



# Octopus Future Generations VCT

Backing businesses  
with the power to transform  
the world for the better

Annual report and financial statements 2022

**octopus**investments  
A brighter way

# Find it fast

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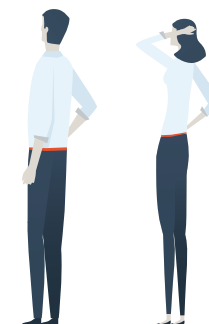
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## Octopus Ventures Awards



**Octopus Future Generations VCT plc ('Future Generations VCT' or the 'Company') is backing businesses that aim to address society's biggest challenges, providing an opportunity for investors to share in the growth of ambitious, purpose-driven companies.**

## Key dates

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Annual General Meeting	12.00pm on 12 December 2022
Interim results to 31 December 2022	March 2023

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# Chair's statement



**I am pleased to present the first annual report and accounts for Future Generations VCT for the period from inception to 30 June 2022.**

I would firstly like to welcome shareholders to Future Generations VCT, which aims to invest in companies that will tackle some of society's biggest challenges. The NAV per share at 30 June 2022 was 96.1p, and in the period, Future Generations VCT made two investments. A further four completed since the period end. More information on two of these businesses can be found on pages 12 and 13 in the Portfolio Manager's Review.

In the period to 30 June 2022, we utilised £1.8 million of our cash resources, including £1.7 million in new investments. The cash balance of £29.8 million at 30 June 2022 represents 95% of net assets at that date. We look forward to deploying significant further capital into new investment opportunities over the coming months, and we ultimately intend the profile of Future Generations VCT to comprise 80% to 90% in VCT qualifying investments and 10% to 20% in permitted non-VCT qualifying investments or cash.

## Fundraise

On 31 January 2022, we launched the initial offer to raise up to £20 million with an over-allotment facility of up to £80 million, and I am pleased to report that as of 30 June 2022, we have successfully raised £32 million. The offer will close for new applications on 31 October 2022.

As investors will be aware, the intention is to invest in businesses which meet one of three key themes, which we believe demonstrate excellent investment prospects as well as having the potential to transform the world we live in for the better. These three themes are summarised on page 4.

## AGM

The first Annual General Meeting ('AGM') will take place on Monday 12 December 2022 from 12.00pm and will be held at the offices of Octopus Investments Limited ('Octopus Investments'), at 33 Holborn, London EC1N 2HT. Full details of the business to be conducted at the AGM are given in the Notice of Annual General Meeting on pages 71 to 74.

Shareholders' views are important, and the Board encourages shareholders to vote on the resolutions within the Notice of Annual General Meeting on pages 71 to 74 using the proxy form, or electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). The Board has carefully considered the business to be approved at the AGM and recommends shareholders to vote in favour of all the resolutions being proposed, as the Board will be doing.

Future Generations VCT's three investment themes have great potential:

- large markets to address by tackling some of society's biggest challenges;
- demand for solutions to the planet's challenges is growing and becoming more urgent; and
- ability to attract talent as people increasingly want to work for businesses that make a positive difference in the world.

For further information regarding the investment themes, please refer to page 4.

# Chair's statement continued

## AGM continued

We always welcome questions from our shareholders for either the Board or Octopus Investments ('Portfolio Manager'), so I am pleased we will be joined by Simon King from the investment team on the day. Alternatively, shareholders are invited to send any questions they may have via email to [FGAGM@octopusinvestments.com](mailto:FGAGM@octopusinvestments.com).

## Future Generations VCT financial summary

Net assets (£'000)	31,292
Loss after tax (£'000)	(313)
Net asset value ('NAV') per share (p)	96.1

## Outlook

Future Generations VCT is at a very early stage and, although only a handful of investments have been made so far, the upcoming pipeline of portfolio companies is extremely exciting. It spans a wide range of issues that, if successful, could make a meaningful difference to the world that we live in, and could create profitable investment opportunities for Future Generations VCT.

Launching a new fund in 2022 does not come without its complexities and challenges. With central banks increasing interest rates, high inflation, the conflict in Ukraine and the cost-of-living crisis, we are entering a very different economic backdrop to that which has been experienced in recent years, even when considering issues created by the pandemic. All markets, including early-stage ventures, have been affected by these changes and we expect this to continue in the near to medium term. However, history has shown that great businesses can be founded during some of the most challenging periods as often there is more willing adoption of new technology and solutions. The investment team at Octopus – which sources the investment opportunities, completes the investments and coordinates the portfolio management – is aware that portfolio companies will need more support to navigate these challenging times and allow them to take advantage of all opportunities available to them. The team is well resourced and is very experienced in early-stage investing.

Future Generations VCT was launched with the intention of investing in companies with the power to transform the world for the better. By focusing on our three investment themes, we believe the businesses we are backing should achieve this ambitious goal, as well as delivering great returns to investors.

As this Company is at the beginning of its journey, it will take time to deploy the funds raised into companies the investment team consider to be good investment opportunities. While the Company is building up its investments, the portfolio will naturally be more concentrated in fewer companies. This means that performance will be more sensitive to the success and/or failure of these investments than if the portfolio was larger.

As such, over the coming years, there may well be a decline in overall value as Future Generations VCT invests in new businesses, some of which are at the start of their growth journey and need to build their technology, prove their market, win new contracts and grow their teams. Their value will take time to grow, and unfortunately some of these will ultimately fail.

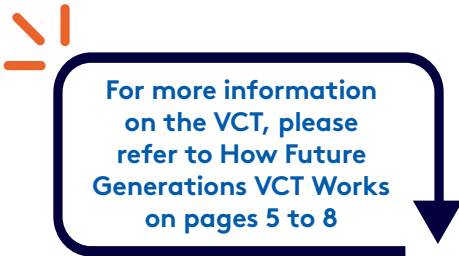
The long-term target is to pay an annual dividend of 5% of the NAV. However, given the expected holding period of target portfolio companies and restrictions imposed on VCTs, it is very unlikely Future Generations VCT will be able to pay dividends before 1 July 2025. During this time, any growth in value will increase the value of the Company. Dividends are likely to be generated from successful exits, so the Company is unlikely to pay significant dividends until portfolio companies have time to mature and/or be acquired.

I would like to conclude by thanking both my Board colleagues and the Octopus team on behalf of all shareholders for their hard work. I am excited to see what the coming year brings for this new Company.



Helen Sinclair  
Chair

28 October 2022



**For more information  
on the VCT, please  
refer to How Future  
Generations VCT Works  
on pages 5 to 8**

# Future Generations VCT investment themes

## 1 Building a sustainable planet

As society moves to a low carbon economy, the way we produce and consume information, materials and energy is changing. Some of the most exciting early-stage businesses are helping to accelerate this transition. Businesses under this theme might be reducing carbon emissions, protecting ecosystems, or creating a circular economy that removes waste.

## 2 Empowering people

Future Generations VCT is investing in businesses that are reimagining the future of society. These companies could democratise education or financial services, disrupt the food industry to stop people going hungry, or increase connectivity between people and protect their privacy online, driving innovations that will make the world a better and safer place.

## 3 Revitalising healthcare

Healthcare is essential. Future Generations VCT is backing businesses moving health and wellbeing forward. That could mean investing in entrepreneurs who are improving lives through digital health solutions. Or it might mean supporting businesses helping people conquer addictions or creating software that will make healthcare services more efficient and accessible.



Read more about the investment pipeline in each investment theme on page 10



# How Future Generations VCT works

## The team

The funds raised in the Company are managed by Octopus Ventures, one of Europe's largest technology investment teams and manager of the UK's largest VCT, Octopus Titan VCT plc. Octopus Ventures has built a reputation for backing innovative businesses that have gone on to be household names, including Depop, ManyPets and Zoopla.

The team's rigorous investment process and specialist expertise has been crucial to their success. Prospective investments in Future Generations VCT are first assessed for their ability to scale and deliver strong returns.

Once a potential investment has been assessed against the key investment criteria, it will then be reviewed against the three investment themes.

## The opportunity

We're living in a period of unprecedented change. Entire industries are transforming at an increasingly fast rate, and they need to. Society faces very real issues, from inequality to the tremendous impact of climate change. Businesses have a critical role to play in solving these problems.

Companies that understand what it means to make the world a better place have the potential to deliver some of the best returns to investors over the coming decades.

## The Company

Future Generations VCT is investing in companies which have the ambitions and propositions to address these problems. It is investing in unquoted smaller companies armed with innovative technology, talented management teams and often in sectors prime for disruption.



# How Future Generations VCT works continued

## Investment strategy

Future Generations VCT is backing businesses with the power to transform the world for the better by investing in companies that are building a sustainable planet, empowering people and revitalising healthcare.

### What and who Future Generations VCT invests in:

- 1 Alignment with one of the three investment themes
- 2 Talented and ambitious teams
- 3 Big market opportunity
- 4 Innovative technology
- 5 Rapid pace of growth



As an investment team, this means:



#### Co-invest

Likely to co-invest with Octopus Titan VCT



#### 10-15

New early-stage investments per year



#### 20%

Targeted initial equity stake across all Octopus Ventures mandates



#### 10x return

Targeted on initial investment



#### Invest further

Where returns can be enhanced



#### £100,000 to £10 million

Initial investment from Octopus Ventures, including Future Generations VCT

# How Future Generations VCT works continued

## Future Generations VCT investment areas

Octopus Ventures' investment team is split into five areas of focus to reach and serve the best entrepreneurs out there. Each specialist investment team nurtures the depth of knowledge and connections necessary to help these pioneers build world-changing companies.



### B2B software

Investing in business-to-business ('B2B') software companies driving digitalisation and automation across traditional and nascent industries.



### Deep tech

Focusing on the tools and technologies that will power the next industrial revolution. These include emerging technologies such as quantum computing, robotics and drones, sensory human augmentation and 3D printing.



### Health

Backing pioneers who are transforming the health industry, from digital therapeutics through to biotechnology.



### Consumer

Backing the innovators transforming the everyday in how we live, work, travel, play, rest and recuperate.



### Fintech

Backing pioneers who seek to vastly improve society's ability to exchange and allocate financial resources and risk.

# How Future Generations VCT works continued

## Creating value

### How Future Generations VCT looks to create value for shareholders

#### What makes Future Generations VCT different



##### The Octopus Ventures team

One of Europe's largest technology investment teams with more than 35 investment professionals sourcing investments for Future Generations VCT, having backed over 175 teams, and a third of them have founded their own companies previously.



##### Sustainability focus

Sustainably themed VCT offering access to a portfolio which is 100% invested in companies solving society's biggest problems.



##### Nurturing talent

Dedicated portfolio talent team, on hand to support portfolio companies to grow.

#### What the Octopus Ventures team does

##### 1 How Octopus Ventures finds portfolio companies

1. Active network management and deal monitoring
2. Proprietary technology used to support deal sourcing
3. 2,800+ opportunities reviewed
4. 260+ preliminary meetings
5. Resulting in 10-15 new investments per year

##### 2 Ongoing support

The Octopus Ventures team works with the portfolio companies it backs to make their success more likely, whether that's taking a board seat, helping them expand overseas or introducing them to the dedicated talent team.

##### 3 Mitigating risk

Future Generations VCT looks to mitigate risk through building a portfolio of companies across a diverse range of sectors, business models and investment stages and looks to take a material initial equity stake in the business.

##### See the investment team's five areas of focus

[Read more on page 7](#)

##### Read about some of the new portfolio case studies

[Read more on pages 12 and 13](#)

##### Review the VCT's risk and risk management section

[Read more on pages 22 to 24](#)

# Portfolio Manager's review

At Octopus, our focus is on managing your investments and providing investors with clear and transparent communication. Our annual and interim updates are designed to keep you informed about the progress of your investment.

Octopus was established in 2000 and has a strong commitment to both smaller companies and to VCTs. We currently manage five VCTs, including Future Generations VCT, with assets of over £1.9 billion.

## Focus on Future Generations VCT's performance

The NAV per share at 30 June 2022 was 96.1p and in the period Future Generations VCT made two new investments. Going forward, we will report on the proportion and value of the portfolio in each sustainability theme. Of the two investments which have completed at 30 June 2022, 61% address the revitalising healthcare theme with a total value of £1.0 million and the remaining 39% are aligned with the empowering people category, with a total value of £0.7 million. There are investments in the pipeline which are concentrating on building a sustainable planet but have not yet completed.

As part of our responsible ownership strategy, we require portfolio companies to put in place a diversity and inclusion policy ('D&I') and an anti-harassment policy. We will also be engaging with each company to help them understand their greenhouse gas emissions and support them to take action to minimise them. We will report on engagement to our shareholders on an annual basis. Of the two investments made, both are in the process of implementing a D&I policy and all have been offered complimentary access to a carbon accounting and management tool to enable reporting around key metrics and to feed into carbon reduction plans. We are pleased that, to date, 100% of the portfolio companies are signed up and utilising the carbon accounting tool.

## 10%

of our annual management charge is donated to the Octopus charitable foundation

## 3 themes

Investing can bring about both real social change and offer financial returns

# Portfolio Manager's review continued

## Overview of investments

Future Generations VCT completed two new investments in the reporting period, totalling £1.7 million, and four further investments after 30 June 2022. Together, these totalled £3.9 million invested into new companies. More information on two of these businesses can be found on pages 12 and 13 of the report. These companies have also been invested in by other funds managed by Octopus.

We are expecting to make further investments over the coming months, and below are some examples of potential investments in the pipeline across Future Generations VCT's three sustainability themes:

## A selection of our pipeline of new potential investments

**1**

### Building a sustainable planet:

- An embedded insurance platform that gives merchants the ability to provide insurance bundles to their customers. This promotes more sustainable consumption via their services for repair and reconditioning rather than the purchase of new equipment.

**2**

### Empowering people:

- A business that offers an end-to-end federated learning platform enabling data scientists to conduct analysis over sensitive data without compromising privacy or data security.
- A company which has developed a benefits platform to offer greater autonomy for employees to select their own benefits.

**3**

### Revitalising healthcare:

- A company which has created a digital, personalised psychological therapy and coaching platform.
- A business which has built an antigen discovery platform to develop cancer vaccines.



# Portfolio Manager's review continued

## Outlook

The world around us is changing at an unprecedented rate. The Covid-19 pandemic and the economic turbulence we have encountered in 2022 means that businesses need to be even more agile and resilient. We launched the Future Generations VCT in January 2022 and we believe, as history has shown us, that great businesses are and will continue to be founded at times of economic turmoil. We are constantly impressed at the level of ingenuity, ambition, drive and passion that we see in the entrepreneurs we meet who are looking to solve some of society's biggest issues. We believe the companies that understand what it means to make the world a better place have the potential to deliver some of the best returns to investors.

Future Generations VCT's three themes address some of the biggest challenges we have ever faced as a society and planet. The team investing the Future Generations VCT was founded in 2007, has backed over 175 teams, and a third of them have founded their own companies previously. We review thousands of potential businesses each year and typically select fewer than 1% of these to invest in. The portfolio companies are supported through their growth journey as we believe early-stage businesses require more than just funding to be successful. They require specialist knowledge to be able to take advantage of all opportunities presented, especially in today's more challenging and competitive climate. Our dedicated, in-house portfolio talent team offers support to help companies to scale their recruitment, provides access to specialist advice and consultants, and runs events and workshops.

We have already completed some of Future Generations VCT's first investments and these companies are addressing a mixture of issues including career coaching, microscopic camera technology, and autonomous telemedicine. This diversity shows how wide-ranging Future Generation VCT's scope will be across its three investment themes and we believe the entrepreneurs behind these businesses have created some best-in-class solutions that we are delighted to help scale. As well as backing companies across a diverse range of sectors, we also want to back diverse management teams as we believe diversity encourages innovation and is a crucial success factor. As such, we have recently published our intention to make sure 30% of all new founder pitches will be by businesses led or co-led by a woman by 2025, increasing to 50% by 2027. Alongside this, we have also been signatories to HM Treasury's Investing in Women Code since 2020. We are excited to have the opportunity to invest this new VCT, support its ambition to make the world a better place for future generations, and to deliver attractive returns to shareholders. We believe that Octopus is extremely well placed to see some of the best investment opportunities, generated by our extensive network and reputation in the early-stage market.

# Portfolio Manager's review continued

Who we've backed so far

## Inflow

[www.getinflow.io](http://www.getinflow.io)

Inflow is a digital health company that helps people with Attention Deficit Hyperactivity Disorder ('ADHD'). ADHD impacts hundreds of millions of people worldwide and the company hopes to become the home for people with ADHD before then applying its approach to a broader set of neurological differences including Autism, Dyslexia, Dyspraxia, Obsessive Compulsive Disorder ('OCD') and Tourette's.

**Product launch date:** March 2021

**Investment date:** June 2022

## 200,000

Inflow has achieved over 200,000 downloads and has over 15,000 paying members.

The company follows a self-pay, direct-to-consumer model.



# Portfolio Manager's review continued

## Post period end investment

### Oto

[www.joinoto.com](http://www.joinoto.com)

Oto is a digital health start-up that helps people with overlooked chronic conditions get their life back. Its first product is a digital programme that teaches people to manage tinnitus – a condition commonly experienced as ringing in the ears. The programme uses science-based therapy delivered via a mobile app to enable tinnitus self-management at a fraction of the cost of in-person treatment.

**Product launch date:** January 2021

**Investment date:** July 2022

**One in eight people are affected by tinnitus, and there are 23 million British and American people really struggling with it.**

Digital therapeutics solutions like Oto are providing a 10x cheaper and more convenient way of managing this condition.



# Operating responsibly

The ESG policy is set by the Future Generations VCT Board to identify and manage ESG matters applicable to Future Generations VCT and its underlying portfolio companies. The policy is implemented by Octopus and is reviewed annually.

The full ESG policy outlining Future Generations VCT's approach is available here:  
[www.octopusinvestments.com/FG-ESG-policy/](http://www.octopusinvestments.com/FG-ESG-policy/)

Octopus Group is an accredited B Corp and signatory to the internationally recognised Principles for Responsible Investment, demonstrating Octopus' commitment to responsible investment and to creating a more sustainable financial system.

*Signatory of:*



Future Generations VCT's Directors consider the evaluation and management of ESG factors to be very important.

## Responsible investment strategy

The Octopus Ventures team is responsible for the management of ESG issues for the Future Generations VCT and the implementation of its ESG policy, reporting to the Board of Directors. Octopus and the Board believe a positive approach to ESG is a leading indicator of long-term value creation within the portfolio companies the Future Generations VCT targets.

To select appropriate investment opportunities, Octopus uses screening processes that both include and exclude companies based on their research and assessment of each company's business model, strategic objectives and alignment with one of the three investment themes. The team evaluates the company's material environmental, social and governance risks and opportunities. This way, the team understands how it might minimise those risks, improve returns, and encourage better social and environmental outcomes.

## Supporting a company through the life of the investment

Managing a successful VCT is about more than just making good investments. Octopus understands the value it can bring to portfolio companies through their experience and network of entrepreneurs and specialist partners. The established team nurtures portfolio companies to help them reach their full potential. Typically, one of the team will sit on the board of each portfolio company. This allows them to play a prominent role in that company's development, steer its growth plans, and navigate emerging risks.

## Measuring performance

Octopus work with the portfolio management teams to set and maintain appropriate standards of conduct towards people and the planet as well as monitor a company's financial performance and measure their progress against social and environmental goals.

# Operating responsibly continued

## Future Generations VCT's ESG approach

Future Generations VCT will not engage with any person or entity on an internationally recognised 'deny list' and will not invest in any business whose activities or practices appear on Octopus Ventures' exclusion list, which includes sectors such as tobacco, arms, fossil fuels, gambling and deforestation.

Portfolio companies must:

- provide safe and healthy working conditions for all;
- treat people fairly, irrespective of race, gender, nationality, disability, political or religious beliefs;
- accept no bribes; and
- uphold high standards of business integrity at all times.

Future Generations VCT will actively seek to understand the impact of its investments on local communities and the environment.

Within the mandate, Future Generations VCT will employ effective stewardship to influence and support its portfolio companies to improve their status quo.

Future Generations VCT will seek to adopt any recommendations made by the Task Force on Climate-related Financial Disclosures ('TCFD') which fall within its investment mandate as soon as reasonably practical.

# Operating responsibly continued

## Climate-related matters

While not a requirement, Future Generations VCT acknowledges the recommendations under TCFD and has given some initial disclosure under the main headings below, which will be evolved over future periods.

### Governance:

Ownership and accountability for responsible investment run through Octopus and are core to the investment process. All employees of Octopus are expected to engage with responsible investment whether they are a founder, a chief executive officer or an investment manager.

The Octopus Ventures team, which is responsible for the management of ESG issues for Future Generations VCT, adheres to the Octopus responsible investment policy on ownership and accountability. As such, Future Generations VCT adheres to the Octopus responsible investment policy, which includes:

1. The Responsible Investment ('RI') Committee provides oversight of responsible investment and consists of an Octopus founder, our Group Chief Executive Officer, Chief Investment Officer, Head of Institutional, Head of Impact and Sustainability and Chief of Staff.
2. The Head of Impact and Sustainability is responsible for the delivery of the Responsible Investment Policy and sets out the responsible investment strategy for the business (which is approved by the RI Committee).
3. The Portfolio Managers are responsible for the development and delivery of fund-level responsible investment policies that form part of the investment mandates they manage.
4. The Impact and Sustainability team works across the entire business to embed responsible investment within our processes, provide training, specialist resource, and support teams with disclosures and responsible investment reporting.

### Strategy:

Future Generations VCT makes investments into a range of sectors and the companies receiving funding are early-stage businesses. As a result, exposure to climate-related risk will be assessed on a deal-by-deal basis, with focus on the businesses whereby the physical impact of climate change could be identified as a material risk. For these businesses, the Portfolio Manager will review physical climate-related risks, as well as transition risks relating to emissions, air quality, water, energy management, waste and ecological impact and track how the portfolio management team manages its exposure to these risks. The Board will evolve the disclosures to include metrics and targets in future periods which can be monitored and tracked against the set targets. Any red flags will be reported to the RI Committee.

### Risk management:

If a potential material climate-related risk has been identified during due diligence, the investment team will flag this to the Octopus Ventures Investment Committee for consideration before an investment can be made. The outcome may be that remedial actions are agreed to be necessary, and the investment lead will then work with the portfolio company's management team to deliver the required outcomes/changes. The investment team will review and assess each company at suitable points throughout the lifespan of the investment to make sure any material potential new risks are flagged to the RI Committee.

# Operating responsibly continued

## Environment policy and greenhouse gas emissions

Future Generations VCT recognises the need to conduct its business, including investment decisions, in a manner that is responsible to the environment wherever possible. Future Generations VCT does not produce any reportable emissions as the fund management is outsourced to Octopus, with no physical assets or property held by Future Generations VCT. As the Company has no employees or operations, it is not responsible for any direct emissions. Future Generations VCT is a low carbon user, using less than 40,000 kWh of energy in the reporting period, and so is out of scope of the detailed requirements under the Streamlined Energy and Carbon Reporting ('SECR') regulations.

## Gender and diversity

The Board of Directors comprises three female Non-Executive Directors with considerable experience of the VCT industry and investment in early-stage growth companies. The gender and diversity of the constitution of the Board is reviewed on an annual basis.

## Human rights issues

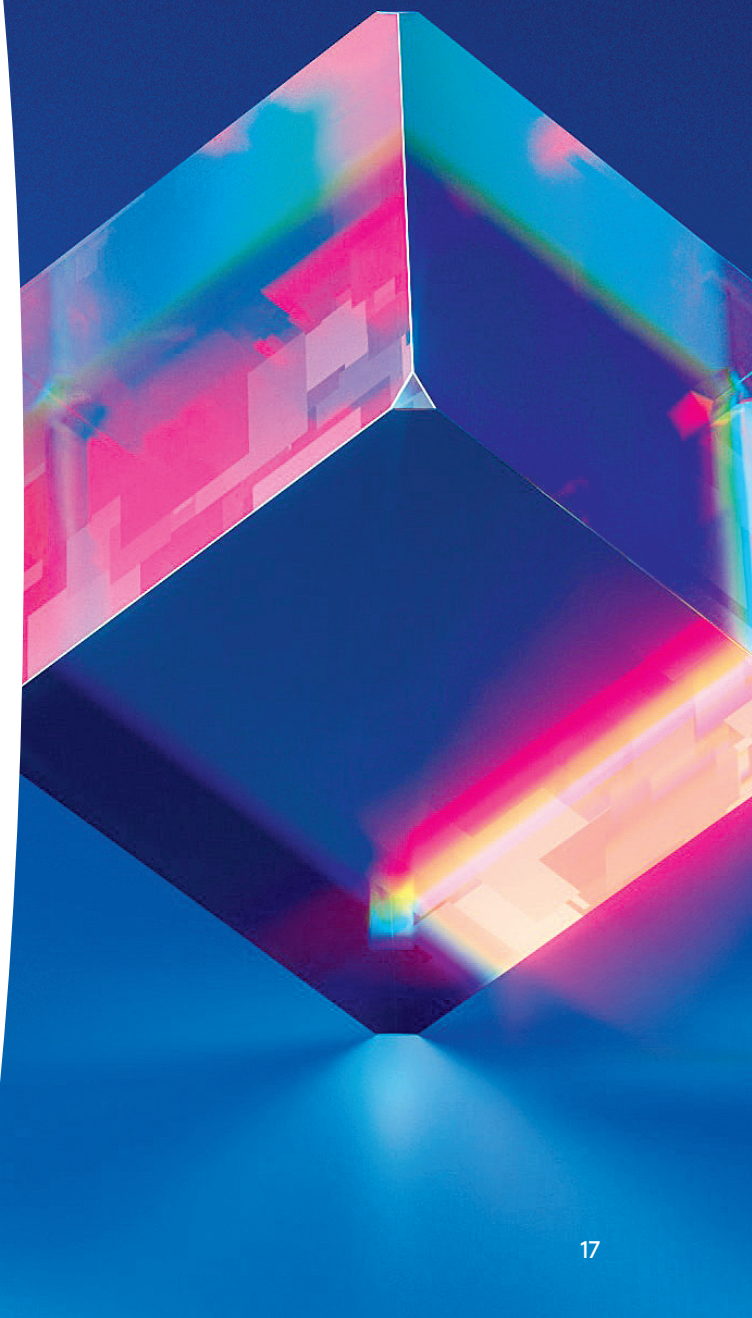
The Board seeks to conduct Future Generations VCT affairs responsibly. Future Generations VCT is required by company law to provide details of employee, human rights, social and community issues, including information about any policies it has in relation to these matters and the effectiveness of such policies. As an externally managed investment company with no employees, Future Generations VCT does not maintain specific policies in relation to these matters.

## Whistleblowing

The Board has considered the arrangements implemented by Octopus to encourage staff of the Portfolio Manager or the Company Secretary to raise concerns, in confidence, within their organisation about possible improprieties in matters of financial reporting or other matters. It is satisfied that adequate arrangements are in place to allow an independent investigation, and follow-on action where necessary, to take place within the organisation.

## Bribery Act

Octopus has an Anti-Bribery Policy with robust procedures to ensure full compliance with the Bribery Act 2010 and to make sure that the highest standards of professional ethical conduct are maintained. All employees and those working for, or on behalf of, the firm are aware of their legal obligations when conducting company business.



# Section 172(1) statement

Section 172 of the Companies Act 2006 requires the Directors of Future Generations VCT to act in a way that they consider, in good faith, will most likely promote the success of the Company for the benefit of the members as a whole. In doing so, the Directors should have regard (amongst other matters) to:

- the likely consequence of any decision in the long term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the company.

As Future Generations VCT has no employees and no customers in the traditional sense, there is nothing to report in relation to these matters.

The Board considers its significant stakeholders to be its shareholders, its third-party advisers and its portfolio companies, all of which are considered in decision-making.

The Board works closely with the Portfolio Manager in reviewing how stakeholder issues are handled, ensuring good governance and responsibility in managing the affairs of Future Generations VCT. As well as having a Non-Independent Director, key stakeholders from the Portfolio Manager also attend Board meetings. The Portfolio Manager has therefore been well informed of any decisions the Board has made during the period and as a result, has had the opportunity to discuss the impact these decisions may have.

## Business strategy

The success of Future Generations VCT is driven by its investment policy which is set out in the Strategic Report on page 25.

When considering business strategy, the Board considers matters such as the interests of its stakeholders and the long-term impact of its actions on Future Generations VCT's future and reputation.

## The Board

The Board adopts the 2019 AIC Code of Corporate Governance which provides a framework for the governance of Venture Capital Trusts such as Future Generations VCT. It is normal practice for Venture Capital Trusts to delegate authority for day-to-day management of the Company to a Portfolio Manager, and to outsource administration, accounting and company secretarial services. The Board then engages with the Portfolio Manager in setting, approving and overseeing the execution of the business strategy and related policies.

The Board has set KPIs relating to portfolio performance. The Board will also review areas over the course of the financial year including Future Generations VCT's business strategy; key risks; stakeholder-related matters; diversity and inclusivity; environmental matters; corporate responsibility and governance; compliance and legal matters.

The Board will formally review the performance of the Portfolio Manager on an annual basis, though such a review has not been undertaken in the period as Future Generations VCT was launched in January 2022.

Matters reserved for the Board include, but are not limited to, all shareholder communication, the setting of investment policy, investment of cash reserves, the raising of capital and the allotment and issue of shares, the buyback of shares, dividend policy, Director appraisal and succession, financial reporting, RIS announcements, compliance with UK Listing Authority rules and FCA regulations.

## Culture

The Directors seek to apply the ESG principles adopted by the Portfolio Manager and these values help to define the culture and relationship with the investment team. There is a general principle of openness and transparency in dealings between the Portfolio Manager and the Directors, and clear policies covering, for instance, investment process and conflicts, provide a clear operating framework. Generally, the culture should contribute to the purpose of producing consistent returns over the long term and achieving the agreed KPIs, which will deliver, most importantly, good returns to shareholders.

# Section 172(1) statement continued

## Business ethics and governance

The Board is responsible for ensuring that the activities of Future Generations VCT and its various investments are conducted in compliance with the law and applicable governance and regulatory regimes, and in adherence with prevailing best practice for the relevant industry. This includes reviewing internal controls, ensuring that there is an appropriate balance of skills and experience represented on the Board, and ensuring that the financial statements give a true and fair view of the state of affairs of Future Generations VCT. Further detail can be found in the Directors' Responsibilities Statement on page 46. In the period to 30 June 2022 no areas of concern have been flagged in this regard.

## Relations with key stakeholders

The Board considers Octopus to be its key business partner as it has responsibility for the provision of investment management, administration, custody and company secretarial services.

As Future Generations VCT is classified as a full-scope Alternative Investment Fund under the Alternative Investment Fund Management Directive (the 'AIFM Directive'), it has in place an agreement with Octopus AIF Management Limited to act as Manager (an authorised alternative investment fund manager responsible for ensuring compliance with the AIFM Directive). Octopus AIF Management Limited has in turn appointed Octopus Investments Limited to act as Portfolio Manager to Future Generations VCT (responsible for portfolio management and the day-to-day running of Future Generations VCT). The AIF Manager's main focus is risk management and the review of the valuation of Future Generations VCT's portfolio.

The Board worked with Octopus in the selection of third-party providers such as the Registrar, Corporate Broker and VCT Status Adviser. Selection was made on the basis of quality of service, accuracy and price. Any errors or delays reflect badly on Future Generations VCT, but more importantly can cause inconvenience, and potential loss, for shareholders. The performance of third-party providers is reviewed annually.



# Section 172(1) statement continued

## Our key stakeholders

### Shareholders

#### Why we engage

The Board recognises the critical importance of communication with shareholders. Their support is fundamental to raising further capital which is dependent on Future Generations VCT's performance and clear reporting on portfolio progress. Shareholders will be encouraged to attend and vote at shareholder meetings and to raise questions in relation to Future Generations VCT's progress.

#### How we engage

Company reports and other information are published on the Octopus Investments website [www.octopusinvestments.com/futuregenvct/](http://www.octopusinvestments.com/futuregenvct/).

Any shareholder enquiries will be handled promptly by Octopus Investments. The Chair responds to communications addressed to the Board. The Directors aim to make sure that the annual report and financial statements are fair, balanced and understandable, and that sufficient information is provided to shareholders to assess Future Generations VCT's performance, business approach and strategy.

### Portfolio companies

#### Why we engage

Future Generations VCT's performance and the performance of its underlying portfolio companies are directly and intrinsically linked. The Portfolio Manager monitors the portfolio companies through a programme of regular company meetings as part of its investment process.

#### How we engage

The Board has given Octopus discretionary authority to vote on portfolio company resolutions on its behalf as part of its approach to corporate governance, and encourages it to do so. As part of the portfolio valuation review the Board is provided with sufficient information and support to scrutinise the performance of the portfolio companies.

### Octopus and suppliers

#### Why we engage

Future Generations VCT is reliant on Octopus as the key provider of investment management and non-investment services. In addition, third parties such as Computershare, as Registrar, and Panmure Gordon, as Corporate Broker, as well as lawyers and tax advisers provide key services for Future Generations VCT and shareholders. Future Generations VCT works with our suppliers to make sure that it can provide an appropriate level of service and regulatory compliance function. Future Generations VCT is focused on ensuring that we have the right suppliers and relationships that can effectively deliver the right services for the business in line with applicable laws, regulations and best practice.

#### How we engage

Future Generations VCT engages with Octopus and its third-party suppliers on the basis of proven track record with observance of minimum levels of performance, ethics and governance in order to create value and mitigate risk. The Board has a positive and open relationship with Octopus. Octopus attends all Board meetings.

Various independent professional advisers are utilised by Future Generations VCT to help with certain activities, including regulatory and legal compliance, for example lawyers, tax advisers, corporate brokers and auditors.

# Section 172(1) statement continued

## Our key stakeholders continued

### Community and environment

#### Why we engage

Future Generations VCT invests in businesses that are helping to build a sustainable planet, empower people or revitalise healthcare.

#### How we engage

Apart from the Board's recognition that the ESG policy should help to mitigate the impacts of climate change, the Board has adopted a paperless operation since launch, and uses conferencing platforms at times to reduce travel.

The Board requires that Octopus collects data on diversity within the portfolio and actively work with our portfolio companies on an ongoing basis to support their talent management and recruitment, staff wellbeing and diversity policies and initiatives. A condition of our investment is that the company must have in place a Diversity and Inclusion Policy, as well as an Anti-Harassment and Discrimination Policy.

### Government and regulators

#### Why we engage

Good governance and compliance with applicable regulations is vital in ensuring the success of Future Generations VCT and the regimes within which it operates. In addition, the 'sunset clause', which was introduced in 2015 for VCTs, stated that income tax relief would no longer be given to subscriptions made on or after 6 April 2025, but it is looking likely, following the government's recent announcement, that the VCT legislation will be renewed as they have stated they are supportive of extending VCTs in the future.

#### How we engage

The Board encourages openness and transparency and promotes proactive compliance with all relevant regulation.

Future Generations VCT, through its Portfolio Manager, engages with government and regulatory bodies at regular intervals as well as participating in focus groups and research with industry bodies.

Government and regulatory policy informs strategic decision-making at Board level with consideration given to the impact Future Generations VCT has on the sector.

# Risk and risk management

The Board assesses the risks faced by Future Generations VCT and, as a Board, reviews the mitigating controls and actions and monitors effectiveness of these controls and actions.

## Principal risks, emerging risks and risk management

Detailed below are the principal risks of Future Generations VCT, and the mitigating actions in relation to those risks.

In addition to the principal risks, emerging risks including adverse changes in the global macroeconomic environment, climate change, high market valuations and geopolitical protectionism are monitored by the Board.

The Board seeks to mitigate risks by setting policy, regularly reviewing performance and monitoring progress and compliance. In the mitigation and management of these risks, the Board applies the principles detailed in the Financial Reporting Council's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting.

### Risk

#### Investment performance:

The focus of Future Generations VCT investments is into early-stage, unquoted, small and medium-sized VCT qualifying companies which, by their nature, entail a higher level of risk and shorter cash runway than investments in larger quoted companies.

#### VCT qualifying status:

Future Generations VCT is required at all times to observe the conditions for the maintenance of approved VCT status. The loss of such approval could lead to Future Generations VCT and its investors losing access to the various tax benefits associated with VCT status and investment.

### Mitigation

Octopus has significant experience and a strong track record of investing in early-stage unquoted companies, and appropriate due diligence is undertaken on every new investment. A member of the Octopus Ventures team is typically appointed to the board of a portfolio company, and regular board reports are prepared by the portfolio company's management and examined by the Manager. This arrangement, in conjunction with its portfolio talent team's active involvement, allows Future Generations VCT to play a prominent role in a portfolio company's ongoing development and strategy.

Octopus tracks Future Generations VCT's qualifying status throughout the period, and review this at key points including at the point of investment and realisation. This status is reported to the Board at each Board meeting. The Future Generations VCT Board has also engaged external independent advisers to undertake an independent VCT status monitoring role.

# Risk and risk management continued

## Risk

### Loss of key people:

The loss of key investment staff by the Portfolio Manager could lead to poor fund management and/or performance due to lack of continuity or understanding of Future Generations VCT.

### Operational:

The Future Generations VCT Board is reliant on the Portfolio Manager to manage investments effectively, and manage the services of a number of third parties, in particular the Registrar, Depositary and tax advisers. A failure of the systems or controls at Octopus or third-party providers could lead to an inability to provide accurate reporting and accounting and to ensure adherence to VCT rules.

### Information security:

A loss of key data could result in a data breach and fines. The Future Generations VCT Board is reliant on Octopus and third parties to take appropriate measures to prevent a loss of confidential customer information.

### Economic:

Events such as an economic recession, movement in interest rates, inflation and rising living costs could adversely affect some smaller companies' valuations, as they may be more vulnerable to changes in trading conditions or the sectors in which they operate. This could result in a reduction in the value of Future Generations VCT assets.

## Mitigation

The Portfolio Manager has a broad team experienced in and focused on early-stage investing. This mitigates the risk of any one individual with the required skill set and knowledge of Venture Capital investing, and the portfolio specifically, leaving. Key investment staff are also incentivised via the performance incentive fee.

The Future Generations VCT Board reviews the system of internal controls, both financial and non-financial, operated by Octopus (to the extent the latter are relevant to Future Generations VCT internal controls). These include controls designed to make sure that Future Generations VCT assets are safeguarded and that proper accounting records are maintained.

Annual due diligence is conducted on third parties which includes a review of their controls for information security. Octopus has a dedicated information security team and a third party is engaged to provide continual protection in this area. A security framework is in place to help prevent malicious events.

Future Generations VCT aims to invest in a diverse portfolio of companies, across a range of sectors, which helps to mitigate against the impact on any one sector. Future Generations VCT also maintains adequate liquidity to make sure that it can continue to provide follow-on investment to those portfolio companies which require it and which is supported by the individual investment case.

# Risk and risk management continued

## Risk

### Legislative:

A change to the VCT regulations could adversely impact Future Generations VCT by restricting the companies Future Generations VCT can invest in under its current strategy. Similarly, changes to VCT tax reliefs for investors could make VCTs less attractive and impact Future Generations VCT's ability to raise further funds.

### Liquidity:

The risk that Future Generations VCT's available cash will not be sufficient to meet its financial obligations. Future Generations VCT invests into smaller unquoted companies, which are inherently illiquid as there is no readily available market for these shares. Therefore, these may be difficult to realise for their fair market value at short notice.

## Mitigation

The Portfolio Manager engages with HM Treasury and industry bodies to demonstrate the positive benefits of VCTs in terms of growing early-stage companies, creating jobs and increasing tax revenue, and to help shape any change to VCT legislation. The 'sunset clause' meant that in 2025 the government would need to renew the legislation to allow VCTs to continue to operate under the current legislation. However, from the government's recent announcement they have stated they are supportive of VCTs and see the value in extending them in the future.

Future Generations VCT's liquidity risk is managed on a continuing basis by Octopus in accordance with policies and procedures agreed by the Board. Future Generations VCT's overall liquidity risks are monitored on a quarterly basis by the Board, with frequent budgeting and close monitoring of available cash resources. Future Generations VCT maintains sufficient investments in cash and readily realisable securities to meet its financial obligations.

# Business review

## Investment policy<sup>1</sup>

Future Generations VCT's focus is on providing early-stage, development and expansion funding to unquoted companies which will generate a financial return and with business activities which are aligned with certain sustainability themes. Investments will be made in unquoted companies which fall within the following sustainability themes: building a sustainable planet, empowering people, and revitalising healthcare. Future Generations VCT will typically make an initial investment of £0.1 million to £10 million and may make further follow-on investments into existing portfolio companies. Due to constraints of VCT regulations, the upper limit of £10 million will become relevant as the Company grows.

No material changes may be made to Future Generations VCT's investment policy without the prior approval of shareholders by the passing of an Ordinary Resolution. The Directors will continually monitor the investment process and ensure compliance with the investment policy.

The Directors will control the overall risk of the portfolio by ensuring that Future Generations VCT has exposure to a diversified range of portfolio companies from a number of different sectors. Concentration risk is mitigated by ensuring that at the point of investment no one investment will represent more than 15% (by value as calculated pursuant to the VCT legislation) of Future Generations VCT's total investments. Any borrowing by Future Generations VCT for the purposes of making investments will be in accordance with its Articles of Association.

1. This is the stated investment policy. Currently, Future Generations VCT is unable to invest to the upper limit of £10 million due to the need to comply with VCT regulations.

The investment profile is expected to be:

- 80-90% in VCT qualifying investments, primarily in unquoted companies; and
- 10-20% in non-VCT qualifying investments or cash.

## Non-VCT qualifying investments

An active approach will be taken to manage any cash held, prior to investing in VCT qualifying companies. After the Company has ensured it satisfies all VCT investment qualification targets required by HMRC, the majority of the remaining cash will be invested in accordance with HMRC rules for Non-Qualifying Investments. It is intended that this will include Undertakings for Collective Investments in Transferable Securities ('UCITS'), corporate bonds or other money market funds, including those managed by Octopus.

## VCT qualifying investments

Investment decisions made must adhere to HMRC's VCT qualification rules. In addition to adhering to the VCT rules, when contemplating a prospective investment in a company, particular regard is made to:

- the strength of the management team;
- large, typically global, addressable markets;
- the portfolio company's ability to sustain a competitive advantage;
- the existence of proprietary technology;
- the alignment with Future Generation VCT's investment themes;
- visibility over future revenues and recurring income; and
- the portfolio company's prospects of being sold or floated in the future, at a significant multiple on the initial cost of investment.

A review of the investment portfolio and of market conditions during the period is included in the Chair's Statement and Portfolio Manager's Review which form part of the Strategic Report on pages 2 and 9 respectively.

## Liquidity strategy

The Board's strategy is to maintain an appropriate level of liquidity on the balance sheet to continue to achieve the following three targets:

- to support further investment in existing portfolio companies if required;
- to take advantage of new investment opportunities as they arise; and
- to cover the running costs of Future Generations VCT as they fall due.

Liquidity in Future Generations VCT is primarily driven by fundraising activities.

## VCT regulation

Compliance with the required VCT rules and regulations is considered when all investment decisions are made. Octopus monitors this on a continuous basis and reports on it to the Board on a quarterly basis. Shoosmiths LLP performs an independent review, which includes a comprehensive validation exercise. One of the primary purposes of the investment policy is to make sure Future Generations VCT continues to adhere to the VCT rules and maintains approval as a VCT by HMRC. The main criteria to which Future Generations VCT must adhere are detailed on page 67. Future Generations VCT will continue to ensure its compliance with the qualification requirements. For rules that don't yet apply to Future Generations VCT, Octopus prepares forecasts to ensure that qualification will be met when they are applicable.

# Business review continued

## Key Performance Indicators ('KPIs')

As a VCT, the long-term objective is to provide shareholders with attractive dividends and capital return by investing its funds in a broad spread of unquoted UK companies which meet the relevant criteria for VCTs. Future Generations VCT does not expect to pay dividends before 1 July 2025, whereby funds will be fully invested and portfolio companies may start to mature.

The Board has identified four key performance measures to assess the Company's success in meeting these objectives. Some of these are classified as alternative performance measures ('APMs') in line with Financial Reporting Council ('FRC') guidance. The Glossary of terms on page 69 has further details.

### 1. NAV per share

The Company's target is for the NAV to stay flat or increase as it expects to pay out any capital growth as dividends. The NAV per share as at 30 June 2022 was 96.1p.

### 2. Total return per share (APM)

Total return is calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period. Total return on the NAV per share enables shareholders to evaluate more clearly the performance of the Fund, as it reflects the underlying value of the portfolio at the reporting date. The total return per share will be applicable in future periods.

### 3. Total ongoing charges (APM)

The ongoing charges ratio has been calculated using the AIC recommended methodology and excludes irrecoverable VAT, exceptional costs and trail commission. The Company aims for this to be lower than 3.0%. The total ongoing charges were 2.2% as at 30 June 2022.

## 4. VCT qualification %

Future Generations VCT must comply with VCT legislation set out by HMRC. A key requirement is to maintain at least an 80% qualifying investment level by 1 July 2024. The target is for this to be above 90%. In addition, at least 30% of all new funds raised will need to be invested in qualifying holdings within 12 months of the end of the accounting period in which the VCT issued the shares.

### Performance

The Board is responsible for Future Generations VCT's investment strategy and performance, although the management of the investment portfolio is delegated to Octopus through the Investment Management Agreement, as referred to in the Directors' Report on page 41. The Board will look to expand on performance in subsequent reports as the Future Generations VCT portfolio grows.

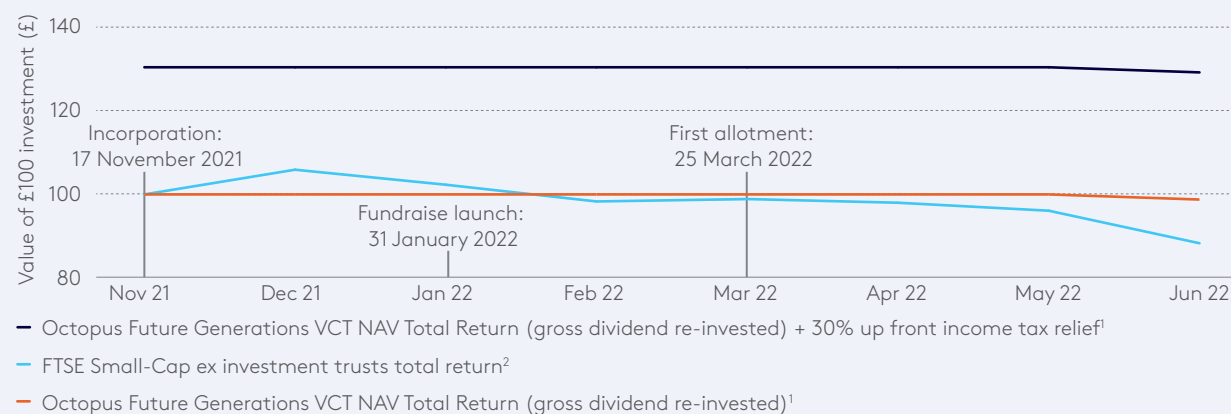
The graph below compares the NAV total return of Future Generations VCT over the period from November 2021 to June 2022 with the total return from a notional investment in the FTSE Small-Cap index over the same period (all rebased to 100p). This index is considered to be the most appropriate broad equity market index for comparative purposes, given the nature of the underlying investments. The Board wishes to point out that VCTs are not able to make qualifying investments in companies quoted on the Main Market in their observance of the HMRC rules.

The Strategic Report was approved on behalf of the Board by:



**Helen Sinclair**  
Chair

28 October 2022



1. Based on a notional investment of £100 on 1 July 2006.

2. Based on £100 notional investment on 1 July 2006 and the re-investment of all income.

# Governance

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# Board of Directors



**Helen Sinclair**

**Independent Non-Executive Chair**

Helen has extensive experience of investing in a wide range of small and medium-sized businesses. She has an MA from the University of Cambridge and an MBA from INSEAD Business School. She worked for 3i (1991 to 1998) and subsequently co-founded Matrix Private Equity in 2000 (which became Mobeus Equity Partners), raising two funds, Mobeus Income & Growth 2 VCT and Matrix Enterprise Fund. Helen is a non-executive director of North East Finance (Holdco) Ltd, North East Finance (Subco) Ltd, WH Ireland plc, Shires Income plc and BlackRock Smaller Companies Trust plc.



**Joanna Santinon**

**Independent Non-Executive Director**

Joanna is a chartered accountant and chartered tax adviser. She specialised in tax, transactions and private equity, and has wider experience including mergers and acquisitions, strategic investments, capital raisings and listings from a career spanning 24 years at Ernst & Young, where she was a member of the London Markets Board and led the Private Tax team in London through a transformation and growth period. During her time with EY, Joanna played key roles in transactions in the UK and Europe. She co-founded the EY Women's Network, which she led for over ten years. Joanna also led the EY UK Entrepreneur of The Year Programme. She is currently a Trustee of The Centre for Entrepreneurs and a member of the School Governing Board at Sutton High School for Girls GDST. Joanna was a founder member of the 30% Club in the UK and currently co-chairs The Women's Network Forum, a cross-industry best practice group. Joanna is also a Director of Guinness VCT plc.



**Emma Davies**

**Non-Executive Director**

Emma joined Octopus Ventures as co-CEO in 2021, bringing with her a wealth of experience, expertise and networks from a range of world-class investment houses including J.P. Morgan, Perry Capital, Big Society Capital (where she was the Chief Investment Officer) and The Wellcome Trust. Most recently she spent five years as a partner at Marylebone Partners, building and leading their direct investing capability. She has a particular interest in ESG/impact considerations. She has an MA from Oxford University and an MSc from LSE. Emma is also a non-executive director and audit committee chair for Riverstone Credit Opportunities Income Trust plc, and a non-executive director of Baillie Gifford European Growth Trust Plc and EdTechX Holdings Acquisition Corp II.



**A** Audit Committee   **R** Remuneration and Nomination Committee   **M** Management Engagement Committee   **Chair**   **Independent**

# Corporate governance report

The Board of Directors has considered the principles and recommendations of the Association of Investment Companies Code of Corporate Governance.

The Association of Investment Companies Code of Corporate Governance (the 'AIC Code'), issued by the AIC in February 2019, addresses the principles and provisions set out in the UK Corporate Governance Code (the 'UK Code'), issued by the Financial Reporting Council ('FRC') in July 2018, as well as setting out additional provisions on issues that are of specific relevance to Future Generations VCT. The FRC has confirmed that members of the AIC, who report against the AIC Code, will be meeting their obligations in relation to the UK Code and the associated disclosure requirements under paragraph 9.8.6 of the Listing Rules. The AIC Code is available on the AIC's website [www.theaic.co.uk](http://www.theaic.co.uk). It includes an explanation of how the AIC Code adapts the principles and provisions set out in the UK Code to make them relevant for investment companies.

Corporate governance within the closed-ended investment company industry differs from that of other companies.

In addition, VCTs differ from most other investment companies in that they have a complex range of additional legal, tax and regulatory requirements.

Future Generations VCT, as a closed-ended investment company, has particular factors which have an impact on its governance arrangements. Future Generations VCT:

- outsources all day-to-day activities (such as portfolio management, administration, accounting, custody and company secretarial). This means that it is governed entirely by a Board of Non-Executive Directors. In these circumstances, the proper oversight of these relationships is the key aspect of achieving good corporate governance;
- does not have executive directors or employees. As a consequence, the only 'corporate memory' is that of the Non-Executive Directors; and
- does not have customers, only shareholders.

The AIC Code deals with matters such as the relationship with the Manager and other service providers.

In practice, most of the time spent by the board of a well-functioning investment company should be on matters of general corporate governance such as the investment strategy, policy and performance. Future Generations VCT is committed to maintaining high standards in corporate governance.

With the exception of the limited items outlined below, the Directors consider that Future Generations VCT has, throughout the period under review, complied with the provisions set out in the AIC Code:

- Future Generations VCT does not have a Senior Independent Director; this is not considered necessary;
- Future Generations VCT has no major shareholders, so shareholders are not given the opportunity to meet any Non-Executive Directors at a specific meeting other than the AGM;
- Future Generations VCT has not carried out a performance evaluation in the period as there have been limited meetings in the period since incorporation; and
- due to the limited size of the Board and there only being two independent Non-Executive Directors, the Chair is a member of the Audit Committee. The Chair also chairs the Remuneration and Nomination Committee which the Directors consider to be appropriate.

## Leadership and purpose

The Board is responsible for leading the business in the way which it believes is most likely to lead to long-term sustainable success. This includes effective engagement with our stakeholders.

 [Read more on page 31](#)

## Division of responsibilities

As all day-to-day activities are outsourced, the Board ensures proper oversight in order to achieve good corporate governance. The Board has appointed the Management Engagement Committee to oversee outsourced activities.

 [Read more on page 32](#)

# Corporate governance report continued

## Viability statement

In accordance with the FRC UK Corporate Governance Code published in 2018 and provision 36 of the AIC Code of Corporate Governance, the Directors have assessed the prospects of Future Generations VCT over a period of five years, consistent with the expected investment holding period of an investor. A fundraising was launched on 31 January 2022 and is due to close on 31 October 2022, raising over £40 million. Under VCT rules, subscribing investors are required to hold their investment for a five-year period in order to benefit from the associated tax reliefs. The Board regularly considers strategy, including investor demand for Future Generations VCT's shares, and a five-year period is considered to be a reasonable time horizon for this.

The Board carried out a robust assessment of the emerging and principal risks facing Future Generations VCT and its current position. This includes the cost of living crisis, rising interest rates, the war in Ukraine and any other risks which may adversely impact its business model, future performance, solvency or liquidity, and focused on the major factors which affect the economic, regulatory and political environment.

Particular consideration was given to Future Generations VCT's reliance on, and close working relationship with, the Portfolio Manager. The principal risks faced by Future Generations VCT and the procedures in place to monitor and mitigate them are set out on pages 22 to 24.

The Board has carried out robust stress testing of cash flows, which included assessing the resilience of portfolio companies, including the requirement for any future financial support.

The Board has additionally considered the ability of Future Generations VCT to comply with the ongoing conditions to make sure it maintains its VCT qualifying status under its current investment policy.

Based on this assessment the Board confirms that it has a reasonable expectation that Future Generations VCT will be able to continue in operation and meet its liabilities as they fall due over the five-year period to 30 June 2027. The Board is mindful of the ongoing risks and will continue to make sure that appropriate safeguards are in place, in addition to monitoring the cash flow forecasts to make sure Future Generations VCT has sufficient liquidity.

## Going concern

Future Generations VCT's business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic Report. Further details on the management of financial risk can be found in Note 13 of the Financial Statements.

The Board receives reports from Octopus and the Directors believe that Future Generations VCT has adequate financial resources to continue in operational existence for a period of at least 12 months from the date of the signing of these financial statements. In reaching this conclusion the Directors have considered the liquid assets of Future Generations VCT and its ability to meet its obligations as they fall due. As no material uncertainties leading to significant doubt about going concern have been identified, and taking into account all available information about Future Generations VCT, the Directors believe that it is appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements.

## Composition, succession and evaluation

The Board makes sure it is balanced with the appropriate skills and has appointed the Remuneration and Nomination Committee to oversee these matters.

 [Read more on page 33](#)

## Audit, risk and internal control

Future Generations VCT's strategy is determined by the Board, taking account of the need to avoid unnecessary or unacceptable risks. The Audit Committee is appointed to oversee all matters relating to audit and risk on behalf of the Board.

 [Read more on page 35](#)

## Remuneration

The Board comprises Non-Executive Directors only, who receive fees which are subject to periodic review. No element of their remuneration is performance related.

 [Read more on page 39](#)

# Leadership and purpose

## Board of Directors

Future Generations VCT currently has a Board of three Non-Executive Directors, two of whom are considered to be independent. Emma Davies is not considered to be independent due to her role as co-CEO of Octopus Ventures.

The Board meets on a quarterly basis, and will meet on other occasions as necessary, to review the investment performance and monitor compliance with the investment policy laid down by the Board as set out in the Strategic Report on page 25.

The Board has a formal schedule of matters specifically reserved for its decision which include:

- the consideration and approval of future developments or changes to the investment policy, including risk and asset allocation;
- consideration of corporate strategy;
- approval of the appropriate dividend to be paid to the shareholders;
- approval of the annual report and the unaudited half-yearly report;
- the appointments to and resignations from the Board, including the planning for succession;
- the appointment, evaluation, removal and remuneration of Octopus;
- the performance of Future Generations VCT, including monitoring the discount of the NAV to the share price; and
- monitoring shareholder profiles and considering shareholder communications.

During the period there were four Board meetings, attended by all of the Directors. No meetings of the Audit Committee, Remuneration and Nomination Committee or Management Engagement Committee were held in the period to 30 June 2022 but all committees have met subsequent to the period end.

	Board meeting attendance	Audit Committee meeting attendance	Remuneration and Nomination Committee meeting attendance	Management Engagement Committee meeting attendance
Helen Sinclair	4	—	—	—
Joanna Santinon	4	—	—	—
Emma Davies	4	—	—	—

The Chair leads the Board in the determination of its strategy and in the achievement of its objectives. The Chair is responsible for organising the business of the Board, ensuring its effectiveness and setting its agenda, and has no involvement in the day-to-day business of Future Generations VCT. She facilitates the effective contribution of the Directors and makes sure that they receive accurate, timely and clear information and that they communicate effectively with shareholders.

The company secretarial function is discharged by Octopus Company Secretarial Services Limited, which is responsible for advising the Board, through the Chair, on all governance matters. All Directors have access to the advice and services of the Company Secretary, who has administrative responsibility for the meetings of the Board and its committees. Directors may also take independent professional advice at Future Generations VCT's expense where necessary in the performance of their duties. The Board does not consider it necessary for the size of the Board or Future Generations VCT to identify a member of the Board as the senior Non-Executive Director.

Future Generations VCT's Articles of Association and the schedule of matters reserved to the Board for decision provide that the appointment and removal of the Company Secretary is a matter for the full Board.

# Division of responsibilities

## Board committees

The Board has appointed three committees, with delegated powers, to make recommendations to the Board in specific areas.

The Audit Committee consists of two Directors, both of whom are independent. The Audit Committee is chaired by Joanna Santinon, whom the Committee believes possesses appropriate and relevant financial experience as a chartered accountant. The Committee monitors the integrity of the financial statements of the Company, and any other formal announcements relating to its financial performance. Details of the work undertaken by the Audit Committee are set out on page 35.

The Remuneration and Nomination Committee consists of two independent Directors. The Committee advises the Board on the composition of the Board and its committees, in making appointments to the Board taking account of diversity and ensuring suitable succession plans are in place for Directors. It also has responsibility for setting the remuneration policy for the Non-Executive Directors. Details of the work undertaken by the Remuneration and Nomination Committee are set out on page 39. Helen Sinclair chairs the Remuneration and Nomination Committee.

The Management Engagement Committee consists of two independent Directors. The committee is responsible for evaluating the performance of the Portfolio Manager and other third-party service providers engaged by the Company. Details of the work undertaken by the Management Engagement Committee are set out on page 38. Joanna Santinon chairs the Management Engagement Committee.



# Composition, succession and evaluation

As Future Generations VCT was incorporated in November 2021, the AGM scheduled to take place on 12 December 2022 is the first AGM, therefore all Directors are required to stand for election by shareholders.

Future Generations VCT's Articles of Association require that one-third of Directors should retire by rotation each year and seek re-election at the AGM, and that Directors appointed by the Board should seek re-appointment at the next AGM. All Directors are required to submit themselves for re-election at least every three years with the exception of Emma Davies who is not considered to be independent as she is co-CEO of Octopus Ventures, Future Generations VCT's Portfolio Manager, and so is required to stand for re-election each year. However, it has been agreed that all Directors will stand for re-election annually going forward.

	Date of original appointment	Date for election
Helen Sinclair (Chair)	21 January 2022	2022
Joanna Santinon	21 January 2022	2022
Emma Davies	21 January 2022	2022

## Appointment and replacement of Directors

A person may be appointed as a Director of Future Generations VCT by the shareholders in a general meeting by Ordinary Resolution (requiring a simple majority of the persons voting on the relevant resolution) or by the Directors. No person, other than a Director retiring by rotation or otherwise, shall be appointed or re-appointed a Director at any general meeting unless they are recommended by the Directors or, not less than seven nor more than 42 clear days before the date appointed for the meeting, notice is given to Future Generations VCT of the intention to propose that person for appointment or re-appointment in the form and manner set out in Future Generations VCT's Articles of Association. Each Director who is appointed by the Directors (and who has not been elected as a Director by the members at a general meeting held in the interval since his appointment as a Director) is to be subject to election as a Director of Future Generations VCT by the members at the first AGM following his or her appointment. At each AGM one-third of the Directors for the time being, or if their number is not three or an integral multiple of three the number nearest to but not exceeding one-third, are to be subject to re-election. The Companies Act 2006 allows shareholders in a general meeting by Ordinary Resolution (requiring a simple majority of the persons voting on the relevant resolution) to remove any Director before the expiration of his or her period of office, but without prejudice to any claim for damages which the Director may have for breach of any contract of service between him or her and Future Generations VCT. A person also ceases to be a Director if he or she resigns in writing, ceases to be a Director by virtue of any provision of the Companies Act, becomes prohibited by law from being a Director, becomes bankrupt or is the subject of a relevant insolvency procedure, or becomes of unsound mind, or if the Board so decides following at least six months' absence without leave or if he or she becomes subject to relevant procedures under the mental health laws, as set out in Future Generations VCT's Articles of Association.

# Composition, succession and evaluation continued

## Independence

We believe that, in line with the AIC Code, all members of the Board marked as independent are so in character and judgement with respect to their duties to the shareholders. The Board considers the experience, range of skills, knowledge of Future Generations VCT and its operating environment and diversity of the Directors.

## Performance evaluation

Each year the Remuneration and Nomination Committee will conduct a formal performance evaluation of the Board as a whole, its committees and the Directors. No evaluation has been carried out in the period under review given the launch of the Company at the start of the year.

The Management Engagement Committee will conduct an evaluation of Octopus, as the Portfolio Manager, and have oversight of the performance of other third-party providers. Findings of these evaluations, and any required actions, will be reported in the annual report for the year ending 30 June 2023.



# Audit, risk and internal control

## Audit Committee report

This report is submitted in accordance with the AIC Code in respect of the period ended 30 June 2022 and describes the duties and work of the Audit Committee.

The Committee's key objective is the provision of effective governance of the appropriateness of Future Generations VCT's financial reporting, the performance of the auditor and the management of the internal control and business risks systems. The Directors forming the Audit Committee can be found on page 28.

The Audit Committee's terms of reference include the following responsibilities:

- reviewing and making recommendations to the Board in relation to Future Generations VCT's published financial statements and other formal announcements relating to Future Generations VCT's financial performance;
- advising the Board on whether the annual report and financial statements, taken as a whole, is fair, balanced and understandable;
- advising the Board on whether the annual report and financial statements provides necessary information for shareholders to assess performance, business model and strategy;
- reviewing and making recommendations to the Board in relation to Future Generations VCT's internal control (including internal financial control) and risk management systems;
- annually considering the need for an internal audit function;

- making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional regulatory requirements;
- monitoring the extent to which the external auditor is engaged to supply non-audit services; and
- ensuring that Octopus has arrangements in place for the investigation and follow-up of any concerns raised confidentially by staff in relation to the propriety of financial reporting or other matters.

As part of the process of working with the Board to maximise effectiveness, meetings of the Committee usually take place immediately prior to a Board meeting and a report is provided on relevant matters to enable the Board to carry out its duties.

The first meeting of the Committee was held in October 2022 to consider the financial results and associated matters for the period ended 30 June 2022.

The Committee reviews its terms of reference and its effectiveness annually and recommends to the Board any changes required as a result of the review. The terms of reference are available on request from Future Generations VCT's Company Secretary. The Committee meets twice per year and on an ad hoc basis as necessary and has direct access to BDO LLP, Future Generations VCT's external auditor.

When considering whether to recommend the appointment or re-appointment of the external auditor the Committee takes into account the tenure of the current auditor in addition to comparing the fees charged by similar-sized audit firms.

### Auditor appointment

BDO LLP were appointed on 25 July 2022 as Future Generations VCT's external auditor. The period ended 30 June 2022 is the first audit. This is the first year for which the senior statutory auditor, Vanessa-Jayne Bradley, has served. The effectiveness of the external audit will be assessed as part of the Board and committee evaluation process which is conducted annually, and by the quality and content of the audit plan and report provided to the Committee by the auditor and the resultant discussions on topics raised. The Committee also challenges the auditor when present at a Committee meeting, if appropriate.

### Auditor independence and objectivity

When considering the effectiveness of the external audit, the Committee considered the quality and content of the audit plan and report provided by the auditor and the resultant reporting and discussions on topics raised.

The Committee challenged the auditor on its independence and objectivity prior to their engagement. The Committee also reviews the information and assurances provided by the auditor on its compliance with the relevant ethical standards. No non-audit services were provided by the auditor in the period under review.

# Audit, risk and internal control continued

## Audit Committee report continued

### Internal audit

Future Generations VCT does not have an internal audit function as it is not deemed appropriate given the size of Future Generations VCT and the nature of its business. However, the Committee considers annually whether there is a need for such a function and makes the appropriate recommendation to the Board. Octopus has an internal audit function which reports to the Board annually on the outcome of the internal audits that have taken place. Any significant issues arising from the Octopus internal audit that affect Future Generations VCT would be raised to the Committee as soon as reasonably practical. The Octopus Compliance Department also reports regularly to the Board.

The Committee monitors the significant risks facing Future Generations VCT and Octopus engages closely with the auditor to mitigate the risks and the resultant impact.

The Committee has considered the whole annual report and financial statements for the period ended 30 June 2022 and has reported to the Board that it considers them to be fair, balanced and understandable, providing the information necessary for shareholders to assess Future Generations VCT's performance, business model and strategy.

### Significant risks

The Audit Committee is responsible for considering and reporting on any significant risks that arise in relation to the audit of the financial statements. The Committee and the auditor have identified the most significant risks for Future Generations VCT as:

- **Valuation of investment portfolio**

The Committee gives special audit consideration to the valuation of investments and supporting data provided by Octopus. The impact of this risk would be a large gain or loss in Future Generations VCT's results. The valuations are supported by the portfolio companies' accounts and third-party evidence which gives comfort to the Audit Committee.

- **Management override of financial controls**

The Committee reviews all significant accounting estimates that form part of the financial statements and considers any material judgements applied by management during the completion of the financial statements.

These issues were discussed with Octopus and the auditor at the conclusion of the audit of the financial statements.

Other audit risks considered include financial reporting and corporate governance disclosures, the existence of investments and the calculation of management fees.

### Internal controls

The Directors have overall responsibility for keeping under review the effectiveness of Future Generations VCT's systems of risk management and internal controls. The purpose of these controls is to make sure that proper accounting records are maintained, assets are safeguarded and the financial information used within the business and for publication is accurate and reliable; such a system can only provide reasonable and not absolute assurance against material misstatement or loss. The systems of risk management and internal control, which have been in place throughout the period under review and up to the date of this report, are designed to manage rather than eliminate the risk of failure to achieve the business objectives. The Board regularly reviews financial results and investment performance with Octopus.

Octopus identifies the investment opportunities, monitors the portfolio of investments and manages the assets of Future Generations VCT on a discretionary basis.

Octopus is engaged to carry out the accounting function and retain physical custody of the documents of title relating to unquoted investments. Octopus regularly reconciles the client asset register with the physical documents.

# Audit, risk and internal control continued

## Audit Committee report continued

### Internal controls continued

The Directors confirm that they have established a process throughout the period and up to the date of this report for identifying, evaluating and managing the significant potential risks faced by Future Generations VCT and have reviewed the effectiveness of the risk management and internal control systems. As part of this process a review of the risk management and internal control systems is carried out in accordance with the Financial Reporting Council's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting. The Board does not consider it necessary to have an internal audit function due to all operational activities being outsourced. The need for an internal audit function will be reviewed at least annually.

The risk management and internal control systems include the production and review of monthly bank reconciliations and management accounts. All outflows made from Future Generations VCT's accounts require the authority of two approved signatories from Octopus. Future Generations VCT is subject to a full annual audit whereby the auditor is the same auditor as for some of the other VCTs managed by Octopus. Further to this, the Audit Partner has open access to Future Generations VCT's Directors and Octopus are subject to regular review by the Octopus Compliance Department.

### Financial risk management

Future Generations VCT is exposed to the risks arising from its operational and investment activities. Further details can be found in Note 13 of the Financial Statements.

The Audit Committee is also responsible for considering and reporting on any significant issues that arise in relation to the audit of the financial statements. The Audit Committee can confirm that there were no significant issues to report to the shareholders in respect of the audit of the financial statements to 30 June 2022.



**Joanna Santinon**  
Audit Committee Chair

28 October 2022



# Management Engagement Committee

## Management Engagement Committee report

The Board has appointed a Management Engagement Committee to help in evaluating the performance of the Manager and other third-party service providers engaged by Future Generations VCT. The Directors forming the Management Engagement Committee can be found on page 28.

The Committee's responsibilities are:

- to review, at least annually, the contractual relationships with the Manager and terms of the management agreement, to make sure they are competitive and in the interests of shareholders as a whole, making recommendations to the Board on any variation to the terms which it considers necessary or appropriate;
- to review, at least annually, the performance of the Manager and describe its decisions and rationale in the annual report;
- to consider whether the appointment of the Manager continues to be in the interests of shareholders;
- if it considers it necessary or appropriate, to negotiate/re-negotiate terms with the Manager;
- to review the standard of any administrative, company secretarial or sales and marketing support provided by the Manager, whether under the terms of the management agreement or simply as part of a non-contractual obligation of understanding;

- to review, monitor and evaluate, at least annually, the performance of the Company's third-party service providers in meeting their obligations under their respective agreements and to ensure their continued competitiveness and effectiveness, making recommendations on any variation to the terms which it considers necessary or appropriate;
- to assess the Company's third-party service providers in their role as stakeholders and whether there is an appropriate level of engagement with them; and
- to consider any points of conflict which may arise for the providers of services to the Company.

The Committee met subsequent to the period end and confirmed the continued appointment of Octopus, on the agreed terms, was in the interests of shareholders.



**Joanna Santonon**  
Management Engagement Committee Chair  
28 October 2022



# Remuneration

## Directors' remuneration report

### Introduction

This report has been prepared in accordance with Schedule 8 to the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, in respect of the period ended 30 June 2022. The reporting requirements entail two sections be included, a policy report and an annual remuneration report, which are presented below.

Future Generations VCT's auditor, BDO LLP, is required to give its opinion on certain information included in this report; this comprises the Directors' emoluments section and share information below. Their report on these and other matters is set out on pages 47 to 52.

The Remuneration and Nomination Committee is responsible for determining the remuneration of Non-Executive Directors and the composition of the Board and its Committees, taking account of diversity and ensuring succession plans are in place. The first meeting of the Remuneration and Nomination Committee was held in October 2022 when it was agreed that Board composition would be reviewed in 2023. The Directors' remuneration paid during the period is set out on page 40. Future Generations VCT does not have a Chief Executive Officer, senior management or any employees.

### Directors' remuneration policy report

The Board consists entirely of Non-Executive Directors, who meet at least four times a year and on other occasions as necessary, to deal with the important aspects of Future Generations VCT's affairs. Directors are appointed with the expectation that they will serve for at least a period of three years. All Non-Executive Directors retire at the first general meeting after election and thereafter one-third of all Directors are subject to retirement by rotation at subsequent AGMs. Re-election will be recommended by the Board but is dependent upon a shareholder vote.

Each Director received a letter of appointment which is subject to termination by the Director or Future Generations VCT on three months' notice in writing. None of the Directors are entitled to compensation payable upon early termination of their contract other than in respect of any unexpired notice period. These appointment letters are available for inspection at the registered office, details of which are on page 70.

Future Generations VCT's policy is that the fees payable to the Directors should reflect the time spent by the Board on Future Generations VCT's affairs and the responsibilities borne by the Directors. They should be sufficient to attract candidates of high calibre to be recruited. The policy is for the Chair of the Board and the Chair of the Audit Committee to be paid higher fees than the other Directors in recognition of their more onerous roles. The policy is to review these rates from time to time. Due to the nature of Future Generations VCT, there are no employees other than the Directors and so no such issues to consider when determining the Directors' remuneration.

The maximum level of Directors' remuneration is currently fixed by Future Generations VCT's Articles of Association not to exceed £125,000 in aggregate.

Future Generations VCT's policy is for the Directors to be remunerated in the form of fees, payable quarterly in arrears. The fees are not related to the Directors' performance, either individually or collectively. There are no long-term incentive schemes, share option schemes or pension schemes in place. The Articles of Association also entitle the Directors to be repaid all reasonable travelling, subsistence and other expenses incurred by them respectively whilst conducting their duties as Directors; however, no other remuneration or compensation was paid or payable by Future Generations VCT during the period to any of the current Directors.

The remuneration policy will be put to shareholders for approval at the AGM to be held in December 2022.

### Annual remuneration report

This remuneration report is subject to approval by a simple majority of shareholders at the AGM in December 2022.

### Statement of voting at the Annual General Meeting

The AGM to be held on 12 December 2022 is the first AGM of Future Generations VCT, therefore there are no previous votes to be disclosed in relation to a remuneration policy or remuneration report.

Shareholders' views are always welcome and considered by the Board. The methods of contacting the Board are set out in the Directors' Report on page 44.

### Company performance

The Board is responsible for Future Generations VCT's investment strategy and performance, although the management of Future Generations VCT's investment portfolio is delegated to the Portfolio Manager through the agreements as referred to in the Directors' Report.

Details of Future Generations VCT's performance are contained in the Portfolio Manager's Review on pages 9 to 13 and the Business Review on pages 25 and 26. A performance graph showing the NAV total return from incorporation date to 30 June 2022 is included on page 26.

# Remuneration continued

## Directors' remuneration report continued

### Directors' emoluments (audited)

The amount of each Director's fees for the period were:

	Period ended 30 June 2022 £
Helen Sinclair	16,171
Joanna Santinon	12,623
Emma Davies <sup>1</sup>	—
<b>Total</b>	<b>28,794</b>

1. Octopus Investments pays the remuneration of Emma Davies.

The Directors do not receive any other form of emoluments in addition to the Directors' fees. Their total remuneration is fixed and not linked to the performance of Future Generations VCT and no bonuses were or will be paid to the Directors.

From 21 January 2022, Directors' fees have been paid at the following rates: Chair of the Board £35,000; and Chair of the Audit Committee £28,000. There has been no increase to the Directors' fees in the reporting period. Directors' remuneration will be reviewed annually by the Remuneration and Nomination Committee.

### Relative importance of spend on pay

The actual expenditure in the current period is as follows:

	Period to 30 June 2022 £
Total dividends paid	—
Total buybacks	—
Total Directors' fees	28,794
Total expenses	204,414

There were no other significant payments during the period relevant to understanding the relative importance of spend on pay.

### Statement of Directors' shareholdings (audited)

There are no guidelines or requirements for Directors to own shares in Future Generations VCT. The interests of the Directors of Future Generations VCT during the year (in respect of which transactions are notifiable under Disclosure and Transparency Rule 3.1.2R) in the issued Ordinary shares of 0.1p each are shown in the table below:

	30 June 2022
Helen Sinclair	14,548
Joanna Santinon	72,744
Emma Davies	14,548

There have been no changes in the Directors' share interests between 30 June 2022 and the date of this report.

Any information required by legislation in relation to executive directors (including a Chief Executive Officer) or employees has been omitted because Future Generations VCT has neither and so it is not relevant.

By order of the Board



**Helen Sinclair**  
Remuneration and Nomination Committee Chair  
28 October 2022

# Directors' report

The Directors present their report and the audited financial statements for the period ended 30 June 2022.

The Corporate Governance Report on pages 29 and 30 and the reports of the Audit Committee, Remuneration and Nomination Committee and Management Engagement Committee on pages 35 to 40 form part of this Directors' Report.

The Directors consider that the annual report and financial statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess Future Generations VCT's position, performance, business model and strategy.

## Directors

Brief biographical notes on the Directors are given on page 28.

All Directors will stand for election by shareholders at the forthcoming AGM.

## Directors' and Officers' liability insurance

Future Generations VCT has, as permitted by the Companies Act 2006, maintained insurance cover on behalf of the Directors and Company Secretary indemnifying them against certain liabilities which may be incurred by them in relation to Future Generations VCT.

## Dividend

The Directors will not be proposing a dividend for the period under review.

## Management

Future Generations VCT has in place an agreement with Octopus AIF Management Limited to act as Manager. Octopus AIF Management Limited has in turn appointed Octopus Investments Limited to act as Portfolio Manager to Future Generations VCT (responsible for portfolio management and the day-to-day running of Future Generations VCT). These agreements are central to Future Generations VCT's ability to continue in business. The principal terms of the management agreement with Octopus are set out in Notes 2 and 16 of the Financial Statements.

Octopus also provides secretarial and administrative services to Future Generations VCT. Thompson Taraz Depositary Limited has been appointed as Depositary to Future Generations VCT. Thompson Taraz Depositary Limited provides cash monitoring, safekeeping of financial instruments and other assets and oversight duties.

The Directors confirm that, in their opinion, the continuing appointment of Octopus as Portfolio Manager is in the best interests of the shareholders as a whole. In reaching this conclusion the Directors have taken into account the performance of the investment portfolio and the ability of Octopus to produce satisfactory investment performance in the future.

The Directors also considered the length of the notice period of the management agreement and fees payable to Octopus, together with the standard of other services provided, as set out above. Details of the fees paid to Octopus in respect of services provided are in Note 16 of the Financial Statements.

Future Generations VCT has established a performance incentive scheme whereby Octopus is entitled to an annual performance-related incentive fee if certain performance criteria are met. Further details of this scheme are disclosed within Note 16 of the Financial Statements.

Through the agreements described above, the investment decisions and routine management decisions such as the payment of standard running costs are delegated to Octopus.

## Financial risk management

Future Generations VCT is exposed to the risks arising from its operational and investment activities. Further details can be found in Note 13 of the Financial Statements.

## Whistleblowing

Please refer to page 17 for our statement on whistleblowing.

## Bribery Act

Please refer to page 17 for our statement on the Bribery Act.

# Directors' report continued

## VCT regulation

Compliance with required rules and regulations is considered when all investment decisions are made. Future Generations VCT is further monitored on a continual basis to ensure compliance. The main criteria to which it must adhere are detailed on page 67.

Future Generations VCT will continue to ensure its compliance with the qualification requirements.

## Environment policy and greenhouse gas emissions

Refer to pages 14 to 17 in the Strategic Report for our ESG policy and greenhouse gas emissions.

## Share capital

Future Generations VCT's Ordinary share capital as at 30 June 2022 comprised 32,569,178 Ordinary shares of 0.1p each. No shares were held in Treasury.

## Share issues and open offers

During the period 32,569,178 shares were issued; 2 Ordinary (subscriber) shares on 17 December 2021 and 32,569,176 Ordinary shares under the offer launched on 31 January 2022 to raise up to £20 million in aggregate with an over-allotment facility of £80 million. The offer will close for new applications on 31 October 2022.

On 17 December 2021, 50,000 Redeemable preference shares were allotted and issued to Octopus Investments Limited. Further details are contained in Note 10.

## Post balance sheet events

A full list of post balance sheet events since 30 June 2022 can be found in Note 14 of the Financial Statements on page 65.

## Rights attaching to the shares and restrictions on voting and transfer

Subject to any suspension or abrogation of rights pursuant to relevant law or Future Generations VCT's Articles of Association, the shares confer on their holders the following principal rights:

- a) the right to receive out of profits available for distribution such dividends as may be agreed to be paid (in the case of a final dividend in an amount not exceeding the amount recommended by the Board as approved by shareholders in a general meeting or in the case of an interim dividend in an amount determined by the Board). All dividends unclaimed for a period of 12 years after having become due for payment are forfeited automatically and cease to remain owing by Future Generations VCT;
- b) the right, on a return of assets on a liquidation, reduction of capital or otherwise, to share in the surplus assets of Future Generations VCT remaining after payment of its liabilities *pari passu* with the other holders of Ordinary shares; and
- c) the right to receive notice of and to attend and speak and vote in person or by proxy at any general meeting of Future Generations VCT. On a show of hands, every member present or represented and voting has one vote, and on a poll, every member present or represented and voting has one vote for every share of which that member is the holder. The appointment of a proxy must be received not less than 48 hours before the time of the holding of the relevant meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the relevant meeting or adjourned meeting, be received after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

These rights can be suspended. If a member, or any other person appearing to be interested in shares held by that member, has failed to comply within the time limits specified in Future Generations VCT's Articles of Association with a notice pursuant to s793 of the Companies Act 2006 (notice by Future Generations VCT requiring information about interests in its shares), Future Generations VCT can, until the default ceases, suspend the right to attend and speak and vote at a general meeting. If the shares represent at least 0.25% of their class Future Generations VCT can also withhold any dividend or other money payable in respect of the shares (without any obligation to pay interest) and refuse to accept certain transfers of the relevant shares.

Shareholders, either alone or with other shareholders, have other rights as set out in Future Generations VCT's Articles of Association and in company law (principally the Companies Act 2006).

A member may choose whether his shares are evidenced by share certificates (certificated shares) or held in electronic (uncertificated) form in CREST (the UK electronic settlement system).

Any member may transfer all or any of his shares, subject in the case of certificated shares to the rules set out in Future Generations VCT's Articles of Association or in the case of uncertificated shares to the regulations governing the operation of CREST (which allow the Directors to refuse to register a transfer as therein set out); the transferor remains the holder of the shares until the name of the transferee is entered in the register of members. The Directors may refuse to register a transfer of certificated shares in favour of more than four persons jointly or where there is no adequate evidence of ownership or the transfer is not duly stamped (if so required).

# Directors' report continued

The Directors may also refuse to register a share transfer if it is in respect of a certificated share which is not fully paid up or on which Future Generations VCT has a lien provided that, where the share transfer is in respect of any share admitted to the Official List maintained by the UK Listing Authority, any such discretion may not be exercised so as to prevent dealings taking place on an open and proper basis, or if in the opinion of the Directors (and with the concurrence of the UK Listing Authority) exceptional circumstances so warrant, provided that the exercise of such power will not disturb the market in those shares. Whilst there are no squeeze-out and sell-out rules relating to the shares in Future Generations VCT's Articles of Association, shareholders are subject to the compulsory acquisition provisions in s974 to s991 of the Companies Act 2006.

## **Directors' authority to allot shares, to disapply pre-emption rights**

The authority proposed under Resolution 8 is required so that the Directors may offer existing shareholders the opportunity to add to their investment or to offer potential shareholders an opportunity to invest in Future Generations VCT in a tax-efficient manner without it having to incur substantial costs. Any consequent modest increase in the size of Future Generations VCT will, in the opinion of the Directors, be in the interests of shareholders generally. Any issue proceeds will be available for investment in line with Future Generations VCT's investment policy and may be used, in part, to purchase Ordinary shares in the market.

Resolution 8 seeks Directors' authority to allot Ordinary shares. Such authority would expire at the later of the conclusion of the next AGM following the passing of this Resolution and the expiry of 15 months from the passing of the Resolution, giving the Directors authority to allot up to 120% of Future Generations VCT's issued share capital as at the date of the Notice of AGM. This authority is in addition to existing authorities. The Board intends to utilise this authority in respect of the fundraising activities of Future Generations VCT.

Resolution 9 seeks Directors' authority to allot equity securities for cash without pre-emption rights applying in certain circumstances. These Resolutions would authorise the Directors, until the conclusion of the next AGM of Future Generations VCT following the passing of these Resolutions or, if later, on the expiry of 15 months from the passing of these Resolutions, to issue Ordinary shares for cash without pre-emption rights applying by way of an offer to existing shareholders. These powers will be exercised only if, in the opinion of the Directors, it would be in the best interests of shareholders, as a whole. This authority is in addition to existing authorities.

## **Directors' authority to make market purchase of its own shares**

The authority proposed under Resolution 10 is required so that the Directors may make purchases of up to 5,574,380 Ordinary shares, representing approximately 14.99% of Future Generations VCT's issued share capital as at the date of the Notice of AGM. Any shares bought back under this authority will be at a price determined by the Board (subject to a minimum price of 0.1p (being the nominal value of such shares) and a maximum price of 5% above the average mid-market quotation for such shares on the London Stock Exchange and the applicable regulations thereunder) and may be cancelled or held in Treasury as may be determined by the Board. The authority conferred by Resolution 10 will expire on the earlier of the conclusion of the next AGM of Future Generations VCT following the passing of this Resolution and 15 months from the date of the passing of the Resolution unless renewed, varied or revoked by Future Generations VCT in a general meeting and will be in addition to existing authorities. This power will be exercised only if, in the opinion of the Directors, a repurchase would be in the best interests of shareholders as a whole.

## **Substantial shareholdings**

As at the date of this report, no disclosures of major shareholdings had been made to Future Generations VCT under Disclosure and Transparency Rule 5 (Vote Holder and Issuer Notification Rules).

# Directors' report continued

## Independent auditor

BDO LLP were originally appointed by the Board as auditor on 25 July 2022 and offer themselves for re-appointment as auditor of Future Generations VCT. A resolution to appoint BDO LLP will be proposed at the forthcoming AGM.

As far as the Directors are aware, there is no relevant audit information of which the auditor is unaware and the Directors have taken all the steps they ought to have taken as a Director in order to make them aware of any relevant audit information and to establish that Future Generations VCT's auditor is aware of that information.

## Relations with shareholders

Shareholders will have the opportunity to attend the Annual General Meeting which will be held on 12 December 2022 at 12.00pm.

The Board is also happy to respond to any written queries made by shareholders during the course of the year and can be contacted at 33 Holborn, London EC1N 2HT. Alternatively, the team at Octopus will be pleased to answer any questions you may have and can be contacted on 0800 316 2295.

## Information given in the Strategic Report

The likely future development of Future Generations VCT has not been given in the Directors' Report as equivalent disclosure has been given in the Strategic Report.

The Directors' Report was approved on behalf of the Board on 28 October 2022.



Helen Sinclair  
Chair

28 October 2022

# Financials

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# Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice ('GAAP'), including Financial Reporting Standard 102 – The Financial Reporting Standard Applicable in the United Kingdom and Republic of Ireland ('FRS 102'), United Kingdom accounting standards and applicable law. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

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

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

In so far as each of the Directors is aware:

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

The Directors are responsible for preparing the annual report and financial statements in accordance with applicable law and regulations. Having taken advice from the Audit Committee, the Directors are of the opinion that this report as a whole provides the necessary information to assess the Company's performance, business model and strategy and is fair, balanced and understandable.

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

The Directors confirm that, to the best of their knowledge:

- the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the annual report and financial statements (including the Strategic Report), give a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

On behalf of the Board



**Helen Sinclair**  
Chair

28 October 2022

# Independent auditor's report

to the members of Octopus Future Generations VCT plc

## Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 30 June 2022 and of its loss for the period then ended;
- the Company's financial statements have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Octopus Future Generations VCT plc (the 'Company') for the period ended 30 June 2022 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity, the Cash Flow Statement, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

## Basis for opinion

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

## Independence

Following the recommendation of the Audit Committee, we were appointed by the Board of Directors on 25 July 2022 to audit the financial statements for the period ending 30 June 2022 and subsequent financial periods. The period of total uninterrupted engagement including tenders and re-appointments is one year, covering the period ended 30 June 2022. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

## 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:

- obtaining the VCT compliance reports prepared by management's expert during the period and as at period end and reviewing the calculations therein to assess if the Company was meeting its requirements to retain VCT status;
- consideration of the Company's expected future compliance with VCT legislation, the absence of bank debt, contingencies and commitments and any market or reputational risks;
- reviewing the forecasted cash flows that support the Directors' assessment of going concern, challenging assumptions and judgements made in the forecasts, and assessing them for reasonableness, by taking into account the available cash resources relative to the forecast expenditure and expected future investments;
- evaluating management's method of assessing the going concern in light of current market volatility and the present uncertainties in economic recovery; and
- calculating financial ratios to ascertain the financial health of the Company.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least 12 months from when the financial statements are authorised for issue.

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

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

# Independent auditor's report continued

to the members of Octopus Future Generations VCT plc continued

## Overview

		2022
<b>Key audit matters</b>	Valuation of unquoted investments	✓
<b>Materiality</b>	<b>Company financial statements</b> £300,000 based on 1% of net assets.	

## An overview of the scope of our audit

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

## Key audit matters

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

## Key audit matter

### Valuation of unquoted investments (Note 8 of the Financial Statements)

We consider the valuation of the investments to be the most significant audit area as there is a high level of estimation uncertainty involved in determining the unquoted investment valuations.

There is an inherent risk of management override arising from the unquoted investment valuations being prepared by the Investment Manager, who is remunerated based on the value of the net assets of the Company, as shown in Note 2.

For these reasons we considered the valuation of unquoted investments to be a key audit matter.

### How the scope of our audit addressed the key audit matter

Challenged whether the valuation methodology was the most appropriate in the circumstances under the International Private Equity and Venture Capital Valuation ('IPEV') Guidelines and the applicable accounting standards. We have checked that the valuation methodology remains applicable, and recalculated the value attributable to the Company, having regard to the application of enterprise value across the capital structures of the portfolio companies.

For each of the unquoted investments, which have been valued using less subjective valuation techniques (cost and price of recent investment reviewed for changes in fair value), we:

- verified the cost or price of recent investment to supporting documentation;
- considered whether the investment was an arm's length transaction through reviewing the parties involved in the transaction and checking whether or not they were already investors of the portfolio company;
- considered whether there were any indications that the cost or price of recent investment was no longer representative of fair value considering, inter alia, the current performance of the portfolio company and the milestones and assumptions set out in the investment proposal; and
- considered whether the price of recent investment is supported by alternative valuation techniques, such as revenue multiple.

## Key observations

Based on the procedures performed, we consider the investment valuations to be appropriate considering the level of estimation uncertainty.

# Independent auditor's report continued

## to the members of Octopus Future Generations VCT plc continued

### Our application of materiality

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

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

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

Company financial statements	
	2022
<b>Materiality</b>	<b>£300,000</b>
<b>Basis for determining materiality</b>	<b>1% of net assets</b>
<b>Rationale for the benchmark applied</b>	In setting materiality, we have had regard to the nature and disposition of the investment portfolio. Given that the Company's investment portfolio is comprised of unquoted investments which would typically have a wider spread of reasonable alternative valuations, and that the entity is in its first year of incorporation, we have applied a percentage of 1% of net assets.
<b>Performance materiality</b>	<b>£225,000</b>
<b>Basis for determining performance materiality</b>	The performance materiality has been set at 75% of overall materiality. The level of performance materiality applied was set after having considered a number of factors, including the expected total value of known and likely misstatements and the level of transactions in the period.

### Lower testing threshold

We determined that for profit before tax, a misstatement of less than materiality for the financial statements as a whole could influence users of the financial statements as it is a measure of the income generated less expenditure. As a result, we determined a lower testing threshold for those items of profit before tax of £32,000 based on 10% of gross expenditure.

### Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £6,000. We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

### Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements 2022 other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

# Independent auditor's report continued

## to the members of Octopus Future Generations VCT plc continued

### Corporate Governance Statement

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

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

#### Going concern and longer-term viability

- The Directors' statement with regard to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified, set out on page 30; and
- The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate, set out on page 30.

#### Other Code provisions

- The Directors' statement on fair, balanced and understandable, set out on page 36;
- The Board's confirmation that it has carried out a robust assessment of the emerging and principal risks, set out on pages 22 to 24;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems, set out on pages 36 and 37; and
- The section describing the work of the Audit Committee, set out on pages 35 to 37.

### Other Companies Act 2006 reporting

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

#### Strategic report and Directors' Report

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

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

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

#### Directors' remuneration

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

#### Matters on which we are required to report by exception

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

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

# Independent auditor's report continued

## to the members of Octopus Future Generations VCT plc continued

### Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, 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.

### Extent to which the audit was capable of detecting irregularities, including fraud

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

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. These included, but were not limited, to compliance with the Companies Act 2006, the FCA Listing and DTR rules, the principles of the UK Corporate Governance Code, industry practice represented by the Statement of Recommended Practice: Financial Statements of Investment Trust Companies and Venture Capital Trusts (the 'SORP') and updated in February 2018 with consequential amendments and the applicable financial reporting framework. We also considered the Company's qualification as a VCT under UK tax legislation.

Our procedures included:

- obtaining an understanding of the control environment in monitoring compliance with laws and regulations;
- agreeing the financial statement disclosures to underlying supporting documentation;
- enquiries of management and those charged with governance relating to the existence of any non-compliance with laws and regulations;
- obtaining the VCT compliance reports prepared by management's expert during the period and as at period end and reviewing their calculations to check that the Company was meeting its requirements to retain VCT status; and
- reviewing minutes of Board meetings and legal correspondence and invoices throughout the period for instances of non-compliance with laws and regulations and fraud.

We assessed the susceptibility of the financial statements to material misstatement including fraud and considered the fraud risk areas to be the valuation of unquoted investments and management override of controls.

Our tests included, but were not limited to:

- the procedures set out in the key audit matters section above;
- obtaining independent evidence to support the ownership of investments;
- recalculating investment management fees in total;
- obtaining independent confirmation of bank balances; and
- testing journals which met a defined risk criteria by agreeing to supporting documentation and evaluating whether there was evidence of bias by the Investment Manager and Directors that represented a risk of material misstatement due to fraud.

# Independent auditor's report continued

to the members of Octopus Future Generations VCT plc continued

## Auditor's responsibilities for the audit of the financial statements continued

### Extent to which the audit was capable of detecting irregularities, including fraud continued

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

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

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

## 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.

### Vanessa-Jayne Bradley (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor  
London, United Kingdom

29 October 2022

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

# Income statement

Period ended 30 June 2022

	Notes	Period to 30 June 2022		
		Revenue £'000	Capital £'000	Total £'000
Net gain on valuation of fixed asset investments	8	—	9	9
Investment management fee	2	(39)	(118)	(157)
Other expenses	3	(165)	—	(165)
<b>Loss before tax</b>		<b>(204)</b>	<b>(109)</b>	<b>(313)</b>
Tax	5	—	—	—
<b>Loss after tax</b>		<b>(204)</b>	<b>(109)</b>	<b>(313)</b>
<b>Loss per share – basic and diluted</b>	6	<b>(1.6)p</b>	<b>(0.8)p</b>	<b>(2.4)p</b>

- The 'Total' column of this statement is the profit and loss account of Future Generations VCT; the supplementary revenue return and capital return columns have been prepared under guidance published by the Association of Investment Companies.
- All revenue and capital items in the above statement derive from continuing operations.
- Future Generations VCT has only one class of business and derives its income from investments made in shares and securities and from bank and money market funds.

Future Generations VCT has no other comprehensive income for the period.

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

# Balance sheet

Period ended 30 June 2022

	Notes	As at 30 June 2022	
		£'000	£'000
Fixed asset investments	8		1,663
Current assets:			
Debtors		54	
Applications cash <sup>1</sup>		1,915	
Cash at bank	9	29,826	
			31,795
Creditors: amounts falling due within one year	10	(2,166)	
Net current assets			29,629
<b>Net assets</b>			<b>31,292</b>
Share capital	11		33
Share premium			31,572
Capital reserve realised			(118)
Capital reserve unrealised			9
Revenue reserve			(204)
<b>Total equity shareholders' funds</b>			<b>31,292</b>
<b>NAV per share</b>	7		<b>96.1p</b>

1. Cash received from investors but not yet allotted.

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

The statements were approved by the Directors and authorised for issue on 28 October 2022 and are signed on their behalf by:



**Helen Sinclair**

Chair

Company No: 13750143

# Statement of changes in equity

Period ended 30 June 2022

	Share capital £'000	Share premium £'000	Capital reserve realised <sup>1</sup> £'000	Capital reserve unrealised £'000	Revenue reserve <sup>1</sup> £'000	Total £'000
<b>As at 17 November 2021</b>	—	—	—	—	—	—
<b>Comprehensive income for the period:</b>						
Management fees allocated as capital expenditure	—	—	(118)	—	—	(118)
Net gain on fair value of fixed asset investments	—	—	—	9	—	9
Loss after tax	—	—	—	—	(204)	(204)
Total comprehensive loss for the period	—	—	(118)	9	(204)	(313)
<b>Contributions by and distributions to owners:</b>						
Shares issued	33	32,111	—	—	—	32,144
Share issue costs	—	(539)	—	—	—	(539)
Total contributions by and distributions to owners	33	31,572	—	—	—	31,605
<b>Balance as at 30 June 2022</b>	33	31,572	(118)	9	(204)	31,292

1. Reserves are available for distribution, subject to the restrictions tabled in Note 12 of the Financial Statements.

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

# Cash flow statement

Period ended 30 June 2022

	Notes	Period to 30 June 2022 £'000
<b>Cash flows from operating activities</b>		
Loss before tax		(313)
Increase in debtors		(54)
Increase in creditors		251
Gain on valuation of fixed asset investments		(9)
<b>Outflow from operating activities</b>		<b>(125)</b>
<b>Cash flows from investing activities</b>		
Purchase of fixed asset investments	8	(1,654)
<b>Outflow from investing activities</b>		<b>(1,654)</b>
<b>Cash flows from financing activities</b>		
Applications account inflow	10	34,059
Applications account outflow	10	(32,144)
Proceed from share issues		32,144
Share issue costs		(539)
<b>Inflow from financing activities</b>		<b>33,520</b>
<b>Increase in cash and cash equivalents</b>		<b>31,741</b>
Opening cash and cash equivalents		—
<b>Closing cash and cash equivalents</b>		<b>31,741</b>
<b>Cash and cash equivalents comprise</b>		
Cash at bank		29,826
Applications cash		1,915
<b>Closing cash and cash equivalents</b>		<b>31,741</b>

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

# Notes to the financial statements

## 1. Principal accounting policies

Octopus Future Generations VCT plc ('Future Generations VCT') is a Public Limited Company (plc) incorporated in England and Wales and its registered office is at 6th Floor, 33 Holborn, London EC1N 2HT.

Future Generations VCT has been approved as a Venture Capital Trust by HMRC under Section 259 of the Income Taxes Act 2007. The shares of Future Generations VCT were first admitted to the Official List of the UK Listing Authority and trading on the London Stock Exchange on 5 April 2022 and can be found under the TIDM code OFG. Future Generations VCT is premium listed.

The principal activity of Future Generations VCT is to invest in a diversified portfolio of UK smaller companies in order to generate capital growth over the long term as well as an attractive tax-free dividend stream.

The financial statements are presented in sterling (£) to the nearest £'000. The functional currency is also sterling (£).

### Basis of preparation

The financial statements have been prepared on a going concern basis under the historical cost convention, except for the measurement at fair value of certain financial instruments, and in accordance with UK Generally Accepted Accounting Practice ('GAAP'), including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), Companies Act 2006 and the Statement of Recommended Practice (SORP) 'Financial Statements of Investment Trust Companies and Venture Capital Trusts (July 2022)'.

A summary of the principal accounting policies is set out in the notes.

Future Generations VCT presents its Income Statement in a three-column format to give shareholders additional detail of the performance of Future Generations VCT, split between items of a revenue or capital nature as required by the SORP.

The preparation of the financial statements requires management to make judgements and estimates that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Estimates and assumptions mainly relate to the fair valuation of the fixed asset investments, which encompasses entirely of unquoted investments. Estimates are based on historical experience and other assumptions that are considered reasonable under the circumstances. The estimates and the assumptions are under continuous review with particular attention paid to the carrying value of the investments.

Capital valuation policies are those that are most important to the manifestation of Future Generations VCT's financial position and that require the application of subjective and complex judgements, often due to the need to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods. The critical accounting policies that are declared will not necessarily result in material changes to the financial statements in any given period but rather contain a potential for material change. The main accounting and valuation policies used by Future Generations VCT are disclosed in the notes below. Whilst not all the significant accounting policies require subjective or complex judgements, Future Generations VCT considers that the following accounting policies should be considered critical.

Future Generations VCT has designated all fixed asset investments as being held at fair value through profit or loss; therefore all gains and losses arising from investments held are taken to the Income Statement in the period in which they occur. Accordingly, all expenses and investment gains and losses are attributable to assets designated as being at fair value through profit or loss.

Investments are regularly reviewed to make sure that the fair values are appropriately stated. Unquoted investments are valued in accordance with current IPEV valuation guidelines, although this does rely on subjective estimates such as appropriate sector earnings or revenue-based multiples, forecast results of portfolio companies, and liquidity or marketability of the investments held.

Although Future Generations VCT believes that the assumptions concerning the business environment and estimates of future cash flows are appropriate, changes in estimates and assumptions could require changes in the stated values. This could lead to additional changes in fair value in the future.

### Revenue and capital

The revenue column of the Income Statement comprises of revenue expenses. The capital column includes changes in fair value of investments and capital expenses. Gains and losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement. Investment management fees are split between revenue (25%) and capital (75%) in the same way that the income streams are derived.

### Cash and cash equivalents

Cash and cash equivalents comprises of cash at bank and other highly liquid short-term investments with a maturity of three months or less at the date of acquisition. The carrying amount approximates fair value.

# Notes to the financial statements continued

## 1. Principal accounting policies continued

### Financing strategy and capital structure

Capital management is monitored and controlled by forecasting income and expenditure over both the short and medium term to enable investments to be made whilst maintaining short-term liquidity. The investments being managed include equity, and short-term liquidity comprises cash and cash equivalents including debtors and creditors.

We define capital as shareholders' funds and our financial strategy in the medium term is to manage a level of cash that balances the risks of the business with optimising the return on equity. Future Generations VCT currently has no borrowings nor does it anticipate that it will have any borrowing facilities in the future to fund the acquisition of investments.

Future Generations VCT does not have any externally imposed capital requirements.

The value of the managed capital is indicated in Note 12. The Board considers the distributable reserves and the total return for the period when recommending a dividend. In addition, the Board is authorised to make market purchases up to a maximum of 14.99% of the issued Ordinary share capital of Future Generations VCT in accordance with Special Resolution 10 in order to maintain sufficient liquidity in the VCT.

### Financial instruments

Future Generations VCT's principal financial assets are its investments and the policies in relation to those assets are set out in Note 8. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities. Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited directly to equity.

### Judgements in applying accounting policies and key sources of estimation uncertainty

This is addressed in Note 8.

### Reserves

**Share capital** – represents the nominal value of shares that have been issued.

**Share premium** – includes any premium received on issue of share capital. Any transaction costs directly associated with the issuing of shares are deducted from share premium.

**Capital reserve realised** – arises when an investment is sold. Any balance held on the capital reserve unrealised is transferred to the capital reserve realised, as a movement in reserves.

**Capital reserve unrealised** – arises when Future Generations VCT revalues the investments held at the end of the period. Any gains or losses arising are credited/charged to the capital reserve unrealised.

**Revenue reserve** – revenue profits and losses are credited and charged to this account.

# Notes to the financial statements continued

## 2. Investment management fees

### Accounting policy

For the purposes of the revenue and capital columns in the Income Statement, the management fee has been allocated 25% to revenue and 75% to capital, in line with the Board's expected long-term return in the form of income and capital gains respectively from Future Generations VCT's investment portfolio.

### Disclosure

	Period to 30 June 2022		
	Revenue £'000	Capital £'000	Total £'000
Investment management fee	39	118	157
<b>Total</b>	<b>39</b>	<b>118</b>	<b>157</b>

The Portfolio Manager provides investment management services through agreements with Octopus AIF Management Limited and Future Generations VCT. It also provides accounting and administration services to Future Generations VCT under a Non-Investment Services Agreement ('NISA'). No compensation is payable if the agreement is terminated by either party, if the required notice period is given. The fee payable, should insufficient notice be given, will be equal to the fee that would have been paid should continuous service be provided, or the required notice period was given. The basis upon which the management fee is calculated is disclosed within Note 16 of the Financial Statements.

## 3. Other expenses

### Accounting policy

Other expenses are accounted for on an accruals basis and are charged wholly to revenue.

The transaction costs incurred when purchasing or selling assets are written off to the Income Statement in the period that they occur.

	Period to 30 June 2022 £'000
Audit fees <sup>1</sup>	38
Directors' remuneration <sup>2</sup>	29
NISA fees	24
Listing fees	17
Printing fees	17
Depository fees	13
Registrar fees	12
Other fees	15
<b>Total</b>	<b>165</b>

1. Includes VAT.

2. Includes employers' NI.

Total ongoing charges are capped at 3.0% of net assets. For the period to 30 June 2022 the ongoing charges were 2.2% of net assets. This is calculated by summing the annualised expenses incurred in the period (excluding non-recurring expenses) divided by the average NAV throughout the period.

## 4. Directors' remuneration

Total Directors' fees paid during the period were £28,000. Employers' National Insurance contributions paid during the period were £1,000. The highest paid Director received £16,000. None of the Directors received any other remuneration or benefit from Future Generations VCT during the period. Future Generations VCT has no employees other than Non-Executive Directors. The average number of Non-Executive Directors in the period was three.

# Notes to the financial statements continued

## 5. Tax on ordinary activities

### Accounting policy

Corporation tax payable is applied to profits chargeable to corporation tax, if any, at the current rate. The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue return on the 'marginal' basis as recommended in the SORP.

Deferred tax is recognised in respect of all timing differences at the reporting date. Timing differences are differences between taxable profits and total income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

### Disclosure

The corporation tax charge for the period was £nil.

	Period to 30 June 2022 £'000
Loss on ordinary activities before tax	(313)
Current tax at 19%	(60)
<b>Effects of:</b>	
Non-taxable income	—
Non-taxable capital gains	(2)
Non-deductible expenses	—
Excess management expenses on which deferred tax not recognised	81
Tax rate differences <sup>1</sup>	(19)
<b>Total current tax charge</b>	—

1. Tax rate difference due to tax charge for the period being calculated at 19% and excess management expenses on which deferred tax is not recognised being calculated at 25%.

Unrelieved tax losses of £313,000 are estimated to be carried forward at 30 June 2022 (subject to completion of Future Generations VCT's tax return) and are available for offset against future taxable income, subject to agreement with HMRC. Future Generations VCT has not recognised the deferred tax asset of £81,000 in respect of these tax losses because there is insufficient forecast taxable income in excess of deductible expenses to utilise these losses carried forward.

The deferred tax asset is based on the future tax rate that has been substantially enacted as at the balance sheet date.

Approved VCTs are exempt from tax on capital gains. As the Directors intend for Future Generations VCT to continue to maintain its approval as a VCT through its affairs, no current deferred tax has been recognised in respect of any capital gains or losses arising on the revaluation or disposal of investment.

## 6. Earnings per share

	Period to 30 June 2022		
	Revenue £'000	Capital £'000	Total £'000
Loss attributable to Ordinary shareholders (£'000)	(204)	(109)	(313)
Loss per Ordinary share (p)	(1.6)	(0.8)	(2.4)

The total earnings per share is based on 13,205,218 Ordinary shares, being the weighted average number of Ordinary shares in issue during the period.

There are no potentially dilutive capital instruments in issue and so no diluted return per share figures are relevant. The basic and diluted earnings per share are therefore identical.

## 7. Net asset value per share

	30 June 2022
Net assets (£'000)	31,292
Shares in issue	32,569,178
NAV per share (p)	96.1

# Notes to the financial statements continued

## 8. Fixed asset investments

### Accounting policy

Future Generations VCT's principal financial assets are its investments and the policies in relation to those assets are set out below. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities. Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited directly to equity.

Purchases are recognised in the financial statements at the date of the transaction (trade date).

These investments are actively managed and their value is evaluated on a fair value basis in accordance with a documented valuation policy. The rationale for the selected valuation methodologies, as well as the observable inputs underpinning the valuations, are provided to the Board. As permitted under FRS 102, the investments are measured at subsequent reporting dates at fair value through profit or loss ('FVTPL').

In the case of unquoted investments, fair value is estimated by using recognised valuation techniques such as price of recent transaction ('PRI'), earnings or revenue-based multiples, discounted cash flows or net asset value, in line with the International Private Equity and Venture Capital's valuation guidelines as updated in December 2018 (and per Special Valuation guidance issued in March 2020).

Gains or losses arising from changes in fair value of investments are recognised as part of the capital return within the Income Statement and allocated to the capital reserve unrealised. In determining the valuation of assets, the Directors are required to make judgements and estimates that are within a reasonable range and a reflection of their understanding of the trading performance of the portfolio companies.

### Fair value hierarchy

Paragraph 34.22 of FRS 102 recognises a hierarchy of fair value measurements, for financial instruments measured at fair value in the balance sheet, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). This methodology is adopted by Future Generations VCT and requires disclosure of financial instruments to be dependent on the lowest significant applicable input, as laid out below:

- Level 1: The unadjusted, fully accessible and current quoted price in an active market for identical assets or liabilities that an entity can access at the measurement date. Future Generations VCT holds no quoted investments.
- Level 2: Inputs for similar assets or liabilities other than the quoted prices included in Level 1 that are directly or indirectly observable, which exist for the duration of the period of investment. Future Generations VCT holds no such investments.
- Level 3: This is where inputs are unobservable, where no active market is available and recent transactions for identical instruments do not provide a good estimate of fair value for the asset or liability. Future Generations VCT's unquoted investments are included in Level 3.

All items held at fair value through profit or loss were designated as such upon initial recognition. Movements in investments at fair value through profit or loss during the period to 30 June 2022 are summarised below and in Note 12.

The most critical estimates, assumptions and judgements relate to the determination of the carrying value of investments at FVTPL. All investments held by Future Generations VCT are classified as FVTPL and measured in accordance with the Future Generations VCT valuation policy.

# Notes to the financial statements continued

## 8. Fixed asset investments continued

### Fair value hierarchy continued

Unquoted investments are stated at fair value by the Directors at each measurement date in accordance with appropriate valuation techniques, which are consistent with the IPEV guidelines:

- (i) The price of a recent investment, if resulting from an orderly transaction, is assumed to represent fair value as of the transaction date. At subsequent reporting date, the PRI may remain an appropriate indicator of fair value, however as its validity is eroded over time, adequate consideration will be given to the current facts and circumstances, including, but not limited to, changes in the market or changes in the performance of the portfolio company.
- (ii) Where a recent transaction is not deemed to be representative of fair value, a Market Approach may be considered. This technique involves the application of an appropriate multiple to a performance measure (typically revenue, but potentially also EBITDA) in order to derive the value of the business:
  - appropriate multiples will usually be derived by reference to a current market-based multiple, as reflected in market valuations of comparable quoted companies or the price at which comparable companies have changed ownership, to the extent this information is publicly available; or
  - calibration to the PRI validates that the valuation techniques using contemporaneous market inputs generate fair value at the investment date and therefore that the same valuation techniques using updated market inputs as of each subsequent reporting date will generate fair value at each such date. This approach will notably help capture any risks associated with a lack of liquidity in the minority holding of an unquoted investment and may be further adjusted to reflect the trading performance of the portfolio company versus expectations as at the investment.
- (iii) For investments in early or development stages, where there are no current or short-term future revenues expected, the most appropriate valuation approach to measure fair value may be based on calibrating the latest pricing round using qualitative milestones. These milestones provide a directional indication of the movement in fair value.
- (iv) Where a number of discreet outcomes can be expected for an investment, a simplified probability-weighted expected return model may be used to determine Fair Value.
- (v) Where appropriate an income approach may be used.

## Disclosure

	Level 3: Unquoted investments £'000
Movement in the period:	
Purchases at cost	1,654
Change in fair value in period <sup>1</sup>	9
<b>Valuation at 30 June 2022</b>	<b>1,663</b>
Book cost at 30 June 2022	1,654
Cumulative revaluation at 30 June 2022	9
<b>Valuation at 30 June 2022</b>	<b>1,663</b>

1. This is a movement in FX rather than fair value.

The investment portfolio is managed with capital growth as the primary focus.

Further details in respect of the methods and assumptions applied in determining the fair value of the investments are disclosed in the Portfolio Manager's Review. The sensitivity of these valuations to a reasonable possible change in such assumptions is given in Note 13.

## 9. Debtors

	30 June 2022 £'000
Prepayments	41
Other debtors <sup>1</sup>	13
<b>Total</b>	<b>54</b>

1. Other debtors consists of 50,000 Redeemable preference shares which were allotted and issued to Octopus Investments Limited on 17 December 2021.

# Notes to the financial statements continued

## 10. Current liabilities

	30 June 2022 £'000
Applications cash <sup>1</sup>	1,915
Trade creditors	84
Other creditors <sup>2</sup>	13
Accruals	154
<b>Total</b>	<b>2,166</b>

1. Applications cash is cash received from investors to Future Generations VCT but not yet allotted. The movement in the applications cash creditor is reflected in the cash flow statement as application inflows not yet allotted.
2. Other creditors consists of 50,000 Redeemable preference shares which were allotted and issued to Octopus Investments Limited on 17 December 2021.

## 11. Share capital

	30 June 2022 £'000
Allotted and fully paid up: 32,569,178 Ordinary shares of 0.1p	33

The capital of Future Generations VCT is managed in accordance with its investment policy with a view to the achievement of its investment objective as set out on page 25. Future Generations VCT is not subject to any externally imposed capital requirements.

Capital is defined as shareholders' funds and Future Generations VCT's financial strategy in the medium term is to manage a level of cash that balances the risks of the business with optimising the return on equity. Future Generations VCT currently has no borrowings nor does it anticipate that it will enter into any borrowing facilities in the future to fund the acquisition of investments.

The Board considers the distributable reserves and the total return for the period when recommending a dividend. In addition, the Board is authorised to make market purchases up to a maximum of 14.99% of the issued Ordinary share capital of Future Generations VCT as at the date of the AGM for the period to the next AGM in accordance with Special Resolution 11 in order to maintain sufficient liquidity in Future Generations VCT's shares.

Capital management is monitored and controlled using the internal control procedures set out on page 36 of this report. The capital being managed includes equity, cash balances and liquid resources including debtors and creditors.

0.1p Ordinary shares	30 June 2022
Brought forward	—
Shares issued – subscriber	2
Shares issued – fundraise	32,569,176
<b>Carried forward</b>	<b>32,569,178</b>

Each share has full voting, dividend and capital distribution rights.

During the period 32,569,178 shares were issued at an average price of 98.7p per share; 2 Ordinary (subscriber) shares on 17 December 2021 and 32,569,176 Ordinary shares under the offer launched on 31 January 2022. The gross consideration received for these shares was £32 million (£32 million net of fees).

## 12. Reserves

When Future Generations VCT revalues its investments during the period and at the period end, any gains or losses arising are credited or charged to the Income Statement. Unrealised gains/losses are then transferred to the 'Capital reserve unrealised'. When an investment is sold, any balance held on the 'Capital reserve unrealised' is transferred to the 'Capital reserve realised' as a movement in reserves.

Reserves available for potential distribution by way of a dividend are:

	30 June 2022 £'000
Opening balance	—
Movement in period	(321)
<b>Carried forward</b>	<b>(321)</b>

The purpose of the special distributable reserve is to create a reserve which is capable of being used by Future Generations VCT to pay dividends and for the purpose of making repurchases of its own shares in the market (subject to the above restriction) with a view to narrowing the discount to NAV at which Future Generations VCT's Ordinary shares trade.

# Notes to the financial statements continued

## 13. Financial instruments and risk management

Future Generations VCT's financial instruments comprise equity, cash balances and liquid resources including debtors and creditors. Future Generations VCT holds financial assets in accordance with its investment policy of investing mainly in a portfolio of VCT qualifying unquoted securities whilst holding a proportion of its assets in cash or near-cash investments in order to provide a reserve of liquidity.

### Classification of financial instruments

Future Generations VCT held the following categories of financial instruments, all of which are included in the balance sheet at fair value, at 30 June 2022:

	30 June 2022 £'000
<b>Financial assets held at fair value through profit or loss</b>	
Fixed asset investments	1,663
<b>Total</b>	<b>1,663</b>
<b>Financial assets at fair value</b>	
Applications cash <sup>1</sup>	1,915
Cash at bank	29,826
<b>Total</b>	<b>31,741</b>
<b>Financial liabilities at fair value</b>	
Accruals	153
Trade creditors	84
Unallotted cash <sup>1</sup>	1,915
<b>Total</b>	<b>2,152</b>

1. Applications cash and unallotted cash is cash received from investors by Future Generations VCT but not yet allotted.

Fixed asset investments (see Note 8) are valued at fair value. Unquoted investments are carried at fair value as determined by the Directors in accordance with IPEV guidelines. The fair value of all other financial assets and liabilities is represented by their carrying value in the balance sheet. The Directors believe that the fair value of these assets held at the period end is equal to their book value.

In carrying on its investment activities, Future Generations VCT is exposed to various types of risk associated with the financial instruments and markets in which it invests. The most significant types of financial risk facing Future Generations VCT are market risk, credit risk and liquidity risk. Future Generations VCT's approach to managing these risks is set out below together with a description of the nature and amount of the financial instruments held at the balance sheet date.

### Market risk

Future Generations VCT's strategy for managing investment risk is determined with regard to Future Generations VCT's long-term objective, as outlined on page 26. The management of market risk is part of the investment management process and is a central feature of venture capital investment. Future Generations VCT's portfolio is managed in accordance with the policies and procedures described in the Corporate Governance Statement on pages 29 and 30, having regard to the possible effects of adverse price movements, with the objective of maximising overall returns to shareholders. Investments in unquoted companies, by their nature, usually involve a higher degree of risk than investments in companies quoted on a recognised stock exchange, though the risk can be mitigated to a certain extent by diversifying the portfolio across business sectors and asset classes. The overall disposition of Future Generations VCT's assets is regularly monitored by the Board.

Details of Future Generations VCT's investment portfolio at the balance sheet date are set out on page 66. By fair value, no individual investment exceeded 3% of Future Generations VCT's net assets at 30 June 2022.

5.3% by value of Future Generations VCT's net assets (100% of invested portfolio) comprises investments in unquoted companies held at fair value. The valuation methodology used by Future Generations VCT is PRI and therefore, market movements would have no impact on the portfolio value. Due to the valuation methodologies applied to the portfolio companies as at 30 June 2022, there is no sensitivity to market inputs. However, market sensitivities will become relevant in future periods as the portfolio matures. A 25% overall decrease in the valuation of the unquoted investments at 30 June 2022 would have decreased net assets by £416,000 (1.3% of net assets) and an equivalent change in the opposite direction would have increased net assets by the same amount. It is considered that due to the diversity of the sectors, the 25% movement discussed above provides the most meaningful potential impact of average multiple changes across the portfolio, considering current macroeconomic conditions.

3.3% of net assets (61.4% of invested portfolio) are exposed to changes in the US dollar foreign exchange rate. An increase in the rate of 5% would decrease the net assets by £49,000 (0.2%). Conversely, a decrease in the rate of 5% would increase the net asset value by £54,000 (0.2%). The 5% sensitivity used provides the most meaningful impact of average foreign exchange rate changes across the portfolio.

# Notes to the financial statements continued

## 13. Financial instruments and risk management continued

### Credit risk

There were no significant concentrations of credit risk to counterparties at 30 June 2022.

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with Future Generations VCT. The Portfolio Manager and the Board carry out a regular review of counterparty risk. The carrying values of financial assets represent the maximum credit risk exposure at the balance sheet date.

At 30 June 2022, Future Generations VCT's financial assets exposed to credit risk comprised the following:

	30 June 2022 £'000
Cash at bank	29,826
Applications cash	1,915
<b>Total</b>	<b>31,741</b>

Credit risk relating to loans to and preference shares in unquoted companies is considered to be part of market risk.

Credit risk arising on the sale of investments is considered to be small due to the short settlement and the contracted agreements in place with the settlement lawyers.

Future Generations VCT's deposit and current accounts are maintained with HSBC Bank plc. The Portfolio Manager has in place a monitoring procedure in respect of counterparty risk which is reviewed on an ongoing basis. Should the credit quality or the financial position of HSBC deteriorate significantly, the Portfolio Manager will move the cash holdings to another bank.

### Liquidity risk

Future Generations VCT's financial assets include investments in unquoted equity securities which are not traded on a recognised stock exchange and which generally may be illiquid. As a result, Future Generations VCT may not be able to realise some of its investments in these instruments quickly at an amount close to their fair value in order to meet its liquidity requirements, or to respond to specific events such as deterioration in the creditworthiness of any particular issuer.

Future Generations VCT's liquidity risk is managed on a continuing basis by the Portfolio Manager in accordance with policies and procedures laid down by the Board. Future Generations VCT's overall liquidity risks are monitored on a quarterly basis by the Board.

Future Generations VCT maintains sufficient resources in cash to pay accounts payable and accrued expenses. At 30 June 2022 these resources were valued at £29,826,000.

## 14. Post balance sheet events

The following events occurred between the balance sheet date and the signing of these financial statements:

- four new investments completed totalling £2.3 million;
- 4.6 million shares were allotted at a price of 99.1p per share on 8 August 2022. This includes the applications cash balance that had not yet been allotted at 30 June 2022; and
- on 25 October 2022, the Company announced the current Offer for Subscription to raise up to £20 million in aggregate with an over-allotment facility of £80 million will close for new applications on 31 October 2022.

## 15. Contingencies, guarantees and financial commitments

There were no contingencies, guarantees or financial commitments as at 30 June 2022.

# Notes to the financial statements continued

## 16. Transactions with the Manager and Portfolio Manager

Future Generations VCT is classified as a full-scope Alternative Investment Fund under the Alternative Investment Fund Management Directive (the 'AIFM Directive'). Future Generations VCT has appointed Octopus AIF Management Limited to provide the services of an AIFM of a full scope AIF. In accordance with its power to do so under AIFMD, Octopus AIF Management Limited has delegated investment management to Octopus Investments Limited, whilst retaining the obligations of a risk manager.

Future Generations VCT paid Octopus AIF Management Limited £157,000 in the period as a management fee. The annual management charge ('AMC') is based on 2% of Future Generations VCT's NAV. The AMC is payable quarterly in advance and calculated using the latest published NAV of Future Generations VCT and the number of shares in issue at each quarter end. Once the quarter has ended, an adjustment will be made if the NAV at the end of the current quarter is calculated and which differs from the NAV as at the end of the previous quarter.

Octopus also provides Non-Investment Services to Future Generations VCT, payable quarterly in advance. The fee is 0.3% of Future Generations VCT's NAV, calculated at quarterly intervals. The NISA fee is calculated using the latest published NAV of Future Generations VCT and the number of shares in issue at each quarter end. As with the AMC, an adjustment will be made once the quarter has ended if the NAV at the end of the current quarter is calculated and which differs from the NAV as at the end of the previous quarter. During the period £24,000 was paid to Octopus for Non-Investment Services.

In addition, Octopus are entitled to performance-related incentive fees, subject to Future Generations VCT's total return at year end exceeding the total return at the previous year end when an incentive fee was paid or 97p if the first incentive fee has not yet been paid (the 'Excess'), equal to 20% of the Excess. No performance fee will be paid prior to the financial year ending on 30 June 2025, dividends (paid or declared) being equal to or greater than 10p per Ordinary share and the total return exceeding 120p.

The cap relating to Future Generations VCT's total expense ratio, that is the regular, recurring costs of Future Generations VCT expressed as a percentage of its NAV, above which Octopus have agreed to pay, is 3.0%, and is calculated in accordance with the AIC Guidelines.

## 17. Related party transactions

Several members of the Octopus investment team hold non-executive directorships as part of their monitoring roles in Future Generations VCT's portfolio companies, but they have no controlling interests in those companies.

Emma Davies, a Non-Executive Director of Future Generations VCT, is also co-CEO of Octopus Ventures and owns shares in Octopus Capital Ltd. No dividends have been paid to the Directors of Future Generations VCT.

	Period to 30 June 2022 £
Helen Sinclair	—
Joanna Santinon	—
Emma Davies	—
<b>Total</b>	<b>—</b>

## 18. Voting rights and equity management

The following table shows the percentage of voting rights held by Future Generations VCT for each of its investments. Future Generations VCT has no other substantial interests that require separate disclosure. These companies have also been invested in by other funds managed by Octopus.

Investments	Bloom	Inflow
Sector	Consumer	Health
% equity held by Future Generations VCT	1.9	1.9
Initial investment date	24 June 2022	27 June 2022
Investment cost	£642,285	£1,011,610
Valuation	£642,285	£1,020,356
Valuation movement	—	£8,746
Last submitted accounts	Not available <sup>1</sup>	Not available <sup>1</sup>
Turnover	Not available <sup>1</sup>	Not available <sup>1</sup>
Loss before tax	Not available <sup>1</sup>	Not available <sup>1</sup>
Net assets	Not available <sup>1</sup>	Not available <sup>1</sup>
Valuation methodology	External price	External price

1. These are recently incorporated companies and have not yet filed accounts.

# Shareholder information and contact details

Future Generations VCT was incorporated on 17 November 2021, with over £32.1 million in aggregate (£31.6 million net of expenses) raised through an Offer for Subscription during the period to 30 June 2022. The Offer for Subscription will close for new applications on 31 October 2022.

Further details of Future Generations VCT's progress are discussed in the Chair's Statement and Portfolio Manager's Review on pages 2 and 3 and 9 to 13 respectively.

## Venture Capital Trusts ('VCTs')

VCTs were introduced in the Finance Act 1995 to provide a means for private individuals to invest in unquoted companies in the UK. Subsequent Finance Acts have introduced changes to VCT legislation. The tax benefits currently available to eligible new investors in VCTs include:

- up to 30% upfront income tax relief;
- exemption from income tax on dividends paid; and
- exemption from capital gains tax on disposals of shares in VCTs.

The principal activity of Future Generations VCT is to invest in a diversified portfolio of UK smaller companies in order to generate capital growth over the long term as well as an attractive tax-free dividend stream. Future Generations VCT has been granted full approval as a VCT by HM Revenue & Customs ('HMRC').

In order to maintain its approval, Future Generations VCT must comply with certain requirements on a continuing basis including the provisions of Chapter 3 of the Income Tax Act 2007, in particular s280A:

- no single investment made can exceed 15% of Future Generations VCT's total value; and
- a minimum of 10% of each qualifying investment must be in Ordinary shares with no preferential rights.

The below requirements will apply Future Generations VCT has passed through three accounting periods:

- at least 80% of its investments must comprise 'qualifying holdings'<sup>1</sup> (as defined in the legislation); and
  - at least 70% of the 80% of qualifying holdings must be invested in Ordinary shares with no preferential rights.
1. A 'qualifying holding' consists of up to £5 million (£10 million for knowledge-intensive companies) invested in any one year in new shares or securities in an unquoted company (or companies quoted on AIM) which is carrying on a qualifying trade and whose gross assets do not exceed a prescribed limit at the time of investment. The definition of a 'qualifying trade' excludes certain activities such as property investment and development, financial services and asset leasing.

## Share price

Future Generations VCT's share price can be found on various financial websites including [www.londonstockexchange.com](http://www.londonstockexchange.com), with the following TIDM/EPIC code:

## Ordinary shares

TIDM/EPIC code	OFG
Latest share price (27 October 2022)	100.0p

## Buying and selling shares

Future Generations VCT's Ordinary shares can be bought and sold via a stockbroker in the same way as any other company quoted on the London Stock Exchange. There may be tax implications in respect of selling all or part of your holdings, so shareholders should contact their independent financial adviser if they have any queries.

## Buyback of shares

Future Generations VCT operates a policy of buying its own shares for cancellation as they become available, and envisages that purchases will be made at no greater than a 5% discount to the prevailing NAV. Future Generations VCT is, however, unable to buy back shares directly from shareholders. If you are considering selling your shares, please contact Octopus Investments who can talk to you about the options available. They will also be able to provide details of closed periods (when Future Generations VCT is prohibited from buying shares) and details of the price at which it has been bought, and can be contacted as follows:

Octopus Client Relations Team 0800 316 2295  
[investorsupport@octopusinvestments.com](mailto:investorsupport@octopusinvestments.com)

If you are considering trading on the secondary market or would like to talk directly to Future Generations VCT's Corporate Broker, Panmure Gordon (UK) Limited ('Panmure'), they can be contacted as follows:

Chris Lloyd	020 7886 2716	<a href="mailto:chris.lloyd@panmure.com">chris.lloyd@panmure.com</a>
Paul Nolan	020 7886 2717	<a href="mailto:paul.nolan@panmure.com">paul.nolan@panmure.com</a>

# Shareholder information and contact details continued

## Secondary market

UK income tax payers, aged 18 or over, can purchase shares in the secondary market and benefit from:

- tax-free dividends;
- realised gains not being subject to capital gains tax (although any realised losses are not allowable);
- no minimum holding period; and
- no need to include VCT dividends in annual tax returns.

The UK tax treatment of VCTs is on a first in and first out basis and so tax advice should be obtained before shareholders dispose of their shares.

Whilst there is no specific limit on the amount of an individual's acquisition of shares in a VCT, tax reliefs will only be given to the extent that the total of an individual's subscriptions or other acquisitions of shares in VCTs in any tax year do not exceed £200,000. Qualifying investors who intend to invest more than £200,000 in VCTs in any one tax year should consult their professional advisers.

## Notification of change of address

Communications with shareholders are mailed to the registered address held on the share register. In the event of a change of address or other amendment, this should be notified to Future Generations VCT's Registrar, Computershare, under the signature of the registered holder or via the Computershare Investor Centre at: **[www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/)**. Computershare's contact details are provided on page 70.

## Other information for shareholders

Shareholders can obtain a full copy of Future Generations VCT's annual report on the Octopus website at **[www.octopusinvestments.com/our-products/venture-capital-trusts/octopus-future-generations-vct/](http://www.octopusinvestments.com/our-products/venture-capital-trusts/octopus-future-generations-vct/)**.

All other statutory information can also be found here.

## Electronic communications

All Future Generations VCT's reports, accounts and other correspondence are published electronically. If you opt into receiving paper copies, we would encourage you to consider switching to e-communications as this cuts the cost of printing and reduces the impact on the environment. To do so, please contact Octopus on **0800 316 2295** or Computershare on **0370 707 1003**. Alternatively, you can sign up to receive e-communications via the Computershare Investor Centre at: **[www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/)**.

## Warning to shareholders

Many companies are aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. They can be very persistent and extremely persuasive. Shareholders are therefore advised to be wary of any unsolicited advice, offer to buy shares at a discount, or offer for free company reports.

Please note that it is very unlikely that either Octopus or Future Generations VCT's Registrar would make unsolicited telephone calls to shareholders and that any such calls would relate only to official documentation already circulated to shareholders and never in respect of investment advice.

If you are in any doubt about the authenticity of an unsolicited phone call, please call Octopus on **0800 316 2295**.

The Financial Conduct Authority has also issued guidelines on how to avoid share fraud and further information can be found on their website: **[www.fca.org.uk/scamsmart/share-bond-boiler-room-scams](http://www.fca.org.uk/scamsmart/share-bond-boiler-room-scams)**. You can report any share fraud to them by calling **0800 111 6768**.

# Glossary of terms

## Alternative performance measure ('APM')

A financial measure of historical or future financial performance, financial position or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework. These APMs will help shareholders to understand and assess Future Generations VCT's progress. A number of terms within this glossary have been identified as APMs.

## Net asset value or NAV

The value of Future Generations VCT's total assets less liabilities. It is equal to the total shareholders' funds.

## Net asset value per share or NAV per share

The NAV per share of Future Generations VCT is the sum of the underlying assets less the liabilities of Future Generations VCT divided by the total number of shares in issue.

## Ongoing charges ratio (APM)

The ongoing charges ratio has been calculated using the AIC recommended methodology and excludes irrecoverable VAT, exceptional costs and trail commission. The figure shows the annual percentage reduction in shareholder returns as a result of recurring operational expenses. It informs shareholders of the likely costs that will be incurred in managing Future Generations VCT in the future.

This is calculated by dividing the ongoing expenses, which includes the annualised amount of the expenses listed out in Note 3 on page 59 but excludes irrecoverable VAT, exceptional costs and trail commission, by the average net assets in the period.

## Total return (APM)

Total return is calculated as movement in NAV per share in the period plus dividends paid in the period. Total return on the NAV per share enables shareholders to evaluate more clearly the performance of Future Generations VCT, as it reflects the underlying value of the portfolio at the reporting date.

## Total return % (APM)

Total return % is calculated as movement in NAV per share in the period plus dividends paid in the period, divided by the NAV per share at the beginning of the period. Total return % on the NAV per share enables shareholders to evaluate more clearly the performance of Future Generations VCT, as it reflects the underlying value of the portfolio at the reporting date.

# Directors and advisers

## Board of Directors

Helen Sinclair  
Joanna Santinon  
Emma Davies

## Company Number

Registered in England & Wales  
No. 13750143

## Secretary and Registered Office

Octopus Company Secretarial Services Limited  
33 Holborn  
London  
EC1N 2HT

## Portfolio Manager

Octopus Investments Limited  
33 Holborn  
London  
EC1N 2HT

Tel: 0800 316 2295

[www.octopusinvestments.com](http://www.octopusinvestments.com)

## Legal Entity Identifier ('LEI')

213800AL71Z7N2O58N66

## Manager

Octopus AIF Management Limited  
33 Holborn  
London  
EC1N 2HT

Tel: 0800 316 2295

[www.octopusinvestments.com](http://www.octopusinvestments.com)

## Corporate Broker

Panmure Gordon (UK) Limited  
One New Change  
London  
EC4M 9AF

Tel: 020 7886 2500

## Independent Auditor

BDO LLP  
55 Baker Street  
London  
W1U 7EU

## Tax Adviser

James Cowper Kreston  
Reading Bridge House  
George Street  
Reading  
Berkshire  
RG1 8LS

## VCT Status Adviser

Shoosmiths LLP  
1 Bow Churchyard  
London  
EC4M 9DQ

## Bankers

HSBC Bank plc  
31 Holborn  
London  
EC1N 2HR

## Depository

Thompson Taraz Depository Limited  
47 Park Lane  
London  
W1K 1PR

## Registrar

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ

Tel: 0370 703 6324

(Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate.)

[www.computershare.com/uk](http://www.computershare.com/uk)

[www-uk.computershare.com/investor/](http://www-uk.computershare.com/investor/)

# Notice of Annual General Meeting

Notice is hereby given that the AGM of Octopus Future Generations VCT plc will be held at the offices of Octopus Investments, 33 Holborn, London EC1N 2HT on 12 December 2022 at 12.00pm for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 8 will be proposed as Ordinary Resolutions and Resolutions 9 and 10 will be proposed as Special Resolutions:

## Ordinary business

1. To receive and adopt the annual report and the audited financial statements for the period to 30 June 2022.
2. To approve the Directors' Remuneration Policy.
3. To approve the Directors' Remuneration Report.
4. To elect Helen Sinclair as a Director.
5. To elect Joanna Santinon as a Director.
6. To elect Emma Davies as a Director.
7. To appoint BDO LLP as auditor of the Company and to authorise the Audit Committee to determine its remuneration.

## Special business

To consider and, if thought fit, pass Resolution 8 as an Ordinary Resolution and Resolutions 9 and 10 as Special Resolutions:

8. Authority to allot relevant securities

THAT the Directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot up to a maximum of 44,624,797 Ordinary shares in the Company ('Shares') (representing approximately 120% of the Shares in issue as at 28 October 2022), provided that the authority conferred by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2023 save that this authority shall allow the Company to make, before the expiry of this authority, any offers or agreements which would or might require Shares to be allotted or rights to be granted after such expiry and the Directors may allot Shares in pursuance of any such offer or agreement notwithstanding the expiry of such authority.

9. Empowerment to make allotments of equity securities

THAT conditional upon the passing of Resolution 8 above the Directors of the Company be and hereby are empowered pursuant to Section 571 of the Act to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority granted by Resolution 8 above, as if Section 561 of the Act did not apply to any such allotment and so that: (a) reference to allotment of equity securities in this Resolution shall be construed in accordance with Section 560(2) of the Act; and (b) the power conferred by this Resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding the expiry of such power. The power provided by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2023.

# Notice of Annual General Meeting continued

## 10. Authority to make market purchases

THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of s693(4) of the Act) of Shares provided that:

- (a) the maximum number of Shares so authorised to be purchased shall not exceed 5,574,380 Shares, representing approximately 14.99% of the present issued Shares as at the date of this notice;
- (b) the minimum price which may be paid for a Share shall be its nominal value;
- (c) the maximum price, exclusive of expenses, which may be paid for a Share is an amount equal to the higher of: (i) 105% of the average of the middle market quotation for a Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased; and (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation;
- (d) the authority conferred by this Resolution shall (unless previously renewed, varied or revoked in general meeting) expire on the date falling 15 months after the passing of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2023; and
- (e) the Company may enter into a contract to purchase its Shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of this authority and the Company may make a purchase of its Shares in pursuance of any such contract.

By order of the Board



**Helen Sinclair**  
Chair

28 October 2022

# Notice of Annual General Meeting continued

## Notes:

- (a) A member entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member.
- (b) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (c) A form of proxy is enclosed which, to be effective, must be completed and delivered to the Registrar of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or alternatively, you may register your proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), in each case, so as to be received by no later than 48 hours (excluding non-working days) before the time the AGM is scheduled to begin. To vote electronically, you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed on your proxy form.

Appointment of a proxy, or any CREST proxy instruction (as described in paragraph (d) below) will not preclude a member from subsequently attending and voting at the meeting should he or she choose to do so. This is the only acceptable means by which proxy instructions may be submitted electronically.

- (d) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (e) Any person receiving a copy of the Notice as a person nominated by a member to enjoy information rights under Section 146 of the Companies Act 2006 (a 'Nominated Person') should be aware that the provisions in Notes (a) and (b) above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.

- (f) Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the AGM which relates to the business of the meeting, although no answer need be given: (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on the Company's website; or (c) if it is undesirable in the best interests of the Company or the good order of the meeting.

Questions from our shareholders in relation to the AGM can be sent via email to **FGAGM@octopusinvestments.com**. The Company may, however, elect to provide answers to questions raised within a reasonable period of days after the conclusion of the AGM.

- (g) Members satisfying the thresholds in Section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement required to be placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

# Notice of Annual General Meeting continued

## Notes: continued

(h) Under Sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company:

- (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
- (ii) to include in the business to be dealt with at the meeting any matters (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless:

- (i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);
- (ii) it is defamatory of any person; or
- (iii) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

- (i) A copy of the Notice of AGM and the information required by Section 311A of the Companies Act 2006 is included on the Company's website, **[www.octopusinvestments.com/our-products/venture-capital-trusts/octopus-future-generations-vct/](http://www.octopusinvestments.com/our-products/venture-capital-trusts/octopus-future-generations-vct/)**. Copies of the Directors' letters of appointment, the Register of Directors' Interests in the Ordinary shares of the Company kept in accordance with the Listing Rules and a copy of the Memorandum and Articles of Association of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday from the date of this Notice until the AGM, and at the place of that meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion, subject to Covid-19 pandemic restrictions.
- (j) As at 27 October 2022 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 37,187,331 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 October 2022 are 37,187,331.

## Notes

## Notes continued



Designed by  
**lyonsbennett**  
[www.lyonsbennett.com](http://www.lyonsbennett.com)

Perivan 263848

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0800 316 2295

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