

# **SDV 2025**

## **ZDP plc**

**Annual Report**  
**For the period ended 30 April 2018**

**Registered Number: 11031268**

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This Report and Accounts should be read in conjunction with the Report and Accounts of Chelverton UK Dividend Trust PLC (formerly Chelverton Small Companies Dividend Trust PLC) (“SDV”).

## **Strategic Report**

The Strategic Report has been prepared in accordance with Section 414A of the Companies Act 2006 (the “Act”). Its purpose is to inform members of the Company and help them understand how the Directors have performed their duty under Section 172 of the Act to promote the success of the Company.

### ***Chairman’s Statement***

The Chairman’s report on the Group’s activities for the year ended 30 April 2018 is contained within the Annual Report of SDV. A copy of the full SDV Annual Report can be found on the Investment Manager’s website, [www.chelvertonam.com](http://www.chelvertonam.com) or is available for inspection at the National Storage Mechanism (“NSM”) which is situated at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

**Howard Myles**

Chairman  
16 July 2018

### ***Investment Manager’s Report***

For details of the Group’s activities, development and performance during the year to 30 April 2018 shareholders should refer to the Annual Report of SDV, which can be found on the Investment Manager’s website, [www.chelvertonam.com](http://www.chelvertonam.com) or is available for inspection at the NSM, which is situated at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

**David Horner**

Chelverton Asset Management Limited  
16 July 2018

## **Other Statutory Information**

### **Company Activities, Strategy & Business Model**

SDV 2025 ZDP PIC (“SDVP” or the “Company”) was incorporated on 25 October 2017 as a wholly owned subsidiary of SDV, together referred to as the “Group”. SDVP was especially formed for the issuing of Zero Dividend Preference (“ZDP”) shares. It raised £10,980,000 before expenses on 8 January by the conversion of ZDP’s from Chelverton Small Companies ZDP PLC (“SDVP”) of 10,977,747 ZDP shares and £1,802,000 before expenses on 8 January 2018 by a placing of 1,802,336 ZDP shares, which are listed on the UK Official List and admitted to trading on the London Stock Exchange.

On the 11 April 2018 £1,462,500 was raised before expenses by placing an additional 1,419,917 ZDP shares, which are listed on the UK Official List and admitted to trading on the London Stock Exchange.

Pursuant to a loan agreement between SDVP and SDV, SDVP has lent the proceeds of these placings to SDV. The loan is non-interest bearing and is repayable three business days before the ZDP share redemption date of 30 April 2025, or if required by SDVP, at any time prior to that date in order to repay the ZDP share entitlement. The funds are to be managed in accordance with the investment policy of SDV.

### **SDVP investment objective & policy**

The objective of SDVP is to provide the final capital entitlement of the ZDP shares to the holders of the ZDP shares at the redemption date of 30 April 2025. The proceeds of the placing of the ZDP shares have been lent to SDV under a loan agreement and the funds are managed in accordance with the investment policy of SDV, which is as follows (as extracted from the Annual Report of SDV):

- The Company will invest in equities in order to achieve its investment objectives, which are to provide both income and capital growth, predominantly through investment in mid and smaller capitalised UK companies admitted to the Official List of the UK Listing Authority and traded on the London Stock Exchange Main Market or traded on AIM.
- The Company will not invest in preference shares, loan stock or notes, convertible securities or fixed interest securities or any similar securities convertible into shares; nor will it invest in the securities or other investment trusts or in unquoted companies.

### **Capital Structure & Contribution Agreement**

SDVP has a capital structure comprising unlisted Ordinary shares and ZDP shares listed on the Official List and traded on the London Stock Exchange by way of a standard listing. SDVP is a wholly owned subsidiary of SDV which is a closed-ended investment company. On 8 January 2018, 10,977,747 ZDP shares were converted from SDVP at 100p per share, and 1,802,336 ZDP shares were placed at 100p per share and this raised a net total of £12.4 million. The expenses of the placing were borne by SDV. On 11 April 2018, SDVP placed an additional 1,419,917 ZDP shares at 103p per share and this raised a net total of £1.4 million. The expenses of the placing were borne by SDV.

A contribution agreement between SDV and SDVP has also been made whereby SDV will undertake to contribute such funds as would ensure that SDVP will have in aggregate sufficient assets on 30 April 2025 to satisfy the final capital entitlement of the ZDP shares of 133.18p per share, being £18,911,560 in total. This assumes that the parent company and the Company have sufficient assets as at 30 April 2025 to repay the ZDP shares. To this extent the Company is reliant upon the investment performance of the parent company and subject to the principal risks as set out in the Annual Report of SDV.

To protect the interests of ZDP shareholders, the loan agreement contains a restriction on the Group incurring any other borrowings (other than short-term indebtedness in the normal course of business, such as when settling share transactions) except where such borrowings are for the purpose of paying the final capital entitlement due to holders of ZDP shares.

Based on the value of the Group’s assets as at 30 April 2018 they would have to fall at a rate of 27.8% per annum for the Company to be unable to meet the full capital repayment entitlements of the ZDP shares on the scheduled repayment date of 30 April 2025.

**Performance**

The Board reviews performance by reference to a number of key performance indicators (“KPIs”) and considers that the most relevant KPI is that which communicates the financial performance and strength of the Company as a whole being:

- Total return per ZDP share

This is set out below:

	Revenue £’000	2018 Capital £’000	Total £’000
<b>Return per ZDP share</b>	-	1.21p	1.21p

Further KPIs for the parent company can be found in SDV’s Annual Report.

**Principal Risks and Uncertainties Facing the Company**

Due to the Company’s dependence on SDV to repay the loan and provide a contribution to meet the capital entitlement of the ZDP shareholders other risks faced by the Company are considered to be the same as for SDV and these are defined in note 24 of SDV’s Annual Report.

**Employees, Environmental, Human Rights and Community Issues**

The Board recognises the requirement under Section 414C of the Act to detail information about employees, human rights and community issues, including information about any policies it had in relation to these matters and the effectiveness of these policies. The Company has no employees and the Board is comprised entirely of non-executive Directors. Day-to-day management of the Company and SDV is delegated to the Investment Manager (details of the respective management agreements are set out in the Director’s Report of SDV’s Annual Report). The Company itself has no environmental, human rights or community policies. However in carrying out its activities in relationships with suppliers, by way of SDV, the Company aims to conduct itself responsibly, ethically and fairly.

**Current and Future Developments**

The current and future developments of the Company can be reviewed as part of the Group’s activities for the year ended 30 April 2018 by reference to the Annual Report and financial statements of SDV.

**Dividends**

The Directors do not recommend the payment of a final dividend in respect of the period ended 30 April 2018.

***Gender Diversity***

The Board of Directors of the Company comprised three male Directors during the period to 30 April 2018. While the Board recognises the benefit of diversity the key criteria for the appointment of new directors will be the appropriate skills and experience in the interest of shareholder value. The Directors are satisfied that the Board currently contains members with an appropriate breadth of skills and experience. No new appointments to the Board have been made or are contemplated at present.

**On behalf of the Board**

**Howard Myles**  
**16 July 2018**

## Board of Directors

The Directors are:

**David Harris\*** is chief executive of InvaTrust Consultancy Limited. The company specialises in marketing issues relating to the investment and financial services industry. He writes regular articles for the national and trade press on investment matters. From 1995 to 1999 he was a director of the AIC with specific responsibility for training and education of independent financial advisers. He is a non-executive director of the Character Group PLC, Aseana Properties Limited, F&C Managed Portfolio Trust PLC and Manchester and London Investment Trust PLC.

Mr Harris was appointed to the Board of SDVP on 25 October 2017 and has been a director of the parent company, SDV since 2000. He will retire at the forthcoming AGM.

**William van Heesewijk** began his career with Lloyds Bank International in 1981, working for both the merchant banking and investment management arms. He has been involved in the investment trust industry since 1987 in various capacities. During his tenure with Fidelity Investments International, Gartmore Investment Management PLC and BFS Investments PLC; he managed several launches of onshore and offshore investment funds, including a number of roll-overs and reconstructions involving complex capital structures and across several geographic regions. His roles involved business development, project management, sales and marketing. He is Business Development Director of Chelverton Asset Management Limited. He is a member of the Association of Investment Companies Managers Forum.

Mr van Heesewijk was appointed to the Board of SDVP on 25 October 2017 and has been a director of the parent company, SDV since 2005.

**Howard Myles\*** was a partner in Ernst & Young from 2001 to 2007 and was responsible for the Investment Funds Corporate Advisory team. He was previously with UBS Warburg from 1987 to 2001. Mr Myles began his career in stockbroking in 1971 as an equity salesman and in 1975 joined Touche Ross & Co where he qualified as a chartered accountant. In 1978 he joined W Greenwell & Co in the corporate broking team and in 1987 moved to SG Warburg Securities, where he was involved in a wide range of commercial and industrial transactions in addition to leading Warburg's corporate finance function for investment funds. He is now a non-executive director of Lazard World Trust Fund, Baker Steel Resources Trust Limited, JPMorgan Brazil Investment Trust PLC and BBGI SICAV S.A.

Mr Myles was appointed to the Board of SDVP on 25 October 2017 and has been a director of the parent company, SDV since 2011. He is Audit Committee Chairman of SDV.

**Andrew Watkins\*** has a wealth of experience in the investment trust industry across many sectors since the early 1990s. He has over 25 years' experience in various senior roles with Invesco Perpetual, Jupiter and Flemings and has served as an NED on the Board of an asset management company and the KI Financials Master Fund, a Hedge Fund-of-Funds. He is currently a non-executive director of F&C UK High Income Trust PLC. He will join the Board after the AGM.

\* Independent of the Investment Manager

## **Investment Manager, Secretary and Registrar**

### **Investment Manager: Chelverton Asset Management Limited ('Chelverton')**

Chelverton was formed in 1998 by David Horner, who has considerable experience of analysing investments and working with smaller companies. Chelverton is largely owned by its employees.

Chelverton is a specialist fund manager focused on UK mid and small companies and has a successful track record. At 30 April 2018, Chelverton had total funds under management of approximately £990.5 million including two investment trust companies and two OEICs. The fund management team comprises David Horner, David Taylor, Edward Booth and James Baker.

Chelverton is authorised and regulated by the FCA.

### **Administrator and Corporate Secretary: Maitland Administration Services Limited**

Maitland Administration Services Limited provides company secretarial and administrative services for the Group. The Maitland group provides administration and regulatory oversight solutions for a wide range of investment companies.

### **Registrar: Share Registrars Limited**

Share Registrars Limited is a CREST registrar established in 2004. The Company provides registration services to over 220 client companies.



## **Directors' Report**

The Directors present their Report and the financial statements of the Company for the period ended 30 April 2018. The Company's registered number is 11031268.

### **Directors**

Directors who served during the period ended 30 April 2018, all of whom are non-executive were as follows:

D Harris  
W van Heesewijk  
H Myles

Biographical details of the Directors are given on page 6.

Under the Company's Articles of Association, Directors are required to retire at the first Annual General Meeting ("AGM") following their appointment, and thereafter at three-yearly intervals. The forthcoming Annual General Meeting ("AGM") will be SDVP's first AGM, therefore, in accordance with the Articles of Association all directors will be required to stand for re-election at the 2018 AGM.

None of the Directors nor any persons connected with them had a material interest in any of the Company's transactions, arrangements or agreements during the period, except Mr van Heesewijk who by virtue of his employment with Chelverton is interested in the Investment Management Agreement with the parent company. None of the Directors has or has had any interest in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company, and which was effected by the Company during the current financial period.

There have been no loans or guarantees from the Company to any Director at any time during the year or thereafter.

The Company's Articles of Association provide the Directors of the Company, subject to the provisions of UK legislation, with an indemnity in respect of liabilities which they may sustain or incur in connection with their appointment. Save for this, there are no qualifying third party indemnities in place.

Formal performance evaluation of the Directors and the Board has been carried out and the Board considers that all of the Directors contribute effectively and have the skills and experience relevant to the future leadership and direction of the Company.

The rules concerning the appointment and replacement of Directors are contained in the Company's Articles of Association.

### **Corporate Governance**

A formal statement on Corporate Governance is set out on pages 9 and 10 below.

### **Share Capital**

At the date of this report, the issued share capital of the Company comprised of 50,000 Ordinary shares and 14,500,000 ZDP shares.

50,000 Ordinary shares of £1, each partly paid as to 25p (and each of which have been issued to SDV), represent 0.35% of the total share capital. Holders of Ordinary shares are entitled to receive notice of, attend and vote at General Meetings of the Company. Ordinary shares of the Company are not admitted to trading on a regulated market.

### **Share Capital (continued)**

12,780,083 ZDP shares of £1 each were issued on 8 January 2018, pursuant to the placing ZDP shares represent 99.65% of the total share capital. 1,419,917 additional ZDP shares for a total consideration of £1.03 each were issued on 11 April 2018. Since the year end, a further 300,000 ZDP shares have been issued at a premium.

Holders of ZDP shares are entitled to receive notice of, attend and vote at those General Meetings where ZDP shareholders are entitled to vote. They are not entitled to attend or vote at any General Meeting of the Company unless the business includes any resolution to vary, modify or abrogate any of the special rights attached to the ZDP shares.

### **Shareholders' funds and market capitalisation**

At 30 April 2018 the Company had a market capitalisation of £14,981,000 and total net assets amounted to £13,000.

### **ISA status**

The ZDP shares are eligible for inclusion in ISAs.

### **Management agreements**

The Group's assets are managed by Chelverton under an agreement ('the Investment Management Agreement') dated 30 April 2006 (effective from 1 December 2005) with the parent company. A periodic fee is payable quarterly in arrears at an annual rate of 1% of the value of the gross assets under management of the Group.

These fees are met entirely by the parent company.

The Investment Management Agreement may be terminated by twelve months' written notice. There are no additional arrangements in place for compensation beyond the notice period.

Under another agreement ('the Administration Agreement') dated 1 January 2015, company secretarial services and the general administration of the Group are undertaken by Maitland Administration Services Limited. Their fee is subject to review at intervals of not less than three years. The Administration Agreement may be terminated by six months' written notice.

### **Management fee**

The management fee for the Group is charged to and paid in full by SDV.

### **Company Information**

- The Company's capital structure and voting rights are summarised on pages 8 and 9.
- SDVP is a wholly-owned subsidiary of SDV.
- The rules concerning the appointment and replacement of Directors are covered by Article 22 of the Company's Articles of Association.
- There are no restrictions concerning the transfer of securities in the Company; no special rights with regard to control attached to securities; no agreements between holders of securities regarding their transfer known to the Company; and no agreements which the Company is party to that might affect its control following a successful takeover bid.
- There are no agreements between the Company and its Directors that provide compensation for loss of office or as a result of a takeover.

### **Viability Statement**

The Board reviews the performance and progress of the Company over various time periods and uses these assessments, regular updates from the Investment Manager and a continuing programme of monitoring risk, to assess the future viability of the Company. The Directors consider that a period until the maturity of the ZDPs on 30 April 2025 is the most appropriate time horizon to consider the Company's viability and after careful analysis, the Directors believe that the Company is viable over this time period.

The Board has reviewed the viability statement of SDV and has assessed that SDV has the necessary financial strength to fulfil the obligations to SDVP under the loan agreement. SDV has a liquid

investment portfolio invested predominantly in readily realisable smaller and mid capitalised companies.

The Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of the assessment.

### **Going concern**

The Company has adopted the going concern basis in preparing the financial statements consistent with the parent company. The parent company has adequate financial resources to ensure SDVP will have in aggregate sufficient assets to satisfy the accrued capital entitlement and future capital entitlement of the ZDP shares.

### **Global Greenhouse Gas Emissions**

The Company has no greenhouse gas emissions to report from its operations, nor does it have any responsibility for any other emission-producing sources under the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

### **Statement on Corporate Governance**

The Company is committed to maintaining high standards of corporate governance and the Directors are accountable to shareholders for the governance of the Company's affairs.

As set out in the Prospectus dated 24 November 2017, SDVP, as a company with a standard listing, is not required to comply with the UK Corporate Governance Code and does not intend to do so. In the Directors' opinion, the interests of SDVP and SDVP shareholders are adequately covered by the governance procedures applicable to SDV. For example SDV's Audit Committee considers the financial reporting procedures and oversees the internal control and risk management systems for the Group as a whole and the Directors see no benefit in convening a separate Audit Committee for SDVP.

### **Auditor**

The Auditor, Hazlewoods LLP, has indicated their willingness to continue in office and a resolution proposing their re-appointment and authorising the Directors to determine their remuneration for the ensuing year will be submitted at the forthcoming Annual General Meeting on 6 September 2018.

The Directors who were in office on the date of approval of these financial statements have confirmed, as far as they are each aware, that there is no relevant audit information of which the Auditors are unaware. Each of the Directors have confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the Auditor. The Directors consider that the accounts taken as a whole are fair, balanced and understandable.

### **Annual General Meeting**

A formal Notice convening the first Annual General Meeting to be held on 6 September 2018 can be found on page 27.

On behalf of the Board

**Howard Myles**  
Chairman

16 July 2018

## Directors' Remuneration Report

The Board has prepared this report, in accordance with the requirements of Schedule 8 to the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendments) Regulations 2013. Ordinary resolutions for the approval of this report and the Directors' Remuneration Policy shall be put to shareholders at the forthcoming AGM.

The law requires the Group's Auditor, Hazlewoods LLP, to audit certain disclosures provided. Where disclosures have been audited, they are indicated as such. The Auditor's opinion is included in their report on pages 14 to 17.

### Report from the Company Chairman

As set out in the Directors' Report, the Company has a standard listing and is not required to comply with the UK Corporate Governance Code and does not intend to do so. The Board of the SDV considers the Directors' remuneration for the Group as a whole.

### Directors' Remuneration Policy

The Remuneration Policy for the Company is that no fees are payable to the Directors in connection with their duties to SDVP. An Ordinary resolution will be put to shareholders to approve this Policy at the next AGM. It is intended that in accordance with the regulations, an ordinary resolution to approve the Directors' remuneration policy will be put to shareholders at least once every three years. Accordingly, a resolution to approve the Remuneration Policy will be considered at the AGM on 6 September 2018.

Directors are also not eligible for bonuses, pension benefits, share options, long-term incentive schemes or other benefits, as the Board does not consider such arrangements or benefits necessary or appropriate.

The Directors do receive fees relating to their duties to the parent company, SDV. This policy will continue for future years and is set out in full in the Directors' Remuneration Report of SDV.

### Directors' service contracts

None of the Directors has a contract of service with the Company or the parent company, nor has there been any contract or arrangement between the Company and any Director at any time during the period. The terms of their appointment provide that a Director shall retire and be subject to re-election at the first AGM after their appointment, and at least every three years after that. A Director's appointment can be terminated in accordance with the Articles and without compensation.

### Directors' emoluments for the year (audited)

No fees are payable to the Directors regarding their duties to SDVP.

### Directors' beneficial and family interests (audited)

	<b>30 April 2018</b> <b>ZDP shares</b>
D Harris	Nil
H Myles	Nil
W van Heesewijk	Nil

The Directors' interests in the shares of the parent company are shown in the Annual Report of SDV.

**Your Company's performance**

The objective of SDVP is to provide the accrued capital entitlement to the ZDP shareholders. The Company has lent all of its assets to SDV and therefore the performance of the Company is best reflected by looking at the performance of SDV. The Directors' remuneration report within the Annual Report of SDV contains a graph comparing the total return (assuming all dividends are reinvested) to SDV Ordinary shareholders, compared to the total shareholder return of the MSCI UK Small Cap Index. A copy of SDV's Annual Report can be found on the Investment Manager's website [www.chelvertonam.com](http://www.chelvertonam.com) or is available for inspection at the NSM, which is situated at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

There has been no demonstration of relative importance of spend on pay for the Company as no remuneration is payable to Directors.

**Approval**

The Directors' Remuneration Report was approved by the Board on 16 July 2018.

On behalf of the Board of Directors

**Howard Myles**

Chairman

16 July 2018

## **Statement of Directors' Responsibilities**

in respect of the Annual Report and the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. The Directors have elected to prepare financial statements in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the European Union ("EU"). Company law requires the Directors to prepare such financial statements in accordance with IFRSs and the Companies Act 2006.

Under company law the Directors must not approve the financial statements unless they are satisfied that they present fairly the financial position, financial performance and cash flows of the Company for that period.

In preparing the Company's financial statements, the Directors are required to:

- select suitable accounting policies in accordance with International Accounting Standard ("IAS") 8: 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- state that the Company has complied with IFRSs, subject to any material departures disclosed and explained in the financial statements; and
- make judgments and estimates that are reasonable and prudent.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Company's financial statements comply with the Companies Act 2006 and Article 4 of the IAS Regulation. 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.

The Directors are responsible for ensuring that the Directors' Report and other information included in the Annual Report is prepared in accordance with applicable company law. They are also responsible for ensuring that the Annual Report includes information required by the Listing Rules of the Financial Conduct Authority.

The Directors are responsible for the integrity of the information relating to the Company on the Investment Manager's website. Legislation in the UK governing the preparation and dissemination of financial statements differs from legislation in other jurisdictions.

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

- the financial statements, prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Company;
- the Annual Report includes a fair review of the development and performance of the Company, together with a description of the principal risks and uncertainties faced; and
- the Annual Report is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

On behalf of the Board of Directors

**Howard Myles**

Chairman

16 July 2018

**Independent auditor’s report**  
to the members of SDV 2025 ZDP plc

**Opinion**

We have audited the financial statements of SDV 2025 ZDP plc (the ‘Company’) for the period ended 30 April 2018, which comprise the Statement of Comprehensive Income, the Statement of Changes in Net Equity, the Balance Sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company’s affairs as at 30 April 2018 and of the Company’s profit for the period then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

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

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- The Directors’ use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- The Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company’s ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue,

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) 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.

The key audit matter identified was recoverability of the inter-company loan. Revenue recognition and management override of controls are always deemed risks in any audit. This is not a complete list of all risks identified by our audit.

Audit Risk	How we responded to the risk
<b>Recoverability of the inter-company loan.</b>	
The Company lent SDV the gross proceeds of the ZDP share issue and entered into a	Our audit work included, but was not restricted to:

contribution agreement whereby SDV will undertake to contribute such funds as would ensure that the Company will have in aggregate sufficient assets on 30 April 2025 to satisfy the final capital entitlement of the ZDP shares.	<ul style="list-style-type: none"> <li>Assessing the assumptions applied by the Directors of SDV in determining the going concern basis applied</li> <li>Considering the assets that SDV has available to fulfil its obligation to the final capital entitlement of the ZDP shares.</li> </ul>
<b>Management override of controls</b>	
Under ISA 240 there is a presumption that the risk of management override of controls is always present.	<p>Our audit work included, but was not restricted to:</p> <ul style="list-style-type: none"> <li>Reviewing material estimates, judgments and decisions made by management; and</li> <li>Testing all material manual journal entries.</li> </ul>
<b>Revenue recognition</b>	
Under ISA 240 there is always a presumed risk that revenue may be misstated due to the improper recognition of revenue. As the Company is expected to have no income, this risk was fully rebutted at the planning stage of our audit.	<p>Our audit work included, but was not restricted to:</p> <ul style="list-style-type: none"> <li>Ensuring that the Company's activities were in line with our understanding and that there was no revenue.</li> </ul>

### **Our application of materiality**

We apply the concept of materiality in planning and performing our audit, in evaluating the effect of any identified misstatements and in forming our opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. We also determine a level of performance materiality, which we use to determine the extent of testing needed, to reduce to an appropriately low-level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole.

We established materiality for the financial statements as a whole to be £144,000, which is 1% of the value of the Company's gross assets. For income and expenditure items we determined that misstatements of lesser amounts than materiality for the financial statements as a whole would make it probable that the economic decisions of the users of the financial statements would have been changed or influenced by the misstatement or omission. Accordingly, we established materiality for revenue items within the income statement to be £36,000, which is 25% of the financial statement materiality.

### **An overview of the scope of our audit**

Our audit approach was based on a thorough understanding of the Company's business and is risk-based. The day-to-day management of the Company and the maintenance of the Company's accounting records is outsourced to third-party service providers. Accordingly, our audit work is focused on obtaining an understanding of, and evaluating, internal controls operated by the Company and inspecting records and documents held by the third-party service providers. We undertook substantive testing on significant transactions, balances and disclosures, the extent of which was based on various factors such as our overall assessment of the control environment, the effectiveness of controls over individual systems and the management of specific risks.

### **Other information**

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.



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

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

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

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

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

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

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

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

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

#### **Responsibilities of Directors**

As explained more fully in the Directors' responsibilities statement, set out on page 13, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

**Other matters which we are required to address**

We were appointed by the Board on 29 May 2018 to audit the financial statements for the period ending 30 April 2018. Our total uninterrupted period of engagement is 1 year, covering the period ending 30 April 2018.

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

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

**Use of this 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 auditors' 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.

Ryan Hancock  
Senior Statutory Auditor  
For and on behalf of Hazlewoods LLP  
Statutory Auditor  
Cheltenham  
Date 16 July 2018

**Statement of Comprehensive Income**  
for the period ended 30 April 2018

		2018		
	Note	Revenue £'000	Capital £'000	Total £'000
Income		-	-	-
Provision for contribution from SDV regarding the capital entitlement of the ZDP shares		-	157	157
<b>Return before finance costs and taxation</b>		-	157	157
Appropriations in respect of ZDP shares		-	(157)	(157)
<b>Net return after finance costs and before taxation</b>		-	-	-
<b>Taxation on ordinary activities</b>	2	-	-	-
<b>Net return after taxation</b>		-	-	-
<b>Return per ZDP share</b>	4	-	1.20p	1.20p

The total column of this statement is the Statement of Comprehensive Income of the Company, prepared in accordance with IFRSs, as adopted by the EU. All revenue and capital return columns in the above statement derive from continuing operations. No operations were acquired or discontinued during the year. All of the net return for the period is attributable to the shareholders of the Company. The supplementary revenue and capital columns are presented for information purposes as recommended by the Statement of Recommended Practice issued by the AIC.

**Statement of Changes in Net Equity**  
for the period ended 30 April 2018

	Share Capital £'000	Total £'000
<b>Period ended 30 April 2018</b>		
Total comprehensive income for the period	-	-
Ordinary shares issued	13	13
30 April 2018	<u>13</u>	<u>13</u>

The notes on pages 20 to 25 form part of these financial statements.

**Balance Sheet**  
as at 30 April 2018

	Note	2018 £'000
<b>Non-current assets</b>		
Loans and receivables	5	14,400
<b>Current assets</b>		
Trade and other receivables	6	<u>13</u>
<b>Total assets</b>		<u>14,413</u>
<b>Current liabilities</b>		
ZDP shares	8	<u>(14,400)</u>
<b>Net assets</b>		<u>13</u>
<b>Represented by:</b>		
Share capital	7	<u>13</u>
<b>Equity shareholders' funds</b>		<u>13</u>

The notes on pages 20 to 25 form part of these financial statements.

These financial statements were approved by the Board of SDV 2025 ZDP PLC and authorised for issue on 16 July 2018 and were signed on behalf of the Company by:

**Howard Myles,**  
Chairman  
16 July 2018

Company Registered No: 11031268

## **Notes to the Financial Statements**

as at 30 April 2018

### **1. General information**

SDVP is a public company incorporated and registered in England and Wales on 25 October 2017 with limited liability under the Companies Act 2006. All of its Ordinary shares are held by SDV. It is not regulated by the Financial Conduct Authority or any commission.

The financial information of the Company for the period ended 30 April 2018 has also been consolidated into the results of SDV.

### **2. Accounting policies**

#### **Basis of preparation**

The financial statements of the Company have been prepared in conformity with IFRSs issued by the International Accounting Standards Board (as adopted by the EU), and Interpretations issued by the International Financial Reporting Interpretations Committee, and applicable requirements of UK company law, and reflect the following policies which have been adopted and applied consistently.

At the date of authorisation of the financial statements, the following Standards which have not been applied in these financial statements were in issue but were not yet effective:

- IFRS 7 Financial Instruments: Disclosures – Amendments requiring disclosures about the initial application of IFRS 9 (effective when IFRS 9 is first applied)
- IFRS 9 Financial Instruments – Classification and measurement of financial assets (effective 1 January 2018)
- IFRS 9 Financial Instruments – Classification and measurement of financial liabilities and de-recognition requirements from IAS 39 Financial Instruments Recognition and Measurement (effective 1 January 2018)

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Company in future periods.

#### **Critical accounting judgments and uses of estimation**

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimate and assumptions that affect the application of policies and the amounts reported in the Balance Sheet and the Statement of Comprehensive Income. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimate are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period if the revision affects both current and future periods. There were no significant accounting estimates or significant judgments in the current period.

#### **Convention**

The financial statements are presented in Sterling, rounded to the nearest £'000. The financial statements have been prepared on a going concern basis. Where presentational guidance set out in the Statement of Recommended Practice regarding the 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' ('SORP'), issued by the Association of Investment Companies (dated November 2014 and updated in February 2018 with consequential amendments) is consistent with the requirements of IFRSs, the Directors have sought to prepare the financial statements on a

## **2. Accounting policies (continued)**

a consistent basis compliant with the recommendations of the SORP.

### **Segmental reporting**

The Company does not engage in any business activities from which it can earn revenues and therefore segmental reporting does not apply.

### **Loans and receivables**

The Company holds a non-interest bearing secured loan in SDV. Under IAS 39 'Financial Instruments: Recognition and Measurement' the loan is carried at amortised cost using the effective interest method. Amortised cost represents the initial cost of the loan plus a proportion of the expected surplus on redemption. The expected surplus on redemption is allocated to capital at a constant rate over the life of the loan.

### **Expenses**

All operating expenses (including the auditors remuneration) of the Company are borne by SDV.

### **ZDP shares**

ZDP shares issued by the Company are treated as a liability under IAS 32 'Financial Instruments: Disclosure and Presentation', and are shown in the Balance Sheet at their redemption value at the Balance Sheet date. The appropriations in respect of the ZDP shares necessary to increase the Company's liabilities to the redemption values are allocated to capital in the Statement of Comprehensive Income. This treatment reflects the Board's long-term expectations that the entitlements of the ZDP shareholders will be satisfied out of gains arising on SDV investments held primarily for capital growth.

### **Cash flow statement**

The Company is a wholly-owned subsidiary of SDV and the cash flows of the Company are included in the consolidated cash flow statement of the parent undertaking. There were no cash flows during the period ended 30 April 2018 therefore no cash flow statement is presented within the financial statements. In the period ended 30 April 2018, the receipt of loan funding from the issue of ZDP shares was received directly by SDV.

### **Taxation**

There is no charge to UK income taxation as the Company does not have any income. There are no deferred tax assets in respect of unrelieved excess expenses as all expenses are borne by SDV.

## **3. Directors' remuneration/Management fee**

The Directors and Manager are remunerated by SDV and the amounts in respect of their services as Directors and Manager of SDVP are not separately identifiable.

## **4. Return per share**

### **ZDP shares**

The capital return per ZDP share is based on appropriations of £157,000 and on 13,033,639 shares, being the weighted average number of ZDP shares in issue during the year.

## 5. Loans and receivables

The Company has entered into a loan agreement with SDV whereby the Company lent SDV the gross proceeds of £12,782,000 raised from the conversion of SVC ZDP shares of 10,977,747 and the placing on 8 January 2018 of 1,802,336 ZDP shares at 100p. The loan is non-interest bearing and is secured on SDV's total assets by a floating charge debenture entered into between the Company and SDV. The loan is repayable three business days prior to the ZDP share redemption date of 30 April 2025 or, if required by the Company at any time prior to that date in order to repay the ZDP share entitlement.

On 11 April 2018, the Company lent SDV the gross proceeds of £1,462,514 raised from the additional placing of 1,419,917 ZDP shares at 103p each. The loan is non-interest bearing and is secured on SDV's total assets by a floating charge debenture entered into between the Company and SDV. The loan is repayable three business days prior to the ZDP share redemption date of 30 April 2025 or, if required by the Company at any time prior to that date in order to repay the ZDP share entitlement.

A contribution agreement between the Company and SDV has also been entered into whereby SDV will undertake to contribute such funds as would ensure that the Company will have in aggregate sufficient assets on 30 April 2025 to satisfy the final capital entitlement of the ZDP shares.

	<b>2018</b> <b>£'000</b>
Loan opening book value	-
Conversion from SDVP of 10,977,747 ZDP shares 8 January 2018	<b>10,978</b>
Placing of 1,802,336 ZDP shares 8 January 2018	<b>1,802</b>
Issue of 1,419,917 ZDP shares 11 April 2018	<b>1,463</b>
Amount receivable from SDV under the contribution agreement	<b>157</b>
	<hr/>
Loans and receivables	<b>14,400</b>

## 6. Trade and other receivables

	<b>2018</b> <b>£'000</b>
Intercompany account	<b>13</b>
	<hr/>

## 7. Share capital

Allotted, issued:

	<b>2018</b> <b>Number of</b> <b>shares</b>	<b>2018</b> <b>£'000</b>
Ordinary shares of 100p each – issued and partly paid as to 25p each	<b>50,000</b>	<b>12,500</b>
ZDP shares of 100p each	<b>12,780,083</b>	<b>12,780,083</b>
ZDP shares of 103p each	<b>1,419,917</b>	<b>1,462,514</b>

The Company was incorporated on 25 October 2017 with 50,000 ordinary shares in issue partly paid as to 25p each. All of the ordinary shares are held by SDV.

On 8 January 2018, 12,780,083 ZDP shares were issued at 100p each. The share issue costs were borne by SDV.

On 11 April 2018, 1,419,917 additional ZDP shares were issued at 103p each. The share costs were borne by SDV.

## **7. Share Capital (continued)**

### **As to dividends**

Ordinary shares are entitled to any revenue profits which the Company may determine to distribute as dividends in respect of any financial period. It is not expected that any such dividends will be declared.

The holders of ZDP shares are not entitled to dividends or other distributions out of the revenue or any other profits of the Company.

### **As to capital on a winding up**

On a winding up, and after payment of SDVP's liabilities in full, holders of ZDP shares are entitled to a payment of an amount equal to 100p per share, increased daily from 8 January 2018 at such compound rate as will give an entitlement to 133.18p for each ZDP share at 30 April 2025, £18,911,560 in total.

Following payment of the capital entitlement to the ZDP shareholders, Ordinary shareholders are entitled to any surplus assets of the Company.

### **As to voting**

Holders of Ordinary shares are entitled to receive notice of, attend and vote at General Meetings of the Company.

Holders of ZDP shares are entitled to receive notice of, attend and vote at those general meetings where ZDP shareholders are entitled to vote. They are not entitled to attend or vote at any general meeting of the Company unless the business includes any resolution to vary, modify or abrogate any of the special rights attached to the ZDP shares.

### **Commitment to contribute to the capital entitlement of the ZDP shares**

The Company has entered a contribution agreement with its parent company, SDV, pursuant to which SDV will undertake to contribute such funds as would ensure that SDVP will have in aggregate sufficient assets on 30 April 2025 to satisfy the final capital entitlement of the ZDP shares or, if required by the Company, the accrued capital entitlement at any time prior to that date. This assumes that SDV has sufficient assets to repay the capital entitlement of the ZDP shares. As at 30 April 2018, the Group had total assets less current liabilities available for repayment of the ZDP shares of £66,193,877. The value of the Group's assets would have to fall at a rate of 27.8% per annum for it to be unable to meet the full capital repayment entitlement of the ZDP shares on the scheduled repayment date of 30 April 2025.

### **Duration**

The Articles of Association provide that the Directors shall convene a general meeting of the Company to be held on 30 April 2025 or, if that is not a business day, on the immediately following business day, at which a special resolution will be proposed requiring the Company to be wound up unless the Directors shall have previously been released from their obligations to do so by a special resolution of the Company (such special resolution having been sanctioned by any necessary class approval). If no variation of such date is approved and the Company is not wound up on such date, any holder of more than 1,000 ZDP shares shall have the right to requisition a general meeting of the Company to consider a resolution to wind it up.

At the general meeting, those shareholders present, in person or by proxy or by duly authorised representative who vote in favour of the resolution to wind up the Company will collectively have such total number of votes on a poll as is one more than the number of votes which are required to be cast for the resolution to be carried. The vote will be taken on a poll.



## 8. Net asset value per share

The net asset value per ZDP share and the net assets attributable to the ZDP shareholders are as follows:

	<b>Net asset value per share 2018 pence</b>	<b>Net assets attributable 2018 £'000</b>
ZDP shares	<b>101.41</b>	<b>14,400</b>

## 9. Ultimate parent undertaking

The Company is a wholly owned subsidiary of SDV which is registered in England and Wales under company number 03749536. The Annual Report of SDV is available from the website of the Manager at [www.chelvertonam.com](http://www.chelvertonam.com)

## 10. Related party transactions

The funds lent to SDV are managed by Chelverton, a company in which Mr van Heesewijk, a Director of the Company, has an interest. The Investment Manager is remunerated by SDV and the amounts in respect of its services as Investment Manager of SDVP are not separately identifiable.

## **11. Financial instruments**

### **Investment objective and investment policy**

The objective of SDVP is to provide the final capital entitlement of the ZDP shares to the holders of the ZDP shares at the redemption date of 30 April 2025.

The Company will fulfil its investment objective through the contribution agreement it has with SDV, as detailed in note 5 and 7. The contribution from SDV will provide the capital entitlement of the ZDP shareholders. The principal risk the Company faces is therefore, that SDV would not have sufficient assets to repay the loan and to make a contribution to fulfil the amount of the capital entitlement due to the ZDP shareholders. Covenants are in place between SDV and the Company that ensure that SDV will not undertake certain actions in relation to both itself and the Company.

Due to the Company's dependence on SDV to repay the loan and provide a contribution to meet the capital entitlement of the ZDP shareholders other risks faced by the Company are considered to be the same as for SDV and these are defined in note 24 of SDV's Annual Report.

SDV has considerable financial resources and therefore the Directors believe that the Company is well placed to manage its business risks and also believe that SDV will have sufficient resources to continue in operational existence for the foreseeable future.

The Group actively and regularly reviews and manages its capital structure to ensure an optimal capital structure and to maximise equity holder returns, taking into consideration the future capital requirement of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows and projected strategic investment opportunities. The management regards capital as total equity and reserves, for capital management purposes. The Group currently do not have any loans and the Directors do not intend to have any loans or borrowings.

## **12. Post balance sheet events**

Between the period end and 13 July 2018, the latest practicable date before the publication of these financial statements, 300,000 Zero Dividend Preference shares were issued for a consideration of £313,000.

## Directors and Advisers

### Directors

David Harris  
William van Heesewijk  
Howard Myles

### Principal Group Advisers

#### Investment Manager

Chelverton Asset Management Limited  
11 Laura Place  
Bath BA2 4BL  
Tel: 01225 483030

#### Secretary and Registered Office

Maitland Administration Services Limited  
Springfield Lodge  
Colchester Road, Chelmsford  
Essex CM2 5PW  
Tel: 01245 398950

#### Registrar and Transfer Office for the ZDP shares

Share Registrars Limited  
The Courtyard  
17 West Street  
Farnham  
Surrey GU9 7DR  
Tel: 01252 821390  
[www.shareregistrars.uk.com](http://www.shareregistrars.uk.com)

#### Auditor

Hazlewoods LLP  
Windsor House  
Bayshill Road  
Cheltenham GL50 3AT

## Shareholder Information

### Sources of further information

The Company's ZDP shares are listed on the London Stock Exchange.

The Company's ZDP NAV is released to the London Stock Exchange on a weekly basis and published monthly via the AIC.

Information about the Company and SDV can be obtained on the Manager's website: [www.chelvertonam.com](http://www.chelvertonam.com). Any enquiries can also be emailed to [cam@chelvertonam.com](mailto:cam@chelvertonam.com).

### Share registrar enquiries

The register for the ZDP shares is maintained by Share Registrars Limited. In the event of queries regarding your holding, please contact the Registrar on 01252 821390. Changes of name and/or address must be notified in writing to the Registrar.

## **SDV 2025 ZDP PLC - Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will take place at 11.30am (or as soon thereafter as the Annual General Meeting of the parent company, Chelverton Small Companies Dividend Trust PLC has concluded) on Thursday, 6 September 2018 at the offices of Chelverton Asset Management, 3<sup>rd</sup> Floor, 20 Ironmonger Lane, London, EC2V 8EP for the following purposes:

### **Ordinary Business: Ordinary Resolutions**

1. To receive the Report of the Directors and the audited financial statements for the period ended 30 April 2018.
2. To receive and approve the Directors' remuneration report for the period ended 30 April 2018.
3. To elect Mr Myles as a Director.
4. To elect Mr van Heesewijk as a Director.
5. To re-appoint Hazlewoods LLP as Auditor and to authorise the Directors to determine their remuneration.

### **Special Business**

To consider, and if thought fit to pass the following Resolutions which will be proposed as Ordinary Resolutions

6. To receive and approve the Directors' Remuneration Policy as set out in the Directors' Remuneration Report.
7. THAT the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company ('the Rights') up to an aggregate nominal value equal to £4,833,333, being one-third of the issued ZDP share capital as at 25 June 2018, during the period commencing on the date of the passing of this resolution and expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2019, or fifteen months from the passing of this resolution, whichever is earlier (the 'Period of Authority').

The Directors may, at any time prior to the expiry of the Period of Authority, make offers or agreements which would or might require shares to be allotted and/or Rights to be granted after the expiry of the Period of Authority and the Directors may allot shares or grant Rights in pursuance of such offers or agreements as if the authority had not expired.

By order of the Board

**Maitland Administration Services Ltd**  
Secretary

16 July 2018

Registered office:  
Springfield Lodge  
Colchester Road,  
Chelmsford  
Essex CM2 5PW

## Explanatory Notes to the Notice of Annual General Meeting

1. *The holders of the Ordinary shares have the right to receive notice, attend, speak and vote at the Annual General Meeting. Holders of ZDP shares have the right to receive notice of general meetings of the Company but do not have any right to attend, speak and vote at any general meeting of the Company unless the business of the meeting includes any resolution to vary, modify or abrogate any of the special rights attached to ZDP shares.*
2. *A member entitled to attend, vote and speak at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed they must not be appointed in respect of the same shares. To be effective, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company Secretary, Maitland Administration Services Limited, Springfield Lodge, Colchester Road, Chelmsford, CM2 5PW not later than 48 hours before the time of the meeting. The appointment of a proxy will not prevent a member from attending the meeting and voting and speaking in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll shall have one vote for every Ordinary share of which he/she is the holder.*
3. *A person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in Note 2 above do not apply to a Nominated Person. The rights described in that Note can only be exercised by registered members of the Company.*
4. *As at 12 July 2018 (being the last business day prior to the publication of this notice) the Company's issued voting share capital and total voting rights amounted to 50,000 Ordinary shares of 100p partly paid as to 25p each, all of which are held by the parent company. In addition, there are 14,500,000 ZDP shares of 100p each in issue with no voting rights attached.*
5. *The Company specifies that only those Ordinary shareholders registered on the Register of Members of the Company as at 11.30am on 4 September 2018 (or in the event that the meeting is adjourned, only those shareholders registered on the Register of Member of the Company as at 11.30am on the day which is 48 hours prior to the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.*
6. *Any question relevant to the business of the Annual General Meeting may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by letter addressed to the Company Secretary at the registered office.*
7. *In accordance with Section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:*
  - a. *to do so would:*
    - i. *Interfere unduly with the preparation for the meeting, or*
    - ii. *involve the disclosure of confidential information;*
  - b. *the answer has already been given on a website in the form of an answer to a question; or*

- c. *it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.*
8. *Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.*
9. *A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company (provided, in the case of multiple corporate representatives of the same corporate shareholder, they are appointed in respect of different shares owned by the corporate shareholder or, if they are appointed in respect of those same shares, they vote those shares in the same way). To be able to attend and vote at the meeting, corporate representatives will be required to produce prior to their entry to the meeting evidence satisfactory to the Company of their appointment. Corporate shareholders can also appoint one or more proxies in accordance with Note 2. On a vote on a resolution on a show of hands, each authorised person has the same voting rights to which the corporation would be entitled. On a vote on a resolution on a poll, if more than one authorised person purports to exercise a power in respect of the same shares:*
- a. *if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way;*
- b. *if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.*
10. *Members satisfying the thresholds in Section 338 of the Companies Act 2006 may require the Company to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which those members intend to move (and which may properly be moved) at the Annual General Meeting. A resolution may properly be moved at the Annual General Meeting unless (i) it would, if passed, be ineffective (whether by reason of any 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. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.*
11. *Members satisfying the thresholds in Section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may properly be included in the business at the Annual General Meeting. A matter may properly be included in the business at the Annual General Meeting unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than six weeks before the date of the Annual General Meeting.*