CAPITAL GEARING TRUST P.L.C.

Annual Report and Financial Statements

For the year ended 5 April 2018

Company Summary

- **The Company**
  Capital Gearing Trust ("the Company") is an investment trust with shares listed on the premium segment of the Official List and traded on the main market of the London Stock Exchange.

- **Investment objectives**
  The Company's dual objectives are to preserve shareholders' real wealth and to achieve absolute total return over the medium to longer term.

- **Capital structure and voting rights**
  The share capital comprises Ordinary shares of 25 pence each. As at 5 April 2018, 5,762,919 shares were in issue (5 April 2017: 4,453,174). Each Ordinary share has one vote.

- **Discount/Premium Management Policy**
  The Company will purchase or issue shares to ensure, in normal market conditions, that the shares trade consistently close to their underlying Net Asset Value per share.

- **Dividends**
  The Company pays an annual dividend but focuses on total return rather than any net income level.

- **Management and Administration**
  Investment management is carried out by CG Asset Management under an agreement dated 10 November 2017 for an annual fee of 0.6% of net assets up to £120m and 0.45% thereafter. Company secretarial, administrative and accounting services are provided by PATAC. Custodial services are carried out by The Northern Trust Company.

- **Alternative Investment Fund Manager**
  CG Asset Management is the Company's Alternative Investment Fund Manager.

- **ISA**
  The Company manages its affairs so as to be a fully qualifying investment trust under the individual savings account (ISA) rules.

- **Non-Mainstream Pooled Investment Rules**
  The Company's shares are 'excluded securities' for the purposes of the rules relating to non-mainstream pooled investments. This means they can be recommended by independent financial advisors to their ordinary retail clients, subject to normal suitability requirements.

- **Annual general meeting**
  The annual general meeting of the Company will be held at the offices of Smith & Williamson Investment Management, 25 Moorgate, London EC2R 6AY at 11.00 a.m. on Friday, 6 July 2018.

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The Association of
Investment Companies

The Company is a member of the Association of Investment Companies.

Contents

Financial Information

Performance Highlights

(ALL DATA AS AT 5 APRIL)

Total Returns

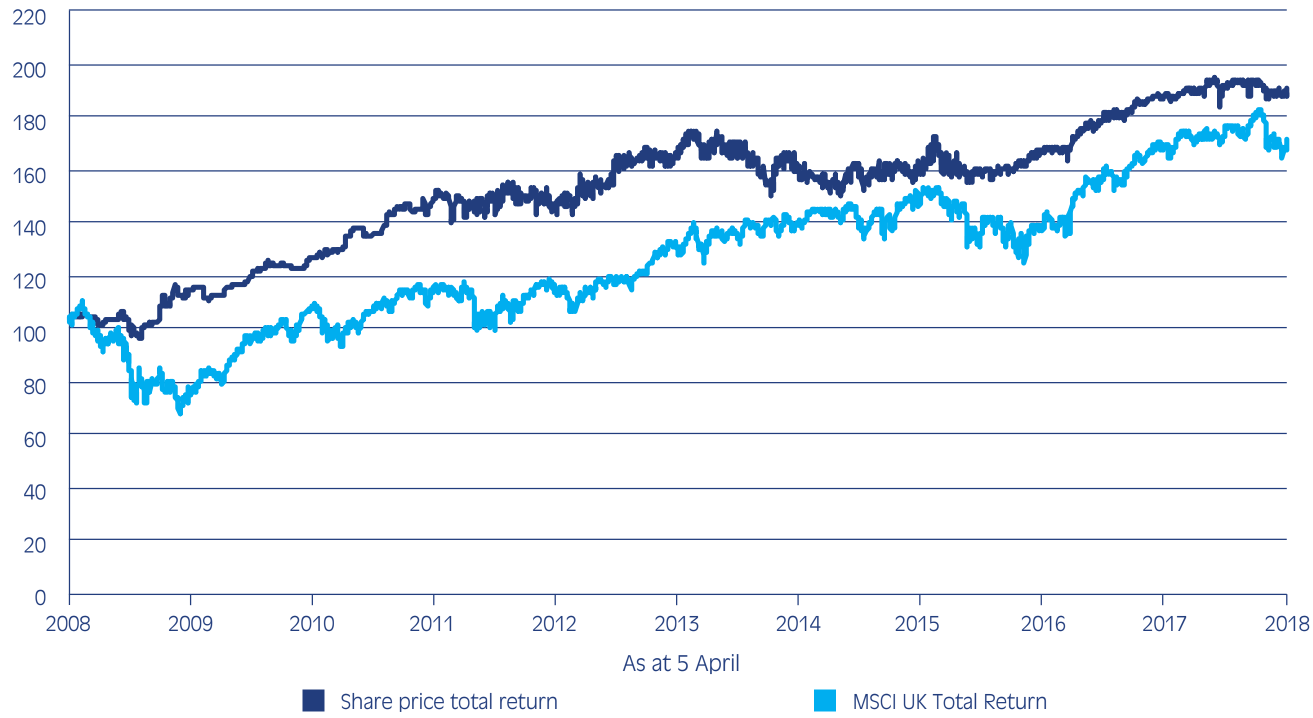
	1 Year	3 Years	5 Years	10 Years
Share Price	1.5%	19.9%	17.2%	95.3%
NAV per Share	0.0%	16.9%	21.6%	91.1%
MSCI UK Index	1.8%	17.5%	37.4%	74.7%
Inflation (RPI)	3.3%	8.3%	11.9%	31.2%
Share Price rel. to MSCI UK	-0.3%	2.0%	-14.7%	11.8%
Share Price Relative to RPI	-1.8%	10.8%	4.7%	48.8%

	2018	2017	2015	2013	2008
Market Capitalisation (£m)	225.33	172.36	97.07	100.08	59.67
Shareholders' Funds (£m)	219.55	169.45	96.52	93.47	59.43
Shares Outstanding	5,762,919	4,453,174	2,926,906	2,921,906	2,794,906
Allocation of Portfolio					
Investment Trust Equities	22.3%	29.2%	26.7%	25.6%	28.5%
Zero Dividend Pref. Shares	7.3%	12.2%	19.9%	15.6%	11.4%
UK Fixed Interest	8.3%	11.0%	10.5%	4.9%	2.3%
Overseas Fixed Interest	0.7%	0.7%	5.8%	5.1%	20.4%
UK Index-Linked	13.2%	15.6%	8.0%	9.5%	9.6%
Overseas Index-Linked	26.8%	20.9%	18.8%	34.4%	20.9%
Other Funds	7.1%	2.9%	1.2%	1.8%	–
Overseas Property	8.5%	2.1%	–	–	–
UK Cash and Cash Equivalents	5.8%	5.4%	9.1%	3.1%	6.9%
	100.0%	100.0%	100.0%	100.0%	100.0%
Share Price (pence)	3,910.0	3,870.5	3,316.5	3,425.0	2,135.0
NAV per Share (pence)	3,809.8	3,805.0	3,297.6	3,198.9	2,126.4
Premium/Discount to NAV	2.6%	1.7%	0.6%	7.1%	0.4%
Earnings per Share (pence)	37.04	18.26	26.82	15.82	21.32
Dividend per Share (pence)	27.00	20.00	20.00	16.00	16.50
Ongoing Charges Ratio	0.77%	0.89%	0.96%	1.26%	1.50%
MSCI UK Index	14,884.2	14,615.9	12,662.4	10,831.1	8,520.6
UK Retail Price Index (at 31 March)	278.3	269.3	257.1	248.7	212.1

Performance

Share price total return performance 2008 to 2018

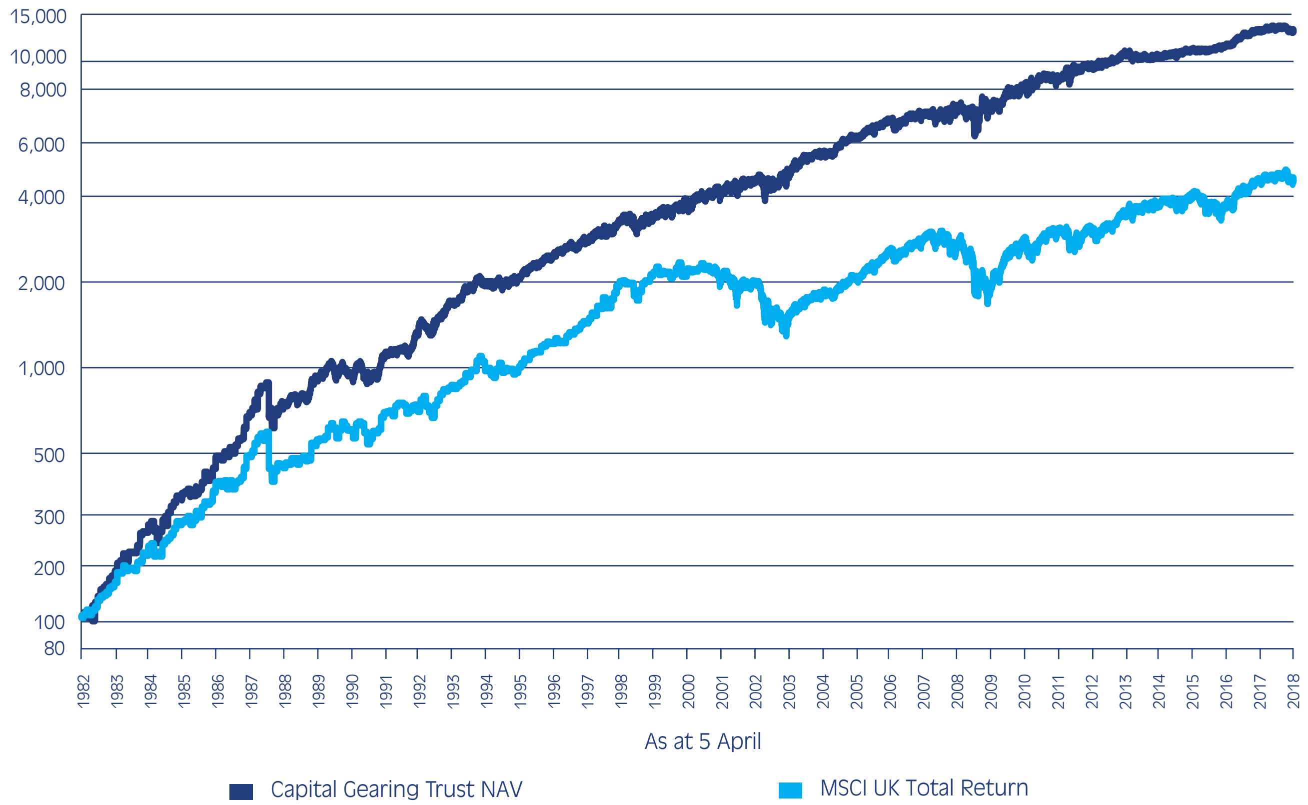
Based on mid-market prices, the graph below illustrates the total return to investors in the Company over the past 10 years, compared with the total return on the MSCI UK Index*. Each measure is rebased to 100 in 2008.



*Source: CG Asset Management Ltd

Net asset value performance 1982 to 2018

Based on the Company's NAV per ordinary share, the graph below illustrates the total return to investors in the Company since 1982, compared with the total return on the MSCI UK Index*. Each measure is rebased to 100 in 1982.



*Source: CG Asset Management Ltd

The Board's Strategic Report
Chairman's Statement

Overview
As at 5 April 2018, the net asset value (NAV) per share was 3,809.8p, as compared to 3,805.0p a year earlier. The past year has been one of marking time for the Trust, which is disappointing, even when taken against rather lack-lustre markets. The MSCI UK Index rose by 1.8% over the same period, whilst the UK Retail Price Index was 3.3% higher. For only the second year since 1982 the growth in the Company's NAV per share failed to match inflation. In the short-term we did not manage to preserve shareholders' wealth.

The weakness in the sterling / dollar exchange rate which had benefitted results in 2016/2017 reversed markedly in the past financial year as the dollar fell back before recovering in the latter weeks of the period. This provided a significant headwind to achieving any capital growth in the portfolio. The sterling value of our US inflation linked holdings was most notably impacted. Amongst our risk assets, the performance in real estate holdings was the stand-out positive feature. Finding any significant discount opportunities in the mainstream investment trust market was a challenge.

Dividend and Earnings
The revenue return per share in the year ended 5 April 2018 was 37.04p, as against 18.26p in the previous year. This is in part due to the replacement of maturing zero coupon preference shares, once a key part of the overall portfolio, by income producing short-dated corporate bonds. As has been stated before, the objective of the Trust is to seek an absolute positive total return. Securing a particular income target is not an investment objective. Therefore in some years (such as 2016/2017 and 2015/2016) net income per share might well be insufficient to cover the declared dividend. This year the reverse is true. Net income after expenses is abnormally high.

In a normal year, the Board would be recommending a modest increase in the annual dividend from 20p to 21p per Ordinary share, in part reflecting the further fall in the ongoing charges ratio to 0.77%. However, under the retention test to qualify for investment trust status the Company can only retain 15% of revenue. To preserve this status, the Board is therefore recommending an additional special dividend of 6p per share, making a total payout of 27p per share (20p last year). Investors should note that, as when in the past a special dividend has been similarly declared, this does not imply a repeat of any such extra payment in succeeding years.

Annual General Meeting
This year, the AGM will be held in London at the Moorgate offices of Smith & Williamson on Friday, 6 July at 11:00 a.m. The notice convening the fifty-fifth AGM of the Company is set out on pages 52 and 53. I and the other members of the Board look forward to meeting shareholders then. After the formal business of the meeting has been concluded, our Investment Managers will be making a short presentation on the outlook for markets and the Company's investments. There will be the opportunity for shareholders to ask questions.

Share Issuance and Buybacks
The Company's discount control policy ("DCP") has now been in operation for nearly three years.

The Board believes that the continued implementation of the DCP remains in the best interests of shareholders. Since its inception in August 2015, the DCP has seen almost unbroken issuance of new shares at a small premium to NAV, allowing the shares to trade at par or a small premium to NAV throughout this period. This has enhanced liquidity in the Company's shares, enabled new groups of investors to become shareholders, and has had a significant beneficial effect on reducing the ongoing charges ratio, which has fallen from 0.96% in the last full financial year before the DCP was introduced to 0.77% now. By issuing at a modest premium (or buying back at a modest discount), the DCP not only covers the costs of its operation but contributes incrementally to the asset value performance of the Company, as it has done this year to the extent of £0.75 million or 13.25p per share (based on the shares in issue at 5 April 2018).

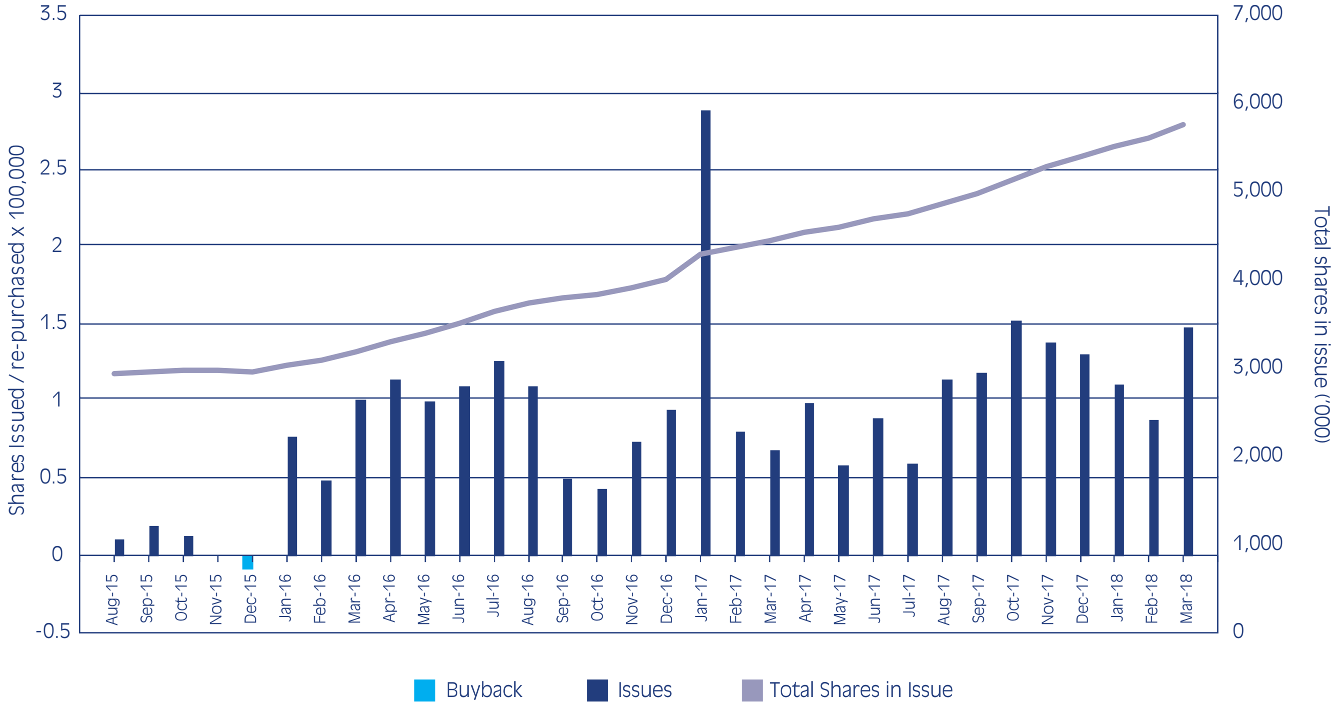
Some years before the introduction of the DCP, when the Company was significantly smaller, the shares were quoted from time to time at substantial premia to the net asset value. Whilst this potentially benefited sellers, if they could have sold into these premia in any size, it created the risk of substantial pricing volatility, as well as potentially discouraging new investors. Accordingly, the Board remains of the view that the DCP is in the best interests of all shareholders, removing uncertainty of pricing around net asset value for buyers and sellers alike.

The Board believes that should shareholders seek to realise their investment in the Company that the DCP will operate as smoothly in buying back shares at a price close to NAV as it has in share issuance over the past three years. The structure of the portfolio must recognise the need for a degree of underlying ready liquidity to facilitate net buybacks, if and when these appear. The operation of the DCP does impose some constraints on asset allocation. For example, to have a portfolio consisting entirely of investment trust assets would be imprudent, given the underlying illiquidity in many trust shares but there is sufficient liquidity in the bond part of the portfolio to manage this with confidence, should it arise.

The Board's Strategic Report (continued)
Chairman's Statement

During the past year the shares in issue have increased by 29.4% to 5.763m, almost double the issued share capital prior to the introduction of the DCP. The chart below summarises the pattern of issuance since August 2015.

CGT share issuance from August 2015



The Board continues to monitor the operation of the DCP closely, as well as the growth in the Company's size to try and ensure that the Company can continue to fulfil its objective and investment policies to the benefit of the Company's shareholders.

Costs

One of the Board's key responsibilities is to monitor and control the costs of running your Company. As already noted, the ongoing charges ratio continues to decline, from 0.89% to 0.77% in the past twelve months. The tapering of the investment management fee from 0.6% to 0.45% on incremental net assets above £120m and below £500m is largely responsible for this. The "fixed" costs of running the Company have grown modestly from £0.395m to £0.419m. Included in this increase was a revision to directors' remuneration, the first increase since 2012.

Outlook

Twelve months ago we cautioned of a difficult year ahead for securing positive investment returns. "For the twelve months ahead it may be that merely preserving the gains of previous years will be viewed as success". It is hard to be any more upbeat at present. 10 year interest rates are edging higher in the USA and monetary accommodation seems poised to give way to retrenchment – rarely good for equity or fixed interest markets. The erratic progress of the Brexit negotiations and a stuttering domestic economy overshadow London financial markets.

The Board believes that shareholders look to the Company to preserve the real value of their wealth in the medium term. Wealth preservation remains both the aim and the challenge in the year ahead. Nonetheless there remains the medium to longer term potential for higher returns when the valuation of risk assets returns to more attractive levels.

Graham Meek
Chairman

31 May 2018

The Board's Strategic Report (continued)
Investment Objectives and Investment Policy

Investment objectives
The Company's dual objectives are to preserve shareholders' real wealth and to achieve absolute total return over the medium to longer term.

Investment policy
The Company aims to achieve its investment objectives through long only investment in quoted closed-ended funds and other collective investment vehicles, bonds, commodities and cash, as considered appropriate.

Given the diverse attributes of closed-ended funds and other collective investment vehicles, as well as the lower-risk characteristics attached to the other asset classes in which the Company invests, a flexible approach to asset allocation is adopted. It is anticipated that under most market conditions, a broad mix of assets will be maintained and a maximum 80% exposure to either equity or fixed-interest securities (including index-linked securities and cash) may be held at any time.

The investment manager has the authority to invest in any geographical region and has no set limits on industry sector or country exposure. The Company will not invest more than 15% of its investment portfolio in any single investment.

The Company does not have a formal benchmark but uses the UK Retail Price Index (RPI) as the minimum target for returns to be achieved over the medium to longer term, thereby aiming to at least preserve the real value of shareholders' investments.

The Company, in pursuing total return, does not aim to invest for income to support any target dividend payment, since capital return is likely to be the largest component of the absolute return objective.

The maximum proportion of the Company's gross assets that can be held in other UK-listed investment companies (which do not have a stated investment policy to invest no more than 15% of their gross assets in other UK investment companies) is 10% in accordance with Listing Rule 15.2.5. It is, however, the aim of the Company to maintain a maximum 6% investment level in such companies in order to avoid any potential breach of this rule and to maintain investment flexibility.

The Company may invest in derivatives such as warrants, options, swaps and forward contracts for the purpose of efficient portfolio management, subject to prior Board approval. Investments in other funds managed by CG Asset Management, or by associates of CG Asset Management, will be considered by the Board on a case by case basis and are subject to Board approval.

Borrowing powers
The Company has the authority to borrow up to 20% of net assets, subject to prior Board approval.

AIFMD status
The Company is an Alternative Investment Fund ("AIF") as defined by the AIFMD and CG Asset Management is the Company's Alternative Investment Fund Manager ("AIFM"). CG Asset Management is authorised as a Small Authorised UK AIFM.

Although the investment policy of the Company permits gearing, including the use of derivatives, the Company is not permitted to employ gearing whilst the AIFM continues to be registered under its present AIFM status.

Strategic Review

Investment strategy and business model
Capital Gearing Trust P.l.c. seeks to deliver absolute returns through the construction of multi asset portfolios with a specialist focus on investment trust equities and related securities. Portfolio construction is the key tool to mitigate capital loss in any given year. The fund manager allocates across asset classes based on an assessment of capital markets and macro-economic risks, with the aim of avoiding capital loss. In addition a portion of the portfolio is invested into the investment trust market with the aim of exploiting inefficiencies to generate risk adjusted returns that are superior to those available in more liquid equity markets.

Key performance indicators ("KPIs")
The Board monitors numerous KPI indices and ratios for the purpose of assessing and reporting investment performance. The Company seeks to achieve capital growth in real terms over both short-term and long-term periods. The Board monitors the performance of the investment manager against RPI over the short term (3 years) and the MSCI UK over the longer term (10 years).

Tables showing the performance of the Company's NAV per share compared with the RPI and the MSCI UK Index over 1, 3, 5 and 10 years and over the period from 1982 are shown on pages 2 and 3.

In addition, the Board monitors the following KPIs:

- Share price premium/discount to NAV, an important measure of demand for the Company's shares and a key indicator of the need for shares to be bought back or issued. At the start of the year under review the premium to NAV was 1.7% compared with 2.6% at the year end; and
- Ongoing charges percentage, calculated using the methodology recommended by the Association of Investment Companies which enables the Board to measure the control of costs and help in meeting the dividend payment objective. This percentage was 0.77% for the year to 5 April 2018 (2017: 0.89%).

Principal risks and uncertainties
The directors have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.

Premium/Discount level
The Company operates a zero discount/premium management policy to assist in reducing premium volatility. Under this policy the Company will purchase or issue shares to ensure, in normal market conditions, that the shares trade close to their underlying NAV per share.

Stock price
Uncertainty of future stock prices presents a risk in relation to potential losses on market positions held. The Board, with the investment manager, consider asset allocation on a regular basis to minimise potential risks where possible.

Other risks
Risks associated with the Company's financial instruments include market price, interest rate, foreign currency and credit; information relating to such risks is given in note 15 to the financial statements on page 47. The Board also recognises a number of risks associated with operating in a regulatory environment and monitors operations closely in conjunction with their advisors in relation to sections 1158 to 1162 of the Corporation Tax Act 2010, the UKLA Listing Rules and the Companies Act 2006. Other risks are identified and managed by the Company's internal control and risk management system, which is summarised on pages 22 and 23.

Employee, human rights, social and environmental matters
The Board recognises the requirement under section 414C Companies Act 2006 to provide information about employees, human rights and community issues, including information in respect of any policies it has in relation to these matters and their effectiveness. These requirements do not apply to the Company as it has no employees, all directors are non-executive and it has outsourced all its functions to third-party providers. The Company has therefore not reported further in respect of these provisions.

The Company has limited direct impact on the environment. It invests primarily in closed-ended and other collective investment vehicles or government bonds. The sectors chosen do not generally raise ethical issues. The Board monitors and is satisfied with the underlying investee companies' policies to act with due regard to community, welfare and environmental factors. The Company aims to conduct itself responsibly, ethically and fairly and has sought to ensure that the investment manager's management of the portfolio of investments takes account of social, environmental and ethical factors where appropriate.

Gender and diversity
The Board supports the principle of boardroom diversity in its broadest sense, in terms of gender, expertise, geographic background, age and race. Our Company is specialised and our priority to shareholders is to have a Board with the requisite abilities to look after the Company's investments. In addition, the Board should be able to conclude that any new appointee would make an appropriate contribution. It is the Board's policy to review its composition regularly and, when appropriate, to refresh the Board through recruitment, with the aim of having the blend of skills and attributes that will best serve shareholders in the future. At the end of the year under review, the Board comprised four male and one female director.

Bribery and Corruption
The Company's policy in relation to bribery and corruption can be found in the Directors' Report on page 17.

Investment Manager's Report

Review

In share price terms, 2018 was a year of treading water for the Company, after the surprisingly strong gains achieved in 2017. With developed market equities broadly flat (in sterling terms), bond yields rising, and sterling bouncing back strongly from the post Brexit lows, there were few opportunities to make exciting gains. At least the Company delivered a small positive NAV total return during a year when the portfolio experienced a number of headwinds and no strong tailwinds.

The Company's risk assets (equity, property and alternatives) performed strongly, ahead of both the MSCI UK All Share and MSCI All World index in sterling terms. The real estate holdings were particularly strong, with the fund's substantial holdings of German residential property funds delivering in excess of 25% returns. Some of the specialist UK property holdings, including Segro plc and Unite Group plc, were extremely strong during the year returning around 30% in each case. There was one notable disappointment in our property portfolio in the Ground Rents Income Fund plc ("GRIO"), which fell around 15% due to the announcement of a government investigation into the ground rents market. In our assessment there is no overlap in GRIO's portfolio and the parts of the market under scrutiny, as a result we increased our holding at lower levels.

The conventional investment trusts and other collective funds also performed well, helped by the concentration in funds holding UK small capitalisation stocks and good exposure to the Japanese equity market. Sadly, with many conventional investment trusts standing on extremely narrow discounts, the value opportunities within this market remain very limited. Discounts are a double edged sword, capable of widening sharply in equity bear markets as well as narrowing in bull markets. We remain mindful of these risks and of the illiquidity of investment trusts in general. In the short term, where we have had maturing equity investments, we have tended to reinvest the proceeds into liquid low fee collectives such as ETFs. We are confident that value opportunities will re-emerge in the future and are seeking to minimise exposure to discount risk until that time.

Unfortunately the strong performance of the equity portfolio was offset by weakness in the US inflation linked bond portfolio (TIPS). Real yields rose modestly during the period, however it was the dollar weakness relative to sterling that really impacted returns. This partly reflected a rebound in sterling post the Brexit vote, which was unsurprising given the depressed level a year ago. However the extent of the movement has confounded many observers, and we would count ourselves amongst them. Whilst short term currency returns are volatile, this volatility plays an important role in overall portfolio diversification and risk reduction. TIPS remain by far the most attractive investment in the global government bond market, in our opinion. In the long term all that matters in investing is value, and the value available in TIPS looks attractive.

Outlook

2018 marked the 150th anniversary of the first investment trust launch. In 1868 the idea of establishing a company, whose sole objective was to purchase a diversified pool of financial assets, was a cutting edge development. It pioneered an industry that has served investors well; performance of closed-ended funds has been notably better than that of open-ended funds, over almost any meaningful time period.

Interestingly, investment trusts in the nineteenth century seem to have held plenty of bonds as well as equities, much like multi-asset funds today. In the twentieth century, exchange controls, high inflation and high rates of tax put paid to such an asset allocation; equities were the only game in town, that flexibility perhaps suggesting that active management worked effectively. It was also good news for investors because in the twentieth century, equities produced excellent returns, around 6% above inflation.

In our judgement, the most successful investment funds going forward will be those that take advantage of the new opportunities that have opened up over the last 35 years; thus having an asset allocation that looks more like those that prevailed in the 19th century than the later part of the 20th. Obviously, investment funds are once again free from exchange controls and there are numerous opportunities to invest in either specific overseas markets or to use the expertise of fund managers to analyse where the best opportunities lie through a global fund.

More recently, entire new asset classes have sprung up in the closed-ended sector. Hedge funds and private equity were not available 35 years ago, although investors should be aware of complexity and high fees of both classes. Infrastructure funds in PPI, solar & wind power assets; loan funds; and property, both traditional and niche, all provide opportunities for diversification of equity risk and of income.

In our opinion the most significant newcomer to the universe of potential investments is the index-linked government bond market. This market offers some protection from what looks like the main threat to savings over the next few years, namely resurgent inflation. And with the absence of exchange controls, the TIPS market is easily accessible and is far better value than UK inflation linked bonds.

So generalist funds, which can pick and choose from all these choices look an attractive home for long term savers. Forecasting short term movements in the price of any asset class, especially equities, is a fool's game. However, in the long run, values do revert powerfully towards the mean and therefore an asset allocation that is overweight good value assets, and underweight poor value, should produce higher returns with modest volatility. During the year the Daily Telegraph reported that £100 invested in Capital Gearing Trust in 1982, with the (modest) dividends reinvested was at the time of the article worth £22,676. Conditions for making substantial capital gains are now far less propitious than 36 years ago. Equities and bonds currently trade at such high valuations that medium term returns are likely to be lower than those enjoyed historically, and in a number of cases negative after adjusting for inflation. Capital preservation is the key objective of current portfolio allocation, until valuations return to more 'normal' levels. An objective of merely preserving value sounds modest. However if it is achieved whilst asset prices are normalising it will represent a significant achievement and lay the foundation for potentially more exciting returns in the future.

Peter Spiller
31 May 2018

Alastair Laing
31 May 2018

Christopher Clothier
31 May 2018

The Board's Strategic Report (continued)
Portfolio Analysis

Distribution of investment funds of £219,164,000 at 5 April 2018

	UK %	North America %	Europe %	Elsewhere %	2018 Total %
Investment Trust Assets:					
Ordinary Shares	14.7	2.9	0.5	4.2	**22.3**
Zero dividend preference shares	7.3	–	–	–	**7.3**
Other Assets:					
Index-linked	13.2	24.3	2.3	0.2	**40.0**
Fixed interest	8.3	0.7	–	–	**9.0**
Other funds	2.9	–	1.2	3.0	**7.1**
Overseas Property shares	–	–	8.5	–	**8.5**
Cash	5.2	0.5	0.1	–	**5.8**
	51.6	28.4	12.6	7.4	**100.0**

Distribution of investment funds of £169,758,000 at 5 April 2017

	UK %	North America %	Europe %	Elsewhere %	2017 Total %
Investment Trust Assets:					
Ordinary Shares	15.7	3.6	2.8	7.1	**29.2**
Zero dividend preference shares	12.2	–	–	–	**12.2**
Other Assets:					
Index-linked	15.6	18.0	2.6	0.3	**36.5**
Fixed interest	11.0	0.7	–	–	**11.7**
Other funds	0.6	0.9	–	1.4	**2.9**
Overseas Property shares	–	–	2.1	–	**2.1**
Cash	3.7	1.2	0.5	–	**5.4**
	58.8	24.4	8.0	8.8	**100.0**

Investments of the Company

	2018 £'000	2017 £'000
Investment Trust Ordinary Shares:		
North Atlantic Smaller Companies	**5,491**	5,252
Residential Secure Income	**3,268**	–
Ground Rents Income Fund Ordinary	**2,342**	1,853
Grainger	**2,031**	–
Triple Point Social Housing REIT	**1,788**	–
RM Secured Direct Lending	**1,560**	1,576
GCP Infrastructure Investments	**1,559**	537
Unite Group	**1,492**	2,220
Oryx International Growth Fund	**1,442**	1,037
Civitas Social Housing	**1,437**	2,441
LXI REIT	**1,435**	–
Artemis Alpha Trust	**1,199**	374
PRS REIT	**1,195**	–
Edinburgh Dragon Trust	**1,184**	–
JPEL Private Equity USD	**1,179**	1,906
Schroder UK Growth Fund	**1,174**	1,579
Civitas Social Housing C Shares	**1,143**	–
Better Capital PCC	**1,026**	2,503
Empiric Student Property	**1,023**	–
EPE Special Opportunities	**1,017**	881
SQN Asset Finance Income Fund	**1,005**	919
SME Loan Fund	**914**	701
Foresight Solar Fund	**884**	1,276
HICL Infrastructure	**811**	930
North American Income Trust	**804**	824
Ecofin Global Utilities and Infrastructure Trust	**791**	1,002

Portfolio Analysis

Investments of the Company continued

	2018 £'000	2017 £'000
Investment Trust Ordinary Shares continued:		
Eurovestech	**675**	313
CATCo Reinsurance Opportunities Fund	**659**	–
Candover Investments	**646**	725
GCP Asset Backed Income Fund	**618**	390
International Public Partnerships	**597**	–
Rights & Issues Investment Trust	**528**	1,969
Witan Pacific Investment Trust	**524**	503
DW Catalyst Fund	**513**	866
CLS Holdings	**427**	43
Target Healthcare REIT	**410**	–
Mithras Investment Trust	**367**	826
Aberdeen Asian Smaller Companies	**358**	–
Aberdeen Private Equity Fund	**353**	–
Gulf Investment Fund	**326**	–
Value & Income Trust	**318**	307
Aberdeen Latin American Income	**285**	173
Bluefield Solar Income Fund	**237**	986
BH Global	**232**	280
Witan Investment Trust	**82**	270
Foreign & Colonial Investment Trust	**66**	1,346
Aberforth Geared Income Trust	**–**	1,108
Advance Frontier Markets Fund	**–**	555
BH Macro	**–**	559
BH Macro USD	**–**	483
GCP Asset Backed Income Fund C Shares	**–**	973
Invesco Perpetual UK Smaller Companies Investment Trust	**–**	991
John Laing Environmental Assets Group	**–**	1,134
Phoenix Spree Deutschland	**–**	626
Prospect Japan Fund	**–**	1,292
Real Estate Credit Investments	**–**	344
Segro	**–**	863
SVG Capital	**–**	627
The Renewables Infrastructure Group	**–**	1,303
Investments with a market value below £250,000	**1,434**	1,848
	48,849	49,514

	2018 £'000	2017 £'000
Investment Trust Zero Dividend Preference Shares:		
NB Private Equity 2022	**3,379**	3,198
JZ Capital Partners 2022	**2,431**	2,323
Utilico Investments 2018	**1,531**	1,499
Acorn Income Fund 2022	**1,523**	1,457
GLI Finance 2019	**1,431**	323
Utilico Investments 2020	**1,001**	944
Ranger Direct Lending 2021	**935**	438
Premier Energy & Water Trust 2020	**879**	873
Taliesin Property Fund 2018	**816**	355
Polar Capital 2024	**728**	–
RM Secured Direct Lending 2021	**555**	–
Chelverton Smaller Companies 2025	**431**	–
Aberforth Split Level Income 2024	**406**	–
Aberforth Geared Income Trust 2017	**–**	2,997
JP Morgan Income & Capital Trust 2018	**–**	1,716
JP Morgan Private Equity 2017	**–**	2,687
Jupiter Dividend & Growth Trust 2017	**–**	1,509
Small Companies Dividend Trust 2018	**–**	408
	16,046	20,727

The Board's Strategic Report (continued)

Portfolio Analysis

Investments of the Company continued

	2018 £'000	2017 £'000
Index-Linked Securities:		
UK Treasury 0.125% 2019	**19,945**	8,429
USA Treasury 2.0% 2026	**8,506**	7,677
USA Treasury 0.125% 2025	**7,597**	4,040
USA Treasury 2.375% 2025	**4,923**	–
Sweden (Kingdom of) 0.25% 2022	**3,957**	2,073
UK Treasury 2.5% 2020	**3,888**	2,148
USA Treasury 0.625% 2023	**3,487**	2,348
USA Treasury 0.125% 2023	**3,274**	2,538
USA Treasury 0.625% 2021	**2,937**	3,323
USA Treasury 0.625% 2024	**2,547**	–
USA Treasury 1.75% 2028	**2,541**	2,903
USA Treasury 0.125% 2026	**2,473**	–
USA Treasury 0.125% 2024	**2,467**	816
USA Treasury 0.125% 2020	**2,408**	2,702
USA Treasury 3.875% 2029	**2,030**	823
USA Treasury 2.375% 2027	**1,452**	–
USA Treasury 0.75% 2042	**1,428**	418
Sweden (Kingdom of) 4.0% 2020	**1,155**	713
Tesco Personal Finance 1.0% 2019	**1,097**	767
USA Treasury 3.375% 2032	**1,066**	–
USA Treasury 1.125% 2021	**1,034**	1,173
National Grid 1.25% 2021	**923**	448
UK Treasury 1.875% 2022	**877**	913
USA Treasury 1.375% 2020	**836**	949
Places for People Capital Markets 1.0% 2022	**800**	141
USA Treasury 0.125% 2022	**761**	–
Severn Trent 1.3% 2022	**749**	392
USA Treasury 0.375% 2025	**734**	–
USA Treasury 0.125% 2019	**604**	674
Sydney Airport Finance Company 3.76% 2020	**393**	429
Sweden (Kingdom of) 0.5% 2017	**–**	1,554
UK Treasury 0.125% 2024	**–**	4,149
UK Treasury 0.125% 2026	**–**	1,514
UK Treasury 1.25% 2017	**–**	6,893
Investments with a market value below £250,000	**739**	928
	87,628	61,875

	2018 £'000	2017 £'000
Fixed-Interest:		
JZ Capital Partners 6.0% Convertible Unsecured Loan Stock 2021	**1,862**	1,629
UK Treasury 23/04/18	**1,500**	–
Pershing Square 5.5% 2022	**1,495**	1,225
Workspace Group 6.0% 2019	**1,477**	391
City Natural Resources 3.5% Convertible Unsecured Loan Stock 2018	**1,220**	1,208
CLS Holdings 5.5% 2019	**1,179**	415
Primary Healthcare Properties 5.375% 2019	**1,031**	442
Helical 4.0% 2019	**907**	99
NEX Group 5.5% 2018	**904**	–
Unite Group 6.125% 2020	**870**	108
Bruntwood Investments 6.0% 2020	**801**	537
Grainger 5.0% 2020	**587**	–
Burford Capital 6.5% 2022	**528**	–
National Grid North America 1.875% 2018	**501**	506
REA Finance B.V. 8.75% 2020	**500**	–
UK Treasury 03/09/18	**499**	–
UK Treasury 24/09/18	**499**	–
Burford Capital 6.125% 2024	**374**	–

The Board's Strategic Report (continued)
Portfolio Analysis

Investments of the Company continued

	2018 £'000	2017 £'000
Fixed-Interest: continued		
Ecclesiastical Insurance Office 8.625% Non-Cumulative Irredeemable Preference Shares	**368**	348
Bayer AG 5.625% 2018	**351**	–
Tesco Personal Finance 5.0% 2020	**303**	–
National Grid 0.9% 2020	**293**	–
St Mowden 6.25% 2019	**275**	–
BG Energy Capital 5.125% 2017	**–**	1,183
BMW Finance 1.75% 2017	**–**	543
BT 6.625% 2017	**–**	607
Edinburgh Dragon Trust 3.5% 2018	**–**	498
F&C Global Smaller Companies 3.5% Convertible Unsecured Loan Stock 2019	**–**	410
LVMH 1.625% 2017	**–**	483
Northumbrian Water 6.0% 2017	**–**	400
Severn Trent 6.0% 2018	**–**	651
Sky Group 5.75% 2017	**–**	462
UK Treasury 07/08/2017	**–**	1,998
UK Treasury 10/04/2017	**–**	2,000
UK Treasury 31/07/2017	**–**	2,998
Vodafone Group 5.375% 2017	**–**	463
Investments with a market value below £250,000	**1,325**	341
	19,649	19,945

	2018 £'000	2017 £'000
Other Funds:		
Vanguard FTSE Japan UCITS ETF	**5,686**	–
iShares Core FTSE 100 ETF	**3,570**	508
Vanguard FTSE Developed Europe Ex UK UCITS ETF	**2,697**	–
iShares Physical Gold ETC	**2,167**	–
ishares JP Morgan Emerging Market Local Government Bond UCITS ETF	**534**	–
Vanguard FTSE 250 UCITS ETF	**513**	505
Vanguard FTSE Emerging Markets UCITS ETF	**454**	–
ETFS Metal Securities (physical gold)	**–**	1,463
iShares MSCI Japan GBP Hedged UCITS ETF	**–**	2,503
	15,621	4,979

	2018 £'000	2017 £'000
Overseas Property shares:		
Vonovia	**5,937**	1,044
Deutsche Wohnen	**4,278**	1,694
Castellum	**3,381**	–
Leg Immobilien	**1,737**	859
Kungsleden	**1,456**	–
ADO Properties	**779**	–
Grand City Properties	**686**	–
Atrium Ljungberg AB	**350**	–
	18,604	3,597
Total investments	**206,397**	160,637
Cash and cash equivalents	**12,767**	9,121
Total investment funds	**219,164**	169,758

The Strategic Report, contained on pages 4 to 12, has been approved by the Board and signed on its behalf by:

Graham Meek
Chairman
31 May 2018

Governance Report
Board, Management and Administration

Directors

Graham Meek MSc Chairman
Appointed a director in 2004 and Chairman with effect from 8 July 2015. Mr Meek is also a member of the Company's Audit Committee. Mr Meek is a former investment banker and stockbroker and was previously an executive director of Smith New Court plc He has subsequently served as a non-executive director, head of audit committee or chairman on the boards of quoted and unquoted companies, most recently that of King's College Hospital NHS Foundation Trust. He currently serves as a trustee of the Royal College of Physicians and the British Cardiovascular Society.

George Prescott BA FCA Chairman of the Audit Committee/Senior Independent Director
Appointed a director in 2010 and became Senior Independent Director in 2015. Mr Prescott is also Chairman of the Company's Audit Committee. Mr Prescott is a chartered accountant and until his retirement in 2009 was Deputy Group Chief Executive of the Ecclesiastical Insurance Group. He is currently a member of the Board of JP Morgan Cazenove Pension Trustee Company and Qatar Reinsurance Company Ltd. He sits on the Advisory Committee of The Equities Investment Fund for Charities (Charifund) and also on the Board of The Charibond Charities Fixed Interest Common Investment Fund. Mr Prescott is a member of the Court and of the Finance & Investment Committee of the Worshipful Company of Coopers.

Alastair Laing CA MBA
Appointed a director in November 2013. Mr Laing joined CG Asset Management Limited in 2011 and has been co-manager of the Company since that time. Mr Laing joined CG Asset Management Limited from Hg Capital LLP (a pan-European private equity fund) and previously worked with the mergers and acquisitions team at Deloitte LLP. Mr Laing was educated at Edinburgh University and was an MBA Scholar at London Business School. He is a member of the Institute of Chartered Accountants of Scotland.

Jean Matterson MCSI
Appointed a director in May 2015. Miss Matterson is a partner of Rossie House Investment Management in Edinburgh which specialises in private client portfolio management with particular emphasis on investment trusts. She was previously with Stewart Ivory & Co Ltd for 20 years, as an investment manager and director. She is the Chairman of Pacific Horizon Investment Trust plc and a non-executive director of BlackRock Throgmorton Trust plc. She is also a director of Herald Investment Management Limited and HIML Holdings Limited

Robin Archibald BCom CA
Appointed a director in May 2015. Mr Archibald was formerly head of corporate finance and broking at Winterflood Investment Trusts. He qualified as a chartered accountant in 1983 and subsequently worked with Samuel Montagu, SG Warburg Securities, NatWest Wood Mackenzie and as partner and corporate financier with the corporate finance division of a Scottish accountancy firm. Since the early nineties, he has concentrated on advising and managing transactions in the UK closed-ended funds sector. He is a non-executive director and audit chairman of Albion Technology and General VCT plc, and a non-executive director of Ediston Property Investment Company plc, Henderson European Focus Trust plc and Shires Income plc.

Investment manager

CG Asset Management Limited
25 Moorgate, London EC2R 6AY
Tel.: 020 7131 4987

Established in 2000. The company currently has three clients: Capital Gearing Trust plc, the Capital Gearing Portfolio Fund Plc and the CG Portfolio Fund plc with total funds under management of £1.8 billion.

Custodian

Northern Trust
50 Bank Street, Canary Wharf, London E14 5NT
Tel.:020 7982 2000

Company secretary and administrator

Steven Cowie BA CA
PATAC Limited
21 Walker Street, Edinburgh EH3 7HX
E-mail: company.secretary@capitalgearingtrust.com

Registered office

Waterfront Plaza, 8 Laganbank Road, Belfast BT1 3LR

AIC

Association of Investment Companies
www.theaic.co.uk

Registrar

Computershare Investor Services PLC
The Pavilions, Bridgwater Road, Bristol BS13 8AE

Banker

Danske Bank Limited
Donegall Square West, Belfast BT1 6JS

Independent auditors

PricewaterhouseCoopers LLP
Waterfront Plaza, 8 Laganbank Road, Belfast BT1 3LR

Corporate Stockbroker

JP Morgan Cazenove
20 Moorgate, London EC2R 6DA

Directors' Report

The directors present the annual report and financial statements of Capital Gearing Trust P.l.c. for the year ended 5 April 2018.

Company status

The Company is an investment company as defined by section 833 of the Companies Act 2006 and operates as an investment trust in accordance with Chapter 4 of Part 24 of the Corporation Tax Act 2010 (the "CT Act"). This legislation provides conditions that the Company must meet in respect of each accounting period for which it seeks to be classified as an investment trust. A breach of Chapter 4 of Part 24 of the CT Act could lead to the Company being subject to capital gains tax on its investments. Following changes to the rules with effect from 1 January 2012, the Company no longer has to seek approval as an investment trust under section 1158 of the CT Act each year, but had to make a one-off application for approval as an investment trust.

The Company received confirmation from HM Revenue and Customs that it was accepted as an approved investment trust with effect from 6 April 2014, provided that it continues to meet the eligibility conditions for section 1158 and the ongoing requirements for approved companies in the Investment Trust (Approved Company) (Tax) Regulations 2011. The Company will continue to conduct its affairs as an investment trust. The Company does not fall within the definition of a 'close company' under the CT Act.

Revenue and dividend

The net return attributable to ordinary shareholders for the financial year was £1,871,000 (2017: £697,000).

The Board recommends the payment of a dividend of 27p per Ordinary share for the year ended 5 April 2018, (2017: 20p) for approval by shareholders at the forthcoming annual general meeting. The dividend will be payable on 20 July 2018 to shareholders on the register of members on 15 June 2018, the associated ex-dividend date being 14 June 2018. Final dividends should not be accrued in the financial statements under FRS 102 unless they are approved by shareholders before the balance sheet date. As such, the amount recognised in the 2018 financial statements comprises the 2017 final dividend.

Net asset value per Ordinary share

The net assets per Ordinary share of the Company as at 5 April 2018 was 3,809.8p, compared with 3,805.0p as at 5 April 2017.

Share capital and share repurchases

The Company's share capital comprises 5,762,919 Ordinary shares of 25p each nominal value. The voting rights of the Ordinary shares on a poll are one vote for each share held. As at 5 April 2018, 5,762,919 Ordinary shares were in issue (2017: 4,453,174) and no shares were held in treasury (2017: nil).

There are no:

a) restrictions on transfer of or in respect of the voting rights of the Company's shares;

b) agreements, known to the Company, between holders of securities regarding the transfer of such shares; or

c) special rights with regard to control of the Company attaching to any such shares.

As at the date of this report the issued share capital consisted of 5,913,969 Ordinary shares and no shares were held in treasury. Whilst shares are held in treasury no dividends are paid on them and they have no voting rights.

Management and contracts

Investment manager

The Company's investments are managed by CG Asset Management Limited ("CGAM") under an agreement dated 10 November 2017. Under this agreement, CGAM receives an annual investment management fee of 0.60% of the net assets of the Company up to £120m and 0.45% thereafter, based on quarterly valuations and payable quarterly in arrears, as detailed in note 3 to the financial statements on page 42. The agreement is terminable on six months' notice, and in the event of termination otherwise than at the end of a quarter, the Company shall pay to CGAM a due proportion of the fee for the period ended on the termination of the agreement, calculated by reference to the net assets of the Company as at the date of termination. No other compensation would arise in the event of termination.

During November 2017 CGAM were appointed as the Company's AIFM. There was no alteration to the fee payable to CGAM as a result of this appointment.

The investment manager operates under an investment policy and guidelines drawn up by the Board as detailed on page 6. Any proposed deviation from these guidelines is required to be discussed with and agreed by the Board or by the Chairman where authority is required between Board meetings. In addition, the investment manager presents a report at each Board meeting detailing compliance with the policy during the preceding quarter and outlining any instances where approval for investment decisions was sought from either the Board or the Chairman.

Performance, evaluation and the continuing appointment of the investment manager

The directors held a detailed review into the investment strategy adopted by the investment manager on 23 May 2018. The performance of the investment manager during the year and the contractual arrangements with the investment manager were discussed at a Board meeting on 23 May 2018. Mr Laing, as a director of the investment manager, was not present during the course of the discussion at the Board meeting.

In reviewing the investment manager's performance, the directors consider the following:

- adherence to the pre-agreed investment policy and guidelines as prescribed by the Board;
- whether the strategy adopted by the investment manager has been and continues to be consistent with the Company's aims;

Directors' Report

Management and contracts continued

- the asset value performance achieved in the year under review as well as over the longer term and whether this satisfies the investment objectives as communicated to shareholders;
- performance comparison to a selected peer group; and
- compliance and administration competence.

Based on investment performance over the year, the independent directors concluded on 23 May 2018 that the continuing appointment of the investment manager on the existing terms is in the best interests of the shareholders as a whole.

Custodian

The Northern Trust Company was appointed on 22 September 2011 to provide custodial services for the portfolio. Pursuant to the terms of this agreement, The Northern Trust Company receives a safe-keeping fee and transaction fees which vary by market, subject to a minimum fee of £12,000 per annum. Termination of the custody agreement requires one month's written notice.

Corporate secretarial, administrative and accounting services

PATAC Limited ("PATAC") was appointed by the Company in 2015 to provide company secretarial, administrative and accounting services. This agreement may be terminated on three months' notice, and PATAC received an annual fee of £135,000 exclusive of VAT for these services. The fees are recalculated annually in line with the increase in the Consumer Price Index for the preceding 12 month period.

Details of the fees paid during the year, including those paid to Northern Trust and PATAC are recorded in note 4 of the financial statements on page 42.

Creditor payment policy

It is the Company's payment policy to obtain the best possible terms for all business. Whilst following no formal code, the Company settles all its investment transactions within the time frames indicated in the markets in which it operates, generally within one week of the transaction. Other expenses are paid within 30 days in the normal course of business or under agreed terms with suppliers.

Going concern

The Company's investment objectives and business activities, together with the main trends and factors likely to affect its future development and performance, are described in the Board's Strategic Report. The financial position of the Company, including its cash flows and liquidity positions, is also described in the Strategic Report and financial statements. Note 15 to the financial statements describes the Company's processes for managing its capital, its financial risk management objectives, details of its financial instruments and its exposures to market price, interest rates, foreign currency, credit and liquidity risk. The directors believe that the Company is well placed to manage its business risks successfully and consider that the Company has adequate resources, an appropriate financial structure and suitable management arrangements in place to continue in operational existence. For this reason, they continue to adopt the going concern basis in preparing the annual report and financial statements. The directors do not consider that there are any material uncertainties to the Company's ability to continue to adopt this approach over a period of at least twelve months from the date of approval of these financial statements.

Viability statement

The Board has carried out a robust assessment of the principal risks facing the Company including those that would threaten its business model, future performance, solvency or liquidity. The Board has drawn up a risk map of the risks facing the Company and has put in place appropriate processes and controls in order to mitigate these risks as far as practicable. The principal risks which have been identified, and the steps taken by the Board to manage these, are detailed on page 7.

The Company is a long-term investor and the Board believes it is appropriate to assess the Company's viability over a three year period in recognition of our investment manager's long-term horizon and also what we believe to be investors' horizons, taking account of the Company's current position and the potential impact of the principal risks and uncertainties as shown on page 7 of this annual report.

The Directors also took into account the liquidity of the portfolio when considering the viability of the Company over the next three years and its ability to meet liabilities as they fall due.

The Directors do not expect there to be any significant change in the principal risks that have been identified and the adequacy of the controls in place. Also the Directors do not envisage any change in strategy or objectives or any events that would prevent the Company from continuing to operate over that period as the Company's assets are liquid, its commitments are limited and the Company intends to continue to operate as an investment trust. The Directors believe that only a substantial financial crisis affecting the global economy could have an impact on this assessment.

Based on this assessment, 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 next three years.

Political and charitable contributions

No contributions were made during the year for political or charitable purposes (2017: nil).

Greenhouse gas emissions

As the Board has engaged external firms to undertake the investment management, secretarial and custodial activities of the Company, the Company has no greenhouse gas emissions to report from its operations, nor does it have responsibility for any other emissions-producing sources under the Companies Act 2006 (Strategic Report and Directors' Reports) Regulations 2013.

Directors' Report

Whistleblowing policy

As the Company has neither executive directors nor employees, a formal whistleblowing policy has not been adopted. However the Board has agreed a procedure by means of which any directors or employees of external service-providers can bring to the attention of the Chairman or Senior Independent Director matters of concern to them. No matters of concern have been raised during the year to 5 April 2018.

Directors' indemnity

The Company has directors' and officers' liability insurance in place for all directors, which is reviewed periodically. Subject to the provisions of UK legislation, the Company's articles of association provide the directors with a qualifying third-party indemnity provision against costs which they may incur relating to the defence of any proceedings brought against them arising out of their positions as directors, in which they are acquitted or judgment is given in their favour by the courts, as defined by section 234 of the Companies Act 2006. The qualifying third-party indemnity provision was in force throughout the financial year and at the date of approval of the annual report.

Conflicts of interest

In line with the Companies Act 2006, the Board has the power to authorise any potential conflicts of interest that may arise and impose such limits or conditions as it thinks fit. A register of interests and potential conflicts is maintained and is reviewed at every Board meeting to ensure all details are kept up to date. Appropriate authorisation is sought prior to the appointment of any new director or if any new conflicts or potential conflicts arise.

Directors

The directors of the Company who held office at 5 April 2018 and at the date of approval of this report are set out on page 13, together with their biographies. Directors' interests in the shares of the Company are set out in the Directors' Remuneration Report on page 29.

Retirement and re-election of directors

The following directors will retire at the forthcoming AGM and, being eligible, will be proposed for re-election.

Mr Meek offers himself for re-election in accordance with Principle 3 of the AIC Code as he has served as a director for more than nine years.

Miss Matterson and Mr Archibald offer themselves for re-election in accordance with the articles of association of the Company.

In accordance with Principle 3 of the AIC Code Mr Prescott will next offer himself for re-election in 2019 and Mr Laing in 2020.

After due consideration of the results of the performance evaluation, the Board confirms that they are content that the performances of Mr Meek, Miss Matterson and Mr Archibald continue to be effective and demonstrate commitment to their role, including the necessary commitment of time for Board and committee meetings and other duties as required. The Board believes that the re-election of Mr Meek, Miss Matterson and Mr Archibald is in the best interests of the Company and its shareholders.

Directors' meeting attendance

The number of meetings held during the year from 6 April 2017 to 5 April 2018 and the directors' attendance is detailed below.

	Board	Audit Committee	Management Engagement Committee
Mr E G Meek	4/4	3/3	1/1
Mr G A Prescott	4/4	3/3	1/1
Mr A L Laing	4/4	3/3	N/A
Miss J G K Matterson	4/4	3/3	1/1
Mr R Archibald	4/4	3/3	1/1

All directors attended the 2017 AGM.

Apart from regular Board meetings, members of the Board attended a number of ad hoc committee meetings during the year, for strategic discussions and continued implementation of the discount management policy.

Substantial shareholders

During the year to 5 April 2018, the Company received notification of interest in the company's shares from Smith & Williamson and J M Finn & Co. These interests together with any non-discretionary holdings are included in the following table.

Since 5 April 2018 to the date of this report, the Company has not been informed of any change in its notifiable Ordinary share class holdings.

Governance Report (continued)

Directors' Report

At 5 April 2018, persons with a significant direct or indirect holding of shares in the company were as follows:

Name	Number of Ordinary shares	Issued Share Capital Held
Smith & Williamson	691,720	12.00%
R P A Spiller	401,931	6.97%
Hargreaves Lansdowne	359,156	6.23%
J M Finn & Co	354,115	6.14%
Alliance Trust Savings	342,910	5.95%
Brewin Dolphin	230,986	4.01%
D R Hunter	217,000	3.77%
A J Bell	197,488	3.43%

Other statutory information

The following information is disclosed in accordance with the Companies Act 2006:

- Details of the significant direct or indirect holdings of the Company's shares are shown in the substantial shareholders table on pages 16 and 17;
- The rules on the appointment and replacement of the directors are set out in the Company's articles of association (the "Articles"). Any change to the Articles would be governed by the Companies Act 2006;
- Subject to the provisions of the Companies Act 2006, to the Articles, and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. The powers shall not be limited by any special power given to the directors by the Articles and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors. The directors' powers to issue and buy back shares, in force at the year end, are recorded on page 18; and
- There are no agreements:

  (i) to which the Company is a party that might affect its control following a takeover bid; and/or

  (ii) between the Company and its directors concerning compensation for loss of office.

Corporate Governance

Full details are given in the Corporate Governance Statement on pages 19 to 23. The Corporate Governance Statement forms part of this Directors' Report.

Bribery Act 2010

The Company has zero tolerance towards bribery and is committed to carrying out business fairly, honestly and openly. The investment manager also adopts a zero tolerance approach and has policies and procedures in place to prevent bribery.

Annual general meeting (the "AGM")

The following is important and requires your immediate attention. If you are in any doubt as to the action you need to take, please seek advice from your stockbroker, bank manager, solicitor, accountant or other financial advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your Ordinary shares in the Company, please send this document, but not the accompanying form of proxy, to the purchaser/transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected.

The AGM of the Company will be held on 6 July 2018 at 11.00 a.m. at the offices of Smith & Williamson Investment Management Limited, 25 Moorgate, London EC2R 6AY. The formal notice of such is set out on pages 52 to 54. Resolutions relating to items of noteworthy and/or special business as detailed below will be proposed at the AGM.

Resolutions 4, 5 and 6 – Re-election of directors

The Board has noted the recommendation in the AIC Code of Corporate Governance that non-executive directors serving longer than nine years be subject to annual re-election. Accordingly, Mr Meek will offer himself for re-election at this year's AGM. As noted earlier, the Board subscribes to the AIC Code view that length of tenure is not necessarily an issue, rather the director's contribution, their ability and assertion of their authority. The directors are conscious of the benefits of continuity on the Board and believe that retaining directors with sufficient experience of both the Company and the markets is of great benefit to shareholders. Moreover, long-serving directors are less likely to take a short-term view. This opinion is based on the following assessment of Mr Meek's contribution to the operation of the Board.

Mr Meek is a former investment banker and stockbroker, with significant experience in senior financial roles, including previous appointments as an executive director and a non-executive chairman for publicly listed companies. His knowledge and experience are of great value to the Board.

Miss Matterson and Mr Archibald, having been elected in 2015, will retire by rotation at the AGM and being eligible offer themselves for re-election. Mr Prescott having been elected in 2016 will next retire by rotation in 2019. Mr Laing having been elected in 2017 will next retire by rotation in 2020.

The Board recommends that Mr Meek, Miss Matterson and Mr Archibald be re-elected.

Directors' Report

Resolutions 9 and 10 – Directors' authority to allot shares and disapply pre-emption rights

At the AGM held on 10 July 2017 (the "2017 AGM"), the directors were given the authority until the date of the following AGM to allot up to 1,534,051 Ordinary shares and to disapply pre-emption rights in respect of up to 920,430 of these shares. At a general meeting on 10 January 2018 the directors were given further authority to allot up to 1,078,573 Ordinary shares and to disapply pre-emption rights in respect of all of these shares. Details of the shares issued under these authorities can be found in note 12 on page 46.

At this year's AGM, the directors are seeking authority to allot up to 1,971,323 Ordinary shares, in aggregate a nominal value of £492,830.75, representing one third of the issued share capital as at the date of this report. The directors are also seeking to disapply pre-emption rights in respect of the allotment of up to 20% of the issued share capital of the Company (equivalent to 1,182,793 Ordinary shares at the date of this report with an aggregate nominal value of £295,698.25), including any shares which have been bought back as treasury shares.

The Board recognises institutional investor guidelines which state that non pre-emptive issues should be limited to a maximum of 10% for investment companies.

However, the Board believes that a degree of flexibility is appropriate in circumstances where issuance of equity securities on a non pre-emptive basis would be in the interests of the Company and its shareholders.

Resolution 11 – Authority to make market purchases of the Company's shares

At the 2017 AGM, the directors were given the authority until the date of the following AGM to buy back up to 689,862 Ordinary shares (14.99% of the issued share capital at the date of the 2017 AGM). There have been no shares bought back under this authority.

At this year's AGM, the directors are seeking authority to buy back up to 886,503 Ordinary shares (14.99% of the issued share capital at the date of this report) for cancellation or holding up to 10% in treasury for re-sale into the market during more favourable market conditions at values equal or at a premium to NAV.

If approved, the powers as detailed above and in the formal notice of the AGM will expire at the AGM to be held in 2019 unless previously renewed, varied or revoked by the Company in general meeting. These powers will be exercised only if the Board is of the opinion that it would result in an enhancement to the NAV per share of the company and therefore have a positive effect on shareholder funds.

Resolution 12 – Notice of general meeting

At the 2017 AGM, a resolution was passed to allow the Company to call a general meeting other than an AGM on at least 14 clear days' notice. Such shareholder authority must be renewed annually, and must exclude AGMs, which can only be held on 21 clear days' notice. Without such shareholder authority, all general meetings need 21 clear days' notice.

The Board considers it prudent to retain the ability to call general meetings other than AGMs on the shorter notice period of 14 clear days, and this resolution seeks such approval from the shareholders.

Recommendation

The directors consider that all the resolutions detailed in the formal notice are in the best interests of the Company and the shareholders taken as a whole and therefore unanimously recommend to shareholders that they vote in favour of each resolution, as the directors intend to in respect of their own holdings.

Statutory auditor

The Audit Committee is satisfied that PricewaterhouseCoopers LLP is independent of the Company. A resolution to re-appoint PricewaterhouseCoopers LLP as the Company's auditors will be put to shareholders at the forthcoming AGM.

Directors' statement as to disclosure of information to auditors

The directors who were members of the Board at the time of approving the Directors' Report are listed on page 13. Each director in office at the date of this report confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditors are aware of that information.

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

By order of the Board

Steven Cowie BA CA
Company Secretary
31 May 2018

Governance Report (continued)
Corporate Governance Statement

The Board has considered the principles and recommendations of the AIC Code of Corporate Governance (the "AIC Code") by reference to the AIC Corporate Governance Guide for investment companies (the "AIC Guide"). The AIC Code is endorsed by the Financial Reporting Council, and as explained by the AIC Guide, addresses all the principles set out in the UK Corporate Governance Code, whilst setting out additional principles and recommendations on issues that are of specific relevance to the Company.

The Board believes that the AIC Code; which incorporates the UK Corporate Governance Code, provides the most appropriate governance framework for the Company. Accordingly, we report against the principles and recommendations of the AIC Code by reference to the AIC Guide, as this should provide better information to shareholders. The July 2016 edition of the AIC Code and AIC Guide are applicable to the year under review and can be found at www.theaic.co.uk.

The UK Corporate Governance Code includes provisions relating to the role of the chief executive, executive directors' remuneration and the need for an internal audit function. For the reasons set out in the AIC Code and as explained in the UK Corporate Governance Code, the Board considers that these provisions are not relevant to the position of the Company, being an externally managed investment company. In particular, the Company's day-to-day management and administrative functions are outsourced to third parties. As a result, the Company has no executive directors, employees or internal operations and has therefore not reported further in respect of these provisions.

The following table demonstrates how the principles of the 2016 AIC Code and relevant provisions of the UK Corporate Governance Code have been applied and explains those recommendations which were not followed during the year.

Principle	Company Compliance
1. The chairman should be independent.	Mr Meek is the Chairman of the Board and has served on the Board for 14 years. The Board subscribes to the AIC Code view that the director's contribution is the issue, rather than the length of service. The Board believes that Mr Meek is independent in character and judgement and is free of relationships which may create a conflict of interest between his own and the shareholders' interests. The directors are conscious of the benefits of continuity on the Board and believe that retaining a chairman with sufficient experience of both the Company and the markets is of great benefit to shareholders, as is the likelihood of a long-serving director to take a longer-term view. Mr Prescott is the senior independent director ("SID") and is available to shareholders if they have concerns in respect of which contact through the Chairman is inappropriate.
2. A majority of the Board should be independent of the manager.	The Board comprises five non-executive directors, all of whom are considered to be independent in both character and judgement, and with the exception of Mr Laing, all are considered to be independent of the Company's investment manager. Independence questionnaires are completed annually by each director other than Mr Laing, and reviewed by the Chairman and by the Board as a whole. With regard to the length of tenure, as noted above, the Board subscribes to the AIC's belief that, in the case of investment companies, lengthy service on a Board does not compromise independence from the manager and that therefore long-serving directors can form part of an independent majority. In light of the benefits of Board continuity, long-term vision and retention of sufficient experience of both the Company and the markets, the Board believes that the achievement of a balance of newly serving and long-serving directors is of great benefit to shareholders.
3. Directors should be submitted for re-election at regular intervals. Nomination for re-election should not be assumed but be based on disclosed procedures and continued satisfactory performance.	Directors are initially appointed for a three-year term, following which they are subject to re-election by shareholders at the intervals specified in the Company's articles of association and in accordance with good governance practice. Those directors serving for more than nine years are subject to annual re-election. Board support for re-election is based on the outcome of an annual performance evaluation. The performance of each director and nominations for re-election are discussed by the Board as a whole in the absence of the director in question.
4. The Board should have a policy on tenure which is disclosed in the annual report.	Subject to annual re-election and the need to refresh its membership from time to time, the Board is of the opinion that the term of office of individual directors should be determined by the Board's judgement of their continuing effectiveness and performance. No limit is placed on the age or length of service of the directors by the Board or by the articles of association. The Board does not consider that age or tenure should prevent a director from being regarded as independent from the investment manager. No director has a contract of employment with the Company. Directors' terms and conditions for appointment are set out in letters of appointment which are available for inspection at the registered office of the Company and will be on display at the AGM.
5. There should be full disclosure of information about the Board.	The directors' biographies can be found on page 13; details of their interests in shares and meeting attendance are on pages 29 and 16 respectively. The directors' remuneration report is set out on pages 28 and 29. The Board's policy is to establish committees where appropriate, and has accordingly established an Audit Committee and a Management Engagement Committee. Owing to the small size of the Board, the directors do not feel it necessary to establish a separate remuneration or nomination committee at present. The functions of remuneration and nomination and are carried out by the Board as a whole as part of the agenda of regular Board meetings.

Governance Report (continued)
Corporate Governance Statement

Principle	Company Compliance
6. The board should aim to have a full balance of skills, experience, length of service and knowledge of the company.	The directors' biographies on page 13 demonstrate the breadth of investment, commercial and professional experience relevant to their positions as directors of the Company. The independence, contribution and performance of each Board member are evaluated annually and the process incorporates analysis of the balance and composition of the Board. It is the directors' measured opinion that the Board displays the necessary balance of skills, experience, length of service and knowledge of the Company.
7. The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	Evaluation questionnaires in respect of the performance of individual directors, the Audit Committee, the Board as a whole and the actions of the Board in conjunction with its advisors are completed annually by each member of the Board, then externally collated. The performance of the Company as a whole is considered in detail at each Board meeting. Furthermore all independent directors complete an evaluation of the investment manager within the Management Engagement Committee. Within the evaluation process, each director is encouraged to raise any concerns for the Board to act upon. The company secretary analyses and presents the results, whilst the Board as a whole examines the evaluation results and discusses areas for change or improvement. The performance of the Board, the Audit Committee and the Chairman are considered separately, and the Chairman is not present during the course of the discussion concerning his own evaluation. The Chairman and the SID confirm that the performance of each director continues to be effective and demonstrates his or her commitment to the role. This includes time for ad hoc communications throughout the year in addition to formal Board and committee meetings. The results of the performance evaluations in respect of the year ended 5 April 2018 were analysed at a meeting of the Board on 23 May 2018. No material issues were identified from this review. The evaluation process itself is examined and refreshed periodically to ensure optimal rigour and practical outcomes.
8. Director remuneration should reflect their duties, responsibilities and the value of their time spent.	Directors' remuneration is reviewed by the Board as a whole on an annual basis. The Board determines and approves directors' fees following proper consideration, having regard to the level of fees payable to non-executive directors in the industry generally, the role that individual directors fulfil in respect of Board and committee responsibilities, the time committed to the Company's affairs, and activity during the period in question. The Company's articles of association currently limit the aggregate fees payable to the Board to a total of £150,000 per annum. Detailed information on the remuneration arrangements for the directors of the Company can be found in the Directors' Remuneration Report on page 28.
9. The independent directors should take the lead in the appointment of new directors and the process should be disclosed in the annual report.	The directors have determined that, owing to the size of the Board, there is no requirement for a separate nomination committee at present. The Board annually reviews its size and structure, and is responsible for succession planning. The Board has an open mind regarding the use of external recruitment consultants or internal process, and has, in the past, chosen to combine both routes to ensure best practice. The Board believes that diversity of experience and approach amongst Board members is of great importance and it is the Company's policy to give careful consideration to issues of Board balance when making new appointments. The Board seeks to search for candidates and make appointments based on merit, against objective criteria and with due regard for the benefits of diversity on the Board. It also assesses the roles of the existing directors in office to ensure that there continues to be a balanced Board in terms of skills, knowledge, experience and diversity, as well as planning for efficient succession and the progressive refreshing of the Board.
10. Directors should be offered relevant training and induction.	On appointment, directors are provided with key information on their responsibilities and duties as directors, together with relevant background information on the Company and its activities and an induction to the work of the investment manager. Further appropriate training is arranged where this is considered necessary. In addition, each director is encouraged to seek ongoing training opportunities, both in relation to his or her office with the Company and otherwise. In the annual Board evaluation process each director, together with the Chairman, considers if appropriate training has been undertaken. All directors have access to the advice and services of the company secretary who is responsible to the Board for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. The Board has an established procedure, whereby directors, in the furtherance of their duties, may seek independent professional advice at the Company's expense. Directors are updated regularly on statutory, regulatory and industry matters and internal controls, and changes affecting directors' responsibilities are advised to the Board as they arise.

Principle	Company Compliance
11. The chairman (and the Board) should be brought into the process of structuring a new launch at an early stage.	Not applicable to the Company at present.
12. Boards and managers should operate in a supportive, co-operative and open environment.	The Board meets quarterly and additionally as necessary to review the overall business of the Company, as well as to consider matters specifically reserved for it. Detailed information is provided by the investment manager, administrator and company secretary at each meeting, enabling the directors to monitor the Company's investment performance and other matters of relevance. Details of the numbers of Board and committee meetings held during the financial year and the attendance record of each director are shown on page 16.
13. The primary focus at regular Board meetings should be a review of investment performance and associated matters such as gearing, asset allocation, marketing/investor relations, peer group information and industry issues.	The Board is responsible for the effective stewardship of the Company's affairs. Certain strategic issues are monitored by the Board at meetings against a framework which has been agreed with the investment manager, as the Board supervises the management of the investment portfolio, contractually delegated to the investment manager. In order to enable them to discharge their responsibilities, all directors have full and timely access to relevant information from the company secretary and other advisors, as appropriate. At each meeting, the investment manager presents an update on the investment performance of the Company and a compliance report. The Board reviews the Company's investment performance and considers financial analyses and other reports of an operational nature. The directors thereby monitor compliance with the Company's objectives and ensure adherence to the investment policy, or authorise any policy changes where appropriate. The company secretary attends all Board and committee meetings and advises the Board, through the Chairman, on all matters relating to Board procedures and corporate governance.
14. Boards should give sufficient attention to overall strategy.	The Board considers and discusses the performance, investment mandate, strategy and continuation of the Company at every Board meeting.
15. The Board should regularly review both the performance of, and contractual arrangements with, the manager (or executives of a self-managed company).	The Board has established a Management Engagement Committee ("MEC"), which comprises the four independent directors and is chaired by Mr Meek. The performance of and contractual arrangements with the investment manager are evaluated annually and discussed by the MEC to ensure the continued suitability of CGAM to manage the Company's portfolio. To this end the investment management agreement is reviewed and updated periodically so that its terms remain competitive, fair and in the best interests of the shareholders. Details of the items considered in the evaluation of the investment manager and the rationale for the continuance of the contract can be found on pages 14 and 15.
16. The Board should agree policies with the manager covering key operational issues.	The investment manager CGAM operates under an investment policy and within guidelines drawn up by the Board. The guidelines set out parameters within which the investment manager operates, including the overall investment strategy of the Company. Any proposed deviation from the guidelines is required to be discussed with and agreed by the Board or by the Chairman on the Board's behalf where authority is required between meetings. CGAM reports at every Board meeting on the performance of the Company and submits a statement of compliance with the investment policy. The Board monitors the investment manager's performance and adherence to the policy and regularly discusses the Company's investment strategy. Unless specifically directed by the Board, the investment manager has the authority to vote the shares held in the investee companies in the best interests of the Company and will bring to the attention of the Board any matters requiring direction or of a contentious nature. The investment manager broadly supports the principles of the Financial Reporting Council's Stewardship Code, and a statement of its position on each of the seven principles of the Stewardship Code can be found on its website: www.cgasset.com.
17. Boards should monitor the level of the share price discount or premium (if any) and, if desirable, take action to reduce it.	The Board pays close attention to the level of discount and premium to net asset value and gives careful consideration to the most appropriate means of optimising the situation for shareholders, given the stated objectives of the Company. The Company operates a discount/premium management policy to minimise volatility. Details of the shares issued and bought back during the year can be found in note 12 on page 46.

Corporate Governance Statement

Principle	Company Compliance
18. The Board should monitor and evaluate other service providers.	In addition to investment management, the Board has delegated to external third parties the custodial services (which include the safeguarding of assets), the day-to-day accounting, company secretarial services, payroll and registration services. Each contract was entered into after full and proper consideration of the quality and cost of the services offered, including the control systems in operation insofar as they relate to the affairs of the Company. These contracts and internal control systems are reviewed and evaluated annually by the Board to ensure their continued competitiveness and efficacy.
19. The Board should regularly monitor the shareholder profile of the company and put in place a system for canvassing shareholder views and for communicating the Board's views to shareholders.	Shareholder relations are accorded a high priority by both the Board and the investment manager. All shareholders have the opportunity to attend and vote at the AGM, at which a presentation is made by the investment manager following the business of the meeting. Shareholders have the opportunity to address questions to the Chairman and the Chairman of the Audit Committee and the directors are available to discuss key issues affecting the Company. All shareholders are encouraged to attend the AGM. The Board reviews large transactions within the shareholder register as they occur and at Board meetings where required. Informal communications with major shareholders continue to be maintained by the Chairman and/or investment manager in order that the Board has an understanding of their views on the Company. In addition, every director is always available to discuss issues of concern raised by any of the shareholders. It is the intention of the Board that the annual report and financial statements and notice of the AGM be issued to shareholders so as to provide at least twenty working days' notice of the AGM. Shareholders and others wishing to contact the Board are invited to do so by writing to the company secretary at the registered address given on page 13 or via the Company website at www.capitalgearingtrust.com. All meetings between the manager and shareholders are reported to the Board
20. The Board should normally take responsibility for, and have a direct involvement in, the content of communications regarding major corporate issues even if the manager is asked to act as spokesman.	The Board is directly involved in and responsible for communications on major corporate issues.
21. The Board should ensure that shareholders are provided with sufficient information for them to understand the risk:reward balance to which they are exposed by holding the shares.	The prime medium by which the Company communicates with shareholders is through the interim and annual reports which aim to provide shareholders with a clear understanding of the Company's activities and their results. This information is supplemented by the daily calculation of the NAV of the Company's shares and quarterly portfolio updates, together with the full portfolio list at each half-year and year end, which are published on the London Stock Exchange and the Company's website. The annual report and interim report are posted to each shareholder, and are also available on the Company's website. All information provided is considered to be a useful update for shareholders and others taking an interest in the Company. The annual report sets out the responsibilities reserved for the Board and those delegated to the investment manager, and records the Board's consideration of the performance of the investment manager over the year.

Internal controls

The Board has overall responsibility for the Company's systems of internal controls and for reviewing their effectiveness. In common with the majority of investment trusts, the Board has determined that the most efficient and effective management of the Company is achieved by the directors determining the investment strategy, and the investment manager being responsible for the day-day investment management decisions on behalf of the Company. Accounting, company secretarial and custodial services have also been delegated to organisations that are specialists in these areas, and which can provide, because of their size and specialisation, economies of scale, segregation of duties and all that is required to provide proper systems of internal control within a regulated environment.

As the Company has no employees and its operational functions are undertaken by third parties, the Audit Committee does not consider it necessary for the Company to establish its own internal audit function. Instead, the Audit Committee examines internal control reports received from its principal service-providers to satisfy itself as to the controls in place. The internal controls aim to ensure that assets of the Company are safeguarded, proper accounting records are maintained, and the financial information used within the business and for publication is reliable.

Control of risks identified, covering financial, operational, compliance and risk management, is embedded in the controls of the Company by a series of regular investment performance statements, financial and risk analyses, investment manager reports and control reports. Key risks have been identified and controls put in place to mitigate them, including those not directly the responsibility of the manager. The effectiveness of the internal controls is assessed on a continuing basis by the manager, the custodian and the company secretary. Each maintains its own system of internal controls, and the Board and Audit Committee receive regular reports from them. The control systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage, rather than eliminate, risk of failure to achieve objectives.

Governance Report (continued)
Corporate Governance Statement

It is a requirement that the Board monitors the Company's risk management and internal controls systems, and, at least annually, carries out a review of their effectiveness. The Board has established a process for identifying, evaluating and managing the principal risks faced by the Company in accordance with the Financial Reporting Council's guidance document "Guidance on Risk Management, Internal Control and Related Financial and Business Reporting". Business risks have also been analysed by the Board and recorded in a risk map that is reviewed regularly. The Board confirms that no significant failings or weaknesses were identified from the ongoing review of the efficacy of internal controls during the year. These controls have been in place throughout the period under review and up to the date of signing the financial statements.

Management Engagement Committee
A Management Engagement Committee comprises all the independent directors of the Company and is chaired by Mr Meek. The Committee meets at least once a year to consider the remuneration of the investment manager and to review the terms of the investment management contract.

Compliance with the recommendations of AIC Code and UK Corporate Governance Code
Subject to the exceptions explained in the forgoing table and paragraphs, during the financial year the Company has complied with the recommendations of the 2016 AIC Code and the relevant provisions of the UK Corporate Governance Code.

Gender and diversity
The Company's statement in relation to gender and diversity is within the Strategic Review on page 7.

Directors' Report
The Directors' Report on pages 14 to 18 forms part of this Corporate Governance Statement.

Matters reserved for the Board
The Board has a formal schedule of matters specifically reserved for its decision, which are categorised under various headings, including strategy, management, structure, capital, financial reporting, internal controls, gearing, asset allocation, share price discount, contracts, investment policy, finance, risk, investment restrictions, performance, corporate governance and Board membership and appointments.

By order of the Board

Steven Cowie BA CA
Company Secretary
31 May 2018

Governance Report (continued)
Audit Committee Report

Dear Shareholder,

As Chairman of the Company's Audit Committee (the "Committee") I am pleased to present the Committee's report to shareholders for the year ended 5 April 2018.

This report presents an opportunity to show more clearly the range of work that the Committee has considered and the judgements it has exercised. The Committee, which met in full three times during the year, has continued to support the Board in fulfilling its oversight responsibilities, reviewing the financial reporting process, the systems of internal control and management of risk, the audit process and the Company's process for monitoring compliance with laws and regulations and its own code of business conduct.

Role and Responsibilities
The responsibilities of a company's audit committee are set out in the UK Corporate Governance Code and Disclosure Guidance and Transparency Rule 7.1. The key objective of the Committee is to provide assurance to the Board as to the effectiveness of the Company's internal controls and the integrity of its financial records and externally published results. In doing so, the Committee operates within its terms of reference, which are available on the corporate website at http://www.capitalgearingtrust.com/the-board, and are reviewed annually. It discharges the following key functions:

- The Committee meets at least three times a year to review the internal financial and non-financial controls, to consider the integrity of and recommend to the Board for approval the contents of the draft interim and annual reports to shareholders and related announcements;
- To review the accounting policies and significant financial reporting judgements;
- The Committee reviews the external auditors' independence, objectivity, effectiveness, appointment, remuneration, the quality of the services of the service-providers to the Company;
- Together with the investment manager, the Committee reviews the Company's compliance with financial reporting and regulatory requirements; and
- The Committee meets with representatives of the investment manager and receives reports on the quality and effectiveness of the accounting records and management information maintained on behalf of the Company.

Composition
The Audit Committee comprises myself as Chairman, Mr Meek, Miss Matterson and Mr Archibald, all of whom have recent and relevant financial experience from their senior management and other non-executive roles. I am a chartered accountant with substantial experience in senior financial roles in a number of business sectors. My biography and those of the other committee members can be found on page 13.

Significant issues considered regarding the annual report and financial statements
During the year, the Committee considered the significant issues and areas of key audit risk in respect of the Annual Report and Financial Statements. The Committee reviewed the external audit plan at an early stage and concluded that the appropriate areas of audit risk relevant to the Company had been identified and that suitable audit procedures had been put in place to obtain reasonable assurance that the financial statements as a whole would be free of material misstatements.

Audit Committee Report

The table below sets out the key areas of risk identified and also explains how these were addressed during the year to 5 April 2018.

Significant Issue	How the issue was addressed
Risk of fraud in revenue recognition, particularly as a result of investing in delisted trusts.	The investment manager reported to the Committee that less than 1% of the Company's fund is invested in delisted investment trusts. Receipts from these investments are reviewed by the administrator and investment manager to ensure they are appropriately allocated to revenue or capital.
Potential for management override of controls	The Committee together with the Board have established clear lines of responsibility between the investment manager, custodian, company secretary and administrator and receive appropriate reports from them regarding the operation of those organisations controls.
Valuation, existence and ownership of investments	The valuation of investments is undertaken in accordance with the accounting policies disclosed in note 1 to the financial statement on page 40. Controls are in place to ensure that valuations are appropriate and existence is verified through custodian reconciliations. The external auditors test the value and existence of targeted investments.
AIFM Directive – AIFM registration under small authorised UK AIFM vs full scope	The investment manager has been instructed to manage its leveraged positions to comply with the sub-threshold regulations. The Committee regularly reviews and discusses the Company's position in relation to the AIFMD and in November 2017 the investment manager became the Company's AIFM under the Small Authorised UK AIFM regime. The Committee and the AIFM will continue to monitor the position with a view to the AIFM operating under the full scope regime as and when necessary.
Going Concern	The content of the investment portfolio, trading activity, portfolio diversification and the cash balances are discussed at each meeting. After due consideration, the Committee concluded it was appropriate to prepare the Company's financial statements on a going concern basis and made this recommendation to the Board. The relatively high level of liquidity of the portfolio was a key factor that led to this conclusion.
Compliance with sections 1158 and 1159 Corporation Tax Act 2010	Approval for the Company as an investment trust under sections 1158 and 1159 of the Corporation Tax Act 2010 for financial years commencing on or after 6 April 2012 has been obtained and ongoing compliance with the eligibility criteria is monitored on a regular basis.

2018 – 2019 Action plan

A number of similar matters will be considered again during the year to 5 April 2019, particularly those relating to the changing regulatory and economic environment, and the risks and opportunities so presented. The annual report and financial statements and the interim statement will occupy much Committee time.

Auditors and audit tenure

The Company's current auditors, PricewaterhouseCoopers LLP ("PwC") have acted in this role for more than ten years. The Committee reviews the performance of the auditors on a regular basis, taking into consideration the services and advice provided to the Company and the fees charged for these services. The audit partner changes at least every five years with Martin Cowie being appointed in 2017. On the basis of the auditor's performance, the Audit Committee considers their on-going selection to be in the best interests of the Company and has recommended their continuing appointment to the Board.

Changes to UK legislation as a result of the new EU audit framework mean that we will have to rotate our auditor every ten years although this can be extended by a further ten years if a tender process is undertaken at the end of the first ten years. Based on these changes, we will be required to rotate our auditor by 2020. However, the Committee will continue to review the efficacy of the appointment of the auditor and, if thought appropriate, will recommend to the Board that the audit be put out to tender in advance of the mandatory rotation date.

There are no contractual obligations that restrict the Company's choice of auditor. The Audit Committee monitors the level of non-audit work carried out by the auditor and seeks assurances from the auditor that they maintain suitable policies and processes ensuring independence, and monitors compliance with the relevant regulatory requirements on an annual basis. The Company operates on the basis whereby the provision of non-audit services by the auditor is permissible where no conflict of interest arises, where the independence of the auditor is not likely to be impinged on by undertaking the work and the quality and objectivity of both the non-audit work and audit work will not be compromised.

There was no non-audit work carried out during the year by PwC. The fees paid to the external auditor are set out in note 4 on page 42.

Representatives of PwC attend the Committee and subcommittee meetings at which the draft annual report and financial statements are reviewed, and are given the opportunity to speak to the Committee members without the presence of the representatives of the manager. The Chairman of the Audit Committee will be present at the AGM to deal with questions relating to the financial statements.

The auditors have indicated their willingness to continue in office and resolutions proposing their reappointment and authorising the directors to determine their remuneration for the ensuing year will be proposed at the AGM.

Audit Committee Report

Assessment of the efficacy of the external audit process

To assess the effectiveness of the external audit, the Audit Committee has adopted a framework in its review of the effectiveness of the external audit process and audit quality. This includes a review of the following areas:

a) the quality of the audit engagement partner and the audit team;

b) the expertise of the audit firm and the resources available to it;

c) identification of areas of audit risk;

d) planning, scope and execution of the audit;

e) consideration of the appropriateness of the level of audit materiality adopted;

f) role of the Board, the investment manager and third-party service providers in an effective audit process;

g) communications by the auditor with the Audit Committee;

h) how the auditor supports the work of the Audit Committee;

i) how the audit contributes added value;

j) a review of independence and objectivity of the audit firm; and

k) the quality of the formal audit report to shareholders.

The Committee regularly reviews the effectiveness of the external audit process against these criteria, and is satisfied that audit quality continues to be sufficient to allow the Company to meet its obligations, and to gain value from the services provided.

Committee Evaluation

The Board conducts a formal annual review of the Committee's effectiveness, using an evaluation questionnaire. The outcome was positive with no significant concerns expressed.

Conclusions in respect of the annual report and financial statements

The production and the audit of the Company's Annual Report and Financial Statements is a comprehensive process requiring input from a number of different contributors. One of the key governance requirements of the Company's Annual Report and Financial Statements is that they are fair, balanced and understandable. The Board has requested that the Audit Committee advise on whether it considers that the Annual Report and Financial Statements fulfil these requirements, and that the Audit Committee has given consideration to the following:

a) the comprehensive documentation that is in place setting out the controls over the production of the Annual Report and Financial Statements, including the verification processes in place to deal with the factual content;

b) the comprehensive reviews that are undertaken at different levels in the production process of the Annual Report and Financial Statements, by the Investment Manager, the third party service providers responsible for accounting services and the Audit Committee that aim to ensure consistency and overall balance;

c) the controls that are in place at the Investment Manager and third party service providers to ensure the completeness and accuracy of the Company's financial records and the security of the Company's assets; and

As a result of the work performed, the Committee has concluded that the Annual Report and Financial Statements for the year ended 5 April 2018, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's performance, position, business model and strategy and has reported on these findings to the Board. The Board's conclusions in this respect are set out in the Statement of Directors' Responsibilities on page 30.

George Prescott
Chairman
Audit Committee
31 May 2018

Governance Report (continued)
Directors' Remuneration Policy

This section provides details of the remuneration policy for the directors of the Company. All directors are non-executive, appointed under the terms of letters of appointment and none has a service contract. The Company has no employees.

The Board has prepared this report in accordance with the requirements of the Companies Act 2006. The shareholders approved the current remuneration policy at the Annual General Meeting in 2016. Shareholders also approved, at the AGM in 2016, an amendment to the Articles of Association increasing the limit on aggregate annual fees to £150,000 per annum. The Company has implemented the approved remuneration policy with effect from 8 July 2016. This policy, together with the directors' letters of appointment, may be inspected at the Company's registered office.

The Board is composed wholly of non-executive directors who together consider and determine all matters relating to the directors' remuneration at the beginning of each financial year. A remuneration committee has not been formed as all the directors are non-executive. The directors are remunerated exclusively by fixed fees in cash. There are no performance related elements to the directors' fees and the Company does not operate any type of incentive, share scheme or pension scheme. Therefore, no directors receive bonus payments or pension contributions from the Company or hold options to acquire shares in the Company.

Company's policy on directors' remuneration

The Company's policy is that the remuneration of each director should be commensurate with the duties, responsibilities and time commitment of each respective role and consistent with the requirement to attract and retain directors of appropriate quality and experience. The remuneration should also be comparable to that of similar investment trusts within the AIC Flexible Investment Sector and other investment trusts which are similar in size and structure. No shareholder has expressed any views to the Company in respect of the remuneration policy and the directors' remuneration. The remuneration policy is not subject to employee consultation as the Company has no employees. As such, there are no employee comparative data to provide in relation to the setting of the remuneration policy of the directors.

The Board, at its discretion, shall determine directors' remuneration subject to the aggregate annual fees not exceeding the amount set out in the Company's Articles from time to time. The current limit of the total aggregate annual fees payable is £150,000. This limit can be increased by ordinary resolution of the shareholders. Such remuneration is solely composed of directors' fees and directors are not eligible for any other remuneration for their duties. Fees for each financial year are agreed and approved by the Board at each January board meeting.

The Board will consider any comments received from shareholders on the remuneration policy on an ongoing basis and will take account of these views where appropriate. It is intended that this policy will remain in place for the following financial year and subsequent financial years.

Loss of office

A director may be removed from office without notice and no compensation will be due on loss of office.

Expenses

All directors are entitled to the reimbursement of reasonable out of pocket expenses incurred by them in order to perform their duties as directors of the Company.

Review of remuneration policy

The Board reviews the above policy at least annually to ensure that it remains appropriate.

Directors' Remuneration Report

This report is prepared in accordance with section 421 of the Companies Act 2006. The Company's auditors are required to report on certain information contained within this report. These elements are described below as 'audited'. The auditors' opinion is included within the auditors' report set out on pages 31 to 35. An ordinary resolution for the approval of this report will be put to the members at the forthcoming AGM and every year thereafter.

No advice from remuneration consultants was received during the year.

The directors who served during the year received remuneration as detailed below and in note 5 to the financial statements on page 43.

The directors are remunerated exclusively by fixed fees in cash and do not receive bonus payments or pension contributions from the Company, hold options to acquire shares in the Company, or other benefits:

	2018 fees £	Other taxable benefits £	Performance related benefits £	Pension related benefits £
Chairman	30,000	n/a	n/a	n/a
Audit Committee Chairman	25,000	n/a	n/a	n/a
All other directors	22,000	n/a	n/a	n/a

The remuneration of the Chairman over the last five years ending 5 April 2018 is summarised below:

	Fees £	Other taxable benefits £	Performance related benefits £	Pension related benefits £
2018	30,000	n/a	n/a	n/a
2017	25,000	n/a	n/a	n/a
2016	25,000	n/a	n/a	n/a
2015	25,000	n/a	n/a	n/a
2014	25,000	n/a	n/a	n/a

Single total figure of remunerations (audited)

The single total figure of remuneration for the board as a whole for the year ended 5 April 2018 was £121,000 (2017: £99,000). The single total figure table for the total remuneration of each director for the year ended 5 April 2018, together with the prior year's comparative, is set out in the table below:

Directors	Base salary		Total	
	2018 £	2017 £	**2018 £**	2017 £
Mr E G Meek (Chairman of the Board)	**30,000**	25,000	**30,000**	25,000
Mr G A Prescott (Chairman of the Audit Committee)	**25,000**	20,000	**25,000**	20,000
Mr A R Laing	**22,000**	18,000	**22,000**	18,000
Miss J G K Matterson	**22,000**	18,000	**22,000**	18,000
Mr R Archibald	**22,000**	18,000	**22,000**	18,000
	121,000	99,000	**121,000**	99,000

No payments were made to any former directors and no loss of office payments were made to any person who has previously served as a director of the Company at any time during the financial year ended 5 April 2018.

Directors' Remuneration Report

Directors and their interests (audited)

The directors in the office at 5 April 2018 and the number of shares in the Company over which they held an interest are listed below. The interests of each director include the interests of their connected persons:

	Ordinary shares of 25p each	
	5 April 2018	5 April 2017
Mr E G Meek Non-executive Chairman	**14,834**	14,834
Mr G A Prescott Non-executive Director and Senior Independent Non-executive Director	**200**	200
Mr A R Laing Non-executive Director and director of the investment manager	**11,900**	11,900
Miss J G K Matterson Non-executive Director	**9,000**	7,000
Mr R Archibald Non-executive Director	**920**	920

No changes in these holdings have been notified since 5 April 2018 up to the date of this report. The Company has no share options or any share schemes, and does not operate a pension scheme. None of the directors are required to own shares in the Company.

Performance graphs

Graphs showing the Company's net asset value compared with the MSCI UK Index over the period from 1982 to 2018 and comparing the Company's share price total return to shareholders over the last ten years with the MSCI UK Index, are shown on page 3.

Actual expenditure by the Company on remuneration and distributions to shareholders for the current and prior year are detailed in the table below:

	2018	2017	% change
Remuneration paid to all directors	**£121,000**	£99,000	22.2%
Distribution to shareholders by way of dividend**	**£1,556,000**	£891,000	74.6%

This is the first increase in the level of remuneration for individual directors since 2012.

** Dividend for 2018 comprises the final dividend proposed for the year but not yet paid (estimated on 5,762,919 shares, being the number of shares in issue at 5 April 2018 (2017: 4,453,174)).

Statement of voting at the last Annual General Meeting

At the last AGM held on 10 July 2017, shareholders passed the resolutions to approve the Directors' Remuneration Report on a show of hands. Furthermore of the total 995,751 proxy votes cast, 995,687 were in favour and 64 were against. No votes were withheld. There were therefore no substantial shareholder votes against the resolutions at the AGM in 2017. Should there be in the future, the directors will seek to discuss with relevant shareholders the reasons for any such vote and any actions in response will be disclosed in future reports.

Annual Statement

On behalf of the Board and in accordance with Part 2 of Schedule 8 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, I confirm that the above Directors' Remuneration Report summarises as appropriate for the year ended 5 April 2018:

a) the major decisions on directors' remuneration;

b) any substantial changes relating to directors' remuneration made during the year; and

c) the context in which those changes occurred and decisions were taken.

By order of the Board

Graham Meek
Chairman
31 May 2018

Governance Report (continued)

Directors' Responsibilities Statement 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 regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the net return of the Company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements respectively; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The directors 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 the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The directors consider that the annual report and the financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's performance, business model and strategy.

Declaration

Each of the directors, whose names and functions are listed in the Governance Report, confirms that, to the best of his or her knowledge:

- the company financial statements, which have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102, and applicable law), give a true and fair view of the assets, liabilities, financial position and net return of the Company; and
- the Board's Strategic Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of the Board

Graham Meek
Chairman
31 May 2018

Independent auditors' report to the members of Capital Gearing Trust P.l.c.

Report on the audit of the financial statements

Opinion

In our opinion, Capital Gearing Trust PLC's financial statements:

- give a true and fair view of the state of the Company's affairs as at 5 April 2018 and of its results and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 5 April 2018; the income statement, the statement of changes in equity, the cash flow statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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

Basis for opinion

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

Independence

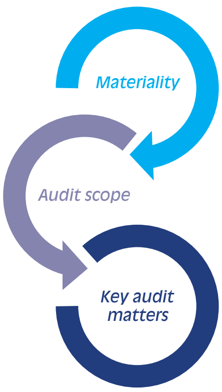
We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, as applicable to listed public interest entities, and we have fulfilled our other ethical responsibilities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

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

We have provided no non-audit services to the Company in the period from 6 April 2017 to 5 April 2018.

Our audit approach

Overview



- Overall materiality: £2.20 million (2017: £1.69 million), based on 1% of net assets.

- The Company is a standalone Investment Trust Company and engages CG Asset Management Limited (the "Manager") to manage its assets.
- PATAC Limited are appointed by the Company to provide company secretarial, administrative and accounting services (the "Administrator").
- We tailored the scope of our audit taking into account the types of investments within the Company, the involvement of the third parties referred to above, the accounting processes and controls, and the industry in which the Company operates.
- We obtained an understanding of the control environment in place at both the Manager and the Administrator, and adopted a fully substantive testing approach using reports obtained from the Administrator.

- Income recognition.
- Valuation and existence of investments.

The scope of our audit

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

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, and considered the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud. We designed audit procedures to respond to the risk, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. We focused on laws and regulations that could give rise to a material misstatement in the Company's financial statements, including, but not limited to, the Companies Act 2006, the Listing Rules and UK tax legislation. Our tests included, but were not limited to, review of the financial statement disclosures to underlying supporting documentation. There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it.

We did not identify any key audit matters relating to irregularities, including fraud. As in all of our audits we also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Independent auditors' report to the members of Capital Gearing Trust P.l.c. (continued)

Our audit approach continued

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Income recognition ISAs (UK) presume there is a risk of fraud in income recognition because of the pressure management may feel to achieve total return in line with the objective of the Company. We focused on the accuracy and completeness of dividend income recognition and its presentation in the Income Statement as set out in the requirements of The Association of Investment Companies Statement of Recommended Practice (the 'AIC SORP'). This is because incomplete or inaccurate income could have a material impact on the Company's net asset value.	• We assessed the accounting policy for income recognition for compliance with accounting standards and the AIC SORP and performed testing to check that income had been accounted for in accordance with this stated accounting policy. We found that the accounting policies implemented were in accordance with accounting standards and the AIC SORP, and that income has been accounted for in accordance with the stated accounting policy. • We understood and assessed the design and implementation of key controls surrounding income recognition. • We tested dividend receipts by agreeing the dividend rates from a sample of investments to independent third party sources. No misstatements were identified. To test for completeness, we tested that the appropriate dividends had been received in the year by reference to independent data of dividends declared by a sample of investment holdings in the portfolio. Our testing did not identify any unrecorded dividends. • The gains/losses on investments held at fair value comprise realised and unrealised gains/losses: – For realised gains/losses, we tested a sample of disposal proceeds by agreeing the proceeds to bank statements and sale agreements and we re-performed the calculation of a sample of realised gains/losses. – For unrealised gains/losses, we obtained an understanding of, and then tested the valuation process to ascertain whether these gains/losses were appropriately calculated. No misstatements were identified by our testing which required reporting to those charged with governance.
Valuation and existence of investments The investment portfolio at the year-end principally comprised listed investments valued at £206m. We focused on the valuation and existence of investments because investments represent the principal element of the net asset value as disclosed on the Statement of Financial Position in the financial statements.	• We tested the valuation of the listed investments by agreeing the prices used in the valuation to independent third party sources. No misstatements were identified by our testing which required reporting to those charged with governance. • We tested the existence of the investment portfolio by agreeing the holdings of investments to an independent custodian confirmation from Northern Trust Company. No differences were identified.

How we tailored the audit scope

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

The Company's accounting is delegated to the Administrator who maintain their own accounting records and controls and report to the Manager and the directors.

As part of our risk assessment, we assessed the control environment in place at both the Manager and the Administrator to the extent relevant to our audit. Following this assessment, we applied professional judgement to determine the extent of testing required over each balance in the financial statements and determined that testing of controls in place at the Administrator was not required because sufficient substantive testing was performed.

Independent auditors' report to the members of Capital Gearing Trust P.l.c. (continued)

Our audit approach continued

Materiality

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

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

Overall materiality	£2.20 million (2017: £1.69 million).
How we determined it	1% of net assets.
Rationale for benchmark applied	We have applied this benchmark, which is a generally accepted benchmark for investment trust audits, in the absence of indicators that an alternative benchmark would be appropriate and because we believe this provides an appropriate and consistent year-on-year basis for our audit.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £110,100 (2017: £84,700) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Going concern

In accordance with ISAs (UK) we report as follows:

Reporting obligation	***Outcome***
We are required to report if we have anything material to add or draw attention to in respect of the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the Directors' identification of any material uncertainties to the Company's ability to continue as a going concern over a period of at least twelve months from the date of approval of the financial statements.	We have nothing material to add or to draw attention to. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.
We are required to report if the Directors' statement relating to Going Concern in accordance with Listing Rule 9.8.6R(3) is materially inconsistent with our knowledge obtained in the audit.	We have nothing to report.

Reporting on other information

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

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

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

Based on the responsibilities described above and our work undertaken in the course of the audit, the Companies Act 2006 (CA06), ISAs (UK) and the Listing Rules of the Financial Conduct Authority (FCA) require us also to report certain opinions and matters as described below (required by ISAs (UK) unless otherwise stated).

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year 5 April 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. *(CA06)*

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report. *(CA06)*

Corporate Governance Statement

In our opinion, based on the work undertaken in the course of the audit, the information given in the Corporate Governance Statement (within the Governance Report) about internal controls and risk management systems in relation to financial reporting processes in compliance with rules 7.2.5 and 7.2.6 of the Disclosure Guidance and Transparency Rules sourcebook of the FCA ("DTR") is consistent with the financial statements and has been prepared in accordance with applicable legal requirements. *(CA06)*

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in this information. *(CA06)*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Corporate Governance Statement (within the Governance Report) with respect to the Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the DTR. *(CA06)*

We have nothing to report arising from our responsibility to report if a corporate governance statement has not been prepared by the Company. *(CA06)*

The Directors' assessment of the prospects of the Company and of the principal risks that would threaten the solvency or liquidity of the Company

We have nothing material to add or draw attention to regarding:

- The Directors' confirmation on page 7 of the Annual Report that they have carried out a robust assessment of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.
- The disclosures in the Annual Report that describe those risks and explain how they are being managed or mitigated.
- The Directors' explanation on page 15 of the Annual Report as to how they have assessed the prospects of the Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

We have nothing to report having performed a review of the Directors' statement that they have carried out a robust assessment of the principal risks facing the Company and statement in relation to the longer-term viability of the Company. Our review was substantially less in scope than an audit and only consisted of making inquiries and considering the Directors' process supporting their statements; checking that the statements are in alignment with the relevant provisions of the UK Corporate Governance Code (the "Code"); and considering whether the statements are consistent with the knowledge and understanding of the Company and its environment obtained in the course of the audit. *(Listing Rules)*

Other Code Provisions

We have nothing to report in respect of our responsibility to report when:

- The statement given by the Directors, on page 30, that they consider the Annual Report taken as a whole to be fair, balanced and understandable, and provides the information necessary for the members to assess the Company's position and performance, business model and strategy is materially inconsistent with our knowledge of the Company obtained in the course of performing our audit.
- The section of the Annual Report on page 24 describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.
- The Directors' statement relating to the Company's compliance with the Code does not properly disclose a departure from a relevant provision of the Code specified, under the Listing Rules, for review by the auditors.

Directors' Remuneration

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006. *(CA06)*

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

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

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

Independent auditors' report to the members of Capital Gearing Trust P.l.c. (continued)

Auditors' responsibilities for the audit of the financial statements

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

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the directors in 1984 to audit the financial statements for the year ended 5 April 1985 and subsequent financial periods. The period of total uninterrupted engagement is 34 years, covering the years ended 5 April 1985 to 5 April 2018. Prior to the reregistration of Capital Gearing Trust P.L.C. as a public company in 1984 we were the auditors of Capital Gearing Trust Limited since inception in 1963.

Martin Cowie (Senior Statutory Auditor)
for and on behalf of
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Belfast
31 May 2018

Income Statement

for the year ended 5 April 2018

	Note	**Revenue £'000**	**Capital £'000**	**2018 Total £'000**	Revenue £'000	Capital £'000	2017 Total £'000
Net (losses)/gains on investments	9	**–**	**(1,243)**	**(1,243)**	–	15,978	15,978
Exchange (losses)/gains		**–**	**(187)**	**(187)**	–	20	20
Investment income	2	**2,876**	**–**	**2,876**	1,448	–	1,448
Gross return		**2,876**	**(1,430)**	**1,446**	1,448	15,998	17,446
Investment management fee	3	**(434)**	**(652)**	**(1,086)**	(333)	(500)	(833)
Other expenses	4	**(419)**	**–**	**(419)**	(395)	–	(395)
Net return before tax		**2,023**	**(2,082)**	**(59)**	720	15,498	16,218
Tax (charge)/credit on net return	6	**(152)**	**140**	**(12)**	(23)	22	(1)
Net return attributable to equity shareholders		**1,871**	**(1,942)**	**(71)**	697	15,520	16,217
Net return per Ordinary Share	8	**37.04p**	**(38.45p)**	**(1.41p)**	18.26p	406.59p	424.85p

The total column of this statement represents the income statement of the Company. The revenue return and capital return columns are supplementary to this and are prepared under guidance issued by the Association of Investment Companies.

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

There are no gains or losses other than those recognised in the income statement and therefore no statement of comprehensive income has been presented.

The notes on pages 40 to 51 form an integral part of these financial statements.

Statement of Changes in Equity

for the year ended 5 April 2018

	Note	Called-up share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Capital reserve* £'000	Revenue reserve £'000	Total equity shareholders' funds £'000
Balance at 6 April 2016		798	20,934	16	84,453	1,719	107,920
Net return attributable to equity shareholders and total comprehensive income for the year		–	–	–	15,520	697	16,217
Shares issued from treasury		–	–	–	3	–	3
New shares issued		315	45,676	–	–	–	45,991
Dividends paid	7	–	–	–	–	(686)	(686)
Total transactions with owners recognised directly in equity		315	45,676	–	3	(686)	45,308
Balance at 5 April 2017		1,113	66,610	16	99,976	1,730	169,445
Balance at 6 April 2017		**1,113**	**66,610**	**16**	**99,976**	**1,730**	**169,445**
Net return attributable to equity shareholders and total comprehensive income for the year		**–**	**–**	**–**	**(1,942)**	**1,871**	**(71)**
New shares issued		**328**	**50,779**	**–**	**–**	**–**	**51,107**
Dividends paid	7	**–**	**–**	**–**	**–**	**(927)**	**(927)**
Total transactions with owners recognised directly in equity		**328**	**50,779**	**–**	**–**	**(927)**	**50,180**
Balance at 5 April 2018		**1,441**	**117,389**	**16**	**98,034**	**2,674**	**219,554**

* The capital reserve balance at 5 April 2018 includes unrealised gains on fixed asset investments of £10,819,000 (5 April 2017 – gains of £21,805,000).

As at 5 April 2018 £87,215,000 (2017: £78,171,000) of the capital reserve is regarded as being available for distribution.

The notes on pages 40 to 51 form an integral part of these financial statements.

Statement of Financial Position

as at 5 April 2018

	Note	2018 £'000	2017 £'000
Fixed assets			
Investments held at fair value through profit or loss	9	**206,397**	160,637
Current assets			
Debtors	10	**1,036**	595
Cash at bank and in hand		**12,767**	9,121
		13,803	9,716
Creditors: amounts falling due within one year	11	**(646)**	(908)
Net current assets		**13,157**	8,808
Total assets less current liabilities		**219,554**	169,445
Capital and reserves			
Called-up share capital	12	**1,441**	1,113
Share premium account		**117,389**	66,610
Capital redemption reserve		**16**	16
Capital reserve		**98,034**	99,976
Revenue reserve		**2,674**	1,730
Total equity shareholders' funds		**219,554**	169,445
Net asset value per Ordinary Share	13	**3,809.8p**	3,805.0p

The financial statements on pages 36 to 51 were approved by the Board on 31 May 2018 and signed on its behalf by:

Graham Meek
Chairman

The notes on pages 40 to 51 form an integral part of these financial statements.

Company Number: NI 005574

Cash Flow Statement

for the year ended 5 April 2018

	Note	2018 £'000	2017 £'000
Net cash outflow from operations before dividends and interest	14	**(1,649)**	(1,058)
Dividends received		**1,472**	644
Interest received		**1,381**	616
Net cash inflow from operating activities		**1,204**	202
Payments to acquire investments		**(139,925)**	(117,112)
Receipts from sale of investments		**92,457**	69,913
Net cash outflow from investing activities		**(47,468)**	(47,199)
Equity dividends paid	7	**(927)**	(686)
Issue of ordinary shares		**50,837**	46,048
Net cash inflow from financing activities		**49,910**	45,362
Increase/(decrease) in cash and cash equivalents		**3,646**	(1,635)
Cash and cash equivalents at start of year		**9,121**	10,756
Cash and cash equivalents at end of year		**12,767**	9,121
Increase/(decrease) in cash and cash equivalents		**3,646**	(1,635)
Cash and cash equivalents consist of cash at bank, and in hand		**12,767**	9,121

The notes on pages 40 to 51 form an integral part of these financial statements.

Notes to the Financial Statements

1 Accounting policies

a) Basis of accounting
Capital Gearing Trust P.l.c. is a public company limited by shares, is incorporated and domiciled in Northern Ireland and carries on business as an investment trust. Details of the registered office and company status can be found on pages 13 and 14 respectively.

The accounts are prepared in accordance with the Companies Act 2006, United Kingdom Generally Accepted Accounting Practice (Accounting Standards "UK GAAP") including Financial Reporting Standard (FRS) 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Statement of Recommended Practice "Financial Statements of Investment Trust Companies and Venture Capital Trusts" ("the SORP") issued by the Association of Investment Companies in November 2014. All of the Company's operations are of a continuing nature.

The accounts have been prepared on a going concern basis under the historical cost convention, as modified by the revaluation of Investments held at fair value through profit or loss.

The principal accounting policies are set out out below. These policies have been applied consistently throughout the current and prior year.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There are no critical accounting estimates or judgements.

b) Valuation of investments
The Company's business is investing in financial assets with a view to profiting from their total return in the form of income and capital growth. This portfolio of financial assets is managed and its performance evaluated on a fair value basis in accordance with a documented investment strategy and information is provided internally on that basis to the Company's Board of Directors. Accordingly, upon initial recognition the investments are designated by the Company as "held at fair value through profit or loss". Investments are included initially at fair value which is taken to be their cost, including expenses incidental to purchase. Subsequently the investments are valued at fair value, which are quoted bid prices for investments traded in active markets. Where trading in the securities of an investee company is suspended, the investment is valued at the Board's estimate of its net realisable value.

All purchases and sales are accounted for on a trade date basis.

c) Accounting for reserves
Gains and losses on sales of investments and management fee and finance costs allocated to capital and any other capital charges are included in the Income Statement and dealt with in the capital reserve. Increases and decreases in the valuation of investments held at the year end and foreign exchange gains and losses on cash balances held at the year end are also included in the Income Statement and dealt with in the capital reserve. The cost of repurchasing the Company's own shares for cancellation including the related stamp duty and transaction costs is charged to the distributable element of the capital reserve.

d) Dividends
In accordance with FRS 102 the final dividend is included in the financial statements in the year that it is approved by shareholders.

Special dividends receivable have been taken to capital where relevant circumstances indicate that the dividends are capital in nature.

e) Income
Dividends receivable on listed equity shares are recognised on the ex-dividend date as a revenue return, and the return on zero dividend preference shares is recognised as a capital return.

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

Income from fixed-interest securities is recognised as revenue on a time apportionment basis so as to reflect their effective yield.

Income from securities where the return is linked to an inflation index is recognised on a time apportionment basis so as to reflect their effective yield, including the anticipated inflationary increase in their redemption value. The element of the total effective yield that relates to the inflationary increase in their redemption value is considered to represent a capital return, and is included in the Income Statement as such in accordance with the SORP.

f) Expenses
All expenses include, where applicable, value added tax ("VAT"). Expenses are charged through the revenue account except when expenses are charged to capital reserve where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. The investment management fees have been allocated 60% (2017: 60%) to capital and 40% (2017: 40%) to revenue, in line with the Board's expected long-term split of returns, in the form of capital gains and income respectively, from the investment portfolio of the Company.

1 Accounting policies continued

g) Other financial instruments

Other debtors and creditors do not carry any interest, are short term in nature and initially recognised at fair value and then held at amortised cost, with debtors reduced by appropriate allowances for estimated irrecoverable amounts.

Cash at bank and in hand may comprise cash and demand deposits which are readily convertible to a known amount of cash and are subject to insignificant risk of changes in value.

h) Taxation

The charge for taxation is based on the net return for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

The tax effect of the allocation of expenditure between capital and revenue is reflected in the financial statements using the Company's effective rate of tax for the year.

i) Foreign currency

The results and financial position of the Company are expressed in pounds sterling, which is the functional and presentational currency of the Company. The directors, having regard to the currency of the Company's share capital and the predominant currency in which the Company operates, have determined the functional currency to be Sterling.

Transactions denominated in foreign currencies are recorded in the functional currency at actual exchange rates as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rates of exchange prevailing at the year end.

j) Capital reserve

The following are accounted for in this reserve:

- gains and losses on the realisation of investments;
- realised exchange differences of a capital nature;
- expenses (transaction and investment) and finance costs, together with the related taxation effect, charged to this reserve in accordance with the above policies;
- increases and decreases in the valuation of investments held at the year end; and
- unrealised exchange differences of a capital nature.

k) Repurchases of shares into Treasury and subsequent reissues

The cost of repurchasing shares into Treasury, including the related stamp duty and transaction costs is dealt with in the Statement of Changes in Equity. Share repurchase transactions are accounted for on a trade date basis. Where shares held in Treasury are subsequently cancelled, the nominal value of those shares is transferred out of "called-up share capital" and into "capital redemption reserve".

The sales proceeds of Treasury shares reissued are treated as a realised profit up to the amount of the purchase price of those shares and is transferred to capital reserves. The excess of the sales proceeds over the purchase price is transferred to "share premium".

Notes to the Financial Statements (continued)

2 Investment income

	2018 £'000	2017 £'000
Income from investments:		
Interest from UK bonds	**662**	427
Income from UK equity and non-equity investments	**1,281**	656
Interest from overseas bonds	**650**	351
Income from overseas equity and non-equity investments	**283**	14
Total income	**2,876**	1,448

	2018 £'000	2017 £'000
Total income comprises:		
Dividends	**1,564**	670
Interest	**1,312**	778
	2,876	1,448

	2018 £'000	2017 £'000
Income from investments comprises:		
Listed in the UK	**1,943**	1,083
Listed overseas	**933**	365
	2,876	1,448

3 Investment management fee

	Revenue £'000	**Capital £'000**	**2018 Total £'000**	Revenue £'000	Capital £'000	2017 Total £'000
Investment management fee	**434**	**652**	**1,086**	333	500	833

The Company's investment manager CG Asset Management Limited received an annual management fee equal to 0.60% of the net assets of the Company up to £120m and 0.45% thereafter (2017: 0.60% and 0.45% respectively). At 5 April 2018 £292,000 (2017: £236,000) was payable. The percentage allocation of the investment management fee charged to capital and revenue is 60:40 as explained further in note 1(f) on page 40. The terms of the investment manager are detailed on page 14.

4 Other expenses

	2018 £'000	2017 £'000
Administrative expenses:		
Portfolio administration and custody services	**39**	26
Fees payable to Company auditors for the audit of Company financial statements	**20**	21
Fees payable to Company auditors for other services:		
Services relating to taxation compliance	**–**	9
Other taxation services	**–**	4
Directors' remuneration (note 5)	**121**	99
Company secretarial and accountancy services	**138**	135
General expenses	**101**	101
	419	395

The above expenses include irrecoverable VAT where appropriate.

5 Directors' remuneration

	2018 Total £'000	2017 Total £'000
The fees payable to the directors were as follows:		
Mr E G Meek	30	25
Mr G A Prescott	25	20
Mr R A Archibald	22	18
Mr A R Laing	22	18
Miss J G K Matterson	22	18
	121	99

Mr A R Laing's fee is paid directly to his employer. The Company made no pension contributions (2017: £nil) in respect of directors and no pension benefits are accruing to any director (2017: £nil).

Mr A R Laing received remuneration totalling £58,020 (2017: £37,909) from CG Asset Management Limited in respect of its services to the Company. CG Asset Management Limited does not recharge this remuneration to the Company.

Details of transactions with CG Asset Management Limited, of which Mr A R Laing is a director, are disclosed in notes 3 and 16. There were no other transactions with directors during the year.

6 Tax (charge)/credit on net return

	Revenue £'000	Capital £'000	2018 Total £'000	Revenue £'000	Capital £'000	2017 Total £'000
Current tax:						
Corporation tax	(152)	140	(12)	(23)	22	(1)
Current tax (charge)/credit for the year	(152)	140	(12)	(23)	22	(1)

The tax assessed for the year is higher (2017: lower) than the standard rate of corporation tax in the UK of 19% (2017: 20%). The differences are explained below:

	Revenue £'000	Capital £'000	2018 Total £'000	Revenue £'000	Capital £'000	2017 Total £'000
Return before taxation	2,023	(2,082)	(59)	720	15,498	16,218
Return at the standard rate of UK corporation tax	384	(396)	(12)	144	3,099	3,243
UK franked dividends*	(244)	–	(244)	(122)	–	(122)
Capital returns*	–	272	272	–	(3,199)	(3,199)
Unrelieved loss for the year	–	–	–	–	78	78
Utilisation of prior year management charges	–	(16)	(16)	–	–	–
Overseas withholding tax	12	–	12	1	–	1
Current tax charge/(credit) for the year	152	(140)	12	23	(22)	1

*The Company is an Investment Trust Company as defined by section 833 of the Companies Act 2006 and these items are not subject to corporation tax within an Investment Trust Company.

No deferred tax liability has been recognised on unrealised gains on investments as it is anticipated that the Company will retain investment company status in the foreseeable future.

Potential deferred tax assets in respect of unrelieved management charges of £286,000 at 5 April 2018 (£326,000 at 5 April 2017) have not been recognised as the prospect for their recovery against future taxation liabilities is uncertain.

Notes to the Financial Statements (continued)

7 Dividends paid

	2018 £'000	2017 £'000
Ordinary Shares		
2017 dividend paid 17 July 2017 (20.0p per share)	927	–
2016 dividend paid 22 July 2016 (20.0p per share)	–	686

The directors have recommended to shareholders a final dividend of 27p per share for the year ended 5 April 2018. If approved, this dividend will be paid to shareholders on 20 July 2018. This dividend is subject to approval by shareholders at the AGM and, therefore, in accordance with FRS 102, it has not been included as a liability in these financial statements. The total estimated dividend to be paid is £1,556,000 (based on the number of shares in issue at 5 April 2018).

	2018 £'000	2017 £'000
Revenue available for distribution by way of dividend for the year	1,871	697
Proposed final dividend of 27p for the year ended 5 April 2018	(1,556)	(927)
Revenue surplus/(deficit) for purposes of Chapter 4 of Part 24 of the Corporation Tax Act 2010*	315	(230)

* Undistributed revenue comprises approximately 11.0% (2017: 0.0%) of income from investments of £2,876,000 (2017: £1,448,000).

8 Net return per Ordinary share

The net return per Ordinary share of (1.41)p (2017: 424.85p) is based on the total net return after taxation for the financial year of £(71,000) (2017: £16,217,000) and on 5,050,988 (2017: 3,817,149) Ordinary shares, being the weighted average number of Ordinary shares in issue in each year.

Revenue return per Ordinary share of 37.04p (2017: 18.26p) is based on the net revenue return after taxation of £1,871,000 (2017: £697,000) and on 5,050,988 (2017: 3,817,149) Ordinary shares, being the weighted average number of Ordinary shares in issue in each year.

Capital return per Ordinary share of (38.45)p (2017: 406.59p) is based on the net capital return for the financial year of £(1,942,000) (2017: £15,520,000) and on 5,050,988 (2017: 3,817,149) Ordinary shares, being the weighted average number of Ordinary shares in issue in each year.

The Company does not have dilutive securities. Therefore the basic and diluted returns per share are the same.

9 Investments held at fair value through profit or loss

	2018 £'000	2017 £'000
Investments comprise –		
Listed investment companies:		
Ordinary shares UK	**32,199**	26,632
Ordinary shares Overseas	**35,254**	26,479
Zero Dividend Preference Shares UK	**16,046**	20,727
Listed UK Government Bonds	**27,207**	31,042
Listed UK Non-Government Bonds	**19,896**	14,182
Listed Overseas Government Bonds	**58,286**	34,942
Listed Overseas Non-Government Bonds	**1,888**	1,654
Other funds	**15,621**	4,979
	206,397	160,637
Cost of investments held at 6 April	**138,832**	83,655
Unrealised appreciation at 6 April	**21,805**	13,410
Fair value of investments held at 6 April	**160,637**	97,065
Additions at cost	**139,591**	117,614
Effective yield adjustment*	**(238)**	–
Sales – proceeds	**(92,350)**	(70,020)
– net gains on sales	**9,743**	7,583
Movement in unrealised appreciation in the year	**(10,986)**	8,395
Fair value of investments held at 5 April	**206,397**	160,637
Book cost at 5 April	**195,578**	138,832
Unrealised appreciation at 5 April	**10,819**	21,805
	206,397	160,637
Disposals – realised gains	**9,743**	7,583
(Decrease)/increase in unrealised appreciation	**(10,986)**	8,395
(Losses)/gains on investments	**(1,243)**	15,978

The geographical spread of investments is shown on page 9.

The Company's investment policy is detailed on page 6.

The total transaction costs on additions were £88,000 (2017: £126,000) and on sales £28,000 (2017: £31,000). These costs are included in the book cost of acquisitions and the net proceeds of sales.

* See Income section of Accounting Policies for a fuller description.

10 Debtors

	2018 £'000	2017 £'000
Other debtors	**386**	224
Prepayments and accrued income	**623**	358
Taxation	**27**	13
	1,036	595

11 Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Other creditors	**280**	610
Accruals and deferred income	**366**	298
	646	908

12 Called-up share capital

	2018 £'000	2017 £'000
Allotted and fully paid		
At the beginning of the year: 4,453,174 Ordinary shares (2017: 3,191,062)	**1,113**	798
Allotted during the year: 1,309,745 Ordinary shares (2017: 1,262,112)	**328**	315
At the end of the year: 5,762,919 Ordinary shares (2017: 4,453,174)	**1,441**	1,113

During the year to 5 April 2018 there were no Ordinary shares of 25p each repurchased by the Company (2017: nil).

During the year to 5 April 2018 there were no Ordinary shares of 25p each re-issued by the Company. During the year to 5 April 2017 the Company re-issued 81 Ordinary shares of 25p each from treasury for proceeds totalling £3,000.

During the year to 5 April 2018 there were 1,309,745 (2017: 1,262,112) new Ordinary shares of 25p each issued by the Company for cash proceeds totalling £51,107,000 (2017: £45,991,000).

No shares were purchased for cancellation during the year (2017: nil) and at the year end no shares were held in treasury (2017: nil).

13 Net asset value per Ordinary share

The net asset value per Ordinary share and the net asset value attributable to each class of Ordinary share at the year end, calculated in accordance with the articles of association, were as follows:

Net asset value per Ordinary share attributable to

	2018	2017
Ordinary shares (basic)	**3,809.8p**	3,805.0p

Net asset value attributable to

	2018 £'000	2017 £'000
Ordinary shares (basic)	**219,554**	169,445

Net asset value per Ordinary share is based on the net assets, as shown above, and on 5,762,919 (2017: 4,453,174) Ordinary shares, being the number of Ordinary shares in issue at the year end (excluding treasury shares).

14 Reconciliation of net return before finance costs and taxation to net cash outflow from operations before dividends and interest

	2018 £'000	2017 £'000
Net return before taxation	**(59)**	16,218
Less capital return before taxation	**2,082**	(15,498)
(Increase) in prepayments and accrued income	**(3)**	(5)
Increase in accruals and deferred income	**72**	42
Management fees charged to capital	**(652)**	(500)
(Increase)/decrease in overseas withholding tax	**(12)**	113
Increase in recoverable UK taxation	**(14)**	–
Dividends receivable	**(1,564)**	(670)
Interest receivable	**(1,312)**	(778)
Realised (losses)/gains on foreign currency transactions	**(187)**	20
Net cash outflow from operations before dividends and interest	**(1,649)**	(1,058)

Notes to the Financial Statements (continued)

15 Financial instruments

The Company has the following financial instruments:

	2018 £'000	2017 £'000
Financial assets at fair value through profit or loss		
– Investments held at fair value through profit and loss	**206,397**	160,637
Financial assets that are debt instruments measured at amortised cost		
– Cash at bank and at hand	**12,767**	9,121
– Other debtors	**386**	224
– Accrued income	**603**	343
	220,153	170,325

	2018 £'000	2017 £'000
Financial liabilities measured at amortised cost		
– Other creditors	**268**	601
– Accruals	**366**	298
	634	899

The Company's financial instruments comprise:

- investment trust ordinary shares, investment trust capital shares, investment trust zero dividend preference shares, commodity funds and real estate, and fixed and index-linked securities that are held in accordance with the Company's investment objectives;
- cash and liquid resources that arise directly from the Company's operations; and
- debtors and creditors.

The main risks arising from the Company's financial instruments are market price risk, interest rate risk, foreign currency risk and credit risk. The Board regularly reviews and agrees policies for managing each of these risks and they are summarised below.

Other debtors and creditors do not carry any interest and are short term in nature and accordingly are stated at their nominal value.

Market price risk

Market price risk arises mainly from uncertainty about the future prices of financial instruments held. It represents the potential loss the Company might suffer through holding market positions in the face of price movements.

The Company invests in the shares of other investment companies. These companies may use borrowings or other means to gear their balance sheets which may result in returns that are more volatile than the markets in which they invest, and the market value of investment company shares may not reflect their underlying assets.

To mitigate these risks, the Board's investment strategy is to select investments for their fundamental value. Stock selection is therefore based on disciplined financial, market and sector analysis, with the emphasis on long-term investments. An appropriate spread of investments is held in the portfolio in order to reduce both the systemic risk and the risk arising from factors specific to a country or sector. The investment manager actively monitors market prices throughout the year and reports to the Board, which meets regularly to consider investment strategy. A list of the investments held by the Company is shown on pages 9 to 12. All investments are stated at bid value, which in the directors' opinion is equal to fair value.

Notes to the Financial Statements (continued)

15 Financial instruments continued

Price risk sensitivity

The following table illustrates the sensitivity of the net return after taxation for the year and the net assets and net asset value per ordinary share to an increase or decrease of 5% in market prices. This level of change is considered to be reasonably possible based on an observation of current market conditions. The sensitivity analysis is based on the Company's investments at the balance sheet date with all other variables held constant.

	2018 5% increase in market prices £'000	**2018 5% decrease in market prices £'000**	2017 5% increase in market prices £'000	2017 5% decrease in market prices £'000
Income statement – net return after taxation				
Revenue return	**(18)**	**18**	(14)	14
Capital return	**10,291**	**(10,291)**	8,010	(8,010)
Total return after taxation	**10,273**	**(10,273)**	7,996	(7,996)
Net assets	**10,273**	**(10,273)**	7,996	(7,996)
Net asset value per Ordinary share	**178.26p**	**(178.26)p**	179.56p	(179.56)p

Interest rate risk

Bond and preference share yields, and as a consequence their prices, are determined by market perception as to the appropriate level of yields given the economic background. Key determinants include economic growth prospects, inflation, the Government's fiscal position, short-term interest rates and international market comparisons. The investment manager takes all these factors into account when making any investment decisions as well as considering the financial standing of the potential investee company.

Returns from bonds and preference shares are fixed at the time of purchase, as the fixed coupon payments are known, as are the final redemption proceeds. This means that if a bond is held until its redemption date, the total return achieved is unaltered from its purchase date. However, over the life of a bond the market price at any given time will depend on the market environment at that time. Therefore, a bond sold before its redemption date is likely to have a price different from its purchase level and a profit or loss may be incurred.

Interest rate sensitivity

The following table illustrates the sensitivity of the net return after taxation for the year and the net assets and net asset value per Ordinary share to an increase or decrease of 1% in regard to the Company's monetary financial assets and financial liabilities. The financial assets affected by interest rates are funds held by the custodian on deposit. There are no financial liabilities affected by interest rates. This level of change is considered to be reasonably possible based on an observation of current market conditions. The sensitivity analysis is based on the Company's monetary financial instruments at the balance sheet date with all other variables held constant.

	2018 1% increase in market prices £'000	**2018 1% decrease in market prices £'000**	2017 1% increase in market prices £'000	2017 1% decrease in market prices £'000
Income statement – net return after taxation				
Revenue return	**102**	**(102)**	73	(73)
Capital return	**–**	**–**	–	–
Total return after taxation	**102**	**(102)**	73	(73)
Net assets	**102**	**(102)**	73	(73)
Net asset value per Ordinary share	**1.77p**	**(1.77)p**	1.64p	(1.64)p

Notes to the Financial Statements (continued)

15 Financial instruments continued

The interest rate profile of the Company's assets at 5 April 2018 was as follows:

	Total (as per Balance Sheet) £'000	Floating rate £'000	Index-linked £'000	Other fixed rate £'000	Assets/ (liabilities) on which no interest is paid £'000	Weighted average interest rate %	Weighted average period for which rate is fixed (years)
Assets							
Investment trusts & other funds	99,120	–	–	–	99,120	–	–
UK index-linked government bonds	24,710	–	24,710	–	–	0.5	1.8
UK index-linked non-government bonds	4,239	–	4,239	–	–	1.5	3.2
UK government bonds	2,497	–	–	–	2,497	–	–
UK non-government bonds	15,657	–	–	15,657	–	5.2	2.1
Overseas index-linked government bonds	58,286	–	58,286	–	–	1.1	6.9
Overseas index-linked non-government bonds	393	–	393	–	–	3.8	2.6
Overseas non-government bonds	1,495	–	–	1,495	–	5.5	4.3
Invested funds	206,397	–	87,628	17,152	101,617		
Cash at bank	12,767	12,762	–	–	5	–	–
Other debtors	1,036	–	–	–	1,036	–	–
Liabilities							
Creditors	(646)	–	–	–	(646)	–	–
Total net assets	**219,554**	**12,762**	**87,628**	**17,152**	**102,012**		

The interest rate profile of the Company's assets at 5 April 2017 was as follows:

	Total (as per Balance Sheet) £'000	Floating rate £'000	Index-linked £'000	Other fixed rate £'000	Assets/ (liabilities) on which no interest is paid £'000	Weighted average interest rate %	Weighted average period for which rate is fixed (years)
Assets							
Investment trusts & other funds	78,817	–	–	–	78,817	–	–
UK index-linked government bonds	24,045	–	24,045	–	–	0.6	3.4
UK index-linked non-government bonds	2,848	–	2,848	–	–	1.4	4.0
UK government bonds	6,996	–	–	–	6,996	–	–
UK non-government bonds	8,014	–	–	8,014	–	1.7	2.4
Overseas index-linked government bonds	34,942	–	34,942	–	–	0.6	6.8
Overseas index-linked non-government bonds	429	–	429	–	–	2.2	3.6
Overseas non-government bonds	4,546	–	–	4,546	–	2.5	2.4
Invested funds	160,637	–	62,264	12,560	85,813		
Cash at bank	9,121	9,116	–	–	5	–	–
Other debtors	595	–	–	–	595	–	–
Liabilities							
Creditors	(908)	–	–	–	(908)	–	–
Total net assets	169,445	9,116	62,264	12,560	85,505		

Notes to the Financial Statements (continued)

15 Financial instruments continued

Fair value of financial assets and liabilities

All financial assets and liabilities are either included in the Balance Sheet at fair value or at a reasonable approximation of fair value.

FRS 102 requires financial instruments to be categorised into a hierarchy consisting of the three levels below. Note that the criteria used to categorise investments include an amendment to paragraph 34.22 of FRS 102, issued by the Financial Reporting Council in March 2016.

Level 1: valued using unadjusted quoted prices in active markets for identical assets.

Level 2: valued using observable inputs other than quoted prices included within Level 1.

Level 3: valued using inputs that are unobservable.

The Company's assets that are measured at fair value through the Income Statement are investments in listed securities and are fair valued under level 1 of the fair value measurement hierarchy. The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1 of the fair value measurement hierarchy.

Foreign currency risk

The Company's investments in foreign currency securities are subject to the risk of currency fluctuations. The investment manager monitors current and forward exchange rate movements in order to mitigate this risk. The Company's investments denominated in foreign currencies are:

	2018 Investments £'000	2018 Accrued interest £'000	2017 Investments £'000	2017 Accrued interest £'000
Euro	13,417	–	3,611	–
US Dollar	57,418	201	36,067	98
Swedish Krona	10,300	18	4,341	16
Swiss Franc	–	–	14	–
Australian Dollar	431	1	469	1
	81,566	220	44,502	115

Foreign currency sensitivity

The following table illustrates the sensitivity of the net return after taxation for the year and the net assets and net asset value per Ordinary share to an increase or decrease of 10% in the rates of exchange of foreign currencies relative to Sterling. This level of change is considered to be reasonably possible based on an observation of current market conditions. The sensitivity analysis is based on the Company's foreign currency investments at the balance sheet date with all other variables held constant.

	2018 10% appreciation of Sterling £'000	2018 10% depreciation of Sterling £'000	2017 10% appreciation of Sterling £'000	2017 10% depreciation of Sterling £'000
Income statement – net return after taxation				
Revenue return	(75)	75	(29)	29
Capital return	(8,157)	8,157	(4,450)	4,450
Total return after taxation	(8,232)	8,232	(4,479)	4,479
Net assets	(8,232)	8,232	(4,479)	4,479
Net asset value per Ordinary share	(142.84)p	142.84p	(100.58)p	100.58p

Liquidity risk

Liquidity risk is not considered to be significant as the Company has no bank loans or other borrowings. All liabilities are payable within 3 months.

Notes to the Financial Statements (continued)

15 Financial instruments continued

Credit risk

In addition to interest rate risk, the Company's investment in bonds, the majority of which are government bonds, is also exposed to credit risk which reflects the ability of a borrower to meet its obligations. Generally, the higher the quality of the issue, the lower the interest rate at which the issuer can borrow money. Issuers of a lower quality will tend to have to pay more to borrow money to compensate the lender for the extra risk taken. Investment transactions are carried out with a number of brokers whose standing is reviewed periodically by the investment manager. The investment manager assesses the risk associated with these investments by prior financial analysis of the issuing companies as part of his normal scrutiny of existing and prospective investments and reports regularly to the Board. Cash is held with a reputable bank with a high-quality external credit rating.

A further credit risk is the failure of a counterparty to a transaction to discharge its obligations under that transaction, which could result in a loss to the Company. The following table shows the maximum credit risk exposure.

Credit risk exposure

Compared to the Balance Sheet, the maximum credit risk exposure is:

	2018 Balance sheet £'000	2018 Maximum exposure £'000	2017 Balance sheet £'000	2017 Maximum exposure £'000
Fixed assets – listed investments at fair value through profit and loss	**206,397**	**107,811**	160,637	81,820
Debtors – amounts due from the custodian, dividends and interest receivable	**989**	**989**	567	567
Cash at bank	**12,767**	**12,767**	9,121	9,121
	220,153	**121,567**	170,325	91,508

Capital management policies and procedures

The Company's capital management objectives are:

- to ensure that it will be able to continue as a going concern; and
- to maximise the income and capital return to its equity.

The Company's capital at 5 April 2018 of £219,554,000 (2017: £169,445,000) comprises its equity share capital and reserves.

The Board, with the assistance of the investment manager, monitors and reviews the broad structure of the Company's capital on an ongoing basis. This review includes:

- the planned level of gearing, which takes into account the investment manager's views on the market;
- the need to buy back equity shares;
- the need for new issues of equity shares; and
- the extent to which revenue in excess of that which is required to be distributed should be retained.

The Company's objectives, policies and processes for managing capital are unchanged from the preceding accounting year. The Company is subject to externally imposed capital requirements:

- as a public company, the Company must have a minimum share capital of £50,000; and
- in order to pay dividends out of profits available for distribution, the Company must meet the capital restriction test imposed on investment companies by company law.

16 Related-party transactions

Related-party transactions with Mr A R Laing, director of the Company, for the year ended 5 April 2018 are disclosed in notes 3 and 5 to the financial statements. There were no other related-party transactions.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the fifty-fifth Annual General Meeting of the Company will be held at the offices of Smith & Williamson Investment Management Limited, 25 Moorgate, London EC2R 6AY on Friday, 6 July 2018 at 11.00 a.m. for the following purposes:

Ordinary business

1. To receive the Report of the Directors and the audited financial statements for the year ended 5 April 2018.
2. To approve the Directors' Remuneration Report for the year ended 5 April 2018, together with the report of the auditor thereon.
3. To declare a final dividend of 27 pence per Ordinary share.
4. To re-elect Graham Meek as a director.
5. To re-elect Jean Matterson as a director.
6. To re-elect Robin Archibald as a director.
7. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company.
8. To authorise the directors to determine the remuneration of the auditors.

Special business

To consider and, if thought fit, pass the following resolutions, of which resolution 9 will be proposed as an ordinary resolution and resolutions 10 to 12 will be proposed as special resolutions:

Ordinary resolution

Directors' authority to allot shares

9. THAT the directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to a maximum aggregate nominal value of £492,830.75 (being one third of the issued share capital of the Company at the date of the notice convening the meeting at which this resolution is proposed, and representing 1,971,323 Ordinary shares of 25p each), provided that such authority shall expire at the conclusion of the AGM of the Company to be held in 2019, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

Directors' authority to disapply pre-emption rights

10. THAT, the directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 9 above or otherwise as if section 561 of the Act did not apply to any such allotment, and be empowered pursuant to section 573 of the Act to sell relevant shares (within the meaning of section 560 of the Act) if, immediately before the sale, such shares were held by the Company as treasury shares (as defined in section 724 of the Act ("treasury shares")), for cash as if section 561 of the Act did not apply to any such sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares, in connection with and pursuant to:

    a) an offer of equity securities open for acceptance for a period fixed by the Board where the equity securities respectively attributable to the interests of holders of Ordinary shares of 25p each in the Company (the "Ordinary Shares") are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements in connection with the issue as the Board may consider necessary, appropriate or expedient to deal with equity securities representing fractional entitlements or to deal with legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and

    b) otherwise than pursuant to sub-paragraph a) above, up to an aggregate nominal value of £295,698.25 or, if less, the number representing 20% of the issued share capital of the Company at the date of the meeting at which this resolution is proposed; and

    this power shall expire at the conclusion of the AGM of the Company to be held in 2019, unless previously renewed, varied or revoked by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities or sell treasury shares pursuant to such offer or agreement as if the power conferred hereby had not expired.

Authority to make market purchases of the Company's own shares

11. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693 of the Act) of Ordinary shares of 25p each in the Company (the "Ordinary Shares"), provided that:

    a) the maximum aggregate number of Ordinary Shares to be purchased shall be 886,503 or, if less, the number representing 14.99% of the issued share capital of the Company at the date of the meeting at which this resolution is proposed;

Notice of Annual General Meeting (continued)

b) the minimum price which may be paid for an Ordinary Share shall be 25p;

c) the maximum price, excluding expenses, which may be paid for an Ordinary Share shall be an amount equal to the higher of

(i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such purchase is made;

(ii) the higher of the last independent trade and the highest current independent bid relating to an Ordinary Share on the trading venue where the purchase is carried out;

d) the authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2019 unless such authority is renewed prior to such time; and

e) the Company may enter into a contract to purchase Ordinary Shares under this authority prior to the expiry of such which will or may be completed or executed wholly or partly after the expiration of such authority.

Notice of general meetings

12. THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Steven Cowie BA CA
Company Secretary

Registered Office:
Waterfront Plaza
8 Laganbank Road
Belfast BT1 3LR
31 May 2018

Location of Annual General Meeting

Smith & Williamson Investment Management Limited 25 Moorgate London EC2R 6AY	at 11.00 a.m. on Friday, 6 July 2018
Nearest National Railway Stations:	Moorgate, Liverpool Street and Cannon Street
Nearest London Underground Stations:	Moorgate – Circle, Metropolitan, Hammersmith & City and Northern Lines
	Bank – Central, Northern, Waterloo & City Lines and Docklands Light Railway

Notice of Annual General Meeting (continued)

Notes

1. Members are entitled to attend, speak and vote at the annual general meeting (the "AGM"). A member entitled to attend, speak and vote at the AGM is also entitled to appoint one or more proxies to attend, speak and vote instead of him/her. The proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to different shares.

2. A form of proxy is enclosed with this notice, together with a pre-paid reply envelope. Completion and return of such form of proxy either by post or through www.eproxyappointment.com or submission of any CREST Proxy Instruction (as described in note 8 below) will not prevent a member from subsequently attending the AGM and voting in person if they so wish.

3. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed, or a notarially certified copy of such power of authority, must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or through www.eproxyappointment.com no later than 11.00 a.m. on 4 July 2018 or no later than 48 hours (excluding non-working days) before the time of any adjourned meeting.

4. A person who is not a member of the Company, but has been nominated by a member of the Company (the "relevant member") under section 146 of the Companies Act 2006 to enjoy information rights (the "nominated person"), does not have a right to appoint any proxies under note 1 above. A nominated person may have a right under an agreement with the relevant member to be appointed or to have somebody else appointed as a proxy for the AGM. If a nominated person does not have such a right, or has such a right and does not wish to exercise it, he may have a right under an agreement with the relevant member to give instructions as to the exercise of voting rights. It is important to remember that a nominated person's main contact in terms of their investment remains as the relevant member (or perhaps the custodian or broker who administers the investment) and a nominated person should continue to contact them (and not the Company) regarding any changes or queries relating to their personal details and holding (including any administration thereof). The only exception to this is where the Company writes to a nominated person directly for a response.

5. In the case of joint holders the vote of the senior who tenders the vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

6. The Company, pursuant to section 360B of the Companies Act 2006 and to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members detailed in the register of members at the specified time shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after such time shall be disregarded in determining the rights of any person to attend and vote at the AGM. If the AGM is adjourned to a time not more than 48 hours after the time applicable to the original AGM, that time will also apply for the purpose of determining the entitlement of members to attend and vote. If however the AGM is adjourned for a longer period then, to be so entitled, members must be entered on the Company's register of members at the time which is 48 hours prior to the time fixed for such adjourned AGM.

7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

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

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

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

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

9. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or 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 AGM that the question be answered.

10. Resolutions 1 to 9 are proposed as ordinary resolutions which, to be passed, require more than half of the votes cast to be in favour of the resolution. Resolutions 10 to 12 are proposed as special resolutions which, to be passed, require at least three-quarters of the votes cast to be in favour of the resolution.

11. As at 31 May 2018 (being the last practicable date prior to the publication of this document) the total number of Ordinary shares of 25p each in issue and the total number of voting rights was 5,913,969.

12. Biographical details of the directors seeking re-election can be found at page 13 of the report and financial statements.

13. Copies of the letters of appointment for the non-executive directors will be available for inspection at the Company's registered office and the office of the company secretary, during usual business hours on any weekday (public holidays excluded) from the date of this notice until the close of the AGM and will also be available for inspection at the AGM from 10.30 a.m. until the close of the AGM.

14. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.capitalgearingtrust.com.

Shareholder Information

Financial Reporting	Copies of the Company's annual and half-year reports may be obtained from the company secretary and electronic copies can be accessed on the Company's website www.capitalgearingtrust.com
Contacting the Board	Any shareholders wishing to communicate directly with the Board should do so via the company secretary
Capital Gains Tax	As at 31 March 1982 the adjusted value for capital gains tax purposes of the 25p Ordinary shares was 21.25p
Financial Calendar (guide)	Annual Results — June Annual General Meeting — July Dividend Payment Date — July Half-Year Report — November
Frequency of NAV Publication	Daily
Share Price	The Company's share price can be found on the London Stock Exchange website by using the Company's TIDM code 'CGT' within the price search facility. The share price is also available on the Company's website
How to Invest	Via your bank, stockbroker or other financial adviser
Sources of Further Information	Company's website — www.capitalgearingtrust.com AIC — www.theaic.co.uk
Share Identification Codes	SEDOL: 0173861 ISIN: GB0001738615 BLOOMBERG: CGT:LN FT: CGT:LSE
Substantial Shareholdings	The Disclosure Guidance and Transparency Rules require shareholders of the Company simultaneously to inform the Company and the Financial Conduct Authority (the "FCA") of changes to major holdings in the Company's shares within two trading days of the change For further information, please visit the FCA's website: www.fca.gov.uk/pages/doing/ukla/company/notifications/index.shtml
Nominee Share Code	The Company will arrange for copies of shareholder documents to be made available on request to interested parties and operators of nominee accounts
Disability Act	Access for the hard of hearing to the services of the registrar to the Company, Computershare Investor Services PLC, is provided by their contact centre's text phone service on 0370 702 0005. Alternatively, if you prefer to go through a 'typetalk' operator (provided by the RNID) you should dial 18001 followed by the number you wish to dial.
Data Protection	The Company is committed to ensuring the privacy of any personal data provided to us. Further details of the Company's privacy policy can be found on the Company's website www.capitalgearingtrust.com
Key Information Document	In line with the new European regulations for packaged investment products, which came into force in January 2018, a key information document (KID) has been produced for the Company by its AIFM and is available on the Company's website. The KID, which is not the responsibility of the Company, is produced in a prescribed form, with little scope for deviation. Investor's should note that the procedures for calculating risks, costs and potential returns contained in the KID are prescribed by law. These may not reflect the calibration of costs or expected returns for the Company and anticipated returns cannot be guaranteed.

Beware of Share Fraud

Shareholders may receive unsolicited phone calls or correspondence concerning investment matters that imply a connection to the Company. These are typically from overseas 'brokers' who target UK shareholders offering to sell them what often turn out to be worthless or high risk shares.

Shareholders may also be advised that there is an imminent offer for the Company, and the caller may offer to buy shares at significantly above the market price if an administration fee is paid. This is known as 'boiler room fraud'.

You can find more information about investment scams at the Financial Conduct Authority (FCA) website: www.fca.org.uk/consumer/protect-yourself-scams. You can also call the FCA Consumer Helpline on 0800 111 6768.

Shareholder Analysis

Beneficial owner analysis

As at 5 April:	**2018 Number of shares**	**2018 % of Issued capital**	2017 Number of shares	2017 % of Issued capital
Retail-Private Client	**3,601,952**	**62.5**	2,702,078	60.7
Named Private Individuals	**1,059,928**	**18.4**	953,789	21.4
Bank-Building Society	**362,201**	**6.3**	340,807	7.7
Open Ended Investment Companies	**283,651**	**4.9**	135,144	3.0
Other types of beneficial owner	**455,187**	**7.9**	321,356	7.2
	5,762,919	**100**	4,453,174	100

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www.capitalgearingtrust.com