

**Ventus 2 VCT plc**

**Half-yearly Financial Report (unaudited)**

for the six month period ended 31 August 2018

Registered No: 05667210

**Contents**

	Page
Chairman's Statement	1
Principal Risks and Uncertainties	7
Going Concern	8
Directors' Responsibilities Statement	8
Investment Manager's Report	9
Directors and Advisers	20
Condensed Statement of Comprehensive Income	21
Condensed Statement of Financial Position	23
Condensed Statement of Changes in Equity	24
Condensed Statement of Cash Flows	26
Explanatory Notes to the Condensed Financial Statements	27

## **Chairman's Statement**

I am pleased to present the unaudited financial report of Ventus 2 VCT plc (the "Company") for the six month period ended 31 August 2018, which demonstrates continuing good performance.

The Company is now fully invested with a portfolio of companies operating wind, hydroelectric and landfill gas renewable energy assets. Details of the portfolio of investments held by the Company are set out in the Investment Manager's Report. Legislation changes for Venture Capital Trusts ("VCTs") prevent further investment by the Company in electricity generation projects.

## **Strategic Objectives**

The Company's key strategic objectives were described in the Annual Report for the year ended 28 February 2018 and remain unchanged. The Company's key objectives are:

- To achieve a sustainable level of dividends from the management of a portfolio of renewable energy assets held within a tax efficient VCT.
- To protect the capital of shareholders and to enhance its value by the active management of the assets operated by investee companies, which are generally joint venture companies.
- To manage the assets of the Company with a view to maximising their longevity and optionality.

## **Active portfolio management**

### *Achairn Energy Limited*

The Company holds an investment in Achairn Energy Limited, which operates a wind farm near Wick, Scotland. Achairn holds a 7.5MW grid connection, but has installed capacity of 6MW, leaving 1.5MW of grid capacity. The Investment Manager has negotiated a transaction with a neighbouring wind farm to use the excess grid capacity for a limited period. This is expected to result in additional cash flows to Achairn Energy Limited of approximately £4 million over the course of the life of the Achairn project. The neighbouring wind farm has recently received Renewables Obligation accreditation and therefore the additional projected revenues have been taken into account for the valuation of the Company's investment in Achairn Energy Limited.

The Investment Manager continues to look for additional opportunities to create value from investee company assets and expects to provide an update on this in the Annual Report.

### *Upper Falloch Power Limited*

Upper Falloch performed below expectations. Works were undertaken in June 2016 on the Upper Falloch hydro scheme and performance has improved. The fundamental issue concerns the design of the intake system. The 2016 works identified an issue with the intake chamber, in which water sits before it falls into the pipeline. A re-design of the intake chamber is now complete and work to implement the design have been completed recently, and will not be a cost to Upper Falloch. It is expected that these works will result in the scheme being capable of operating at its full capacity, subject to water resource. Until it can be demonstrated that the remedial works have improved the capacity of the scheme, the investment will be held at cost. The company expects to receive compensation for the reduced revenue received as a result of the initial design.

## **"D" share fund portfolio**

The "D" share fund hold's investments in three assets: Darroch Power Limited, Upper Falloch Power Limited and Bernard Matthews Green Energy Halesworth Limited.

As explained in the Company's Annual Report for the year ended 28 February 2018, the issues with Upper Falloch, together with lower than expected energy yield at Halesworth, reduced the revenue proceeds of the "D" share fund below expectations. As a result of the combination of these two factors the Directors considered it prudent to revise the dividend target for the financial year ending 28

## Ventus 2 VCT plc

February 2019 to 2.50p from 5.00p. The Board will update investors as to performance of the assets in the Company's Annual Report and remain confident in the long term value of these assets.

### **Net Asset Value, Results and Dividend – Ordinary Shares**

At 31 August 2018, the NAV of the ordinary share fund of the Company attributable to equity shareholders stood at £19,260,000 or 79.0p per ordinary share (28 February 2018: £19,074,000 or 78.2p per ordinary share).

The value of investments held by the Company's ordinary share fund at 31 August 2018 was £18,873,000 compared to £18,575,000 at 28 February 2018. The Investment Manager's Report provides further information about the valuation of all investee companies.

The income generated in the ordinary share fund during the six months ended 31 August 2018 totalled £608,000, of which £199,000 was loan stock interest and £409,000 was from dividends. This compares to total income of £241,000 for the six months ended 31 August 2017.

The revenue profit attributable to ordinary shareholders for the six month period ended 31 August 2018 was £449,000 or 1.84p per ordinary share (six month period ended 31 August 2017: £67,000 or 0.27p per ordinary share). The capital profit attributable to ordinary shareholders for the period was £347,000 or 1.42p per ordinary share (six month period ended 31 August 2017: capital loss of £148,000 or 0.60p per ordinary share), resulting in a net profit to ordinary shareholders for the period of £796,000 or 3.26p per ordinary share (six month period ended 31 August 2017: net loss of £81,000 or 0.33p per ordinary share).

On 8 August 2018, the Company paid a final dividend of 2.50p per ordinary share in respect of the year ended 28 February 2018. The Company has declared an interim dividend of 2.50p per ordinary share which will be paid on 16 January 2019 to all ordinary shareholders on the register as at the close of business on 14 December 2018.

### **Net Asset Value, Results and Dividend – "C" Shares**

At the period end, the NAV per "C" share of the Company stood at £14,949,000 or 132.5p per "C" share (28 February 2018: £15,147,000 or 134.2p per "C" share).

The value of investments held at 31 August 2018 by the "C" share fund was £14,599,000 compared to £14,514,000 at 28 February 2018.

The total income of the "C" share fund for the six months ended 31 August 2018 was £176,000, of which £158,000 was loan stock interest and £18,000 was from dividends. This compares with income generated by the "C" share fund of £494,000 in the six months ended 31 August 2017.

The revenue profit attributable to "C" shareholders for the period was £55,000 or 0.50p per "C" share (six month period ended 31 August 2017: £343,000 or 3.04p per "C" share). The capital gain attributable to "C" shareholders for the period was £255,000 or 2.26p per "C" share (six month period ended 31 August 2017: capital gain of £354,000 or 3.14p per "C" share), resulting in a net profit attributable to "C" shareholders for the six month period ended 31 August 2018 of £310,000 or 2.76p per "C" share (six month period ended 31 August 2017: £697,000 or 6.18p per "C" share).

On 8 August 2018, the Company paid a final dividend of 4.50p per "C" share in respect of the year ended 28 February 2018. The Company has declared an interim dividend of 4.00p per "C" share which will be paid on 16 January 2019 to all "C" shareholders on the register as at the close of business on 14 December 2018.

The Investment Manager is entitled to a performance-related incentive fee of £99,000 in respect of the Return attributable to the "C" share fund for the year ended 28 February 2018. The fee has been accrued in the Company's accounts. More information about the Investment Management fee is set out in note 3 to the financial statements.

**Net Asset Value, Results and Dividend – “D” Shares**

At the period end, the NAV per “D” share of the Company stood at £2,564,000 or 128.80p per “D” share (28 February 2018: £2,513,000 or 126.2p per “D” share).

The value of investments held at 31 August 2018 in the “D” share fund was £2,405,000 compared to £2,397,000 at 28 February 2018.

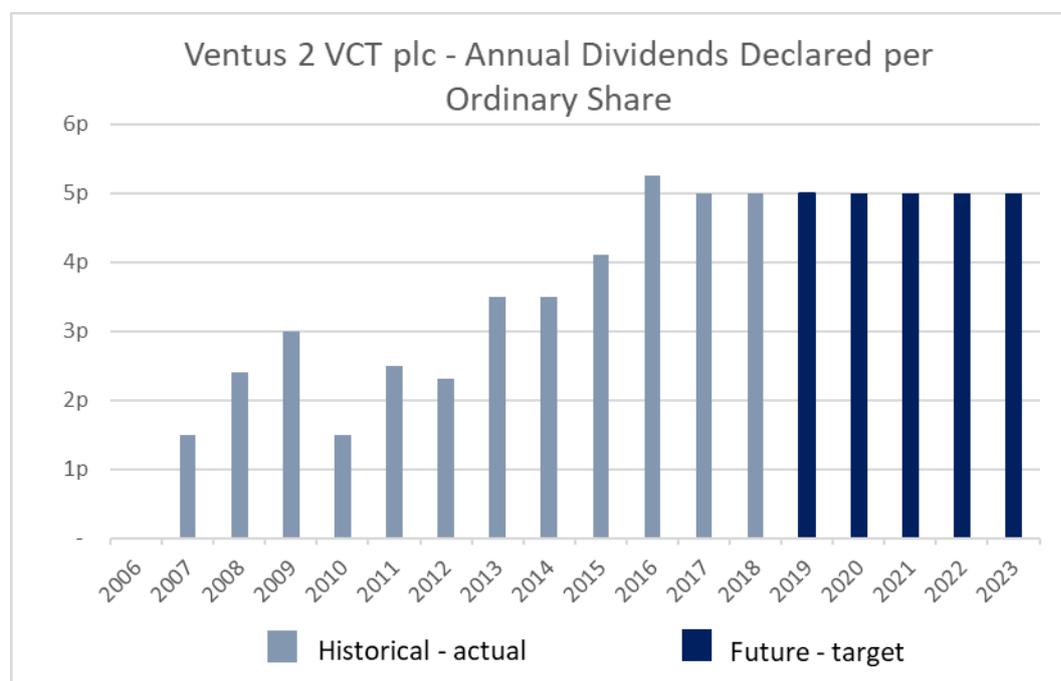
The total income of the “D” share fund for the six months ended 31 August 2018 was £79,000, of £36,000 which was loan stock interest and £43,000 was dividend income. This compares with income generated by the “D” share fund of £35,000 in the six months ended 31 August 2017.

The revenue profit attributable to “D” shareholders for the period was £61,000 or 3.07p per “D” share (six month period ended 31 August 2017: £16,000 or 0.79p per “D” share). The capital loss attributable to “D” shareholders for the period was £10,000 or 0.48p per “D” share (six month period ended 31 August 2017: capital loss of £35,000 or 1.74p per “D” share), resulting in a net profit attributable to “D” shareholders for the six month period ended 31 August 2018 of £51,000 or 2.59p per “D” share (six month period ended 31 August 2017: net loss of £19,000 or 0.95p per “D” share).

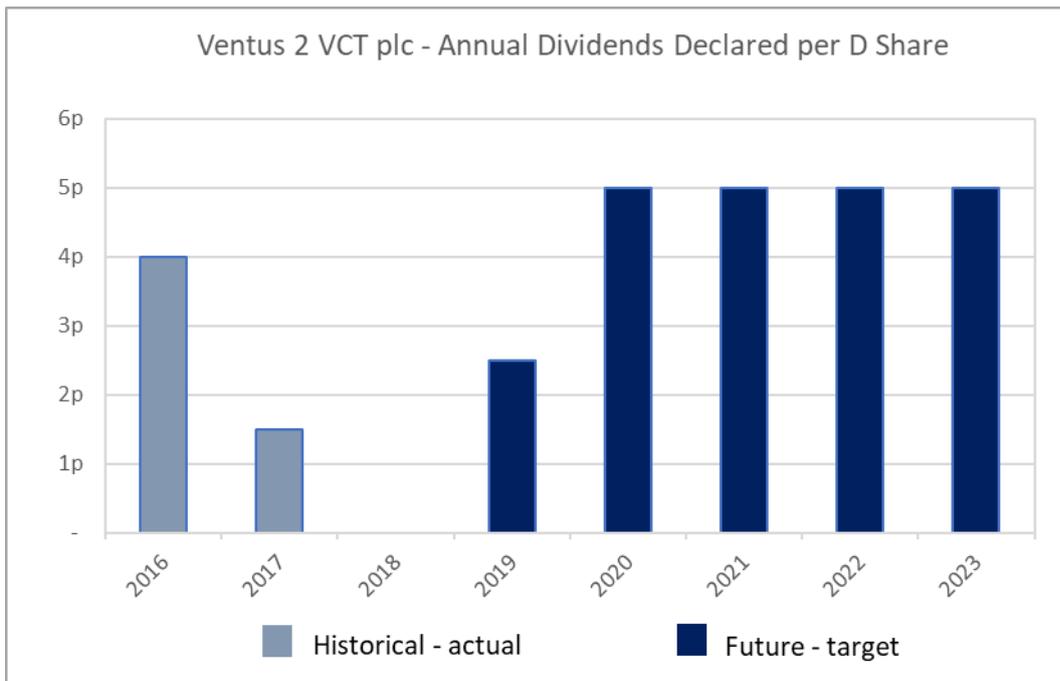
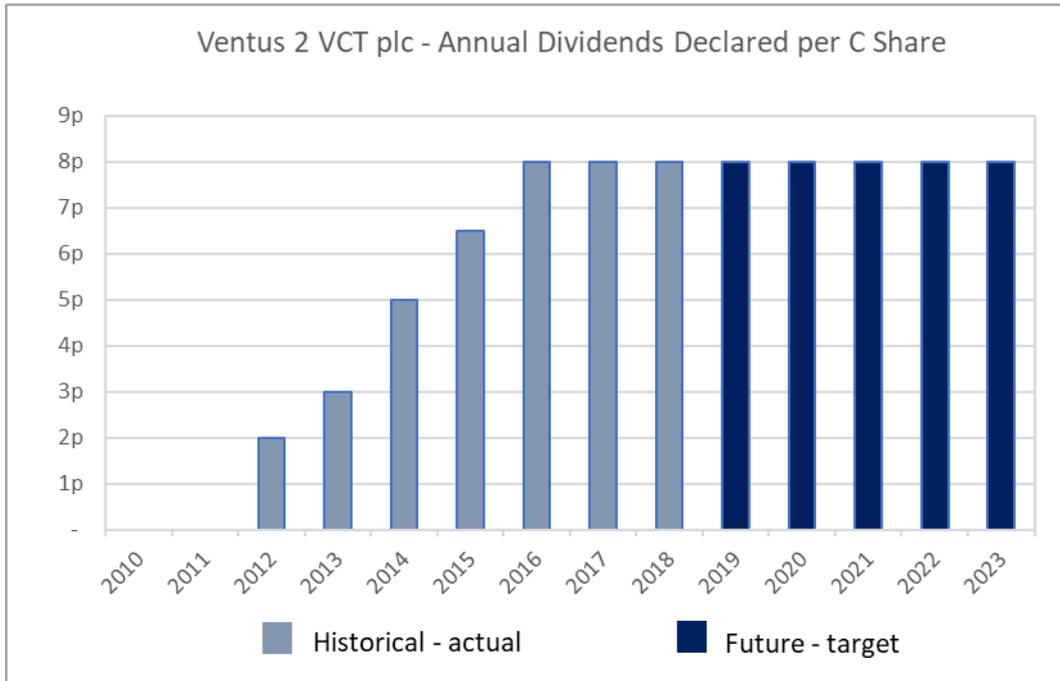
**Dividend policy**

As disclosed in the Annual Report for the year ended 28 February 2018, the Directors anticipate a realistic target range for the next five years of 5.00p per ordinary share per annum and 8.00p per “C” share per annum. Given the issues with the “D” share fund’s portfolio described above, the Directors revised the target for the year ending 28 February 2019 to 2.50p from 5.00p. The target for the following four years remains at 5.00p per “D” share per annum. It should be stressed that these are intentions only, and no forecasts are intended or should be inferred.

The charts below show historical annual dividends as well as target dividends for the next five years.



# Ventus 2 VCT plc



## Key performance indicators

The performance of the Company is reviewed in the Investment Manager's Report, including the Company's compliance with HM Revenue & Customs ("HMRC") VCT regulations.

The Directors consider the following key performance indicators, which are typical for VCTs, to best measure the Company's performance and to provide shareholders with a summary of how the business's objectives are being pursued:

### For the six months ended 31 August 2018

	Ordinary Shares		"C" Shares		"D" Shares		Total
	£000	Pence per share <sup>1</sup>	£000	Pence per share <sup>1</sup>	£000	Pence per share <sup>1</sup>	£000
Revenue profit attributable to equity shareholders	449	1.84	55	0.50	61	3.07	565
Capital gain/(loss) attributable to equity shareholders	347	1.42	255	2.26	(10)	(0.48)	592
Net gain attributable to equity shareholders	796	3.26	310	2.76	51	2.59	1,157
Dividends paid during the year	(610)	(2.50)	(508)	(4.50)	-	-	(1,118)
Total movement in equity shareholders' funds	186	0.76	(198)	(1.74)	51	2.59	39
Ongoing charges ratio <sup>2</sup>		3.23%		2.87%		2.78%	3.05%
	Ordinary Shares		"C" Shares		"D" Shares		Total
	£000	Pence per share <sup>3</sup>	£000	Pence per share <sup>3</sup>	£000	Pence per share <sup>3</sup>	£000
<b>As at 31 August 2018</b>							
Net asset value	19,260	79.0	14,949	132.5	2,564	128.8	36,773
Total shareholder return <sup>4</sup>	27,801	118.5	19,523	173.0	2,674	134.3	49,998

<sup>1</sup> The "per share" value is determined in respect of the weighted average number of shares in issue during the period, except in respect of the dividends paid in the period, which is determined on the basis of the number of shares eligible to receive dividends at the time the dividends were paid.

<sup>2</sup> The on-going charges ratio represents the Company's total operating expenditure during the period (excluding the Investment Manager's performance fee) as a percentage of the NAV of the Company at the period end.

The total annual running costs cap is set out in Note 3 to the financial statements.

<sup>3</sup> The "per share" value is determined in respect of the number of shares in issue at the period end, except in respect of the total shareholder return which includes dividends paid and is determined on the basis of the number of shares eligible to receive dividends at the time the dividends were paid.

<sup>4</sup> The total shareholder return represents the NAV at period end plus the cumulative dividends paid since incorporation.

**Key Information**

	<b>Ordinary Shares</b>	<b>C Shares</b>	<b>D Shares</b>
Net asset value as at 31 August 2018	£19.3m	£14.9m	£2.6m
Net asset value per share as at 31 August 2018	79.0p	132.5p	128.8p
Mid-market share price as at market close on 31 August 2018	69.5p	119.0p	120.0p
<b>Target dividend per share for year ending 28 February 2019:</b>			
Tax-free dividend *	5.0p	8.0p	2.5p
Equivalent pre-tax dividend to Higher Rate taxpayer **	7.4p	11.9p	3.7p
Equivalent pre-tax dividend to Additional Rate taxpayer **	8.1p	12.9p	4.0p
<b>Target dividend yield for year ending 28 February 2019 based on mid-market share price as at market close on 31 August 2018:</b>			
After tax	7.2%	6.7%	2.1%
Equivalent pre-tax dividend to Higher Rate taxpayer	10.7%	10.0%	3.1%
Equivalent pre-tax dividend to Additional Rate taxpayer	11.6%	10.9%	3.4%

\* Dividend targets are intentions only. No forecasts are intended or should be inferred. For eligible VCT investors (i.e., UK Residents aged over 18 years), there is no liability to tax on dividends and no Capital Gains Tax on realised gains. An investment limit of £200,000 per person per tax year applies.

\*\* Equivalent pre-tax yields are computed assuming a shareholder receives dividends from other sources in excess of the £2,000 per year tax-free dividend allowance (effective in tax year 2018/19). Higher rate taxpayers pay tax on dividends in excess of the £2,000 tax-free allowance at the rate of 32.5% and Additional Rate taxpayers (taxable income in excess of £150,000) pay tax on dividends in excess of the £2,000 tax-free allowance at the rate of 38.1%.

**VCT Qualifying Status**

The Company retains Philip Hare & Associates LLP to review its compliance with VCT regulations. The Directors are satisfied that the Company has continued to fulfil the conditions for maintaining VCT status.

**Alan Moore**

Chairman

29 October 2018

## Principal Risks and Uncertainties

Under the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, the Directors are required to identify those principal risks to which the Company is exposed and take appropriate steps to mitigate those risks. Other than the inherent risks associated with investment activities, which are discussed in the Investment Manager's Report, the risks described below are those which the Directors consider to be material. The Directors do not expect that the risks and uncertainties presented will change significantly over the current financial year.

- Failure to meet and maintain the investment requirements for compliance with HMRC VCT regulations may result in the Company losing its status as a VCT.

*The Board mitigates this risk by regularly reviewing investment management activity and each new investment with appropriately qualified advisers and, typically, by obtaining pre-approval from HMRC for each qualifying investment.*

- Inadequate control environment at service providers may lead to inaccurate reporting or misappropriation of assets.

*This risk is mitigated by only appointing service providers of a high standing under agreements that set out their responsibilities and by obtaining assurances from them that all exceptions have been reported to the Board. In addition, the Board has appointed an independent external party, Roffe Swayne, to report directly to the Board in respect of the Company's internal controls undertaken by the Investment Manager on behalf of the Company.*

- Non-compliance with the Listing Rules of the Financial Conduct Authority, Companies Act Legislation and other applicable regulations may result in termination of the Company's Stock Exchange listing or other sanctions.

*This risk is mitigated by employing external advisers fully conversant with applicable statutory and regulatory requirements who report regularly to the Board on the Company's compliance.*

- Reliance on the UK Government's continued support for the renewable energy sector and the risk of adverse changes in the application of government policies particularly in respect of the renewable energy sector and tax legislation.

*The future level of Government-mandated support for renewables has important implications for the industry and could impact the value of investments the Company has made in companies which own and operate renewable projects. However, the Directors believe that existing renewable energy tariffs supporting the assets owned by investee companies are secure.*

- The financial returns to the Company are dependent on the price of electricity its investee companies are able to sell through power purchase agreements. The value of the Company's investments is dependent on projected wholesale electricity prices.

*This risk is mitigated because investee companies have negotiated fixed or floor price mechanisms into the power purchase agreements they have entered into for the sale of their generated output. However, in the longer term, beyond the period of these agreements, the Company is exposed to wholesale prices to a greater degree. The Investment Manager's Report includes information about the average remaining tenor of the fixed price contracts and the sensitivity of the value of the Company's investments to changes in energy prices.*

- The values of the Company's wind farm and hydro-electricity investments are dependent on expectations of the level of electricity export of each asset, which are driven by expectations of the long-term wind or rainfall conditions. It is possible that expectations of long-term climatic conditions may change over the life time of each investment. The Company's revenues and dividends to shareholders are dependent on actual wind and rainfall conditions.

*The Investment Manager's Report includes information about the sensitivity of the values of the Company's investments to changes in electricity export assumptions. The Company's dividend targets are based on long-term average climatic conditions.*

## Going Concern

The Directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the accounts. The Company's major cash flows are within the Company's control (namely dividends) or are reasonably predictable (namely the operating expenses). The Company is able to forecast cash inflows comprising proceeds from investments to a reasonable degree. Having reviewed a cash flow forecast for the next 18 months, the Board has a reasonable expectation that the Company is able to continue in operational existence for a period of at least 12 months from the date of this report.

## Directors' Responsibilities Statement

The Directors acknowledge responsibility for the interim results and approve this half-yearly report. The Directors confirm that to the best of their knowledge:

- (a) the condensed financial statements have been prepared in accordance with International Accounting Standard 34 ("IAS 34") *Interim Financial Reporting* and give a true and fair view of the assets, liabilities, financial position and the profit or loss of the Company as required by Disclosure Guidance and Transparency Rule ("DTR") 4.2.4R;
- (b) the interim management report, included within the Chairman's Statement and Investment Manager's Report, includes a fair review of the information required by DTR 4.2.7R, being the significant events of the first half of the year and the principal risks and uncertainties for the remaining six months of the year as set out on page 7; and
- (c) the condensed financial statements include a fair review of related party transactions and changes thereto, as required by DTR 4.2.8R.

The Responsibility Statement has been approved by the Board.

**Paul Thomas**

**Director**

29 October 2018

## Investment Manager's Report

In line with the strategic objectives set by the Board, the Investment Manager has continued to focus the Company's activities on renewable energy investments generating stable long-term income with the objective of providing predictable dividends to shareholders.

The three share funds of the Company are fully invested in companies that own operating wind, hydroelectric or landfill gas projects. All development investments have either been completed, sold or written off.

With effect from 6 April 2016, investments made in all energy generation activities (including the export of electricity and the production of gas or other fuel) are not regarded as a qualifying trade under current VCT regulations.

Further changes to VCT regulations were introduced in the Finance Act 2016 which restrict VCTs to making only qualifying investments and certain limited investments for liquidity purposes. All other non-qualifying investments are prohibited.

As such the Company is limited in its ability to make further investments in accordance with the Investment Policy and, currently, has no plans to make further investment. The VCT restrictions described above do not affect the Company's existing investments.

The ordinary share fund of the Company has investments in companies operating eight UK wind farms with an aggregate installed capacity of 69.35 megawatts. Five of these investee companies are also owned in part by the "C" share fund and one such company is also owned in part by the "D" share fund. The ordinary share fund also has investments in three companies with hydroelectric projects with combined capacity of 4.79 megawatts. Two of those companies (Darroch Power Limited and Upper Falloch Power Limited) are also owned in part by the "C" share and "D" share funds. These projects were completed in December 2015 and are now operational. Finally, the ordinary share fund has an investment in a company operating a landfill gas project with a capacity of 2.30 megawatts.

The "C" share fund has investments in companies operating seven UK wind farms with an aggregate installed capacity of 75.15 megawatts. Five of these seven companies are also owned in part by the ordinary share fund and one is also owned in part by the "D" share fund. The "C" share fund has also invested jointly with the ordinary and "D" shares in Darroch Power Limited and Upper Falloch Power Limited (2.80 megawatts combined).

The "D" share fund currently has three operational investments. Bernard Matthews Green Energy Halesworth Limited operates a 10.25 megawatt wind farm and is also owned in part by the ordinary and "C" share funds. The "D" share fund has also invested jointly with the ordinary and "C" shares in Darroch Power Limited and Upper Falloch Power Limited (2.80 megawatts combined).

## Ventus 2 VCT plc

The following table shows key information about the renewable energy projects owned by the Company's investee companies:

	Capacity	Operational	Location	Output as % of budget - 6 months ended 31 Aug 2018	Investment held by		
					Ord Share Fund	C Share Fund	D Share Fund
	MW	since					
<b><u>Operational Wind</u></b>							
Achairn Energy Limited	6.00	May 2009	Caithness, Scotland	87.5%	✓		
A7 Lochhead Limited	6.00	Jun 2009	Lanarkshire, Scotland	95.1%	✓		
Greenfield Wind Farm Limited	12.30	Mar 2011	Lanarkshire, Scotland	98.1%	✓	✓	
Biggleswade Wind Farm Limited	20.00	Dec 2013	Bedfordshire	91.4%	✓	✓	
Eye Wind Power Limited	6.80	Apr 2014	Suffolk	97.5%	✓		
BMGE Pickenham Ltd/North Pickenham Energy Ltd	4.00	Apr 2014	Norfolk	96.8%	✓	✓	
BMGE Weston Ltd/Weston Airfield Investments Ltd	4.00	Apr 2014	Norfolk	89.5%	✓	✓	
AD Wind Farmers Ltd (Allt Dearg Windfarmers LLP)	10.20	Dec 2012	Argyll and Bute, Scotland	99.3%		✓	
White Mill Windfarm Limited	14.40	Aug 2012	Cambridgeshire	99.7%		✓	
BMGE Halesworth Limited	10.25	Aug 2015	Suffolk	86.1%	✓	✓	✓
<b><u>Operational Hydro</u></b>							
Osspower Limited (Allt Fionn)	1.99	Jul 2012	Near Loch Lomond, Scotland	92.7%	✓		
Darroch Power Limited (Derrydarroch)	1.90	Dec 2015	Near Loch Lomond, Scotland	98.7%	✓	✓	✓
Upper Falloch Power Limited	0.90	Dec 2015	Near Loch Lomond, Scotland	49.5%	✓	✓	✓
<b><u>Operational Landfill Gas</u></b>							
Renewable Power Systems (Dargan Road) Limited	2.30	Aug 2009	Belfast, Northern Ireland	*	✓		

\* The revenues earned by Renewable Power Systems (Dargan Road) Limited consist primarily of generator availability payments and are not dependent on electricity output.

The performance of the assets owned by the investee companies was generally good during the period. Availability of the turbines has been good. Wind speeds and rainfall have been below average.

The hydro scheme operated by Upper Falloch Limited has performed below expectations predominantly because of a sizing issue with the water intake chamber. A solution was implemented in June 2016 to increase the water capture of the intake, after which time the performance has significantly improved. However, this highlighted a further, smaller issue in relation to the level of pressure in the pipeline. Further analysis of the underlying data was undertaken to determine whether generation levels could be improved. Consultant engineers have subsequently redesigned the intake and the work to improve the intake was carried out in Summer 2018 and is now complete. The company expects to receive compensation for the reduced revenue received as a result of the initial design and for the cost of the work to remedy the design fault. The investment continues to be held at cost until it can demonstrate that the redesigned intake is working as it should.

## Ventus 2 VCT plc

The Investment Manager is working actively to increase the value of the Company's portfolio through improvements in the operations of underlying assets and, when possible, the optimisation of the financial structure of investee companies.

Each of the investee companies with operational assets has been financed with senior debt. The percentage average loan-to-value and the average remaining tenor of the debt finance of the investee companies with operational assets is set out below for each share fund's portfolio:

	<b>Ordinary Share</b>	<b>"C" Share</b>	<b>"D" Share</b>
Percentage Loan-to-Value	50%	51%	59%
Average remaining tenor of loan (years)	10.6	10.9	12.8

## Ordinary share portfolio

A summary of the ordinary share fund's investment valuations as at 31 August 2018 and gains and losses during the six months ended 31 August 2018 is given below:

		Voting rights	Investment value			Investment cost			Unrealised gain/(loss) 6 months to 31 August 2018	Investment value as at 28 February 2018	Investment cost as at 28 February 2018
			Shares	Loans	Total	Shares	Loans	Total			
		as at 31 August 2018	£000	£000	£000						
		%	£000	£000	£000	£000	£000	£000	£000	£000	
<b>Operational wind</b>											
Achairn Energy Limited	* Q	40.40%	3,839	1,101	4,940	1,226	1,051	2,277	304	4,684	2,325
A7 Lochhead Limited	* Q	20.00%	771	-	771	568	-	568	(6)	776	568
Greenfield Wind Farm Limited	* PQ	16.65%	1,897	1,143	3,040	666	996	1,662	30	3,053	1,705
Biggleswade Wind Farm Limited	* Q	3.50%	478	204	682	86	188	274	13	723	328
Eye Wind Power Limited	** Q	35.38%	2,248	-	2,248	1,480	-	1,480	(76)	2,324	1,480
Bernard Matthews Green Energy Weston Limited	* Q	50.00%	758	-	758	500	-	500	29	729	500
Bernard Matthews Green Energy Pickenham Limited	* Q	50.00%	717	-	717	500	-	500	59	658	500
Bernard Matthews Green Energy Halesworth Limited	** Q	10.09%	720	-	720	351	-	351	39	681	351
<b>Operational companies in the wind sector</b>											
Firefly Energy Limited	* Q	50.00%	-	9	9	200	30	230	-	9	230
<b>Operational landfill gas</b>											
Renewable Power Systems (Dargan Road) Limited	Q	50.00%	743	726	1,469	780	672	1,452	33	1,492	1,508
<b>Operational small hydro</b>											
Osspower Limited	Q	50.00%	3,047	-	3,047	300	-	300	94	2,953	300
Darroch Power Limited	* Q	11.46%	321	51	372	20	46	66	(21)	393	66
Upper Falloch Power Limited	* Q	10.97%	69	31	100	8	31	39	-	100	39
<b>Realised investments</b>											
Redeven Energy Limited	* Q	50.00%	-	-	-	-	130	130	-	-	130
<b>Total</b>			15,608	3,265	18,873	6,685	3,144	9,829	498	18,575	10,030

**Q** Investment complies with VCT regulations on qualifying holdings.

**PQ** Part of the investment complies with VCT regulations on qualifying holdings.

\* A company in which Ventus VCT plc has also invested (or in which Ventus VCT plc had invested prior to the investment being realised).

\*\* A company in which Ventus VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital Limited.

**“C” share portfolio**

A summary of the “C” share fund’s investment valuations as at 31 August 2018 and gains and losses during the six months ended 31 August 2018 is given below:

	Voting rights	Investment value			Investment cost			Unrealised gain/(loss) 6 months to 31 August 2018	Investment value Total as at 28 February 2018	Investment cost Total as at 28 February 2018	
		Shares	Loans	Total	Shares	Loans	Total				
		as at 31 August 2018	£000	£000	£000						
		%	£000	£000	£000	£000	£000	£000	£000	£000	
<b>Operational wind</b>											
Greenfield Wind Farm Limited	* PQ	12.50%	1,425	858	2,283	500	748	1,248	23	2,292	1,280
White Mill Windfarm Limited	* PQ	25.00%	2,839	-	2,839	1,000	-	1,000	112	2,727	1,000
AD Wind Farmers Limited	* Q	50.00%	1,137	-	1,137	1,000	-	1,000	40	1,097	1,000
Biggleswade Wind Farm Limited	* Q	21.50%	2,937	1,251	4,188	527	1,155	1,682	79	4,440	2,013
Weston Airfield Investments Limited	* Q	50.00%	1,797	-	1,797	1,000	-	1,000	80	1,717	1,000
North Pickenham Energy Limited	* Q	50.00%	1,580	-	1,580	1,000	-	1,000	99	1,481	1,000
Bernard Matthews Green Energy Halesworth Limited	** Q	5.63%	403	-	403	300	-	300	22	381	300
<b>Operational small hydro</b>											
Darroch Power Limited	* Q	4.22%	119	146	265	52	133	185	(7)	272	185
Upper Falloch Power Limited	* Q	2.79%	17	90	107	17	90	107	-	107	107
<b>Realised investments</b>											
Iceni Renewables Limited	* Q	50.00%	-	-	-	400	18	418	-	-	418
<b>Total</b>			12,254	2,345	14,599	5,796	2,144	7,940	448	14,514	8,303

**Q** Investment complies with VCT regulations on qualifying holdings.

**PQ** Part of the investment complies with VCT regulations on qualifying holdings.

\* A company in which Ventus VCT plc has also invested (or in which Ventus VCT plc had invested prior to the investment being realised).

\*\* A company in which Ventus VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital Limited.

## “D” share portfolio

A summary of the “D” share fund’s investment valuations as at 31 August 2018 and gains and losses during the six months ended 31 August 2018 is given below:

	Voting rights	Investment value			Investment cost			Unrealised gain/ (loss) 6 months to 31 August 2018	Investment value Total as at 28 February 2018	Investment cost Total as at 28 February 2018	
		Shares	Loans	Total	Shares	Loans	Total				
	as at 31 August 2018	£000	£000	£000							
	%	£000	£000	£000	£000	£000	£000	£000	£000	£000	
<b>Operational wind</b>											
Bernard Matthews Green Energy Halesworth Limited	** Q	13.38%	956	-	956	712	-	712	52	904	712
<b>Operational small hydro</b>											
Darroch Power Limited	* Q	25.50%	717	358	1,075	319	325	644	(44)	1,119	644
Upper Falloch Power Limited	* Q	29.58%	185	189	374	185	189	374	-	374	374
<b>Total</b>			1,858	547	2,405	1,216	514	1,730	8	2,397	1,730

**Q** Investment complies with VCT regulations on qualifying holdings.

\* A company in which Ventus VCT plc has also invested (or in which Ventus VCT plc had invested prior to the investment being realised).

\*\* A company in which Ventus VCT plc and Temporis Capital Renewable Infrastructure EIS Fund have also invested. The Company, Ventus VCT plc and Temporis Capital Renewable Infrastructure EIS Fund are managed by Temporis Capital Limited.

## Valuation of Investments

It is the accounting policy of the Company to hold its investments at fair value. The Company's investments in investee companies which operate renewable energy assets are valued using a discounted cash flow methodology. The Company has applied a discount rate to the unleveraged cash flows to determine the enterprise value of the investee company and then has subtracted the market value of any senior debt (including any prepayment fees and swap break costs) to calculate the value of the equity and/or mezzanine debt in the investee company. The discount rates used to value the unleveraged cash flows of investee companies range from 6.75% to 10.00% with discount rates applied to the cash flows of operating wind farms of 7.75%.

In the discounted cash flow analyses for the valuations as at 31 August 2018, the Company has chosen to increase the assumed level of inflation for the year ending 31 March 2019 to 3%, (reflecting the higher realised RPI during the current year) before reverting to 2.5% for the long-term assumption, which remains unchanged from the 28 February 2018 and 31 August 2017 valuation assumptions.

The key assumptions that have a significant impact on discounted cash flow valuations for these assets are the discount rate, the price at which the power and associated benefits can be sold, the amount of electricity the investee companies' generating assets are expected to produce, the length of the operating life of the assets and operating costs.

The fair value of the Company's investments in project companies which have not passed an initial satisfactory operational period are determined to be the price of investment subject to a periodic impairment review.

Assumptions about the length of the operating lives of the renewable energy assets have been made in determining the value of the investee companies. It has been assumed the operating life of a wind farm is 25 years from date of first operation, previously with an assumed reduction in availability in the final five years of operation. However, to keep in line with the market, for the valuations as at 31 August 2018 it has been assumed that the availability will remain the same over the whole life of the asset. Operating and maintenance costs are assumed to increase as the asset ages. An active market for the sale of renewable energy projects has developed and, as part of that, participants have generally adopted a 25 year operating life assumption in valuing these assets with consistent availability throughout the life of the asset.

The assumption for the operating lives of hydroelectric assets has not changed. The assumption used in the valuation models of the hydro investments is a rolling 25 year period from date of valuation. Hydro assets are generally considered to be longer-life than wind energy assets. However, there is very little consistency in the market as to the assumed operating life for hydro assets and electricity price projections beyond 25 years are very uncertain. For that reason, the Directors do not believe a change in assumption is supportable for the hydroelectric assets at the current time. The operating life assumptions for both wind energy and hydroelectric assets will be regularly reviewed in order that they may be kept in line with industry convention.

The landfill gas investment is valued based on the revenues it is expected to earn for the Company from providing generators to the landfill gas scheme over the period in which it is contracted.

### Sensitivity of Net Asset Value to Changes in Key Assumptions

The charts below illustrate the sensitivity of the NAV of the Company's share funds to changes of certain key input assumptions applied to the unleveraged cash flows in the valuation models for the remaining assumed operating lifetime of the underlying assets.

The price at which the output from the generating assets is sold is a factor of both wholesale electricity prices and Government subsidies. The selling price is often fixed in the medium term under power purchase agreements. For periods outside the terms of these agreements the assumed future prices are estimated using external third party forecasts which take the form of specialist consultancy reports. In respect of each share fund, the percentage of the investee companies with a fixed electricity price and the average remaining tenor of the fixed price is as follows:

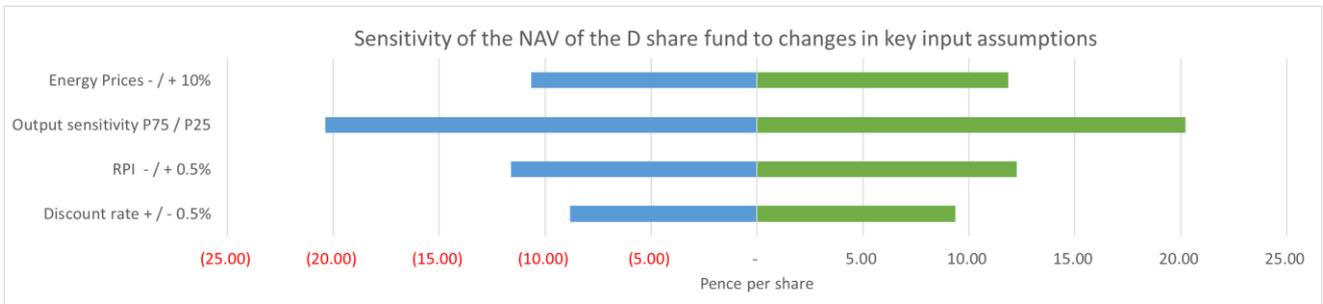
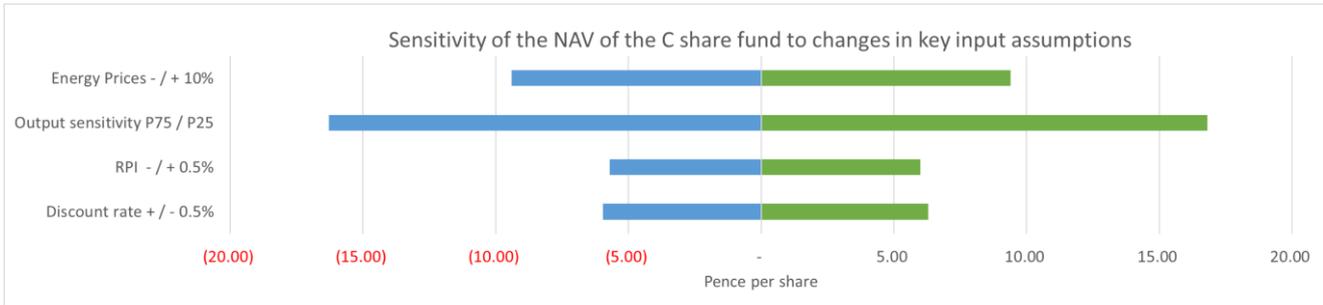
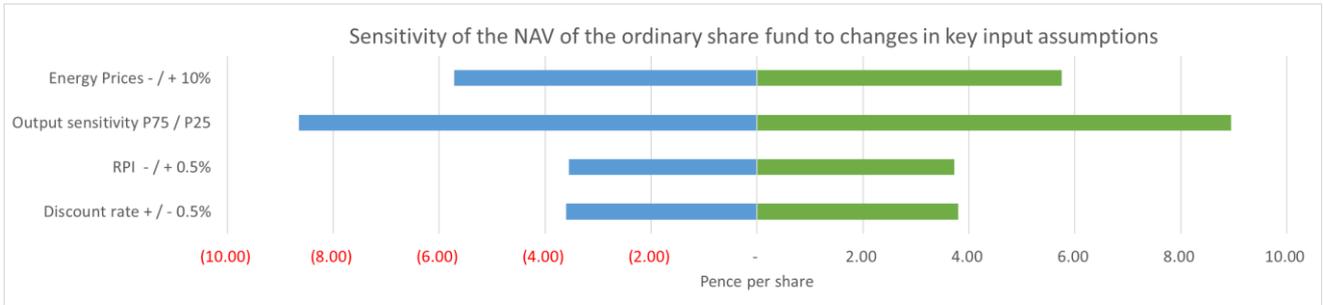
	Ordinary Share	"C" Share	"D" Share
Percentage of investee companies with a fixed electricity price	83%	89%	67%
Average remaining tenor of the fixed electricity price (years)	2.6	2.9	0.8

Forecast electricity prices have risen appreciably in the near term, but have fallen in the medium to long term. Each share class has a different exposure level to electricity prices; for example eight of the nine assets in the C share class have fixed price sale arrangements through to between 2019 and 2024. Therefore, the values of such assets do not benefit from near term projected increases in electricity prices yet do suffer from projected decreases in mid to long term power prices. The sensitivity of the value of each share fund's assets to changes in projected electricity prices will be affected by the proportion of investee companies with fixed price contracts and the tenor of those contracts.

Specifically commissioned external consultant reports are used to estimate the expected generating output of the investee company's generating assets taking into account their type and location. The analysis set out below describes the sensitivity of each share fund's NAV to a higher (P75) or lower (P25) probability of exceedance of the forecast long term average output versus the base case (P50).

The discount factor and inflation rate applied to the cash flows are regularly reviewed by the Investment Committee of the Investment Manager to ensure they are set at the appropriate levels. The Investment Committee and the Board will also give consideration to the specific performance characteristics of the particular type of generating technology being used. The range of discount factors which form the base case in the sensitivity analysis is set out in the section above. The base case inflation rate (RPI) used in the sensitivity analysis is 3% for the year ending 31 March 2019 before reverting to 2.5% for the long-term assumption.

# Ventus 2 VCT plc



### **Investment Policy**

The Company has focused on investing in companies developing renewable energy projects with installed capacities of up to 20 megawatts. Investments are generally in companies which own and operate projects initiated by specialist small-scale developers and smaller projects which are not attractive to large development companies and utilities.

#### *Asset Allocation*

The Investment Manager has allocated the Company's investments in equity securities and loan stock of companies owning renewable energy projects, primarily wind energy and hydroelectric.

When there is a conflict or potential conflict of interest between the investment strategy of the Company and that of another fund managed by Temporis Capital Limited, the matter is referred to the Investment Manager's compliance officer who ensures any conflicts are dealt with fairly. Any investment made in a company in which another fund managed by the Investment Manager has invested or intends to invest will be approved by the Directors who are independent of the Investment Manager, unless the investment is made at the same time and on the same terms or in accordance with a specific pre-existing agreement between the Company and the Investment Manager.

The Company's policy is to maintain cash reserves of at least 5% of net proceeds raised from share offers for the purpose of meeting operating expenses. Circumstances may arise which would require the Company to hold less than 5% of net proceeds in cash for a limited period of time.

In order to comply with VCT requirements, at least 70% by value of the Company's investments are required to be comprised of qualifying investments (80% for accounting period beginning after 5 April 2019, so from 1 March 2020 for the Company).

The Company typically owns 25% to 50% of the equity share capital of each investee company and a portion of its investment in each investee company may be in the form of loan stock.

The Company's uninvested funds are placed on deposit.

#### *Risk Diversification*

The geographical focus of the Company's portfolio is the UK and the majority of investments made to date are in the wind sector. Funds are invested in a range of companies with small-scale projects so project risk is not concentrated in only a few schemes. All projects contained within the portfolio are now operational. Investments were made via subscriptions for new share capital or via loan stock instruments in order to secure a negotiated level of return from the project. The majority of investments are made in special purpose companies set up specifically to develop each project.

#### *Gearing*

The Company has not borrowed funds for investment purposes. However, the Company is exposed to gearing through its investee companies which have typically funded the construction costs of each project through senior debt which is non-recourse to the Company. The Investment Manager is involved in assisting investee companies in negotiating the terms of this finance to ensure competitive terms are achieved. The interest rate is typically fixed for the duration of the loan so that investee companies are not exposed to changes in market interest rates.

To the extent that borrowing is required by the Company for any purpose, the Directors will restrict the borrowings of the Company. The aggregate principal amount at any time outstanding in respect of money borrowed by the Company will not, without the previous sanction of an ordinary resolution of the Company, exceed a sum equal to 10% of the adjusted share capital and reserves of the Company in accordance with its Articles.

## Ventus 2 VCT plc

### *Maximum Exposures*

In order to gauge the maximum exposure of the Company to various risks, the following can be used as a guide:

i) Investments in qualifying holdings

Under VCT regulations, at least 70% of the Company's funds should be invested in qualifying holdings (80% for accounting period beginning after 5 April 2019, so from 1 March 2020 for the Company). When there is an issue of new shares, the 70% requirement does not apply to the new funds raised for any accounting periods which end earlier than three years from the date of allotment of the new shares.

For the purposes of the 70% qualifying holdings requirement, disposals of qualifying investments for cash may be disregarded for a period of six months. Where a VCT breaches any requirement due to factors outside of its control, it may apply to HMRC for a determination that the breach will be disregarded for a period of 90 days while the breach is remedied.

ii) Concentration limits

Under VCT regulations, no more than 15% of the Company's total assets should be in a single investee company at the time the investment is made in that investee company.

### **Temporis Capital Limited**

Investment Manager

29 October 2018

Ventus 2 VCT plc

## Directors and Advisers

### Directors

Alan Moore OBE (Chairman)  
Paul Thomas  
Colin Wood

### Investment Manager and Registered Office

Temporis Capital Limited  
Berger House  
36-38 Berkeley Square  
London  
W1J 5AE

### Company Secretary

The City Partnership (UK) Limited  
110 George Street  
Edinburgh  
EH2 4LH

### Principal Banker

Barclays Bank plc  
1 Churchill Place  
London  
E14 5HP

### Auditor

BDO LLP  
55 Baker Street  
London  
W1U 7EU

### VCT Taxation Adviser

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

### Solicitors

Howard Kennedy LLP  
No. 1 London Bridge  
London  
SE1 9BG

### Broker

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

### Registrars

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

### Internal Auditor

Roffe Swayne  
Ashcombe Court  
Godalming  
Surrey  
GU7 1LQ

### Website

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

### Depository

Estera Depository (UK) Limited  
The Innovation Centre  
Northern Ireland Science Park  
Queen's Road  
Belfast  
BT3 9DT

**Condensed Statement of Comprehensive Income (unaudited)**

For the six month period ended 31 August 2018

	Note	Ordinary Shares			"C" Shares			"D" Shares			Total		
		Revenue £000	Capital £000	Total £000									
Net unrealised gains on investments	6	-	499	499	-	448	448	-	8	8	-	955	955
Income from Investments		608	-	608	176	-	176	79	-	79	863	-	863
Investment management fees	3	(54)	(162)	(216)	(68)	(202)	(270)	(7)	(22)	(29)	(129)	(386)	(515)
Other expenses		(95)	-	(95)	(44)	-	(44)	(7)	-	(7)	(146)	-	(146)
<b>Profit/(loss) before taxation</b>		459	337	796	64	246	310	65	(14)	51	588	569	1,157
Taxation	4	(10)	10	-	(9)	9	-	(4)	4	-	(23)	23	-
<b>Profit/(loss) and total comprehensive income attributable to equity shareholders</b>		449	347	796	55	255	310	61	(10)	51	565	592	1,157
<b>Earnings per share</b>													
Basic and diluted earnings per share (p)	5	1.84	1.42	3.26	0.50	2.26	2.76	3.07	(0.48)	2.59			

The Company has only one class of business and derives its income from investments made in the UK.

The total column of this statement represents the Statement of Comprehensive Income, prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as adopted by the European Union. The revenue and capital columns shown above constitute supplementary information prepared under the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2014 ("SORP") published by the Association of Investment Companies.

The accompanying notes on pages 27 to 34 form an integral part of these Financial Statements.

**Condensed Statement of Comprehensive Income (unaudited)**

For the six month period ended 31 August 2017

Note	Ordinary Shares			"C" Shares			"D" Shares			Total			
	Revenue £000	Capital £000	Total £000										
Net unrealised gain/(loss) on investments	6	-	24	24	-	628	628	-	(15)	(15)	-	637	637
Income from investments		241	-	241	494	-	494	35	-	35	770	-	770
Investment management fees	3	(61)	(184)	(245)	(96)	(288)	(384)	(8)	(24)	(32)	(165)	(496)	(661)
Other expenses		(101)	-	(101)	(46)	5	(41)	(7)	-	(7)	(154)	5	(149)
<b>Profit/(loss) before taxation</b>		79	(160)	(81)	352	345	697	20	(39)	(19)	451	146	597
Taxation	4	(12)	12	-	(9)	9	-	(4)	4	-	(25)	25	-
<b>Profit/(loss) and total comprehensive income for the year attributable to equity shareholders</b>		67	(148)	(81)	343	354	697	16	(35)	(19)	426	171	597
<b>Earnings per share</b>													
Basic and diluted return per share (p)	5	0.27	(0.60)	(0.33)	3.04	3.14	6.18	0.79	(1.74)	(0.95)			

The Company has only one class of business and derives its income from investments made in the UK.

The total column of this statement represents the Company's Statement of Comprehensive Income, prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards as adopted by the European Union. The revenue and capital columns shown above constitute supplementary information prepared under the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" 2014 ("SORP") published by the Association of Investment Companies.

The accompanying notes on pages 27 to 34 form an integral part of these Financial Statements.

**Condensed Statement of Financial Position (unaudited)**

As at 31 August 2018

As at 31 August 2018  
(unaudited)As at 28 February 2018  
(audited)

		Ordinary Shares	"C" Shares	"D" Shares	Total	Ordinary Shares	"C" Shares	"D" Shares	Total
	Note	£000	£000	£000	£000	£000	£000	£000	£000
<b>Non-current assets</b>									
Investments	6	18,873	14,599	2,405	35,877	18,575	14,514	2,397	35,486
		<u>18,873</u>	<u>14,599</u>	<u>2,405</u>	<u>35,877</u>	<u>18,575</u>	<u>14,514</u>	<u>2,397</u>	<u>35,486</u>
<b>Current assets</b>									
Trade and other receivables		199	201	158	558	199	210	122	531
Cash and cash equivalents		247	296	69	612	383	463	32	878
		<u>446</u>	<u>497</u>	<u>227</u>	<u>1,170</u>	<u>582</u>	<u>673</u>	<u>154</u>	<u>1,409</u>
<b>Total assets</b>		<u>19,319</u>	<u>15,096</u>	<u>2,632</u>	<u>37,047</u>	<u>19,157</u>	<u>15,187</u>	<u>2,551</u>	<u>36,895</u>
<b>Current liabilities</b>									
Trade and other payables		(59)	(147)	(68)	(274)	(83)	(40)	(38)	(161)
<b>Net current assets</b>		<u>387</u>	<u>350</u>	<u>159</u>	<u>896</u>	<u>499</u>	<u>633</u>	<u>116</u>	<u>1,248</u>
<b>Net assets</b>		<u>19,260</u>	<u>14,949</u>	<u>2,564</u>	<u>36,773</u>	<u>19,074</u>	<u>15,147</u>	<u>2,513</u>	<u>36,734</u>
<b>Equity attributable to equity holders</b>									
Share capital		6,097	2,832	498	9,427	6,097	2,832	498	9,427
Capital redemption reserve		2,105	-	-	2,105	2,105	-	-	2,105
Share premium		-	-	1,433	1,433	-	-	1,433	1,433
Special reserve		12,542	7,529	-	20,071	12,703	7,725	-	20,428
Capital reserve – realised		(11,292)	(2,552)	(165)	(14,009)	(11,140)	(2,359)	(147)	(13,646)
Capital reserve – unrealised		9,808	7,139	675	17,622	9,309	6,691	667	16,667
Revenue reserve		-	1	123	124	-	258	62	320
<b>Total equity</b>		<u>19,260</u>	<u>14,949</u>	<u>2,564</u>	<u>36,773</u>	<u>19,074</u>	<u>15,147</u>	<u>2,513</u>	<u>36,734</u>
<b>Basic and diluted net asset value per share (p)</b>	7	<b>79.0</b>	<b>132.5</b>	<b>128.8</b>		<b>78.2</b>	<b>134.2</b>	<b>126.2</b>	

Approved by the Board and authorised for issue on 29 October 2018.

**Paul Thomas**  
Director

The accompanying notes on pages 27 to 34 form an integral part of these Financial Statements.

Ventus 2 VCT plc. Registered No: 05667210

## Condensed Statement of Changes in Equity (unaudited)

for the six month period ended 31 August 2018

	Share capital	Capital redemption reserve	Share premium	Special reserve	Capital reserve realised	Capital reserve unrealised	Revenue reserve	Total
	£000	£000	£000	£000	£000	£000	£000	£000
<b>Ordinary Shares</b>								
<b>At 1 March 2018</b>	6,097	2,105	-	12,703	(11,140)	9,309	-	19,074
Transfer of special reserve to revenue reserve	-	-	-	(161)	-	-	161	-
Profit/(loss) and total comprehensive income for the period	-	-	-	-	(152)	499	449	796
Dividends paid in the period	-	-	-	-	-	-	(610)	(610)
<b>At 31 August 2018</b>	<b>6,097</b>	<b>2,105</b>	<b>-</b>	<b>12,542</b>	<b>(11,292)</b>	<b>9,808</b>	<b>-</b>	<b>19,260</b>
<b>"C" Shares</b>	£000	£000	£000	£000	£000	£000	£000	£000
<b>At 1 March 2018</b>	2,832	-	-	7,725	(2,359)	6,691	258	15,147
Transfer of special reserve to revenue reserve	-	-	-	(196)	-	-	196	-
Profit/(loss) and total comprehensive income for the period	-	-	-	-	(193)	448	55	310
Dividends paid in the period	-	-	-	-	-	-	(508)	(508)
<b>At 31 August 2018</b>	<b>2,832</b>	<b>-</b>	<b>-</b>	<b>7,529</b>	<b>(2,552)</b>	<b>7,139</b>	<b>1</b>	<b>14,949</b>
<b>"D" Shares</b>	£000	£000	£000	£000	£000	£000	£000	£000
<b>At 1 March 2018</b>	498	-	1,433	-	(147)	667	62	2,513
Profit/(loss) and total comprehensive income for the period	-	-	-	-	(18)	8	61	51
<b>At 31 August 2018</b>	<b>498</b>	<b>-</b>	<b>1,433</b>	<b>-</b>	<b>(165)</b>	<b>675</b>	<b>123</b>	<b>2,564</b>
<b>Total</b>	£000	£000	£000	£000	£000	£000	£000	£000
<b>At 1 March 2018</b>	9,427	2,105	1,433	20,428	(13,646)	16,667	320	36,734
Transfer of special reserve to revenue reserve	-	-	-	(357)	-	-	357	-
Profit/(loss) and total comprehensive income for the period	-	-	-	-	(363)	955	565	1,157
Dividends paid in the period	-	-	-	-	-	-	(1,118)	(1,118)
<b>At 31 August 2018</b>	<b>9,427</b>	<b>2,105</b>	<b>1,433</b>	<b>20,071</b>	<b>(14,009)</b>	<b>17,622</b>	<b>124</b>	<b>36,773</b>

All amounts presented in the Statement of Changes in Equity are attributable to equity holders. The revenue reserve, special reserve and realised capital reserve are distributable reserves. The special reserve may be used to fund buy-backs of shares, as and if it is considered by the Board to be in the interests of the shareholders, and pay dividends.

The accompanying notes on pages 27 to 34 form an integral part of these Financial Statements.

## Condensed Statement of Changes in Equity (unaudited)

for the six month period ended 31 August 2017

	Share capital £000	Capital redemption reserve £000	Share premium £000	Special reserve £000	Capital reserve realised £000	Capital reserve unrealised £000	Revenue reserve £000	Total £000
<b>Ordinary Shares</b>								
<b>At 1 March 2017</b>	6,097	2,105	-	13,458	(10,806)	8,909	-	19,763
Transfer of special reserve to revenue reserve	-	-	-	(545)	-	-	545	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(172)	24	67	81
Dividends paid in the year	-	-	-	-	-	-	(610)	(610)
<b>At 31 August 2017</b>	<b>6,097</b>	<b>2,105</b>	<b>-</b>	<b>12,913</b>	<b>(10,978)</b>	<b>8,933</b>	<b>2</b>	<b>19,072</b>
<b>"C" Shares</b>								
<b>At 1 March 2017</b>	2,832	-	-	7,725	(1,971)	5,881	295	14,762
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(274)	628	343	697
Dividends paid in the year	-	-	-	-	-	-	(508)	(508)
<b>At 31 August 2017</b>	<b>2,832</b>	<b>-</b>	<b>-</b>	<b>7,725</b>	<b>(2,245)</b>	<b>6,509</b>	<b>130</b>	<b>14,951</b>
<b>"D" Shares</b>								
<b>At 1 March 2017</b>	498	-	1,433	-	(108)	779	30	2,632
(Loss)/profit and total comprehensive income for the year	-	-	-	-	(20)	(15)	16	(19)
<b>At 31 August 2017</b>	<b>498</b>	<b>-</b>	<b>1,433</b>	<b>-</b>	<b>(128)</b>	<b>764</b>	<b>46</b>	<b>2,613</b>
<b>Total</b>								
<b>At 1 March 2017</b>	9,427	2,105	1,433	21,183	(12,885)	15,569	325	37,157
Transfer of special reserve to revenue reserve	-	-	-	(545)	-	-	545	-
Profit/(loss) and total comprehensive income for the year	-	-	-	-	(466)	637	426	597
Dividends paid in the year	-	-	-	-	-	-	(1,118)	(1,118)
<b>At 31 August 2017</b>	<b>9,427</b>	<b>2,105</b>	<b>1,433</b>	<b>20,638</b>	<b>(13,351)</b>	<b>16,206</b>	<b>178</b>	<b>36,636</b>

The accompanying notes on pages 27 to 34 form an integral part of these Financial Statements.

**Condensed Statement of Cash Flows (unaudited)**

for the six month period ended 31 August 2018

				Six months ended 31 August 2018	Six months ended 31 August 2017
	Ordinary Shares £000	"C" Shares £000	"D" Shares £000	Total £000	Total £000
<b><i>Cash flows from operating activities</i></b>					
Investment income received	630	185	43	858	1,112
Investment management fees paid	(216)	(171)	-	(387)	(429)
Other cash payments	(141)	(36)	(6)	(183)	(142)
<b><i>Net cash inflow from operating activities</i></b>	<b>273</b>	<b>(22)</b>	<b>37</b>	<b>289</b>	<b>541</b>
<b><i>Cash flows from investing activities</i></b>					
Proceeds from investments	201	363	-	564	545
<b><i>Net cash inflow from investing activities</i></b>	<b>201</b>	<b>363</b>	<b>-</b>	<b>564</b>	<b>545</b>
<b><i>Cash flows from financing activities</i></b>					
Dividends paid	(610)	(508)	-	(1,118)	(1,118)
<b><i>Net cash outflow from financing activities</i></b>	<b>(610)</b>	<b>(508)</b>	<b>-</b>	<b>(1,118)</b>	<b>(1,118)</b>
<b><i>Net (decrease)/increase in cash and cash equivalents</i></b>	<b>(136)</b>	<b>(167)</b>	<b>37</b>	<b>(266)</b>	<b>(32)</b>
<b><i>Cash and cash equivalents at the beginning of the period</i></b>	<b>383</b>	<b>463</b>	<b>32</b>	<b>878</b>	<b>1,116</b>
<b><i>Cash and cash equivalents at the end of the period</i></b>	<b>247</b>	<b>296</b>	<b>69</b>	<b>612</b>	<b>1,084</b>

The accompanying notes on pages 27 to 34 form an integral part of these Financial Statements.

## **Explanatory Notes to the Condensed Financial Statements**

**for the six month period ended 31 August 2018**

### **1. Accounting convention and policies**

The half-yearly results which cover the six month period ended 31 August 2018 have been prepared on the basis of accounting policies set out in the statutory accounts of the Company for the year ended 28 February 2018. The half-yearly financial statements have been prepared under IAS 34 Interim Financial Reporting.

The accounting policies are consistent with those of the previous financial year with the exception of IFRS 9 “Financial instruments” and IFRS 15 “Revenue from contracts with customers” which were adopted by the group from 1 March 2018. An assessment was performed and the introduction of IFRS 9 has not had a material impact on the reported results and the financial position of the Company, investments will continue to be measured at fair value through profit or loss and there has been no material impact from the new impairment model. IFRS 15 has not had a material impact on the reported results and the financial position of the Company as the Company does not hold revenue contracts. The Directors do not expect the accounting policies to change over the current financial year.

### **2. Publication of non-statutory accounts**

The financial information for the year ended 28 February 2018 contained in the Half-yearly Financial Report does not constitute the Company’s statutory accounts for that period but has been derived from the statutory accounts.

Statutory accounts in respect of the year ended 28 February 2018 have been audited and reported on by the auditor and delivered to the Registrar of Companies and included the report of the auditor which was unqualified and did not contain a statement under S498(2) or S498(3) of the Companies Act 2006.

### **3. Investment management fees**

The Company pays the Investment Manager an annual management fee equal to 2.25% of the Company’s net assets. The fee is not subject to VAT and is payable quarterly in advance. The annual management fee is allocated 75% to capital and 25% to revenue. Total annual running costs are in aggregate capped at 3.6% of NAV (excluding any performance fees, irrecoverable VAT and investment costs if applicable), with any excess being borne by the Investment Manager.

The Investment Manager will receive a performance-related incentive fee subject to the Company achieving certain defined targets. No incentive fee will be payable until the Company has provided a cumulative return to investors in the forms of growth in NAV plus payment of dividends (“the Return”) of 60p per share. Thereafter, the incentive fee, which is payable in cash, is calculated as 20% of the amount by which the Return in any accounting period exceeds 7p per share. The incentive fee is exclusive of VAT.

The management fee payable to the Investment Manager for the six month period ended 31 August 2018 in respect of net asset value attributable to ordinary shareholders was £216,000 (six month period ended 31 August 2017: £245,000). The management fee payable to the Investment Manager for the six month period ended 31 August 2018 in respect of the net assets attributable to the “C” shareholders was £270,000 which included a performance-related incentive fee of £99,000 (six month period ended 31 August 2017: £384,000, which included a performance-related incentive fee of £201,000). The management fee payable to the Investment Manager for the six month period ended 31 August 2018 in respect of the net assets attributable to the “D” shareholders was £29,000 (six month period ended 31 August 2017: £32,000).

#### **4. Taxation**

The Company has accrued £nil tax charge for the six month period ended 31 August 2018 in the ordinary share fund (six month period ended 31 August 2017: £nil tax charge), £nil tax charge for the six month period ended 31 August 2018 in the "C" share fund (six month period ended 31 August 2017: £nil tax charge), £nil tax charge for the six month period ended 31 August 2018 in the "D" share fund (six month period ended 31 August 2017: £nil tax charge).

The tax charges are accrued using an effective tax rate of 19% for the 2018/19 tax year, however dividends and capital gains are not subject to tax resulting in a lower effective tax rate than the standard applicable rate in the UK.

No provision for deferred taxation has been made on potential capital gains due to the Company's current status as a VCT under section 274 of the ITA and the Directors' intention to maintain that status. The Company intends to continue to meet the conditions required to maintain its status as a VCT for the foreseeable future.

## 5. Basic and diluted earnings per share

<b>For the six months ended 31 August 2018</b>		<b>Ordinary Shares</b>	<b>"C" Shares</b>	<b>"D" Shares</b>
Revenue return for the period	<i>p per share*</i>	1.84	0.50	3.07
<i>Based on:</i>				
Revenue return for the period	<i>£000</i>	449	55	61
Weighted average number of shares in issue	<i>number of shares</i>	24,392,655	11,283,207	1,990,767
Capital gain/(loss) for the period	<i>p per share*</i>	1.42	2.26	(0.48)
<i>Based on:</i>				
Capital gain/(loss) for the period	<i>£000</i>	347	255	(10)
Weighted average number of shares in issue	<i>number of shares</i>	24,392,655	11,283,207	1,990,767
Net profit for the period	<i>p per share*</i>	3.26	2.76	2.59
<i>Based on:</i>				
Net profit for the period	<i>£000</i>	796	310	51
Weighted average number of shares in issue	<i>number of shares</i>	24,392,655	11,283,207	1,990,767
<b>For the six months ended 31 August 2017</b>		<b>Ordinary Shares</b>	<b>"C" Shares</b>	<b>"D" Shares</b>
Revenue return for the period	<i>p per share*</i>	0.27	3.04	0.79
<i>Based on:</i>				
Revenue return for the period	<i>£000</i>	67	343	16
Weighted average number of shares in issue	<i>number of shares</i>	24,392,655	11,283,207	1,990,767
Capital gain/(loss) for the period	<i>p per share*</i>	(0.60)	3.14	(1.74)
<i>Based on:</i>				
Capital gain/(loss) for the period	<i>£000</i>	(148)	354	(35)
Weighted average number of shares in issue	<i>number of shares</i>	24,392,655	11,283,207	1,990,767
Net profit/(loss) for the period	<i>p per share*</i>	(0.33)	6.18	(0.95)
<i>Based on:</i>				
Net profit/(loss) for the period	<i>£000</i>	(81)	697	(19)
Weighted average number of shares in issue	<i>number of shares</i>	24,392,655	11,283,207	1,990,767

\* The value per share may differ on recalculation due to rounding differences.

There is no difference between the basic return per ordinary share and the diluted return per ordinary share, between the basic return per "C" share and the diluted return per "C" share or between the basic return per "D" share and the diluted return per "D" share because no dilutive financial instruments have been issued.

## 6. Investments

<i>For the six months ended 31 August 2018</i>	Ordinary Shares			"C" Shares			"D" Shares			Total		
	Shares	Loan stock	Total	Shares	Loan stock	Total	Shares	Loan stock	Total	Shares	Loan stock	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Opening position</b>												
Opening cost	6,685	3,345	10,030	5,796	2,507	8,303	1,216	514	1,730	13,697	6,366	20,063
Closing realised losses	(442)	(229)	(671)	(464)	(17)	(481)	-	-	-	(906)	(246)	(1,152)
Opening unrealised gains	8,851	365	9,216	6,444	248	6,692	634	33	667	15,929	646	16,575
Opening fair value	15,094	3,481	18,575	11,776	2,738	14,514	1,850	547	2,397	28,720	6,766	35,486
<b>During the year</b>												
Disposal proceeds	-	(201)	(201)	-	(363)	(363)	-	-	-	-	(564)	(564)
Unrealised gains/(losses)	514	(15)	499	478	(30)	448	8	-	8	1,000	(45)	955
Closing fair value	15,608	3,265	18,873	12,254	2,345	14,599	1,858	547	2,405	29,720	6,157	35,877
<b>Closing position</b>												
Closing cost	6,685	3,144	9,829	5,796	2,144	7,940	1,216	514	1,730	13,697	5,802	19,499
Closing realised losses	(442)	(229)	(671)	(464)	(17)	(481)	-	-	-	(906)	(246)	(1,152)
Closing unrealised gains	9,365	350	9,715	6,922	218	7,140	642	33	675	16,929	601	17,530
Closing fair value	15,608	3,265	18,873	12,254	2,345	14,599	1,858	547	2,405	29,720	6,157	35,877

<i>Year ended 28 February 2018 (audited)</i>	Ordinary Shares			"C" Shares			"D" Shares			Total		
	Shares	Loan stock	Total	Shares	Loan stock	Total	Shares	Loan stock	Total	Shares	Loan stock	Total
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Opening position</b>												
Opening cost	6,894	3,768	10,662	5,796	3,048	8,844	1,216	514	1,730	13,906	7,330	21,236
Closing realised losses	(651)	(229)	(880)	(464)	(17)	(481)	-	-	-	(1,115)	(246)	(1,361)
Opening unrealised gains	8,446	370	8,816	5,588	293	5,881	746	33	779	14,780	696	15,476
Opening fair value	14,689	3,909	18,598	10,920	3,324	14,244	1,962	547	2,509	27,571	7,780	35,351
<b>During the year</b>												
Investment proceeds	-	(423)	(423)	-	(541)	(541)	-	-	-	-	(964)	(964)
Unrealised gains/(losses)	405	(5)	400	856	(45)	811	(112)	-	(112)	1,149	(50)	1,099
Closing fair value	15,094	3,481	18,575	11,776	2,738	14,514	1,850	547	2,397	28,720	6,766	35,486
<b>Closing position</b>												
Closing cost	6,685	3,345	10,030	5,796	2,507	8,303	1,216	514	1,730	13,697	6,366	20,063
Closing realised losses	(442)	(229)	(671)	(464)	(17)	(481)	-	-	-	(906)	(246)	(1,152)
Closing unrealised gains	8,851	365	9,216	6,444	248	6,692	634	33	667	15,929	646	16,575
Closing fair value	15,094	3,481	18,575	11,776	2,738	14,514	1,850	547	2,397	28,720	6,766	35,486

The cost of BEL Holdco Limited, £200,000, and BEL Acquisition Limited, £9,000, were derecognised during the year ended 28 February 2018 as these companies were dissolved.

## Ventus 2 VCT plc

The shares held by the Company represent equity holdings in unquoted UK companies. The Investment Manager's Report above provides details in respect of the Company's shareholding in each investment. The investments acquired and disposed of during the period are detailed in the Investment Manager's Report.

In order to determine the valuations of the investee companies as at 31 August 2018 (and 28 February 2018), the Company has applied a discount rate to the unleveraged cash flows to calculate the enterprise value of each investee company and has then subtracted the market value of any senior debt (including any prepayment fees and swap break costs) to calculate the value of the equity and/or mezzanine debt in the investee company. The market value of senior debt in an investee company is its liquidation cost, i.e., the principal balance plus unpaid accrued interest, early repayment fees and swap break cost (if applicable). The market value of the mezzanine debt is determined by discounting the future principal and interest cash flows at a discount rate 9% with a cap on its value equal to 110% of face value.

The Company is required to report the category of fair value measurements used in determining the value of its investments, to be disclosed by the source of inputs, using a three-level hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the instrument that are not based on observable market data (unobservable inputs) (Level 3).

As at 31 August 2018, each of the Company's investments held was valued using inputs which are considered to be Level 3 inputs and a reconciliation of the movements is in the table above.

As at 31 August 2018

	Carrying amount	Quoted prices in active markets for identical instruments Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3
	£000	£000	£000	£000
Shares	29,720	-	-	29,720
Loan stock	6,157	-	-	6,157
<b>Total</b>	<b>35,877</b>	<b>-</b>	<b>-</b>	<b>35,877</b>

## Ventus 2 VCT plc

The following economic assumptions were used in the discounted cash flow valuations at:

### Key assumptions used in the valuation models:

	31 August 2018	28 February 2018
UK inflation rate	3% for the first 12 months then 2.50%	2.50%
UK corporation tax rate	19% reducing to 17% from 1 April 2020	19% reducing to 17% from 1 April 2020
Euro/sterling exchange rate	1.13	1.13
Energy yield assumptions	P50 case	P50 case
Operating life wind energy assets	25 years from date of first operation	25 years from date of first operation
Operating life hydro projects	25 years from valuation date	25 years from valuation date
Discount rates	Range from 6.75% to 10%	range from 6.75% to 10%

The Board has considered the key assumptions which may affect the results reported in the Financial Statements and the Company is further required to disclose the effect of changing one or more inputs with reasonable alternative assumptions where a significant change to the fair value measurement would result. The key assumptions that have a significant impact on fair value in the discounted future cash flow valuations are the discount factors used (which range from 6.75% to 10%), the price at which power and associated benefits may be sold and the levels of electricity the investee companies' generating assets are likely to produce (which are taken from specialist consultant reports).

The Board has determined that a reasonable alternative assumption may be made in respect of the discount factors applied; the sensitivity of the value of the portfolio to the application of an increase or decrease in discount factors is set out below.

The investment portfolio has been reviewed for the effect of alternative valuation inputs, namely the sensitivity of the total value of all investments to a 0.5% increase or decrease in the discount factors applied to the valuation models which have been valued using the discounted future cash flows from the underlying businesses.

The following table demonstrates the impact of the application of the upside and downside alternative discount factors to the net asset value of each share fund:

	Discount Factor +0.5%	Net Asset Value	Discount Factor -0.5%
	£000	£000	£000
Ordinary shares	18,381	19,260	20,187
"C" shares	14,277	14,949	15,601
"D" shares	2,388	2,564	2,751

Further sensitivity analysis is provided in the Investment Manager's Report.

## 7. Basic and diluted net asset value per share

<b>As at 31 August 2018</b>		<b>Ordinary Shares</b>	<b>"C" Shares</b>	<b>"D" Shares</b>
Net asset value per share	<i>p per share*</i>	79.0	132.5	128.8
<i>Based on:</i>				
Net asset value	<i>£000</i>	19,260	14,949	2,564
Number of shares	<i>number of shares</i>	24,392,655	11,283,207	1,990,767

<b>As at 28 February 2018 (audited)</b>		<b>Ordinary Shares</b>	<b>"C" Shares</b>	<b>"D" Shares</b>
Net asset value per share	<i>p per share*</i>	78.2	134.2	126.2
<i>Based on:</i>				
Net asset value	<i>£000</i>	19,074	15,147	2,513
Number of shares	<i>number of shares</i>	24,392,655	11,283,207	1,990,767

\* The value per share may differ on recalculation due to rounding differences

## 8. Dividends

A final dividend for the year ended 28 February 2018 of 2.50p per ordinary share was paid to ordinary shareholders on 8 August 2018.

An interim dividend of 2.50p per ordinary share has been declared for the six month period ended 31 August 2018 which will be paid on 16 January 2019 to all ordinary shareholders on the register as at close of business on 14 December 2018.

A final dividend for the year ended 28 February 2018 of 4.50p per "C" share was paid to "C" shareholders on 8 August 2018.

An interim dividend of 4.00p per "C" share has been declared for the six month period ended 31 August 2018 which will be paid on 16 January 2019 to all "C" shareholders on the register as at close of business on 14 December 2018.

No final dividend for the year ended 28 February 2018 was paid to "D" shareholders. No interim dividend has been declared in respect of the "D" shares for the six month period ended 31 August 2018.

## 9. Contingencies, guarantees and financial commitments

The contingencies, guarantees and financial commitments of the Company were disclosed in the annual report and financial statements for the year ended 28 February 2018. All the contingencies, guarantees and financial commitments disclosed therein remain in force.

## 10. Related party transactions

The investee companies in which the Company has a shareholding of 20% or more, as identified in the Investment Manager's Report, are related parties. The aggregate balances at the date of the Statement of Financial Position and transactions with these companies during the year are summarised below.

	Ordinary Shares	"C" shares	"D" shares	Total
	£000	£000	£000	£000
<b>Balances as at 31 August 2018</b>				
Investments - shares	15,608	12,254	1,858	29,720
Investments - loan stock	3,265	2,345	547	6,157
Accrued interest income	154	195	157	506

### Transactions for the six months ended 31 August 2018

Loan stock interest income	199	158	36	393
Dividend income	409	18	43	470

	Ordinary Shares	"C" shares	"D" shares	Total
	£000	£000	£000	£000
<b>Balances as at 31 August 2017</b>				
Investments - shares	14,623	11,493	1,947	28,063
Investments - loan stock	3,812	3,021	547	7,380
Accrued interest income	180	119	150	449

### Transactions for the six months ended 31 August 2017

Loan stock interest income	225	190	35	450
Dividend income	16	304	-	320

	Ordinary Shares	"C" shares	"D" shares	Total
	£000	£000	£000	£000
<b>Balances as at 28 February 2018 (audited)</b>				
Investments - shares	15,094	11,776	1,850	28,720
Investments - loan stock	3,481	2,738	547	6,766
Accrued interest income	175	203	121	499

### Transactions for the year ended 28 February 2018 (audited)

Loan stock interest income	434	363	71	868
Dividend income	367	757	-	1,124

## 11. Report distribution

In accordance with the Company's commitment to environmental sustainability and to minimise costs wherever appropriate, the financial statements will continue to be made available through regulated news service providers and will also be available in the Financial Reports section of the Company's website [www.ventusvct.com](http://www.ventusvct.com). Any shareholder who wishes to receive notification of reports by email or post may request this by contacting the Registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.