.2m (inclusive of the Liontrust dividend) compared to the valuation of MAM at 30 September 2021 of £25.2m. The Company places no value on the potential deferred payment that is dependent on the Liontrust Global Fundamental team's performance and their AUM growth which are not expected to be met.

Liontrust/MAM Performance

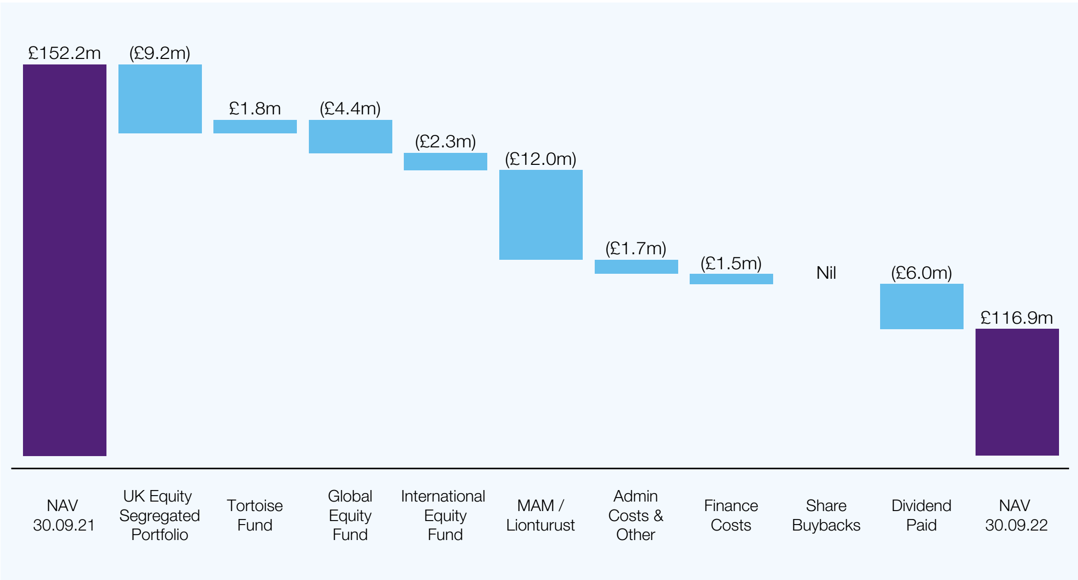
It is disappointing that the funds underperformed their respective benchmarks in the twelve months to 30 September 2022 with the exception of the Tortoise Fund. This fund has been a cornerstone of the Company's allocation to provide protection in turbulent markets and a provider of differentiated returns. In such a volatile year the fund has been a shining light. The Global and International Funds, whilst having a difficult year, have provided strong relative and absolute returns since the Company invested in them.

Chief Executive's Report

	12 months to 30 September 2022			Since MI invested		
	% Fund return	% Benchmark return	% Relative performance	% Fund return	% Benchmark return	% Relative performance
UK Equity Segregated Fund	(14.7)	(4.0)	(10.7)	20.0	41.3	(21.3)
Global Equity Fund	(10.0)	(4.2)	(5.8)	138.2	130.1	8.1
International Equity Fund	(17.4)	(9.4)	(8.0)	16.0	5.1	10.9
Tortoise Fund	8.6			26.0		
MAM/Liontrust	(47.3)					

Development of Net Asset Value

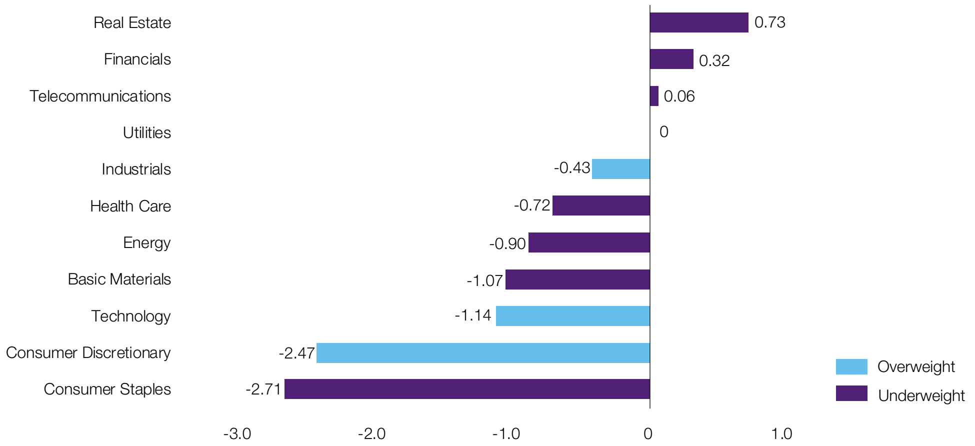
The chart below outlines the change in the Company's NAV (debt at par) over the year to 30 September 2022. In aggregate the NAV has decreased by £35.3m, comprised of net investment losses at the Liontrust/MAM Funds of £14.1m, a loss on the investment in MAM/Liontrust of £12.0m (after dividends received from MAM), expenses and finance costs of £3.2m and dividends paid to shareholders of £6.0m.



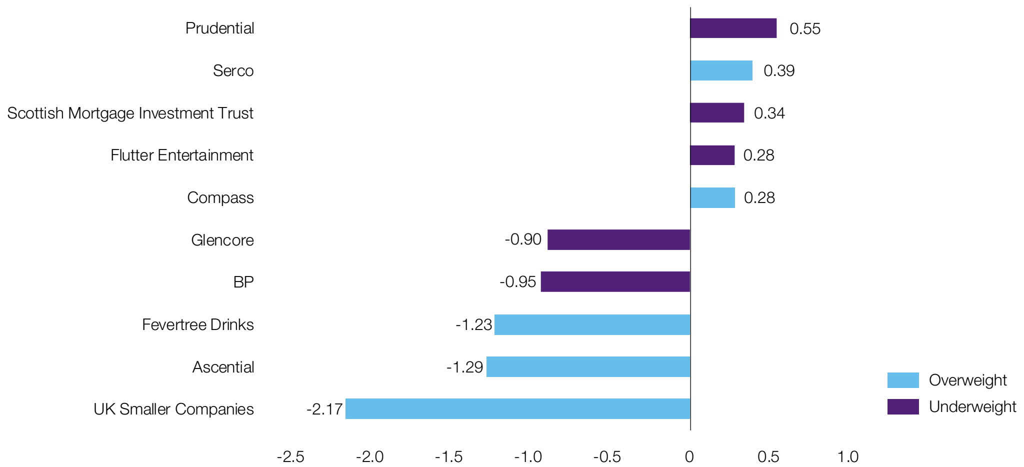
UK Equity Segregated Portfolio

The UK Equity Fund launched in March 2003. Its objective is to produce a total return in excess of the FTSE All-Share Index after costs, over any five year period, through a diversified portfolio of predominantly UK Equities with the flexibility to invest up to 20% in shares listed outside the UK. The fund incorporates a dedicated investment in smaller companies. The Company's assets are invested in a segregated portfolio that is managed pari passu to the UK Equity Fund and since the Company invested in the portfolio to 30 September 2022 the portfolio has returned 20.0% net of fees compared to the benchmark return of 41.3%. In the year to 30 September 2022, the UK Equity Segregated Portfolio returned -14.7% net of fees which is an underperformance of 10.7% against its benchmark.

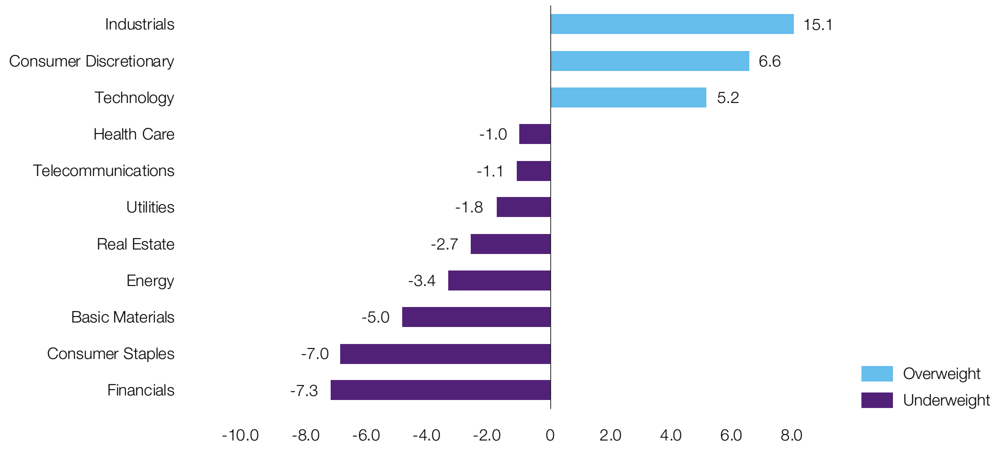
The most significant positive and negative sector contributors to the relative performance of the UK Equity Segregated Portfolio for the twelve months to 30 September 2022, in %



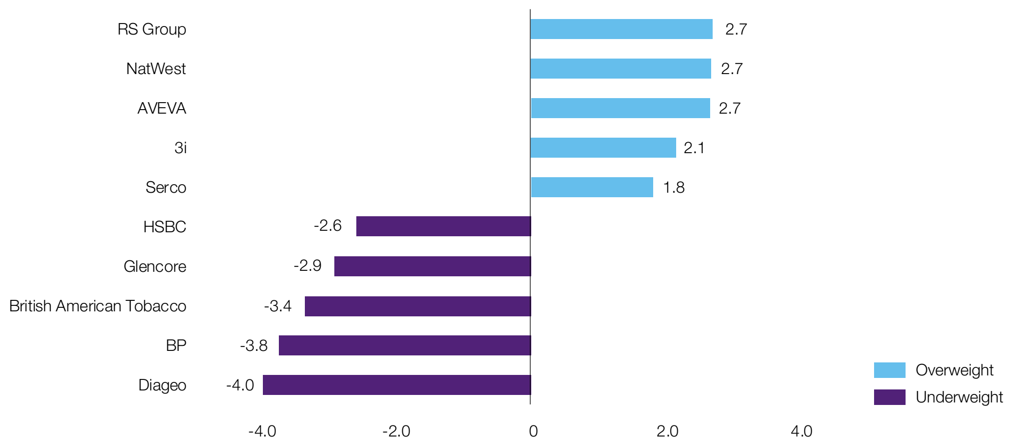
The table below shows most significant positive and negative stock contributors to the relative performance of the UK Equity Segregated Portfolio for the year to 30 September 2022, in %



The principal overweight and underweight sector positions of the UK Equity Segregated Portfolio at 30 September 2022 relative to the FTSE All-Share Index, in %



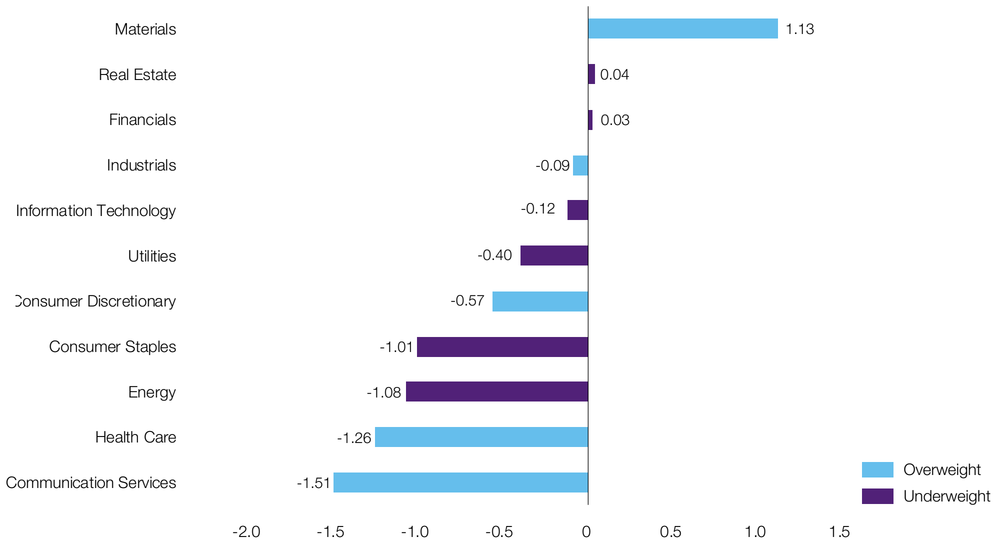
The table below shows the principal overweight and underweight positions of the UK Equity Segregated Portfolio at 30 September 2022 relative to the FTSE All-Share Index, in %



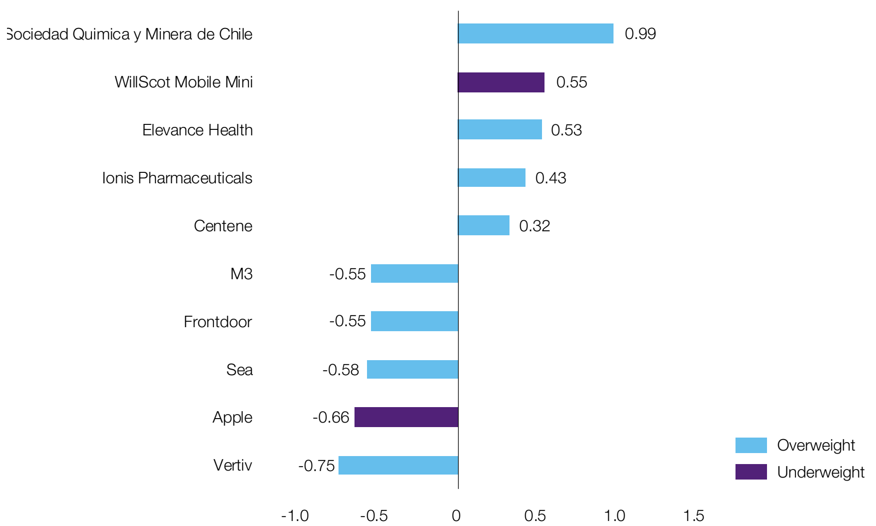
The Global Equity Fund

The Global Equity Fund was launched in June 2014 and its objective is to produce a total return in excess of the MSCI All Country World Index after costs over any five year period through investment in a diversified portfolio of global equities. Since inception to 30 September 2022 the Global Equity Fund has returned 138.2% net of fees for the sterling share class, which represents an outperformance of 7.9% against its benchmark. In the year to 30 September 2022 the Global Equity Fund returned -10.0% net of fees which represents an underperformance of 5.8%.

The most significant positive and negative sector contributors were to the relative performance of the Global Equity Fund for twelve months to 30 September 2022, in %

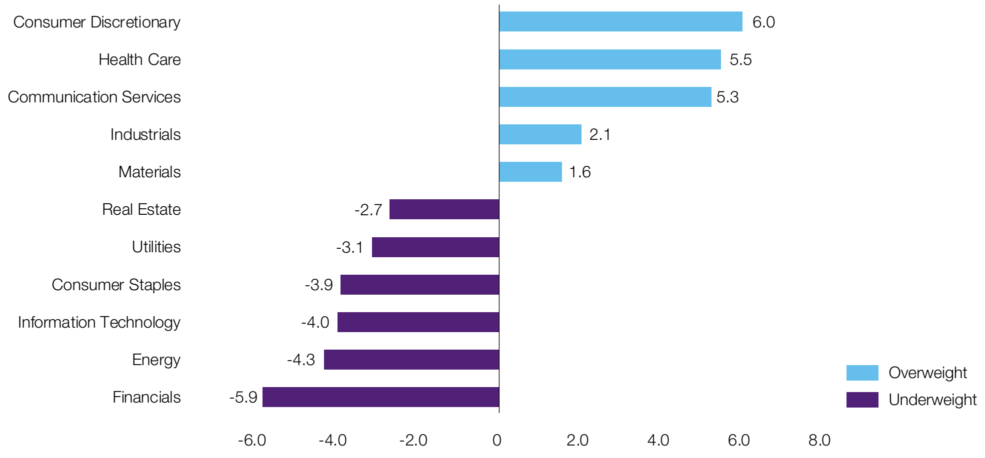


The table below shows most significant positive and negative stock contributors to the relative performance of the Global Equity Fund for the year to 30 September 2022, in %

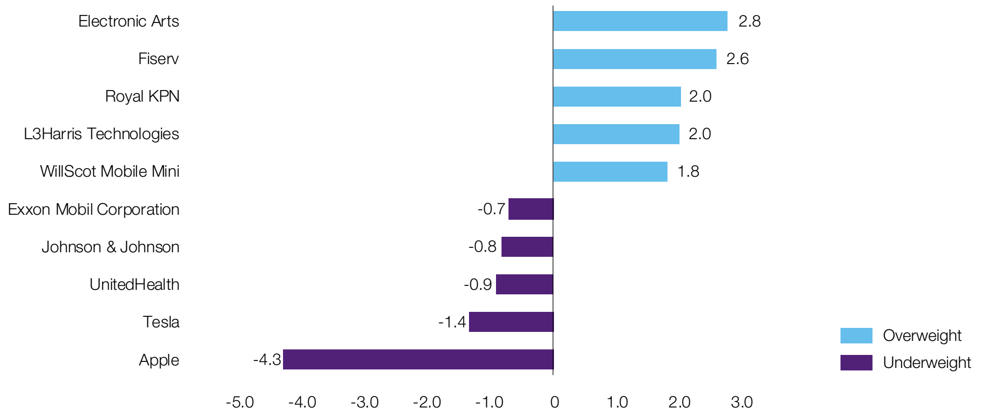


Chief Executive's Report

The principal overweight and underweight sector positions of the Global Equity Fund at 30 September 2022 relative to the MSCI All Country Index, in %



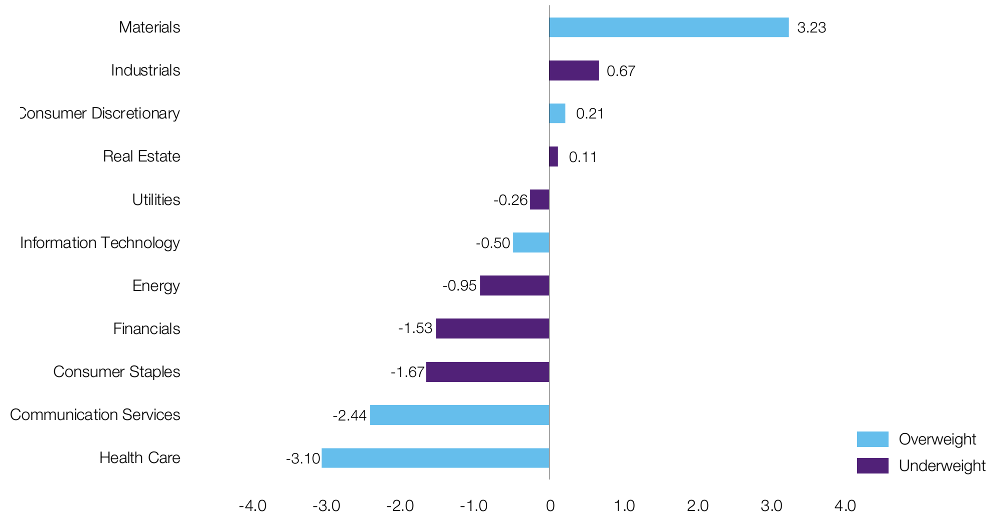
The table below shows the principal overweight and underweight positions of the Global Equity Fund at 30 September 2022 relative to the MSCI All Country Index, in %



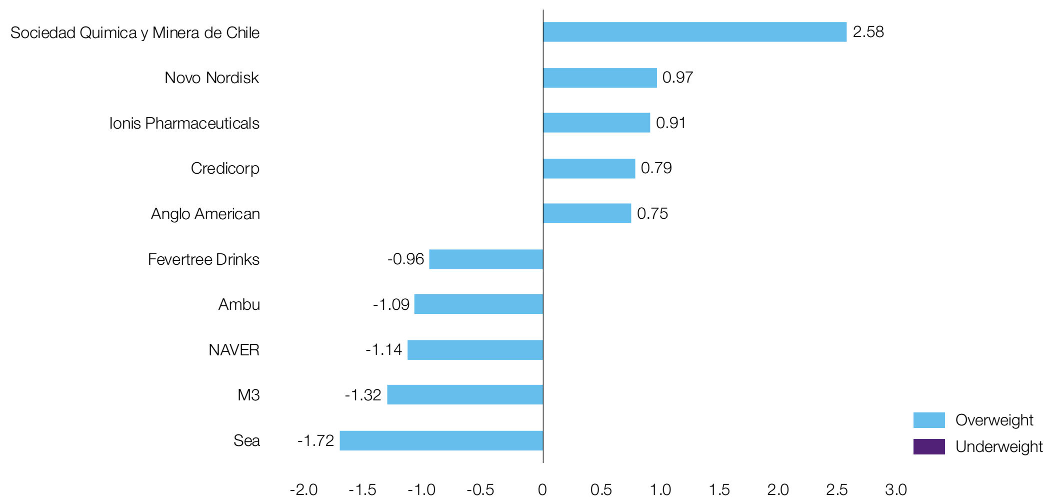
The International Equity Fund

The International Equity Fund was launched in December 2019 and its objective is to produce a total return in excess of the MSCI All Country World Index ex US after costs over any period of five years. It is a high conviction portfolio which captures developed and emerging market opportunities and can invest up to a maximum of 10% in US equities. Since inception the International Equity Fund has returned 16.0% net of fees for the sterling share class, which represents an outperformance of 10.9% against it benchmark. In the year to 30 September 2022 the International Equity Fund returned -17.4% net of fees which represents an underperformance of 8.0%.

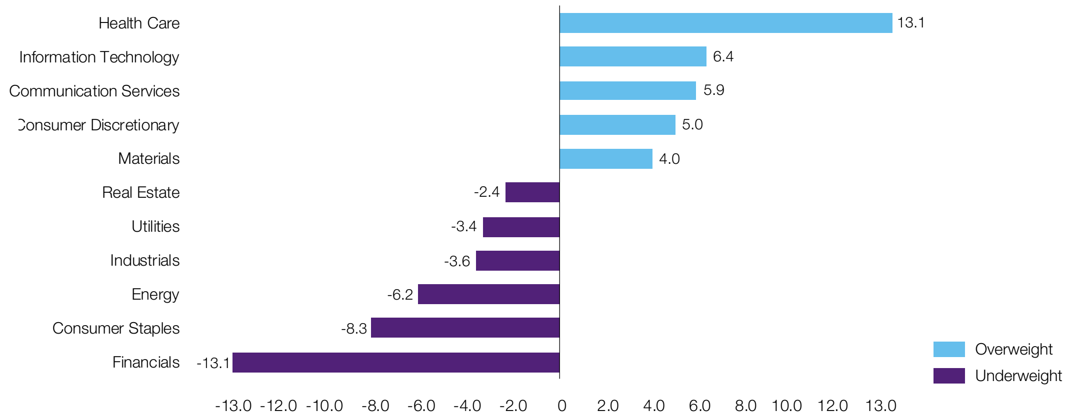
The most significant positive and negative sector contributors to relative performance of the International Equity Fund for the twelve months to 30 September 2022, in %



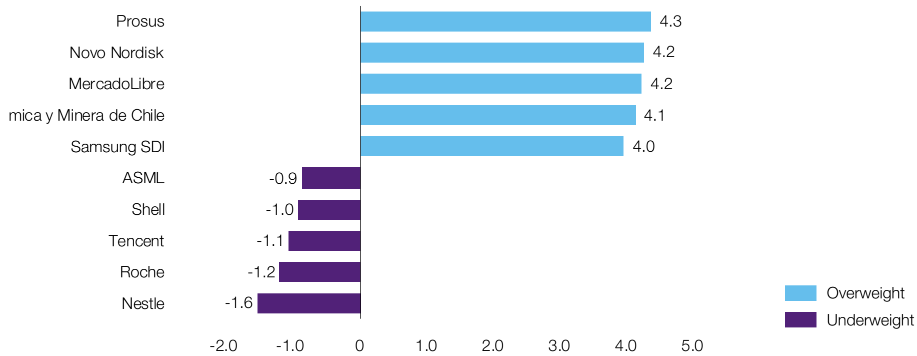
The table below shows most significant positive and negative stock contributors to the relative performance of the International Equity Fund for the year to 30 September 2022, in %



The principal overweight and underweight sector positions of the International Equity Fund at 30 September 2022 relative to the MSCI All Country Index ex US, in %



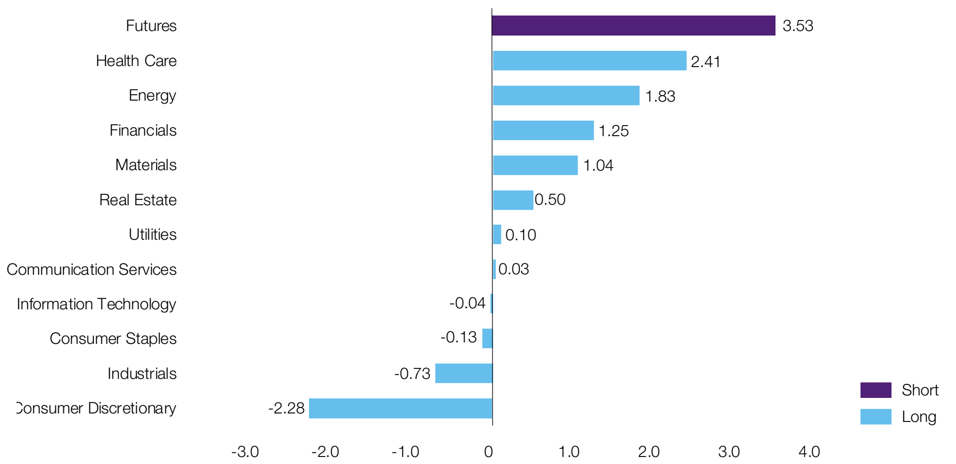
The table below shows the principal overweight and underweight positions of the International Equity Fund at 30 September 2022 relative to the MSCI All Country Index ex US, in %



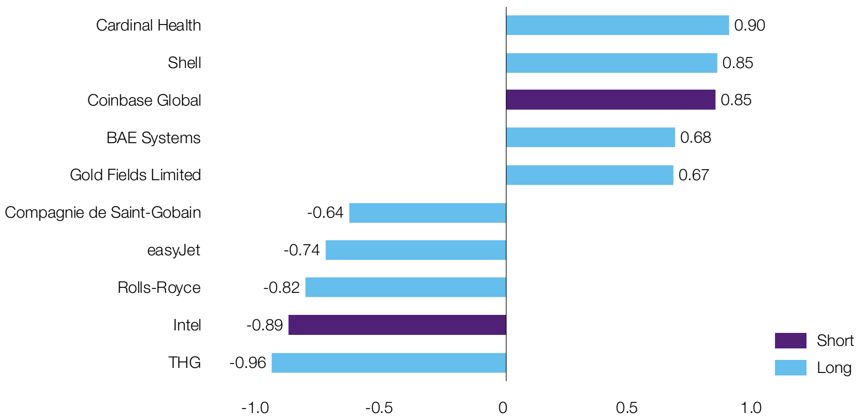
The Tortoise Fund

The Tortoise Fund is a global absolute return fund which was launched in August 2007. Its objective is to achieve positive absolute returns in all market conditions, through investment primarily in long and synthetic short positions in equities over rolling three-year periods, with less volatility than a conventional long only equity fund. Since inception the Tortoise Fund has returned 26% net of fees. In the year to 30 September 2022 the Tortoise Fund returned 8.6% net of fees.

The table below shows most significant positive and negative stock contributors to the relative performance of the Tortoise Fund for the year to 30 September 2022, in %

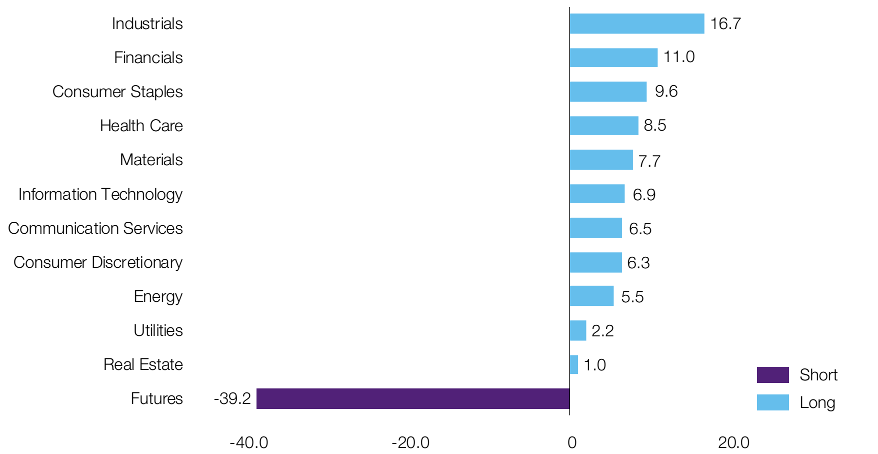


The table below shows most significant positive and negative stock contributors to the relative performance of the Tortoise Fund for the year to 30 September 2022, in %

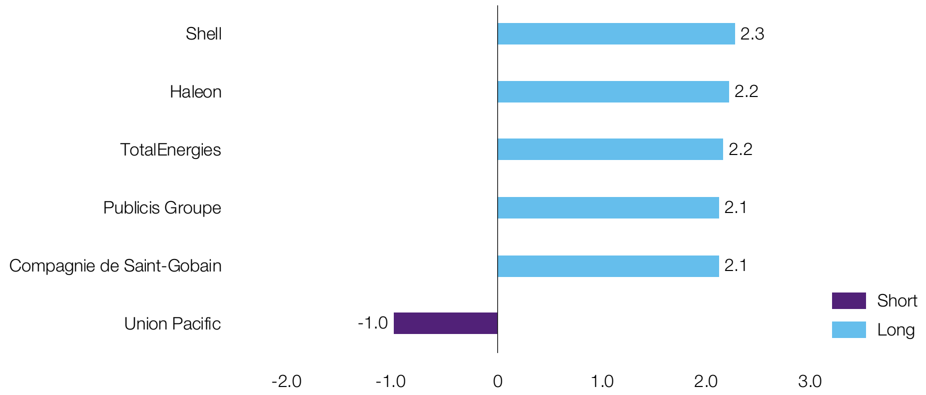


Chief Executive's Report

The principal long and short sector positions of the Tortoise Fund at 30 September 2022, in %



The table below shows the principal long and short stock positions of the Tortoise Fund at 30 September 2022, in %



Geographic and Sector Exposure

	Europe Ex UK	UK	Emerging Markets	Asia Pacific	North America	Cash	Total
Basic Materials		1.4	1.3		2.2		4.9
Consumer Goods	0.2	4.6	0.1	0.3	1.6		6.8
Consumer Services	1.6	7.0	2.1	0.6	5.5		16.8
Financials	1.2	7.0	0.7	0.5	2.2		11.6
Real Estate					0.2		0.2
Health Care	4.1	4.5	0.5	0.7	4.9		14.7
Industrials	3.3	10.2	0.1	0.7	4.3		18.6
Oil & Gas	0.8	3.9			0.2		4.9
Technology	0.4	3.1	4.1	0.2	4.8		12.6
Telecommunications	1.5	0.6		0.8			2.9
Utilities	0.3	0.8					1.1
Cash						4.9	4.9
Total	13.4	43.1	8.9	3.8	25.9	4.9	100.0
Futures*					(7.1)		

* The Tortoise Fund has short futures positions on the S&P 500 and NASDAQ 100 indices.

The assets analysed above are the net exposure of the UK Equity Segregated Portfolio, Global Equity Fund, International Equity Fund and the Tortoise Fund. The Tortoise Fund, an absolute return fund invests through equities, CFDs for short positions and futures. The net exposure is shown in the table. The aggregate of the funds represents 94.7% of the Company's total assets.

Exposures are classified by the stock exchange on which the underlying equity is listed and by the relevant FTSE sector classification.

The Liontrust funds have all performed strongly since the year end, both in absolute and relative terms. The Tortoise Fund, in particular, has risen by 9.7%. The Board intends to retain the current exposure until the General Meeting on 25 January 2023. If shareholders approve the appointment of Marylebone it is anticipated that the capital will be deployed relatively quickly into the new investment strategy, although the Special Investments part of the portfolio, will take longer to be fully invested.

Thirty Largest Holdings at 30 September 2022

	Value £000	% of Total Assets
Shell PLC	5,102	3.7
Liontrust Asset Management PLC	3,936	2.9
AstraZeneca PLC	2,565	1.9
NatWest Group PLC	2,247	1.6
Unilever PLC	2,004	1.5
Anglo American PLC	1,711	1.2
RS Group plc	1,616	1.2
Microsoft Corporation	1,539	1.1
AVEVA Group plc	1,512	1.1
Royal KPN NV	1,509	1.1
Thales SA	1,493	1.1
3i Group plc	1,470	1.1
Tesco PLC	1,443	1.0
Barrick Gold Corporation	1,379	1.0
Compass Group PLC	1,320	1.0
Ashtead Group plc	1,313	1.0
Novo Nordisk A/S	1,303	0.9
RELX PLC	1,256	0.9
Standard Chartered PLC	1,252	0.9
Amazon.com, Inc.	1,245	0.9
BAE Systems PLC	1,199	0.9
Novartis AG	1,176	0.9
Sociedad Quimica y Minera de Chile S.A.	1,138	0.8
MercadoLibre, Inc.	1,133	0.8
L3Harris Technologies, Inc.	1,129	0.8
Electronic Arts Inc.	1,129	0.8
Samsung SDI Co., Ltd	1,093	0.8
Fiserv, Inc.	1,081	0.8
Taiwan Semiconductor Manufacturing Co., Ltd.	1,077	0.8
Weir Group PLC	1,075	0.8
	48,345	35.2

Outlook

Markets have bounced from the lows in September as investors' expectations, particularly in the bond market, are beginning to discount the peak of inflation. Central Banks have raised interest rates aggressively and the distortions of the pandemic are easing, particularly in the global supply chain. For equities, earnings expectations have yet to catch up with slowing economic growth forecasts into 2023, but looking into the next five years, the economic background will be different from that which prevailed in the last decade of quantitative easing, low inflation and stagnant nominal GDP Growth. Interest rates will be higher offering an alternative to equities for investors and long duration growth stocks will be less attractive. Careful stock selection based on good fundamental analysis of equities and credit opportunities should offer shareholders good returns and the Board believes that Marylebone is well placed to deliver from this outlook.

J William M Barlow
CEO
19 December 2022

Responsible Capitalism

This section on responsible capitalism has been produced by Liontrust Global Fundamental team (formerly Majedie Asset Management) and has been included with their permission.

ESG integration

At Majedie (and for the Global Fundamental investment team since the acquisition by Liontrust on 1 April 2022), we fully integrate materiality assessments into our investment process.

They are an important part of our proprietary fundamental research and feed directly into the investment decisions we make on behalf of our clients.

Materiality assessments are the platform on which we examine and consider ESG related issues – alongside any other risk or opportunity a company faces. This approach renders what we believe to be a more accurate picture of the key issues that a company currently faces as well as those that the group will encounter, going forward.

Our approach to materiality has three primary steps:

1. Identify and prioritise
2. Engage and monitor
3. Score for resiliency and conviction

The aim of this process is not only to measure the likelihood and impact of risks and opportunities but to understand and, in some cases, influence how a company manages its key issues.

Liontrust published its inaugural Sustainability report covering the financial year 2019/2020 that expands on the above strategy and is available on our website. The 2020/2021 Sustainability report will expand further on the above commitments.

Fundamental Research

We integrate ESG considerations into your long only investments. This means that, as part of our fundamental research companies, we undertake a materiality assessment which enables us to identify the risks and opportunities that a group may face over the next 1-3 years. These issues are specific to the business, rather than determined by top-down checklists which may be too general and broad. To identify these areas, we lean on our proprietary in-house tool, MajHive, and our ESG question bank, which helps our investment team look holistically at each company, across its operations and locations. MajHive houses possible areas of risk and opportunity and our ESG question bank provides information on the structures we would expect to be in place for each issue to be managed well.

Once we have identified the spectrum of issues that a company faces, we determine the materiality of each by evaluating the likelihood that a risk or opportunity will take place as well as the impact that those might have on the underlying business, should they take place.

To measure the degree of exposure of each issue, we use a materiality matrix, where the y-axis measures the likelihood, and the x-axis indicates impact. The issues that have a higher degree of likelihood and which could have a higher degree of impact on the business are deemed to be the most material to a business; these are a group’s most important exposures. These appear in the upper right-hand quadrant of our materiality matrix.

Engage

We engage your holdings on their key risks and opportunities as identified and prioritised during our fundamental research and materiality assessments. The goal of our engagements is to understand how and the extent to which a company is managing these key issues. Where we find that a group is not demonstrating efficient management of a risk or opportunity, we can engage further, requesting that the group take very specific steps that we deem to be lacking. In each case, we aim for our requests to be reasonable, measurable, and to have set time frames for completion.

Resiliency

Based on our assessment of how a group is managing its key issues, our investment team assign a 1-5 rating (5 is the highest) as our proprietary resiliency score, which we track over time. In cases where a company is managing some issues more effectively than others, our resiliency score may reflect an averaging of its approach across its issues. In practice, the score is often weighted towards the management of higher impact areas. Each member of our investment team provides a rationale for why she/he has attributed a specific resiliency score. Our team provides a rationale each time they amend the resiliency score for a company. Resiliency scores may rise or fall when a group improves or slips in the management of its key issues. Resiliency scores can also change with the prioritisation of new areas or exposures which may or may not be managed effectively.

Portfolio Construction

The degree of conviction that we have that a holding will make a good investment in your funds is reflected in our proprietary conviction score. Similar to our resiliency score, our conviction score is a 1 to 5 rating with 5 being the highest. The conviction score amalgamates all the analysis we have undertaken on a group. It includes, inter alia, macro and micro economic data; the valuation of the company and its competitors; the prioritised exposures of the group; and the degree to which the company is managing these. While we do not have a set equation for the conviction score, each manager assigns their conviction score and is responsible for the rationale for each. Our conviction scores may reflect the weightings we have of a stock in your funds. The rise and fall of our conviction scores may lead to an increase or decrease of a stock's weighting.

Risk monitoring

Our Investment Oversight Committee (IOC) monitors the conviction and resiliency scores of your holdings along with the corresponding weights in the portfolio. The IOC committee meets monthly to review fund performance and adherence to our ESG integration process. The fund teams are selectively questioned on their rationales for investments and on their views on particular risks relating to ESG specific areas. As part of our oversight of your funds, we can see on an overall basis how our portfolios are aligning with our ESG integration process. How resilient we consider a group to be on managing its key issues could impact the conviction score for a holding.

For Further details on our approach in this area please see our Responsibility Report 2021 on the Liontrust website or follow this link https://www.liontrust.co.uk/-/media/liontrust/files/fund-literature/sustainable/liontrust-responsible-capitalism-report-2021.pdf

Strategic Report

Business Review

Introduction and Strategy

Majedie Investments PLC (the Company), is a listed investment company and an Alternative Investment Fund (AIF), which invests in companies around the world. The investment objective is to maximise total shareholder return whilst increasing dividends by more than the rate of inflation over the long term. In seeking to achieve this objective, the Board has determined an investment policy and related guidelines or limits. The investment objective and policy (as detailed on pages 22 and 23) were both last approved by shareholders at a General Meeting of the Company on 27 February 2014. The Board is proposing a change in the Company's activity in the future and has formulated a new investment policy which it will present to the shareholders at a general meeting on the 25 January 2023 for approval.

The Company is subject to the UK Alternative Investment Fund Managers Directive (UK AIFMD) The UK AIFMD regulates the Alternative Investment Fund Managers (AIFMs) of AIFs. The Company is a self-managed AIF (i.e., it is an AIFM and an AIF), which requires it to be authorised and regulated by the Financial Conduct Authority (FCA).

The Company's broker is J.P. Morgan Cazenove, and the Company is a member of the AIC.

The purpose of the Strategic Report is to inform the shareholders of the Company by:

- analysing development and performance using appropriate Key Performance Indicators (KPIs);
- providing a fair and balanced review of the Company's business;
- outlining the principal and emerging risks and uncertainties affecting the Company;
- describing how the Company manages these risks;
- setting out the Company's environmental, social and ethical policy;
- outlining the main trends and factors likely to affect the future development, performance and position of the Company's business;
- explaining the future business plans of the Company; and
- explaining how the Board has performed its duty to promote the success of the Company in accordance with Section 172 of the Companies Act 2006.

Business Model

The self-managed business model deployed by the Company means that it undertakes all administrative operations but also delegates certain arrangements to other service providers including fund management to Liontrust. These delegations are in accordance with the UK AIFMD (details of the material delegations can be found on pages 33 to 35 of the Annual Report), but the Board, as AIFM, and in accordance with the Company's investment objective and policy, directs and monitors the overall performance, operations and direction of the Company.

The Company's Employee, Social, Environmental, Ethical and Human Rights policy is contained in the Directors' Report on page 32.

Investment Objective

The Company's investment objective is to maximise total shareholder return whilst increasing dividends by more than the rate of inflation over the long term.

Investment Policy

Post the sale of MAM, for the financial year ended 2022, the Company has performed a strategic review of its investment management arrangements, assisted by its broker JP Morgan Cazenove. Below is an overview of the investment policy that was in operation for the financial year ended 2022 and that will be in place until the new investment policy is approved by the shareholders.

- General

  The Company invests principally in securities of publicly quoted companies worldwide and in funds managed by its investment manager, though it may invest in unquoted securities up to levels set periodically by the Board. Investments in unquoted securities, other than those managed by its investment manager or made prior to the date of adoption of this investment policy (measured by reference to the Company's cost of investment), will not exceed 10% of the Company's gross assets.

- Risk Diversification
  Whilst the Company will at all times invest and manage its assets in a manner that is consistent with spreading investment risk, there will be no rigid industry, sector, region or country restrictions. The overall approach is based on an analysis of global economies, sector trends with a focus on companies and sectors judged likely to deliver strong growth over the long term. The number of investments held, together with the geographic and sector diversity of the portfolio, enable the Company to spread its risks with regard to liquidity, market volatility, currency movements and revenue streams.

  The Company will not invest in any holding that would, at the time of investment, represent more than 15% of the value of its gross assets save that the Company may invest up to 25% of its gross assets in any single fund managed by its Investment Manager where the Board believes that the investment policy of such funds is consistent with the Company's objective of spreading investment risk.

  The Company may utilise derivative instruments including index-linked notes, contracts for difference, covered options and other equity-related derivative instruments for efficient portfolio management and investment purposes.

  Any use of derivatives for investment purposes will be made on the basis of the same principles of risk spreading and diversification that apply to the Company's direct investments, as described above.

Investment restrictions

For the avoidance of doubt, as a listed investment company, if and for so long as required by the Listing Rules in relation to closed-ended investment companies, the Company will also continue to comply with the following investment and other restrictions:

- the Company will, at all times, invest and manage its assets in a way which is consistent with its object of spreading investment risk and in accordance with its published investment policy;
- the Company will not conduct any trading activity which is significant in the context of the Company (or, if applicable, its Group as a whole); and
- not more than 10% in aggregate of the value of the gross assets of the Company at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List (except to the extent that those funds have published investment policies to invest no more than 15% of their gross assets in other investment companies which are listed on the Official List). However, no more than 15% of the gross assets of the Company at the time the investment is made will be invested in other closed-ended investment funds which are listed on the Official List.

- Asset Allocation
  The assets of the Company will be allocated principally between investments in publicly quoted companies worldwide and in investments intended to provide an absolute return (in each case either directly or through other funds or collective investment schemes managed by the Company's investment manager).

- Benchmark
  The Company does not have one overall benchmark, rather each distinct group of assets is viewed independently. Any investments made into funds managed by the Company's investment manager will be measured against the benchmark or benchmarks, if any, whose constituent investments appear to the Company to correspond most closely to those investments. It is important to note that in all cases investment decisions and portfolio construction are made on an independent basis. The Board however sets various specific portfolio limits for stocks and sectors in order to restrict risk levels from time to time, which remain subject to the investment restrictions set out in this section.

- Gearing
  The Company uses gearing currently via a long-term debenture. The Board has the ability to borrow up to 100% of adjusted capital and reserves. The Board also reviews the level of gearing (borrowings less cash) on an ongoing basis and sets a range at its discretion, as appropriate. The Company's current debenture borrowings are limited by covenant to 66 2/3% of adjusted capital and reserves.

Business Review

Regulatory and Competitive Environment

The Company is an investment company with a premium listing on the London Stock Exchange. The Company is subject to United Kingdom legislation and regulations including UK company law, UK AIFMD, the Listing Rules, the Prospectus Rules, the Disclosure Guidance and Transparency Rules, taxation law and the Company's own Articles of Association. The Directors are charged with ensuring that the Company complies with its objectives as well as these regulations.

Under section 833 of the Companies Act 2006 the Company is defined as an investment company.

The Company's requirements under the UK AIFMD are in respect of risk management, conflicts of interest, leverage, liquidity management, delegation, the requirement to appoint a depositary (the Company has appointed The Bank of New York Mellon (International) Limited), regulatory capital, valuations, disclosure of information to investors or potential investors, remuneration and marketing.

The financial statements report on profits, the changes in equity, the balance sheet position and the cash flows in the current and prior financial period. This is in compliance with current UK adopted international accounting standards supplemented by the Statement of Recommended Practice for Investment Trust Companies and Venture Capital Trusts (SORP) issued in April 2021. The principal accounting policies of the Company are set out in note 1 to the accounts on pages 65 to 72.

Total Return Philosophy and Dividend Policy

The Board believes that investment returns will be maximised if a total return policy is followed. The policy aim is to increase dividends by more than inflation over the long term. Further details are under the Dividend Growth section on page 25. The Company has a comparatively high level of revenue reserves for the investment trust sector and at £21.0m, revenue reserves represent over 3.5 times the current annual dividend distribution. The strength of these reserves will assist in underpinning the Company's dividend policy in years when the income from investments is insufficient to completely cover the annual distribution.

Performance Management

The Board uses the following KPIs to help assess progress against the Company's objectives. Further comments on these KPIs are contained in the Chairman's Statement and Chief Executive's Report sections of the Strategic Report respectively.

- NAV and Total Shareholder Return:
  The Board believes that the NAV return is fundamental to delivering value over the long-term and is a key determinant of shareholder return. The Board further believes that, in accordance with the Company's objective, the total return basis (which includes dividends paid out to shareholders) is the best measure of how to assess long-term shareholder return. The Board, at each meeting, receives reports detailing the Company's NAV and shareholder total return performance, asset allocation and related analyses. Details of the NAV and share price total return performance for the year are shown in the Year's Summary on page 2.

- Investment performance:
  The Board believes that, after asset allocation, the performance of each of the investment funds, being the Liontrust Funds (including the UK Equity Segregated Portfolio – UKES), are the key drivers of NAV return and hence shareholder return. The Board receives, at each meeting, detailed reports showing the performance of the investment groups which also includes relevant attribution analysis. The Chief Executive's Report provides further detail on each investment group's performance for the year.

- Share price premium/discount:
  As a closed-ended listed investment company, the share price of the Company can and does differ from that of the NAV. This can give rise to either a premium or discount and as such is another component of Total Shareholder Return. During the year the discount has increased marginally, ending the year at a higher value to that at the start of the year (with the NAV with debt at par), resulting in the Company's share price loss being more than the loss in the Company's NAV (with debt at par).

The Board continually monitors the Company's premium or discount, and does have the ability to buy back shares if thought appropriate, although it must be noted that this ability is limited by the majority shareholding held by members of the Barlow family. Additionally, the Board has approval (and is seeking to renew such approval for another year) to issue new shares, at a premium to the relevant NAV (with debt at fair value), in order to meet any demand for shares which cannot be satisfied through the market. Details of movements in the Company's share price discount over the year are shown in the Year's Summary on page 2.

- Expenses:
  The Board is aware of the impact of costs on returns and is conscious of seeking to minimise these (taking into account the Company's self-managed status). The current industry-wide measure for investment trusts is the OCR, which seeks to quantify the ongoing costs of running the Company. This measures the annual ongoing running costs of an investment trust, excluding performance fees, one-off expenses, marketing costs, finance costs and investment dealing costs, as a percentage of average equity shareholders' funds. Any investments made into pooled funds are included using the Company's share of estimated ongoing fund running costs. The Chairman's Statement on page 4 provides further details on the expenses incurred during the year. Details of the OCR for the year are shown in the Year's Summary on page 2.

- Dividend Growth:
  Dividends paid to shareholders are an important component of Total Shareholder Return and this has been included in the Company's investment objective. The Board is aware of the importance of this objective to the Company's shareholders but wishes to be prudent. As such, a sustainable and progressive long-term dividend policy which pays dividends out of current year income is the goal, but recognising that using reserves may be required in certain circumstances.

  The Board receives detailed management accounts and forecasts which show the actual and forecast financial outturns for the Company. For the 8 years to 30 September 2022, following the rebasing of the dividend in 2014, average dividend growth has been 5.5% per annum.

Emerging and Principal Risks

The emerging and principal risks and the Company's policies for managing these risks and the policy and practices are summarised below and in note 22 to the accounts.

i. Investment Risk:

The Company has a range of equity investments, including until April 2022 a substantial investment in an unlisted asset management business, UK and global equities (both on a direct basis, via the UKES, and via collective investment vehicles (the Liontrust Funds), and an investment in an absolute return fund, the Liontrust Tortoise Fund. The major risk for the Company remains investment risk which is primarily driven by market risk. Furthermore, this year political concerns, notably in the US, Europe, Russia and China, and the impact of the war in Ukraine, inflation and climate change provide heightened uncertainty to the investment risk faced by the Company.

The number of investments held, together with the geographic and sector diversity of the portfolio, enables the Company to spread its risks with regard to liquidity, market volatility, currency movements and revenue streams.

Under the terms of the Investment Management Agreement, the Fund Manager manages the majority of the Company's investment assets. The portfolios of the UKES and the Liontrust Funds are actively managed by Liontrust against benchmarks and each has specific limits for individual stocks and market sectors that are monitored in real time. It should be noted that the UKES and the Liontrust Funds' returns will differ from the benchmark returns. The Tortoise Fund is an absolute return fund whose returns are not correlated to equity markets.

The investment risks are moderated by strict control of position sizing, low leverage and investing in liquid stocks. The level of risk at a net asset value level increases with gearing. In certain circumstances cash balances may be raised to reduce the effective level of gearing. This would reduce the level of risk in absolute terms.

Other risks faced by the Company include the following:

ii. Strategy Risk:
An inappropriate investment strategy could result in poor returns for shareholders and the introduction or widening of the discount of the share price to the NAV per share. It is important to note that the investments in the UKES and the Liontrust Funds provide the Company with exposure to a range of investment strategies.

The Board regularly reviews strategy in relation to a range of issues including investment objective and policy, the allocation of assets between investment groups, the level and effect of gearing and sector, currency and geographic exposure.

iii. Business Risk:
Inappropriate management or controls in the Company or at Liontrust could result in financial loss, reputational risk and regulatory censure.

The Board receives detailed reports from its service providers and from company management on financial and non-financial matters.

iv. Compliance Risk:
Failure to comply with regulations could result in the Company losing its listing, losing its FCA authorisation as a self-managed AIF or being subjected to corporation tax on its capital gains through loss of investment trust status.

The Board receives and reviews regular reports from its service providers and Company management on the controls in place to prevent non-compliance of the Company with rules and regulations. The Board also receives regular investment portfolio reports and income forecasts as part of its monitoring of compliance with section 1158 of the Corporation Tax Act 2010.

v. Operational Risk:
Inadequate financial controls, failure by an outsourced supplier to perform to the required standard, or dependency on a small number of individuals could result in misappropriation of assets, loss of income and mis-reporting of NAVs. The Board and Audit Committee regularly review statements on internal controls and procedures, receive detailed reports and presentations from the Company's depositary and the Company is subject to an annual external audit. Both the Company and its service providers implemented business continuity plans and service levels have been maintained.

The Corporate Governance Statement and the Report of the Audit Committee in the Company's Annual Report and Accounts provide further information in respect of internal control systems and risk management procedures.

How the Board meets its obligations under section 172 of the Companies Act

Under Section 172(1) of the Companies Act 2006, directors of a company must act in a way that they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing so they should have regard to, inter alia, the likely long-term consequences of their decisions, the interests of the company's employees, fostering relationships with suppliers, customers and others, the impact of operations on the community and environment, maintaining a reputation for high standards and lastly to act fairly as between shareholders of the company.

The Company is a self-managed investment company and its key stakeholders comprise its one and only class of shareholders (it does not have customers), its employees, and also its third-party service providers (including its Company Secretary, Fund Manager, Custodian, Depositary, Stockbroker, Registrar, Auditor and Solicitor – see Shareholder Information on page 103). Additionally, the Company interacts with the wider community and the environment primarily through its holdings in investee companies worldwide.

In accordance with its duty to promote the success of the Company, the Board utilises the investment objective (see page 22), various comprehensive procedures and policies, including the Company's investment policy (see page 22), and committees with defined roles and responsibilities against which executive management and third-party providers are monitored, challenged and assessed. The Board regularly reviews the objective, procedures and policies and Committee responsibilities to ensure they remain effective.

In performing its duties, the Board receives regular and detailed reporting from both executive management and third-party service providers. As an investment company, investment performance is fundamentally important and, as such, a significant portion of the Board's time is spent in this area. The Company has been established for a very long time, with a cornerstone shareholder base, and as a closed ended listed investment company is a long-term investor in global equity markets and the Board is mindful of this in undertaking its duties.

The Board recognises the importance of having experienced, trained and motivated staff as an integral part of the successful running of the Company. As such it has ensured that appropriate HR policies and procedures are in place, with staff being appropriately remunerated. As a small Company, the Board, which includes an Executive Director, has a close relationship and regular engagement with staff, monitors morale and the Company has a very low staff turnover.

The Company, in conducting its operations, utilises its third-party service providers as listed previously. The Board believes that maintaining effective continuing relationships is important to its duty under s172(1). In particular the relationship with the Fund Manager is of critical value to the Company and its long-term success. The Board receives regular detailed reports and presentations from the Fund Manager from an investment and business perspective and marketing updates from Kepler Partners. The Company's other service providers provide regular reports and advice with the Board ensuring two-way communications are in place. All major service providers have relevant metrics which are used to measure performance. The Board monitors operations to ensure that in undertaking its operations the Company operates to the standard befitting an FCA regulated LSE listed investment company.

The Company is a small investment company with a very limited physical presence in the City of London. The Board is conscious of its community and its direct environmental impact and seeks to be aware of these when making decisions. The Company invests, indirectly, in many investee companies worldwide through its Fund Manager. The Fund Manager has a long-standing focus on ESG (it is a signatory to the FRC 2020 Stewardship Code) which is embedded in its investment decision making process (see the Responsible Capitalism section pages 20 and 21), which includes a dedicated ESG manager and it engages regularly with investee companies in this area. The Fund Manager makes available to the Board an extensive amount of information on these activities in this area.

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.

Business Review

The Board recognises the need for good communications with its shareholders and is committed to listening to their views. Further details on how the Board interacts with its shareholders are described on page 27. In addition, the Board consults with them, where appropriate, concerning major decisions before they are taken.

During the year the following material decisions have been made:

- The Board, at each meeting, reviewed the Company's asset allocation over the year. Following the completion of the MAM sale a decision was taken to undertake a strategic review of the Company's investment policy and operations. Based on the review the Board is recommending a change to the Company's investment management arrangements. These changes will be presented to shareholders for approval and adoption at a general meeting on 25 January 2023. The Board continues to keep the asset allocation of the Company under review at each Board meeting;

- Given the changes and uncertainties the Board had to carefully consider the future dividend levels for the Company after taking into account known shareholder views in this area. The Board received a detailed revenue forecast and projections to take account of the changing outlook for dividend receipts. The Board recommends a final dividend of 4.2p per share and a special dividend of 1.8p per share. Together with the interim dividend of 4.4p per share paid on 18 June 2022, this makes a total dividend of 10.4p per share in respect of the financial year (2021: 11.4p per share);

- The Board continued to review the Company's discount level and following discussions with its stockbroker bought back a very small number of shares at the beginning of the financial year. The Company is subject to constraints in this area which limit the number of shares which can be bought back. The Board is aware of investor and shareholder views concerning share liquidity and remains determined to raise investor awareness and interest in the Company;

- The Board pays close attention to the Company's marketing activity and engages with third parties to assist such as doceo and Kepler. During the review of investment management arrangements the marketing activity was low, but subsequent to the announcement it has been scaled up.

On behalf of the Board

Christopher D Getley
Chairman
19 December 2022

Board of Directors

This page forms part of the Directors' Report

Christopher D Getley*

Mr Getley was appointed as a Non Executive Director of Majedie on 1 July 2020 and became Chairman of the Board on 19 January 2022. He has over 25 years' experience at senior level in financial services, specifically in fund management and investment banking. He was a Partner and Fund Manager at Cazenove & Co and a Director at Deutsche Asset Management. Subsequently, he was CEO of Westhouse Securities, an institutional stockbroker. In his current roles of Executive Chairman of AgPlus Diagnostics Limited and Non-Executive Chairman of Masawara PLC, he utilises his comprehensive knowledge of developing, implementing and communicating strategy. Mr Getley is Chairman of the Nomination and Management Engagement Committees and a member of the Remuneration and Audit Committees.

J William M Barlow

Mr Barlow was appointed Chief Executive Officer of Majedie from 1 April 2014, before which he was a member and Chief Operating Officer at Javelin Capital LLP. Prior to Javelin Capital LLP, he was at Newedge Group (part of the Societe Generale Group). He joined Skandia Asset Management Limited as an equity portfolio manager in 1991 and was Managing Director of DnB Asset Management (UK) Limited in 2002.
Mr Barlow was appointed a Non-Executive Director of the Company in July 1999 and was made an executive director in June 2011. He is Chairman of Racing Welfare and Chairman of Strategic Equity Capital PLC.

Jane M Lewis*

Ms Lewis was appointed as a Director of Majedie on 1 January 2019. She was, until 2013, a director of corporate finance and broking at Winterflood Investment Trusts. She is Chairman of Invesco Perpetual UK Smaller Companies Investment Trust PLC and Non Executive Director of CT UK Capital and Income Investment Trust PLC, JPMorgan Global Growth & Income PLC and BlackRock World Mining Trust PLC. Ms Lewis is Chairman of the Remuneration Committee and a member of the Management Engagement, Nomination and Audit Committees.

A Mark J Little*

Mr Little was appointed as a Non Executive Director of Majedie on 23 May 2019. He has an extensive knowledge of the investment industry, having previously served as the Managing Director of Barclays Wealth Scotland and Northern Ireland. Prior to this role he was Global Head of Automotive Research at Deutsche Bank having previously qualified as a Chartered Accountant with Price Waterhouse. He is currently a Non Executive Director of Securities Trust of Scotland and Blackrock Smaller Companies Trust Plc, where he chairs the audit committees, and abrdn Equity Income Trust PLC. He also acts as a consultant to Lindsays LLP and North Capital Wealth Management. Mr Little is Chairman of the Audit Committee and a member of the Remuneration, Management Engagement and Nomination Committees.

Richard W Killingbeck*

Mr Killingbeck was appointed as a Non Executive Director of Majedie on 1 July 2020. He has over 35 years' experience in the financial services sector, initially as a fund manager and latterly in a number of senior management roles within the wealth management sector. He was previously Chief Executive officer of WH Ireland PLC and is currently Managing Director of Harris Allday, a division of EFG Private Bank. He retired as the Non-Executive Chairman of Bankers Investment Trust PLC in 2019 and is currently a trustee of the London Stock Exchange Benevolent Fund. Mr Killingbeck is a member of the Remuneration, Audit, Management Engagement and Nomination Committees.

* Independent Non Executive.

Directors' Report

The Directors submit their report and the accounts for the year ended 30 September 2022.

Introduction

The Directors' Report includes the Corporate Governance Statement, the Report of the Audit Committee and the Directors' Remuneration Report. A review of the Company's business is contained in the Strategic Report (which includes the Chairman's Statement) and should be read in conjunction with the Directors' Report.

Principal Activity and Status

The Company is a public limited company and an investment company under section 833 of the Companies Act 2006. It operates as an investment trust and is not a close company. The Company has been a member of the AIC since 20 January 2014.

The Company has historic written confirmation from HM Revenue & Customs that it meets the eligibility conditions and is an approved investment trust for taxation purposes under section 1158 of the Corporation Tax Act 2010, with effect from 1 October 2012, subject to it continuing to meet the eligibility conditions and on-going requirements. In the opinion of the Directors, the Company continues to direct its affairs so as to enable it to continue to qualify as an approved investment trust.

Results and Dividend

The net revenue return before taxation arising from operations amounted to £2,780,000 (2021: £5,004,000).

The Directors recommend a final dividend of 4.2p per share and a special dividend of 1.8p per share, payable on 27 January 2023 to shareholders on the register at the close of business on 13 January 2023. Together with the interim dividend of 4.4p per share paid on 18 June 2022, this makes a total distribution of 10.4p per share in respect of the financial year (2021: 11.4p per share).

Risk Management and Objectives

The Company, as an investment company, is subject to various risks in pursuing its objective. The nature of these risks and the controls and policies in place that are used to minimise these risks are further detailed in the Strategic Report and in note 22 of the Accounts.

Directors

The general powers of the Directors are contained within the relevant UK legislation and the Company's Articles. The Directors are entitled to exercise all powers of the Company, subject to any limitations imposed by the Articles or applicable legislation.

The Directors in office at the date of this report are listed on page 29 of the Company's Annual Report and Accounts.

Mr RDC Henderson retired following the 2022 AGM and was replaced as Chairman by Mr CD Getley (see page 29 for further details).

Directors' retirement by rotation and appointment is subject to the minimum requirements of the Company's Articles of Association and the AIC Code of Corporate Governance (AIC Code).

The Company's Articles of Association require that at every AGM any Director who has not retired from office at the preceding two AGMs and who was not appointed by the Company in a general meeting, at either such meeting, shall retire from office and be eligible for re-election or election respectively, by the Company.

However, in accordance with the AIC Code, all Directors are to be re-elected annually. As such Messrs. CD Getley, RW Killingbeck, AMJ Little and Ms JM Lewis and Mr JWM Barlow will retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

The Board believes that the performance of the Directors continues to be effective, that they demonstrate commitment to their roles and that they have a range of business, financial and asset management skills and experience relevant to the direction and control of the Company.

The Board, having considered the Directors' performance within the annual Board performance evaluation, hereby recommend that shareholders vote in favour of the proposed re-elections.

Qualifying Third Party Indemnity Provisions

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

Directors' Interests

Beneficial interests in shares as at:

	30 September 2022	1 October 2021
Mr RDC Henderson*	n/a	24,700
Mr JWM Barlow	409,224	409,224
Mr AMJ Little	9,879	9,879
Ms JM Lewis	8,000	8,000
Mr CD Getley	36,830	36,830
Mr RW Killingbeck	20,000	20,000

Non-beneficial interests in shares as trustees for various settlements as at:

	30 September 2022	1 October 2021
Mr JWM Barlow	3,111,110	3,111,110

* Retired in January 2022

Substantial Shareholdings

At 30 September 2022, the Company has been notified of the following substantial holdings in shares carrying voting rights:

Mr HS Barlow	15,017,619	28.3%
Mr JWM Barlow Non-Beneficial	3,111,110	5.8%
1607 Capital Partners LLC	2,689,600	5.0%
Miss AE Barlow	2,040,415	3.8%
Mr MHD Barlow	1,776,241	3.4%
Oakwood Nominees Limited	1,631,602	3.0%

Post year end position[3]		
Mr HS Barlow[4]	15,757,619	29.7%
Christ Church Oxford	1,966,255	3.7%

Note:

1. Notifications are required where an investor reaches the 3% threshold and for every 1% increase or decrease thereafter, subject to certain exemptions. The above holdings may therefore not be wholly accurate statements of the actual investor holdings at 30 September 2022 and the date of this report.
2. The substantial voting rights disclosed above include the total holdings of shares within certain trusts where there are other beneficiaries.
3. Between 1 October 2022 and the date of this report, the Company has been notified of changes in substantial holdings.
4. Mr HS Barlow purchased shares from another family member.

AGM

The AGM will be held at City of London Club, 19 Old Broad Street, London EC2N 1DS on Wednesday, 25 January 2023 at 12 noon. The notice convening the AGM can be found on pages 95 to 101 and is available on the Company's website.

The Board considers that Resolutions 1 to 15 are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings.

Issue and Buyback of Shares

The Board continues to be of the view that an increase of the Company's stock in issue provides benefits to shareholders including a dilution of the Company's gearing and cost of its debentures, a reduction in the Company's administrative expenses on a per share basis and increased liquidity in the Company's shares. The Board sought and received approval, at the AGM on 19 January 2022, to allot new shares for cash, and without first offering them to existing shareholders in proportion to their holdings, up to a maximum of 5,294,579 shares (being approximately 9.99% of the Company's existing share capital at that time). These two existing authorities will expire at the 2023 AGM.

During the year, as the Company's shares remained at a discount, no shares have been allotted (2021: Nil).

The Board continues to be prepared to issue new shares in order to meet demand which cannot be satisfied through the market, subject to the restriction that any new shares will be issued at a premium to the Company's then prevailing NAV per share, with debt at fair value, and as such shareholder approval is sought at the AGM to renew the authority to issue new shares, without first offering them to existing shareholders in proportion to their holdings, up to a maximum of 5,294,579 shares (being approximately 9.99% of the Company's existing share capital). The renewed authority will expire at the 2024 AGM.

In response to the continued wide share price discount, in part, reflecting the current depressed share markets, and in the best interests of shareholders, the Company has maintained its intention to buyback for cancellation its shares, noting however the restrictions that exist for the Company in respect of share buybacks. Since 1 October 2021 and up to the date of this report the Company bought back for cancellation 7,092 shares, representing 0.01% of the issued share capital as at 30 September 2022, with a nominal value of £709.20, and at a total cost of £15,937. At the AGM in 2022 the Directors were given power to buy back 7,944,519 shares (being 14.99% of the Company's existing share capital) and no shares have been bought back under this authority, which will also expire at the 2023 AGM.

In order to provide maximum flexibility, the Directors consider it appropriate that the Company be authorised to make such purchases and accordingly shareholder approval is sought at the AGM to renew the authority of the Company to exercise the power contained in its Articles of Association to make buybacks of its own shares. The maximum number of shares which may be purchased shall be 7,944,519 shares (being approximately 14.99% of the Company's issued share capital). Any shares so purchased will be cancelled or held in treasury. The restrictions on such purchases (including minimum and maximum prices) are outlined in the Notice of Meeting. The authority will be used where the Directors consider it to be in the best interests of the shareholders and will expire at the 2024 AGM.

Capital Structure

As part of its corporate governance the Board keeps under review the capital structure of the Company.

At 30 September 2022, the Company had a nominal issued share capital of £5,299,880, comprising 52,998,795 shares of 10p each, carrying one vote each. All of the shares of the Company are listed on the London Stock Exchange, which is a regulated market. The Company holds no shares in Treasury.

The Company deploys gearing through long-term debt being a £20.7m 7.25% debenture stock 2025, of which £25m was issued in 2000 with £4.3m being re-purchased in 2004.

The limits on the ability to borrow are described in the investment policy on pages 22 and 23. The Board is responsible for managing the overall gearing of the Company.

Details of gearing levels are contained in the Year's Summary on page 2, and in note 22 to the Accounts.

There are: no restrictions on voting rights; no restrictions concerning the transfer of securities in the Company; 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 which the Company is party to that might change or fall away on a change of control or trigger any compensatory payments for Directors, following a takeover bid.

Notice period for general meetings

The Board believes that it is in the best interests of shareholders of the Company to have the ability to call meetings on 14 clear days' notice should a matter require urgency. The Board will therefore, as last year, propose a resolution at the AGM to approve the reduction in the minimum notice period from 21 clear days to 14 clear days for all general meetings other than annual general meetings. The Directors do not intend to use the authority unless immediate action is required.

Future Developments

The Chairman's Statement on page 4 and the Chief Executive's Report on page 7 provide details concerning relevant future developments of the Company in the forthcoming year.

Employee, Social, Environmental, Ethical and Human Rights policy

The Company, as an investment company, has limited direct impact upon the environment. In carrying out its activities and relationships with its employees, suppliers and the community, the Company aims to conduct itself responsibly, ethically and fairly.

The Company falls outside the scope of the Modern Slavery Act 2015 as it does not meet the turnover requirements under that act. The Company outsources significant parts of its operations to reputable professional companies, including fund management to Liontrust. Liontrust complies with all the relevant laws and regulations and also takes account of social, environmental, ethical and human rights factors, where appropriate.

Carbon Reporting

In accordance with the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013, and the Companies (Directors' Report) and Limited Liability Partnership (Energy and Carbon Report) Regulations 2018, the Company is required to report on its carbon dioxide emissions and quantity of energy consumed. In accordance with the regulations, the Company has determined that its organisational boundary, to which entities the regulations apply, is consistent with its accounts.

The Company operates in the financial services sector, and in common with many organisations employs outsourcing such that most of its activities are performed by other outside organisations which do not give rise to any reportable matters by the Company.

However, the Company, as a self-managed investment company, does undertake activities at its sub-leased premises. In accordance with the provision of the centrally provided building services (including heating, light, cooling etc) to all lessees in the building by the landlord, and by the superior lessee, it is considered that the Company does not have emissions responsibility in respect of these services, which rather rest with the landlord or superior lessee. The Company does however have responsibility for various other emissions in the usage of electricity by its office equipment in the course of undertaking its duties but it is not able to determine their amounts as compared to those provided by the landlord or superior lessee.

Additionally, the Company has many investments in companies around the world, either directly or through the Liontrust Funds; however the Company does not have the ability to control the activities of these investee companies and as such has no responsibility for their emissions. Therefore, the Board believes that the Company has no reportable matters for the year ended 30 September 2022 (2021: nil).

Donations

The Company made no political or charitable donations during the year (2021: nil) to organisations either within or outside of the UK.

Gender Diversity

The Board is aware of the recommendations made in the Hampton-Alexander and Parker Review in respect of gender and ethnic diversity in the boardroom and the recent changes to the Listing Rules requiring reporting against specified board diversity targets for the Company's next financial year. The Company currently does not have a formal policy on diversity, but details on how diversity is taken into account when making new appointments to the Board are included in the section on the Nomination Committee on page 38. At the year end, 80% of the directors of the Board were male and 20% were female. The composition of the Company's employees is 67% male and 33% female.

Material Contracts

- Liontrust (Majedie Asset Management Limited)
  The Board has appointed MAM as its Fund Manager, the terms of which are defined under an Investment Management Agreement dated 13 January 2014. When Liontrust purchased MAM, by default, Liontrust took over the MAM agreement and became Fund Manager. The agreement divides the Company's investment assets into a combination of a segregated portfolio and the Liontrust in-house funds, with the Board having the ability, subject to certain capacity constraints in respect of the Liontrust funds, for the determination of the asset allocation of its investment assets, both initially and on an on-going basis.

  The Investment Agreement provides that the segregated portfolio is to be managed on the same basis as the Liontrust UK Equity Fund, with other investments being made into the various Liontrust Funds, as decided by the Board as part of their asset allocation requirements. Further details on the allocation of the investments managed by Liontrust are included in the Chief Executive's Report on pages 7 to 19.

The fees payable under the Investment Agreement are detailed below:

Portfolio/Fund*	Management Fee^	Performance Fee^
UKES	0.48% p.a.	Nil
Tortoise Fund	1.00% p.a.	20%†
Global Equity Fund	0–0.65% p.a.**	Nil
International Equity Fund	0.25% p.a.	Nil

* The fees are calculated under the terms of the Investment Agreement or the relevant fund prospectus, and apply from 1 January 2021.

^ The fees charged to the UKES are charged directly to the Company's Statement of Comprehensive Income. All other fund fees are charged within the relevant fund.

† The performance fee entitlement only occurs once the hurdle has been exceeded (being the Sterling Overnight Index Average or "SONIA") and is calculated on a high water mark basis.

** The management fee range reflects the investments made into different share classes.

The Investment Agreement entitles either party to terminate the arrangement with six months' notice.

- **The Bank of New York Mellon (International) Limited**
  The Board appointed BNY Mellon Trust & Depositary (UK) Limited to provide depositary services as required by the UK AIFMD and certain other associated services under the terms of a depositary agreement dated 19 June 2014. This agreement was novated to The Bank of New York Mellon (International) Limited (BNYMIL) with effect from 1 March 2018. The services provided by BNYMIL as Depositary for the Company include:

  - general oversight responsibilities over the issue and cancellation of the Company's share capital, the carrying out of net asset value calculations, the application of income, and the ex-post review of investment transactions;

  - monitoring of the Company's cash flows and ensuring that all cash is booked in appropriate accounts in the name of the Company or BNYMIL acting on behalf of the Company; and

  - safekeeping of the assets held within the Company's investment portfolio, including those classed as financial instruments for the purpose of the UK AIFMD, and ensuring the Company's financial instruments are held in segregated accounts so that they can be clearly identified as belonging to the Company and maintaining records sufficient for verification of the Company's ownership rights in relation to assets other than financial instruments.

BNYMIL or any BNY Mellon affiliates may have an interest, relationship or arrangement that is in conflict with or otherwise material in relation to services it provides to the Investment Manager and the Company. Should a conflict of interest arise, BNYMIL shall manage conflicts of interest fairly and transparently. As a regulated business, the Depositary is required to prevent, manage and, where required, disclose information regarding any actual or potential conflict of interest incidents to relevant clients. The Depositary is required to and does maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps designed to prevent conflicts of interest from adversely affecting the interests of its clients. The terms of the depositary agreement provide that, where certain assets of the Company are invested in a country whose laws require certain financial instruments to be held in custody by a local entity and no such entity is able to satisfy the requirements under the UK AIFMD in relation to use of delegates by depositaries, BNYMIL may still delegate its functions to such a local entity and be fully discharged of all liability for loss of financial instruments of the Company by such local entity.

The Depositary receives an annual fee for its services based on a sliding scale on the total gross portfolio assets of the Company, payable monthly in arrears. The depositary agreement in place with BNYMIL continues unless and until terminated: without cause upon the Company and BNYMIL giving not less than 90 days' notice and upon BNYMIL giving notice expiring not less than 18 months after the date of the agreement, in each case such notice to be effective only if a new Depositary has been appointed.

- Link Market Services Limited (Link)
  Company Secretarial services are provided by Link, under the Company Secretarial Services Agreement dated 25 April 2016. The agreement mandates that Link Company Matters Limited will act as Link's nominated corporate secretary. The agreement also provides for fees to be paid quarterly, to be based on a fixed annual amount and be subject to annual RPI increases with either party to give notice to terminate the agreement with 12 months' notice.

Listing Rule Disclosure

The Company confirms that there are no items which require disclosure under Listing Rule 9.8.4R in respect of the year ended 30 September 2022.

UK AIFMD

The UK AIFMD requires certain financial and non-financial disclosures in respect of Annual Reports.

These disclosures are met by the Company in its Annual Report. In addition, certain specific disclosures are required which are:

- Remuneration
  Total remuneration details for the Directors (who are considered to be code staff under the Directive) are shown in the Report on Directors' Remuneration. Remuneration details for staff are included in note 7 to the accounts. There was no variable remuneration due during the year.

- Leverage
  The UK AIFMD requires the Company to disclose its actual leverage (calculated under the Gross & Commitment methods) and also to set a limit in respect of leverage it can use. The Company has set a limit of 1.5 times (1 being no leverage) and as at 30 September 2022 had leverage of 1.12 times under the Gross method and 1.18 times under the Commitment method. Note 22 to the accounts provides further details.

- Investor Pre-investment information
  The UK AIFMD requires that potential investors are provided with certain information. The Company provides this information on its website at www.majedieinvestments.com. This has been updated in the year reflecting various small changes, all of which are described in this Annual Report.

Disclosure of Information to Auditors

As far as each of the Directors are aware:

- there is no relevant audit information of which the Company's Auditors are unaware; and
- they have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Auditors

Ernst & Young LLP were re-appointed as Auditors on 19 January 2022. Ernst & Young LLP have indicated their willingness to continue in office and a resolution will be proposed at the AGM to re-appoint them as Auditors.

Viability

The Board has assessed the prospects of the Company over the five year period to September 2027. The Board believes that five years is appropriate given the long-term nature of the Company's objective and the risks arising from investing in equity markets.

In undertaking their assessment of the viability of the Company, the Board has first considered the Company's prospects utilising the following factors:

- the Company's business model and investment strategy;
- how the Company is positioned against each of the Company's emerging and principal risks and uncertainties;
- the nature and liquidity of the Company's investments;
- global equity market conditions with particular reference to the COVID-19 pandemic, and Ukraine war;
- the level of its long-term liabilities.

The assessment process provided the following matters which are considered relevant, being:

- the Board carried out a robust assessment of the principal and emerging risks and uncertainties (see pages 25 and 26) that are facing the Company over the review period. The current investment climate is uncertain. In particular, the longer-term impacts of the COVID-19 pandemic and war in Ukraine are unknown. Also, other political impacts are additional factors. However, the Company, as a closed ended investment company with a long-term focus and objective is well positioned to ride out any short-term volatility. Investment risk and volatility are high but are well below stress testing levels (the Chief Executive's Report on page 19 provides more details on the investment outlook).
- the £20.8m of borrowings, being leverage of 1.12 times (Gross method) and 1.18 times (Commitment method), are considered acceptable and are well below the 1.5 times limit. The Board keeps gearing levels under review and can increase cash levels as required;
- the investment portfolio which comprises 94.7% of total assets at 30 September 2022 remains highly liquid (can be traded daily). The Board receives many detailed reports on positioning and approach from Liontrust and geographic and sector positioning is kept under constant review (the Chief Executive's Report on page 7 provides further details on the investment portfolio);
- the Company's systems and operational performance, and that of its service providers, have been resilient under the on-going challenges posed by COVID-19 with service levels having been maintained.

As part of the assessment the Board remains very conscious of the impact of COVID-19 and the Ukraine war, both short and long-term, on the Company as noted previously. The Board undertook a review of the Company's investment management arrangements and is proposing the appointment of Marylebone as investment manager. As such, the Board has concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five year period to September 2027.

Going Concern

In assessing the Company's ability to continue as a going concern, the Board considered the nature of its investment portfolio, its investment objective and policy (see pages 22 and 23), its risk management systems, its financial income and expenditure projections, and its financial and operational structure.

As part of this assessment the Board took into consideration the continuing uncertainties generated by the COVID-19 pandemic and the Ukraine war on the Company's ability to generate income, sell its assets as or if required to meet liabilities, and ability to operate under any restrictions imposed by the current market conditions. The Board stress tested a downside scenario showing income from investments falling by, on average, 50% and investment values by 66.6% which would still leave the Company with adequate financial resources to be in a going concern position.

As such the Board is of the view that the Company will be able to meet its obligations to 19 December 2023, being twelve months from the date of the approval of the financial statements, and therefore continues to adopt the going concern basis in preparing the financial statements.

By Order of the Board

Link Company Matters Limited
Company Secretary
19 December 2022

Corporate Governance Statement

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

This section of the Annual Report describes how the Company, as a member of the AIC, has applied the principles of the UK Corporate Governance Code as published by the Financial Reporting Council (FRC) in July 2018, as required by the FCA. A copy of the UK Corporate Governance Code can be found at www.frc.org.uk. The Board has considered the principles and recommendations of the AIC Code of Corporate Governance (AIC Code), as published in February 2019. The AIC Code, addresses all the principles set out in the UK Corporate Governance Code, as well as setting out additional principles and recommendations on issues that are of specific relevance to the Company, being self-managed. A copy of the AIC Code can be found at www.theaic.co.uk.

The Board considers that reporting against the principles and recommendations of the AIC Code (which incorporates the UK Corporate Governance Code), will provide shareholders with full details of the Company's corporate governance compliance. The Company has complied with the recommendations of the AIC Code throughout the year ended 30 September 2022 except as set out below:

Provision 6.2.14: Senior Independent Director – The Directors have determined that the size of the Company's Board does not warrant the appointment of a senior independent director.

The description of the main features of the Company's internal control and risk management system in relation to the FRC's guidance can be found on page 45 in the Report of the Audit Committee.

The Company

The Company has a long history of self management, and is a self-managed AIF under the UK AIFMD. In complying with the more detailed aspects of best corporate governance practice, the Board takes into account that the Company is a listed investment company and the Barlow family, as a whole, owns approximately 54% of the shares in issue.

Although the family shareholding in total is significant, there are a number of individual family members and trusts represented by many separate shareholdings.

The principal objective of the Board continues to be to maximise total shareholder return for all shareholders.

Board of Directors

The Board is responsible for the overall stewardship of the Company, including its purpose, strategy, operations and governance. In undertaking this responsibility, and also taking into account its self-managed status and as an AIFM, the Board has set an investment objective and policy, both approved by shareholders, established governance arrangements, risk management and operating systems, policies and procedures, including those relating to its employees. In setting and seeking alignment across these components the Board has considered the Company's culture, including its long history and background and seeks to embed expected values, such as fairness, integrity and professionalism across the Company.

The Chairman is responsible for leadership of the Board and ensuring its effectiveness in all aspects of its roles, and that all Directors receive accurate, timely and clear information. In line with the requirements of the AIC Code, the responsibilities of the Chairman have been agreed by the Board and are available to view on the Company's website.

The Board's composition satisfies the requirements of the AIC Code comprised of an independent Chairman, three other independent Non-Executive Directors and Mr JWM Barlow is the CEO. Biographical details of the Directors are shown on page 29.

All Non-Executive Directors are considered to be independent as defined by the AIC Code as, in the opinion of the Board, each is independent in character and judgment and there are no relationships or circumstances relating to the Company that are likely to affect their judgment. The Company's Chairman is Mr CD Getley whose other commitments are listed on page 29.

The Board meets at least five times in each calendar year and its principal focus is the strategic development of the Company, investment policy and the control of the business. Key matters relating to these areas, including the monitoring of financial performance, any changes to the asset allocation, cash or gearing limits, and the buying back of shares or the repayment of long term borrowings are reserved for the Board and set out in a formal statement.

During the year ended 30 September 2022, the Company held 5 Board meetings, 3 Audit Committee meetings, 1 Management Engagement Committee meeting, 1 Nomination Committee meeting, 1 Remuneration Committee meeting and a number of ad hoc meetings. Attendance at these Board and Committee meetings is detailed below.

	Number of Meetings				
Directors	Board	Audit	Management Engagement	Remuneration	Nomination
CD Getley	5	3	1	1	1
JWM Barlow	5	n/a	n/a	n/a	n/a
JM Lewis	5	3	1	1	1
AMJ Little	5	3	1	1	1
RW Killingbeck	5	3	1	1	1
RDC Henderson*	1	1	1	1	1

* Retired January 2022

During the year, the Directors undertook a comprehensive 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, areas of improvement and independence of the Board together with the performance of its committees, the Chairman and individual Directors.

The evaluation questionnaire also covered a range of areas including strategy, processes and effectiveness, size and composition, and corporate governance and was 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. The results of the Board evaluation process were reviewed and discussed by the Board and several areas of improvement were identified for the Company to focus on in the coming year, including concluding and implementing the change in management arrangements, the Company's investment policy and portfolio composition, and continuing to identify means to enhance investor awareness of the Company.

The Board, concluded that the Board and its Committees continue to function effectively and that the Chairman's and Directors' other commitments are such that all Directors are capable of devoting sufficient time to the Company.

The Board has agreed and established a procedure for Directors in furtherance of their duties to take independent professional advice if necessary, at the Company's expense.

The Board recognises the need for new Directors to receive an appropriate induction. Existing Directors receive regular updates on regulatory and governance matters, and development and training needs were discussed as part of the Board evaluation process.

- The Audit Committee comprises:
  Mr AMJ Little (Chairman), and all of the Non-Executive Directors. Mr JWM Barlow and representatives of the Auditors are invited to attend meetings of the Committee.

  The Board has agreed the terms of reference for the Audit Committee, which meets at least three times a year.

  Further details on the work of the Audit Committee are detailed in the Report of the Audit Committee on pages 42 to 45.

- The Nomination Committee comprises:
  Mr CD Getley (Chairman) and all of the Non-Executive Directors. Mr JWM Barlow attends meetings at the request of the Committee, from time to time. The approach of the Committee is to consider appointments to the Board of Directors in the context of the requirements of the business, its need to have a balanced and effective Board and succession planning. As part of this, gender and ethnic diversity are carefully considered by the Committee and are fully taken into account when evaluating the skills, knowledge and experience desirable to fill each vacancy and all appointments to the Board are made on merit. The Committee has not set any measurable objectives in respect of diversity.

  The Company's Articles of Association require a Director appointed during the year to retire and seek election by shareholders at the next AGM and all Directors must seek re-election at least every three years. However, as noted previously, in accordance with the AIC Code all Directors will be re-elected annually. The Articles of Association can be amended by shareholders at a General Meeting.

  The rules relating to the appointment and removal of directors are set out in the Companies Act 2006 and the Company's Articles of Association.

Non-Executive Directors are appointed for a term of three years, subject to earlier termination, including provision for early termination by either party on one month's notice. The terms and conditions for all Non-Executive Director appointments are set out in letters of appointment (they do not have service contracts), which are available for inspection at the Company's registered office and will be available 15 minutes before the start of and during the Company's AGM. The letters of appointment set out the time commitment expected of Non-Executive Directors who, on appointment, undertake that they will have sufficient time to meet their requirements.

The Board's policy on tenure for the Non-Executive Directors is that it is expected that individual director's should be able to serve for up to nine years before retiring. However, this limit is flexible in order to facilitate effective succession planning.

Details of the CEO's employment contract can be found in the Report on Directors' Remuneration on page 49.

The Nomination Committee met on 25 October 2022 to consider the results of the Board evaluation process, diversity and inclusion and the re-election of Directors at the Company's AGM.

Based on the outcome of the Board performance evaluation process and on the basis that they continued to make valuable contributions, exercise judgement and express opinions in an independent manner, the Committee has decided to recommend the re-election and election of all Directors as appropriate.

The Committee considers that the current Directors provide the necessary breadth of skills, experience, length of service and knowledge of the business to effectively manage the Company.

- The Remuneration Committee comprises:
  Ms JM Lewis (Chairman) and all of the Non-Executive Directors. Mr JWM Barlow is invited to attend and participate as appropriate. Further details on the work of the Remuneration Committee are included in the Report on Directors' Remuneration on pages 46 to 49.

- The Management Engagement Committee (MEC) comprises:
  Mr CD Getley (Chairman) and all of the Non-Executive Directors. Mr JWM Barlow attends meetings, at the request of the Committee, from time to time. The Board has agreed terms of reference for the Committee, which meets at least once a year to consider the performance of the Fund Manager, the terms of the Fund Manager's engagement and to consider the continued appointment of the Fund Manager. The MEC met on 25 October 2022 and recommended that following the completion of the strategic review Marylebone be appointed as the Company's investment manager and AIFM. The Company will not incur any financial penalties as a result of terminating the Liontrust investment management agreement.

  In addition to the Fund Management role, the Board has delegated to external third parties the Depositary, including custodial services, company secretarial services and share administration and registration services.

  The MEC annually reviews these service providers' performance and their contracts.

The terms of reference of the Company's Committees are available on request from the Company Secretary or from the Company's website.

Conflicts of Interest

The Directors have declared any conflicts or potential conflict of interest to the Board which has the authority to approve such situations. The Company Secretary maintains the Register of Directors' Conflicts of Interests which is reviewed quarterly by the Board and when changes are notified. The Directors advise the Company Secretary and Board as soon as they become aware of any conflicts of interest. Directors who have conflicts of interest do not take part in discussions which relate to any of their conflicts.

It is the responsibility of each individual Director to avoid an unauthorised conflict situation arising. Directors must request authorisation from the Board as soon as they become aware of the possibility of a situational conflict arising.

The Board is responsible for considering Directors' requests for authorisation of situational conflicts and for deciding whether or not the situational conflict should be authorised. The factors to be considered will include whether the situational conflict could prevent the Director from properly performing his duties, whether it has, or could have, any impact on the Company and whether it could be regarded as likely to affect the judgement and/or actions of the Director in question. When the Board is deciding whether to authorise a conflict or potential conflict, only Directors who have no interest in the matter being considered are able to participate in the relevant decision, and in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors are able to impose limits or conditions when giving authorisation if they think this is appropriate in the circumstances.

The Directors must also comply with the statutory rules requiring company directors to declare any interest in an actual or proposed transaction or arrangement with the Company.

Relations with Shareholders

The CEO undertakes regular visits and presentations to shareholders and potential investors around the UK, discussing, inter alia, Company performance and strategy. Kepler Partners and doceo are engaged to provide support in this area and they provide detailed analysis reports to the Board.

Additionally, members of the Board hold meetings with the Company's principal shareholders and prospective investors to develop an understanding of the views of shareholders and to discuss the Company's strategy and financial and investment performance.

Any issues raised by shareholders are reported to the full Board. Shareholders are encouraged to attend the AGM and to participate in proceedings. Shareholders wishing to contact the Directors to raise specific issues can do so directly at the AGM or by writing to the Company Secretary.

In the Annual Report each year the Directors seek to provide shareholders with information in sufficient detail to allow them to obtain a reasonable understanding of recent developments affecting the business and the prospects for the Company in the year ahead. The various sections of the Strategic Report provide further information.

Voting policy

The exercise of voting rights attached to the Company's investment portfolio has been delegated to Liontrust in the absence of explicit instructions from the Board. Liontrust subscribes to the NAPF Voting Issues Service (ISS) which forms part of their voting process. Liontrust provides a quarterly report detailing the voting activity on the Company's investment portfolio which includes details of the votes made as well as the reasons explaining the rationale for the voting decision.

Liontrust is required to include on their website a disclosure about the nature of their commitment to the FRC's Stewardship Code and details may be found at www.liontrust.co.uk.

The Company's Shareholder Engagement Policy, as required under the Shareholder Rights Directive II, utilises the Liontrust policy and is available on the Company's website.

Internal Control Review

The Board acknowledges that it is responsible for the risk management and internal control relating to the Company and for reviewing the effectiveness of those systems. An ongoing process is in existence to identify, evaluate, manage and monitor risks faced by the Company. The UK AIFMD also requires that the Board, acting as AIFM, implements effective risk management policies and procedures and the appointment of a Depositary provides an additional check over the Company's operations. Key procedures are also in place to provide effective financial control over the Company's operations.

The risk management process and systems of internal control are designed to manage rather than eliminate the risk of failure to achieve the Company's objectives. It should be recognised that such systems can only provide reasonable, not absolute, assurance against material misstatement or loss.

A review of internal control and risk management systems is undertaken by the Board or the Audit Committee in the context of the Company's overall investment objective.

The review covers business strategy, investment management, operational, compliance and financial risks facing the Company. In arriving at its judgement of the nature of the risks facing the Company, the Board or the Audit Committee has considered the Company's operations in the light of the following factors:

- the nature and extent of risks which it regards as acceptable to bear within the overall business objective;
- the likelihood of such risks becoming a reality; and
- the Fund Manager's ability to reduce the incidence and impact of risk on performance and the relevant controls.

Further details relating to risk management, risk assessments and internal controls are contained in the Report of the Audit Committee on page 42.

In accordance with the AIC and the UK Corporate Governance Code, the Board has carried out a review of the effectiveness of the system of internal controls as it has operated over the year and up to the date of approval of the report and accounts.

By Order of the Board

Link Company Matters Limited
Company Secretary
19 December 2022

Report of the Audit Committee

The Report of the Audit Committee forms part of the Corporate Governance Statement.

The membership of the Audit Committee changed during the year, following the retirement of Mr RDC Henderson as Chairman and Non-Executive Director at the AGM on 19 January 2022. No new appointments to the Audit Committee were made during the year. The Audit Committee includes Mr CD Getley, the Company Chairman, as a member. In accordance with the 2019 AIC code, this is considered appropriate given Mr CD Getley's background with the Company and his financial experience. Additionally, it is considered that the Audit Committee Chairman, Mr AMJ Little, who is a Chartered Accountant, has appropriate recent financial experience to continue in the role. The Board recognises the requirement for the Audit Committee as a whole to have competence relevant to the sector in which the Company operates. The Directors have a combination of financial, investment and business experience, specifically with respect to the investment trust sector.

The Committee usually meets three times a year in which it reviews the Half-Yearly Financial Report and Annual Report, and agrees the auditor's terms of engagement.

The Company Secretary, Link Company Matters Limited (trading as Company Matters), acts as Secretary to the Committee and its terms of reference are available on request or may be obtained from the Company's website.

Responsibilities

The Committee's responsibilities include:

- monitoring the integrity of the financial statements of the Company (including that they are considered, as a whole, to be fair, balanced and understandable);
- reviewing the Company's internal financial controls and risk management systems;
- making recommendations to the Board, for it to put to the shareholders for their approval in general meeting, in relation to the appointment of the external auditor, monitoring the external auditor's effectiveness and independence and monitoring a policy on the engagement of the external auditor to supply non-audit services.

In respect of the year under review the Committee met three times, in December 2021 and May and July 2022. Since the year end it has also met in December 2022. The purpose of the meetings was to review the Company's Half-Yearly Financial Report and Annual Report respectively, to review the internal control environments of outsourced service providers and to oversee the relationship with the Auditor which includes recommendations on fees, approval of their terms of engagement and assessing their independence and effectiveness.

Significant issues related to the Financial Statements

In respect of the year ended 30 September 2022, and following a robust assessment of the risks facing the Company, the Committee considered the following issues to be significant to the financial statements:

Valuation of Investments

The Company is an investment company which invests in many companies around the world, the majority of which are quoted and traded on a recognised stock exchange. These investments are made directly via the UKES or in Funds managed by Liontrust.

However, a very small number of the Company's investments are in companies that are not quoted or traded on a recognised stock exchange and for which price discovery requires careful analysis and judgement.

Investments in quoted companies are valued using prices from a third-party pricing source. These prices are reviewed against other third-party sources and additionally those that exceed a pre-determined movement threshold, or do not change, are subject to further verification. Investments made in the various Liontrust funds are priced using prices published by the relevant fund administrator (Liontrust use the Bank of New York Mellon).

For unquoted investments, the CEO provides detailed valuation papers and analyses and recommends a fair value for the relevant investment to the Committee, using the Company's policy as set out in note 1 to the Accounts on pages 65 to 72. The unquoted investment papers are reviewed by the Committee, who challenge assumptions, methodologies and inputs used.

Ownership of Investments

The Company's investments are held in safe custody by BNYMIL as Depositary. BNYMIL acts as global custodian and may delegate safekeeping of the assets of the Company to one or more global sub-custodians (such delegation may include the powers of sub-delegation).

BNYMIL has delegated safekeeping of the assets of the Company to The Bank of New York Mellon SA/NV and The Bank of New York Mellon. The Committee receives regular reports on BNYMIL's internal controls.

Income Recognition

The Company's principal income is dividend receipts from its investment holdings, including Liontrust. As such inaccurate recognition of income, or incomplete controls in this area, could result in the Company misstating such receipts.

The Committee receives regular detailed management accounts during the year and also reviews and approves the Company's forecast for the year and dividend income is subject to extensive substantive testing by the auditor.

The Chairman of the Committee will be available at the AGM to answer any questions relating to the Annual Report.

External Audit

The Company's external auditor, Ernst & Young LLP, was initially appointed on 18 January 2008. In accordance with the EU Audit Directive and Regulation, the Company completed a competitive tender process in 2017, which resulted in Ernst & Young LLP being re-appointed as auditor. Legislation allows for a further period of up to ten years at which time a mandatory rotation is required.

Additionally, Auditing Practices Board requirements require that the engagement partner serve for up to 5 years. Mr A Coups has been engagement partner since 2019.

The notice of the Annual General Meeting on page 95 includes a resolution, to be approved by shareholders, that Ernst & Young LLP be re-appointed as Auditor.

The Company engages Ernst & Young LLP to undertake the annual year end audit. It is not considered necessary to have a review of the Half Yearly Financial Report. Ernst & Young LLP attended the annual accounts Audit Committee meeting in December, and an audit planning meeting in July.

In determining the effectiveness of the external audit, the Committee takes account of the following factors:

Factor	Assessment
The Audit Partner	Extent to which the partner demonstrates a strong understanding of the business and industry and the challenges that the Company faces. Additionally, they are committed to audit quality.
The Audit Team	Extent to which the audit team understand the business and industry, are properly resourced and experienced.
The Audit approach	The Audit approach is discussed with management and targets the significant issues early (and any new requirements as a result of new regulations etc), is communicated properly, is appropriate for the Company's business and industry and includes an appropriate level of materiality.
The role of management	Information provided by management is timely and correct with proper work papers. Accounting systems and internal controls work properly to enable proper information and an audit trail to be provided.
The communications and formal reporting by the Auditor	Management and the Committee kept appropriately informed as the audit progresses – a no surprises basis is adopted. The formal report is appropriate and contains all the relevant material matters.
The support, insights and added value provided to the Committee	Guidance given to the Committee for best practice with provision of updates and/or briefings between Committee meetings.
The independence and objectivity of the Auditor	Complies with the FRC ethical standards and has the required degree of objectivity.

In assessing the effectiveness of the audit, the Committee receives management assessments and reports from the Auditor and additionally does, from time to time, receive assessments on the Auditor from the FRC.

As a result of its review, the Committee is satisfied that, in respect of the year ended 30 September 2022, the external audit process is effective and it recommends the appointment of Ernst & Young LLP as Auditors at the forthcoming AGM.

Fees related to external audit services are disclosed in note 5 to the Accounts.

Policy for non-audit services

The Company has a policy in place in respect of non-audit services which meets the requirements of the Revised Ethical Standard 2019, as issued by the Financial Reporting Council. The policy prohibits the external auditor from providing certain services, e.g. tax, and places a cap on the value of these fees, as compared to the external auditor's statutory audit fees. It also allows for the external auditor to provide non-audit services provided they fall within the list of permitted non-audit services e.g. covenant reporting, as detailed in the Revised Ethical Standard 2019. As was the case last year, during the year the only non-audit service provided by the Auditor was a review of the Company's debenture covenant reporting, to the trustee for the debenture holders, which is separately disclosed as Other Audit Related Services in the Accounts (see note 5 to the Accounts). Any areas of concern are raised with the Board of the Company.

In determining auditor independence, the Committee assesses all relationships with the auditor and receives from the auditor information on its independence policy along with safeguards and procedures it has developed to counter perceived threats to its objectivity. The auditor also provides confirmation that it is independent within the meaning of all regulatory and professional requirements and that the objectivity of the audit is not impaired. Following its review, the Committee is satisfied that they are independent having fulfilled their obligations to both the Company and its shareholders.

Risk Management and Internal Control

The Company operates risk management and internal control systems appropriate for entities operating in the financial services sector and in-line with the size and the scope of its activities. In reviewing these systems, the Committee, and/or the Board, receive regular reports, which include those from the Company's Depositary. The Committee also receives control reports from its key third party outsourced service providers on the effectiveness of their own internal control systems and procedures. Any particular issues identified are documented and followed up by the Committee or the Board in subsequent meetings.

The Company does not have an internal audit function. The Committee has considered this matter and is of the opinion that there is no need at the present time for the Company to have an internal audit function since there are considered to be adequate checks and balances in operation. In particular, the Company operates with fund management services being undertaken by Liontrust, company secretarial functions by Link Company Matters Limited and depositary services by BNYMIL (with custody being delegated to The Bank of New York Mellon SA/NV and The Bank of New York).

For the year ended 30 September 2022 the Company's risk management and internal controls were subject to review by the Committee, which included internal controls in place to support the Company's fund administration activities. The COVID-19 pandemic and recovery as well as the conflict in Ukraine continue to provide uncertainty across many risks faced by the Company, primarily market and operational risk. The Committee remained satisfied that the Company's risk management and internal controls functioned as planned. The Committee noted that the Company's business continuity plan continued to work as intended and operations and service levels were maintained. The Committee also noted that the major service provider operations and service levels were maintained.

Lastly, the Committee noted the audit approach undertaken by the auditor in the course of the year end audit. These, together with the Committee's own review, meant that the Committee considers that the Company's risk management and internal controls have been, and are, adequate and effective.

Risk Assessment

The Audit Committee considered the requirements of the AIC Code which require a robust assessment of the emerging and principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity. The principal and emerging risks facing the Company and how they are being managed are detailed on pages 25 and 26 in the Business Review section of the Strategic Report. The Committee reviews these risks and mitigating controls in its meetings in May and December. The Board, at each meeting, receives reports on operational matters and reviews a Key Risks Summary which outlines the key and emerging risks, and changes thereto.

Compliance, Whistleblowing and Fraud

The Company uses outsourced service providers for certain arrangements as part of its operations. The Committee and the Board receive reports regarding the internal control environment and compliance function of the Fund Manager and other major service providers, including procedures for whistleblowing and for detecting fraud and bribery.

The Committee also seeks assurances from service providers that their appropriate whistleblowing procedures enable their staff to raise concerns about possible improprieties in a confidential manner.

The Company has in place a compliance manual, tailored to its size and the nature of its business, which has procedures and policies in place to provide for whistleblowing and fraud detection.

On behalf of the Board

A Mark J Little
Chairman of the Audit Committee
19 December 2022

Report on Directors' Remuneration

Annual Statement

The membership of the Remuneration Committee changed during the year, following the retirement of Mr RDC Henderson as Chairman and Non-Executive Director at the AGM on 19 January 2022. No new appointments to the Remuneration Committee were made during the year. The Company Secretary, Link Company Matters Limited, acts as Secretary to the Remuneration Committee, and the Committee's terms of reference are available on request or may be obtained from the Company's website.

At its meeting in October 2022, the Remuneration Committee decided that, in implementing the Company's remuneration policy:

- there should be no change to the remuneration of the Non-Executive Directors in respect of the financial year ended 30 September 2023;
- Mr Barlow's basic salary will increase by 4% as from 1 October 2022. There is no change to his other benefits nor to his bonus scheme.

In reaching their decisions the Remuneration Committee considered the remuneration rates of comparable investment entities and the prevailing rate of inflation. No external consultants were used.

Additionally, Mr JWM Barlow, under the approved bonus scheme, is entitled to a bonus of £25,000 in any financial year in which the Company's issued share capital is increased by at least 5%, rising to £50,000 on a straight-line basis if it increases by 10%. No bonus will be paid in the absence of any such increase, and no other bonus arrangements have been proposed.

During the financial year ended 30 September 2022 no shares were issued. Mr Barlow did not therefore qualify for a performance bonus under this bonus scheme.

No discretion was exercised during the year in relation to Directors' remuneration. Save as set out above there are no changes to the way in which the Board intends to implement the Company's remuneration policy.

During the year, the Remuneration Committee received material advice from the Company Secretary on changes to law, regulations and practice as part of their normal services to the Company.

J M Lewis
Chairman of the Remuneration Committee
19 December 2022

Directors' Remuneration Policy

In accordance with the requirements of Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, as amended, (the Regulations), an ordinary resolution to approve the new Directors' Remuneration Policy was approved at the Company's Annual General Meeting on 20 January 2021. It is proposed that the approved new policy remain in force until the Annual General Meeting of the Company in 2024, at which time a further resolution will be proposed. The approved policy is available for inspection by shareholders on the Company's website at www.majedieinvestments.com.

AUDITED SECTION

Annual Report

The remuneration of the Directors for the year ended 30 September 2022 was as follows:

	Salaries & Fees		Taxable Benefits		Bonus		Total Remuneration	
	2022 £000	2021 £000	2022 £000	2021 £000	2022 £000	2021 £000	2022 £000	2021 £000
Non-executive Directors								
Mr CD Getley*	48	32					48	32
Ms JM Lewis	35	35					35	35
Mr AMJ Little	35	35					35	35
Mr RW Killingbeck	32	32					32	32
Mr RDC Henderson*	16	55					16	55
Fees sub-total	166	189					166	185
Executive Director Mr JWM Barlow	199	192	13	9			212	201
Total	365	381	13	9			378	390

* Mr RDC Henderson retired as Chairman and Non-Executive Director and Mr CD Getley was appointed as Chairman on 19 January 2022

Total Remuneration for the year, and prior year, is classed as fixed remuneration (there were no bonuses due in either period). Mr JWM Barlow's taxable benefits relate to healthcare costs (he receives no pension contributions). Directors' fees were set at £55,000 per annum for the Chairman and £31,500 basic, per annum, for each of the other Non-Executive Directors. In addition, there is a £3,500 per annum supplement for the Chairman of each of the Audit and Remuneration Committees.

There have been no payments to past Directors during the financial year ended 30 September 2022, whether for loss of office or otherwise.

Scheme interests awarded during financial year

The Company does not operate any share incentive schemes.

Directors' Interests

The Company does not have any requirement or guidelines for any Director to own shares in the Company.

The interests of the Directors' of the Company, including their connected persons, in securities of the Company are as follows:

Directors' Interests	Type of holding	No of fully paid ordinary 0.1p shares 30 September 2022	30 September 2021
Mr CD Getley	Beneficial	36,830	36,830
Ms JM Lewis	Beneficial	8,000	8,000
Mr AMJ Little	Beneficial	9,879	9,879
Mr RW Killingbeck	Beneficial	20,000	20,000
Mr JWM Barlow	Beneficial	409,224	409,224
	Non-beneficial	3,111,110	3,111,110
Mr RDC Henderson*	Beneficial	n/a	24,700

* Retired January 2022

There were no changes in the Directors' interests between 30 September and 19 December 2022.

NON AUDITED SECTION

Performance

Set out below is a graph showing the total shareholder return attributable to the shares in the Company in respect of the ten financial years ended September 2022, and a hypothetical portfolio constructed according to a benchmark equity index, calculated as 70% FTSE All-Share Index and 30% FTSE World ex UK Index (Sterling) to September 2016 and the MSCI All Country World Index (Sterling) in the same proportions thereafter. This composite is the comparator for the purpose of this graph as it includes a global equity weighting appropriate to a global equity trust and was (using the pre-September 2016 indices), the Company's benchmark at the start of the ten-year period.

Total Shareholder Return v Benchmark for the 10 years ended 30 September 2022

Directors fees

The table below shows the change in directors fees over the past 5 years.

Ned Fees	FY 2022	FY 2021	FY 2020	FY 2019	FY 2018
Chairman	55,000	55,000	55,000	65,000	65,000
Non-exec Director	31,500	31,500	31,500	31,500	31,500
Chairman of Audit Committee	3,500	3,500	3,500	3,500	3,500
Chairman of Remuneration Committee	3,500	3,500	3,500	3,500	3,500
Total	93,500	93,500	93,500	103,000	103,000

Remuneration of the Director undertaking the role of Chief Executive Officer

The table below sets out the remuneration of the Director of the Company who fulfils a role most closely corresponding to that of chief executive officer (CEO) over the preceding ten financial years:

Year ended	Director undertaking role of CEO	Total remuneration	Current year variable remuneration awarded vrs maximum potential value	Prior year or future year awards vested vrs maximum potential value
30 Sep 2022	Mr JWM Barlow	£206,716	0%	0%
30 Sep 2021	Mr JWM Barlow	£201,828	0%	0%
30 Sep 2020	Mr JWM Barlow	£201,122	0%	0%
30 Sep 2019	Mr JWM Barlow	£196,178	0%	0%
30 Sep 2018	Mr JWM Barlow	£190,511	0%	0%
30 Sep 2017	Mr JWM Barlow	£185,618	0%	0%
30 Sep 2016	Mr JWM Barlow	£180,559	0%	0%
30 Sep 2015	Mr JWM Barlow	£215,649	44%*	0%
30 Sep 2014	Mr JWM Barlow	£153,358	0%	0%
30 Sep 2013	Mr JWM Barlow	£143,531	0%	0%
30 Sep 2012	Mr JWM Barlow	£166,640	0%	0%

* Reflects the £40,000 bonus as against the maximum bonus potential of £90,000.

Annual percentage change in remuneration of Directors and employees

The table below sets out the changes in the disclosed elements of the remuneration of each Director as compared to employees of the Company:

Period & Type	Notes	Mr RDC Henderson	MS JM Lewis	Mr AMJ Little	Mr CD Getley	Mr RW Killingbeck	Mr JWM Barlow	Staff
Salary & Fees								
30 Sep 2022	2, 3 & 4	+0.0%	+0.0%	+0.0%	+52.4%	+0.0%	+3.0%	+3.0%
30 Sep 2021	2, 3 & 4	+0.0%	+0.0%	+0.0%	+0.0%	+0.0%	+1.0%	+1.0%
Taxable Benefits								
30 Sep 2022	5						-10.0	-9.5%
30 Sep 2021	5						-11.8	-8.3%
Bonus								
30 Sep 2022	6						+0.0%	+0.0%
30 Sep 2021	6						+0.0%	+0.0%

Notes:

1. The table shows the average annual percentage change in each Director's remuneration as compared to the average employee (on a Full Time Equivalent basis). In accordance with the regulations this is for the two financial years as shown above. The Non-Executive Directors are not eligible for benefits or variable remuneration.
2. The change Mr CD Getley fees reflected his appointment as Chairman of the Board in 2022, which attracts a fee supplement.
3. The change in Mr JWM Barlow's salary reflects the salary increase as detailed in the relevant year's annual report.
4. Average staff salaries have increased, reflecting cost of living increases in 2022 and 2021. Given the small number of staff the impact in monetary terms is small.
5. The percentage movements in taxable benefits for 2022 and 2021 reflect firstly, various cost inflation type increases and secondly, decreases due to re-pricing by some of the relevant providers. Again, the actual amounts involved in monetary terms is small.
6. No bonus was paid to a member of staff in the year and there were no bonuses paid in 2022.

External appointments

The Board supports any Executive Director taking up appointments outside the Company to broaden their knowledge and experience, from which they may retain any fee. External appointments are subject to agreement and reported to the Board. Any external appointment must not conflict with the Director's duties and commitments to the Company.

During the year, Mr JWM Barlow was a non-executive director of Strategic Equity Capital PLC for which he received fees on the basis of £27,500 in the year (2021: £25,250).

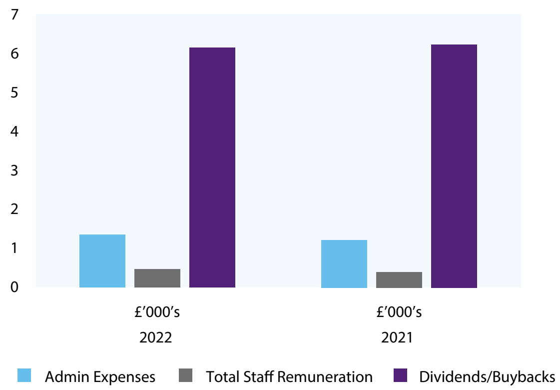
Relative importance of spend on pay

The table below sets out, in respect of the financial year ended 30 September 2022 and the preceding financial year:

a) administration expenditure of the Company;

b) aggregate remuneration paid to or receivable by all employees of the Company;

c) distributions made to shareholders by way of dividend or share buyback.



Statement of implementation of Remuneration Policy in respect of the financial year ending 30 September 2023

Non Executive Directors

The Remuneration Committee has reviewed Directors' fees during the financial year, and does not expect to recommend any further change in the absence of unforeseen circumstances.

CEO

The Remuneration Committee intends to review the salary of the CEO in light of prevailing market conditions. It intends to operate Mr JWM Barlow's bonus scheme in accordance with its terms as set out in the Remuneration Policy.

Remuneration Responsibilities

During the financial year, the members of the Remuneration Committee were Ms JM Lewis (chair), Mr CD Getley, Mr AMJ Little and Mr RW Killingbeck. No person provided services or advice to the Remuneration Committee which materially assisted the Committee.

Statement of voting at General Meeting

At the annual general meeting of the Company held on 19 January 2022, a resolution was proposed by the Company to approve the Report on Directors' Remuneration for the year ended 30 September 2021. For this resolution 99.8% of the votes cast were in favour with 0.2% against and 0.0% of the votes being withheld.

At the annual general meeting of the Company held on 20 January 2021, a resolution was proposed by the Company to approve the new Directors' Remuneration Policy. For this resolution 99.9% of the votes cast were in favour with 0.1% against and 0.0% of the votes being withheld.

Basis of preparation

This report has been prepared in accordance with the requirements of Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, as amended, as required by the Companies Act 2006. The report also meets the relevant requirements of the Listing Rules of the Financial Conduct Authority and describes how the Board has applied the principles relating to the Directors' remuneration.

The Report on Directors' Remuneration on pages 46 to 49 was approved by the Board on 19 December 2022.

On behalf of the Board

JM Lewis
Chairman of the Remuneration Committee
19 December 2022

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Company financial statements in accordance with applicable United Kingdom law. Under that Law, the Directors are required to prepare the financial statements in accordance with UK adopted international accounting standards. Under Company Law the Directors must not approve the Company financial statements unless they are satisfied that they present fairly the financial position, financial performance and cash flows of the Company for that period. In preparing the Company 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 UK adopted international accounting standards are 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 UK adopted international accounting standards, subject to any material departures disclosed and explained in the financial statements;
- make judgements and estimates that are reasonable and prudent; and
- state that the Annual Report, taken as a whole, is fair, balanced and understandable and provides sufficient information to allow shareholders to assess the Company's performance.

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 Company 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.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, a Corporate Governance Statement, a Directors' Remuneration Report and a Directors' Report that comply with that law and those regulations.

The Directors of the Company, whose names are shown on page 29 of this Report, each confirm to the best of their knowledge that:

- the financial statements, which have been prepared in accordance with UK adopted International Accounting Standards, give a true and fair view of the assets, liabilities, financial position and loss of the Company;
- the Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces; and
- they consider that the Annual Report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

By order of the Board

Christopher D Getley
Chairman
19 December 2022

Report of the Depositary

Report of the Depositary to the shareholders of Majedie Investments PLC

Depositary's responsibilities

The Depositary is responsible for the safekeeping of all custodial assets of the Company, for verifying and maintaining a record of all other assets of the Company and for the collection of income that arises from those assets.

It is the duty of the Depositary to take reasonable care to ensure that the Company is managed in accordance with the UK Alternative Investment Fund Managers Directive (UK AIFMD), the FUND Sourcebook and the Company's Instrument of Incorporation, in relation to the calculation of the net asset value per share and the application of income of the Company. The Depositary also has a duty to monitor the Company's compliance with investment restrictions and leverage limits set in its offering documents.

Report of the Depositary to the shareholders of Majedie Investments PLC for the year ended 30 September 2022

Having carried out such procedures as we consider necessary to discharge our responsibilities as Depositary of the Company, it is our opinion, based on the information available to us and the explanations provided, that in all material respects the Company, acting through the AIFM has been managed in accordance with UK AIFMD, the FUND sourcebook, the Instrument of Incorporation of the Company in relation to the calculation of the net asset value per share, the application of income of the Company; and with investment restrictions and leverage limits set in its offering documents.

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

Report of the Independent Auditor

Independent Auditor's Report to the Members of Majedie Investments PLC

Opinion

We have audited the financial statements of Majedie Investments PLC for the year ended 30 September 2022 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, the Cashflow Statement and the related notes 1 to 24, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 30 September 2022 and of its loss 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.

Basis for opinion

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

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

Independence

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

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- Confirmation of our understanding of the Company's going concern assessment process and engagement with the Directors and the Company Secretary to determine if all key factors that we have become aware of during our audit were considered in their assessment.
- Inspection of the Directors' assessment of going concern, including the revenue forecast, for the period to 19 December 2023. In preparing the forecast, the Company has concluded that it is able to continue to meet its ongoing costs as they fall due.
- Reviewing the factors and assumptions, including the impact of the COVID-19 pandemic and the Russia/Ukraine conflict, as applied to the revenue forecast. Considered the appropriateness of the methods used to calculate the forecast and the liquidity assessment and determined, through testing of the methodology and calculations, that the methods utilised were appropriate to be able to make an assessment for the Company.
- Consideration of the mitigating factors included in the revenue forecasts that are within the control of the Company. Reviewing the Company's assessment of the liquidity of investments held and evaluation of the Company's ability to sell those investments to cover the working capital requirements should its revenue decline significantly.
- Reviewing the Company's going concern disclosures included in the Annual Report in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

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 the period to 19 December 2023 being 12 months from when the financial statements are authorised for issue.

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

Overview of our audit approach

Key audit matters	• Risk of incomplete or inaccurate revenue recognition, including the classification of special dividends as revenue or capital items in the Statement of Comprehensive Income • Risk of incorrect calculation and recording of sale consideration of investment in Majedie Asset Management Limited ('MAM') • Risk of incorrect valuation or ownership of the investments
Materiality	• Overall materiality of £1.17m which represents 1% of the net asset value of the Company as at 30 September 2022.

An overview of the scope of our audit

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the Company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the Company and effectiveness of controls, including controls and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

Climate change

There has been increasing interest from stakeholders as to how climate change will impact the Company. The Company has determined that the impact of climate change could affect the Company's investments and their valuations and potentially shareholder returns. These are explained on pages 25 and 26 in the principal and emerging risks section, which form part of the "Other information", rather than the audited financial statements. Our procedures on these disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated.

Our audit effort in considering climate change was focused on the adequacy of the Company's disclosures in the financial statements as set out in Note 1 and the conclusion that there was no further impact of climate change to be taken into account. In line with UK adopted International Accounting Standards investments are valued at fair value, which for the Company are quoted bid prices for investments in active markets at the balance sheet date. All investments therefore reflect the market participants view of climate change risk on the investments held by the Company. We also challenged the Directors' considerations of climate change in their assessment of viability and associated disclosures.

Key audit matters

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

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of incomplete or inaccurate revenue recognition, including the classification of special dividends as revenue or capital items in the Statement of Comprehensive Income Refer to the Report of the Audit Committee (page 43); Accounting policies (page 67); and Note 3 of the Financial Statements (page 73) The Company has reported revenue of £3.92m (2021: £6.15m).	We performed the following procedures: • Walked through the revenue recognition and classification of special dividends processes and obtained an understanding of the design and implementation of the controls;	The results of our procedures identified no material misstatement in relation to the risk of incomplete or inaccurate revenue recognition, including classification of special dividends as revenue or capital items in the Statement of Comprehensive Income.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
During the year, the Company received special dividends amounting to £0.93m (2021: £0.62m), of which £0.22m (2021: £0.13m) was classified as revenue and £0.71m (2021: £0.49) as capital. In addition, in March 2022 the Company has received a dividend from MAM amounted to £6.5m which was classified as capital. There is a risk of incomplete or inaccurate recognition of revenue through failure to recognise proper income entitlements or to apply an appropriate accounting treatment. In addition to the above, the Directors may, in certain circumstances, exercise judgment in determining whether income received in the form of special dividends should be classified as 'revenue' or 'capital' in the Statement of Comprehensive Income.	• For a sample of dividends received, we recalculated the income by multiplying the investment holdings at the ex-dividend date, traced from the accounting records, by the dividend rate as agreed to an independent data vendor. We agreed the amounts received to bank statements and, where applicable, we also agreed the exchange rates to an external source; • To test completeness of recorded income, for a sample of investee companies we tested that all expected dividends had been recorded as income with reference to investee company announcements obtained from an independent data vendor; • For all dividends accrued at the year end, we reviewed the investee company announcements to assess whether the obligation arose prior to 30 September 2022. We agreed the dividend rate to corresponding announcements made by the investee company, recalculated the amount receivable and agreed the subsequent cash receipts to post-year end bank statements where applicable; and • Identified the special dividends above our testing threshold and assessed the appropriateness of Company's classification by reviewing the rationale for distribution of the special dividends received and agreed with the allocation to revenue or capital.	

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Risk of incorrect calculation and recording of sale consideration of investment in MAM Refer to the Report of the Audit Committee (page 43); Accounting policies (pages 65 to 69); and Note 13 of the Financial Statements (pages 79 to 82). Liontrust Asset Management Plc ('Liontrust') purchased the entire capital of MAM on 7 December 2021, in which the Company had a 17.6% shareholding. The consideration for MAM sale consisted of Liontrust shares and cash. There was also a deferred consideration of cash and Liontrust shares which may be due three years after completion that was dependent on future investment performance and growth in assets under management. As at the year-end no deferred consideration was recognised. There is a risk that deferred consideration is not correctly accounted for as at the year-end.	We performed the following procedures: • Reviewed the share purchase agreement; • Agreed cash consideration received to bank statements; • Agreed shares consideration to the share purchase agreement and to the price of shares at date of transaction to third party vendors. The year-end holdings in Liontrust shares have been agreed to custodian confirmation; • Challenged management on the recognition criteria for deferred consideration as at the year-end and concluded there were no material deferred consideration to recognise; • Assessed the disclosure made in the financial statements in relation to sale are in accordance with UK adopted International Accounting Standards.	The results of our procedures identified no material misstatement in relation to the risk of incorrect calculation and recording of sale consideration of investment in MAM.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Incorrect valuation or ownership of investments Refer to the Report of the Audit Committee (page 43); Accounting policies (page 69); and Note 13 of the Financial Statements (pages 79 to 82). The valuation of the investment portfolio as at the year-end was £131.60m (2021: £145.47m). The valuation of the assets held in the investment portfolio is the key driver of the Company's net asset value and total return. Incorrect asset pricing or a failure to maintain proper legal title of the assets held by the Company could have a significant impact on the portfolio valuation and the return generated for shareholders. The fair value of listed investments is determined using quoted market bid prices at close of business on the reporting date.	We performed the following procedures: • Walked through the investment valuation process to obtain an understanding of the design of the controls surrounding valuation of investments; • For equity investments and investments in Liontrust funds, we compared the market prices and exchange rates applied to an independent pricing vendor and recalculated the investment valuations as at the year-end; • We inspected the stale pricing report to identify prices that had not changed and verified whether the listed price is a valid fair value; and • We compared the Company's investment holdings at 30 September 2022 to independent confirmation received directly from the Company's Custodian and Depositary.	The results of our procedures identified no material misstatement in relation to the risk of incorrect valuation or ownership of investments.

There were no changes to the key audit matters.

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Company to be £1.17m (2021: £1.52m), which is 1% (2021: 1%) of Net Asset Value. We believe that the Net Asset Value provides us materiality aligned to the key measure of the Company's performance.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 75% (2021: 75%) of our planning materiality, namely £0.88m (2021: £1.14m). We have set performance materiality at this percentage due to our past experience of the audit that indicates a lower risk of misstatements, both corrected and uncorrected.

Given the importance of the distinction between revenue and capital for investment trusts, we also applied a separate testing threshold for the revenue column of the Statement of Comprehensive Income of £0.14m (2021: £0.25m) being 5% (2021: 5%) of revenue profit before tax.

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £0.06m (2021: £0.08m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

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

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Corporate Governance Statement

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

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

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 36;
- Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on pages 35 and 36;
- Director's statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meets its liabilities set out on page 36;
- Directors' statement on fair, balanced and understandable set out on page 42;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 36;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 41 ; and;
- The section describing the work of the Audit Committee set out on pages 42 to 45.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 50, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are UK adopted International Accounting Standards, the Companies Act 2006, the Listing Rules, the UK Corporate Governance Code, the Association of Investment Companies' Code and Statement of Recommended Practice, Section 1158 of the Corporation Tax Act 2010, and the Companies (Miscellaneous Reporting) Regulations 2018.
- We understood how Majedie Investments PLC is complying with those frameworks through discussions with the Audit Committee and the Company Secretary and a review of the Company's documented policies and procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the key risks impacting the financial statements. We identified a fraud risk with respect to management override in relation to calculation and recording of sale consideration of investment in MAM and the classification of special dividends as revenue or capital items in the Statement of Comprehensive Income (which are key audit matters). Further discussion of our approach is set out in the section on key audit matters above.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved review of the reporting to the Directors with respect to the application of the documented policies and procedures, review of minutes, enquiries with those charged with governance and review of the financial statements to ensure compliance with the reporting requirements applicable to the Company.

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

Other matters we are required to address

- Following the recommendation from the Audit Committee, we were appointed by the Company on 18 January 2008 to audit the financial statements for the year ending 30 September 2008 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments is 15 years, covering the years ending 2008 to 2022.
- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.
- The audit opinion is consistent with the additional report to the Audit Committee.

Use of our report

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

Ashley Coups (Senior statutory auditor)
For and on behalf of Ernst & Young LLP,
Statutory Auditor
London
19 December 2022

Statement of Comprehensive Income

for the year ended 30 September 2022

	Notes	2022 Revenue return £000	2022 Capital return £000	2022 Total £000	2021 Revenue return £000	2021 Capital return £000	2021 Total £000
Investments							
Gains/(losses) on investments at fair value through profit or loss	13		(29,848)	(29,848)		23,839	23,839
Net Investment Result			(29,848)	(29,848)		23,839	23,839
Income							
Income from investments	3	3,835		3,835	6,078		6,078
Other income	3	81		81	70		70
Total income		3,916		3,916	6,148		6,148
Expenses							
Management fees	4	(75)	(226)	(301)	(76)	(228)	(304)
Administration expenses	5	(673)	(746)	(1,419)	(681)	(573)	(1,254)
Return/(loss) before finance costs and taxation		3,168	(30,820)	(27,652)	5,391	23,038	28,429
Finance costs	8	(388)	(1,146)	(1,534)	(387)	(1,145)	(1,532)
Net return/(loss) before taxation		2,780	(31,966)	(29,186)	5,004	21,893	26,897
Taxation	9	(22)		(22)	(15)		(15)
Net return/(loss) after taxation for the year		2,758	(31,966)	(29,208)	4,989	21,893	26,882
Return/(loss) per Ordinary Share		pence	pence	pence	pence	pence	pence
Basic	11	5.2	(60.3)	(55.1)	9.4	41.3	50.7

The total column of this statement is the Statement of Comprehensive Income of the Company. There is no other comprehensive income for the year and hence the net return/(loss) after taxation for the year is also total comprehensive income. All amounts relate to continuing operations.

Statement of Changes in Equity

for the year ended 30 September 2022

	Notes	Share capital £000	Share premium £000	Capital redemption reserve £000	Capital reserve £000	Revenue reserve £000	Total £000
Year ended 30 September 2022							
As at 1 October 2021		5,300	3,054	100	119,393	24,306	152,153
Share buybacks for cancellation	17	(1)		1	(16)		(16)
Net return for the year					(31,966)	2,758	(29,208)
Dividends declared and paid in year	10					(6,042)	(6,042)
As at 30 September 2022		5,299	3,054	101	87,411	21,022	116,887

	Notes	Share capital £000	Share premium £000	Capital redemption reserve £000	Capital reserve £000	Revenue reserve £000	Total £000
Year ended 30 September 2021							
As at 1 October 2020		5,301	3,054	99	97,518	25,361	131,333
Share buybacks for cancellation	17	(1)		1	(18)		(18)
Net return for the year					21,893	4,989	26,882
Dividends declared and paid in year	10					(6,044)	(6,044)
As at 30 September 2021		5,300	3,054	100	119,393	24,306	152,153

Balance Sheet

as at 30 September 2022

	Notes	2022 £000	2021 £000
Non-current assets			
Property and equipment	12	183	244
Investments at fair value through profit or loss	13	131,598	170,550
		131,781	170,794
Current assets			
Trade and other receivables	14	409	400
Cash and cash equivalents	15	6,746	3,162
		7,155	3,562
Total assets		138,936	174,356
Current liabilities			
Trade and other payables	16	(1,289)	(1,405)
Total assets less current liabilities		137,647	172,951
Non-current liabilities			
Debenture and lease liability	16/19	(20,760)	(20,798)
Total liabilities		(22,049)	(22,203)
Net assets		116,887	152,153
Represented by:			
Ordinary share capital	17	5,299	5,300
Share premium account		3,054	3,054
Capital redemption reserve		101	100
Capital reserve		87,411	119,393
Revenue reserve		21,022	24,306
Equity Shareholders' Funds		116,887	152,153
Net asset value per share	18	pence	pence
Basic		220.6	287.1

Approved by the Board of Majedie Investments PLC (Company no 00109305) and authorised for issue on 19 December 2022.

Christopher D Getley
Chairman

Cash Flow Statement

for the year ended 30 September 2022

	Notes	2022 £000	2021 £000
Net cash flow from operating activities			
Net return/(loss) before taxation*		(29,186)	26,897
Adjustments for:			
Losses/(gains) on investments	13	29,848	(23,839)
Accumulation dividends	3	(528)	(326)
Depreciation	12	63	66
Foreign exchange losses/(gains)		(2)	2
Purchases of investments		(37,216)	(47,536)
Sales of investments		46,647	46,496
		9,626	1,760
Finance costs		1,533	1,532
Operating cashflows before movements in working capital		11,159	3,292
Increase/(decrease) in trade and other payables		120	42
(Increase)/decrease in trade and other receivables		(17)	(106)
Net cash inflow from operating activities before tax		11,262	3,228
Tax recovered on overseas dividend income		7	19
Tax paid on overseas dividend income		(37)	(24)
Net cash inflow from operating activities		11,232	3,223
Investing activities			
Purchase of tangible assets		(1)	(1)
Initial direct costs incurred for the right-of-use asset			(15)
Net cash outflow from investing activities		(1)	(16)
Financing activities			
Interest paid on debentures	19	(1,501)	(1,501)
Interest paid on lease liability	19	(5)	(6)
Dividends paid	10	(6,042)	(6,044)
Lease liability principal repayments	19	(65)	(19)
Share buybacks for cancellation	17	(34)	
Net cash outflow from financing activities		(7,647)	(7,570.00)
(Decrease)/increase in cash and cash equivalents for the year		3,584	(4,363)
Cash and cash equivalents at start of year		3,162	7,525
Cash and cash equivalents at end of year		6,746	3,162

* Includes dividends received in the year of £3,320,000 (2021: £5,652,000) and interest received of £17,000 (2021: £Nil).

General Information

Majedie Investments PLC is a company incorporated and domiciled in England under the Companies Act 2006. The Company is registered as a public limited company and is an investment company as defined by Section 833 of the Companies Act 2006. The address of the registered office is given on page 103. The nature of the Company's operations and its principal activities are set out in the Business Review section of the Strategic Report on pages 22 to 26.

1 Significant Accounting Judgements, Estimates and Assumptions

The preparation of financial statements in accordance with UK adopted International Accounting Standards requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain significant estimates and assumptions.

In the course of preparing the financial statements, no critical judgements have been made in the process of applying the Company's accounting policies, apart from those involving estimates, which are shown separately below, that have had a significant effect on the amounts recognised in the financial statements.

The following are the areas where critical estimates and assumptions have been used:

- Unquoted Investments
  Unquoted investments are valued at management's best estimate of fair value in accordance with UK adopted International Accounting Standards having regard to International Private Equity and Venture Capital Valuation guidelines as recommended by the British Venture Capital Association. The principles which the Company applies are set out on pages 69 to 71. The inputs into the valuation methodologies adopted include historical data such as earnings or cash flow as well as more subjective data such as earnings forecasts, discount rates and earnings multiples. As a result of this, the determination of fair value requires management judgement. At the year end, unquoted investments (excluding the Liontrust funds) represent 0% (2021: 14.6%) of Equity Shareholders' Funds.

1 Significant Accounting Policies

The principal accounting policies adopted are set out as follows:

The accounts on pages 61 to 94 comprise the audited results of the Company for the year ended 30 September 2022, and are presented in pounds Sterling rounded to the nearest thousand, as this is the functional currency in which the Company transactions are undertaken.

Going Concern

As part of the assessment of going concern the Directors took into account the uncertain economic outlook associated with ongoing COVID-19 pandemic, political instability globally, supply shortages, inflationary pressures and the war in Ukraine which included the level of cash and cash equivalents and readily realisable securities which could meet short-term commitments, the ability of the Company to meet its liabilities and on-going expenses from investments, revenue forecasts for the forthcoming year, the ability of the Company and its service providers to continue to meet service levels and lastly performing stress testing (see page 36). The directors have considered the climate related risks on the Company and have concluded any impact would be minimal given the investments are valued using quoted market prices which factor in such risks (see note 22). After completing the assessment, the Directors have a reasonable expectation that the Company will be able to meet its obligations to 19 December 2023, being twelve months from the date of approval of the financial statements and therefore the financial statements have been prepared on a going concern basis.

Presentation of Statement of Comprehensive Income

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

Basis of Accounting

The accounts of the Company have been prepared in accordance with UK adopted International Accounting Standards.

Where presentational guidance set out in the SORP regarding the financial statements of investment companies and venture capital companies issued by the AIC in October 2019 is not inconsistent with the requirements of UK adopted international accounting standards, the Directors have sought to prepare the financial statements on a basis compliant with the recommendations of the SORP.

Standards Issued But Not Yet Effective

At the date of authorisation of these financial statements, the following relevant Standards and Interpretations have not been applied in these financial statements since there were in issue but not yet effective and/or adopted:

UK adopted International Accounting Standards and Interpretations (IAS/IFRS/IFRICs)	Effective Date
Amendments to the conceptual framework for financial reporting	1 January 2022
Amendments to IAS 1 and IAS 8	1 January 2023

The Directors do not anticipate that the adoption of these standards will have a material impact on the Company.

1 Significant Accounting Policies continued

New Standards, Interpretations and Amendments adopted by the Company

The Company applied in the financial year ended 30 September 2022, for the first time, certain standards which are effective for annual periods beginning on or after 1 January 2021. These were amendments to IFRS 9, IAS 39, IFRS 7, IAS 4, IAS 16 and the conceptual framework for financial reporting. None of these amendments has had an impact on the Company's financial position or performance.

Foreign Currencies

Transactions during the period, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated at using the exchange rates as at the dates of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

Foreign currency transaction gains and losses on financial instruments classified as FVPL are included in profit or loss in the Statement of Comprehensive Income as part of the "Losses on investments at fair value through profit or loss".

Income

Dividend income is recognised on the date when the Company's right to receive the payment is established. Dividend revenue is presented gross of any non-recoverable withholding taxes, which are separately disclosed in the Statement of Comprehensive Income. Where the Company has elected to receive scrip dividends in the form of additional shares rather than cash, the amount of the cash dividend foregone is recognised as income. Special dividends are recognised as capital or revenue in accordance with the underlying nature of the transaction.

Interest income is recognised on an accrual basis.

Expenses

All expenses or fees are recognised on an accruals basis. This includes any pension payments made to the Company's defined contribution personal pension plan. In accordance with the SORP concerning the classification of expense items between capital and revenue, all items are presented as revenue except for as follows:

- Expenses incurred which are incidental to the acquisition or disposal of an investment are treated as capital costs and separately identified and disclosed (see note 13);
- Expenses are split and presented separately partly as capital items where a connection with the maintenance or enhancement of the value of the investments held can be demonstrated, and accordingly the investment management fees and certain administrative expenses have been allocated 75% to capital, in order to reflect the Board's expected long-term view of the nature of the investment returns to the Company;
- The investment management performance fee, which is based on capital out-performance is charged wholly to capital.

1 Significant Accounting Policies continued

Finance Costs

(a) Debentures
Interest expense is recognised for all interest-bearing financial instruments using the effective interest rate method.

In accordance with the SORP, finance costs in respect of financing investments or financing activities aimed at maintaining or enhancing the value of investments are allocated 75% to capital. Any premiums paid on the early repurchase of debenture stock are charged wholly to capital.

(b) Lease liabilities
Interest expense on lease liabilities is recognised in accordance with IFRS 16.

In accordance with the SORP, finance costs in respect of financing investments or financing activities aimed at maintaining or enhancing the value of investments are allocated 75% to capital. As such property lease liability finance costs are charged wholly to revenue.

Taxation
The tax charge represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit 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 accordance with the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns 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 method. Deferred tax liabilities are recognised for all temporary taxable 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.

No provision is made for tax on capital gains as the Company operates as an approved investment trust for tax purposes.

Property and Equipment
Property and equipment are stated at initial cost less accumulated depreciation and any recognised impairment loss. Leasehold right-of-use assets are accounted for in accordance with IFRS 16. Depreciation for other tangible assets is calculated using the straight-line method and at rates of 25% to 33% per annum.

1 Significant Accounting Policies continued

Leases
The Company applies IFRS 16 and the policies applied under that standard are as follows:

(a) Right-of-use assets
The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost and the cost includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

(b) Lease liabilities
At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments can include fixed payments, less any lease incentives receivable, variable lease payments linked to an index or rate and payments or penalties for terminating a lease – only if reasonably certain to exercise the termination option.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets
As and if applicable, the Company would apply the short-term lease recognition exemption to any short term leases (being leases that have a lease term of 12 months or less without a purchase option) and the low-value recognition exemption to leases that are considered of low value (being below £5,000). Lease payments on any such leases would be recognised as an expense on a straight-line basis over the lease term.

Financial Instruments
The Company applies IFRS 9 Financial Instruments and the policies applied under that standard are as follows:

(a) Classification
In accordance with IFRS 9, the Company classifies its financial assets and liabilities at initial recognition into the categories of financial assets and liabilities as shown below:

Financial Assets
The Company classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss, on the basis of both:

- the Company’s business model, as an investment trust, for managing the financial assets;
- the contractual cash flow characteristics of the financial asset.

1 Significant Accounting Policies continued

Financial assets measured at amortised cost
A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company includes in this category short term non-financing receivables including accrued income and trade and other receivables.

Financial assets measured at fair value through profit or loss (FVPL)
A financial asset is measured at FVPL if:

a) its contractual terms do not give rise to cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding; or

b) it is not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell; or

c) at initial recognition, it is irrevocably designated as measured at FVPL when doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

The Company includes in this category its equity investments.

Financial liabilities

Financial liabilities measured at amortised cost
This category includes all financial liabilities. The Company includes in this category debentures and other short term payables.

(b) Recognition
The Company recognises a financial asset or liability when it becomes a party to the contractual provisions of the instrument. In respect of purchases or sales of financial instruments that require delivery of assets within a time frame generally established by regulation or convention in a market place are recognised on a trade date basis.

(c) Initial Measurement
Financial assets and liabilities at FVPL are recorded in the Statement of Financial Position at fair value. All transaction costs for such instruments are recognised in profit or loss in "(Losses)/gains on investments at fair value through profit and loss" in the Statement of Comprehensive Income. Financial liabilities held at amortised cost are initially recognised at cost, being the fair value of the consideration received less issue costs where applicable.

(d) Subsequent measurement
After initial measurement the Company measures financial instruments which are classified as at FVPL, at fair value. Subsequent changes in the fair value of those financial instruments are recorded in "Gains/(losses) on investments at fair value through profit and loss" in the Statement of Comprehensive Income. Any dividends or interest earned on these instruments are recorded separately under "Income" in the "Statement of Comprehensive Income".

Financial liabilities are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, as well as through the amortisation process.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating and recognising the interest income or expense in profit or loss over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or liability to the gross carrying amount of financial asset or to the amortised cost of the financial liability.

1 Significant Accounting Policies continued

(e) Derecognition

A financial asset (or where applicable, a part of a financial asset or a part of a group of similar financial assets) is derecognised where the rights to receive cash flows from the asset have expired. Or the Company has transferred its rights to receive cash flows from the asset, and the Company has transferred substantially all of the risks and rewards of the asset or has transferred control of the asset.

A financial liability is derecognised by the Company when the obligation under the liability is discharged, cancelled or expired.

(f) Impairment

The Company holds only trade receivables with no financing component and which have maturities of less than 12 months at amortised cost. Therefore, the Company has chosen to apply an approach similar to the simplified approach for expected credit losses under IFRS 9 to all its trade receivables. The Company does not track changes in credit risk, but instead recognises a loss allowance, if any, based on the lifetime expected credit losses at each balance sheet date.

(g) Fair value measurement

The Company measures its investments in financial instruments, such as equity instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the balance sheet date. The fair value for financial instruments traded in active markets at the balance sheet date is based on their quoted price (bid price for long positions), without any deduction for transaction costs. The fair value for financial instruments that are either unit trusts or open ended investment companies are based on their closing price, the bid price or the single price as appropriate, as released by the relevant fund administrator.

Fair values for unquoted investments, or investments for which the market is inactive, are established by using various valuation techniques in accordance with the International Private Equity and Venture Capital Valuation (IPEV) guidelines. These may include recent arm's length market transactions, the current fair value of another instrument which has substantially the same earnings multiples, discounted cash flow analysis and option pricing models. Where there is a valuation technique commonly used by market participants to price the instrument and that technique has been demonstrated to provide reliable estimates of prices obtained in actual market transactions, that technique is utilised.

The Company identifies transfers between levels in the hierarchy by re-assessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole), and deems transfers to have occurred at the beginning of each reporting period.

Changes in the fair value of investments and gains on the sale of investments are recognised as they arise in the Statement of Comprehensive Income.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and short-term deposits in banks that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

1 Significant Accounting Policies continued

Share Capital
Upon the issuance of Ordinary 10p shares, the consideration received is included in equity. Transaction costs incurred by the Company in issuing its own equity instruments are accounted for as a deduction from equity. Any excess consideration over the nominal value of any Ordinary 10p shares issued, before transaction costs, is credited to the Share Premium Account.

Own equity instruments that are repurchased for cancellation are deducted from Equity Shareholders Funds and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs. In accordance with the Company's Articles, the total cost of any such transactions will be deducted from the Capital Reserve.

Capital Reserve
The Capital Reserve includes gains and losses on the sale of financial instruments, and investment holding gains or losses, as reported in the Statement of Comprehensive Income. Additionally, any finance costs and expenses charged to capital in accordance with the Company's policy, and as detailed above, the cost of any shares repurchased for cancellation, are debited against the Capital Reserve.

Revenue Reserve
The net revenue for the year is included in the Revenue Reserve along with dividends to shareholders, when approved.

Dividends payable to Shareholders
Dividends are at the discretion of the Company. A dividend to the Company's shareholders is accounted for as a deduction from the Revenue Reserve. An interim dividend is recognised as a liability in the period in which it is irrevocably declared by the Board of Directors. A final dividend is recognised as a liability in the period in which it is approved by the Company's shareholders in an Annual General Meeting.

2 Business Segments

For management purposes the Company is organised into one principal activity, being investing activities, as detailed below:

Investing activities
The Company's investment objective is to maximise total shareholder return whilst increasing dividends by more than the rate of inflation over the long term. The Company operates as an investment company and its portfolio contains investments in companies listed in a number of countries. Geographical information about the portfolio is provided on page 17 and exposure to different currencies is disclosed in note 22 on page 87.

3 Income

	2022 £000	2022 £000	2021 £000	2021 £000
Income from investments†				
Dividend income*	3,143		5,647	
Accumulation dividend income	529		326	
Overseas dividend income	163		105	
		3,835		6,078
Other income				
Interest income	17			
Sundry income	64		70	
		81		70
Total income		3,916		6,148
Income from investments				
Listed UK	1,993		1,408	
Listed overseas	163		105	
Unlisted – Liontrust funds	529		538	
Unlisted – MAM	1,150		4,027	
		3,835		6,078

† Special dividends received during the year and not recognised in income but rather as a return of capital were £7,186,000 (2021: £489,000).

* Includes MAM Ordinary income of £1,150,000 (2021: £4,027,000).

4 Management Fees

	2022			2021		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Fund management	75	226	301	76	228	304
	75	226	301	76	228	304

The fund management fees are payable to Liontrust in accordance with the Investment Agreement and the material terms are disclosed in the Directors' Report on page 34. The fund management fees charged and shown are only in respect on the investment in the Liontrust UKES Segregated Portfolio. Fund management fees in respect of the investments made in the other Liontrust funds are charged directly in the relevant fund and included in the relevant fund's published net asset value price and hence form part of that investment's valuation in the Company's accounts. At 30 September 2022, an amount of £72,000 was outstanding for payment of fund management fees due to Liontrust on the Liontrust UKES Segregated Portfolio (2021: £81,000).

5 Administrative Expenses

	2022 £000	2021 £000
Staff costs – note 7	508	468
Other staff costs and directors’ fees	221	224
Advisers’ costs	321	228
Information costs	121	117
Establishment costs	42	39
Depreciation on tangible assets	62	66
Auditor’s remuneration (see below)	51	51
Other expenses	93	61
	1,419	1,254

£646,000 (2021: £573,000) of administration expenses have been allocated to capital in accordance with the accounting policy requiring 75% of investment management fees and certain administrative expenses to be allocated to capital.

Total fees charged by the Auditor for the year, all of which were charged to revenue, comprised:

	2022 £000	2021 £000
Audit services – statutory audit	49	49
Other audit related services	2	2
	51	51

Other audit related services relate to a review of the Company’s debenture covenant.

6 Directors’ Emoluments

	2022 £000	2021 £000
Fees	166	189
Salary	199	192
Other benefits	13	9
	378	390

The Report on Directors’ Remuneration on pages 46 to 49 explains the Company’s policy on remuneration for Directors for the year. It also provides further details of Directors’ remuneration.

7 Staff Costs including CEO

	2022 £000		2021 £000	
Salaries and other payments	420		387	
Social security costs	56		50	
Pension contributions	32		31	
		508		468

	2022 Number	2021 Number
Average number of employees:		
Management and office staff	3	3

8 Finance Costs

	2022			2021		
	Revenue return £000	Capital return £000	Total £000	Revenue return £000	Capital return £000	Total £000
Interest on 7.25% 2025 debenture stock	375	1,126	1,501	375	1,126	1,501
Amortisation of debenture stock issue expenses	8	20	28	6	19	25
Lease liability interest expense	5		5	6		6
	388	1,146	1,534	387	1,145	1,532

Further details of the debenture stock in issue are provided in note 16 and note 22, and lease liability in note 20.

9 Taxation

	2022 £000	2021 £000
Tax on overseas dividends	22	15

Reconciliation of tax charge:

The current taxation rate for the year is lower (2021: lower) than the standard rate of corporation tax in the UK of 19.0% (2021: 19.0%). The corporation tax rate will increase to 25% from 1 April 2023. The differences are explained below:

	2022 £000	2022 £000	2021 £000	2021 £000
Net return/(loss) before taxation		(29,186)		26,897
Taxation at UK Corporation Tax rate of 19.0% (2021: 19.0%)	(5,545)		5,110	
Effects of:				
– UK dividends which are not taxable	(629)		(1,128)	
– (gains)/losses on investments which are not taxable	5,672		(4,338)	
– foreign dividends which are not taxable	(100)		(38)	
– expenses which are not deductible for tax purposes	(6)		88	
– excess expenses for the current year	608		306	
– overseas taxation which is not recoverable	22		15	
Actual current tax charge		22		15

After claiming relief against accrued income taxable on receipt, the Company has unrelieved excess expenses of £98,799,165 (2021: £97,190,000). It is not yet certain that the Company will generate sufficient taxable income in the future to utilise these expenses and therefore no deferred tax asset has been recognised.

The allocation of expenses to capital does not result in any tax effect. Due to the Company's status as an approved investment trust, and the intention to continue meeting the required conditions in the foreseeable future, the Company has not provided for deferred tax on any capital gains and losses arising on the revaluation or disposal of its investments.

10 Dividends

The following table summarises the amounts recognised as distributions to equity shareholders in the period:

	2022 £000		2021 £000	
Final dividend of 7.0p paid on 26 January 2021			3,711	
Interim dividend of 4.4p paid on 18 June 2021			2,333	
Final dividend of 7.0p paid on 28 January 2022	3,710			
Interim dividend of 4.4p paid on 24 June 2022	2,332			
		6,042		6,044

	2022 £000		2021 £000	
Proposed final ordinary dividend for the year ended 30 September 2022 of 4.2p (2021: final dividend 7.0p per ordinary share).	2,226		3,710	
Proposed special dividend for the year ended 30 September 2022 of 1.8p (2021: special dividend 0.0p per ordinary share).	954			
		3,180		3,710

The proposed final dividend has not been included as a liability in these accounts in accordance with IAS 10: Events after the Reporting Period.

Set out below is the total dividend to be paid in respect of the financial year. This is the basis on which the requirements of Section 1158 of the Corporation Tax Act 2010 are considered:

	2022 £000		2021 £000	
Interim dividend for the year ended 30 September 2022 of 4.4p (2021: 4.40p) per ordinary share.	2,332		2,333	
Final dividend for the year ended 30 September 2022 of 6.0p (2021: 7.0p) per ordinary share.	3,180		3,710	
		5,512		6,043

Distributable reserves of the Company comprise the Capital and Revenue Reserves.

Dividends have been made solely from the Revenue Reserve.

11 Return per Ordinary Share

Basic return per ordinary share is based on 52,998,795 ordinary shares, being the weighted average number of shares in issue (2021: Basic return based on 53,013,842 ordinary shares). Basic returns per ordinary share are based on the net return after taxation attributable to equity shareholders.

	2022 £000		2021 £000	
Basic revenue returns are based on net revenue after taxation of:	2,758		4,989	
Basic capital returns are based on net capital return/(loss) of:	(31,966)		21,893	
Basic total returns are based on a return/(loss) of:		(29,208)		26,882

12 Property and Equipment

	Right-of-Use asset £000	Leasehold Improvements £000	Office Equipment £000	Total £000
Cost:				
At 1 October 2021	304	28	252	584
Additions			2	2
Disposals				
At 30 September 2022	304	28	254	586
Depreciation:				
At 1 October 2021	62	28	250	340
Charge for year	61		2	63
Disposals				
At 30 September 2022	123	28	252	403
Net book value:				
At 30 September 2022	181		2	183
At 30 September 2021	242		2	244

The Right-of-Use Asset is in respect of a leasehold interest in office premises. Further details concerning leases are contained in note 20 on page 84.

	Right-of-Use asset £000	Leasehold Improvements £000	Office Equipment £000	Total £000
Cost:				
At 1 October 2020	304	28	251	583
Additions			1	1
Disposals				
At 30 September 2021	304	28	252	584
Depreciation:				
At 1 October 2020	1	28	245	274
Charge for year	61		5	66
Disposals				
At 30 September 2021	62	28	250	340
Net book value:				
At 30 September 2021	242		2	244
At 30 September 2020	303		6	309

13 Investments at Fair Value Through Profit or Loss

	2022				2021			
	Listed £000	Unlisted (Liontrust Funds) £000	Unlisted £000	Total £000	Listed £000	Unlisted (MAM Funds) £000	Unlisted £000	Total £000
Opening book cost	53,473	61,365	2,331	117,169	42,756	64,004	2,331	109,091
Opening investment holding (losses)/gains	7,090	23,421	22,870	53,381	(4,109)	11,778	28,711	36,380
Opening fair value	60,563	84,786	25,201	170,550	38,647	75,782	31,042	145,471
Opening fair value								
Purchases at cost	30,100	1,640		31,740	32,771	15,003		47,774
Sales proceeds received	(18,295)	(1,637)	(20,912)	(40,844)	(21,896)	(24,638)		(46,534)
Gains/(losses) on investments	(18,546)	(7,062)	(4,240)	(29,848)	11,041	18,639	(5,841)	23,839
Closing fair value	53,822	77,727	49	131,598	60,563	84,786	25,201	170,550
Closing book cost	65,365	61,855	1,791	129,011	53,473	61,365	2,331	117,169
Closing investment holding gains/(losses)	(11,543)	15,872	(1,742)	2,587	7,090	23,421	22,870	53,381
Closing fair value	53,822	77,727	49	131,598	60,563	84,786	25,201	170,550

The Company received £40,844,000 (2021: £46,534,000) from investments sold in the year. The book cost of these investments when they were purchased was £19,895,000 (2021: £39,696,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

Unlisted investments include an amount of £49,000 in a company (2021: £40,000 in a company) and £nil (2021: £25,161,000) for the Company's investment in MAM as detailed on page 82. Also, further details concerning the investments in the Liontrust Funds are shown on page 81.

During the year the Company incurred transaction costs amounting to £86,000 (2021: £157,000), of which £78,000 (2021: £147,000) related to the purchase of investments and £8,000 (2021: £10,000) related to the sales of investments. These amounts are included in "Gains/(losses) on investments at fair value through profit or loss", as disclosed in the Statement of Comprehensive Income.

The composition of the investment return is analysed below:

	2022 £000		2021 £000	
Net gains/(losses) on sales of equity investments	20,949		6,838	
Increase/(decrease) in holding gains on equity investments	(50,797)		17,001	
Gains/(losses) on investments		(29,848)		23,839

13 Investments at Fair Value Through Profit or Loss continued

Fair value hierarchy disclosures

The Company is required to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy consists of the following three levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

  An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume on an ongoing basis such that quoted prices reflect prices at which an orderly transaction would take place between market participants at the measurement date. Quoted prices provided by external pricing services, brokers and vendors are included in Level 1, if they reflect actual and regularly occurring market transactions on an arm's length basis.

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

  Level 2 inputs include the following:

  - quoted prices for similar (i.e. not identical) assets in active markets.
  - inputs other than quoted prices that are observable for the asset (e.g. interest rates and yield curves observable at commonly quoted intervals).
  - inputs that are derived principally from, or corroborated by, observable market data by correlation or other means (market corroborated inputs).

- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

The determination of what constitutes 'observable' requires significant judgement by the Company. The Company considers observable data to be investments actively traded in organised financial markets, fair value is generally determined by reference to stock exchange quoted market bid prices at the close of business on the balance sheet date, without adjustment for transaction costs necessary to realise the asset.

The table below sets out fair value measurements of financial assets in accordance with the IFRS fair value hierarchy system:

	2022				2021			
	Level 1 £000	Level 2 £000	Level 3 £000	Total £000	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Financial assets held at fair value through profit or loss – equities and managed funds:								
Listed equity securities	53,822			53,822	60,563			60,563
Unlisted equity securities (Liontrust Funds)		77,727		77,727		84,786		84,786
Unlisted equity securities			49	49			25,201	25,201
	53,822	77,727	49	131,598	60,563	84,786	25,201	170,550

13 Investments at Fair Value Through Profit or Loss continued

Investments whose values are based on quoted market prices in active markets, and therefore are classified within Level 1, include active listed equities. The Company does not normally adjust the quoted price for these instruments (although it may invoke its fair value pricing policy in times of market disruption – this was not the case for 30 September 2022 or 2021).

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within Level 2. As Level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect liquidity and/or non-transferability, which are generally based on available market information. During the year there were no transfers (2021: Nil) between Level 1 and Level 2.

Investments classified within Level 3 have significant unobservable inputs. As observable prices are not available for these securities, the Company has used valuation techniques to derive the fair value. In respect of unquoted instruments, or where the market for a financial instrument is not active, fair value is established by using recognised valuation methodologies, in accordance with IPEV Valuation Guidelines. New investments are initially held at cost, for a limited period, then at the price of the most recent investment in the investee. This is in accordance with IPEV Guidelines as the cost of recent investments will generally provide a good indication of fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following table presents the movement in Level 3 instruments for the year:

	2022		2021	
	Total £000	Equity investments £000	Total £000	Equity investments £000
Opening balance	25,201	25,201	31,042	31,042
Unrealised loss	(4,240)	(4,240)	(5,841)	(5,841)
Proceeds from sale of investment	20,912	20,912		
	49	49	25,201	25,201

Investments in Investment Funds

The Company has a number of investments in investment funds managed by Liontrust. Details of those investments are:

	30 September 2022		30 September 2021	
	Investment Value £000	Proportion Held %	Investment Value £000	Proportion Held %
Liontrust Tortoise Fund	23,668	5.5	21,848	5.4
Liontrust Global Equity Fund investments	39,611	80.0	44,217	72.6
Liontrust International Equity Fund	11,081	91.1	13,593	61.0
Liontrust UK Smaller Companies Fund*	3,367	7.1	5,128	4.0
	77,727		84,786	

* The Liontrust UK Smaller Companies Fund forms part of the Liontrust UK Equity Segregated Portfolio.

The fees charged on these investments are disclosed in the material contracts section of the Directors' Report on page 34.

13 Investments at Fair Value Through Profit or Loss continued

In addition, the total value of all investments managed by Liontrust at 30 September 2022 was £127.6 million (2021: £146.8 million). Further details on the investments in the Liontrust funds are contained in the Chief Executive's Report on pages 7 to 19.

Substantial Share Interests

The Company's investments in the Liontrust Global Equity Fund and the Liontrust International Equity Fund, with a cost of £28.3 million and £10.2 million respectively, are each a substantial interest in those funds at 30 September 2022 (2021: Liontrust Global Equity Fund and Liontrust International Equity Fund of £28.1 million and £10.0 million). As the Company meets the definition of an investment entity under IFRS 10, these holdings are not treated as a subsidiary or associate, rather each is accounted for as an investment held at fair value through profit or loss, in accordance with IAS 28 and IFRS 9.

Majedie Asset Management (MAM)

MAM was a UK based asset management firm providing investment management and advisory services across a range of UK and global equity strategies. The investment was sold during the year to Liontrust. The Company incurred a fair value loss of £4.2m on completion of the sale during the year (MAM was valued at £25.2m at 30 September 2021 and the total consideration received in cash and shares from Liontrust was £21.0m). The value of Liontrust shares received as consideration reduced in value by £9.2m. The carrying value of the investment in MAM was included in the Balance Sheet as part of investments held at fair value through profit or loss.

	2022 £000	2021 £000
Cost of investment	540	540
Unrealised gain	20,372	24,521
Consideration	(20,912)	
Fair value of investment at balance sheet date		25,161

As the investment was sold during the year no valuation was required at the year end.

As at 30 September 2022, the Company holds no ordinary 1.0p shares representing a 0% shareholding in MAM (2021: 57,523 ordinary 0.1p shares representing a 17.6% shareholding).

14 Trade and Other Receivables

	2022 £000		2021 £000
Sales for future settlement	140		160
Prepayments	58		53
Dividends receivable	140		129
Taxation recoverable	71		58
		409	400

The Directors' consider that the carrying amounts of trade and other receivables approximates to their fair value.

15 Cash and Cash Equivalents

	2022 £000		2021 £000
Deposits at banks	5,934		2,377
Other cash balances*	812		785
		6,746	3,162

* Other cash balances represent unclaimed dividends by shareholders. Such cash is held in a separate account by the Company's registrar and is not used by the Company for day-to-day operations.

16 Trade and Other Payables

Amounts falling due within one year:

	2022 £000		2021 £000	
Purchases for future settlement	62		282	
Accrued expenses	350		255	
Other creditors	811		803	
Current portion of lease liability	66		65	
		1,289		1,405

The Directors' consider that the carrying amounts of trade and other payables approximates to their fair value.

Amounts falling due after more than one year:

	2022 £000		2021 £000	
£20.7m (2021: £20.7m) 7.5% 2025 debenture stock	20,623		20,595	
Lease liability	137		203	
		20,760		20,798

Debenture stock(s) are secured by a floating charge over the Company's assets. Expenses associated with the issue of the debenture stocks were deducted from the gross proceeds at issue and are being amortised over the life of the debentures. Further details on interest and the amortisation of the issue expenses are provided in note 8 on page 75.

Further details on the lease liability are contained in note 20 on page 84.

17 Ordinary Share Capital

	Number	2022 £000	Number	2021 £000
As at 1 October	53,005,887	5,300	53,013,887	5,301
Ordinary 10p shares bought back for cancellation	(7,092)	(1)	(8,000)	(1)
As at 30 September	52,998,795	5,299	53,005,887	5,300

All shares are allotted fully paid up, and are of one class only. During the year 7,092 Ordinary 10p shares were bought back for cancellation at a total cost of £16,000 (2021: 8,000 Ordinary 10p shares were bought back for cancellation at a total cost of £18,000). In accordance with the Company's articles this was debited against the Capital Reserve. There are no Ordinary 10p shares in Treasury.

Ordinary shares carry one vote each on a poll. The Companies Act 2006 abolished the requirement for the Company to have authorised share capital. The Company adopted new Articles of Association on 20 January 2010 which, inter alia, reflected the new legislation. Accordingly the Company has no authorised share capital.

The Directors will still be limited as to the number of shares they can allot at any one time as the Companies Act 2006 requires that directors seek authority from the shareholders for the allotment of new shares.

18 Net Asset Value

The net asset value per share has been calculated based on Equity Shareholders' Funds of £116,887,000 (2021: £152,153,000), and on 52,998,795 (2021: 53,005,887) ordinary shares, being the number of shares in issue at the year end.

19 Reconciliation of changes in liabilities arising from financing activities

Long term borrowings	At 30 September 2021 £000	Cash Flows £000	Non-cash charges: Other £000	Non-cash charges: Effective interest rate accrual £000	At 30 September 2022 £000
£20.7m 7.25% 2025 debenture stock	20,595			28	20,623
Lease liability	203	(70)		5	137
Interest payable on debenture stock		(1,501)		1,501	
Total liabilities from financing activities	20,798	(1,571)		1,534	20,760

Long term borrowings	At 30 September 2020 £000	Cash Flows £000	Non-cash charges: Other £000	Non-cash charges: Effective interest rate accrual £000	At 30 September 2021 £000
£20.7m 7.25% 2025 debenture stock	20,570			25	20,595
Lease liability	250	(25)	(28)	6	203
Interest payable on debenture stock		(1,501)		1,501	
Total liabilities from financing activities	20,820	(1,526)	(28)	1,532	20,798

The Other column includes the effect of the reclassification of the current portion of the lease liability. Further details on the lease liability are contained in note 20.

20 Leases

The Company as a lessee

This is in respect of its premises which by way of a sub-lease arrangement with a superior lessee, which commenced in September 2021 for a term of five years.

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	2022 £000	2022 £000	2021 £000	2021 £000
At 1 October				
Additions	268		287	
Payments made under the lease	(70)		(25)	
Accretion of interest	5		6	
At 30 September		203		268
Disclosed as:				
Current		66		65
Non-current		137		203

20 Leases continued

The following are the amounts recognised in profit or loss under its IFRS 16 lease:

	2022 £000		2021 £000	
Depreciation expense of right of use assets	61		61	
Interest expense on lease liabilities	5		6	
Total amount recognised in profit or loss		66		67

The Company has had no expenses relating to short-term leases, variable lease payments or leases of low-value assets.

The Company's total cash outflows for its IFRS 16 lease in the year ended 30 September 2022 were £70,000 (2021: £25,000). Future cash outflows of a fixed amount under the IFRS 16 lease are as follows:

Expiry Date	2022 £000		2021 £000	
Within one year	70		70	
Between one and two years	70		70	
Between two and three years	70		70	
Between three and four years			70	
		210		280

21 Financial Commitments

At 30 September 2022, the Company had no financial commitments which had not been accrued for (2021: none).

22 Financial Instruments and Risk Profile

As an investment company, the Company invests in securities for the long term in order to achieve its investment objective as stated on page 1. Accordingly, the Company is a long term investor and it is the Board's policy that no trading in investments or other financial instruments be undertaken.

Management of Market Risk

Management of market risk is fundamental to the Company's investment objective and the investment portfolio is regularly monitored to ensure an appropriate balance of risk and reward.

Exposure to any one entity is monitored by the Board and Liontrust (the Fund Manager). The Board has complied with the investment policy requirement not to invest more than 15% of the total value of the Company's gross assets, save that the Company can invest up to 25% of its gross assets in any single fund managed by Liontrust where the Board believes that the investment policy of such funds is consistent with the Company's objective of spreading investment risk.

Liontrust as Fund Manager, can utilise derivative instruments for efficient portfolio management and investment purposes as it sees fit. There have been no derivatives used in the Liontrust UKES in the period (2021: None). Certain Liontrust funds do use derivatives to meet their investment objectives.

The Company's financial instruments comprise its investment portfolio (see note 13), cash balances, debtors and creditors that arise directly from its operations such as sales and purchases for future settlement, accrued income, lease liability under IFRS 16 and the debenture loan used to partially finance its operations.

22 Financial Instruments and Risk Profile continued

In the pursuit of its investment objective, the Company is exposed to various risks which could cause short term variation in its net assets and which could result in both or either a reduction in its net assets or a reduction in the revenue profits available for distribution by way of dividend. The main risk exposures for the Company from its financial instruments are market risk (including currency risk, interest rate risk and other price risk), liquidity risk, concentration risk and credit risk. While uncertainty in equity markets continues as a closed ended investment company with a long-term objective this increased short term volatility can be managed and is within stress testing limits. Liontrust continue to monitor their fund portfolios and positioning in light of the short term events that significantly impact global and domestic markets and have made adjustments as and if required.

The Board sets the overall investment strategy and allocation. It has in place various controls and limits and receives various reports in order to monitor the Company's exposure to these risks. The risk management policies identified in this note have not changed materially from the previous accounting period.

Market Risk

The principal risk in the management of the investment portfolio is market risk – i.e. the risk that values and future cashflows will fluctuate due to changes in market prices. Market risk is comprised of:

- foreign currency risk; and
- interest rate risk; and
- other price risk i.e. movements in the value of investment portfolio holdings caused by factors other than interest rates or currency movements.

These risks are taken into account when setting investment policy or allocation and when making investment decisions.

Foreign Currency Risk

Exposure to foreign currency risk arises primarily and directly through investments in securities listed on overseas equity markets. A proportion of the net assets of the Company are denominated in currencies other than Sterling, with the effect that the balance sheet and total return can be materially affected by currency movements. The Company's exposure to foreign currencies through its investments in overseas securities as at 30 September 2022 was £4,479,000 (2021: £4,945,000).

The Company's investments in the Liontrust funds are in sterling denominated share classes. These share classes themselves are not hedged within the relevant Liontrust fund. The Company also has sterling denominated investments which may pay dividends in foreign currencies. Additionally the investment portfolio is subject to indirect foreign currency risk impacts by having investments in investee companies that whilst listed in the UK have global operations and as such are subject to currency impacts on their assets and revenues. It is not possible to accurately quantify these exposures and impacts.

Liontrust, as Fund Manager, monitors the Company's exposure to foreign currencies and the Board receives regular reports on exposures. The Company does not hedge any foreign currency exposures back to Sterling.

22 Financial Instruments and Risk Profile continued

The currency risk of the non-sterling monetary financial assets and liabilities at the reporting date was:

	2022		2021	
Currency exposure	Overseas Investments £000	Total Currency Exposure £000	Overseas Investments £000	Total Currency Exposure £000
US Dollar	1,865	1,865	2,031	2,031
Swiss Franc	1,029	1,029	606	606
Euro	1,535	1,535	1,832	1,832
Other non-Sterling	50	50	476	476
	4,479	4,479	4,945	4,945

Sensitivity Analysis
If Sterling had strengthened by 5% relative to all currencies on the reporting date, with all other variables held constant, the income and net assets would have decreased by the amounts shown in the table below. The analysis was preformed on the same basis for 2021. The revenue impact is an estimated annualised figure based on the relevant foreign currency denominated balances at the reporting date.

Income statement	2022 £000		2021 £000	
Capital return	(224)		(247)	
Net assets		(224)		(247)

A 5% weakening of Sterling against the same currencies would have resulted in an equal and opposite effect on the above amounts, on the basis that all other variables remain constant.

Interest Rate Risk
The Company's direct interest rate risk exposure affects the interest received on cash balances and the fair value of its debenture. Indirect exposure to interest rate risk arises through the effect of interest rate changes on the valuation of the investment portfolio. All of the financial assets held by the Company are equity shares, which pay dividends, not interest. The Company may, from time to time, hold investments which pay interest.

The Board sets limits for cash balances and receive regular reports on the cash balances of the Company.
The Company's fixed rate debenture introduces gearing to the Company which is monitored within limits and is also reported to the Board regularly. Cash balances can also be used to manage the level of gearing to within the range as set by the Board. The Board sets the overall investment strategy and allocation as well as various limits on the investment portfolio which aim to spread the portfolio investments to reduce the impact of interest rate risk on investee company valuations. Regular reports are received by the Board in respect of the Company's investment portfolio and the relevant limits.

22 Financial Instruments and Risk Profile continued

The interest rate risk profile of the financial assets and liabilities at the reporting date was:

	2022 £000	2022 £000	2021 £000	2021 £000
Floating rate financial assets:				
UK Sterling	6,746		3,162	
Financial assets not carrying interest	132,007		70	
Between three and four years			70	
		138,753		280
Fixed rate financial liabilities:				
UK Sterling	(20,926)		(20,863)	
Financial liabilities not carrying interest	(1,123)		(1,340)	
		(22,049)		(22,203)

Floating rate financial assets usually comprise cash on deposit with banks which is repayable on demand and receives a rate of interest based, in part, on the UK base rates in force over the period. The Company does not normally hold non-Sterling cash as all foreign currency receivables or payables are converted back into Sterling at the settlement date of the relevant transaction. The fixed rate financial liabilities comprise lease liability under IFRS 16 (see note 20) which total £203,000 and accrue interest at a rate of 2.25% and the Company's debenture, totalling £20.7 million in total on a nominal basis. It pays a rate of interest of 7.25% per annum and will mature in March 2025 (2021: Debenture totalling £20.7 million nominal, maturing in March 2025, with an interest rate of 7.25% per annum. Lease liability under IFRS 16 of £268,000 with an effective interest rate of 2.25%).

Sensitivity Analysis

Based on closing cash balances held as on deposit with banks, a notional 2.5% decrease in the UK base interest rates would have no effect on net assets and the net revenue return before tax of the Company.

A 2.5% increase in interest rates would result in a larger impact, as is shown in the table below.

Income statement	2022 £000	2022 £000	2021 £000	2021 £000
Revenue return	158		59	
Net assets		158		59

Other Price Risk

Exposure to market price risk is significant and comprises mainly movements in the market prices and hence value of the Company's listed equity security investments and its investments in the unlisted Liontrust Funds, (although the funds themselves are unlisted they are primarily invested in listed equity securities), which are both disclosed in note 13 on pages 79 to 82. The Company also has unlisted investments which are indirectly impacted by movements in listed equity prices and related variables. The Board sets the overall investment strategy and allocation which aims to achieve a spread of investments across sectors and regions in order to reduce risk.

22 Financial Instruments and Risk Profile continued

The Board receives reports on the investment portfolio, performance and volatility on a regular basis in order to ensure that the investment portfolio is in accordance with the investment policy.

Liontrust's policy as Fund Manager is to manage risk through a combination of monitoring the exposure to individual securities, industry and geographic sectors, whilst maintaining a constant awareness in real time of the portfolio exposures in accordance with the investment strategy. Any derivative positions are marked to market and exposure to counterparties is also monitored on a daily basis by Liontrust. At the year end the Company itself did not hold any derivatives (2021: None).

As mentioned earlier, Liontrust may, and do, use derivative instruments including index-linked notes, contracts for difference, covered options and other equity-related derivative instruments for efficient portfolio management and investment purposes. As also noted previously this may occur in the Liontrust funds and there have been no derivatives used in the Liontrust UKES. The Board has regular presentations from Liontrust on their investment strategy and approach.

The following table details the exposure to market price risk on the listed and unlisted equity investments:

	2022 £000	2022 £000	2021 £000	2021 £000
Non-current investments held at fair value through profit or loss				
Listed equity investments	53,822		60,563	
Unlisted equity investments (Liontrust Funds)	77,727		84,786	
Unlisted equity investments	49		25,201	
		131,598		170,550

Sensitivity Analysis
If share prices on listed equity security investments and the unlisted equity investments (Liontrust Funds) had decreased by 10% at the reporting date with all other variables remaining constant, the net return before tax and the net assets would have decreased by the amounts shown below. Details of the sensitivity analysis in respect of the investment in MAM is shown in note 13 on page 82.

Income statement	2022 £000	2022 £000	2021 £000	2021 £000
Capital return	13,159		14,535	
Net assets		13,159		14,535

A 10% increase in listed equity security share prices would have resulted in a proportionately equal and opposite effect on the above amounts on the basis that all other variables remain constant.

Credit Risk
Credit risk is the risk of other parties failing to discharge an obligation causing the Company financial loss. The Company's exposure to credit risk is managed by the following:

- The Company's investments are held on its behalf by the Company's Depositary, who delegates safekeeping to the Custodian, the Bank of New York Mellon SA/NV, London branch, which if it became bankrupt or insolvent could cause the Company's rights with respect to securities held to be delayed. However under the UK AIFMD, the Depositary provides certain indemnities in respect of the Company's investments. The Company receives regular internal control reports from the Custodian which are reported to and reviewed by the Audit Committee.

22 Financial Instruments and Risk Profile continued

- Investment transactions are undertaken by Liontrust with a number of approved brokers in the ordinary course of business on a contractual delivery versus payment basis. Liontrust has procedures in place whereby all new brokers are subject to credit checks and approval by them prior to any business being undertaken. Liontrust utilises the services of a large range of approved brokers thereby mitigating credit risk by diversification.
- Company cash is held at banks that are considered to be reputable and of high quality. Cash balances above a certain threshold are spread across a range of banks to reduce concentration risk.

Credit Risk Exposure
The table below sets out the financial assets exposed to credit risk as at the reporting date:

	2022 £000		2021 £000	
Cash on deposit and at banks	6,746		3,162	
Sales for future settlement	140		160	
Interest, dividends and other receivables	199		182	
		7,085		3,504
Minimum exposure during the year	3,036		3,272	
Maximum exposure during the year	24,697		21,863	

All amounts included in the analysis above are based on their carrying values.

None of the financial assets were past due at the current or prior reporting date.

Liquidity Risk
Liquidity risk is the risk that the Company will encounter difficulties in meeting its obligations as they fall due.

Liquidity risk is monitored, although it is recognised that the majority of the Company's assets are invested in quoted equities and other quoted securities that are readily realisable (Liontrust fund investments are highly liquid). The Board has various limits in respect to how much of the Company's assets can be invested in any one company. The unlisted investments in the portfolio are subject to liquidity risk, but such investments (excluding Liontrust) are in realisation mode and represent a very small part of the portfolio. Nonetheless limits remain for any such investments and liquidity risk would always be considered when making investment decisions in such securities. The Company has no concentration risk, the largest concentration is less than 4% (2021: 14.5%) of the Company's total assets.

The Company maintains an appropriate level of non-investment related cash balances in order to finance its operations. The Company regularly monitors such cash balances to ensure all known or forecasted liabilities can be met. The Board receives regular reports on the level of the Company's cash balances. The Company does not have any overdraft or other undrawn borrowing facilities to provide liquidity.

22 Financial Instruments and Risk Profile continued

A maturity analysis of financial liabilities showing remaining contractual maturities is detailed below:

Undiscounted cash flows	2022 Due within 1 year £000	Due between 1 and 2 years £000	Due between 2 and 3 years £000	Due 3 years and beyond £000	Total £000
7.25% 2025 debenture stock			20,700		20,700
Interest on debenture stock	1,501	1,501	750		3,752
Payments due in respect of the lease liability	70	70	70		210
Trade payables and other liabilities*	1,123				1,123
Total liabilities from financing activities	2,694	1,571	21,520		25,785

Undiscounted cash flows	2021 Due within 1 year £000	Due between 1 and 2 years £000	Due between 2 and 3 years £000	Due 3 years and beyond £000	Total £000
7.25% 2025 debenture stock				20,700	20,700
Interest on debenture stock	1,501	1,501	1,501	750	5,253
Payments due in respect of the lease liability	70	70	70	70	280
Trade payables and other liabilities*	1,340				1,340
Total liabilities from financing activities	2,911	1,571	1,571	21,520	27,573

* Excludes the current portion of the lease liability.

Categories of financial assets and liabilities

The following table analyses the carrying amounts of the financial assets and liabilities by categories as defined in IFRS 9:

Financial assets	2022 £000		2021 £000	
Financial assets at fair value through profit or loss				
Equity securities	131,598		170,550	
		131,598		170,550
Other financial assets*		7,155		3,562
		138,753		174,112
Financial liabilities				
Financial liabilities measured at amortised cost**	22,049		22,203	
		22,049		22,203

* Other financial assets include cash and cash equivalents, sales for future settlement, dividend and interest receivable and other receivables.

** Financial liabilities measured at amortised cost include; debenture stock in issue, lease liability, purchases for future settlement, investment management fees, other payables and accrued expenses.

22 Financial Instruments and Risk Profile continued

The investment portfolio has been valued in accordance with the accounting policy in note 1 to the accounts, i.e. at fair value. The lease liability carrying value is considered to be its fair value. The debenture stock is classified as level 3 under the fair value hierarchy. The fair value of the debenture stock is calculated using a standard bond pricing method, using a redemption yield of a similar UK Gilt stock with an appropriate margin being applied.

	Book Value 2022 £000	Book Value 2021 £000	Fair Value 2022 £000	Fair Value 2021 £000
£20.7m (2021: £20.7m) 7.25% 2025 debenture stock	20,623	20,595	20,817	23,617
	20,623	20,595	20,817	23,617

Capital Management Policies and Procedures

The Company's capital management objectives are:

- to ensure that it is able to continue as a going concern; and
- to maximise the revenue and capital returns to its shareholders through a mix of equity capital and debt. The Board set a range for the Company's net debt (comprised as debentures less cash) at any one time which is maintained by management of the Company's cash balances.

	2022 £000		2021 £000	
Net Debt				
Adjusted cash and cash equivalents*	(6,032)		(2,092)	
Debentures	20,623		20,595	
Lease liability	203		268	
Sub total		14,794		18,771
Equity				
Equity share capital	5,299		5,300	
Retained earnings and other reserves	111,588		146,853	
Equity shareholders Funds		116,887		152,153
Gearing				
Net debt as a percentage of Equity Shareholders' Funds		12.6%		12.3%

* Adjusted cash and cash equivalents comprise cash plus current assets less current liabilities (excluding the current portion of the lease liability).

Maximum potential gearing represents the highest gearing percentage on the assumption that the Company had no net current assets. As at 30 September 2022 this was 17.8% (2021: 13.7%).

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

- the level of gearing, taking into account Liontrust's views on capital markets; and
- the level of the Company's free float of shares as the Barlow family owns approximately 54% of the share capital of the Company; and
- the extent to which revenue in excess of that required to be distributed should be retained.

22 Financial Instruments and Risk Profile continued

These objectives, policies and processes for managing capital are unchanged from the prior period.

The Company is also subject to various externally imposed capital requirements which are that:

- the debenture are not to exceed, in aggregate, 66 2/3% of the adjusted share capital and reserves in accordance with the relevant Trust Deed; and
- the Company has to comply with statutory requirements relating to dividend distributions; and
- the UK AIFMD imposes a requirement for all AIFs to have in place a limit on the amount of leverage that they may hold. It is then the responsibility of the relevant AIFM to ensure that this limit is not exceeded, which in this case is the Company (as a self-managed AIF).

Leverage is similar to gearing (as calculated in accordance with AIC guidelines previously), but the UK AIFMD mandates a certain calculation methodology which must be applied. Leverage as calculated under the UK AIFMD methodology for the Company is:

Gross Method	2022 £000	2021 £000
Investments held at fair value through profit or loss	131,598	170,550
Total investments at exposure value as defined under the UK AIFMD	131,598	170,550
Shareholders' funds	116,887	152,153
Leverage (times)	1.12	1.12

Commitment Method	2022 £000	2021 £000
Investments held at fair value through profit or loss	131,598	170,550
Cash and cash equivalents	6,746	3,162
Total investments at exposure value as defined under the UK AIFMD	138,344	173,712
Shareholders' funds	116,887	152,153
Leverage (times)	1.18	1.14

The leverage figures calculated above represent leverage as calculated under the gross and commitment methods as defined under the UK AIFMD (a figure of 1 represents no leverage or gearing). The two methods differ in their treatment of amounts outstanding under derivative contracts with the same counterparty, which are not applicable to the Company, and of the treatment of cash balances. In both methods the Company has included the debenture by including the value of investments purchased by those borrowings, rather than their balance sheet value. The Company's leverage limit under the UK AIFMD is 1.5 times, which equates to a borrowing level of 50% (the Company has not exceeded this limit at any time during the year or the prior year).

These requirements are unchanged from the prior year and the Company has complied with them.

23 Related Party Transactions

The company had no related parties at 30 September 2022.

Majedie Asset Management (MAM)

MAM ceased to be a related party as the investment holding in MAM was sold to Liontrust Asset Management (Liontrust) on 30 March 2022.

The table below discloses the transactions and balances for the related party:

Transactions during the period:	2022 £000	2021 £000
Dividend income received from MAM	7,621	4,027
Management fee income due to MAM (Segregated Portfolio only)	76	304
Balances outstanding at the end of the period:		
Between the Company and MAM (Segregated Portfolio investment management fees)		81
Value of the Company's investment in MAM		25,161

Remuneration

The remuneration of the Directors, who are the key management personnel of the Company, is set out below in aggregate for each of the categories specified in IAS 24: Related Party disclosures. There are no amounts outstanding at 30 September 2022 for Directors fees or salary (2021: Nil). Further information about the remuneration of individual Directors is provided in the audited section of the Report on Directors' Remuneration on page 46.

	2022 £000	2021 £000
Short term employee benefits	378	390
	378	390

24 Post Balance Sheet Date Events

On 10 November 2022 the Company issued an announcement saying it was proposing to change its investments management arrangements. The Company is proposing to appoint Marylebone Partners LLP (Marylebone) as its investment manager and change the Company's investment objective and policy to follow a liquid endowment investment strategy. A General Meeting will be held alongside the Company's Annual General Meeting on 25 January 2023. If shareholders approve the new investment policy, Marylebone will be appointed as the Company's investment manager immediately following the General Meeting.

Marylebone will receive an annual management fee of 0.9% of market capitalisation of the Company up to £150 million; 0.75% of market capitalisation between £150 million and £250 million and 0.65% above £250 million. The market capitalisation for the calculation of the fee shall be subject to a cap of a 5% premium to net asset value. Marylebone will waive one half of the management fee payable by the Company for a period of 12 months from Marylebone's appointment as investment manager. The benefit of this will be amortised over the minimum non-cancellable period of the contract of two and a half years.

In addition, on appointment of Marylebone as investment manager, the Company will become a partner of Marylebone, entitling it to 7.5% of residual profits and capital. This is to be granted for no consideration as set out in the contractual arrangements and any relevant value will be assessed at each reporting date.

Notice of Meeting

This Notice of Meeting is an important document. If shareholders are in any doubt as to what action to take, they should consult an appropriate independent advisor.

Notice is hereby given that the one hundred and twelfth Annual General Meeting of Majedie Investments PLC will be held at the City of London Club, 19 Old Broad Street, London EC2N 1DS on Wednesday, 25 January 2023 at 12 noon for the purpose of transacting the following:

To consider and, if thought fit, pass the following Resolutions of which Resolutions 1 to 12 will be proposed as Ordinary Resolutions and Resolutions 13 to 15 shall be proposed as Special Resolutions. All business to be transacted at the AGM is Ordinary Business for the purpose of the Listing Rules.

Ordinary Resolutions

1. To receive the Directors' Report and Accounts for the year ended 30 September 2022.
2. To approve the Directors' Remuneration Report for the year ended 30 September 2022, which can be found on pages 46 to 49.
3. To declare a final dividend of 4.2p per share in respect of the year ended 30 September 2022.
4. To declare a special dividend of 1.8p per share in respect of the year ended 30 September 2022.
5. To re-elect CD Getley as a Director.
6. To re-elect JM Lewis as a Director.
7. To re-elect AMJ Little as a Director.
8. To re-elect JWM Barlow as a Director.
9. To re-elect RW Killingbeck as a Director.
10. To re-appoint Ernst & Young LLP as auditors.
11. To authorise the Directors to fix the auditor's remuneration.
12. THAT for the purposes of section 551 of the Companies Act 2006 the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any securities into, Ordinary Shares up to a maximum number of 5,294,579 Ordinary Shares, provided that:

    a) the authority granted shall (unless previously revoked or renewed) expire at the conclusion of the next annual general meeting of the Company in 2024, or if earlier, on the expiry of 15 months from the passing of this Resolution; and

    b) the authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if that authority had not expired.

Special Resolutions

13. THAT, subject to the passing of resolution 12 above, the Directors be empowered in accordance with sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to the authority conferred by resolution 12 as if section 561 of the Act did not apply to any such allotment, provided that:

    a) the power granted shall be limited to the allotment of equity securities wholly for cash up to a maximum number of 5,294,579 Ordinary Shares;

    b) the authority granted shall (unless previously revoked) expire at the conclusion of the next Annual General Meeting of the Company in 2024, if earlier, 15 months after the passing of this resolution; and

    c) the said power shall allow and enable the Directors to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if that power had not expired.

14. THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the Act) to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares of 10p each in the capital of the Company (Ordinary Shares), provided that:

    a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 7,944,519, or if less, 14.99% of the number of shares in circulation immediately following the passing of this Resolution;

    b) the minimum price which may be paid for each Ordinary Share is 10p;

    c) the maximum price payable by the Company for each Ordinary Share is the higher of:

        (i) 105% of the average of the middle market quotations of the Ordinary Shares in the Company for the five business days prior to the date of the market purchase; and

        (ii) the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out;

    d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company in 2024 or, if earlier, on the expiry of 18 months from the passing of this Resolution, unless such authority is renewed prior to such time; and

    e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

15. THAT the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than annual general meetings) on 14 clear days' notice.

By order of the Board
Link Company Matters Limited
Company Secretary
19 December 2022

Registered Office
1 King's Arms Yard
London
EC2R 7AF

Registered in England Number: 109305

Explanation of Notice of Annual General Meeting

Resolution 1 – To receive the Directors' Report and Accounts
The Directors are required to present the financial statements, Directors' report, and Auditor's report to the meeting. These are contained in the Company's Annual Report and Financial Statements 2022. A resolution to receive the financial statements, together with the Directors' report and the Auditor's report on those accounts for the financial period ended 30 September 2022 is included as an ordinary resolution.

Resolution 2 – Directors' Remuneration Report
Reflecting the remuneration reporting regime which came into effect on 1 October 2013, shareholders have an annual advisory vote on the report on Directors' remuneration. Accordingly, shareholders are being asked to vote on the receipt and approval of the Directors' Remuneration Report as set out on pages 46 to 49 of the 2022 Annual Report.

Resolutions 3 and 4 – Final Dividend and Special Dividend
The Board proposes a final dividend of 4.2 pence per share in respect of the year ended 30 September 2022. If approved, the recommended final dividend will be paid on 27 January 2023 to all ordinary shareholders who are on the register of members on 13 January 2023. The shares will be marked ex-dividend on 12 January 2023.

As explained in the Annual Report, a special dividend of 1.8 pence per share, in addition to the final dividend, is being proposed to reflect the new dividend policy of paying circa 0.75% of NAV quarterly, which would come into effect, subject to the new investment policy being approved by shareholders at the General Meeting. The special dividend will have the same record and payment dates as the final dividend. Resolution 4 seeks shareholder approval of this special dividend.

Resolutions 5 to 9 – Re-election of Directors
The Company's Articles of Association require that at every Annual General Meeting any Director who has not retired from office at the preceding two Annual General Meetings shall stand for re-election by the Company. Despite this, and in line with good corporate governance, all of the Directors have chosen to put themselves up for annual re-election.

Full biographies of all the Directors are set out in the Company's 2022 Annual Report and are also available for viewing on the Company's website http://www.majedieinvestments.com/overview.

Mr Christopher D Getley
Mr Getley has over 25 years' experience at senior level in financial services. He has extensive knowledge of the investment industry as a Partner and Fund Manager at Cazenove & Co and as a Director at Deutsche Asset Management. Subsequently, he was CEO of Westhouse Securities, an institutional stockbroker. He is currently Executive Chairman of AgPlus Diagnostics Limited and Non-Executive Chairman of Masawara PLC, an investment company focused on patient private equity capital in Southern Africa.

Ms Jane M Lewis
Ms Lewis is an investment trust specialist with extensive experience within the sector. Her position as Chairman of Invesco Perpetual UK Smaller Companies Investment Trust PLC along with her other investment trust directorships allow her to provide invaluable insights and to rigorously assess and challenge the performance of the investment manager.

Mr A Mark J Little
Mr Little has an extensive knowledge of the investment industry, having previously served as the Managing Director of Barclays Wealth Scotland and Northern Ireland. Prior to this role he was Global Head of Automotive Research at Deutsche Bank having previously qualified as a Chartered Accountant with Price Waterhouse. He is currently a Non-Executive Director of Securities Trust of Scotland and Blackrock Smaller Companies Trust Plc, where he chairs the audit committees, and abrdn Equity Income Trust PLC. He also acts as a consultant to Lindsays LLP and North Capital Wealth Management.

Mr J William M Barlow
Mr Barlow has extensive experience within, and knowledge of, the investment management sector. This enables him to rigorously assess and challenge the investment manager on strategy and performance. Mr Barlow's tenure with Majedie Investments PLC gives him invaluable insight into the Company. His experience in investment management placed him in a strong position to advise on matters such as asset allocation. Following a thorough Board evaluation, the Board agrees that Mr Barlow continues to be an effective member of the Board and recommends him for re-election.

Mr Richard W Killingbeck
Mr Killingbeck brings to the Board over 35 years' experience in the financial services sector. He is currently Managing Director at Harris Allday, managing circa £3bn AUM, bringing to the Board valuable knowledge in asset allocation and management. This allows Mr Killingbeck to be able to effectively assess and challenge the investment manager on performance and strategy. In addition, in his role as director and latterly Chairman of the Bankers Investment Trust, he brings broad investment trust experience to the Board.

Resolutions 10 and 11 – 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 Ernst & Young LLP and gives authority to the Audit Committee to determine the auditor's remuneration.

Resolution 12 – Authority to allot ordinary shares
Resolution 12 authorises the Board to allot ordinary shares generally and unconditionally in accordance with Section 551 of the Companies Act 2006 up to a maximum number of 5,294,579 Ordinary Shares, representing approximately 9.99% of the issued ordinary share capital at the date of the Notice. The Company does not hold any shares in treasury.

No ordinary shares will be issued at a price less than the prevailing net asset value per Ordinary Share at the time of issue. This authority shall expire at the Annual General Meeting to be held in 2024.

Resolution 13 – Authority to dis-apply pre-emption rights
Resolution 13 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 12 (being a maximum number of 5,294,579 Ordinary Shares, representing approximately 9.99% of the issued ordinary share capital at the date of the Notice). This authority shall expire at the Annual General Meeting to be held in 2024.

Resolution 14 Purchase of Own Shares
Resolution 14 is a special resolution that will grant the Company authority to make market purchases of up to 7,944,519 Ordinary Shares, representing 14.99% of the ordinary shares in issue as at the date of the Notice.

The maximum price which may be paid for each Ordinary Share must not be more than the higher of (i) 105% of the average of the mid-market values of the Ordinary Shares for the five business days before the purchase is made or (ii) the higher of the price of the last independent trade and the highest current independent bid for the Ordinary Shares. The minimum price which may be paid for each ordinary share is £0.10.

The Directors would not exercise the authority granted under this resolution unless they consider it to be in the best interests of shareholders. Purchases would be made in accordance with the provisions of the Companies Act 2006 and the Listing Rules. This authority shall expire at the Annual General Meeting to be held in 2024 when a resolution to renew the authority will be proposed.

Resolution 15 – Notice Period for General Meetings
Resolution 15 is a special resolution that will give the Directors the ability to convene general meetings, other than annual general meetings, on a minimum of 14 clear days' notice. The minimum notice period for annual general meetings will remain at 21 clear days. This authority would provide the Company with flexibility where action needs to be taken quickly but will only be used where the Directors consider it in the best interests of shareholders to do so and the matter is required to be dealt with expediently. The approval will be effective until the Company's Annual General Meeting to be held in 2024, at which it is intended that renewal will be sought.

Recommendation
Full details of the above resolutions are contained in the Notice. The Directors consider that all the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its members as a whole. The Directors unanimously recommend that shareholders vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

Note 1
To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes they may cast) members must be entered on the Company's register of members at close of business on 23 January 2023 (or, in the event of any adjournment, close of business on the date which is two days (excluding weekends and bank holidays) before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Note 2
A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed, they must not be appointed in respect of the same shares. To be effective, a copy of the enclosed personalised form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, not later than 48 hours before (excluding weekends and bank holidays) the time of the meeting or any adjustment thereof. The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands. On a vote by poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder. The termination of the authority of a person to act as proxy must be notified to the Company in writing.

To appoint more than one proxy, shareholders will need to complete a separate proxy form in relation to each appointment (you may photocopy the proxy form), stating clearly on each proxy form how many shares the proxy is appointed in relation to. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope.

Shareholders may cast a vote electronically rather than completing a hard copy proxy form. To do so, go to Computershare's URL: www.investorcentre.co.uk/eproxy where the following details, which can be found on your proxy card or in an email received from Computershare, will be required:

- *the meeting control number.*
- *your shareholder reference number; and*
- *your unique pin codes.*

For the electronic proxy to be valid it must be received by Computershare no later than 12.00 noon on Monday, 23 January 2023.

Note 3
In the case of joint holders, where more than one of the joint holders' purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the register of members in respect of the joint holding (the first-named being the most senior).

Note 4
Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between 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. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in Note 2 above does not apply to a Nominated Person. The rights described in that Note can only be exercised by registered members of the Company.

Note 5
Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business on 23 January 2023 shall be entitled to attend and vote at the aforesaid Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after close of business on 23 January 2023 (the specified time) shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned Meeting. If, however, the Meeting is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned Meeting or, if the Company gives notice of the adjourned Meeting, at the time specified in that notice.

Note 6
CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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

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

Note 7
As at the date of this Notice, the Company's issued share capital and total voting rights amounted to 52,998,795 Ordinary Shares carrying one vote each.

Note 8
In accordance with Section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:

a) to do so would:

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

    (ii) involve the disclosure of confidential information;

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

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

Note 9
Any corporation which is a member can appoint one or more corporate representative(s) who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.

Note 10
Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) 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 Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Note 11
A copy of this notice and any subsequent notices in respect of section 388A and any information required under section 311A of the Companies Act 2006 will be available on the Company's website www.majedieinvestments.com.

Note 12
The terms and conditions of appointment of Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the Meeting and at the place of the Meeting for a period of fifteen minutes prior to and during the Meeting.

Note 13
You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than these expressly stated.

Note 14
If a shareholder receiving this notice has sold or transferred all shares in the Company, this notice and any other relevant documents (e.g., form of proxy) should be passed to the person through whom the sale or transfer was affected, for transmission to the purchaser.

Note 15
Personal data provided by shareholders at or in relation to the Meeting will be processed in line with the Company's privacy policy.

Majedie Savings Plans

Before investing in the Company's shares, potential investors must read the Key Information Document and the Investor Disclosure Document. They are available on the Company's website at www.majedieinvestments.com, under the investing section.

Majedie Corporate ISA

You are no longer able to put new money into a Majedie Corporate ISA. However, your existing ISA investments remain sheltered from tax in an ISA.

Please note that ISA limits apply and taxation levels and bases are subject to change. Past performance of investments is not a guide to future performance as their value can go down as well as up.

Further details may be obtained from Halifax Share Dealing Limited the Majedie Corporate ISA Manager.

Halifax Share Dealing Limited. Registered in England and Wales no. 3195646. Registered Office: Trinity Road, Halifax, West Yorkshire, HX1 2RG. Authorised and regulated by the Financial Conduct Authority under registration number 183332. A Member of the London Stock Exchange and an HM Revenue & Customs Approved ISA Manager.

Majedie ISA (formerly a PEP)

You are no longer able to put new money into a PEP. However, your existing PEP investments remain sheltered from tax in an ISA.

Please note that ISA limits apply and taxation levels and bases are subject to change. Past performance of investments is not a guide to future performance as their value can go down as well as up.

Further details may be obtained from the Company's ISA Manager, The Share Centre, PO Box 2000, Aylesbury, Buckinghamshire HP21 8ZB (website: www.share.com).

Shareholder Information

Registered Office
1 King's Arms Yard
London EC2R 7AF
Telephone: 020 7382 8170
E-mail: majedie@majedieinvestments.com
Registered Number: 109305 England

Company Secretary
Link Company Matters Limited
6th Floor
65 Gresham Street
London EC2V 7NQ

Fund Manager
Liontrust Asset Management Limited
2 Savoy Court
London WC2R 0EZ
Telephone: 020 7412 1700
Email: info@liontrust.co.uk

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

The Depositary acts as global custodian and may delegate safekeeping to one or more global sub-custodians. The Depositary has delegated safekeeping of the assets of the Company to The Bank of New York Mellon SA/NV and The Bank of New York Mellon.

AIFM
Majedie Investments PLC

Solicitor
Dickson Minto W.S.
16 Charlotte Square
Edinburgh EH2 4DF

Website
www.majedieinvestments.com

Registrars
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
Telephone: 0370 707 1159

Shareholders should notify all changes of name and address in writing to the Registrars. Shareholders may check details of their holdings, historical dividends, graphs and other data by accessing www.investorcentre.co.uk.

Shareholders wishing to receive communications from the Registrars by email (including notification of the publication of the annual and interim reports) should register on-line at www.investorcentre.co.uk/ecomms. Shareholders will need their shareholder number, shown on their share certificate and dividend vouchers, in order to access both of the above services.

Auditors
Ernst & Young LLP
25 Churchill Place
Canary Wharf
London E14 5EY

Stockbrokers
J.P. Morgan Cazenove
25 Bank Street
London E14 5JP

ISIN
Ordinary: GB0005555221
Debenture 7.25% 31/03/2025: GB0006733058

Ticker
Ordinary: MAJE
Debenture 7.25% 31/03/2025: BD22

Sedol
Ordinary: 0555522
Debenture 7.25% 31/03/2025: 0673305

Shareholder Information

Key Dates in 2023

Ex-dividend date	12 January 2023
Record date	13 January 2023
Annual General Meeting	25 January 2023
2021/22 final dividend payable	27 January 2023
Interim results announcement	May 2023
2022/23 interim dividend payable	June 2023
Financial year end	30 September 2023
Final results announcement	December 2023
Annual Report mailed to shareholders	December 2023

Website

www.majedieinvestments.com

Share Price

The share price is quoted daily in The Times, Financial Times, The Daily Telegraph, The Independent and London Evening Standard. Shares may be bought through Majedie Corporate ISA (details of which are set out on page 102). You may transfer an existing PEP or ISA to the Majedie ISA (page 102). You may also purchase shares through a web-based investment platform or via your stockbroker or bank.

Net Asset Value

The Company announces its net asset value daily through the London Stock Exchange and on its website. The Financial Times publishes daily estimates of the net asset value and discount.

Capital Gains Tax

For capital gains tax purposes the adjusted market price of the Company's shares at 31 March 1982 was 35.875p per 10p share. Former shareholders of Barlow Holdings PLC are recommended to consult their professional advisers in this regard.

Warning to shareholders

Please be aware that there has been an increase in reports of share scams, where fraudsters cold-call investors offering a range of financial propositions. Majedie Investments PLC has not and would not instruct any third party to make an offer to our shareholders or to act on our behalf in this way. Therefore, Majedie Investments PLC would like to remind its shareholders to remain vigilant at all times. If you are in any doubt, or have any concerns, regarding an offer to purchase shares by a third party, please contact Computershare.

To find out more information on how you can protect yourself, please visit the Financial Conduct Authority (FCA) website: www.fca.org.uk/scamsmart, or call the FCA's consumer helpline: 0800 111 6768.

Majedie Investments PLC

1 King's Arms Yard
London EC2R 7AF

Telephone 020 7382 8170
E-mail majedie@majedieinvestments.com

www.majedieinvestments.com